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If you have sold or transferred all your securities in Wang On Group Limited (宏安集團有限公司)*, you should at once hand this circular to the purchaser or the transferee, or to the bank manager, the licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

**DISCLOSEABLE TRANSACTION
IN RELATION TO
ADVANCE TO LEROI HOLDINGS LIMITED**

4 December 2008

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“Agreement”	the loan agreement dated 21 November 2008 entered into between the Lender and the Borrower pursuant to which the Lender agreed to grant to the Borrower the Loan Facility
“associate”	has the meaning ascribed thereto in the Listing Rules
“Availability Period”	two-year period commencing from 21 November 2008 and expiring on 20 November 2010
“Board”	the board of the 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)
“Directors”	the directors 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 Latest Practicable Date
“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
“Latest Practicable Date”	1 December 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“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)

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DEFINITIONS

“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\$40 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 circular shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the PRC
“Repayment Date”	two-year period from the date of each drawdown
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) of HK\$0.005 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)
“%”	per cent.

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LETTER FROM THE BOARD



WANG ON GROUP LIMITED

(宏安集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1222)

Executive Directors:

Mr. Tang Ching Ho (*Chairman*)

Ms. Yau Yuk Yin (*Deputy Chairman*)

Mr. Chan Chun Hong, Thomas (*Managing Director*)

Independent non-executive Directors:

Dr. Lee Peng Fei, Allen, *CBE, BS, FHKIE, JP*

Mr. Wong Chun, Justein, *MBE, JP*

Mr. Siu Yim Kwan, Sidney, *S.B.St.J.*

Mr. Siu Kam Chau

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

4 December 2008

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE TRANSACTION
IN RELATION TO
ADVANCE TO LEROI HOLDINGS LIMITED**

INTRODUCTION

On 21 November 2008, the Company announced that 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.

* *For identification purpose only*

LETTER FROM THE BOARD

THE AGREEMENT

Date	: 21 November 2008
Lender	: Fully Finance, an indirect wholly-owned subsidiary of the Company
Borrower	: LeRoi
Loan Facility	: maximum of HK\$40 million limit
Availability Period	: 21 November 2008 to 20 November 2010

The Loan Facility granted to LeRoi was funded by internal resources of the Group.

The Agreement was entered into between the Lender and the Borrower on 21 November 2008, 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 6.0% per annum which was determined with reference to the prevailing market situation. 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 Latest Practicable Date, no drawdown was made under the Loan Facility.

Fully Finance is principally engaged in investment holding. As at the Latest Practicable Date, the Company was a substantial shareholder of WYT and WYT was a substantial shareholder of LeRoi. Mr. Chan Chun Hong, Thomas, an executive Director of the Company, was 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 enquiry, 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 development and management of agricultural by-products wholesaling business in the PRC and Hong Kong, management and sub-licensing of wet markets in the PRC and Hong Kong, property development, property investment, management and sub-licensing shopping centers 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 the sale of fresh pork meat and related products, property investment and development in Hong Kong and the PRC.

The Directors believe that the Loan Facility can generate a higher return to the Shareholders 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.

LETTER FROM THE BOARD

FINANCIAL EFFECTS OF THE LOAN FACILITY

The Directors consider that there will be no significant impact on the assets, liabilities and earnings of the Group as a result of the Loan Facility.

GENERAL

The transaction(s) contemplated under the Agreement constitutes a discloseable transaction for the Company pursuant to Rule 14.06(2) of the Listing Rules.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board
Wang On Group Limited
(宏安集團有限公司)*
Chan Chun Hong, Thomas
Managing Director

* *For identification purpose only*

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm that, having made all reasonable enquiries, to the best of their knowledge and belief that there are no other facts the omission of which would make any statement contained in this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors

Save as disclosed below, as at the Latest Practicable Date, none of the Directors or chief executive of the Company and/or any of their respective associates had any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, to be notified to the Company and the Stock Exchange:

Long positions in the Shares or underlying Shares:

Name of Director	Number of Shares or underlying Shares held, capacity and nature of interest					Total	Approximate percentage of the Company's total issued share capital*
	Personal interest	Family interest	Corporate interest	Other interest			
Mr. Tang Ching Ho	16,218,960	16,218,920 <i>(Note (a))</i>	59,326,780 <i>(Note (b))</i>	913,893,400 <i>(Note (c) and Note (f))</i>		1,005,658,060	12.78%
Ms. Yau Yuk Yin	16,218,920	75,545,740 <i>(Note (d))</i>	–	913,893,400 <i>(Note (e) and Note (f))</i>		1,005,658,060	12.78%
Mr. Chan Chun Hong, Thomas	1,300,000 <i>(Note (g))</i>	–	–	–		1,300,000	0.02%

* *The percentages shown were based on 7,867,913,640 Shares in issue as at the Latest Practicable Date.*

Notes:

