

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 at 27/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong on Tuesday, 12 August 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the Fortune Harbour SPA (as defined below) (a copy of the Fortune Harbour SPA has been produced in this meeting and marked “**A1**” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

* *For identification purpose only*

- (ii) the Mega Hope SPA (as defined below) (a copy of the Mega Hope SPA has been produced in this meeting and marked “A2” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (iii) 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 Fortune Harbour SPA and the Mega Hope SPA and the transactions contemplated thereunder; and
- (iv) for the purpose of this resolution:

“Fortune Harbour SPA” means “the sale and purchase agreement dated 12 June 2025 entered into amongst Wickert Investments Limited (“**Wickert Investments**”), ADPF Holding (BVI) L.P. and Wang On Properties Limited (“**WOP**”) (as guarantor) in relation to the disposal of 20% interest of Fortune Harbour Investments Limited (“**Fortune Harbour**”) and the assignment of the 20/35 loan owed by Fortune Harbour to Wickert Investments”; and

“Mega Hope SPA” means “the sale and purchase agreement dated 12 June 2025 entered into amongst Ever Sonic Enterprises Limited (“**Ever Sonic Enterprises**”), ADPF Investment (BVI) L.P. and WOP (as guarantor) in relation to the disposal of 20% interest of Mega Hope Global Limited (“**Mega Hope**”) and the assignment of the 20/35 loan owed by Mega Hope to Ever Sonic Enterprises.””

2. “**THAT:**

- (i) the Framework Agreement (as defined below) (a copy of the Framework Agreement has been produced in this meeting and marked “A3” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) any one 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 Framework Agreement and the transactions contemplated thereunder; and
- (iii) for the purpose of this resolution:

“Framework Agreement” means “the framework agreement dated 12 June 2025 entered into amongst ADPF Member (BVI) L.P., Prime Resonance Limited and WOP (as guarantor) in relation to the business collaboration through formation of new joint ventures.””

By Order of the Board
WANG ON GROUP LIMITED
(宏安集團有限公司)*

Cheung Lap Kei

Group Chief Financial Officer & Company Secretary

Hong Kong, 25 July 2025

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 Thursday, 7 August 2025 to Tuesday, 12 August 2025 (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 branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m., on Wednesday, 6 August 2025. The record date for determining the Shareholders' eligibility to attend and vote at the SGM is Tuesday, 12 August 2025.
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.
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 Investor Services Limited at 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 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) 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 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(s).
7. The above resolution(s) will be voted by way of a poll at the SGM.

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