
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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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)

**MAJOR AND CONNECTED TRANSACTION —
THE DISPOSAL OF SUBSIDIARY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM 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 Thursday, 4 April 2019 at 10:00 a.m. is set out on pages EGM-1 and EGM-2 of this circular which was despatched to shareholders of the Company on Tuesday, 19 March 2019. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the EGM 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 EGM or any adjourned meeting should you so wish.

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

19 March 2019

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares of the Disposal Company from Mr. Yuen Kwok Cheung and Ms. Ng Lai Ching by the Vendor at a cash consideration of HK\$9,800,000 pursuant to a sale and purchase agreement dated 25 May 2018
“Announcements”	announcements issued by the Company on 14 February 2019 and 15 February 2019 in relation to the Disposal by the Vendor at Consideration
“Board”	the board of Directors
“Company”	Super Strong Holdings Limited (宏強控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	HK\$9,800,000, being the cash consideration for the Sale Shares
“Director(s)”	the director(s) of the Company
“Disposal”	disposal of the Sale Shares by the Vendor pursuant to the Agreement
“Disposal Company”	Unimax Property Consultancy Limited, a company incorporated in Hong Kong with limited liability
“EGM”	the extraordinary general meeting of the Company to be convened and held on Thursday, 4 April 2019 at 10:00 a.m. at the conference room of Unit D, 3/F, Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong, the notice of which is set out on pages EGM-1 to EGM-2 of this circular and any adjournment thereof
“EGM Resolution”	To approve the Sale and Purchase Agreement and the transactions contemplated thereunder
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	15 March 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Purchaser”	Ms. Ng Lai Ching
“Sale and Purchase Agreement” or “the Agreement”	the Sales and Purchase agreement dated 14 February 2019 entered into between the Vendor and the Purchaser for the sale and purchase of the Sale Shares at Consideration
“Sale Shares”	260,000 ordinary shares in the Disposal Company, representing approximately 49.06% of the share equity of the Disposal Company
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	King Victory Investment Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“%”	per cent.

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. Ko Chun Hay Kelvin

Non-executive Director:

Mr. Woo See Shing

Independent Non-Executive Directors:

Mr. So Chi Wai
Ms. Wong Shuk Fong
Mr. Donald William Sneddon

Registered office:

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman
KY1-1104, Cayman Islands

*Principal place of business
in Hong Kong:*

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

19 March 2019

To the Shareholders

Dear Sir or Madam,

**MAJOR AND CONNECTED TRANSACTION —
THE DISPOSAL OF SUBSIDIARY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement dated 19 February 2019 in relation to the Disposal. The purpose of this circular is to provide you with, among others, (i) details of the Agreement; (ii) other information as required to be disclosed under the GEM Listing Rules; and (iii) a notice convening the EGM.

THE AGREEMENT

On 14 February 2019, the Vendor, a wholly-owned subsidiary of the Company and the Purchaser entered into the Sale and Purchase Agreement pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Sale Shares, which represented approximately 49.06% of the entire issued share capital of the Disposal Company, at a cash consideration of HK\$9,800,000.

LETTER FROM THE BOARD

The principal terms of the Agreement are as follows:

Date of the Agreement

14 February 2019

Parties

- (i) the Vendor; and
- (ii) the Purchaser.

Consideration

The Consideration of HK\$9,800,000 was determined based on normal commercial terms after arm's length negotiations between the Company and the Purchaser. The basis of Consideration is based on the original acquisition costs. The Sale Shares of the Disposal Company was acquired by the Company at a cash consideration of HK\$9,800,000 pursuant to a sale and purchase agreement dated 25 May 2018. For further details of the Acquisition, please refer to the announcements dated 25 May 2018 and 31 May 2018 issued by the Company. The estimated increase in net asset value of the Disposal Company from the date of the Acquisition to the date of this circular amounted to approximately HK\$219,000. The Consideration has been received on the completion date in form of lawyer's cheque.

