
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Super Strong Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

Super Strong Holdings Limited

宏強控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8262)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Super Strong Holdings Limited (the “**Company**”) to be held at the conference room of Unit D, 3/F, Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong on Friday, 1 November 2019 at 10:00 a.m. is set out on pages 14 to 17 of this circular which was despatched to shareholders of the Company on Monday, 30 September 2019. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.wmcl.com.hk.

30 September 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	
Introduction	3
Explanatory statement on repurchase mandate	4
GEM Listing Rules relating to the repurchase of Shares	4
General mandates to be granted to Directors to make on-market repurchases of Shares and to issue new Shares	5
Reasons for Share repurchases	5
Share capital.	6
Funding of repurchases	6
Share prices	7
Disclosure of interests	7
Share purchases made by the Company	9
Actions to be taken	9
Re-election of directors	10
Recommendation	11
Declaration of Final Dividend	11
Closure of register of members	12
Document available for inspection	12
General Information	12
Responsibility Statement	13
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”	the annual general meeting of the Company to be convened and held on Friday, 1 November 2019 at 10:00 a.m. at the conference room of Unit D, 3/F, Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong, the notice of which is set out on pages 14 to 17 of this circular and any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to a written resolution passed by all shareholders of the Company on 9 March 2016 and as amended from time to time
“associate(s)”	has the meaning described thereto under the GEM Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Super Strong Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Dividend”	the final dividend proposed to be paid out of the share premium account under reserves of the Company of HK2.5 cents per share for the year ended 30 June 2019
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 September 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 9 March 2016
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs by the Securities and Futures Commission in Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

Super Strong Holdings Limited

宏強控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8262)

Executive Directors:

Mr. Kwok Tung Keung (*Chairman*)

Mr. Ko Chun Hay Kelvin (*Chief Executive Officer*)

Non-executive Director:

Mr. Woo See Shing

Independent Non-Executive Directors:

Mr. So Chi Wai

Ms. Wong Shuk Fong

Mr. Donald William Sneddon

Registered office:

Maples Corporate Services Limited

PO Box 309

Ugland House

Grand Cayman

KY1-1104, Cayman Islands

Principal place of business

in Hong Kong:

Unit D, 3/F

Freder Centre

3 Mok Cheong Street

Tokwawan, Kowloon

Hong Kong

30 September 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) DECLARATION OF FINAL DIVIDEND; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you information regarding the ordinary resolutions to repurchase Shares, to issue new Shares, declaration of final dividend, the re-election of Directors, and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

Three respective ordinary resolutions will be proposed at the Annual General Meeting to enable the Directors to exercise the powers of the Company (i) to issue new Shares up to 20% of the total issued Shares of the Company; (ii) to make repurchases on the Stock Exchange of the Company's fully paid up Shares representing up to a maximum of 10% of the total issued Shares

LETTER FROM THE BOARD

of the Company; and (iii) to increase the number of Shares which the Directors may issue under the general mandate by the number of Shares repurchased under the repurchase mandate. An ordinary resolution will be proposed at the Annual General Meeting to re-elect each of the retired directors.

Under the GEM Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is prepared for such purpose.

EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The explanatory statement as required under the GEM Listing Rules to provide the requisite information to you for consideration of the proposed grant of the repurchase mandate is set out below.

GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their Shares on GEM subject to certain restrictions, the most important of which are summarized as below. The Company is empowered by its memorandum of association and the Articles, the Companies Ordinance and Companies Law to repurchase its own Shares.

(a) Shareholders' approval

The GEM Listing Rules provide that all on-market share repurchases by a company with its primary listing on GEM must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

(b) Source of funds

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the Company's memorandum of association and the Articles and the Companies Ordinance and the Companies Law. Any repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Ordinance, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company out of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Ordinance.

(c) Maximum number of Shares to be purchased and subsequent issues

A maximum of 10% of fully-paid issued Shares of the Company at the date of passing the relevant resolution at the Annual General Meeting may be repurchased on GEM.

