
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Wong's Kong King International (Holdings) Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

WKK

WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 532)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to 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, 25 June 2024 at 2:30 p.m. is set out on pages 14 to 17 of the circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2023 annual report of the Company which has been despatched to the Shareholders together with this circular. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the form of proxy enclosed with the 2023 annual report of the Company in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish and in such event, the form of proxy shall be deemed to be revoked.

30 April, 2024

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Board	
– Introduction	3
– General Mandate to repurchase shares	4
– General Mandate to issue shares	4
– Re-election of Directors	4
– Annual General Meeting and Proxy Arrangement	6
– General Information	6
– Recommendation	6
 Appendix I – Explanatory statement	 7
 Appendix II – Details of Directors proposed for re-election	 10
 Notice of Annual General Meeting	 14

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to 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, 25 June 2024 at 2:30 p.m. or any adjournment thereof
“Board”	the Board of Directors of the Company
“close associate(s)”	has the same meaning of “close associate” as defined in the Listing Rules
“Company”	Wong’s Kong King International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the same meaning of “core connected person” as defined in the Listing Rules
“Controlling Shareholder(s)”	has the same meaning of “controlling shareholder” as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong for the time being
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

“Repurchase Resolution”	the ordinary resolution set out in Resolution 6 in the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the same meaning of “substantial shareholder” as defined in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

WKK

WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 532)

Executive Directors:

Wong, Senta
Tsui Ying Chun, Edward
Ho Shu Chan, Byron
Kwong Man Hang
Wong, Vinci
Chang Jui Shum, Victor

Non-executive Director:

Hamed Hassan El-Abd

Independent non-executive Directors:

Tse Wan Chung, Philip
Leung Kam Fong
Yip Wai Chun
Tse Hin Lin, Arnold
Lam Yiu Wing, Andrew

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Office:

17/F, Harbourside HQ,
No. 8 Lam Chak Street,
Kowloon Bay,
Hong Kong

30 April, 2024

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO REPURCHASE SHARES,
AND TO ISSUE NEW SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the general mandates to repurchase the Company's own fully-paid up Shares and to issue new Shares; and (ii) the re-election of Directors. The Notice of Annual General Meeting is set out on pages 14 to 17 of this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting of the Company held on 20 June, 2023, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting to be held on 25 June, 2024. It is therefore proposed to seek your approval by way of an ordinary resolution to be proposed at the Annual General Meeting to give a new general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the proposed resolution in relation to the general mandate to repurchase shares is set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

It is also proposed at the Annual General Meeting an ordinary resolution granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing Resolution 5. In addition, an ordinary resolution will be proposed to extend such general mandate by an aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Resolution.

Subject to the passing of the ordinary resolution granting the general mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under such general mandate to issue a maximum of 145,979,592 Shares, representing approximately 20% of the issued share capital of the Company as at the Latest Practicable Date.

4. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 84 of the Company's Bye-laws and code provision B.2.2 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Wong Vinci, Mr. Chang Jui Shum Victor, Dr. Leung Kam Fong and Mr. Tse Hin Lin Arnold shall retire at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Nomination Committee has considered the background, skills, knowledge and experience of the retiring Directors, who are offering themselves for re-election, having regard to the Board Diversity Policy of the Board. Details of the retiring Directors as required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II of this circular. The particulars in Appendix II describe how each such Director contributes to the diversity of the Board. The Nomination Committee notes that these Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective education, background, experience and practice allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

Dr. Leung Kam Fong has served as Independent Non-Executive Director of the Company for more than 9 years. The Company received from each of Dr. Leung Kam Fong and Mr. Tse Hin Lin Arnold, a confirmation of independence. They meet the independence factors set out in Rule 3.13 of the Listing Rules and are neither involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of their independent judgment. In addition, they continue to demonstrate the attributes of Independent Non-Executive Directors and there is no evidence that their tenure have had any impact on their independence. The Board is of the view that Dr. Leung Kam Fong and Mr. Tse Hin Lin Arnold are able to continue to fulfill their roles as required.

The Nomination Committee considers that Mr. Wong Vinci, Mr. Chang Jui Shum Victor, Dr. Leung Kam Fong and Mr. Tse Hin Lin Arnold continue to contribute effectively and are committed to their roles. Further, the Nomination Committee has also assessed and reviewed the independence of each of the Independent Non-Executive Director based on the criteria set out in Rule 3.13 of the Listing Rules, and has affirmed that Independent Non-Executive Directors, namely, Dr. Leung Kam Fong and Mr. Tse Hin Lin Arnold, remain independent.

