



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 Annual General Meeting
to be convened on Thursday, 17 August 2006**

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ share(s)
of HK\$0.10 each in the capital of Wang On Group Limited (the “Company”) HEREBY APPOINT^(Note 3) 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 Meeting to be held at Garden Rooms C & D, 2nd Floor, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui, Kowloon, Hong Kong on 17 August 2006 at 10:45 a.m. (or at any adjournment thereof) (“Meeting”) in respect of the resolutions set out in the notice convening the Meeting (“Notice”) as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the Directors and auditors for the year ended 31 March 2006		
2.	To consider, approve and declare a final dividend of HK7.0 cents per share for the financial year ended 31 March 2006		
3.	(a) To re-elect Mr. Tang Ching Ho as Director		
	(b) To re-elect Mr. Chan Chun Hong, Thomas as Director		
	(c) To re-elect Mr. Siu Yim Kwan, Sidney as Director		
	(d) To authorise the Board of Directors to fix the Directors’ remuneration		
4.	To re-appoint Ernst & Young as auditors of the Company and to authorize the Board of Directors to fix their remuneration		
5.	To approve the bonus issue of new shares of the Company		
6(A).	To grant a general mandate to the Directors to repurchase the shares of the Company		
6(B).	To grant a general mandate to the Directors to allot, issue and deal with the shares in the capital of the Company		
6(C).	To extend, conditional upon the passing of resolutions 6(A) and 6(B), the nominal amount of the shares repurchased under resolution 6(A) to the mandate granted to the Directors under resolution 6(B)		
SPECIAL RESOLUTION			
7.	To approve the amendments to the existing bye-laws of the Company		

Dated this _____ day of _____ 2006 Signature(s)^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK 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.
- 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* For identification purposes only