Given the immaterial increase in the net asset value of the Disposal Company from the date of the Acquisition to the date of this circular, the Directors considered that the Consideration, as determined based on the original acquisition costs, was fair and reasonable and in the interest of the Company.

Assets to be disposed of

The Sale Shares, representing approximately 49.06% of the entire issued share capital of the Disposal Company, free from all encumbrances.

INFORMATION OF THE DISPOSAL COMPANY

The Disposal Company is a company incorporated in Hong Kong with limited liability. The Disposal Company is engaged in building management services.

LETTER FROM THE BOARD

The audited financial information of the Disposal Company for the two years ended 31 March 2017 and 31 March 2018 and the unaudited financial information for the period from 1 April 2018 to 31 December 2018 are set out below:

	For the financial year ended 31 March		For the period from 1 April 2018 to 31 December 2018
	2017	2018	
	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(unaudited)
Turnover	79,019	91,851	83,335
Profit before tax	726	2,950	560
Profit after tax	619	2,510	514
Net Asset	7,566	7,166	7,711

FINANCIAL EFFECT OF THE DISPOSAL

The Sale Shares were acquired by the Group at a consideration of HK\$9,800,000 in May 2018. Immediately before the entering into of the Agreement, the Disposal Company was owned as to approximately 49.06% by the Vendor. As the Group had control over the Disposal Company, the Disposal Company was accounted for as a subsidiary of the Company. Upon completion of the Agreement, the Group does not hold any shares in the Disposal Company and the Disposal Company ceased to be a subsidiary of the Company. The financial results of the Disposal Company are no longer consolidated into the financial statements of the Group upon completion of the Agreement.

The Company currently estimates that a disposal gain of approximately HK\$70,000 (which has not been reviewed by auditor and may be subject to accounting adjustments), calculated based on Consideration of the Disposal, the net asset value and profit in the unaudited management accounts of the Disposal Company, will be recognised in the consolidated financial statements of the Group as a result of the Disposal. The total assets and total liabilities of the Group are expected to decrease by HK\$20,327,000 and HK\$12,616,000, representing a decrease of 7.6% and 11.6% of the Group's total assets and total liabilities, respectively, as a result of the Disposal. Based on the unaudited financial information of the Disposal Company, the net profit after tax of the Disposal Company for the year ended 31 December 2018 amounted only to approximately HK\$514,000. The Directors are of the view that the Disposal would not result in any material impact on the profit earnings capacity of the Group.

USE OF PROCEEDS

The proceeds generated from the Disposal will be applied as general working capital of the Group.

LETTER FROM THE BOARD

REASONS AND BENEFITS OF THE DISPOSAL

The Company is an investment holding company and the Group's principal activity is provision of property construction services in Hong Kong.

The Group has tried to integrate the operations of the Disposal Company in buildings management services with the operations of the Group. The Group has sought to align with the original management of the Disposal Company (the “**Original Management**”) on reallocating their resources so that reasonable profit margin can be attained for the Disposal Company. However, no alignment with the Original Management can be agreed as the Original Management prioritise other objectives over the aforesaid objective. As a result of such irreconcilable differences between the Group's strategy and the objectives of the management of the Disposal Company, the Directors agreed to sell the Sale Shares back to the Purchaser.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Director has a material interest in the Disposal and was required to abstain from voting at the meeting of the Board approving the Agreement and the transactions contemplated thereunder.

INFORMATION ON THE PURCHASER

The Purchaser is the founder and the managing director with existing ownership of 41.0% shareholding of the Disposal Company.

THE GEM LISTING RULES IMPLICATIONS

As the Purchaser is a director and a substantial shareholder of the Disposal Company which was a subsidiary of the Company immediately before completion of the Agreement, the Purchaser is a connected person (at the subsidiary level) of the Company and the Disposal constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

Since (1) the Board has approved the entering into of the Agreement together with the Disposal contemplated thereunder; and (2) the independent non-executive Directors consider that the terms of the Agreement are fair and reasonable and on normal commercial terms or better, and the Disposal is in the interests of the Company and the Shareholders as a whole, the Disposal is exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 20.99 of the GEM Listing Rules, and is therefore subject to the notification and announcement requirements under the GEM Listing Rules.