Having considered the Nomination Committee's nominations, the Board (i) is of the opinion that Dr. Leung Kam Fong and Mr. Tse Hin Lin Arnold are independent for the purpose of acting as Independent Non-Executive Directors; and (ii) believes that the invaluable knowledge and experiences of all the above retiring Directors continue to be of significant benefit to the businesses of the Group. Accordingly, the Board accepted the Nomination Committee's nominations and recommended to the Shareholders that each of Mr. Wong Vinci, Mr. Chang Jui Shum Victor, Dr. Leung Kam Fong and Mr. Tse Hin Lin Arnold be re-elected at the Annual General Meeting. The Board considers that the re-election of each of the retiring Directors is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Annual General Meeting is set out on pages 14 to 17 of this circular. A form of proxy for the Annual General Meeting is also enclosed. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. The completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish and, in such event, the proxy shall be deemed to be revoked.

Pursuant to the Listing Rules 13.39(4), any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Explanatory Statement on the Share Repurchase Mandate) and Appendix II (Details of Directors proposed to be re-elected at Annual General Meeting) to this circular respectively.

7. RECOMMENDATION

The Directors believe that the grant of general mandates to issue and repurchase shares and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Wong's Kong King International (Holdings) Limited
Wong Senta
Chairman

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the proposed repurchase mandate.

EXERCISE OF THE REPURCHASE MANDATE

Ordinary Resolution 6 set out in the Notice of Annual General Meeting will, if passed, give an unconditional general mandate to the Directors authorizing the repurchase by the Company of up to 10% of the fully paid Shares in issue at the date of the Annual General Meeting, at any time until whichever is the first to occur of, either (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 Ordinary Resolution 6 by an ordinary resolution of the shareholders of the Company in general meeting (the “Relevant Period”).

As at the Latest Practicable Date, 729,897,964 Shares were in issue. Based on the assumptions that no further Shares will be issued nor repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, exercise in full of the repurchase mandate would result in up to 72,989,796 Shares being repurchased by the Company during the Relevant Period.

REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the shareholders to have a general authority from the shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the laws of Bermuda and the Memorandum of Association and the Bye-laws of the Company, which may include capital paid up on the purchased securities, profits otherwise available for dividends and the proceeds of a new issue of shares made for the purpose. Repurchase of Shares may be funded by borrowings or other working capital sources.

If the repurchase mandate is exercised in full, there may be a material adverse effect on the working capital or gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group (as compared with the position disclosed in the audited consolidated financial statements as at 31 December, 2023). The Directors therefore do not propose to exercise the repurchase mandate to such an extent unless the Directors determine that such repurchases are, taking into account all relevant factors, in the best interests of the Group.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules and the laws of Bermuda.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company under the repurchase mandate if such repurchase mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the repurchase mandate is approved by the Shareholders.

EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a shareholder, or group of shareholders acting in concert, could, depending upon the level of increase in shareholding interest(s), obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Greatfamily Inc. ("Greatfamily") held 207,800,000 shares through its wholly-owned subsidiary, Rewarding Limited, representing approximately 28.47% of the issued share capital of the Company. In the event that the Company exercises the repurchase mandate in full, the beneficial interest of Greatfamily in the Company will be increased to approximately 31.63%. Accordingly, the exercise of the repurchase mandate, depending on the timing and the extent of the repurchases, may give rise to an obligation on the part of Greatfamily to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the repurchase mandate to such an extent as would result in takeover obligations. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any repurchases made under the repurchase mandate.

SHARE PRICES

The highest and lowest prices at which the Shares of the Company have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.680	0.630
May	0.630	0.530
June	0.620	0.540
July	0.650	0.540
August	0.570	0.510
September	0.550	0.500
October	0.550	0.490
November	0.570	0.500
December	0.540	0.475
2024		
January	0.540	0.500
February	0.530	0.480
March	0.495	0.470
April (Up to the Latest Practicable Date)	0.490	0.450

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Stated below are the details of the directors who will retire and be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company:

(1) Wong Vinci (*Executive Director*)

