WANG ON GROUP LIMITED
（宏安集團有限公司）*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1222)

COMPLETION OF PLACING OF CONVERTIBLE NOTES

The Placing Agent has placed the Convertible Notes for an aggregate principal amount of HK$61,440,000 on behalf of the Company to not fewer than six placees. All the conditions precedent in relation to the issue of the Convertible Notes for an aggregate principal amount of HK$61,440,000 have been fulfilled and completion of the placing of the Convertible Notes is expected to take place on or before 28 February 2005.

Reference is made to the announcement of the Company dated 7 February 2005 ("Announcement"). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board wishes to announce that the Placing Agent has placed the Convertible Notes for an aggregate principal amount of HK$61,440,000 on behalf of the Company to not fewer than six placees, who and their ultimate beneficial owners are independent of and not connected nor acting in concert with the directors, chief executive or substantial shareholders of the Company or its subsidiaries, or any of their respective associates. All the conditions precedent in relation to the issue of the Convertible Notes for an aggregate principal amount of HK$61,440,000 have been fulfilled and completion of the placing of the Convertible Notes is expected to take place on or before 28 February 2005.

Based on the initial conversion price of HK$2.40 per Share (subject to adjustment), a total of 25,600,000 Shares will be issued by the Company upon full conversion of the Convertible Notes, which represents (i) approximately 17.86% of the Company's existing issued share capital as at the date of this announcement; and (ii) approximately 15.16% of the Company's issued share capital as enlarged by the allotment and issue of the Conversion Shares pursuant to the Placing.

Effect on Shareholding Structure

The existing shareholding structure of the Company and the expected shareholding structure of the Company upon full conversion of the Convertible Notes are set out below:

	Existing		Assume full conversion of the Convertible Notes (and none of the Existing CB is converted)		Assume full conversion of the Existing CB and the Convertible Notes	
	Number of Shares held	*% of issued Shares held*	*Number of Shares held*	*% of issued Shares held*	*Number of Shares held*	*% of issued Shares held*
Caister Limited *(Note 1)*	2,247,227	1.57	2,247,227	1.33	2,247,227	1.14
Tang Ching Ho *(Note 2)*	614,355	0.43	614,355	0.36	614,355	0.31
Yau Yuk Yin *(Note 3)*	614,354	0.43	614,354	0.36	614,354	0.31
Tang Mui Fong *(Note 4)*	5,551,269	3.87	5,551,269	3.29	5,551,269	2.81
Tang Mui Fun *(Note 5)*	15,298,239	10.67	15,298,239	9.06	15,298,239	7.75
Yau Yuk Tong *(Note 6)*	3,393,955	2.37	3,393,955	2.01	3,393,955	1.72
Existing CB holders	–	–	–	–	28,600,000	14.48
Placees	–	–	25,600,000	15.16	25,600,000	12.96
Other public shareholders	115,600,967	80.66	115,600,967	68.43	115,600,967	58.52
Total	143,320,366	100.00	168,920,366	100.00	197,520,366	100.00

Notes:

1. Caister Limited is wholly and beneficially owned by Tang Ching Ho.
2. Tang Ching Ho is the chairman and managing director of the Company.
3. Yau Yuk Yin is the wife of Tang Ching Ho, and the deputy managing director and deputy chairman of the Company.
4. Tang Mui Fong is a sister of Tang Ching Ho.
5. Tang Mui Fun is a sister of Tang Ching Ho.
6. Yau Yuk Tong is a brother of Yau Yuk Yin.

By Order of the Board
Wang On Group Limited
Chan Chun Hong, Thomas
Director

Hong Kong, 22 February 2005

* *For identification purpose only*

As at the date hereof, the Board of the Company comprises of 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, Dr. Siu Yim Kwan, Sidney and Mr. Siu Kam Chau.

"Please also refer to the published version of this announcement in The Standard"