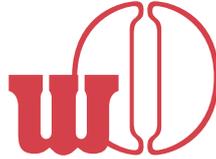


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **WANG ON GROUP LIMITED**

**(宏安集團有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1222)**

### **DISCLOSEABLE TRANSACTION IN RELATION TO DISPOSAL OF NOTES**

#### **THE DISPOSAL**

The Board announces that on 6 December 2021, Mailful, an indirect wholly-owned subsidiary of the Company, disposed of the Notes in the aggregate nominal value of US\$4.0 million (equivalent to approximately HK\$31.3 million) in the secondary market for a total consideration of approximately US\$2.3 million (equivalent to approximately HK\$18.1 million) (including accrued interest).

#### **LISTING RULES IMPLICATION**

As the Disposal and the Previous Disposals were conducted within a 12-month period prior to and inclusive of the date of the Disposal and they all relate to notes issued by the Issuer, the Disposal and the Previous Disposals were aggregated pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 5% but is less than 25%, it constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

## THE DISPOSAL

The Board announces that on 6 December 2021, the Company disposed of the Notes in the aggregate nominal value of US\$4.0 million (equivalent to approximately HK\$31.3 million) in the secondary market for a total consideration of approximately US\$2.3 million (equivalent to approximately HK\$18.1 million including accrued interest). A summary of the main terms underlying the Disposal is set out below:

<b>Date of the Disposal:</b>	6 December 2021
<b>Vendor:</b>	Mailful Investments Limited, an indirect wholly-owned subsidiary of the Company
<b>Issuer:</b>	Yuzhou Group Holdings Company Limited (禹洲集團有限公司 (previously known as Yuzhou Properties Company Limited (禹洲地產股份有限公司))), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange (Stock Code: 1628). The Issuer and its subsidiaries are principally engaged in property development, property investment, property management and hotel operations in the PRC and Hong Kong.  To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Issuer is a third party independent of the Company and its connected persons.
<b>Nominal value of the Notes disposed of:</b>	US\$4.0 million (equivalent to approximately HK\$31.3 million). As of 30 November 2021, the fair value of the Notes subject to the Disposal amounted to approximately HK\$16.3 million by reference to the Group's management accounts
<b>Consideration:</b>	Approximately US\$2.3 million (equivalent to approximately HK\$18.1 million) including accrued interest of approximately US\$0.09 million (equivalent to approximately HK\$0.7 million)
<b>Maturity date:</b>	25 January 2022, subject to early redemption provisions as set out in the terms of the Notes
<b>Coupon rate and interest income:</b>	6.0% per annum, payable semi-annually in arrears on 25 January and 25 July of each year, commencing on 25 July 2017

The subject Notes underlying the Disposal was acquired by the Group after 31 March 2021 and the total coupon generated therefrom since the date of acquisition up to the date of the Disposal amounted to approximately US\$27,000 (equivalent to approximately HK\$211,000).

## **THE PREVIOUS DISPOSALS**

On 3 December 2021, Mailful (an indirect wholly-owned subsidiary of the Company) disposed of the Notes in the aggregate nominal value of US\$4.0 million (equivalent to approximately HK\$31.3 million) in the secondary market for a total consideration of approximately US\$2.3 million (equivalent to approximately HK\$18.1 million) including accrued interest of approximately US\$0.09 million (equivalent to approximately HK\$0.7 million). During the period from 2 September 2021 to 10 September 2021, Twist Pioneer (an indirect wholly-owned subsidiary of WOP) also disposed of other notes issued by the Issuer in the aggregate nominal value of US\$5.0 million (equivalent to approximately HK\$39.1 million) in the secondary market for a total consideration of approximately US\$4.7 million (equivalent to approximately HK\$36.6 million) including accrued interest of approximately US\$0.04 million (equivalent to approximately HK\$0.3 million) in the aggregate. Each of the Previous Disposals did not constitute a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules at the relevant time both on a standalone basis and when aggregated with each other.

The coupon generated from the subject notes issued by the Issuer underlying the Previous Disposals for the two years ended 31 March 2020 and 2021 amounted to nil and approximately US\$6,000 (equivalent to approximately HK\$46,000) respectively.

## **INFORMATION OF THE GROUP**

The Company is an investment holding company. The Group is principally engaged in (i) management and sub-licensing of fresh markets and treasury management in Hong Kong and the PRC; (ii) property investment and property development in Hong Kong through WOP; (iii) manufacturing and/or retailing of pharmaceutical and health food products through Wai Yuen Tong Medicine Holdings Limited (Stock Code: 897), its 65.79%-owned listed subsidiary; and (iv) management and sale of properties in agricultural produce exchange markets in the PRC through China Agri-Products Exchange Limited (Stock Code: 149), a 53.37%-owned listed subsidiary of Wai Yuen Tong Medicine Holdings Limited.