Wong Vinci, aged 53, is the director and general manager of 3 Kings Medical Limited (“3 Kings Medical”), a subsidiary of the Company formed to conduct business in health care and Chinese medicine. He has been appointed as a director of 3 Kings Medical on 1 December 2010. Mr. Wong graduated from the University of British Columbia with a Bachelor of Commerce (marketing major) degree. He is a media personality well-known to Hong Kong and mainland China TV viewers as a quality presenter with accuracy. He has extensive net-working experience with the local media and therefore enhances the advertising and sales promotion of company’s product. Mr. Wong was appointed as the Chairman of Tung Wah Group of Hospitals from 1 April 2018 to 31 March 2019. After his chairmanship, he was appointed as one of the members of the Advisory Board of Tung Wah Group of Hospitals from 1 April 2019 to 31 March 2020. Mr. Wong has been appointed as one of the members of the Advisory Board of Tung Wah Group of Hospitals since 1 January 2023. The term of office of the members of the Advisory Board of Tung Wah Group of Hospitals shall be 3 years from 1 January 2023 to 31 December 2025. On 20 May 2019, Mr. Wong was appointed as an independent non-executive Director, chairman of the Remuneration Committee and member of each of the Audit Committee and Nomination Committee of Kato (Hong Kong) Holdings Limited (stock code: 2189) whose shares have been listed on the Stock Exchange since 13 June 2019. He has been an executive director of the Company since September 2017. Save as disclosed above, Mr. Wong did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Wong is the son of Mr. Wong Senta, the Executive Director and Chairman of the Company, and the brother-in-law of Mr. Chang Jui Shum, Victor, an Executive Director of the Company. Save as disclosed above, Mr. Wong does not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Wong was deemed to be interested in 207,800,000 shares in the Company, by virtue of being a beneficiary of a discretionary trust. He has a corporate interest in 32,454,028 shares in the Company. Mr. Wong is also interested in 3,000,000 option shares under the Company’s share option scheme.

There is no service contract entered into between Mr. Wong and the Company in respect of his appointment as an Executive Director of the Company. Pursuant to a letter of appointment signed between Mr. Wong and the Company, Mr. Kwong was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. Wong is currently entitled to an annual director’s fee of HK\$120,000. For the year ended 31 December 2023, the total amount of the director’s emoluments received by Mr. Wong (including salary, director’s fee, pension and discretionary bonus) was HK\$1,481,880. The fees payable to the Directors are determined by the Board with reference to the Director’s duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Wong that need to be brought to the attention of the shareholders of the Company.

(2) **Chang Jui Shum, Victor** (*Executive Director*)

Chang Jui Shum, Victor, aged 49, joined the Group in 2004. He is now the Director and President of WKK Distribution Limited, a subsidiary of the Company. He is responsible for formulating the sales and marketing strategy, and overseeing the development of new business. Mr. Chang is a director of TKK, a subsidiary of the Company listed in Taiwan. Mr. Chang holds a Bachelor degree in Commerce (Accounting & Finance) from the Monash University of Melbourne, and MBA from City University of Hong Kong. He has been appointed as an executive director of the Company since September 2017 and a director in a number of subsidiaries of the Group. He is also a Director (2022/2023) of Tung Wah Group of Hospitals, President (2022/2023) of Lions Club of Metropolitan Hong Kong, Executive Vice-President of Hong Kong Jiangxi Clansmen Association, Member of HKTDC Electronics/Electrical Appliances Industries Advisory Committee, Executive Committee Member of Group 4 (Hong Kong Electrical Product Council) of Federation of Hong Kong Industries and Member of Commercialization Advisory Committee of Advanced Biomedical Instrumentation Centre. Save as disclosed above, Mr. Chang did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Chang is the son-in-law of Mr. Wong Senta, the Executive Director and Chairman of the Company, and the brother-in-law of Mr. Wong Vinci, an Executive Director of the Company. Save as disclosed above, Mr. Chang does not have any relationship with any other Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chang was deemed to be interested in 207,800,000 shares in the Company, by virtue of his spouse being a beneficiary of a discretionary trust. He was also deemed to be interested in a total of 32,608,028 shares in the Company by virtue of his spouse has a corporate and personal interests in 32,454,028 shares and 154,000 shares respectively. Mr. Chang is interested in 3,000,000 option shares under the Company's share option scheme.

There is no service contract entered into between Mr. Chang and the Company in respect of his appointment as an Executive Director of the Company. Pursuant to a letter of appointment signed between Mr. Chang and the Company, Mr. Chang was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. Chang is currently entitled to an annual director's fee of HK\$120,000. For the year ended 31 December 2023, the total amount of the director's emoluments received by Mr. Chang (including salary, director's fee, pension and discretionary bonus) was HK\$2,983,820. The fees payable to the Directors are determined by the Board with reference to the Directors' duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Chang that need to be brought to the attention of the shareholders of the Company.

