
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 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.

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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 REPURCHASE SHARES AND ISSUE NEW SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) 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 Monday, 12 December 2016 at 10:00 a.m. is set out on pages 14 to 18 of this circular which was despatched to shareholders of the Company on Tuesday, 27 September 2016. 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 Announcement” 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 <http://www.wmcl.com.hk>.

27 September 2016

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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	6
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	9-12
Recommendation	12
Closure of register of members	12
Document available for inspection	13
General Information	13
Responsibility Statement	13
Notice of Annual General Meeting	14-18

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 Monday, 12 December 2016 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 18 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 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
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“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”	20 September 2016, 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 Hong Kong Code on Takeovers and Mergers
“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 and Chief Executive)

Mr. Chan Siu Kay Francis

Mr. Lee Kin Kee

*(re-designated from a non-executive Director
on 1 August 2016)*

Independent Non-Executive Directors:

Mr. Li Kar Fai Peter

Mr. So Chi Wai

Ms. Wong Shuk Fong

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

27 September 2016

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; AND
(3) 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, the re-election of Directors and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

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 make repurchases on the Stock Exchange of the Company's fully paid up Shares representing up to a maximum of 10% of the existing issued share capital of the Company; (ii) to issue new Shares up to 20% of the issued share capital 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 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.

LETTER FROM THE BOARD

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

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

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

Pursuant to written resolution of the sole Shareholder passed on 9 March 2016, 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 Director will seek the approval of the Shareholders for the grant of the general mandate and the repurchase mandate as provided under resolutions no. 4(A) to 4(C) in the notice of the Annual General Meeting.

Ordinary resolution no. 4(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 share capital 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. 4(A). In addition, subject to the approval by the Shareholders of the ordinary resolution no. 4(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. 4(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 share capital 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. 4(B).

Ordinary resolution no. 4(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 nominal amount 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. 4(A).

LETTER FROM THE BOARD

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 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.

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. 4(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 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. 4(A), the Company would be allowed under the mandate to issue a maximum of 160,000,000 Shares, i.e. 20% of the total 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.

LETTER FROM THE BOARD

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.

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 since its listing on GEM from 30 March 2016 up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
March (from Listing on GEM from 30 March)	2.50	1.39
April	2.49	1.80
May	2.78	2.00
June	2.95	2.44
July	3.45	1.70
August	3.08	2.71
September (up to and including the Latest Practicable Date)	3.19	2.86

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 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	Notes	Number of Shares	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	400,000,000	50%	55.56%
Mr. Lee Kin Kee (“ Mr. Lee ”)	2	160,000,000	20%	22.22%

Notes:

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.
2. Mr. Lee beneficially owns 100% of the issued share capital of Neo Paramount Limited (“**Neo Paramount**”). By virtue of the SFO, Mr. Lee is deemed to be interested in the same number of the Shares held by Neo Paramount.

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.

LETTER FROM THE BOARD

SHARE PURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company whether on the GEM or otherwise since the Company's listing on the GEM on 30 March 2016.

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 at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

At the Annual General Meeting, Mr. Kwok Tung Keung ("**Mr. Kwok**"), Mr. Chan Siu Kay ("**Mr. Chan**") Francis, Mr. Lee Kin Kee ("**Mr. Lee**"), Mr. Li Kar Fai Peter ("**Mr. Peter Li**"), Mr. So Chi Wai ("**Mr. So**") and Ms. Wong Shuk Fong ("**Ms. Wong**") 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 57, is our Chairman, Chief Executive 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, and founder of WM Foundation.

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 400,000,000 shares, being 50% 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 said emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

LETTER FROM THE BOARD

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. Chan, aged 45, is our executive Director. He was appointed as an executive Director on 21 December 2015. Mr. Chan is responsible for business development and monitoring of all projects within the Group.

