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WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Wang On Group Limited (宏安集團有限公司)* (the “**Company**”) will be held at 20/F., Alexandra House, 18 Chater Road, Central, Hong Kong on Wednesday, 27 November 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the (i) conditional voluntary partial cash offer to be made by Kingston Securities Limited (“**Kingston Securities**”) on behalf of Goal Success Investments Limited (“**Offeror**”), an indirect wholly-owned subsidiary of Wai Yuen Tong Medicine Holdings Limited (“**WYT**”, a non wholly-owned subsidiary of the Company), to the shareholders of China Agri-Products Exchange Limited (“**CAP**”) to acquire such number of ordinary shares of HK\$0.01 each in the issued share capital of CAP (“**CAP Shares**”) which would result in the Offeror and parties acting in concert with it holding a maximum of 75% of the CAP Shares in issue (the “**Partial Share Offer**”); and (ii) conditional voluntary partial cash offer to be made by Kingston Securities on behalf of the Offeror to the holders of the 7.5% convertible notes due 2021 issued by CAP on 19 October 2016 (the “**Convertible Notes**”) to acquire a maximum of 54.83% of the outstanding principal amount of the Convertible Notes subject to adjustment in

* *For identification purpose only*

the event of a change in the issued share capital of CAP (the “**Partial CN Offer**”, and together with the Partial Share Offer, the “**Partial Offers**”), the details of which are set out in the announcement dated 26 September 2019 jointly issued by the Company, the Offeror, WYT, CAP and Easy One Financial Group Limited, and the transactions contemplated thereunder, be and are hereby approved and confirmed; and

- (b) any director of the Company be and is authorised to take, on behalf of the Company, all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Partial Offers and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the entering of the loan agreements both dated 26 September 2019 between CAP as the borrower and (i) Double Leads Investments Limited, an indirect wholly-owned subsidiary of the Company; and (ii) Winning Rich Investments Limited, an indirect wholly-owned subsidiary of WYT, as the lenders (the “**Loan Agreement**”, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose), in relation to the grant of an unsecured and interest-bearing loan in the aggregate principal amount of HK\$710.0 million for a period of three years, and the transactions contemplated thereunder, be and are hereby approved and confirmed; and
- (b) any director of the Company be and is authorised to take, on behalf of the Company, all steps necessary or expedient in their opinion to implement and/or give effect to the terms of the Loan Agreement and the transactions contemplated thereunder.”

By Order of the board of
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Mak Yuen Ming, Anita
Company Secretary

Hong Kong, 11 November 2019

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suite 3202, 32/F., Skyline Tower
39 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

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Notes:

1. The register of members of the Company will be closed from Friday, 22 November 2019 to Wednesday, 27 November 2019, both dates inclusive, during which period no transfer of shares of the Company (“**Shares**”) will be registered. In order to be entitled to attend and vote at the SGM, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 21 November 2019.
2. Any member of the Company (“**Member**”) entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a Member.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude Members from attending and voting at the SGM or any adjournment thereof (as the case may be) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares, any one of such holders may vote at the SGM either personally or by proxy in respect of such shares as if he/she was solely entitled thereto provided that if more than one of such joint holders be present at the SGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holders.
6. The above resolutions will be voted by way of a poll at the SGM.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas; and three independent non-executive Directors, namely Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justin and Mr. Siu Kam Chau.