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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Wang On Group Limited (宏安集團有限公司)*, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(1) MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF THE ENTIRE INTEREST IN TRUE PROMISE LIMITED AND (2) NOTICE OF SPECIAL GENERAL MEETING

A letter from the Board is set out on pages 5 to 12 of this circular.

A notice convening the SGM to be held as a combination of a physical meeting at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong and an online virtual meeting via electronic facilities on Tuesday, 10 May 2022 at 11:30 a.m. or any adjournment thereof is set out on pages SGM-1 to SGM-5 of this circular. A proxy form for use in connection with the SGM is enclosed with this circular. As set out in the section headed "Special Arrangements for the SGM" of this circular, the SGM will be a hybrid meeting. **The Company strongly encourages the Shareholders to exercise their rights to attend and vote at the SGM via electronic facilities.** As the Shareholders will not be permitted to attend the SGM in person, all Shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the SGM are strongly encouraged to appoint the chairman of the SGM as their proxy (for Shareholders who are required to attend the SGM physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by (a) completing the accompanying form of proxy in accordance with the instructions printed thereon and returning it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) submitting the proxy form electronically at <https://spot-meeting.tricor.hk/#/258> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as practicable but in any event no later than 11:30 a.m. (Hong Kong time) on Sunday, 8 May 2022, or not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case maybe). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) via electronic facilities should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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SPECIAL ARRANGEMENTS FOR THE SGM

SPECIAL ARRANGEMENTS FOR THE SGM

The Company does not in any way wish to diminish the opportunity available to members to exercise their rights and to vote, but is conscious of the need to protect the SGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the SGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the SGM to minimise attendance in person, while still enabling members to vote and ask questions. Details of the special arrangements for the SGM are set out below.

ATTENDING THE SGM BY MEANS OF ELECTRONIC FACILITIES

The SGM will be a hybrid meeting. The SGM will be held with the minimum number of persons present as is required under the Bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are members and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the SGM.

Given the above reasons, **NO other member, proxy or corporate representative should attend the SGM in person.** Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the Meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the SGM.

The Company strongly encourages members to attend, participate and vote at the SGM through online access by visiting the Tricor e-Meeting System provided by the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited. Members participating in the SGM using the Tricor e-Meeting System will also be counted towards the quorum and they will be able to view the live broadcast, cast their vote and submit questions through the Tricor e-Meeting System.

The Tricor e-Meeting System permits a "split vote" on a resolution, in other words, a member casting his/her/its votes through the Tricor e-Meeting System does not have to vote all of his/her/its shares in the same way ("For" or "Against"). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the Tricor e-Meeting System are irrevocable once the votes have been cast. The Tricor e-Meeting System will be opened for registered members and non-registered members (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the SGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer. Members should allow ample time to check into the Tricor e-Meeting System to complete the related procedures. Please refer to the Online Meeting User Guide in relation to the procedures of the online meeting at <https://spot-emeeting.tricor.hk/#/258>.

SPECIAL ARRANGEMENTS FOR THE SGM

Registered members

Registered members will be able to attend the SGM, vote and submit questions online through the Tricor e-Meeting System. Each registered member's personalised username and password will be sent to him/her/it under separate letter.

Non-registered members

Non-registered members whose shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the SGM, vote and submit questions online through the Tricor e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the SGM; and
- (ii) provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the SGM arrangements including login details to access the Tricor e-Meeting System will be sent by the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, to the email address(es) of the non-registered members provided by the Intermediary. Any non-registered member who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 11:30 a.m. (Hong Kong time) on Monday, 9 May 2022 should reach out to Tricor Tengis Limited for assistance. Without the login details, non-registered members will not be able to participate and vote using the Tricor e-Meeting System. Non-registered members should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Registered and non-registered members should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the SGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT AND PRIOR TO THE SGM

Members attending the SGM using the Tricor e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the SGM. Members can also send their questions by email to the Company via pr@wangan.com before the SGM. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the SGM and may decide, at their discretion, which questions to respond to.

SPECIAL ARRANGEMENTS FOR THE SGM

APPOINTMENT OF PROXY

Members are encouraged to submit their completed proxy forms and appoint the chairman of the SGM as their proxy well in advance of the SGM. Return of a completed proxy form will not preclude members from attending and voting by means of electronic facilities at the SGM or any adjournment thereof should they subsequently so wish. Members are requested (a) to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) to submit the proxy form electronically at <https://spot-meeting.tricor.hk/#/258> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible but in any event no later than 11:30 a.m. (Hong Kong time) on Sunday, 8 May 2022, or not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Registered members submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the chairman of the SGM) for the proxy to receive the username and password to participate the online virtual meeting via the Tricor e-Meeting System.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the SGM arrangements at short notice. Members are advised to check the latest announcements published by the Company for future updates on the SGM arrangements.

DEFINITIONS

In this circular, unless the context otherwise specifies, the following expressions have the following meanings:

“Announcement”	the joint announcement dated 8 November 2021 jointly issued by the Company and WOP in relation to, among other things, the formation of the joint venture in respect of the JV Company to engage in the acquisition of residential properties in Hong Kong within certain Investment Criteria as agreed with the APG JV Partner for development and re-development for sale
“APG JV Partner”	Stichting Depository APG Strategic Real Estate Pool, the depository of the Pool
“associates”, “connected persons” and “percentage ratio”	each has the meaning as ascribed to it under the Listing Rules
“Bank Loan Securities”	the security documents in relation to the New Bank Loan to be entered into by the Target Company in favour of the relevant bank (including, among others, a mortgage over the Seed Project) at the same time as Completion
“Board”	the board of the Directors
“Buyer”	Delight Venture Limited, a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the JV Company
“CAP”	China Agri-Products Exchange Limited, an exempted company incorporated in Bermuda with limited liability, the ordinary shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 0149), a 53.37%-owned listed subsidiary of WYT
“CAP Group”	CAP and its subsidiaries
“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)
“Completion”	completion of the Disposal pursuant to the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement)
“Completion Date”	the date of completion of the Disposal as referred to in the section headed “The Sale and Purchase Agreement — Completion”

DEFINITIONS

“Consideration”	has the meaning as defined in the section headed “The Sale and Purchase Agreement — Consideration”
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Share and the assignment of the Shareholder’s Loan by the Seller to the JV Company pursuant to the Sale and Purchase Agreement or to the Buyer pursuant to the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) (as the case may be)
“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 PRC
“Investment Criteria”	the investment criteria as the WOP Group and the APG JV Partner may from time to time agree with reference to the size and projected return of the projects for sale, which currently includes residential properties in urban locations in Hong Kong with a project site and gross floor area of at least 3,500 square feet and at least 30,000 square feet, respectively, but excluding properties acquired from certain sources or obtained through certain procedures, including through government tender, further details of which are set out in the Announcement
“JV Company”	Giant Harmony Limited, a company incorporated in Hong Kong with limited liability and an indirect 50%-owned joint venture of WOP
“Latest Practicable Date”	14 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Net Asset Value”	the total assets of the Target Company minus total liabilities of the Target Company (other than the liability in respect of the Shareholder’s Loan and the New Bank Loan)

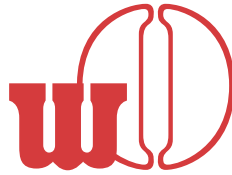
DEFINITIONS

“New Bank Loan”	a loan to be granted in favour of the Target Company by a third-party bank in Hong Kong, which shall be used to refinance the existing bank loan owing by the Target Company to a third-party bank in Hong Kong at the same time as Completion
“Pool”	has the meaning as defined in the section headed “Information on the Buyer”
“PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Sale and Purchase Agreement”	the sale and purchase agreement dated 18 February 2022 entered into between the Seller and the JV Company in relation to the Disposal
“Sale Share”	one issued ordinary share of the Target Company, representing the entire issued share capital of the Target Company legally and beneficially owned by the Seller prior to Completion
“Seed Project”	the residential and commercial units located at Nos. 12-16, 18-20, 22 and 24 Ting Yip Street, Ngau Tau Kok, Kowloon, Hong Kong
“Seller”	City Arise Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of WOP
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve, among other things, the Disposal and the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Shareholder’s Loan”	the shareholder’s loan(s) owing by the Target Company to the Seller as at the Completion Date, being unsecured, interest-free shareholder’s loan(s) repayable on demand, amounting to approximately HK\$273,241,246 as at the Latest Practicable Date
“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)
“Supplemental Agreement”	the supplemental agreement to the Sale and Purchase Agreement dated 11 April 2022 entered into between the Seller, the JV Company and the Buyer, pursuant to which the rights and obligations of the JV Company under the Sale and Purchase Agreement were novated to the Buyer, further details of which are set out in the section headed “The Supplemental Agreement”
“Target Company”	True Promise Limited, a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Seller prior to Completion and the sole legal and beneficial owner of the Seed Project
“WOG Group”	the Group, for the purpose of this circular, excludes the WOP Group, the WYT Group and the CAP Group
“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%-owned listed subsidiary of the Company
“WOP Group”	WOP and its subsidiaries
“WYT”	Wai Yuen Tong Medicine Holdings Limited (位元堂藥業控股有限公司*), 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: 897), a 65.79%-owned listed subsidiary of the Company
“WYT Group”	WYT and its subsidiaries
“%”	per cent

LETTER FROM THE BOARD



WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

Executive Directors:

Mr. Tang Ching Ho, GBS, JP (Chairman)

Ms. Yau Yuk Yin (Deputy Chairman)

Ms. Stephanie

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent non-executive Directors:

Mr. Wong Chun, Justein, BBS, MBE, JP

Mr. Siu Kam Chau

Mr. Chan Yung, GBS, JP

*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

20 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) MAJOR TRANSACTION
IN RELATION TO THE DISPOSAL OF
THE ENTIRE INTEREST IN TRUE PROMISE LIMITED
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement dated 18 February 2022 jointly issued by the Company and WOP in relation to the Disposal.

The purpose of this circular is to provide you with, among other things, the details of the Disposal as required under the Listing Rules.

LETTER FROM THE BOARD

BACKGROUND

Reference is made to the Announcement of the Company and WOP dated 8 November 2021 in relation to, among other things, the formation of the joint venture in respect of the JV Company (an indirect 50%-owned joint venture of WOP) to engage in the acquisition of residential properties in Hong Kong within certain Investment Criteria as agreed with the APG JV Partner (being the owner of the remaining 50% interest in the JV Company) for development and re-development for sale.

The Target Company is an indirect wholly-owned subsidiary of WOP and the sole owner of the Seed Project, which the WOP Group has recently completed its acquisition of. The board of WOP and the JV Company have both agreed that this project will fall within the Investment Criteria and on 18 February 2022, the Seller (an indirect wholly-owned subsidiary of WOP) entered into the Sale and Purchase Agreement with the JV Company in relation to the disposal of the Seed Project to the JV Company, pursuant to which the Seller conditionally agreed to sell and the JV Company conditionally agreed to purchase (a) the entire issued share capital of the Target Company (i.e the Sale Share); and (b) the shareholder's loan owing by the Target Company to the Seller as at the Completion Date (i.e. the Shareholder's Loan), at the aggregate consideration of HK\$490,732,000 (subject to adjustment) subject to the terms of the Sale and Purchase Agreement.

On 11 April 2022, the Seller entered into the Supplemental Agreement with the JV Company and the Buyer to amend and supplement the Sale and Purchase Agreement, pursuant to which the JV Company agreed to novate and the Buyer agreed to assume all rights and obligations of the JV Company in and under the Sale and Purchase Agreement. Save for the said revisions, all other terms under the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) remain the same.

THE SALE AND PURCHASE AGREEMENT

Date

18 February 2022

Parties

- (i) The Seller, an indirect wholly-owned subsidiary of WOP, as seller
- (ii) The JV Company, an indirect 50%-owned joint venture of WOP and owned as to the remaining 50% interest by the APG JV Partner, as buyer

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the APG JV Partner and its ultimate beneficial owner(s) is a third party independent of the Company and its respective connected persons.

LETTER FROM THE BOARD

Subject matter

The Sale Share, representing the entire issued share capital of the Target Company, and the Shareholder's Loan owing by the Target Company to the Seller. The Sale Share is sold free from encumbrances save for the Bank Loan Securities.

The Target Company directly holds 100% legal and beneficial ownership of the Seed Project. The Seed Project is sold on an "as-is" basis free from encumbrances save for certain existing tenancies, further details of which are set out below in this circular, and the Bank Loan Securities.

Consideration

The consideration for the Target Company shall be an initial sum of HK\$490,732,000 payable to the Seller on Completion (the "**Consideration**"). The Consideration shall be adjusted such that an amount equal to the difference between the initial sum for the Target Company and the Net Asset Value shall be added to (if the Net Asset Value as at Completion is higher than the initial sum) or deducted from (if the Net Asset Value as at Completion is lower than the initial sum) the Consideration.

The Consideration for the Target Company was determined based on arm's length negotiations between the parties with reference to the WOP Group's investment cost in respect of the Seed Project. As the re-development of the Seed Project has not yet commenced, the Directors consider that it is fair and reasonable to determine the Consideration for the Target Company based on the investment cost, comprising principally of the acquisition cost of the Seed Project incurred and estimated to be required for completing the acquisition of the Seed Project since November 2021 in the amount of approximately HK\$403.1 million, together with other stamp duty, construction and legal costs, consultancy fees and interest expenses to be incurred up to Completion, which is expected to be in the amount of approximately HK\$87.6 million, instead of the market value of the Seed Project.

Condition precedent

Completion is conditional upon the approval by the Shareholders and the shareholders of WOP for the Seller to enter into the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) having been obtained and/or any other requirements required to be fulfilled under the Listing Rules before Completion having been fulfilled.

If the condition precedent set out above is not fulfilled on or before the date falling within 6 months from the date of the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) (or such later date as the parties may agree in writing), the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) shall terminate automatically.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the condition precedent set out above has not been fulfilled save that WOP has obtained a written shareholders' approval from Earnest Spot Limited, the controlling shareholder holding 11,400,000,000 Shares, representing 75% of the total issued shares of WOP, as at the Latest Practicable Date, in lieu of holding a special general meeting to approve the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the Disposal in accordance with Rule 14.44 of the Listing Rules.

Completion

Completion shall take place following the satisfaction of the condition precedent set out above or on such other date as agreed between the parties (the "**Completion Date**").

Upon Completion, the Target Company will cease to be a subsidiary of the Group and its financial results will no longer be consolidated into the consolidated financial statements of the Group but the WOP Group will still hold an indirect 50% interest in the Target Company through the JV Company.

THE SUPPLEMENTAL AGREEMENT

On 11 April 2022, the Seller entered into the Supplemental Agreement with the JV Company and the Buyer (a direct wholly-owned subsidiary of the JV Company) to amend and supplement the Sale and Purchase Agreement, pursuant to which the JV Company agreed to novate and the Buyer agreed to assume all rights and obligations of the JV Company in and under the Sale and Purchase Agreement. Save for the said revisions, all other terms under the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) remain the same. Accordingly, the JV Company was released from any obligations under the Sale and Purchase Agreement to be performed from the effective date of the Supplemental Agreement (i.e. 11 April 2022).

INFORMATION ON THE TARGET COMPANY AND THE SEED PROJECT

The Target Company is incorporated in Hong Kong with limited liability for property holding purpose with no other major assets besides its direct interests in the Seed Project. The Target Company is an indirect wholly-owned subsidiary of WOP prior to Completion.

The Seed Project comprises the residential and commercial units located at Nos. 12-16, 18-20, 22 and 24 Ting Yip Street, Ngau Tau Kok, Kowloon, Hong Kong, with a total gross floor area of approximately 46,000 square feet, part of which is subject to existing tenancies expiring in or before April 2023 with an aggregate monthly rent of approximately HK\$80,300. The WOP Group will be retained as the asset manager of the Seed Project to provide property asset management services to the JV Company and its subsidiaries from time to time for a management fee comprising a fixed fee and a performance fee determined with reference to the performance of property projects managed by the asset manager, and it is the intention of the WOP Group to re-develop the Seed Project as residential and commercial/mixed use property for sale through the JV Company.

LETTER FROM THE BOARD

Financial information of the Target Company

Set out below is a summary of the unaudited financial information of the Target Company for the period from 18 March 2021 (i.e. the date of incorporation of the Target Company) to 31 January 2022:

For the period from 18 March 2021
(date of incorporation) to
31 January 2022
Approximately
HK\$'000
(unaudited)

Net loss before taxation	936
Net loss after taxation	936

The unaudited net liabilities of the Target Company, being the total assets of the Target Company minus the total liabilities of the Target Company, as at 31 January 2022 was approximately HK\$936,000.

FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS

Assets and liabilities

Having considered the Consideration and the unaudited Net Asset Value of the Target Company as at 31 January 2022, it is estimated that upon Completion, the total assets of the Group will decrease by approximately HK\$212.9 million. The total liabilities of the Group will decrease by approximately HK\$209.8 million. It is estimated that the net assets of the Group will have a decrease of approximately HK\$3.0 million, being the net effect of the changes of the total assets and total liabilities of the Group.

It is estimated that the Group will record a loss on the Disposal in the amount of approximately HK\$3.0 million which is calculated based on the Consideration for the Disposal and taking into account the net liabilities of, and the outstanding loans remaining after repayments made by the Target Company up to and as at 31 January 2022. The actual loss will be subject to review by the auditors of the Company.

The Consideration of HK\$490,732,000 is the same as the unaudited Net Asset Value of the Target Company (being the total assets of the Target Company minus the total liabilities of the Target Company (other than the liability in respect of the Shareholder's Loan and the New Bank Loan)) as at 31 January 2022.

LETTER FROM THE BOARD

The net proceeds in the amount of approximately HK\$487.7 million arising from the Disposal will be used to fund the WOP Group's share of the Consideration payable by the Buyer in relation to the Disposal in the amount of approximately HK\$141.2 million by way of providing its pro rata share of the shareholders' loan to the JV Company in accordance with the terms of the subscription and shareholders' agreement dated 8 November 2021 entered into among an indirect wholly-owned subsidiary of WOP, WOP, the APG JV Partner and the JV Company in respect of the formation of joint venture in respect of the JV Company, further details of which are set out in the Announcement, with the remaining balance to be used for repayment of the bank loan(s) of the WOP Group as they fall due. The total commitment paid by the WOP Group to the JV Company following Completion will increase from approximately HK\$639,731,000 to HK\$780,587,000.

INFORMATION ON THE SELLER

The Seller is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of WOP principally engaged in investment holding.

INFORMATION ON THE JV COMPANY AND THE BUYER

The JV Company is a company established in Hong Kong with limited liability and a joint venture of WOP owned as to 50% by an indirect wholly-owned subsidiary of WOP and 50% by the APG JV Partner, which is established in the Netherlands and is the depositary of APG Strategic Real Estate Pool (the "Pool"), with an agreed maximum capital commitment of up to HK\$2,334,000,000 from each of the WOP Group and the APG JV Partner. The Pool is a fund formed for the purpose of collective investments by its participants, all being Dutch pension funds. The Pool is established as a fund for joint account (fonds voor gemene rekening) under Dutch laws. It is not a legal entity but a contractual arrangement between the APG JV Partner, APG Asset Management N.V., a licensed investment manager in the Netherlands as its manager, and its participants which invest in it through subscribing an interest in it.

The JV Company is principally engaged in the acquisition for development and re-development of residential properties in Hong Kong which satisfies certain Investment Criteria for sale.

The Buyer is a company established in Hong Kong with limited liability and a direct wholly-owned subsidiary of the JV Company principally engaged in property holding.

INFORMATION ON THE GROUP, WOP AND THE WOP GROUP

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 WYT; and (iv) management and sale of properties in agricultural produce exchange markets in the PRC through CAP.

WOP is an investment holding company. The WOP Group is principally engaged in the businesses of developing residential and commercial properties for sale and investing in commercial and industrial properties for investment return and capital appreciation.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Directors consider that the Disposal will allow the Company to operate the Seed Project through the JV Company, which is expected to improve the liquidity of the Company. Accordingly, the Disposal will enable WOP to reallocate its resources into future investment opportunities and pursue other growth opportunities, respectively. The Disposal will also help the WOP Group to expand its property asset management business for additional stable property asset management fee.

The Directors consider that the Disposal and the terms of the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in respect of the Disposal exceeds 25% but is less than 75% for the Company, the Disposal constitutes a major transaction for the Company and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

THE SGM

The notice convening the SGM is set out on pages SGM-1 to SGM-5 of this circular. The SGM will be held as a combination of a physical meeting at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong and an online virtual meeting via electronic facilities on Tuesday, 10 May 2022 at 11:30 a.m. for the Shareholders to consider and, if thought fit, to approve the Disposal and the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the transactions contemplated thereunder. A proxy form for use in connection with the SGM is enclosed with this circular. As set out in the section headed "Special Arrangements for the SGM" of this circular, the SGM will be a hybrid meeting. **The Company strongly encourages the Shareholders to exercise their rights to attend and vote at the SGM via electronic facilities.** As the Shareholders will not be permitted to attend the SGM in person, all Shareholders (other than those who are required to attend the SGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the SGM are strongly encouraged to appoint the chairman of the SGM as their proxy (for Shareholders who are required to attend the SGM physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by (a) completing the accompanying form of proxy in accordance with the instructions printed thereon and returning it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) submitting the proxy form electronically at <https://spot-meeting.tricor.hk/#/258> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as practicable but in any event no later than 11:30 a.m. (Hong Kong time) on Sunday, 8 May 2022, or not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case maybe). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof (as the case may be) via electronic facilities should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

The record date for the determination of the entitlement to attend and vote at the SGM will be the close of business on Tuesday, 10 May 2022. In order to qualify for attending the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than Tuesday, 3 May 2022 at 4:30 p.m..

In light of the current COVID-19 situation, your attention is drawn to the section headed "Special Arrangements for the SGM" set out on pages i to iii of this circular for further information.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, no Shareholders or any of their respective associates has any material interest in the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) and the Disposal, thus no Shareholder is required to abstain from voting at the SGM.

RECOMMENDATION

For the reasons set out above, the Directors consider that the Disposal and the terms of the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors would recommend the Shareholders to vote in favour of the resolutions at the SGM for the approval of the Disposal and the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement).

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Tang Ching Ho
Chairman and Executive Director

1. INDEBTEDNESS STATEMENT

As at the close of business on 28 February 2022, being the latest practicable date for the purpose of ascertaining information contained in this indebtedness statement set out in this circular, the Group had outstanding bank and other loans and unsecured notes of approximately HK\$7,512.1 million, of which bank loans with an aggregate amount of approximately HK\$4,712.2 million were secured by the Group's property, plant and equipment, investment properties and certain rental income generated therefrom, properties held for sale, properties under development, pledged deposit, financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss and share charges in respect of the entire interests of certain subsidiaries of the Group, which are engaged in property investment and development. As at 28 February 2022, the Group also provided guarantees to banks in respect of banking facilities extended to joint ventures in an amount not exceeding HK\$450.8 million and customers in favour of certain banks for loans provided by these banks of HK\$47.2 million. Moreover, the Group's lease liabilities amounted to approximately HK\$737.7 million as at 28 February 2022.

Save as otherwise disclosed above, and apart from intra-group liabilities and normal trade payables, the Group did not have, at the close of business on 28 February 2022, any other debt securities issued and outstanding, or authorised or otherwise created but unissued, any other term loans, any other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptance (other than normal trade bills) or acceptance credits or hire purchase commitments, any other mortgages and charges or any guarantees or material contingent liabilities.

2. WORKING CAPITAL STATEMENT

Taking into account the financial impact of the Disposal and the financial resources available to the Group, including internally generated funds and available banking facilities of the Group, the Directors, after due and careful enquiry, are of the opinion that the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of publication of this circular.

3. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is engaged in the businesses of the management of fresh market and treasury management. Meanwhile, it is also engaged in operation of developing residential and commercial properties for sale and investing in commercial and industrial properties for investment return and capital appreciation through its subsidiary, WOP, as well as the manufacturing and retailing of Chinese and western pharmaceutical through its subsidiary, WYT, and management and sales of properties in agricultural produce exchange markets in the PRC through its subsidiary, CAP. There is no change in the Group's principal activities since 31 March 2021, being the date on which the latest published audited consolidated financial statements of the Group were made up, and there is not expected to be any change to the Group's principal business as a result of completion of the Transactions.

The whole Hong Kong society and economy is adversely affected by the sudden outbreak of the COVID-19 pandemic since early 2022.

In respect of the Group's property development business, with the success of the pre-sales of The Met. Azure in August 2021, the growth momentum and branding of the Group's property development business are expected to be further improved. The Group will continue to seek to replenishes its land bank by participating in public tender, old building acquisition and land use conversion. In the asset management and property investment sector, the Group will keep seeking new opportunities to broaden its portfolio for a stable recurring income base and input more environmentally sustainable and socially responsible elements into its assets.

The environment for fresh market operations will become more competitive as the number of fresh markets and operators have increased and also as a result of the gradual acceptance of online shopping and delivery services. The unprecedented scale of COVID-19 pandemic affects the fresh market operation as citizens tended to hide from outdoors activities. While the Government continue to roll out easing measures to the tenants, it has reduced some pressure for these tenants. On the other hand, when the pandemic situation will become over sooner or later, the Group will continue to expand its fresh market portfolio by collaborating with landlords and identifying opportunities to acquire additional fresh markets in both public and private sectors in Hong Kong to strengthen its recurring income. Moreover, the Group will also devote more resources in developing delivery services for fresh market.

The pandemic has hit the tourism market which has led to a decrease in mainland China tourist visits, which may continue to curtail and negatively impact retail performance. It is also expected that the quarantine arrangement between Hong Kong and mainland China will be prolonged. Moreover, the Hong Kong citizens are more concerns and worry about the pandemic situation and it is expected that huge increase in spendings on medication and nutritional supplements to help fighting against the pandemic. Moreover, the Hong Kong government has announced the launch of consumption voucher scheme with increased amount which will mitigate the unfavorable economic situation of Hong Kong and benefit the WYT Group as a retailer and a Chinese medicine practitioner in Hong Kong.

The Group will continue to closely monitor the performance of its distribution channels and retail network and the Group will continue to leverage its brand value to strengthen its partnerships and boost its franchising model to maximise its retail exposure and lower overall operational risk and costs.

The contribution of CAP Group after its acquisition in prior years has significantly expanded the Group’s presence in the fresh food market, agricultural produce exchange markets and the property development segment in mainland China. Looking ahead, the Group will continue to build a nationwide agricultural produce exchange network by leveraging its leading position in the industry, replicable business model, advanced management system and IT infrastructure and quality customer service. Agricultural development is expected to remain one of the main development focuses of the PRC government in the next few years, and major growth in the agriculture sector is expected to be driven by the “Belt and Road Initiative”. The Group will continue to capture new business opportunities by cooperating with partners to adopt an “asset light” approach.

The Transactions will enable the WOP Group to reallocate its resources into the asset management and property investment sector, and the WOP Group will keep seeking new opportunities to broaden its portfolio for a stable recurring income base. The WOP Group will continue to monitor market changes closely and to look for and evaluate available opportunities in property acquisition and collaboration with strategic partners to strengthen the real estate business.

The following is the text of a letter and valuation certificate, prepared for the purpose of incorporation in this circular received from Asset Appraisal Limited, an independent valuer, in connection with its valuation of the Seed Project as at 28 February 2022.



Asset Appraisal Limited
中誠達資產評值顧問有限公司

Rm 901, 9/F., On Hong Commercial Building
145 Hennessy Road, Wanchai, HK
香港灣仔軒尼詩道145號安康商業大廈9字樓901室
Tel : (852) 2529 9448 Fax : (852) 3521 9591

20 April 2022

The Board of Directors
Wang On Group Limited
Suite 3201 32/F
Skyline Tower
No. 39 Wang Kwong Road
Kowloon Bay Kowloon

Dear Sirs,

Re: Valuation of Nos. 12-26 Ting Yip Street, Kowloon, Hong Kong

In accordance with the instructions from **Wang On Group Limited** (the “**Company**”) to value certain property development site (the “**Seed Project**”) held by the Company or its subsidiaries (altogether referred to as the “**Group**”), we confirm that we have carried out inspection of the Seed Project, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Seed Project as at 28 February 2022 (the “**Valuation Date**”).

BASIS OF VALUATION

Our valuation of the Seed Project represents its market value which we would define as intended to mean “the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently, and without compulsion”.

TITLESHIP

We have caused searches to be made at the appropriate Land Registry for the Seed Project. However, we have not verified ownerships of the Seed Project or to verify the existence of any amendments which do not appear on the copies handed to us. All documents have been used for reference only.

VALUATION METHODOLOGY

In valuing the Seed Project as a development site, we have adopted the Market Approach assuming sale of each of the Seed Project in its existing state by making reference to comparable sales transactions of similar properties as identified on the market. Comparable properties of similar size, character and location are analyzed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital values.

ASSUMPTIONS

Our valuation has been made on the assumption that the owner sells the Seed Project on the market in its existing state without the benefit of deferred terms contracts, leaseback, joint ventures, management agreements or any similar arrangement which would serve to affect the value of the Seed Project.

Other special assumptions for our valuation (if any) would be stated out in the footnotes of the valuation certificate attached herewith.

LIMITING CONDITIONS

No allowance has been made in our report for any charges, mortgages or amounts owing on the Seed Project nor for any expenses or taxation which may be incurred in holding them. It is assumed that the Seed Project is free from encumbrances, restrictions, outgoings of an onerous nature and any third party rights, which could affect its value.

We have relied to a very considerable extent on the information given by the Company and have accepted advice given to us on such matters as tenure, planning approvals, statutory notices, easements, particulars of occupancy, lettings and all other relevant matters.

We have not carried out detailed site measurements to verify the correctness of the site and floor areas in respect of the Seed Project but have assumed that the site areas and the floor areas shown on the documents and official plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

The Seed Project were last inspected on 4 March 2022 by the undersigned. She has inspected the exterior and, where possible, the interior of the buildings and structures of the Seed Project. However, no structural survey has been made for them. We are not, however, able to report whether the buildings and structures inspected by us are free of rot, infestation or any structural defect. No test was carried out on any of the building services and equipment. During the site inspection, she has ascertained the following matters of the Seed Project as at the date of site inspection:

- the general environment and development conditions of the area in which the Seed Project is situated;
- the existing development status and the existing uses of the Seed Project;
- the occupancy of the Seed Project;

- the facilities provided by the Seed Project; and
- the existence of any closure order and resumption order affixed to the Seed Project.

The market value estimate contained within this report specifically excludes the impact of environmental contamination resulting from earthquakes or other causes. It is recommended that the reader of this report consult a qualified environmental auditor for the evaluation of possible environmental defects, the existence of which could have a material impact on market value.

No soil analysis or geological studies were ordered or made in conjunction with this report, nor were any water, oil, gas, or other subsurface minerals use rights or conditions investigated.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company. We have also sought confirmation from the Company that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

In valuing the Seed Project, we have complied with all the requirements contained in Chapter 5 to the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited; the HKIS Valuation Standards (2020 Edition) published by The Hong Kong Institute of Surveyors.

All market values of the Properties are denominated in Hong Kong Dollars.

Our valuation certificate is attached herewith.

Yours faithfully,
for and on behalf of
Asset Appraisal Limited

Sandra Lau
MHKIS AAPI RPS(GP)
Director

Sandra Lau is a member of the Hong Kong Institute of Surveyors, an Associate of the Australian Property Institute and a Registered Professional Surveyor in General Practice. She is on the list of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers of the Hong Kong Institute of Surveyors, Registered Business Valuer under the Hong Kong Business Valuation Forum and has over 10 years' experience in valuation of properties in Hong Kong, in Macau and in the PRC.

VALUATION CERTIFICATE

Property interests held by the Group for future development

Property	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 28 February 2022 <i>HKD</i>
Nos. 12-26 Ting Yip Street Kowloon Hong Kong	The property comprises a development site with an area of approximately 5,151 square feet on which 5 contiguous 6-storey tenement blocks with a total saleable area of approximately 17,506 square feet are erected. Their ground floor levels are devoted for commercial uses. They were completed in about 1973.	As confirmed by the Group, portion of the property with a total saleable area of approximately 2,750 square feet is subject to 12 individual tenancies for terms expiring on between 13 May 2022 and 30 April 2023 at a total monthly rent of HK\$67,300. The remaining portion of the property is vacant.	490,000,000
New Kowloon Inland Lot Nos. 4701, 4705, 4712, 5220, 5232 and 5511	The property is falling within an early established residential area predominant with medium to high rise residential buildings of various ages. Ground floor levels of most of the neighbouring buildings are being used for commercial purposes. The traditional industrial zone of Kwun Tong district, being one of the earliest development industrial zones of Hong Kong, is lying at the south of the property. Through various piecemeal redevelopments, many new developments designed for commercial or non-polluting industrial/office uses are emerged in the area. Area lying at the north of the property is designed for public housing developments. An exit of the MTR (Ngau Tau Kok) Station is about 0.5 kilometres at the south-east of the property.		
	The property is planned to be developed into residential building with a total gross floor area of approximately 46,349 square feet (please refer to note 15 below). As advised by the Group, demolition of the existing buildings of the property is scheduled in 2023.		
	New Kowloon Inland Lot No. 4701 is held under Conditions of Exchange No. 7421 for a term of 99 years commencing on 1 July 1898.		

Property	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 28 February 2022 <i>HKD</i>
	<p>New Kowloon Inland Lot No. 4705 is held under Conditions of Grant No. 7447 for a term of 99 years commencing on 1 July 1898.</p>		
	<p>New Kowloon Inland Lot No. 4712 is held under Conditions of Grant No. 7318 for a term of 99 years commencing on 1 July 1898.</p>		
	<p>New Kowloon Inland Lot No. 5220 is held under Conditions of Grant No. 9491 for a term of 99 years commencing on 1 July 1898.</p>		
	<p>New Kowloon Inland Lot No. 5232 is held under Conditions of Grant No. 9537 for a term of 99 years commencing on 1 July 1898.</p>		
	<p>New Kowloon Inland Lot No. 5511 is held under Conditions of Grant No. 10662 for a term of 99 years commencing on 1 July 1898.</p>		
	<p>The lease terms of all the above Government leases have been statutorily extended to 30 June 2046. The total current annual Government rent of the property is approximately HK\$137,000.</p>		

Notes:

1. The registered owner of Nos. 12-16 Ting Yip Street of the property is True Promise Limited, a wholly-owned subsidiary of the Group registered via memorial nos. 21122400040097, 21122400040109, 21122400040113, 21122400040123, 21122400040134, 21122400040143, 21122400040157, 21122400040162, 21122400040174, 21122400040182, 21122400040190, 21122400040203, 21122400040219, 21122400040222, 21122400040236 and 21122400040243 all dated 30 November 2021 and memorial no. 22011801390016 dated 20 December 2021.
2. The registered owner of Nos. 18-20 Ting Yip Street of the property (except Ground Floor of Block A and Open Yard Thereof) is True Promise Limited registered via memorial nos. 21122400040262, 21122400040275, 21122400040283, 21122400040291, 21122400040307, 21122400040318, 21122400040322, 21122400040334, 21122400040340 and 21122400040358 all dated 30 November 2021 and memorial no. 22020400910024 dated 17 January 2022.
3. The registered owners of Ground Floor of Block A and Open Yard Thereof, Nos. 18-20 Ting Yip Street of the property are Ng Sim and Yuen Suet Chuen (as joint tenants) registered via memorial no. UB4347304 dated 10 February 1990. The concerned unit has been assigned to True Promise Limited as revealed from an unregistered assignment dated 30 November 2021.
4. The registered owner of No. 22 Ting Yip Street of the property is True Promise Limited registered via memorial nos. 21122400040368, 21122400040373, 21122400040380, 21122400040392 and 21122400040405 all dated 30 November 2021 and memorial no. 22012601450066 dated 3 January 2022.
5. The registered owner of No. 24 Ting Yip Street of the property is True Promise Limited registered via memorial nos. 21122400040413, 21122400040422, 21122400040431, 21122400040445, 21122400040451 and 21122400040468 all dated 30 November 2021.
6. The registered owner of No. 26 Ting Yip Street of the property is True Promise Limited registered via memorial nos. 21122400040475, 21122400040483, 21122400040490, 21122400040505, 21122400040518 and 21122400040529 all dated 30 November 2021.
7. Save for Unit C on 3/F of No. 16 Ting Yip Street, 1/F of Block A of Nos. 18-20 Ting Yip Street and 5/F including the Roof of No. 22 Ting Yip Street of the property, the following encumbrances were registered against the property as at valuation date:
 - Mortgage in favour of Hang Seng Bank Limited registered via memorial no. 21122400040534 dated 30 November 2021.
 - Assignment of Sale Proceeds and Rental Proceeds in favour of Hang Seng Bank Limited registered via memorial no. 21122400040544 dated 30 November 2021.
8. The existing building standing on Nos. 12-16 Ting Yip Street of the property is subject to Order No. “C/HH/003246/17/K” issued by the Building Authority under Section 24(1) of the Building Ordinance registered via memorial no. 17102001000013 dated 22 September 2017 and Order No. “C/TC/001941/18/K” issued by the Building Authority under Section 24(1) of the Building Ordinance registered via memorial no. 18080900710052 dated 16 July 2018.
9. Ground Floor of Block A and Block B of the existing building standing on Nos. 18-20 Ting Yip Street of the property are subject to Notice No. “WC/TCF00048/14/K-S04” issued by the Building Authority under Section 24C(1) of the Building Ordinance registered via memorial no. 14121801570145 dated 3 March 2014.

10. The property falls within an area zoned “Residential (Group A)” under the Draft Kwun Tong (South) Outline Zoning Plan No. S/K14S/23.
11. As provided in the Government leases namely Conditions of Exchange No. 7421 of New Kowloon Inland Lot No. 4701, Conditions of Grant No. 7447 of New Kowloon Inland Lot No. 4705, Conditions of Grant No. 7318 of New Kowloon Inland Lot No. 4712 of the property, the concerned land lots and any building or buildings erected thereon (other than the ground floor or floors thereof) shall be used for residential purpose only, and the said ground floor or floors shall be used for residential or commercial purposes only. No part of any structure shall exceed a height of 300 feet above the Principal Datum.
12. As provided in the Government leases namely Conditions of Grant No. 9491 of New Kowloon Inland Lot No. 5220 and Conditions of Grant No. 9537 of New Kowloon Inland Lot No. 5232 of the property, the concerned land lots and any building or buildings erected thereon (other than the ground floor or floors thereof) shall be used for residential purpose only, and the said ground floor or floors shall be used for non-industrial purposes only. No part of any structure to be erected on the lot shall exceed a height of 300 feet above the Principal Datum.
13. As provided in the Government lease namely Conditions of Exchange No. 10662 of New Kowloon Inland Lot No. 5511 of the property, the concerned land lot and any building or buildings erected or to be erected thereon or any part thereof shall not be used for industrial purposes and no factory building or cinema shall be erected or operated thereon. No part of any structure to be erected on the lot shall exceed a height of 300 feet above the Principal Datum.
14. As revealed from the above Government leases, the property is not subject to any material special or general conditions affecting its redevelopment including abnormal building covenants and time limits for completion of the development or requiring construction of roadways, pathways, drainage, sewage and other facilities or services for public use.
15. According to the development scheme provided by the Group, the property is planned to be developed into a 22-storey residential building with a total gross floor area of approximately 46,349 square feet. Out of the aforesaid total gross floor area, retail shop units with a total gross floor area of approximately 7,719 square feet shall be provided in the commercial podium on the ground floor and the cockloft. Clubhouse and landscape garden shall be provided on top of the commercial podium.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company and/or any of their respective associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code under the Listing Rules, were as follows:

Long positions in the Shares:

Name of Director	Personal interest	Number of Shares held, capacity and nature of interest			Total	Approximate percentage of the Company's total issued share capital (Note f) %
		Family interest	Corporate interest	Other interest		
Mr. Tang Ching Ho ("Mr. Tang")	28,026,339	28,026,300 (Note a)	2,734,664,306 (Note b)	4,989,928,827 (Note c)	7,780,645,772	48.69
Ms. Yau Yuk Yin ("Ms. Yau")	28,026,300	2,762,690,645 (Note d)	—	4,989,928,827 (Note e)	7,780,645,772 (Note e)	48.69

Notes:

- (a) Mr. Tang was taken to be interested in those Shares in which his spouse, Ms. Yau, was interested.
- (b) 486,915,306 shares were held by Caister Limited (a company wholly-owned by Mr. Tang), 531,000,000 shares were held by Billion Trader Limited (a direct wholly-owned subsidiary of Loyal Fame International Limited (“**Loyal Fame**”), which is a direct wholly-owned subsidiary of Easy One Financial Group Limited (“**Easy One**”), which is in turn wholly-owned by Mr. Tang), and 432,475,200 and 1,284,273,800 shares were held by Suntech Investments Limited (“**Suntech Investments**”) and Hearty Limited respectively (both direct wholly-owned subsidiaries of Total Smart Investments Limited (“**Total Smart**”), which is directly wholly-owned by WYT, which is owned as to 65.79% by Rich Time Strategy Limited (“**Rich Time**”), which is in turn wholly-owned by Wang On Enterprises (BVI) Limited (“**WOE**”), a wholly-owned subsidiary of the Company).
- (c) Mr. Tang was taken to be interested in those Shares by virtue of being the founder of a discretionary trust, namely Tang’s Family Trust.
- (d) Ms. Yau was taken to be interested in those Shares in which her spouse, Mr. Tang, was interested.
- (e) Ms. Yau was taken to be interested in those Shares by virtue of being a beneficiary of Tang’s Family Trust.
- (f) The percentages were disclosed pursuant to the relevant disclosure forms filed under the SFO as at the Latest Practicable Date.

Interest in the shares and underlying shares of associated corporations of the Company:

Name of Director	Name of associated corporation	Nature of interest	Total number of shares involved	Approximate percentage of associated corporation's total issued share capital % (Note a)
Mr. Tang	CAP	Interest of controlled corporation	7,320,095,747 (Note b)	73.54
Ms. Yau	WYT	Interest of controlled corporation	810,322,940 (Note c)	65.79
	WOP	Interest of controlled corporation	11,400,000,000 (Note d)	75.00

Notes:

- (a) The percentages were disclosed pursuant to the relevant disclosure forms filed under the SFO as at the Latest Practicable Date.
- (b) Pursuant to the disclosure of interests form published on the website of the Stock Exchange, among of the 7,320,095,747 shares of CAP, 2,007,700,062 shares were held by Onger Investments Limited (“**Onger Investments**”) and 5,312,395,685 shares were held by Goal Success Investments Limited (“**Goal Success**”). Onger Investments is directly wholly-owned by Loyal Fame, a direct wholly-owned subsidiary of Easy One, which is in turn wholly-owned by Mr. Tang. Goal Success is directly wholly-owned by Biomore Investments Limited, a direct wholly-owned subsidiary of Total Smart, which is directly wholly-owned by WYT. WYT is owned as to 65.79% by Rich Time which is wholly-owned by WOE, a wholly-owned subsidiary of the Company which is owned as to 48.69% by Mr. Tang, together with his associates.
- (c) 810,322,940 shares of WYT were held by Rich Time, which is wholly-owned by WOE, a wholly-owned subsidiary of the Company.
- (d) 11,400,000,000 shares of WOP were held by Earnest Spot Limited, a direct wholly-owned subsidiary of WOE.

(b) Persons who have interests or short positions in the Shares or underlying Shares which is discloseable under Divisions 2 and 3 of Part XV of the SFO

Save as disclosed in this Appendix, as at the Latest Practicable Date, no person had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Long positions in the Shares

Number of Shareholders (Note a)	Capacity	Name of Shares	Approximate percentage of the Company's total issued share capital (Note d) %
Accord Power Limited ("Accord Power") (Note b)	Beneficial owner — Tang's Family Trust	4,989,928,827	31.23
Alpadis Group Holding AG (Note c)	Interest of controlled corporation	4,989,928,827	31.23
Alpadis Trust (HK) Limited (Note d)	Interest of controlled corporation — Trustee	4,989,928,827	31.23
ESSEIVA, Alain (Note c)	Interest of controlled corporation	4,989,928,827	31.23
HEER, Dominik Philipp (Note c)	Interest of controlled corporation	4,989,928,827	31.23
HEER, Krinya (Note c)	Family Interest	4,989,928,827	31.23
WYT (Note e)	Interest of controlled corporation	1,716,749,000	10.74

Notes:

- (a) For details of Mr. Tang and Ms. Yau's interests, please refer to the section headed "Disclosure of Interest — Interests of Directors" in Appendix III to this circular.

- (b) Accord Power is wholly-owned by Alpadis Trust (HK) Limited in its capacity as trustee of Tang's Family Trust. Accordingly, Alpadis Trust (HK) Limited was taken to be interested in those Shares held by Accord Power.
- (c) Alpadis Group Holding AG is held by ESSEIVA, Alain as to 53.34% and HEER, Dominik Philipp as to 40.60%. Accordingly, ESSEIVA, Alain and HEER, Dominik Philipp were taken to be interested in those Shares in which Alpadis Group Holding AG was interested. HEER, Krinya is the spouse of HEER, Dominik Philipp and was therefore taken to be interested in those Shares in which HEER, Dominik Philipp was interested.
- (d) Alpadis Trust (HK) Limited is the trustee of Tang's Family Trust. Alpadis Trust (HK) Limited is owned as to 20% by each of Eastwest Trading Ltd., Raysor Limited, AGH Invest Ltd., AGH Capital Ltd. and Alpadis Group Holding AG.
- (e) WYT is an indirect non wholly-owned listed subsidiary of the Company.
- (f) The percentages were disclosed pursuant to the relevant disclosure forms filed under the SFO as at the Latest Practicable Date.

3. COMPETING INTERESTS OF DIRECTORS AND CLOSE ASSOCIATES

Mr. Tang, the Chairman and an executive Director, is the sole ultimate beneficial owner of Easy One, which has been principally engaged in, among others, financing business since 2015, was considered to have an interest in business which competes or is likely to compete, either directly or indirectly, with the business of the Group. Ms. Stephanie, an executive Director, is a director of Easy One and the daughter-in-law of Mr. Tang. Ms. Yau, the deputy Chairman and an executive Director, is the spouse of Mr. Tang.

Save as disclosed above, as at the Latest Practicable Date, to the best knowledge and belief of the Directors after having made all reasonable enquiries, none of the Directors and their respective close associates were considered to have any interests in businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group that need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

4. DIRECTORS' INTERESTS IN THE GROUP'S ASSETS AND CONTRACTS

As at the Latest Practicable Date, none of the Directors or their respective associates had any interest, direct or indirect, in any assets which have been, since 31 March 2021, being the date on which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has a service contract with any member of the Group which was not determinable by the Group within one year without payment of compensation (other than statutory compensation).

6. LITIGATION

- (i) In 2007, the CAP Group acquired Wuhan Baisazhou Agricultural By-Product Grand Market Company Limited ("**Baisazhou Agricultural**") from independent third parties, Ms. Wang Xiu Qun ("**Ms. Wang**") and Wuhan Tian Jiu Industrial and Commercial Development Co., Ltd ("**Tian Jiu**") for their respective 70% and 20% interest in Baisazhou Agricultural (the "**Baisazhou Acquisition**"). Since 2011, the CAP Group has been involved in a number of civil proceedings in Mainland China and Hong Kong. The key civil proceedings in Mainland China and Hong Kong in respect of the Baisazhou Acquisition are set out below:

In May 2015, Ms. Wang and Tian Jiu commenced proceedings against the PRC Ministry of Commerce ("**MOFCOM**") in the Beijing Second Intermediate People's Court, seeking, inter alia, a direction that MOFCOM revoke its approval in respect of the Baisazhou Acquisition. It is alleged by Ms. Wang and Tian Jiu that (a) Baisazhou Agricultural forged share transfer agreements (the "**Contended Agreements**") in relation to the Baisazhou Acquisition wherein the related consideration was understated and the manner of settlement of the consideration was inaccurately described; (b) Baisazhou Agricultural forged the related documentation for filing with MOFCOM and the Hubei Administration For Industry and Commerce (the "**Hubei AIC**"), and that such documentation and the Contended Agreements involved forged signatures; and (c) MOFCOM and the Hubei AIC approved the Baisazhou Acquisition and processed the related filings on the basis of the above documents that are allegedly forged. In December 2015, the Beijing Second Intermediate People's Court directed MOFCOM to reconsider its approval decision. In May 2016, MOFCOM decided that its approval issued in relation to the Contended Agreements shall not be revoked and shall remain to be in force (the "**Reconsidered Decision**").

In August 2016, Ms. Wang and Tian Jiu commenced administrative proceedings against MOFCOM in the Beijing Second Intermediate People's Court seeking to set aside the Reconsidered Decision. In March 2017, the Beijing Second Intermediate People's Court dismissed the application of Ms. Wang and Tian Jiu ("**31 March Judgment**"). On 20 December 2018, the Beijing Higher People's Court upheld the 31 March Judgment ("**20 December Judgment**") and Ms. Wang and Tian Jiu applied to the Supreme People's Court for a retrial and for dismissal of (i) the 31 March Judgment, and (ii) the 20 December Judgment, but this application was dismissed by the Supreme People's Court on 29 December 2020. As advised by CAP's PRC legal advisor, the approval issued by MOFCOM in 2007 in relation to the Contended Agreements shall not be revoked and remain to be in force, and the CAP Group continues to be the legal and beneficial owner of Baisazhou Agricultural. In May 2015, CAP commenced legal proceedings against Ms.

Wang and Tian Jiu in the Higher People’s Court of Hubei Province (“**Hubei Court**”) seeking, inter alia, declarations and orders that the sale and purchase agreements for the Baisazhou Acquisition (the “**SPA**”) have been legally made, and that Ms. Wang and Tian Jiu shall assist Baisazhou Agricultural to discharge its contractual duties under the SPA to make the necessary filing with MOFCOM (which were subsequently withdrawn in April 2019 in light of the decisions in respect of MOFCOM’s approvals). Ms. Wang and Tian Jiu filed their counterclaim for, inter alia, the return of CAP’s 90% interest in Baisazhou Agricultural, which was dismissed by the Hubei Court in December 2019 (“**23 December Judgment**”). In January 2020, Ms. Wang and Tian Jiu appealed against the 23 December Judgment. On 29 March 2021, the CAP Group received the judgment of the Supreme Court dated 29 December 2020 (the “**29 December Judgment**”) which upheld the 23 December Judgment and dismissed the appeal of Ms. Wang and Tian Jiu. As advised by the PRC legal advisors of the CAP Group, according to the 23 December Judgment and the 29 December Judgment, the CAP Group continues to be the legal and beneficial owner of Baisazhou Agricultural.

- (ii) In 2011, CAP issued a Writ of Summons in the Court of First Instance of the High Court of Hong Kong (“**CFI**”) against Ms. Wang and Tian Jiu. CAP (as purchaser) sought damages from Ms. Wang and Tian Jiu (as vendors) for their breach of various provisions of the SPA. Ms. Wang and Tian Jiu counterclaimed for, amongst others, an order that CAP do cause and/or procure the shares in Baisazhou Agricultural to be transferred back to Ms. Wang and Tian Jiu. In 2012, CAP obtained a court order from the CFI to the effect that undertakings (the “**Undertakings**”) were given by Ms. Wang and Tian Jiu not to (i) endorse, assign, transfer or negotiate the two instruments (purportedly described as promissory notes in the SPA) (the “**Instruments**”); and (ii) enforce payment in relation to the SPA by presentation of the Instruments until the final determination of these proceedings or further court order. Pursuant to the Undertakings, the Instruments will no longer fall due for payment by CAP on 5 December 2012.

The CFI handed down its judgment on 18 January 2021 awarding damages in favour of CAP for sum exceeding the sum owed under the Instruments. The CFI also ordered that the damages awarded to CAP be set-off by the sum owed under the Instruments, and that Ms. Wang and Tian Jiu not be allowed to enforce the Instruments against CAP. In effect, CAP is not required to make any payment under the Instruments to Ms. Wang or Tian Jiu. CAP is seeking legal advice for the recovery of the balance of the damages awarded to it. Further, as the counterclaim of Ms. Wang and Tian Jiu was dismissed, CAP continues to be the legal and beneficial owner of Baisazhou Agricultural. Further details regarding the civil proceedings which the CAP Group has been involved in can be found in the interim/annual reports and announcements issued by CAP.

Save as disclosed above, as at the Latest Practicable Date, no member of the Group was engaged in any litigation, claim or arbitration of material importance and there was no litigation, claim or arbitration of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

The WOG Group

Within the two years immediately preceding the Latest Practicable Date, the following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the WOG Group which are or may be material:

- (a) the Sale and Purchase Agreement;
- (b) the Supplemental Agreement;
- (c) a tenancy agreement dated 1 April 2022 entered into between Wang On Majorluck Limited, an indirect wholly-owned subsidiary of the Company, as tenant and Link Properties Limited, as landlord in respect of the leasing of the market situated at the First Floor of the Choi Ming Shopping Centre, Choi Ming Court, 1 Choi Ming Street, Tseung Kwan O, Sai Kung, New Territories, Hong Kong with a floor area to be used by the tenant as market stalls not exceeding 11,816 square feet for a term of three years, details of which were set out in the announcement of the Company dated 14 April 2022;
- (d) a subscription and shareholders' agreement (the "SSHA") dated 8 November 2021 entered into among WOP, Lucky Dynasty International Limited (the "**WOP JV Partner**"), together with the APG JV Partner, the "**JV Partners**"), an indirect wholly-owned subsidiary of WOP, the APG JV Partner and the JV Company, as amended and supplemented by a side letter dated 23 December 2021 entered into among WOP, the JV Partners and the JV Company, in relation to (i) the subscription of one new share in the JV Company by the APG JV Partner at a subscription price of HK\$1.00; (ii) the formation of a joint venture between the JV Partners in relation to the JV Company and (iii) the JV Partners' rights and obligations as shareholders of the JV Company, details of which were set out in the Announcement and the circular of the Company dated 8 December 2021;
- (e) a sale and purchase agreement ("**SPA 1**") dated 28 December 2021 entered into between Oasis Billion Limited ("**Oasis Billion**"), an indirect wholly-owned subsidiary of WOP, as vendor, and the JV Company, as purchaser, in relation to the disposal of the entire issued share capital in Spectrum Delight Limited ("**Spectrum Delight**") and the assignment of the shareholder's loan owing by Spectrum Delight to Oasis Billion for a consideration of HK\$558,824,000 (subject to adjustment in accordance with SPA 1), details of which were set out in the Announcement and the circular of the Company dated 8 December 2021;

- (f) a sale and purchase agreement (“**SPA 2**”) dated 28 December 2021 entered into between More Action Investments Limited (“**More Action**”), an indirect wholly-owned subsidiary of WOP, as vendor, and the JV Company, as purchaser, in relation to the disposal of the entire issued share capital in Pop Prestige Limited (“**Pop Prestige**”) and the assignment of the shareholder’s loan owing by Pop Prestige to More Action for a consideration of HK\$1,066,415,000 (subject to adjustment in accordance with SPA 2), details of which were set out in the Announcement and the circular of the Company dated 8 December 2021;
- (g) a sale and purchase agreement (“**SPA 3**”) dated 28 December 2021 entered into between Treasure South Limited (“**Treasure South**”), an indirect wholly-owned subsidiary of WOP, as vendor, and the JV Company, as purchaser, in relation to the disposal of the entire issued share capital in Surplus Hunter Limited (“**Surplus Hunter**”) and the assignment of the shareholder’s loan owing by Surplus Hunter to Treasure South for a consideration of HK\$451,278,000 (subject to adjustment in accordance with SPA 3), details of which were set out in the Announcement and the circular of the Company dated 8 December 2021;
- (h) a sale and purchase agreement (“**SPA 4**”, together with “**SPA 1**”, “**SPA 2**” and “**SPA 3**”, the “**SPAs**”) dated 28 December 2021 entered into between Vivid Gemini Limited (“**Vivid Gemini**”), an indirect wholly-owned subsidiary of WOP as vendor, and the JV Company, as purchaser, in relation to the disposal of the entire issued share capital in Sole Champion Limited (“**Sole Champion**”) and the assignment of the shareholder’s loan owing by Sole Champion to Vivid Gemini for a consideration of HK\$924,940,000 (subject to adjustment in accordance with SPA 4), details of which were set out in the Announcement and the circular of the Company dated 8 December 2021;
- (i) a subscription agreement dated 23 September 2021 (the “**Jumbo Subscription Agreement**”), entered into among Treasure Fountain International Limited (“**Treasure Fountain**”), an indirect wholly-owned subsidiary of WOP, Jumbo Holding (BVI) L.P. (“**Jumbo Holding**”), Crystal Castle Ventures Limited (“**Crystal Castle**”), an indirect wholly-owned subsidiary of WOP prior to completion, and WOP, as guarantor for Treasure Fountain and Crystal Castle, in relation to (i) the subscription of one new share in Crystal Castle by Jumbo Holding at a subscription price of US\$1.00; and (ii) the formation of a joint venture between Treasure Fountain and Jumbo Holding in relation to Crystal Castle; and a shareholders’ agreement dated 23 September 2021 (the “**Jumbo Shareholders’ Agreement**”) entered into among Treasure Fountain, Jumbo Holding and Crystal Castle to govern their rights and obligations as shareholders of Crystal Castle, the details of which were set out in the joint announcement of the Company and WOP dated 23 September 2021;
- (j) on 21 September 2021, Twist Pioneer Limited (“**Twist Pioneer**”), an indirect wholly-owned subsidiary of WOP, placed an order to acquire in aggregate US \$3.88 million 11.75% senior notes due 2022 issued by Fantasia Holding Group Co., Limited (Stock Code: 1777)— (“**Fantasia**”) from the secondary market for a total consideration of approximately US\$2.12 million, the details of which were set out in the announcement of the Company dated 21 September 2021;

- (k) a provisional agreement dated 30 July 2021 (the “**Stadium Holdings Provisional Agreement**”) entered into among Fession Group Limited (“**Fession**”), an indirect wholly-owned subsidiary of WOP, as vendor, O.M. Management Limited (“**O.M. Management**”) as purchaser, and WOP, as Fession’s guarantor, in relation to the disposal of the entire issued share capital in Stadium Holdings Limited (“**Stadium Holdings**”) and the assignment of the shareholder’s loan(s) owing by Stadium Holdings to Fession for a consideration of HK\$515 million (the “**Stadium Holdings Disposal**”) and a formal agreement dated 16 September 2021 (the “**Stadium Holdings Formal Agreement**”) in relation to the Stadium Holdings Disposal, details of which were set out in the joint announcement of the Company and WOP dated 30 July 2021, the circular of the Company dated 23 September 2021 and the announcement of the Company dated 11 October 2021;
- (l) on 19 July 2021, Mailful Investments Limited (“**Mailful Investments**”), an indirect wholly-owned subsidiary of the Company, and Suntech Investments, an indirect wholly-owned subsidiary of WYT, received confirmation in relation to their respective subscription of shares in Blackstone Real Estate Income Trust iCapital Offshore Access Fund SPC and CS Blackstone REIT Access Fund SPC for an aggregate subscription amount of US\$15.5 million, before fees and expenses (the “**Access Fund Subscription**”), the details of which were set out in the joint announcement of the Company and WYT dated 19 July 2021 (the “**Joint July Announcement**”);
- (m) on 16 July 2021, Mailful Investments acquired in aggregate US\$10 million 9.75% senior notes in due 2023 issued by Kaisa Group Holdings Ltd. (Stock Code: 1638) from the secondary market for a total consideration of approximately US\$10.3 million, the details of which were set out in the announcement of the Company dated 16 July 2021;
- (n) a capital reorganisation agreement (the “**Capital Reorganisation Agreement**”) dated 18 June 2021 entered into between Century Choice Limited (“**Century Choice**”), a wholly-owned subsidiary of CAP, and 玉林市市場開發服務中心 (Yulin Market Development Service Centre*) in respect of the reduction of registered capital contribution by Century Choice in 玉林宏進農副產品批發市場有限公司 (Yulin Hongjin Agricultural Byproducts Wholesale Marketplace Limited*) (“**Yulin Hongjin**”) by an aggregate amount of approximately RMB41.9 million, which amount will be paid by Yulin Hongjin to Century Choice in cash, the details of which were set out in the joint announcement of the Company, WYT and CAP dated 18 June 2021;
- (o) a subscription agreement dated 23 April 2021 entered into among Mailful Investments, as subscriber, ZWC Fund II General Partners Limited, as the general partner, and ZWC Fund II L.P. (the “**Fund**”), in relation to the subscription and purchase of a limited partnership interest in the Fund at the total capital contribution of US\$10 million, the details of which were set out in the announcement of the Company dated 23 April 2021;

- (p) on 26 March 2021, the Company and Twist Pioneer placed orders to acquire in aggregate US\$9.0 million 8.5% senior notes due 2023 issued by Yuzhou Group Holdings Company Limited (Stock Code: 1628) from the secondary market for a total consideration of approximately US\$8.1 million, the details of which were set out in the announcement of the Company dated 26 March 2021;
- (q) on 5 February 2021, Twist Pioneer received a confirmation of allotment in respect of its subscription for the 11.875% senior notes due 2023 issued by Fantasia in the principal amount of US\$5.0 million for a total consideration of approximately US\$5.3 million, the details of which were set out in the announcement of the Company dated 7 February 2021;
- (r) on 28 October 2020, Mailful Investments made an application to subscribe for 2,000,000 H shares initially offered by Ant Group Co. Ltd. for subscription pursuant to its initial public offering in the aggregate amount of HK\$160,000,000 (exclusive of the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee), the details of which were set out in the announcements of the Company dated 28 October 2020 and 4 November 2020, respectively;
- (s) during the period from 9 July 2020 to 22 October 2020, the Company conducted a series of on-market transactions to dispose of an aggregate of (i) 199,400 shares in Alibaba Group Holding Limited (Stock Code: 9988) for an aggregate consideration of approximately HK\$53.6 million (exclusive of transaction costs); (ii) 3,186,000 shares in Xiaomi Corporation (Stock Code: 1810) for an aggregate consideration of approximately HK\$60.8 million (exclusive of transaction costs), and during the period from 26 June 2020 to 22 October 2020, the Company conducted a series of on-market transactions to dispose all aggregate of 331,000 shares in Meituan (Stock Code: 3690) for an aggregate consideration of approximately HK\$66.6 million (exclusive of transaction costs), the details of which were set out in the announcement of the Company dated 22 October 2020; and
- (t) on 26 March 2020, Twist Pioneer placed an order to acquire in aggregate US\$5.0 million 8.9% senior notes due 24 May 2021 issued by China Evergrande Group (Stock Code: 3333) from the secondary market for a total consideration of approximately US\$4.4 million, the details of which were set out in the announcement of the Company dated 26 March 2020.

The WOP Group

Within the two years immediately preceding the Latest Practicable Date, the following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of the WOP Group which are or may be material:

- (a) the Sale and Purchase Agreement;
- (b) the Supplemental Agreement;
- (c) the SSHA;
- (d) the SPAs;
- (e) The Jumbo Subscription Agreement and the Jumbo Shareholders' Agreement;
- (f) on 13 August 2021, Spring Avenue Limited, an indirect wholly-owned subsidiary of WOP, as vendor, Jibsen Capital (Holdings) Limited, as purchaser and WOP as vendor's guarantor, entered into a conditional agreement for sale and purchase, pursuant to which the purchaser has agreed to acquire, and the vendor has agreed to sell the entire issued share capital and the shareholder's loan of Full Loyal Limited for an initial consideration of HK\$72.0 million (subject to adjustments pursuant to the sale and purchase agreement), the details of which were set out in the announcement of the Company dated 13 August 2021;
- (g) the Stadium Holdings Provisional Agreement and the Stadium Holdings Formal Agreement;
- (h) a binding term sheet dated 30 March 2021 entered into between WOP and Turbo Holdings Ltd ("**Turbo Holdings**") in relation to (i) the subscription of one new share in Merry Cottage Ltd ("**Merry Cottage**") by Turbo Holdings at a subscription price of US\$1.00; and (ii) the formation of a joint venture between WOP and Turbo Holdings in relation to Merry Cottage; a sale and purchase agreement dated 30 March 2021 entered into between Star Loyal Limited, an indirect wholly-owned subsidiary of Merry Cottage, and Million World Development Limited in relation to the acquisition of 11 shop units and certain lift, lift lobby(ies) and staircase(s) on the ground floor and first floor of THE PARKVILLE (天生樓), which is located at No. 88, Tuen Mun Heung Sze Wui Road, Tuen Mun, New Territories, Hong Kong, the details of such binding term sheet and sale and purchase agreement which were set out in the joint announcement of the Company and WOP dated 30 March 2021; and a supplemental binding term sheet dated 21 June 2021 entered into between WOP, Turbo Holdings, Able Sentry Limited ("**Able Sentry**") and Stealth Eagle Holdings Limited ("**Stealth Eagle**"), pursuant to which, Solar Ranger Limited, an indirect wholly-owned subsidiary of the Company, Turbo Maltese Investment Limited, Able Sentry and Stealth Eagle shall subscribe for 6,399, 2,999, 335 and 265 shares in Merry Cottage for considerations of US\$6,399, US\$2,999, US\$335 and US\$265, respectively, the details of which were set out in the joint announcement of the Company and WOP dated 21 June 2021; and
- (i) on 3 March 2021, Twist Pioneer received a confirmation of acceptance of its subscription for the 11.95% senior notes due 2023 issued by China South City Holdings Limited (Stock Code: 1668) in the principal amount of US\$5.0 million for a total consideration of approximately US\$4.8 million, the details of which were set out in the announcement of WOP dated 3 March 2021.

The WYT Group

Within the two years immediately preceding the Latest Practicable Date, the following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of the WYT Group which are or may be material:

- (a) the Access Fund Subscription, the details of which were set out in the Joint July Announcement;
- (b) a provisional sale and purchase agreement dated 1 July 2021 (together with a formal agreement dated 1 September 2021) entered into between, among others, City Brighter Limited (“**City Brighter**”), an indirect wholly-owned subsidiary of WYT, and Mighty Famous Limited, in relation to the disposal of Shop No. D on Ground Floor of Block D, Wing Lung Building, Nos. 220-240 & 240A Castle Peak Road, Nos. 20 & 22 Wing Lung Street, Kowloon at the consideration of HK\$28.4 million, the details of which were set out in the announcement of WYT dated 1 July 2021;
- (c) the Capital Reorganisation Agreement;
- (d) on 8 June 2021, Upper Speed Investments Limited, an indirect non-wholly subsidiary of WYT, acquired in aggregate US\$5.0 million 7.375% senior notes in due 2021 issued by Fantasia from the secondary market for a total consideration of approximately US\$5.06 million, the details of which were set out in the announcement of WYT dated 8 June 2021;
- (e) a provisional agreement for sale and purchase dated 16 October 2020 (together with a formal agreement dated 30 October 2020) entered into between, among others, City Brighter and Fubon Bank (Hong Kong) Limited (“**Fubon Bank**”) in relation to the acquisition of Shop No. D on Ground Floor of Block D, Wing Lung Building, Nos. 220-240 & 240A Castle Peak Road, Nos. 20 & 22 Wing Lung Street, Kowloon, for a total consideration of HK\$19.5 million, the details of which were set out in the announcement of WYT dated 16 October 2020 (the “**WYT October Announcement**”);
- (f) a provisional agreement for sale and purchase dated 16 October 2020 (together with a formal agreement dated 30 October 2020) entered into between, among others, Sunny Victor Limited, an indirect wholly-owned subsidiary of WYT, and Fubon Bank in relation to the acquisition of Apartment No. E-1 on First Floor of Block E, Wing Lung Building, Nos. 220-240 & 240A Castle Peak Road, Nos. 20 & 22 Wing Lung Street, Kowloon, for a total consideration of HK\$4.0 million, the details of which were set out in the WYT October Announcement; and

- (g) a provisional agreement for sale and purchase dated 16 October 2020 (together with a formal agreement dated 30 October 2020) entered into between, among others, Wai Yuen Tong (Regional) Limited, an indirect wholly-owned subsidiary of WYT, and Fubon Bank in relation to the acquisition of Shop No. E on Ground Floor of Block E, Wing Lung Building, Nos. 220-240 & 240A Castle Peak Road, Nos. 20 & 22 Wing Lung Street, Kowloon, for a total consideration of HK\$19.5 million, the details of which were set out in the WYT October Announcement.

The CAP Group

Within the two years immediately preceding the Latest Practicable Date, the following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of the CAP Group which are or may be material:

- (a) the Capital Reorganisation Agreement.

8. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion and advice, which is contained in this circular:

Name	Qualification
Asset Appraisal Limited	Independent professional valuer

As at the Latest Practicable Date, the expert referred to above (i) had no shareholding in any member of the Group and did not have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group; (ii) had no direct or indirect interest in any assets which had been, since 31 March 2021 (the date to which the latest published audited consolidated financial statements of the Group were made up), acquired, disposed of by, or leased to any member of the Group, or were proposed to be acquired, disposed of by, or leased to any member of the Group; and (iii) has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and the reference to its name included herein in the form and context in which it appears.

9. GENERAL

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The head office and principal place of business of the Company in Hong Kong is at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.
- (b) The company secretary of the Company is Mr. Cheung Chin Wa Angus. He is a fellow member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.
- (c) The share registrar and transfer office of the Company in Hong Kong is Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The English texts of this circular and the accompanying form of proxy shall prevail over their Chinese texts in case of inconsistencies.

10. DOCUMENTS ON DISPLAY

Copies of the following documents are available for inspection on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.wangon.com from the date of this circular up to and including 4 May 2022:

- (a) the Sale and Purchase Agreement;
- (b) the Supplemental Agreement;
- (c) the valuation report on the Seed Project prepared by Asset Appraisal Limited as set out in Appendix II to this circular; and
- (d) the written consent referred to in the paragraph headed "Expert and Consent" in this appendix.

NOTICE OF SPECIAL GENERAL MEETING



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 (the “Company”) will be held as a combination of a physical meeting at Suite 3202, 32/F., Skyline Tower, 39 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong and an online virtual meeting via electronic facilities on Tuesday, 10 May 2022 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

(1) “**THAT:**

- (a) the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) (each as defined in the circular of the Company dated 20 April 2022 of which this notice forms part (the “Circular”)) (a copy of which has been produced in this meeting and marked “A” and “B” respectively and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder and the implementation thereof be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (the “Director”) be and is hereby authorised to do all such acts and things as the Director in his/her sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the Disposal and the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement) (each as defined in the Circular) and the transactions contemplated thereunder.”

By Order of the Board
WANG ON GROUP LIMITED
(宏安集團有限公司)*
Cheung Chin Wa Angus
Company Secretary

Hong Kong, 20 April 2022

NOTICE OF SPECIAL GENERAL MEETING

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

Notes:

1. A form of proxy for use at the SGM is enclosed.
2. The register of members of the Company will be closed from Wednesday, 4 May 2022 to Tuesday, 10 May 2022 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the SGM or any adjourned meeting thereof (as the case may be), all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with 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 for registration not later than 4:30 p.m., on Tuesday, 3 May 2022.
3. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one proxy or, if such member is a holder of more than one share of the Company, more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company. However, given the special arrangements adopted by the Company as set out in the section headed "Special Arrangements for the SGM" of this notice, the Company strongly encourages members to exercise their rights to attend and vote at the Meeting via electronic facilities, if a member (other than those who are required to attend the SGM physically to form a quorate meeting) wishes to vote on any resolution at the SGM by proxy, he/she/it should complete the proxy form and is strongly encouraged to appoint the chairman of the SGM as his proxy to exercise his/her/its right to vote at the SGM in accordance with his/her/its instructions.
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, or submitting the proxy form electronically at <https://spot-emeeeting.tricor.hk/#/258> in accordance with the instructions printed on the accompanying notification letter, in each case, as soon as practicable and in any event no later than 11:30 a.m. (Hong Kong time) on Sunday, 8 May 2022, or not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be).
5. 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) via electronic facilities should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such holders may vote at the SGM either personally or by proxy in respect of such shares as if he/she/it 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 holder.
7. The above resolutions will be voted by way of a poll at the SGM.
8. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Members should check the Company's website (www.wangon.com) or the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) for future announcements and update on the SGM arrangement.

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

SPECIAL ARRANGEMENTS FOR THE SGM

The Company does not in any way wish to diminish the opportunity available to members to exercise their rights and to vote, but is conscious of the need to protect the SGM attendees from possible exposure to the COVID-19 pandemic. For the sake of health and safety of the SGM attendees, and in light of the latest Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the Company would be adapting the arrangements for the SGM to minimise attendance in person, while still enabling members to vote and ask questions. Details of the special arrangements for the SGM are set out below.

ATTENDING THE SGM BY MEANS OF ELECTRONIC FACILITIES

The SGM will be a hybrid meeting. The SGM will be held with the minimum number of persons present as is required under the Bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are members and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the SGM.

Given the above reasons, **No other member, proxy or corporate representative should attend the SGM in person.** Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the Meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the SGM.

The Company strongly encourages members to attend, participate and vote at the SGM through online access by visiting the Tricor e-Meeting System provided by the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited. Members participating in the SGM using the Tricor e-Meeting System will also be counted towards the quorum and they will be able to view the live broadcast, cast their vote and submit questions through the Tricor e-Meeting System.

The Tricor e-Meeting System permits a "split vote" on a resolution, in other words, a shareholder casting his/her/its votes through the Tricor e-Meeting System does not have to vote all of his/her/its shares in the same way ("For" or "Against"). In the case of a proxy/corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the Tricor e-Meeting System are irrevocable once the votes have been cast. The Tricor e-Meeting System will be opened for registered members and non-registered members (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the SGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer. Members should allow ample time to check into the Tricor e-Meeting System to complete the related procedures. Please refer to the Online Meeting User Guide in relation to the procedures of the online meeting at <https://spot-emeeting.tricor.hk/#/258>.

Registered members

Registered members will be able to attend the SGM, vote and submit questions online through the Tricor e-Meeting System. Each registered member's personalised username and password will be sent to him/her/it under separate letter.

NOTICE OF SPECIAL GENERAL MEETING

Non-registered members

Non-registered members whose shares are held in the Central Clearing and Settlement System through bank, stockbroker, custodians or Hong Kong Securities Clearing Company Limited (collectively the “**Intermediary**”) may also be able to attend the SGM, vote and submit questions online through the Tricor e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to attend the SGM; and
- (ii) provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the SGM arrangements including login details to access the Tricor e-Meeting System will be sent by the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, to the email address(es) of the non-registered members provided by the Intermediary. Any non-registered member who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 11:30 a.m. (Hong Kong time) on Monday, 9 May 2022 should reach out to Tricor Tengis Limited for assistance. Without the login details, non-registered members will not be able to participate and vote using the Tricor e-Meeting System. Non-registered members should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

Registered and non-registered members should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the SGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT AND PRIOR TO THE SGM

Members attending the SGM using the Tricor e-Meeting System will be able to submit questions relevant to the proposed resolution(s) online during the SGM. Members can also send their questions by email to the Company via pr@wangan.com before the SGM. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolution(s) to be tabled for approval at the SGM and may decide, at their discretion, which questions to respond to.

NOTICE OF SPECIAL GENERAL MEETING

APPOINTMENT OF PROXY

Members are encouraged to submit their completed proxy forms and appoint the chairman of the SGM as their proxy well in advance of the SGM. Return of a completed proxy form will not preclude members from attending and voting by means of electronic facilities at the SGM or any adjournment thereof should they subsequently so wish. Members are requested (a) to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) to submit the proxy form electronically at <https://spot-meeting.tricor.hk/#/258> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible but in any event no later than 11:30 a.m. (Hong Kong time) on Sunday, 8 May 2022, or not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Registered members submitting the proxy form are requested to provide a valid email address of his or her proxy (except appointment of the chairman of the SGM) for the proxy to receive the username and password to participate the online virtual meeting via the Tricor e-Meeting System.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the SGM arrangements at short notice. Members are advised to check the latest announcements published by the Company for future updates on the SGM arrangements.