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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 stockbroker, a licensed dealer 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 (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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.

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# Super Strong Holdings Limited

## 宏強控股有限公司

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

**(Stock Code: 8262)**

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

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A notice convening the AGM to be held at Unit D, 3/F., Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong at 12:00 noon on Friday, 10 January 2025 is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by the Shareholders at the AGM or any adjournment thereof (as the case may be) is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.wmcl.com.hk](http://www.wmcl.com.hk).

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, 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 less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

The Chinese translation of this circular is for reference only and, in case of any inconsistency, the English version shall prevail.

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## CHARACTERISTICS OF GEM

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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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit D, 3/F., Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong at 12:00 noon on Friday, 10 January 2025 or any adjournment thereof, notice of which is set out on pages AGM-1 to AGM-5 of this circular
“Articles”	the articles of association of the Company, as amended or supplemented or otherwise modified from time to time
“associate”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlements System established and operated by the Hong Kong Securities Clearing Company Limited
“Company”	Super Strong Holdings Limited (Stock Code: 8262), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person”	has the meaning ascribed to it under the GEM Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution for approving such issue mandate at the AGM
“Latest Practicable Date”	16 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included in this circular
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution for approving such repurchase mandate at the AGM
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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**Super Strong Holdings Limited**  
**宏強控股有限公司**

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

**(Stock Code: 8262)**

*Executive Directors:*

Mr. Kwok Tung Keung (*Chairman*)

Mr. Tam Brown Lun

Ms. Wong Hui Yu

Ms. Kwok Pui Sze

*Registered office:*

Maples Corporate Services Limited

P.O. Box 309, Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Independent non-executive Directors*

Mr. Cheng Wai Man Clement

Ms. Fung Yuk Yiu

Mr. Leung Tze Wai

*Head office and principal place of  
business in Hong Kong:*

Unit D, 3/F., Freder Centre

3 Mok Cheong Street, Tokwawan

Kowloon, Hong Kong

18 December 2024

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and provide you with the information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to, among other matters, (i) the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; and (ii) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 28 November 2023, 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 on 31 December 2024, being the six months after the end of such financial year. 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 Issue Mandate, with an extension to issue Shares (including any sale or transfer of treasury Shares) by addition thereto of an amount representing the aggregate number of the Shares repurchased by the Company under the Repurchase Mandate, and the Repurchase Mandate as provided under resolutions numbered 4(A) to 4(C) in the notice of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors, among others, (i) the Issue Mandate to allot, issue and deal with Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total issued Shares (excluding treasury Shares, if any) as at the date of passing such resolution; (ii) the Repurchase Mandate to repurchase Shares not exceeding 10% of the total issued Shares (excluding treasury Shares, if any) as at the date of passing such resolution; and (iii) the extension of the Issue Mandate to issue Shares (including any sale or transfer of treasury Shares) by addition thereto of an amount representing the aggregate number of the Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, the Company did not hold any treasury Shares and there were 795,940,000 Shares in issue. Subject to the passing of the relevant ordinary resolutions and on the basis that no Shares are allotted and issued (or no sale or transfer of treasury Shares) or repurchased by the Company prior to the AGM, the Directors will be authorised to allot and issue a maximum of 159,188,000 Shares (excluding treasury Shares, if any) under the Issue Mandate and to repurchase a maximum of 79,594,000 Shares (excluding treasury Shares, if any) under the Repurchase Mandate.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole that the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are granted at the AGM. Such general mandates provide the Directors with flexibility to issue Shares especially in the context of a fund raising exercise or a transaction involving an acquisition by the Company where Shares are to be issued as consideration and which has to be completed speedily. However, the Directors currently have no intention of any acquisition by the Company nor any plan for raising capital by issuing new Shares.

