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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 Wong's Kong King International (Holdings) Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

**WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 532)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
PROPOSED DIRECTORS RE-ELECTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Regency Ballroom I, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 27 May, 2019 at 2:30 p.m. is set out on pages 15 to 18 of the circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2018 annual report of the Company which has been despatched to the Shareholders together with this circular. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the form of proxy enclosed with the 2018 annual report of the Company in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

24 April, 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Regency Ballroom I, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 27 May, 2019 at 2:30 p.m.
“Board”	the Board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	has the same meaning of “close associate” as defined in the Listing Rules
“Company”	Wong’s Kong King International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the same meaning of “core connected person” as defined in the Listing Rules
“Controlling Shareholder(s)”	has the same meaning of “controlling shareholder” as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong for the time being
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the same meaning of “substantial shareholder” as defined in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 532)

Executive Directors:

Wong, Senta
Tsui Ying Chun, Edward
Ho Shu Chan, Byron
Kwong Man Hang, Bengie
Wong, Vinci
Chang Jui Shum, Victor

Registered office:

Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

Non-Executive Directors:

Hamed Hassan El-Abd
Hsu Hung Chieh

Principal Office:

17/F, Octa Tower,
No. 8 Lam Chak Street,
Kowloon Bay,
Hong Kong

Independent Non-Executive Directors:

Tse Wan Chung, Philip
Leung Kam Fong
Yip Wai Chun
Tse Hin Lin, Arnold
Lam Yiu Wing, Andrew

24 April, 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
PROPOSED DIRECTORS RE-ELECTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the general mandates to repurchase the Company's own fully-paid up shares and to issue new Shares; and (ii) the re-election of Directors. The Notice of Annual General Meeting is set out on pages 15 to 18 of this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting of the Company held on 21 June, 2018, a general mandate was given to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting to be held on 27 May, 2019. It is therefore proposed to seek your approval by way of an ordinary resolution to be proposed at the Annual General Meeting to give a new general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the proposed resolution in relation to the general mandate to repurchase shares is set out in Appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

It is also proposed at the Annual General Meeting an ordinary resolution granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution no. 5. In addition, an ordinary resolution will be proposed to extend such general mandate by an aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Resolution.

Subject to the passing of the ordinary resolution granting the general mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under such general mandate to issue a maximum of 145,889,592 Shares, representing approximately 20% of the issued share capital of the Company as at the Latest Practicable Date.

4. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-laws 103 to 105 of the Company's Bye-laws, Mr. Tsui Ying Chun, Edward, Mr. Ho Shu Chan, Byron and Dr. Leung Kam Fong, shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Further, in accordance with Bye-law 109 of the Company's Bye-laws, Mr. Lam Yiu Wing, Andrew, who was appointed as an additional director, will retire at the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting. Mr. Lam Yiu Wing, Andrew was appointed Independent Non-Executive Director of the Company with effect from 1 October 2018. He is also a member of the Audit Committee and Remuneration Committee of the Company.

LETTER FROM THE BOARD

With regard to the election of Mr. Lam Yiu Wing, Andrew as an Independent Non-Executive Director of the Company, the Nomination Committee, having reviewed the Board's structure, size and composition, considers that Mr. Lam Yiu Wing, Andrew as the suitable candidate and has nominated him to the Board for its consideration and make recommendation to the shareholders for election as a director of the Company at the Annual General Meeting.

The nomination was made pursuant to the selection criteria set out in the Nomination Policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the Board Diversity Policy.

Mr. Lam Yiu Wing, Andrew is a professional accountant with extensive experience and knowledge in auditing, corporate governance, internal controls and risk management. His professional qualification, skills, knowledge and experience provides the Board with a range of perspectives, insights and challenge that enable the Board to discharge its duties and responsibilities effectively.

The Nomination Committee has considered the background, skills, knowledge and experience of the retiring Directors (including Dr. Leung Kam Fong, who is an Independent Non-Executive Director), having regard to the Board Diversity Policy of the Board. Details of the retiring Directors as required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II of this circular. The particulars in Appendix II describe how each such Director contributes to the diversity of the Board. The Nomination Committee notes that these Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective education, background, experience and practice allow them to provide valuable and relevant insights and contribute to the diversity of the Board. In particular, the Nomination Committee took into account Dr. Leung Kam Fong's extensive board and executive management experience in different industries and his contributions to the Board. The Nomination Committee was satisfied that Dr. Leung Kam Fong has demonstrated his ability to exercise independence of judgement and provide a balanced and objective view in relation to the Company's affairs which continue to be of significant benefit to the Company.