- (a) Mr. Tang Ching Ho was taken to be interested in those Shares in which his spouse, Ms. Yau Yuk Yin, was interested.
- (b) Mr. Tang Ching Ho was taken to be interested in those Shares in which Caister Limited, a company which is wholly and beneficially owned by him, was interested.
- (c) Mr. Tang Ching Ho was taken to be interested in those Shares by virtue of being the founder of a discretionary trust, namely Tang's Family Trust.
- (d) Ms. Yau Yuk Yin was taken to be interested in those Shares in which her spouse, Mr. Tang Ching Ho, was interested.
- (e) Ms. Yau Yuk Yin was taken to be interested in those Shares by virtue of being a beneficiary of Tang's Family Trust.
- (f) Pursuant to the placing and subscription agreement (the "**Top-up Placing Agreement**") entered into among Accord Power Limited ("**Accord Power**") (a company which is wholly owned by Trustcorp Limited in its capacity as the trustee of Tang's Family Trust, a discretionary trust of which Mr. Tang Ching Ho was the founder and Ms. Yau Yuk Yin is a beneficiary), the Company and Kingston Securities Limited (the "**Placing Agent**") on 26 November 2008, Accord Power (i) has agreed to place, through the Placing Agent, up to 900,000,000 Shares to not fewer than six independent placees; and (ii) has conditionally agreed to subscribe for up to 900,000,000 Shares (the "**Top-up Placing**"), as announced by the Company on 27 November 2008. The shareholding of Accord Power in the Company will be diluted upon completion of the Top-up Placing which is expected to take place upon fulfillment of all conditions set out in the Top-up Placing Agreement.
- (g) Mr. Chan Chun Hong, Thomas was granted 1,300,000 share options which would be exercisable during the period from 2 January 2009 to 1 January 2013 at an exercise price of HK\$0.167 per Share.

(b) Persons who have an interest or short position in the Shares or underlying Shares which is discloseable under Divisions 2 and 3 of Part XV of the SFO

Save as disclosed below, as at the Latest Practicable Date, so far as is known to the Directors, no person (not being a Director or chief executive of the Company) had, or were deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any option in respect of such capital:

(i) Long Positions in the Shares:

Name of Shareholder	Number of Shares	Approximate percentage of the Company's total issued share capital*
Accord Power (<i>Note (a)</i>)	913,893,400	11.62%
Trustcorp Limited (<i>Note (b)</i>)	913,893,400	11.62%

Name of Shareholder	Number of Shares	Approximate percentage of the Company's total issued share capital*
Newcorp Ltd. (Note (c))	913,893,400	11.62%
Newcorp Holdings Ltd. (Note (d))	913,893,400	11.62%
Mr. David Henry Christopher Hill (Note (e))	913,893,400	11.62%
Ms. Rebecca Ann Hill (Note (f))	913,893,400	11.62%
Mr. David William Roberts (Note (g))	913,893,400	11.62%

* The percentages shown were based on 7,867,913,640 Shares in issue as at the Latest Practicable Date.

Notes:

- (a) Pursuant to the Top-up Placing Agreement entered into among Accord Power, the Company and the Placing Agent on 26 November 2008 in respect of the Top-up Placing, the shareholding of Accord Power in the Company will be diluted upon completion of the Top-up Placing which is expected to take place upon fulfillment of all conditions set out in the Top-up Placing Agreement.
- (b) Accord Power is wholly owned by Trustcorp Limited in its capacity as the trustee of Tang's Family Trust. Accordingly, Trustcorp Limited was taken to be interested in those Shares held by Accord Power.
- (c) Trustcorp Limited is a wholly-owned subsidiary of Newcorp Ltd. and accordingly, Newcorp Ltd. was taken to be interested in those Shares in which Trustcorp Limited was interested.
- (d) Newcorp Ltd. is a wholly-owned subsidiary of Newcorp Holdings Ltd. and accordingly, Newcorp Holdings Ltd. was taken to be interested in those Shares in which Newcorp Ltd. was interested.
- (e) Mr. David Henry Christopher Hill owned 35% interest in the issued share capital of Newcorp Holdings Ltd. and was therefore taken to be interested in the Shares in which Newcorp Holdings Ltd. was interested.
- (f) Ms. Rebecca Ann Hill is the spouse of Mr. David Henry Christopher Hill and was therefore taken to be interested in the Shares in which Mr. David Henry Christopher Hill was interested.
- (g) Mr. David William Roberts owned 35% interest in the issued share capital of Newcorp Holdings Ltd. and was therefore taken to be interested in the Shares in which Newcorp Holdings Ltd. was interested.

(ii) *Interests in a subsidiary of the Company:*

Name of subsidiary	Name	Capacity	Shareholding percentage
Wang Hing Vegetables Wholesale Company Limited	Ms. Lam Mei Ki	Beneficial owner	49%

3. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, no member of the Group was engaged in any litigation or arbitration or claim which is in the opinion of the Directors of material importance and no litigation or claim which is in the opinion of the Directors of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any other member of the Group (excluding contracts expiring or determinable by the Group within one year without payment of compensation other than statutory compensation).

5. COMPETING INTERESTS OF DIRECTORS AND ASSOCIATES

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or their respective associates had any interest in a business which competes or is likely to compete with the business of the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules if the Directors were controlling Shareholders.

6. GENERAL

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is at 5/F., Wai Yuen Tong Medicine Building, 9 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong.
- (c) The qualified accountant of the Company is Mr. Leong Weng Kin, CPA.
- (d) The company secretary of the Company is Ms. Mak Yuen Ming, Anita. She is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.
- (e) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (f) The English text of this circular shall prevail over the Chinese text, in case of inconsistency.