An explanatory statement providing all the information required under the GEM Listing Rules concerning the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Mr. Tam Brown Lun and Ms. Kwok Pui Sze were appointed by the Company as the executive Directors with effect from 12 January 2024 and 12 April 2024, respectively. Ms. Wong Hui Yu was appointed by the Company as a non-executive Director on 12 January 2024 and re-designated as an executive Director on 12 April 2024. Mr. Cheng Wai Man Clement (“**Mr. Cheng**”), Ms. Fung Yuk Yiu (“**Ms. Fung**”) and Mr. Leung Tze Wai (“**Mr. Leung**”) were appointed by the Company as the independent non-executive Directors with effect from 31 May 2024, 31 May 2024 and 12 January 2024, respectively. Pursuant to article 16.2 of the Articles, each of the newly-appointed Directors as mentioned above shall hold office only until the AGM, being the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election by the Shareholders at the AGM.

Pursuant to article 16.19 of the Articles, Mr. Kwok Tung Keung will retire from office by rotation at the conclusion of the AGM and, being eligible, will offer himself for re-election.

The Nomination Committee shall review the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, knowledge and experience, and potential time commitment for the board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

The Nomination Committee has considered the biographical details and other related particulars of the relevant retiring Directors, with reference to the business development needs of the Company and their contributions to the Board and the Group during their tenure. The relevant retiring Directors have extensive experience and knowledge in their respective professional and commercial fields, who can contribute valuable advice on the business and development of the Group.

The Nomination Committee had reviewed and assessed the independence of each independent non-executive Director, namely Mr. Cheng, Ms. Fung and Mr. Leung, by making reference to their respective confirmations of independence declared pursuant to Rule 5.09 of the GEM Listing Rules and was of the view that all independent non-executive Directors were independent in accordance with the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. As a good corporate governance practice, the respective member of the Nomination Committee had abstained from participating in the assessment of his/her own independence.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors stands for re-election as Director by way of a separate resolution at the AGM.

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## LETTER FROM THE BOARD

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Particulars of all retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company at the AGM.

### GENERAL

The notice convening the AGM to be held at Unit D, 3/F., Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong at 12:00 noon on Friday, 10 January 2025 is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; and (ii) the re-election of the retiring Directors.

A form of proxy for use by the Shareholders at the AGM or any adjournment thereof (as the case may be) is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.wmcl.com.hk](http://www.wmcl.com.hk). Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, 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 less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. Accordingly, each of the ordinary resolutions to be proposed at the AGM will be put to vote by way of poll at the AGM.

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 AGM.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 7 January 2025 to Friday, 10 January 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, the Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 Monday, 6 January 2025.

### RECOMMENDATION

The Directors consider that the proposals for (i) the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; and (ii) the re-election of the retiring Directors are all in the best interest of the Company and the Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of all ordinary resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

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

### MISCELLANEOUS

Your attention is also drawn to the information as set out in the Appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board  
**Super Strong Holdings Limited**  
**Kwok Tung Keung**  
*Chairman and executive Director*

*This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the Company did not hold any treasury Shares and there were 795,940,000 Shares in issue. Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate and on the basis that no Shares are allotted and issued (or no sale or transfer of treasury Shares) or repurchased by the Company prior to the AGM, the Directors will be authorised to repurchase a maximum of 79,594,000 Shares (excluding treasury Shares, if any), representing 10% of the total issued Shares (excluding treasury Shares, if any) as at the date of passing such ordinary resolution.

## **2. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the Repurchase Mandate, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and its Shareholders as a whole.

## **3. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be funded entirely from the Company's available cash flow or working capital facilities. In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its 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.

**4. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months preceding and up to the Latest Practicable Date were as follows:

	<b>Share Price</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
December	1.510	0.047
<b>2024</b>		
January	0.058	0.270
February	0.036	0.270
March	0.033	0.270
April	0.053	0.270
May	0.046	0.036
June	0.042	0.032
July	0.036	0.025
August	0.027	0.020
September	0.033	0.019
October	0.038	0.023
November	0.029	0.021
December (up to the Latest Practicable Date)	0.030	0.022

**5. UNDERTAKING**

So far as the same may be applicable, the Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company may cancel any repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases of Shares are made (but such repurchase shall not be taken as reducing the amount of the authorised share capital of the Company).

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC Nominees Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

## 6. IMPLICATIONS UNDER THE TAKEOVERS CODE AND THE GEM LISTING RULES

If, as a result of a repurchase of Shares pursuant to the 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.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued Shares:

Name	Number of Shares	Approximate percentage of total issued Shares	Approximate percentage of total issued Shares (assuming the Repurchase Mandate is exercised in full)
Best Brain Investments Limited (" <b>Best Brain</b> ")			
(Note)	250,000,000	31.4%	34.9%
Mr. Ko Chun Hay Kelvin	67,400,000	8.5%	9.4%

*Note:* Mr. Kwok Tung Keung ("**Mr. Kwok**") beneficially owns 100% of the issued share capital of 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 (the "**Controlling Shareholder**").

To the best knowledge and belief of the Company, as at the Latest Practicable Date, Mr. Kwok, the Chairman of the Board and an executive Director, has an indirect interest in 250,000,000 Shares held through his wholly-owned company, namely Best Brain, representing approximately 31.4% of the total issued Shares. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate which is proposed to be granted, the shareholding of the Controlling Shareholder would increase to approximately 34.9% of the then total issued Shares.

If the Controlling Shareholder's holding of voting rights in the Company increases by more than 2% from his lowest percentage holding in the 12 months ending on the date of a repurchase of Shares by the Company, the Controlling Shareholder 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 the circumstances where this will trigger such mandatory general offer obligation on the part of the Controlling Shareholder under the Takeovers Code. Mr. Ko's potential increase in the holding of voting rights in the Company will not give rise to any obligation to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to repurchase Shares under the Repurchase Mandate.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would result in a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), becoming obliged to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code and, accordingly, it is not anticipated that purchases of Shares under the Repurchase Mandate will give rise to any consequences under the Takeovers Code.

The Directors have no present intention to repurchase any Shares to the extent that it will result in the number of issued Shares held by the public being reduced to less than 25% of the total issued Shares.

**7. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates had any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell any Shares, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**8. MATERIAL ADVERSE CHANGE**

As compared to the financial position of the Company as at 30 June 2024 (being the date to which the latest audited consolidated financial statement of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

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

**9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of the Shares (whether on GEM or otherwise) during the six months immediately preceding the Latest Practicable Date.

**10. NO UNUSUAL FEATURES**

The Company confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

*The followings are the particulars of the retiring Directors who are subject to re-election at the AGM:*

**EXECUTIVE DIRECTORS****Mr. Kwok Tung Keung (郭棟強) (“Mr. Kwok”)**

Mr. Kwok, aged 65, was appointed as an executive Director and the Chairman of the Board since 21 December 2015. He is also the chairman of the Audit Committee and a member of the Remuneration Committee.

Mr. Kwok is responsible for all of the operational aspects of our Group, and is responsible for the daily operation of construction business and formulation of business development strategies of our Group. He is the co-founder and director of W.M. Engineering Company Limited. Mr. Kwok is also the sole shareholder and a director of Best Brain Investments Limited, the controlling shareholder of the Company holding 250,000,000 Shares (representing approximately 31.4% of the total issued Shares) as at the Latest Practicable Date.

Mr. Kwok has over 40 years of experience in the civil engineering industry. Mr. Kwok gained sound knowledge in civil engineering and commercial management during his extensive experience in the field. Mr. Kwok joined W.M. Construction Limited (“**WM Construction**”) in July 1993 as a project manager. He was later appointed as the managing director of WM Construction from July 1999 onwards and finally became the sole shareholder of WM Construction on 30 April 2005.

Mr. Kwok obtained a Bachelor of Science in Building Construction & Management degree from the University of Reading in the United Kingdom in July 1984. He also a fellow member of Hong Kong Institute of Construction Managers.

Mr. Kwok has a service contract with the Company for 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 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. His director’s emolument is HK\$2,900,000 per annum. The basis of determining the said emolument of Mr. Kwok is by reference to the market benchmark of emoluments for GEM newly listed companies.

**Mr. Tam Brown Lun (譚秉麟) (“Mr. Tam”)**

Mr. Tam, aged 62, was appointed as an executive Director on 12 January 2024.