The Nomination Committee, considers that Mr. Tsui Ying Chun, Edward, Mr. Ho Shu Chan, Byron and Dr. Leung Kam Fong continue to contribute effectively and are committed to their roles. The Nomination Committee was satisfied that the appointment of Mr. Lam Yiu Wing, Andrew enhanced the diversity of the Board, having regard to his expertise, background and experience. Accordingly, the Nomination Committee has nominated and the Board has recommended the aforesaid retiring Directors to stand for re-election as Directors at the 2019 Annual General Meeting.

Further, the Nomination Committee has also assessed and reviewed each Independent Non-Executive Director's independence based on the independence criteria set out in Rule 3.13 of the Listing Rules, and has affirmed that all Independent Non-Executive Directors, including, Dr. Leung Kam Fong and Mr. Lam Yiu Wing, Andrew, remain independent.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Annual General Meeting is set out on pages 15 to 18 of this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

Pursuant to the Listing Rules 13.39(4), any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors believe that the grant of general mandates to issue shares and repurchase shares and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Explanatory Statement on the Share Repurchase Mandate) and Appendix II (Details of Directors proposed to be re-elected at Annual General Meeting) to this circular respectively.

Yours faithfully,
On behalf of the Board
Wong's Kong King International (Holdings) Limited
Senta Wong
Chairman

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the proposed repurchase mandate.

EXERCISE OF THE REPURCHASE MANDATE

Ordinary Resolution no. 6 set out in the Notice of Annual General Meeting will, if passed, give an unconditional general mandate to the Directors authorising the repurchase by the Company of up to 10% of the fully paid Shares in issue at the date of the Annual General Meeting, at any time until whichever is the first to occur of, either (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 Bye-laws of the Company or any applicable law to be held, or (iii) the revocation or variation of Ordinary Resolution no. 6 by an ordinary resolution of the shareholders of the Company in general meeting (the “Relevant Period”).

As at the Latest Practicable Date, 729,447,964 Shares were in issue. Based on the assumptions that no further Shares will be issued nor repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, exercise in full of the repurchase mandate would result in up to 72,944,796 Shares being repurchased by the Company during the Relevant Period.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

FUNDING OF REPURCHASE

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the laws of Bermuda and the Memorandum of Association and the Bye-laws of the Company, which may include capital paid up on the purchased securities, profits otherwise available for dividends and the proceeds of a new issue of shares made for the purpose. Repurchase of Shares may be funded by borrowings or other working capital sources.

If the repurchase mandate is exercised in full, there may be a material adverse effect on the working capital or gearing position of the Group which in the opinion of the Directors are from time to time appropriate for the Group (as compared with the position disclosed in the audited consolidated financial statements as at 31 December, 2018). The Directors therefore do not propose to exercise the repurchase mandate to such an extent unless the Directors determine that such repurchases are, taking into account all relevant factors, in the best interests of the Group.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules and the laws of Bermuda.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company under the repurchase mandate if such repurchase mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the repurchase mandate is approved by the shareholders.

EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). Accordingly, a shareholder, or group of shareholders acting in concert, could, depending upon the level of increase in shareholding interest(s), obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Greatfamily Inc. ("Greatfamily") held 207,800,000 shares through its wholly-owned subsidiary, Rewarding Limited, representing approximately 28.49% of the issued share capital of the Company. In the event that the Company exercises the repurchase mandate in full, the beneficial interest of Greatfamily in the Company will be increased to approximately 31.65%. Accordingly, the exercise of the repurchase mandate, depending on the timing and the extent of the repurchases, may give rise to an obligation on the part of Greatfamily to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the repurchase mandate to such an extent as would result in takeover obligations. The Directors are not aware of any other consequences which may arise under the Takeover Code as a result of any repurchases made under the repurchase mandate.