LETTER FROM THE BOARD

It was disclosed in the Announcements that the Disposal constituted a disclosable and connected transaction that was subject to the notification and announcement requirements under the GEM Listing Rules. It has recently come to the attention of the Board that based on the size tests recalculated required under Rule 19.28(2) of the GEM Listing Rules, as the highest applicable percentage ratio (as defined in Rule 19.07 of the GEM Listing Rules) in respect of the Disposal is 25% or more, but all are less than 75%, the Disposal as contemplated under the Agreement constituted a major transaction for the Company and is subject to notification, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

The Company inadvertently calculated the size test in relation to the Disposal based on the percentage of equity interest the Company intended to be disposed. The Directors consider that the failure to comply with the circular and shareholders' approval requirements pursuant to Rules 19.38 and 19.40 of the GEM Listing Rules was inadvertent. Even though the Disposal has already been completed on 14 February 2019, the Company has taken steps to rectify the non-compliance as soon as practicable, including but not limited to the following:

- (a) the Company has sought to explain the non-compliance with the GEM Listing Rules by way of the announcement dated 19 February 2019;
- (b) the Company published this circular and shall organize a general meeting for independent shareholders to consider and approve the Disposal on 4 April 2019;
- (c) the Company will strengthen its internal control in monitoring transactions of similar nature by, among other things, provision of specific training on relevant requirements of the GEM Listing Rules to the Board and senior management of the Company to increase the awareness of employees in relation to the calculation of the percentage ratios, GEM Listing Rules and other laws and regulations; and
- (d) the Company will appoint a compliance adviser to give advice to the Board on regulatory compliance with the GEM Listing Rules and SFO and will review all future publication of the Company.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held on Thursday, 4 April 2019 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar in Hong Kong at Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the EGM or the adjourned meeting thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such event, the instrument appointing the proxy shall be deemed to be revoked.

Voting at the EGM will be taken by poll, the results of which will be announced after the EGM.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, no Shareholder has any material interest in the transactions contemplated under the Agreement who will be required to abstain from voting at the EGM in respect of the resolution relating to the Disposal.

RECOMMENDATIONS

The Directors (including the independent non-executive Directors) are of the view that the terms and conditions of the Agreement and the transaction contemplated therein are (i) fair and reasonable; (ii) on normal commercial terms or better, and in the ordinary and usual course of business of the Company; and (iii) that the Disposal is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) have approved the entering into of the Agreement together with the Disposal contemplated thereunder and recommends the Shareholders to vote in favour of the ordinary resolution as set out in the notice of the EGM.

GENERAL

The Company has received an irrevocable commitment from each of Best Brain Investments Limited, Mr. Ko Chun Hay Kelvin and Neo Paramount Limited, shareholders who are the beneficial owners of 250,000,000, 189,500,000, 160,000,000 Shares of the Company, representing approximately 31.25%, 23.69% and 20.00% of the total issued share capital of the Company, respectively, as at the date of this circular, that they will vote in favour of the Disposal in the EGM.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

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

**1. CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP FOR THE
THREE FINANCIAL YEARS ENDED 30 JUNE 2018**

The financial information of the Group for the three years ended 30 June 2016, 30 June 2017 and 30 June 2018, was disclosed in the annual reports of the Company for the three years ended 30 June 2016, 30 June 2017 and 30 June 2018. The aforementioned financial information of the Group has been published on both the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.wmcl.com.hk). Please refer to the hyperlinks as stated below:

2016 annual report: (Pages 35-79)

<http://www3.hkexnews.hk/listedco/listconews/GEM/2016/0926/GLN20160926003.pdf>

2017 annual report: (Pages 46-97)

<http://www3.hkexnews.hk/listedco/listconews/GEM/2017/0925/GLN20170925005.pdf>

2018 annual report: (Pages 43-99)

<http://www3.hkexnews.hk/listedco/listconews/GEM/2018/0928/GLN20180928189.pdf>

2. STATEMENT OF INDEBTEDNESS**Borrowings**

As at the close of business on 31 January 2018, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had outstanding revolving bank borrowings of approximately HK\$8,181,000 which is repayable on demand.