- (3) **Leung Kam Fong** (*Independent Non-Executive Director, Member of Audit Committee, Member of Remuneration Committee and Member of Nomination Committee*)

Leung Kam Fong, aged 82, obtained a Bachelor of Science degree and a post-graduate Certificate in Education from the University of Hong Kong. Dr. Leung began his career in technical education and training in 1965 at the Hong Kong Technical College and Hong Kong Polytechnic. He joined the Vocational Training Council in 1982, founded the Chai Wan Technical Institute in 1985, upgraded it to Hong Kong Technical College (Chai Wan) in 1992 and subsequently became Deputy Executive Director in 1993. In 1995, he was appointed as the Chief Executive of Tung Wah Group of Hospitals until 2006. In these 11 years, Tung Wah experienced tremendous expansion and development, and he pioneered the development of a series of modern Chinese Medicine Specialist Clinics. He was awarded honorary doctorate degrees from Middlesex University, U.K. and Hunan University of Traditional Chinese Medicine, PRC and holds visiting professorship at Hunan and Chengdu University of Traditional Chinese Medicine, PRC. He had been appointed Vice-Secretary General of the World Federation of Chinese Medicine Societies, PRC from 2006 to 2010. He had been elected President of the International Hua-Xia Medicine Society from 2006 to 2015. Dr. Leung joined the Group in 2007 as the executive director and the chief executive of 3 Kings Medical (formerly known as 3 Kings Holdings Limited), a subsidiary of the Company formed to conduct business in health care and Chinese medicine. Dr. Leung resigned from all his positions in 3 Kings Medical in January 2013. Dr. Leung had been elected as a director of the Modernized Chinese Medicine International Association from 2007 to 2015. He has been a Non-Executive Director of the Company since January 2013. Dr. Leung has been re-designated from a Non-Executive Director to an Independent Non-Executive Director of the Company with effect from 1 July 2017. He is now a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Save as disclosed above, Dr. Leung did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Dr. Leung has no relationships with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Dr. Leung has interests jointly with his wife in 180,000 shares of the Company. He is also interested in 3,000,000 option shares under the Company's share option scheme.

There is no service contract entered into between Dr. Leung and the Company. Pursuant to a letter of appointment signed between Dr. Leung and the Company, Dr. Leung was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Dr. Leung is currently entitled to an annual director's fee of HK\$120,000 and an audit committee member's fee of HK\$60,000 per annum. For the year ended 31 December 2023, the total amount of the director's emoluments received by Dr. Leung was HK\$180,000. The fees payable to the Directors are determined by the Board with reference to the Directors' duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Dr. Leung that need to be brought to the attention of the shareholders of the Company.

(4) **Tse Hin Lin Arnold** (*Independent Non-Executive Director*)

Tse Hin Lin Arnold, aged 70, holds a Bachelor'S Degree in Social Science (Statistics and Geography) and also a Law Degree. Mr. Tse had practiced as a barrister in Hong Kong between 1987 and 1988. He was admitted as a solicitor in 1990 and founded ATL Law Offices on 1 July 2008. Upon his retirement from partnership in April 2013, Mr. Tse has been acting as the consultant solicitor of ATL Law Offices until his retirement in October 2014. Mr. Tse has practiced commercial and corporate law, including advising on cross-border acquisitions and commercial transactions. He has acted as an Independent Non-executive Director of each of Evergrande Health Industry Group Limited (stock code: 708) and Emperor Capital Group Limited (stock code: 717) from January 2008 to November 2013 and from March 2014 to July 2015 respectively. Both of the aforesaid companies whose issued shares are listed on the Main Board of the Stock Exchange. During the aforesaid periods, Mr. Tse also served several Committees of the aforesaid companies. He has been an Independent Non-Executive Director of the Company since July 2017. Save as disclosed above, Mr. Tse did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Tse has no relationships with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Tse is interested in 3,000,000 option shares under the Company's share option scheme.

There is no service contract entered into between Mr. Tse and the Company. Pursuant to a letter of appointment signed between Mr. Tse and the Company, Mr. Tse was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. Tse is currently entitled to a director's fee of HK\$120,000. For the year ended 31 December 2023, the total amount of the director's emoluments received by Mr. Tse was HK\$120,000. The fees payable to the Directors are determined by the Board with reference to the Directors' duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Tse that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

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, 25 June 2024 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, 2023.
2. To re-elect the following retiring Directors:
 - (a) Mr. Wong Vinci as Executive Director
 - (b) Mr. Chang Jui Shum Victor as Executive Director
 - (c) Dr. Leung Kam Fong as Independent Non-executive Director
 - (d) Mr. Tse Hin Lin Arnold as Independent Non-executive Director
3. To authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint Messrs. PricewaterhouseCoopers as the Auditor and to authorise the Board of Directors to fix their remuneration.
5. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

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, 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.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT**, conditional upon the passing of resolution no. 6, 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 no. 5 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 no. 6, 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.”

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

Hong Kong, 30 April 2024

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, 20 June, 2024 to Tuesday, 25 June, 2024, 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, 19 June, 2024.
5. 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.