SHARE PRICES

The highest and lowest prices at which Shares of the Company have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
April	1.26	1.18
May	1.26	1.23
June	1.29	1.10
July	1.22	1.10
August	1.18	1.12
September	1.13	1.02
October	1.09	1.00
November	1.07	1.02
December	1.08	1.00
2019		
January	1.07	0.98
February	1.07	1.03
March	1.24	1.04
April (Up to the Latest Practicable Date)	1.05	1.04

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Stated below are the details of the directors who will retire and be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company:

(1) Tsui Ying Chun, Edward (*Executive Director*)

Tsui Ying Chun, Edward, aged 72, obtained a Bachelor of Arts degree from the University of Hong Kong and joined Wong's International Holdings Limited (the "WIH Group") in 1982 as general manager in charge of corporate administration. In 1985, Mr. Tsui became the general manager and, in 1987, a director of Wong's Kong King Holdings Limited. Mr. Tsui had extensive experience in broadcasting, trading and manufacturing before joining the WIH Group. He has been a director of the Company since March 1990 and a director in a number of subsidiaries of the Group. Mr. Tsui has been appointed as the Chief Executive Officer of the Company with effect from 1 March 2015. He is currently a Director of Zhuhai Print-Rite New Materials Corporation Limited whose shares have been listed on the National Equities Exchange and Quotations System since 22 September 2016. Save as disclosed above, Mr. Tsui did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Tsui has no relationships with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Tsui was interested in 7,577,920 Shares of the Company.

There is no service contract entered into between Mr. Tsui and the Company. Pursuant to a letter of appointment signed between Mr. Tsui and the Company, Mr. Tsui was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. Tsui is currently entitled to an annual director's fee of HK\$120,000. For the year ended 31 December 2018, the total amount of the director's emoluments received by Mr. Tsui (including salary, director's fee, pension and discretionary bonus) was HK\$7,142,344. The fees payable to the Directors are determined by the Board with reference to the Director's duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Tsui that need to be brought to the attention of the shareholders of the Company.

(2) Ho Shu Chan, Byron (*Executive Director*)

Ho Shu Chan, Byron, aged 74, graduated from the Chinese University of Hong Kong with a Bachelor of Commerce degree. Mr. Ho had more than 18 years of extensive working experience with the Inchcape group of companies as financial controller and general manager prior to joining the WIH Group in January 1989. He is the Chairman of Taiwan Kong King Co., Limited, a subsidiary of the Company listed in Taiwan. He has been a director of the Company since March 1990 and a director in a number of subsidiaries of the Group. Save as disclosed above, Mr. Ho did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Ho has no relationships with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Ho is the beneficial owner of 3,470,000 Shares and he is deemed to be interested in 360,000 Shares through the interests of his spouse, Ms. Wong Shukkwan, Goretti.

There is no service contract entered into between Mr. Ho and the Company. Pursuant to a letter of appointment signed between Mr. Ho and the Company, Mr. Ho was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. Ho is currently entitled to an annual director's fee of HK\$120,000. For the year ended 31 December 2018, the total amount of the director's emoluments received by Mr. Ho, (including salary, director's fee, pension and discretionary bonus) was HK\$6,622,008. The fees payable to the Directors are determined by the Board with reference to the Directors' duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Ho that need to be brought to the attention of the shareholders of the Company.

(3) **Leung Kam Fong** (*Independent Non-Executive Director, Member of Audit Committee, Member of Remuneration Committee and Member of Nomination Committee*)

Leung Kam Fong, aged 77, obtained a Bachelor of Science degree and a post-graduate Certificate in Education from the University of Hong Kong. Dr. Leung began his career in technical education and training in 1965 at the Hong Kong Technical College and Hong Kong Polytechnic. He joined the Vocational Training Council in 1982, founded the Chai Wan Technical Institute in 1985, upgraded it to Hong Kong Technical College (Chai Wan) in 1992 and subsequently became Deputy Executive Director in 1993. In 1995, he was appointed as the Chief Executive of Tung Wah Group of Hospitals until 2006. In these 11 years, Tung Wah experienced tremendous expansion, and he pioneered the development of a series of modern Chinese Medicine Specialist Clinics. He was awarded honorary doctorate degrees from Middlesex University, U. K. and Hunan University of Traditional Chinese Medicine, PRC and holds visiting professorship at Hunan and Chengdu University of Traditional Chinese Medicine, PRC. He had been appointed Vice-Secretary General of the World Federation of Chinese Medicine Societies, PRC from 2006 to 2010. He had been elected President of the International Hua-Xia Medicine Society in 2006 to 2015. Dr. Leung joined the Group in 2007 as the executive director and the chief executive of 3 Kings Holding Limited (“3 Kings Holding”), a subsidiary of the Company formed to conduct business in health care and Chinese medicine. Dr. Leung resigned from all his positions in 3 Kings Holding in January 2013. Dr. Leung had been elected as a director of the Modernized Chinese Medicine International Association in 2007 to 2015. Dr. Leung was the Executive Director of Mount Kelly International Limited in 2017 and 2018. He has been a Non-executive Director of the Company since January 2013. Dr. Leung has been re-designated from a Non-Executive Director to an Independent Non-Executive Director of the Company with effect from 1 July 2017. He is now a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Save as disclosed above, Dr. Leung did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Dr. Leung has no relationships with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Dr. Leung has interests jointly with his wife in 180,000 Shares of the Company.

