

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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.

---

# WKK

## 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 Tuesday, 23 June, 2020 at 2:30 p.m. is set out on pages 15 to 20 of the circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2019 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 2019 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 54, 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.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In the event that the containment of the novel coronavirus (COVID-19) pandemic is still ongoing at the time of the Annual General Meeting, for the safety of our shareholders, staff and stakeholders, **the Company encourages shareholders, instead of attending the Annual General Meeting in person, to appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting**, by completing and returning the form of proxy accompanying the 2019 annual report in accordance with the instructions printed thereon.

Shareholders and other persons attending the Annual General Meeting should note that, taking into account the latest development of COVID-19, the Company may implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the Annual General Meeting, including:

- (a) mandatory body temperature screening;
- (b) mandatory wearing of surgical face masks; and
- (c) NO serving of refreshments.

For the safety of the attendees at the Annual General Meeting, the Company reserves the right to deny entry into or require any person to leave the Annual General Meeting venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.4 degree Celsius;
- (iii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all shareholders to minimize the risk of spreading COVID-19.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. General Mandate to repurchase shares .....	4
3. General Mandate to issue shares .....	4
4. Re-election of the retiring Directors .....	4
5. Annual General Meeting and Proxy Arrangement .....	6
6. Recommendation .....	6
7. General Information .....	6
<b>Appendix I – Explanatory Statement on the share repurchase mandate</b> .....	7
<b>Appendix II – Details of Directors proposed to be re-elected                     at Annual General Meeting</b> .....	10
<b>Notice of Annual General Meeting</b> .....	15

---

## 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 Tuesday, 23 June, 2020 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”	20 April, 2020, 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, Harbourside HQ,  
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

29 April, 2020

*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 20 of this circular.

---

## LETTER FROM THE BOARD

---

### **2. GENERAL MANDATE TO REPURCHASE SHARES**

At the Annual General Meeting of the Company held on 27 May, 2019, 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 23 June, 2020. 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. 4. 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. Kwong Man Hang, Bengie, Mr. Hamed Hassan El-Abd, Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun, shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

The Nomination Committee has considered the background, skills, knowledge and experience of the retiring Directors (including Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun, who are the Independent Non-Executive Directors), 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 Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun's extensive executive management experience and their contributions to the Board. The Nomination Committee was satisfied that Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun have demonstrated their 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.

Mr. Tse Wan Chung, Philip has served as an Independent Non-Executive Director of the Company for more than 9 years. He meets the independence factors set out in Rule 3.13 of the Listing Rules and is not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. In addition, he continues to demonstrate the attributes of an Independent Non-Executive Director and there is no evidence that his tenure has had any impact on his independence. The Board is of the view that Mr. Tse Wan Chung, Philip is able to continue to fulfill his role as required.

The Nomination Committee, considers that Mr. Kwong Man Hang, Bengie, Mr. Hamed Hassan El-Abd, