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WKK

WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 532)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Regency Ballroom I, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 20 June 2023 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31 December, 2022.
2. To declare a final dividend of HK\$0.035 per share for the year ended 31 December, 2022.
3. To re-elect the following retiring Directors:
 - (a) Mr. Kwong Man Hang as Executive Director
 - (b) Mr. Hamed Hassan El-Abd as Non-executive Director
 - (c) Mr. Tse Wan Chung, Philip as Independent Non-executive Director
 - (d) Dr. Yip Wai Chun as Independent Non-executive Director
4. To authorise the Board of Directors to fix the remuneration of the Directors
5. To re-appoint Messrs. PricewaterhouseCoopers as the Auditor and to authorise the Board of Directors to fix their remuneration.

6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to option or otherwise) and issued by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into shares of the Company, (iii) any employee share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) shall be limited accordingly;
- (D) the approval in paragraph (A) above shall be additional to the authority given to the Directors at any time to allot and issue additional shares in the capital of the Company; and
- (E) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 Bye-laws of the Company or any applicable law to be held; or

- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to the holders of the shares 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 exclusions 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, or in any territory outside, Hong Kong).”

- 7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on the Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, subject to and in accordance with all applicable laws, rules and regulations of the Stock Exchange or any other stock exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the shares of the Company at such prices as the Directors may at their discretion determine;
- (C) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the approval in paragraph (A) above shall be limited accordingly; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT**, conditional upon the passing of Resolution 7, 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 additional shares in the capital of the Company under Resolution 6 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 7, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

9. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT**

- (a) the amended and restated bye-laws (the “Amended and Restated Bye-laws”) of the Company (a printed copy of which being tabled before the meeting and produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), be and is hereby adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect; and
- (b) any one director or officer of the Company be and is hereby authorized to do all things and execute and deliver all such documents, deeds or instruments and take all steps as the director of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Amended and Restated Bye-laws.”

10. As special business and conditional on the passing of Resolution 9, to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** in accordance with Bye-law 83(2) contained in the New Bye-laws:

- (a) the maximum number of Directors be set at 15;
- (b) the Directors of the Company be and are hereby authorized at any time or times hereafter (i) to fill any vacancies on the Board of Directors of the Company, and (ii) to appoint additional Directors of the Company, in each case up to the maximum number determined in sub-paragraph (a) above; and

- (c) the authorization under sub-paragraph (b) above shall continue in full force and effect unless and until otherwise determined by the shareholders of the Company in general meeting.”

Yours faithfully,
By order of the Board
Wong’s Kong King International (Holdings) Limited
Siu On Chin Angie
Company Secretary

Hong Kong, 28 April 2023

Notes:

1. A member entitled to attend and vote at the meeting by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company’s Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy or office copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting..
3. Where there are joint holders of any share, any one of such joint holder may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present in person or by proxy whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The Register of Members of the Company will be closed from Thursday, 15 June, 2023 to Tuesday, 20 June, 2023, both days inclusive, during which period no transfer of shares will be registered, for the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June, 2023.
5. For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Wednesday, 28 June, 2023 to Friday, 30 June, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Tricor Standard Limited at the aforementioned address not later than 4:30 p.m. on Tuesday, 27 June, 2023.
6. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong before 11:00 a.m. on the date of the Annual General Meeting, the Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the Company’s website (www.wkk.com.hk) to notify shareholders of the arrangements of the Annual General Meeting.

As at the date of this announcement, the executive directors of the Company are Mr. Senta Wong, Mr. Edward Ying Chun Tsui, Mr. Byron Shu Chan Ho, Mr. Man Hang Kwong, Mr. Vinci Wong and Mr. Victor Jui Shum Chang; the non-executive director is Mr. Hamed Hassan El-Abd; and the independent non-executive directors are Mr. Philip Wan Chung Tse, Dr. Leung Kam Fong, Dr. Yip Wai Chun, Mr. Arnold Hin Lin Tse and Mr. Andrew Yiu Wing Lam.