Mailful is a company incorporated under the laws of British Virgin Islands and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in investment holding.

## **INFORMATION ON THE COUNTERPARTY**

As the Disposal was made on the market through brokers, the identity of the purchaser(s) was unknown to the Company. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no connected person of the Company has acquired the Notes disposed of by Mailful.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Disposal forms part of the treasury activities of the Group and is in its ordinary and usual course of business. It provides the Group with immediate liquidity and allows the Group flexibility to re-deploy its resources towards its other principal businesses and/or to refine its strategy in managing its investment portfolio in face of the recent market volatility.

Given the Disposal was conducted through open market and the consideration for the Disposal was determined based on the prevailing market price of the Notes available in the open market, the Directors consider that the Disposal is conducted on normal commercial terms, and, taking into account also the factors stated above, is fair and reasonable and in the interest of the Company and its Shareholders as a whole.

## **FINANCIAL EFFECT OF THE DISPOSAL AND USE OF PROCEEDS**

It is expected that the Group will record a loss on disposal of approximately US\$1.2 million (equivalent to approximately HK\$9.0 million) as a result of the Disposal, subject to auditors' review. The loss represents the difference between the net proceeds from the Disposal and the amortised cost of the Notes.

The proceeds from the Disposal are expected to be applied towards general working capital of the Group.

For completeness, the Group has recorded, subject to audit, a loss on disposal of approximately US\$2,800 (equivalent to approximately HK\$22,000) attributable to Twist Pioneer's previous disposals of notes in September 2021. Mailful also expects to record a loss on disposal of approximately US\$1.2 million (equivalent to approximately HK\$9.0 million) attributable to its disposal of Notes in the nominal amount of US\$4 million on 3 December 2021, subject to audit.

## LISTING RULES IMPLICATION

As the Disposal and the Previous Disposals were conducted within a 12-month period prior to and inclusive of the date of the Disposal and they all relate to notes issued by the Issuer, the Disposal and the Previous Disposals were aggregated pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal, when aggregated with the Previous Disposals, exceeds 5% but is less than 25%, it constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Wang On Group Limited (宏安集團有限公司)*, an exempted company incorporated in Bermuda with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1222)
“connected person(s)”	has the meaning as ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Notes in the nominal value of US\$4.0 million (equivalent to approximately HK\$31.3 million) in the secondary market on 6 December 2021
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Issuer”	Yuzhou Group Holdings Company Limited ( 禹洲集團有限公司 (previously known as Yuzhou Properties Company Limited ( 禹洲地產股份有限公司)), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange (Stock Code: 1628)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mailful”	Mailful Investments Limited, an indirect wholly-owned subsidiary of the Company and a company incorporated in the British Virgin Islands with limited liability, which is principally engaged in investment holding
“Notes”	6% senior notes due 2022 issued by the Issuer which is listed and traded on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Previous Disposals”	the disposals by members of the Group of notes issued by the Issuer in the secondary market during the last 12 months in an aggregate nominal amount of US\$9 million (equivalent to approximately HK\$70.4 million)
“Shareholder(s)”	the holder(s) of the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning as ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Twist Pioneer”	Twist Pioneer Limited, an indirect wholly-owned subsidiary of WOP and a company incorporated in the British Virgin Islands with limited liability, which is principally engaged in investment holding

“US\$”	United States dollar(s), the lawful currency of the United States of America
“WOP”	Wang On Properties Limited 宏安地產有限公司, an exempted company incorporated in Bermuda with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1243), a 75.0%-owned listed subsidiary of the Company as of the date of this announcement
“%”	per cent.

*For illustration purposes, amounts in US\$ in this announcement have been translated into HK\$ at the rate of US\$1 = HK\$7.826 as quoted by the Hong Kong Association of Banks as of the date of this announcement.*

By Order of the Board  
**WANG ON GROUP LIMITED**  
 (宏安集團有限公司) \*  
**Tang Ching Ho**  
*Chairman and Executive Director*

Hong Kong, 6 December 2021

*As at the date of this announcement, the Board comprises Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Ms. Stephanie as executive Directors; and Mr. Wong Chun, Justein, Mr. Siu Kam Chau and Mr. Chan Yung as independent non-executive Directors.*

*\* For identification purpose only*