Mr. Tam obtained a Bachelor of Science with Honours degree in Building Technology from University of Manchester in the United Kingdom in 1983. He is currently a member of Royal Institution of Chartered Surveyors, a member of Hong Kong Institute of Construction Managers and a member of Chartered Institute of Building.

Mr. Tam has over 40 years of experience in the construction industry including developers, consultants and contractors. He joined WM Construction, a wholly owned subsidiary of the Company, in 2018 and is currently a senior project manager of WM Construction.

Mr. Tam has entered into a service agreement with the Company for a fixed term of service for one year commencing on 12 January 2024 and will continue thereafter until terminated in accordance with the terms of the service agreement and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Pursuant to the service agreement between Mr. Tam and the Company, Mr. Tam is entitled to a monthly salary of HK\$40,000 which was determined with reference to his qualification, duties and responsibilities with the Company, the remuneration policy of the Company and the prevailing market conditions. The remuneration of Mr. Tam was determined by the Board with the recommendation of the Remuneration Committee.

**Ms. Wong Hui Yu (黃煦榆) (“Ms. Wong”)**

Ms. Wong, aged 30, was appointed as a non-executive Director on 12 January 2024 and re-designated as an executive Director on 12 April 2024. She was also appointed as the company secretary of the Company on 12 April 2024.

Ms. Wong obtained a Bachelor of Arts with Honours degree in Business Administration from Coventry University in the United Kingdom and a Master of Corporate Governance degree from The Hong Kong Polytechnic University respectively. She is currently an associate of Hong Kong Chartered Governance Institute.

Ms. Wong has over 10 years of experience in business administration in construction industry. She joined WM Construction, a wholly owned subsidiary of the Company, in 2016 and currently a company secretary of WM Construction.

Ms. Wong has entered into a service agreement with the Company for a fixed term of service for one year commencing on 12 January 2024 and will continue thereafter until terminated in accordance with the terms of the service agreement and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Pursuant to the service agreement between Ms. Wong and the Company, Ms. Wong is entitled to a monthly salary of HK\$50,000 which was determined with reference to her qualification, duties and responsibilities with the Company, the remuneration policy of the Company and the prevailing market conditions. The remuneration of Ms. Wong was determined by the Board with the recommendation of the Remuneration Committee.

**Ms. Kwok Pui Sze (郭佩詩) (“Ms. Kwok”)**

Ms. Kwok, aged 37, was appointed as an executive Director on 12 April 2024. Ms. Kwok obtained a Bachelor of Social Sciences with Honours degree from Lingnan University in 2009.

Ms. Kwok has extensive experience in business administration and operation management. She is currently the Chief Administrative Officer of an educational training group offering superior educational training to clients in Hong Kong and the broader Asian region.

As at the Latest Practicable Date, Ms. Kwok is interested in 30,000,000 Shares, representing approximately 3.8% of the total issued Shares.

Ms. Kwok has entered into a service agreement with the Company for a fixed term of service for one year commencing on 12 April 2024 and will continue thereafter until terminated in accordance with the terms of the service agreement and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Pursuant to the service agreement between Ms. Kwok and the Company, Ms. Kwok is entitled to a monthly salary of HK\$30,000 which was determined with reference to her qualification, duties and responsibilities with the Company, the remuneration policy of the Company and the prevailing market conditions. The remuneration of Ms. Kwok was determined by the Board with the recommendation of the Remuneration Committee.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Cheng Wai Man Clement (鄭渭文) (“Mr. Cheng”)**

Mr. Cheng, aged 65, was appointed as an independent non-executive Director on 31 May 2024. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Mr. Cheng obtained a Bachelor of Science degree in Civil Engineering from the University of Manitoba in Canada in May 1981 and a Master of Business Administration degree from The Chinese University of Hong Kong in December 1987. Mr. Cheng was admitted as a graduate member of the Hong Kong Institution of Engineers in November 1983.

From 1982 to 1987, he worked for the Hong Kong branch of Mott, Hay & Anderson, being a renowned consulting engineering firm based in England. Besides, he served as a parttime lecturer delivering evening courses relating to project management at The Hong Kong Polytechnic University from 1982 to 1983. Since 1987, he has been holding senior positions in managing and overseeing the operation of companies principally engaged in, among others, the printing and publishing business, the medical and healthcare related business as well as the equity and property investment.

