
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

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



WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

**PROPOSALS ON
GRANT OF NEW ISSUE MANDATE AND NEW REPURCHASE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 20 August 2024 at 12:15 noon is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend and vote in person at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

No provision of gifts, food or beverages would be served in the AGM.

26 July 2024

* For identification purposes only

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Definitions | 1 |
| Letter from the Board | |
| Introduction | 3 |
| Grant of the New Issue Mandate and the New Repurchase Mandate | 4 |
| Re-election of the retiring Directors | 4 |
| Responsibility statement | 5 |
| The AGM | 5 |
| Recommendation | 6 |
| Special needs | 6 |
| Appendix I — Explanatory statement on the New Repurchase Mandate | I-1 |
| Appendix II — Details of the retiring Directors proposed for re-election | II-1 |
| Notice of the AGM | AGM-1 |

DEFINITIONS

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

| | |
|--------------------------------|--|
| “2022 WOG Share Option Scheme” | the existing share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders at the annual general meeting held on 26 August 2022 |
| “AGM” | the annual general meeting of the Company to be convened and held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 20 August 2024 at 12:15 noon or at any adjournment thereof (as the case may be) to consider and, if thought fit, approve, inter alia, (i) the grant of the New Issue Mandate and the New Repurchase Mandate; and (ii) the re-election of the retiring Directors |
| “associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Board” | the board of the Directors |
| “Bye-law(s)” | the bye-laws of the Company from time to time |
| “close associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “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) |
| “controlling shareholder(s)” | has the meaning ascribed thereto under the Listing Rules |
| “core connected person(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 22 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |

DEFINITIONS

| | |
|------------------------------|---|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “New Issue Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares and other securities up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution(s) granting such mandate (such mandate to be extended and added by the number of Shares, if any, repurchased by the Company since the grant of such mandate) |
| “New Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares during the prescribed period on the Stock Exchange up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “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) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | a subsidiary(ies) for the time being of the Company within the meaning as ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) |
| “substantial shareholder(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Takeovers Code” | the Code on Takeovers and Mergers |
| “%” | 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

Independent non-executive Directors:

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

Mr. Siu Kam Chau

Mr. Chan Yung, *BBS, JP*

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

26 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS ON
GRANT OF NEW ISSUE MANDATE AND NEW REPURCHASE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information and to seek your approval, inter alia, on (i) the grant of the New Issue Mandate and the New Repurchase Mandate; and (ii) the re-election of the retiring Directors. A notice of the AGM containing the relevant resolutions to be proposed at the AGM is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

GRANT OF THE NEW ISSUE MANDATE AND THE NEW REPURCHASE MANDATE

At the Company's last annual general meeting held on 22 August 2023, the Directors were granted (i) a general mandate to allot, issue and deal with Shares up to an aggregate number of not exceeding 20% of the total number of Shares in issue as at 22 August 2023 (equivalent to an aggregate of 3,070,764,009 Shares) (the "**2023 General Mandate**"); and (ii) a general mandate to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at 22 August 2023 (equivalent to an aggregate of 1,535,382,004 Shares) (the "**2023 Repurchase Mandate**").

As at the Latest Practicable Date, the 2023 General Mandate and the 2023 Repurchase Mandate had not been utilised or refreshed and they will expire upon the conclusion of the AGM.

To facilitate future allotment, issue and repurchase of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of:

- (a) the New Issue Mandate;
- (b) the New Repurchase Mandate; and
- (c) if the New Issue Mandate is granted, a general mandate to add the aggregate number of Shares repurchased by the Company under the New Repurchase Mandate to the New Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the total number of Shares in issue was 14,166,696,942. Upon passing of the relevant resolutions at the AGM and assuming no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed (i) pursuant to the New Issue Mandate to allot, issue and deal with 2,833,339,388 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the relevant resolution; and (ii) pursuant to the New Repurchase Mandate to repurchase 1,416,669,694 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution. The Directors have no immediate plans to allot and issue any Shares under the New Issue Mandate.

An explanatory statement giving certain information in respect of the New Repurchase Mandate as required under the Listing Rules to be included in this circular is set out in Appendix I to this circular.

RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of six Directors, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Ms. Stephanie, as the executive Directors, Mr. Wong Chun, Justein, Mr. Siu Kam Chau and Mr. Chan Yung, as the independent non-executive Directors.

Pursuant to Bye-law 84(1) of the Bye-laws, Ms. Stephanie and Mr. Siu Kam Chau ("**Mr. Siu**") will retire as Directors by rotation at the AGM and, being eligible, offer themselves for re-election. Mr. Siu had served the Company as an independent non-executive Director for more than nine years and pursuant to Corporate Governance Code under Appendix C1 to the Listing Rules, his further appointment as an

LETTER FROM THE BOARD

independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. Nonetheless, the Company believes that Mr. Siu can independently express opinions on the affairs and contribute to the growth of the Group for the reason that Mr. Siu continuously meeting the independence guidelines set out in Rule 3.13 of the Listing Rules and has not involved in any daily operation and management of the Group. In addition, Mr. Siu always makes objective and constructive advice to the development of the Group and has given independent yet informed guidance to the Company leveraging on his expertise, experience and skills from his diversified background and professional experience in the aspect of financial management and corporate management through his active participation in discussion at board and various committee meetings. The demonstration of his firm commitment to his independent role is highly recognized by the nomination committee of the Company (the “**Nomination Committee**”) and the Board and it is believed that the long service of Mr. Siu will not affect the exercise of his independent judgement. Biographical details of each of Ms. Stephanie and Mr. Siu required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

The Nomination Committee, having reviewed the Board’s composition, nominated Ms. Stephanie and Mr. Siu to the Board for it to recommend to the Shareholders for re-election at the AGM. The Nomination Committee has also reviewed and considered each retiring Director’s respective experience, skills and knowledge. Given their different backgrounds and expertise, the Nomination Committee has assessed and is satisfied with the performance of the retiring Directors and considered that each of them contributes to the diversity of the Board in terms of business experience.

Each of Ms. Stephanie and Mr. Siu abstained from voting at the Board meeting and the Nomination Committee meeting (as applicable) regarding the resolution(s) of their own nominations. Mr. Tang Ching Ho and Ms. Yau Yuk Yin (being the father-in-law and mother-in-law of Ms. Stephanie) abstained from voting at the Board meeting and the Nomination Committee meeting regarding the resolution of Ms. Stephanie’s nomination.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received in accordance with the Bye-laws after the printing of this circular, the Company will issue a supplementary circular to inform Shareholders of the details of such additional candidate(s) proposed.

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.

THE AGM

A notice of the AGM, which is convened for the purpose of considering and, if thought fit, approving, among other things, (i) the grant of the New Issue Mandate and the New Repurchase Mandate; and (ii) the re-election of the retiring Directors, is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

The Directors are not aware of any Shareholder who is required to abstain from voting at the AGM. Pursuant to Rule 13.39(4) of the Listing Rules and/or the Bye-laws, the voting on all proposed resolutions set out in the notice of the AGM will be taken by way of a poll and an announcement on the poll results will be published by the Company on the websites of the Stock Exchange and the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors are of the opinion that (i) the grant of the New Issue Mandate and the New Repurchase Mandate; and (ii) the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions set out in the notice of the AGM contained herein.

SPECIAL NEEDS

If you have any particular access request or special needs for participating in the AGM, please do not hesitate to contact the Company via email at pr@wangon.com or by telephone at (852) 2312 8288 on or before 13 August 2024.

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

This Appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the New Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 14,166,696,942 and there was no outstanding share options granted under the 2022 WOG Share Option Scheme or any outstanding convertible notes or options carrying the rights to subscribe for any Share.

Subject to the passing of the relevant ordinary resolution(s) as set out in the notice of the AGM, assuming no further Shares are or will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to repurchase up to 1,416,669,694 Shares pursuant to the New Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

The Company must fund the repurchase entirely from the Company's available cash flow or working capital facilities legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the laws of Bermuda and other applicable laws.

