
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING



WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

Reference is made to the Notice of Annual General Meeting (the “**AGM Notice**”) dated 23 July 2020 of Wang On Group Limited (宏安集團有限公司)* (the “**Company**”). The annual general meeting (the “**AGM**”) of the Company will be held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel of 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 24 August 2020 at 11:00 a.m.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM be held as originally scheduled and will consider and, if thought fit, pass, with or without amendments, the following resolution as ordinary business, in addition to the resolutions as set out in the AGM Notice:

ORDINARY RESOLUTION

6. “**THAT** Mr. Chan Yung be re-elected as an independent non-executive director of the Company.”

*(For details of the biographies of Mr. Chan Yung (“**Mr. Chan**”), please refer to the Appendix)*

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

Hong Kong, 6 August 2020

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

* *For identification purpose only*

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As at the date of this notice, the executive directors of the Company are Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas, and the independent non-executive directors of the Company are Mr. Wong Chun, Justein, Mr. Siu Kam Chau and Mr. Chan Yung.

Notes:

1. Save for the inclusion of the newly proposed resolution, there are no other changes to the resolutions set out in the AGM Notice. Please refer to the AGM Notice for the other resolutions to be passed at the AGM and other relevant matters.
2. Since the proxy form sent together with the circular dated 23 July 2020 (the “**First Proxy Form**”) does not contain the proposed additional resolution as set out in this supplemental notice of the AGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice of the AGM.
3. Any member of the Company (“**Member(s)**”) who has not yet lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, is at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
4. A Member who has already lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong should note that:
 - i. If no Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong, the First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the Member will also be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of the AGM.
 - ii. If the Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong on or before forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him or her. The Second Proxy Form will be treated as a valid proxy form lodged by the Member if correctly completed.

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- iii. If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong after forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the Member. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the Member will also be entitled to vote at his or her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the AGM Notice and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of the AGM.
5. Members are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Members from attending and voting in person at the AGM or at any adjourned meeting should they so wish.
6. Any Member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation is entitled to exercise the same powers on behalf of the Member which he/she or they represent as such Member could exercise.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her 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. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
8. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she is solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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Appendix PROFILE OF DIRECTOR PROPOSED TO BE RE-ELECTED

Biographical details of the director proposed to be re-elected at the AGM are set out below:

Mr. Chan Yung, *BBS, JP*, aged 50, is a registered social worker and the chairman of New Territories Association of Societies. He is also a director of New Territories Association of Societies (Community Services) Foundation since 2002. Mr. Chan has various public appointments including Hong Kong Deputy to the 12th and 13th National People's Congress of the People's Republic of China and a vice-chairman of Democratic Alliance for the Betterment and Progress of Hong Kong.

Mr. Chan holds a Bachelor's Degree from City University of Hong Kong, a Post-graduate Diploma of Politics and Public Administration from Tsinghua University and a Master's Degree in Law and Public Affairs from The Chinese University of Hong Kong. Mr. Chan was appointed as a Justice of Peace by the HKSAR Government in 2011 and awarded Bronze Bauhinia Star in 2014.

Mr. Chan has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive director of the Company for a specific term of three years. Pursuant to his letter of appointment, he is entitled to an annual remuneration of HK\$120,000 and will also be entitled to a fee of HK\$30,000 per annum determined with reference to his experience and duties as a member of the audit committee of the Company. Pursuant to the bye-laws of the Company, Mr. Chan will hold office until the next following general meeting of the Company after his appointment and, being eligible, submit himself for re-election at that meeting. Mr. Chan will thereafter subject to retirement by rotation and re-election at any subsequent annual general meetings of the Company pursuant to the bye-laws of the Company.

Mr. Chan is an independent non-executive director of GET Holdings Limited (stock code: 8100), a company being listed on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). To the best knowledge and belief of the board of directors of the Company (the "**Board**"), having made all reasonable enquiries and save as disclosed herein, Mr. Chan has not held any other directorship nor does he have any other major appointments in any listed public company in Hong Kong or overseas in the past three years preceding the date of this notice. Save as disclosed above, Mr. Chan also does not have any relationship with any other director of the Company, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company, nor hold any other positions with the Company or any members of the Group. Furthermore, as at the date of this notice, Mr. Chan does not have any interest in the shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2) of the Listing Rules, and the Board is not aware of any other matters regarding the appointment of Mr. Chan that needs to be brought to the attention of the shareholders of the Company.