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WANG ON PROPERTIES LIMITED

宏安地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1243)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Wang On Properties Limited 宏安地產有限公司 (the “**Company**”) will be held at 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong on Friday, 20 April 2018 at 12:00 noon for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 7 February 2018 entered into between Guidepost Investments Limited (“**Guidepost Investments**”), East Run Investments Limited (“**East Run**”, an indirectly wholly-owned subsidiary of the Company) and the Company (the “**Agreement**”, a copy of which has been tabled to the SGM marked “**A**” and initialed by the chairman of the SGM for the purpose of identification) in relation to, among other things, the sale by East Run to Guidepost Investments the entire issued capital in, and shareholder’s loans owed by, (i) Shiny World Investment Limited, (ii) Wang To Investments Limited, (iii) Oriental Sino Investments Limited and (iv) Precious Investments Limited, for a consideration of HK\$350,000,000 (subject to adjustments pursuant to the terms and conditions therein), together with the transactions contemplated thereunder (including but not limited to the provision of guarantee by the Company in favour of Guidepost Investments), be and are hereby approved; and

- (b) any one director of the Company be and is hereby authorised to take such action and execute such documents (with any further amendments as any one director of the Company may approve) as he may consider appropriate and expedient in respect of the transactions contemplated under the Agreement, including the approval of variation orders, for the purpose of implementation or giving effect to the Agreement and the transactions contemplated thereunder.”

By Order of the Board
Wang On Properties Limited
宏安地產有限公司
Wong Chin Han
Company Secretary

Hong Kong, 29 March 2018

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
Business in Hong Kong:*
Suite 3201, 32/F., Skyline Tower
39 Wang Kwong Road
Kowloon Bay, Kowloon
Hong Kong

Notes:

1. Any member of the Company (“**Members**”) entitled to attend and vote at the SGM 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 represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as practicable but 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). 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.
4. Where there are joint holders of any shares, 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 holders.

5. 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 Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than Friday, 13 April 2018 at 4:30 p.m., Hong Kong time. The record date for the determination of the entitlement to attend and vote at the SGM will be the close of business on Friday, 13 April 2018.
6. The above resolution will be voted on by way of poll at the SGM.

As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Wong Yiu Hung Gary and Mr. Tang Ho Hong; one non-executive director, namely Mr. Chan Chun Hong; and three independent non-executive directors, namely Mr. Li Wing Sum Steven, Mr. Sung Tze Wah and Sr Dr. Leung Tony Ka Tung.