LETTER FROM THE BOARD

GENERAL MANDATES TO BE GRANTED TO DIRECTORS TO MAKE ON-MARKET REPURCHASES OF SHARES AND TO ISSUE NEW SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 1 November 2018, the Directors were granted a general mandate to allot, issue and deal with Shares in the capital of the Company and a general mandate to repurchase Shares on GEM. These mandates will expire at the conclusion of the forthcoming Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the general mandate and the repurchase mandate as provided under resolutions no. 5(A) to 5(C) in the notice of the Annual General Meeting.

Ordinary resolution no. 5(A) contained in the notice of the Annual General Meeting relates to the granting of a general mandate to the Directors to issue new Shares up to a maximum of 20% of the issued Shares of the Company at the date of passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of the ordinary resolution no. 5(A). In addition, subject to the approval by the Shareholders of the ordinary resolution no. 5(C) contained in the notice of the Annual General Meeting, the number of Shares purchased by the Company under the repurchase mandate will also be added to the 20% general mandate as mentioned above. The Directors have no immediate plan to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme.

Ordinary resolution no. 5(B) contained in the notice of the Annual General Meeting relates to the granting of a buy back mandate to the Directors to repurchase, on the Stock Exchange, Shares of the Company up to a maximum of 10% of the issued Shares of the Company as at the date of the passing of the resolution (the repurchase mandate). The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (c) of ordinary resolution no. 5(B).

Ordinary resolution no. 5(C) contained in the notice of the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to issue new Shares during the relevant period by adding to it the aggregate number of Shares (if any) purchased under the repurchase mandate. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of ordinary resolution no. 5(A).

REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the repurchase mandate would be in the best interests of the Company and its Shareholders. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to

LETTER FROM THE BOARD

those Shareholders who retain their investment in the Company since their attributable percentage interest in the Shares of the Company would increase in proportion to the number of Shares repurchased by the Company. The Directors will only make such repurchases in circumstances where they consider them to be beneficial to the Company and its Shareholders as a whole.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares.

Subject to the passing of ordinary resolution no. 5(B), the Company would be allowed under the repurchase mandate to repurchase a maximum of 80,000,000 Shares, i.e. 10% of the total number of issued Shares as at the date of passing of the resolution, on the basis that no Shares will be issued or repurchased prior to the date of the Annual General Meeting.

Subject to the passing of ordinary resolution no. 5(A), the Company would be allowed under the mandate to issue a maximum of 160,000,000 Shares, i.e. 20% of the total number of issued Shares as at the date of passing of the resolution, on the basis that no Shares will be issued or repurchased prior to the date of the Annual General Meeting.

FUNDING OF REPURCHASES

Repurchases by the Company must be funded out of funds legally available for such purpose in accordance with the memorandum of association and the Articles, the applicable laws of the Cayman Islands and the GEM Listing Rules. A GEM listed company is prohibited from repurchasing its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Subject to the foregoing, any repurchases by the Company may be made out of its profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles and subject to the Companies Law, out of capital and in the case of any premium payable on a repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company, or if authorized by its Articles of Association and subject to the Companies Law, out of capital.

The Directors propose that repurchases of Shares under the repurchase mandate in these circumstances would be financed from the Company's internal resources or working capital facilities.

Taking into account the current working capital position of the Company, there might be a material adverse impact on the working capital or gearing position of the Company in the event that the repurchase mandate were to be carried out in full at any time during the proposed repurchase period.

LETTER FROM THE BOARD

However, the Directors do not propose to exercise the repurchase mandate to such extent as would in the circumstances have a material adverse impact on the working capital requirements or the gearing levels of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which Shares traded on the Stock Exchange in each of the 12 months immediately preceding and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2018		
October	0.395	0.295
November	0.375	0.290
December	0.375	0.300
2019		
January	0.390	0.350
February	0.410	0.360
March	0.410	0.255
April	0.350	0.320
May	0.400	0.320
June	0.350	0.350
July	0.350	0.320
August	0.360	0.250
September (up to and including the Latest Practicable Date)	0.360	0.250

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the repurchase mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code. Should the Directors exercise the power of the Company under the repurchase mandate, based on the current shareholding's structure of the Company as shown at below, the Directors are not aware of any obligation that would arise under the Takeovers Code.

