



# WANG ON GROUP LIMITED

(宏安集團有限公司)\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

## Form of proxy for use by shareholders at the Special General Meeting to be held on Wednesday, 8 March 2006

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
share(s) of HK\$0.10 each in the capital of Wang On Group Limited (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the  
Meeting, or failing him \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held  
at 37th Floor, Two International Finance Centre, 8 Finance Street, Hong Kong on 8 March 2006 at 9:30 a.m. (or at any  
adjournment thereof) (the "Meeting") in respect of the resolution set out in the notice convening the Meeting (the "Notice") in  
the manner as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To approve the sale and purchase agreement dated 25 January 2006 in connection with the proposed disposal of the entirety of the six 5-storey commercial and residential buildings at Nos. 12, 14, 16, 18, 20 and 22 Davis Street, Kennedy Town, Hong Kong for a consideration of HK\$149,900,000.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signature(s)<sup>5</sup> \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete words "the Chairman of the Meeting, or failing him" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of any officer or attorney or other person duly authorized to sign the same.
6. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notorially certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tengis Limited at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in that event, this form of proxy shall be deemed to have been revoked.

\* For identification purpose only