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Super Strong Holdings Limited

宏強控股有限公司

(Incorporated in 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;
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

- (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
- (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

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) and the Company (www.wmcl.com.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, 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. Leung Tze Wai, Mr. Cheng Wai Man Clement and Ms. Fung Yuk Yiu.

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

This announcement will remain on the “Latest Company Announcements” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at <http://www.wmcl.com.hk>.