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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)

ANNOUNCEMENT

DISCLOSEABLE TRANSACTION IN RELATION TO ADVANCE TO LEROI HOLDINGS LIMITED

The Board would like to announce that on 11 January 2010, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Borrower pursuant to which the Lender agreed to grant to the Borrower the Loan Facility. The full principal amount of the Loan Facility may be drawn down by the Borrower during the Availability Period.

The transaction(s) contemplated under the Agreement when aggregated with the Previous Loans advanced by the Lender to the Borrower pursuant to the Previous Agreements constitutes a discloseable transaction for the Company pursuant to Rule 14.06(2) of the Listing Rules.

THE AGREEMENT

Date : 11 January 2010

Lender : Fully Finance, an indirect wholly-owned subsidiary of the Company, is principally engaged in investment holding

Borrower : LeRoi

Loan Facility : maximum of HK\$65 million limit

Availability Period : 11 January 2010 to 10 January 2013

The Loan Facility granted to LeRoi is being funded by the Group's internal resources.

The Agreement was entered into between the Lender and the Borrower on 11 January 2010, pursuant to which the Lender agreed to grant the Loan Facility to the Borrower. The Loan Facility is unsecured and carries an interest rate of 8.0% per annum which was determined

* *For identification purpose only*

with reference to factors including, among others, (i) the 6% interest rate of the Previous Loans; (ii) the prevailing Hong Kong prime lending rate as quoted by The Hongkong and Shanghai Banking Corporation Limited, being 5% per annum; and (iii) the financial position of LeRoi. The full principal amount of each drawdown and all outstanding interest thereon (if any) will be repayable by the Borrower no later than the Repayment Date. The full principal amount of the Loan Facility may be drawn down by the Borrower during the Availability Period. As at the date of this announcement, no drawdown has been made under the Loan Facility. As at the date of this announcement, the Borrower is indebted to the Lender as to HK\$30 million under the Previous Loans and HK\$40 million under the loan agreement dated 21 November 2008 entered into between the Lender and the Borrower (details of which were disclosed in the Company's announcement dated 21 November 2008). The Previous Loans carry an interest rate of 6% per annum which was determined at the time they were advanced with reference to (i) the then Hong Kong prime lending rate as quoted by The Hongkong and Shanghai Banking Corporation Limited, being 5% per annum; and (ii) the financial position of LeRoi.

As at the date of this announcement, the Company holds an equity interest of approximately 8.68% in WYT, which is a substantial shareholder of LeRoi, holding 49% of its entire issued share capital. Mr. Chan Chun Hong, Thomas, an executive Director of the Company, is also an executive director of each of LeRoi and WYT. Save for the foregoing, to the best of the knowledge, information and belief of the Directors after making all reasonable enquiries, the Borrower and its ultimate beneficial owner are third parties independent of and not connected with the Company and its subsidiaries.

REASONS FOR AND BENEFITS OF THE LOAN FACILITY FOR THE COMPANY

The Group is principally engaged in property investment and development in Hong Kong, management and sub-licensing of wet markets in the PRC and Hong Kong, management and sub-licensing shopping centers in Hong Kong and management of agricultural by-products wholesaling business in Hong Kong. It also has interests in the pharmaceutical business through its investments in WYT.

The Borrower together with its subsidiaries are principally engaged in property development in the PRC, natural resources business and sale of fresh pork meat and related products.

The Directors believe that the Loan Facility can generate a higher return to the Group comparing with the interest earned by making a Hong Kong dollar time deposit with financial institutions in Hong Kong, and are of the view that the terms of the Agreement are on normal commercial terms and fair and reasonable as far as the Shareholders are concerned and thus the entering into the Agreement is in the interests of the Group and the Shareholders as a whole.

GENERAL

The transaction(s) contemplated under the Agreement when aggregated with the Previous Loans advanced by the Lender to the Borrower pursuant to the Previous Agreements constitutes a discloseable transaction for the Company pursuant to Rule 14.06(2) of the Listing Rules.

DEFINITIONS

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

“Agreement”	the loan agreement entered into between the Lender and the Borrower on 11 January 2010 in relation to the advance of the Loan Facility
“Availability Period”	three-year period commencing from 11 January 2010 and expiring on 10 January 2013
“Board”	the board of Directors
“Company”	Wang On Group Limited (宏安集團有限公司)*, an exempted company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 1222)
“Director(s)”	the director(s) of the Company
“Fully Finance” or “Lender”	Fully Finance Limited, an investment holding company incorporated in the British Virgin Islands with limited liability and was indirectly wholly owned by the Company as at the date of this announcement
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“LeRoi” or “Borrower”	LeRoi Holdings Limited 利來控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 221)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facility”	a loan facility of not exceeding a sum of HK\$65 million granted by the Lender to the Borrower pursuant to the Agreement
“PRC”	the People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China
“Previous Agreements”	the loan agreements dated 16 June 2009 and 4 November 2009, respectively, entered into between the Lender and the Borrower pursuant to which the Lender agreed to advance the Previous Loans to the Borrower
“Previous Loans”	two loans in the aggregate sum of HK\$30 million advanced by the Lender to the Borrower pursuant to the Previous Agreements
“Repayment Date”	three-year period from the date of each drawdown

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“Shareholder(s)”	holder(s) of the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules
“substantial shareholder”	has the meaning ascribed thereto in the Listing Rules
“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 and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 897)

By Order of the Board
Wang On Group Limited
 (宏安集團有限公司)*
Chan Chun Hong, Thomas
Managing Director

Hong Kong, 11 January 2010

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Tang Ching Ho, Ms. Yau Yuk Yin and Mr. Chan Chun Hong, Thomas, and four independent non-executive Directors, namely Dr. Lee Peng Fei, Allen, Mr. Wong Chun, Justein, Mr. Siu Yim Kwan, Sidney and Mr. Siu Kam Chau.

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