LETTER FROM THE BOARD

As at the Latest Practicable Date, only the following persons were interested in 10% or more of the issued share capital of the Company as recorded in the register of interests kept by the Company under the Securities (Disclosure of Interests) Ordinance (Chapter 396 of the Laws of Hong Kong) and held the following number of Shares:

Name	Note	Number of Shares	Percentage of total number of Shares	Percentage of total number of Shares (assuming the repurchase mandate is exercise in full)
			Percentage of total number of Shares	Percentage of total number of Shares (assuming the repurchase mandate is exercise in full)
Mr. Kwok Tung Keung ("Mr. Kwok")	1	250,000,000	31.25%	34.72%
Mr. Ko Chun Hay Kelvin ("Mr. Ko")	–	189,500,000	23.69%	26.32%

Note:

1. Mr. Kwok beneficially owns 100% of the issued share capital of Best Brain Investments Limited ("Best Brain"). By virtue of the SFO, Mr. Kwok is deemed to be interested in the same number of the Shares held by Best Brain.

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate the control of the Company, and depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

To the best knowledge and belief of the Company, and as recorded in the registers required to be kept by the Company under section 336 of the SFO, as at the Latest Practicable Date, Mr. Kwok, the Chairman and an executive Director of the Company, has an interest in 250,000,000 Shares, representing approximately 31.25% of the issued share capital of the Company, and Mr. Ko, the Chief Executive Officer, executive Director and company secretary has an interest in 189,500,000 Shares, representing approximately 23.69% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the shareholding of Mr. Kwok would be increased to approximately 34.72% of the then total issued Shares, and that of Mr. Ko would be increased to approximately 26.32% of the then total issued Shares.

LETTER FROM THE BOARD

If the shareholding of Mr. Kwok increases by more than 2% from his lowest percentage holdings in the 12 months ending on date of a repurchase of Shares by the Company, Mr. Kwok may be obliged to make a mandatory general offer under the Takeovers Code unless a waiver is granted by the Securities and Futures Commission. The Directors do not presently envisage exercising the Repurchase Mandate to effect on-market repurchase of Shares in circumstances where this will trigger such mandatory general offer obligation for Mr. Kwok under the Takeovers Code. Mr. Ko's potential increase in shareholding will not give rise to any obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

The Directors do not propose or intend to repurchase Shares which could result in mandatory offer under the Takeovers Code and less than the prescribed minimum percentage of Shares in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the issued share capital of the Company are in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the shares or that there are insufficient Shares in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the Shares.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their respective associates, presently intends to sell Shares to the Company in the event that the repurchase mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the repurchase mandate is approved by the Shareholders.

SHARE PURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company whether on the GEM or otherwise in the six months immediately preceding the Latest Practicable Date.

ACTIONS TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. 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 above meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

At the Annual General Meeting, Mr. Kwok Tung Keung (“**Mr. Kwok**”) and Mr. Woo See Shing (“**Mr. Woo**”) will retire from office by rotation in accordance with article 16.18 of the Articles and will offer themselves for re-election to serve for another term. Details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Kwok, aged 60, is our Chairman and executive Director. He was appointed as an executive Director and the chairman of the Board on 21 December 2015. Mr. Kwok is responsible for the financial and operational aspects of our Group, and is responsible for the formulation of business development strategies of our Group. He is the co-founder of WM Engineering.

Mr. Kwok is one of the founder of the Group and is the controlling shareholder of the Company, through the shareholding interest in Best Brain, the ultimate holding company of the Company. As at the Latest Practicable Date, Best Brain has directly held 250,000,000 shares, being 31.25% of the Company’s issued share capital.

Mr. Kwok has a service contract with the Company with a fixed term of three years commencing from 17 March 2016 and shall continue thereafter until terminated by not less than three months’ written notice. His director’s emolument is HK\$2,500,000 per annum. The basis of determining Mr. Kwok’s emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

In relation to the re-election of Mr. Kwok as an executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rule 17.50(2) and in particular, rule 17.50(2)(h) to (v), of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Woo, aged 50, was appointed as our non-executive Director on 1 April 2018. Mr. Woo graduated from The Hong Kong Polytechnic University with a Higher Certificate in Electrical Engineering in October 1992. Mr. Woo has over 25 years of experience majoring in sales and marketing. Mr. Woo currently works as sales manager in Canon Hong Kong Company Limited.