Save as disclosed above, as at the close of business on 31 January 2018, the Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, or any outstanding term loans, other borrowings or indebtedness in the nature of borrowing including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, material hire purchase commitments, mortgages and charges, material contingent liabilities and guarantees.

Pledge of assets, contingent liabilities

As at 31 January 2018, the Group did not have any pledge of assets and substantial contingent liabilities.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account of the Group's internal resources, cash flow from operations, facilities presently available to the Group, the existing cash and bank balances and also the effect of the Disposal, the Group will have sufficient working capital to satisfy its present requirements, that is, for at least the next 12 months from the date of this circular in the absence of unforeseen circumstances.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position or outlook of the Group since 30 June 2018 (the date to which the latest audited consolidated financial statements of the Group were made up).

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group has tried to integrate the operations of the Disposal Company in buildings management services with the operations of the Group. However, as a result of irreconcilable differences between the Group's strategy and the objectives of the management of the Disposal Company, the Directors agreed to sell the Sale Shares back to the Purchaser.

The Disposal has completed on 14 February 2019. After completion of the Disposal, the Group discontinued the provision of building management services and remained focused on its principal business in general building works and specialized building works in Hong Kong. The Group will continue to pursue the following key business strategies: (i) further enhancing our participation in undertaking construction works from both the private sector and the public sector; (ii) further strengthening our manpower through recruiting additional qualified and experienced staff; (iii) establishing an integrated management system for quality, environment, occupational health and safety management; and (iv) further adhering our one-stop-shop strategy and prudent financial management. The Directors consider that the future opportunities which the Group faced will be affected by the condition and competition of the property development market in Hong Kong.

Looking forward, without compromising a corporate strategy to generate or preserve value over the longer term, we will continue to explore new business and investment opportunities that may generate additional return to the Shareholders through acquisitions or strategic cooperation with business partners although there is no fixed plan at this stage.

1. 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 regarding 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.

2. DISCLOSURE OF INTERESTS

(A) Directors' and the Chief Executive's Interests and Short Positions in the Shares, the Underlying Shares and Debentures

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company in the Shares, the underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such director or chief executive was taken or deemed to have under such provision of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to standard of dealings by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Long Position in the Shares

Name of Director	Nature of Interest	Number of the Shares held/ interested in	Number of share options	Percentage of shareholding (approximately)
Mr. Kwok Tung Keung ("Mr. Kwok")	Interest in controlled corporation (<i>Note 1</i>)	250,000,000	—	31.25%
	Beneficial owner	—	15,800,000	1.98%
Mr. Ko Chun Hay Kelvin	Beneficial owner	189,500,000	—	23.69%
	Beneficial owner	—	15,800,000	1.98%
Mr. Woo See Shing	Beneficial owner	3,000,000	—	0.38%

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.