There will not be any material adverse impact on the working capital requirement or gearing level of the Company as compared with the positions disclosed in the audited consolidated financial statements set out in the Company's annual report for the year ended 31 March 2024 in the event that the New Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the New Repurchase Mandate to such extent as could, in the circumstances, have a material adverse effect on the working capital requirement or the gearing level of the Company.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention, in the event that the grant of the New Repurchase Mandate is approved by the Shareholders at the AGM, to sell any Shares to the Company under the New Repurchase Mandate.

No core connected person of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company, or that he/she has undertaken not to sell any Shares held by him/her to the Company, in the event that the grant of the New Repurchase Mandate is approved by the Shareholders at the AGM.

5. DIRECTORS' UNDERTAKING AND CONFIRMATION

The Directors will exercise the power of the Company to make repurchases pursuant to the New Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Bye-laws and the applicable laws of Bermuda so far as the same may be applicable. The Directors also confirm that neither the explanatory statement nor the New Repurchase Mandate has any unusual feature.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the New Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, Mr. Tang Ching Ho, the chairman and the controlling Shareholder of the Company, together with his associates, were interested or deemed to be interested in approximately 42.8% of the total number of Shares in issue. In the event that the Directors should exercise the power to repurchase Shares under the New Repurchase Mandate in full and if there is no other change in the issued share capital of the Company, the shareholding of Mr. Tang Ching Ho and parties acting in concert with him will be increased to approximately 47.55% of the total issued share capital of the Company which would give rise to an obligation to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchases made under the New Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25% or trigger the obligations under the Takeovers Code to make a mandatory offer.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the last 12 months and up to the Latest Practicable Date were as follows:

| Month | Price per Share | |
|--|-------------------------|------------------------|
| | Highest HK\$ | Lowest HK\$ |
| 2023 | | |
| July | 0.058 | 0.038 |
| August | 0.062 | 0.050 |
| September | 0.054 | 0.041 |
| October | 0.047 | 0.040 |
| November | 0.051 | 0.040 |
| December | 0.047 | 0.038 |
| 2024 | | |
| January | 0.043 | 0.033 |
| February | 0.038 | 0.030 |
| March | 0.039 | 0.026 |
| April | 0.040 | 0.030 |
| May | 0.043 | 0.031 |
| June | 0.041 | 0.027 |
| July (up to and including the Latest Practicable Date) | 0.030 | 0.026 |

The biographical details of Ms. Stephanie and Mr. Siu Kam Chau, who are proposed, and being eligible, to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTOR

Ms. Stephanie, aged 37, rejoined the Group in 2020 as executive Director and is a member of the executive committee and the investment committee of the Company. She obtained a Bachelor Degree in Finance and Marketing from The University of Washington, USA. Ms. Stephanie has extensive experience in accounting and corporate finance. She is a director of Easy One Financial Group Limited (“**Easy One**”, the shares of which were listed on the Main Board of the Stock Exchange and its privatisation proposed by Caister by way of a scheme of arrangement became effective on 16 October 2020) (“**Caister**”, a company wholly owned by Mr. Tang Ching Ho, the chairman, an executive Director and a controlling shareholder of the Company), and also a director of certain subsidiaries of Easy One. Prior to re-joining the Group, Ms. Stephanie worked in the financing and accounting field for more than 10 years, including in a multinational corporation where she oversaw financing and accounting matters and an international accountancy firm where she participated in numerous merger and acquisition projects. Ms. Stephanie is also a director of certain subsidiaries of the Group. Ms. Stephanie is the spouse of Mr. Tang Ho Hong, a son of Mr. Tang Ching Ho and Ms. Yau Yuk Yin (both the executive Directors and controlling shareholders of the Company). Mr. Tang Ho Hong is a senior management of the Company. Ms. Stephanie is the sister-in-law of Ms. Tang Wai Man, a senior management of the Company.

Save as disclosed herein, Ms. Stephanie did not have any relationship with any other Directors, senior management, substantial or controlling Shareholders nor have interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Ms. Stephanie did not hold any other directorship in listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date or hold any other positions with the Company or any member of the Group as at the Latest Practicable Date.

