



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 of Wang On Group Limited (宏安集團有限公司)* (the “**Company**”) will be held at 35/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 12 September 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the conditional agreement dated 31 July 2008 entered into between Suitbest Investments Limited (the “**Vendor**”), an indirect wholly-owned subsidiary of the Company, and Joyful Leap Investments Limited 愉躍投資有限公司 (the “**Purchaser**”) (the “**Agreement**”) (a copy of which is tabled at this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification), pursuant to which the Purchaser has agreed to purchase, and the Vendor has agreed to dispose of, the entire issued share capital of Strengthen Investments Limited and transfer the loan advanced by the Vendor to Strengthen Investments Limited, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed, and any director of the Company, or (if affixation of the common seal of the Company is required) any two directors of the Company, be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she/they may in his/her/their absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Agreement and the transactions contemplated thereunder and to agree to such variations of the terms of the Agreement as he/she/they may in his/her/their absolute discretion consider necessary or desirable.”

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, 21 August 2008

* *For identification purpose only*

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

*Head office and principal
place of business:*
5/F., Wai Yuen Tong Medicine Building
9 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (2) 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding of the special general meeting or any adjournment thereof.
- (3) Completion and delivery of the form of proxy will not preclude members from attending and voting at the special general meeting or any adjournment thereof (as the case may be) and in such event, the form of proxy will be deemed to be revoked.

As at the date of this notice, the board of directors of the Company 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.