Mr. Cheng has entered into a letter of appointment with the Company for an initial fixed term of two (2) years with effect from 31 May 2024 unless terminated by at least one month's notice in writing served by either party and is subject to the retirement by rotation, re-election, removal, vacation or termination of such office in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

Pursuant to the letter of appointment, Mr. Cheng is entitled to a director's fee of HK\$10,000 per month, which is determined by the Board and the Remuneration Committee with reference to his qualifications, experience, role and level of responsibilities undertaken as well as the prevailing market conditions. Such remuneration is subject to annual review by the Remuneration Committee.

Mr. Cheng was a director of the following dissolved companies which were incorporated in Hong Kong:

<b>Name of company</b>	<b>Nature of business prior to dissolution</b>	<b>Date of dissolution</b>	<b>Nature of proceeding</b>
Capital Success Investments Limited	Inactive	28 January 2022	Deregistration
Champion (C-HK) Limited	Inactive	25 July 2014	Deregistration
Fullmax Investments Limited	Inactive	13 May 2011	Deregistration
H2 Group Worldwide Limited	Inactive	20 April 2012	Deregistration
JW Group Limited	Inactive	25 July 2016	Creditors' voluntary winding up
Longteam Printing Company Limited	Inactive	24 July 2015	Deregistration
Technical Enterprises Limited	Inactive	17 May 2002	Deregistration

Mr. Cheng confirmed that the above companies were solvent at the time of dissolution, and there was no wrongful act on his part leading to the dissolution of such companies, and that he is not aware of any actual or potential claim that has been or will be made against him as a result of their dissolution.

**Ms. Fung Yuk Yiu (馮鈺堯) (“Ms. Fung”)**

Ms. Fung, aged 30, was appointed as an independent non-executive Director on 31 May 2024. She is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Ms. Fung obtained a Bachelor of Business Administration degree in Accountancy from The Hong Kong Polytechnic University in September 2016. She is a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Fung has over seven years of experience in auditing, accounting and financial management. She worked in the audit and assurance division of two audit and accounting firms from October 2016 to July 2021. Since September 2021, Ms. Fung has been serving as the company secretary and an authorized representative of Legendary Education Group Limited (stock code: 8195), whose shares are listed on GEM of the Stock Exchange.

Ms. Fung has entered into a letter of appointment with the Company for an initial fixed term of two (2) years with effect from 31 May 2024 unless terminated by at least one month’s notice in writing served by either party and is subject to the retirement by rotation, re-election, removal, vacation or termination of such office in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

Pursuant to the letter of appointment, Ms. Fung is entitled to a director’s fee of HK\$20,000 per month, which is determined by the Board and the Remuneration Committee with reference to her qualifications, experience, role and level of responsibilities undertaken as well as the prevailing market conditions. Such remuneration is subject to annual review by the Remuneration Committee.

**Mr. Leung Tze Wai (梁子煒) (“Mr. Leung”)**

Mr. Leung, aged 41, was appointed as an independent non-executive Director on 12 January 2024. He is also the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee.

Mr. Leung holds a Bachelor of Commerce degree in Accounting from the University of Adelaide in Australia. He is currently a member of the Hong Kong Institute of Certified Public Accountants and a member of the CPA Australia.

Mr. Leung has over 15 years of experience in the auditing, accounting and financial sectors. He was the chief financial officer and company secretary of Legendary Education Group Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8195) between May 2016 and September 2017. From August 2020 to September 2021, he has also served as the company secretary of Legendary Education Group Limited. He is the company secretary of certain companies listed on GEM and Main Board of the Stock Exchange.

Mr. Leung has entered into a letter of appointment with the Company for a term of two years commencing on 12 January 2024 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Pursuant to the letter of appointment, Mr. Leung is entitled to a director’s fee of HK\$10,000 per month which was determined with reference to his qualification, duties and responsibilities with the Company, the remuneration policy of the Company and the prevailing market conditions. The remuneration of Mr. Leung was determined by the Board with the recommendation of the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, (i) none of the retiring Directors had any interest within the meaning of Part XV of the SFO; (ii) none of the retiring Directors held, or in the last three years held, any directorship in any public companies the securities of which are listed in Hong Kong or overseas; (iii) none of the retiring Directors had any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) in relation to the proposed re-election, there is no information which is disclosable nor is/was any of the retiring Directors involved in any of the matters required to be disclosed pursuant to the requirements set out in Rule 17.50 (2) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders and the Stock Exchange.

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## NOTICE OF THE AGM

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# Super Strong Holdings Limited 宏強控股有限公司

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

**(Stock Code: 8262)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Super Strong Holdings Limited (the “Company”) will be held at Unit D, 3/F., Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong at 12:00 noon on Friday, 10 January 2025 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as the ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 30 June 2024;
2.
  - (a) To re-elect Mr. Kwok Tung Keung as an executive Director and the Chairman of the board of Directors (the “**Board**”);
  - (b) To re-elect Mr. Tam Brown Lun as an executive Director;
  - (c) To re-elect Ms. Wong Hui Yu as an executive Director;
  - (d) To re-elect Ms. Kwok Pui Sze as an executive Director;
  - (e) To re-elect Mr. Cheng Wai Man Clement as an independent non-executive Director;
  - (f) To re-elect Ms. Fung Yuk Yiu as an independent non-executive Director;
  - (g) To re-elect Mr. Leung Tze Wai as an independent non-executive Director;
  - (h) To authorise the Board to fix the remuneration of the Directors;
3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration;

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## NOTICE OF THE AGM

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4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to sub-paragraphs (b) and (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM (the **“GEM Listing Rules”**) 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 share(s) of HK\$0.01 each (the **“Share”**) of the Company, including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the GEM Listing Rules), and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approvals in sub-paragraphs (a) and (b) 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 share scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares, or (iv) an issue of Shares by way of any scrip dividend or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF THE AGM

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- (d) for the purpose of this resolution,

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the shareholders of the Company (the **“Shareholders”**) in general meeting revoking or varying the authority given to the Directors under this resolution; and

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

(B) **“THAT:**

- (a) subject to sub-paragraphs (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 repurchase the Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and 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 GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;
- (c) the aggregate number of Shares which the Directors are authorised to repurchase pursuant to the approval in sub-paragraphs (a) and (b) of this resolution shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury Shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF THE AGM

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- (d) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”
- (C) “**THAT** conditional upon resolutions numbered 4(A) and 4(B) above being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with Shares pursuant to resolution numbered 4(A) as set out in this notice convening the AGM be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) as set out in this notice convening the AGM, provided that such extended amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this resolution.

By order of the Board  
**Super Strong Holdings Limited**  
**Mr. Kwok Tung Keung**  
*Chairman and executive Director*

Hong Kong, 18 December 2024

*Registered office:*

Maples Corporate Services Limited  
P.O. Box 309, Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

*Head office and principal place of business  
in Hong Kong:*

Unit D, 3/F., Freder Centre  
3 Mok Cheong Street, Tokwawan  
Kowloon, Hong Kong

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## NOTICE OF THE AGM

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*Notes:*

1. Any Shareholder(s) entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a Shareholder.
2. In order to be valid, a form of 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 Hong Kong branch share registrar and transfer office of the Company, 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 the AGM (or any adjournment thereof).
3. For the purpose of determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 7 January 2025 to Friday, 10 January 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, the Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 Monday, 6 January 2025.
4. Completion and delivery of a form of proxy shall not preclude a Shareholder from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
6. Any voting at the AGM shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. The Chinese translation of this notice is for reference only and, in case of any inconsistency, the English version shall prevail.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will publish an announcement on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wmcl.com.hk](http://www.wmcl.com.hk)) to notify the Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the executive Directors are Mr. Kwok Tung Keung (Chairman), Mr. Tam Brown Lun, Ms. Wong Hui Yu and Ms. Kwok Pui Sze; and the independent non-executive Directors are Mr. Cheng Wai Man Clement, Ms. Fung Yuk Yiu and Mr. Leung Tze Wai.*