Pursuant to the service contracts entered into between the Group and Ms. Stephanie, she is entitled to an annual remuneration of approximately HK\$1.9 million together with a performance bonus at the discretion of the Board and the remuneration committee of the Group with reference to the Group’s performance and the prevailing practice in the industry. Such fee is determined with reference to her duties as an executive Director. The term of Ms. Stephanie’s appointment is also subject to retirement by rotation and re-election at any subsequent annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Stephanie involved in any of the matters required to be disclosed pursuant to any of the requirements of Rules 13.51(2) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Ms. Stephanie that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Siu Kam Chau, aged 59, joined the Group in September 2004 as an independent non-executive Director. He is the chairman of the audit committee of the Company, a member of the Nomination Committee, the remuneration committee and the investment committee of the Company. Mr. Siu holds a Bachelor degree in Accountancy from The City University of Hong Kong. Mr. Siu is a Certified Public Accountant (Practising) and a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Siu has over 31 years of working experience in auditing, accounting, company secretarial and corporate finance. He is currently an independent non-executive director of Deson Development International Holdings Limited, shares of which are listed and traded on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Siu did not hold any other directorship or take any major appointment in any listed company in the past three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Siu did not have any relationship with any other Directors, senior management, substantial or controlling Shareholders nor have interests in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date and save as disclosed above, he also did not hold any other positions with the Company or any member of the Group.

Pursuant to the letter of appointment entered into between the Company and Mr. Siu, his appointment is subject to the provisions of the Bye-laws and will also be subject to the retirement by rotation and re-election at any subsequent annual general meeting of the Company. Mr. Siu is entitled to a director's fee of HK\$120,000 per annum and will also be entitled to a fee of HK\$20,000 per annum determined with reference to his duties as a member of the audit committee of the Company. Such fee is determined with reference to his duties as an independent non-executive Director.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Siu involved in any of the matters required to be disclosed pursuant to any of the requirements of Rules 13.51(2) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Siu that needs to be brought to the attention of the Shareholders.

NOTICE OF THE AGM



WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Wang On Group Limited (宏安集團有限公司)* (the “**Company**”) will be held at Garden Room A-D, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 20 August 2024 at 12:15 noon for the purpose of transacting the following businesses:

ORDINARY BUSINESSES

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 March 2024.
2. (i) To re-elect Ms. Stephanie as a director of the Company (the “**Director(s)**”);
(ii) To re-elect Mr. Siu Kam Chau as a Director; and
(iii) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESSES, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

4. (A) “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares be and is hereby generally and unconditionally approved;
 - (b) the aggregate Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF THE AGM

- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the Company’s bye-laws (the “**Bye-law(s)**”) to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (B). “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares, and to make, issue or grant offers, agreements and options (including bonds, warrants and securities or debentures convertible into Shares or options) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make, issue or grant offers, agreements and options (including bonds, warrants and securities or debentures convertible into Shares or options) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as herein after defined);
- (c) the aggregate share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;

NOTICE OF THE AGM

(iii) the exercise of any share option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; and

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Bye-laws in force from time to time,

shall not exceed the aggregate of (aa) 20% of the total number of Shares in issue at the date of the passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue at the date of passing of this resolution), the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Bye-laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or stock exchange in any territory outside Hong Kong).”

NOTICE OF THE AGM

- (C). “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares pursuant to the resolution numbered 4(B) above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate an amount representing the aggregate share capital of the Company repurchased or agreed to be repurchased by the Company since the granting of the general mandate pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution.”

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, 26 July 2024

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 AGM is enclosed.
2. The register of members of the Company will be closed from Thursday, 15 August 2024 to Tuesday, 20 August 2024 (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 AGM 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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m., on Wednesday, 14 August 2024.
3. A member entitled to attend and vote at the AGM 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.
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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

NOTICE OF THE AGM

5. Completion and delivery of the form of proxy will not preclude members from attending and voting at the AGM or any adjournment thereof (as the case may be) should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. Where there are joint holders of any shares of the Company, any one of such holders may vote at the AGM either personally or by proxy in respect of such shares as if he/she was solely entitled thereto provided that if more than one of such joint holders be present at the AGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holders.

7. All of the above resolutions will be voted by way of a poll at the AGM.

** For identification purpose only*