(ii) Long Position in the ordinary shares of associated corporations

Name of Director	Name of associated corporation	Nature of Interest	Number of the Shares held/ interested in	Percentage of shareholding (approximately)
Mr. Kwok	Best Brain	Beneficial owner	7,500	100%

Save as disclosed above, as at the latest Practicable Date, none of the Directors nor chief executive of the Company has registered an interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(B) Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares, Underlying Shares and Debentures

So far as the Directors are aware, as at the Latest Practicable Date, the following persons (other than the Directors or chief executive of the Company) or companies were interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules:

Name of Shareholder	Nature of Interest	Number of the Shares held/ interested in	Long/ short position	Percentage of total issued share capital of the Company
Best Brain	Beneficial owner (Note 1)	250,000,000	Long	31.25%
Mr. Ko Chun Hay Kelvin	Beneficial owner	189,500,000	Long	23.69%
Neo Paramount Limited ("Neo Paramount")	Beneficial owner (Note 2)	160,000,000	Long	20.00%

Notes:

- (1) Best Brain is beneficially owned by Mr. Kwok, who is the holder of 100% of the issued share capital of Best Brain.
- (2) Neo Paramount is beneficially owned by Mr. Lee Kin Lee, who is the holder of 100% of the issued share capital of Neo Paramount.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other persons or companies who had any interest or short position in the Shares or underlying Shares of the Company that was required to be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. COMPETING INTERESTS

As at the Latest Practicable Date, the Directors are not aware of any business or interest of the Directors nor the controlling shareholder of the Company nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

4. DIRECTOR'S SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

5. INTERESTS IN CONTRACT OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors was materially interested in contract or arrangement subsisting which is significant in relation to the business of the Group, nor has any Director had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2018, the date to which the latest published audited consolidated financial statements of the Group were made up.

6. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, no member of the Group was engaged in any litigation, arbitration or claim of material importance and there was no litigation, arbitration or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Company) have been entered into by members of the Group within two years immediately preceding up to and including the Latest Practicable Date which are or may be material:

- (a) the Sale and Purchase Agreement
- (b) the sale and purchase agreement dated 25 May 2018 entered between Mr. Yuen Kwok Cheung and Ms. Ng Lai Ching as vendors and King Victory Investment Limited, as purchaser, pursuant to which the vendors agreed to sell, and the purchaser agreed to purchase, the sale share representing approximately 49.06% of the issued share capital of the Disposal Company for the consideration of HK\$9,800,000. Further details of which are set out in the announcements dated 25 and 31 May 2018.

8. CORPORATE INFORMATION OF THE COMPANY

Registered Office	Maples Corporate Services Limited PO Box 309, Ugland House Grand Cayman KY1-1104 Cayman Islands
Headquarters and principal place of business in Hong Kong	Unit D, 3/F., Freder Centre 3 Mok Cheong Street, Tokwawan Kowloon, Hong Kong
Principal share registrar and transfer office	Maples Fund Services (Cayman) Limited PO Box 1093 Boundary Hall Cricket Square Grand Cayman KY1-1102 Cayman Islands
Hong Kong branch share registrar and transfer office	Union Registrars Limited Suites 3301-04, 33/F. Two Chinachem Exchange Square 338 King's Road, North Point Hong Kong
Company secretary	Mr. Ko Chun Hay Kelvin (fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Chartered Institute of Management Accountants)
Compliance officer	Mr. Kwok Tung Keung

9. AUDIT COMMITTEE

An audit committee of the Board (the “**Audit Committee**”) has been established on 9 March 2016 with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and paragraph C.3.3 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. The Audit Committee must consist of a minimum of three members, all of whom must be non-executive Directors, at least one of whom must have appropriate professional qualification or accounting or related financial management expertise. As at the Latest Practicable Date, there were three members in the Audit Committee comprising three independent non-executive Directors, namely Ms. Wong Shuk Fong (Chairman), Mr. So Chi Wai and Mr. Donald William Sneddon.

The primary responsibilities of the Audit Committee are to review and supervise the financial reporting process, audit plan and relationship with external auditors, the internal control systems of the Group and to provide advices and recommendations to the Board for review and follow-up.

Biographical information of each member of the Audit Committee is set out below:

Ms. Wong Shuk Fong (黃淑芳) (“Ms. Wong”), aged 35, 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 resigned from the positions of executive director and company secretary of China Baofeng in February 2016, and is currently a financial controller of Mastercraft International Limited, a subsidiary of China Baofeng.