Mr. Chan 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\$1,500,000 per annum. The basis of determining Mr. Chan said emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

In relation to the re-election of Mr. Chan 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. Lee, aged 52, was appointed as our non-executive Director on 21 December 2015 and re-designated as executive director on 1 August 2016. Mr. Lee is responsible for the supervision and improvement of the financial management of our Group.

Mr. Lee is one of substantial shareholder of the Company, through the shareholding interest in NEO Paramount Limited, one of the ultimate holding company of the Company. As at the Latest Practicable Date, NEO Paramount Limited has directly held about 160,000,000 shares, being 20% of the Company's issued share capital.

Mr. Lee 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\$240,000 per annum. The basis of determining Mr. Lee said emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

In relation to the re-election of Mr. Lee 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.

LETTER FROM THE BOARD

Mr. Peter Li, aged 51, was appointed as our independent non-executive Director on 9 March 2016.

Mr. Peter Li has a service contract with the Company with an initial term of two 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\$120,000 per annum. The basis of determining Mr. Li said emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

In relation to the re-election of Mr. Peter Li 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. So, aged 58, was appointed as our independent non-executive Director on 9 March 2016.

Mr. So has a service contract with the Company with an initial term of two 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\$120,000 per annum. The basis of determining Mr. So said emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

In relation to the re-election of Mr. So 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.

Ms. Wong, aged 33, was appointed as our independent non-executive Director on 9 March 2016. Ms. Wong joined China Baofeng (International) Limited (formerly named as Mastercraft International Holdings Limited) (a company listed on the Main Board, stock code: 3966) ("**China Baofeng**") as financial controller and company secretary in February 2011, and became an executive director of China Baofeng in July 2015.

Ms. Wong has a service contract with the Company with an initial term of two years commencing from 17 March 2016 and shall continue thereafter until terminated by not less than three months' written notice. Her director's emolument is HK\$120,000 per annum. The basis of determining Ms. Wong said emolument is by reference to the market benchmark of emoluments for GEM newly listed companies.

LETTER FROM THE BOARD

In relation to the re-election of Ms. Wong as an 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.

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 2016, 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. 4(A), 4(B) and 4(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.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 8 December 2016 to Monday, 12 December 2016, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, 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 Wednesday, 7 December, 2016.

LETTER FROM THE BOARD

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.

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 and Executive Director

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 2016 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 Monday, 12 December 2016 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 2016;
2.
 - (a) To re-elect Mr. Kwok Tung Keung as an executive director;
 - (b) To re-elect Mr. Chan Siu Kay Francis as an executive director;
 - (c) To re-elect Mr. Lee Kin Kee as an executive director;
 - (d) To re-elect Mr. Li Kar Fai Peter as an independent non-executive director;
 - (e) To re-elect Mr. So Chi Wai as an independent non-executive director;
 - (f) To re-elect Ms. Wong Shuk Fong as an independent non-executive director;
 - (g) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint the Company’s auditors and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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 paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“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 share(s) of HK\$0.01 each (the “**Share**”) in the share capital 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;
- (c) the aggregate nominal value of share capital 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 nominal value of the share capital 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 nominal value of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal value of the share capital of the Company in issue on the date of the passing of this Resolution); and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

(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 nominal value 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 nominal value of the share capital of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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. 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 unissued shares pursuant to resolution no. 4(A) as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing this resolution.”

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

Hong Kong, 27 September 2016

NOTICE OF ANNUAL GENERAL MEETING

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 Thursday, 8 December 2016 to Monday, 12 December 2016, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, 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 Wednesday, 7 December 2016.
4. An explanatory statement regarding resolutions no. 4(A), 4(B) and 4(C) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions will be set out in the following sections of this circular.
5. Under the Company's articles of association, Mr. Kwok Tung Keung, Mr. Chan Siu Kay, Francis, Mr. Lee Kin Kee, Mr. Li Kar Fai Peter, Mr. So Chi Wai and Ms. Wong Shuk Fong will retire from their office of Directors upon conclusion of the annual general meeting. The said Directors being eligible offer themselves for re-election.