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## **Super Strong Holdings Limited**

### **宏強控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8262)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 Annual General Meeting of the shareholders of Super Strong Holdings Limited (the “**Company**”) will be held at the conference room of Unit D, 3/F., Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong on Tuesday, 28 November 2023 at 9:30 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and of the auditors of the Company for the year ended 30 June 2023;
2.
  - (a) To re-elect Mr. Qiu Haiquan as an executive Director;
  - (b) To re-elect Mr. Donald William Sneddon as an independent non-executive Director;
  - (c) To re-elect Ms. Wong Shuk Fong as an independent non-executive Director;
  - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint the Company’s auditors and to authorise the Board to fix their remuneration;
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:
  - (A) “**THAT:**
    - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with

any unissued Share(s) of HK\$0.01 each (the “**Share**”) of the Company and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including executive Directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not be the aggregate of (aa) 20% of the aggregate number of Shares of the Company in issue on the date of passing this Resolution and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of Shares of the Company in issue on the date of the passing of this Resolution); and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this Resolution; and

“**Rights Issue**” means an offer of shares or issue of options to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) “**THAT**:

- (a) subject to paragraph (b) and (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase securities of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of the Shares in issue of the Company as at the date of passing this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this Resolution.”

(C) “**THAT** conditional upon resolutions no. 4(A) and 4(B) above being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to resolution no. 4(A)

as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of Shares in issue of the Company as at the date of passing this resolution.”

### **SPECIAL RESOLUTION**

5. To consider and, if thought fit, passing the following resolution as a special resolution:

**“THAT:**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated memorandum and articles of association of the Company, the details of which are set out in appendix to the circular of the Company dated 3 November 2023 be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (a copy of which having been produced before this meeting and signed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the meeting; and
- (c) any director, registered office provider or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and implement the adoption of the second amended and restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies, in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By Order of the Board of Directors  
**Super Strong Holdings Limited**  
**Ko Chun Hay Kelvin**  
*Chief Executive Officer*

Hong Kong, 3 November 2023

*Notes:*

1. A member is entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies to attend and subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Thursday, 23 November 2023 to Tuesday, 28 November 2023, both days inclusive, during which period no transfer of shares will be effected for determining the shareholders who are entitled to attend and vote at the meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 22 November 2023.
4. An explanatory statement regarding resolutions no. 4(A), 4(B) and 4(C) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions set out in the circular.
5. Under the Company's articles of association, Mr. Qiu Haiquan, Mr. Donald William Sneddon and Ms. Wong Shuk Fong will retire from their office of Directors upon conclusion of the annual general meeting. The said Directors being eligible offer themselves for re-election at the Annual General Meeting.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 6:00 a.m. on Tuesday, 28 November 2023 of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.wmcl.com.hk](http://www.wmcl.com.hk) and on the "Latest Company Announcement" page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this announcement, the executive Directors are Mr. Kwok Tung Keung, Mr. Ko Chun Hay Kelvin and Mr. Qiu Haiquan; and the independent non-executive Directors are Mr. Donald William Sneddon, Mr. Ng Man Li and Ms. Wong Shuk Fong.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at [www.wmcl.com.hk](http://www.wmcl.com.hk).*