Mr. Woo has a service contract with the Company with an initial term of two years commencing from 1 April 2018 and shall continue thereafter until terminated by not less than three months’ written notice. Her director’s emolument is HK\$180,000 per annum. The basis of determining Mr. Woo’s emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

In relation to the re-election of Mr. Woo as a non-executive Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rule 17.50(2) and in particular, rule 17.50(2)(h) to (v), of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors have presently no intention to issue new Shares for the Company. The Directors believe that an exercise of the general mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The repurchase mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the repurchase mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2019, being the date of its latest audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Directors believe that the general mandate to issue Shares and the repurchase mandate are beneficial to the Company and the Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of ordinary resolutions no. 5(A), 5(B) and 5(C) to be proposed at the Annual General Meeting.

The ordinary resolutions in relation to the re-election of directors is proposed for purpose of complying with the Articles. Accordingly, the Directors recommend Shareholders to vote in favor of the ordinary resolutions.

DECLARATION OF FINAL DIVIDEND

As mentioned in the results announcement of the Company dated 23 September 2019, the Board recommends the payment of a final dividend out of the share premium account under reserves of the Company of HK\$0.025 per share in respect of the year ended 30 June 2019 to the Shareholders whose names appeared on the register of members of the Company on Monday, 11 November 2019, totalling HK\$20,000,000, subject to the approval of the Shareholders at the AGM and the Companies Law.

Under Section 34(2) of the Companies Law, the share premium account may be applied by the company paying dividends to shareholders provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the Dividend, the Company meets the solvency test as laid down under the Companies Law and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Dividend is proposed to be paid.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 29 October 2019 to Friday, 1 November 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on Monday, 28 October 2019.

Subject to the approval of the shareholders of the Company at the AGM, the register of members of the Company will be closed from Friday, 8 November 2019 to Monday, 11 November 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 7 November 2019.

DOCUMENT AVAILABLE FOR INSPECTION

Copies of the memorandum of the Company and the Articles will be available for inspection at the head office and principal place of business in Hong Kong of the Company at Unit D, 3/F, Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong during normal business hours on any business day from the date hereof up to and including the date of the Annual General Meeting.

GENERAL INFORMATION

All the resolutions proposed to be approved at the Annual General Meeting will be taken by poll and an announcement will be made by the Company after the Annual General Meeting.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company and its subsidiaries. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading; and all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

Yours faithfully,
For and on behalf of the Board
Super Strong Holdings Limited
Kwok Tung Keung
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Super Strong Holdings Limited

宏強控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8262)

NOTICE IS HEREBY GIVEN that the 2019 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 Friday, 1 November 2019 at 10:00 a.m. for the following purposes:

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 2019;
2. To approve a final dividend of HK\$0.025 per Share for the year ended 30 June 2019;
3.
 - (a) To re-elect Mr. Kwok Tung Keung as an executive director;
 - (b) To re-elect Mr. Woo See Shing as a non-executive director;
 - (c) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint the Company’s auditors and to authorise the Board to fix their remuneration;
5. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 Law 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).”

NOTICE OF ANNUAL GENERAL MEETING

(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 Law 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. 5(A) and 5(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. 5(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. 5(B) as set

NOTICE OF ANNUAL GENERAL MEETING

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.”

By Order of the Board of Directors
Super Strong Holdings Limited
Kwok Tung Keung
Chairman

Hong Kong, 30 September 2019

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 notorially 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 Tuesday, 29 October 2019 to Friday, 1 November 2019, 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 Monday, 28 October 2019.
4. Subject to the approval of the shareholders of the Company at the Annual General Meeting, the register of members of the Company will be closed from Friday, 8 November 2019 to Monday, 11 November 2019, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 7 November 2019.
5. An explanatory statement regarding resolutions no. 5(A), 5(B) and 5(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.
6. Under the Company's articles of association, Mr. Kwok Tung Keung and Mr. Woo See Shing 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.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on Friday, 1 November 2019 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 and on the "Latest Company Announcement" page of the GEM website at www.hkgem.com to notify Shareholders of the date, time and venue of the rescheduled meeting.