There is no service contract entered into between Dr. Leung and the Company. Pursuant to a letter of appointment signed between Dr. Leung and the Company, Dr. Leung was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Dr. Leung is currently entitled to an annual director’s fee of HK\$120,000 and an audit committee member’s fee of HK\$60,000 per annum. For the year ended 31 December 2018, the total amount of the director’s emoluments received by Dr. Leung was HK\$180,000. The fees payable to the Directors are determined by the Board with reference to the Directors’ duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Dr. Leung that need to be brought to the attention of the shareholders of the Company.

(4) Lam Yiu Wing, Andrew *(Independent Non-Executive Director, Member of Audit Committee and Member of Remuneration Committee)*

Lam Yiu Wing, Andrew, aged 57, is a member of Hong Kong Institute of Certified Public Accountants. He obtained a Bachelor's Degree in Social Science from University of Hong Kong and a Master Degree in Finance from City University of Hong Kong. He was the Principal Auditor of Tung Wah Group of Hospitals from 2003 to 2010 and has over 30 years' experience in auditing, corporate governance, internal controls and risk management. Mr. Lam has been an Independent Non-Executive Director, member of the Audit Committee and member of the Remuneration Committee of the Company since October 2018. Save as disclosed above, Mr. Lam did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Lam has no relationships with any Director, senior management or substantial or controlling shareholders (as defined in the Listing Rules). In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lam has no interests in Shares of the Company.

There is no service contract entered into between Mr. Lam and the Company. Pursuant to a letter of appointment signed between Mr. Lam and the Company, Mr. Lam was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. Lam is currently entitled to a director's fee of HK\$120,000 and an audit committee member's fee of HK\$60,000 per annum. For the period from 1 October 2018 (being the date of Mr. Lam's appointment as a Director of the Company) to 31 December 2018, the total amount of the director's emoluments received by Mr. Lam was HK\$45,000. The fees payable to the Directors are determined by the Board with reference to the Directors' duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters concerning Mr. Lam that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 532)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Regency Ballroom I, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 27 May, 2019 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and Auditors for the year ended 31 December, 2018.
2. To declare a final dividend of HK\$0.05 per share for the year ended 31 December, 2018.
3. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
4. To appoint Auditors and to authorise the Board of Directors to fix the Auditors' remuneration.

ORDINARY RESOLUTIONS

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

“THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (C) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into shares of the Company, (iii) any employee share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) shall be limited accordingly;
- (D) the approval in paragraph (A) above shall be additional to the authority given to the Directors at any time to allot and issue additional shares in the capital of the Company; and
- (E) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to the holders of the shares 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 exclusions 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, or in any territory outside, Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, subject to and in accordance with all applicable laws, rules and regulations of the Stock Exchange or any other stock exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the shares of the Company at such prices as the Directors may at their discretion determine;
- (C) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the approval in paragraph (A) above shall be limited accordingly; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT**, conditional upon the passing of resolution no. 6, 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 additional shares in the capital of the Company under resolution no. 5 be and is hereby extended by the addition to the aggregate nominal amount 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 an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board
Wong's Kong King International (Holdings) Limited
Cheng Ying
Company Secretary

Hong Kong, 24 April, 2019

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy or office copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holder may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present in person or by proxy whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The Register of Members of the Company will be closed from Wednesday, 22 May, 2019 to Monday, 27 May, 2019, both days inclusive, during which period no transfer of shares will be registered, for the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 21 May, 2019.
5. For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Monday, 3 June, 2019 to Wednesday, 5 June, 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Standard Limited at the aforementioned address not later than 4:30 p.m. on Friday, 31 May, 2019.