From August 2006 to May 2010, Ms. Wong served with CCIF CPA Limited, had gained extensive experience in the audit field. During that time, Ms. Wong was involved in the handling of initial public offerings, auditing and substantial corporate transactions for listed companies in Hong Kong. In July 2010, she established her own business in Hong Kong of providing advice on tax matters, and assistance to listed companies in the preparation of public financial reports and corporate announcements.

Mr. So Chi Wai (蘇志偉) (“Mr. So”), aged 60, was appointed as our independent non-executive Director on 9 March 2016.

Prior to joining our Group, Mr. So worked as Civil Engineering Graduate with the Lands and Works Branch of the Hong Kong Government from September 1981 to June 1983. From July 1983 to September 1990, he worked with the Geotechnical Engineering Office of the Government as an Assistant Geotechnical Engineer, and was promoted to the position of Geotechnical Engineer in June 1984. After furthering his studies from September 1990 to June 1991, he resumed his previous position with the Geotechnical Engineering Office from July 1991 to July 1995. From August 1995 to September 1996, he worked with Paul Tong & Associates as an Associate Director. From October 1996 until the present, he started his business, and has been a Director of Philip So & Associates Limited, which specialises in the provision of detailed design for high-rise building, facade system, steel structure, slopes, bridges, foundation, marine works, interim flood protection measures and other civil project and technical or geotechnical advice to clients including developers, architects and contractors.

Mr. So holds various professional qualifications in the geotechnical and civil engineering industries. He is, currently, a member of the Hong Kong Institution of Engineer, a Registered Structural Engineer, a Registered Geotechnical Engineer, and a Registered Inspector.

Mr. So obtained a Bachelor of Science degree from the University of Hong Kong in August 1981, and a Master of Science degree from the Imperial College in the United Kingdom in October 1991.

Mr. Donald William Sneddon (邵廷文) (“Mr. Sneddon”), aged 55, was appointed as our independent non-executive Director on 3 April 2017.

Mr. Sneddon is a Certified Public Accountant and member of the Certified Public Accountants of Alberta and holds a Bachelor of Commerce degree from the University of Alberta in Canada. Mr. Sneddon has over 22 years of experience majoring in internal and external audit field and 8 years of experience in compliance which was gained by working in prestige international banks and one of the big four accounting firms. Mr. Sneddon currently works as consultant in Ho Sneddon Chow Certified Public Accountants Ltd.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours on any Business Day at the principal place of business of the Company in Hong Kong at Unit D, 3/F., Freder Centre, 3 Mok Cheong Street, Tokwawan, Kowloon, Hong Kong from the date of this circular up to and including 4 April 2019.

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company for the three years ended 30 June 2016, 30 June 2017 and 30 June 2018;
- (c) the material contracts referred to in the paragraph headed “7. Material contracts” of this appendix;
- (d) this circular.

NOTICE OF EGM

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) 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 Thursday, 4 April 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (1) the disposal of the 49.06% of the issued share capital of Unimax Property Consultancy Limited (the “**Disposal**”), a company incorporated in Hong Kong with limited liability, under the sale and purchase agreement dated 14 February 2019 entered into between King Victory Investment Limited, a wholly-owned subsidiary of the Company, as the vendor and Ms. Ng Lai Ching as the purchaser (the “**Agreement**”, a copy of the Agreement is marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the Meeting) and all other transactions contemplated under the Agreement be and are hereby ratified, confirmed and approved; and the directors of the Company (“**Directors**”) or a duly authorised committee of the board of Directors be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Disposal.”

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

Hong Kong, 19 March 2019

NOTICE OF EGM

Notes:

1. A member is entitled to attend and vote at the EGM 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 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 EGM or any adjournment thereof.
3. Completion and return of a proxy form will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
4. In the case of joint holders of shares, any one of such holders may vote at the meeting, 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 meeting, whether in person or by proxy, that one of such joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.wmcl.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.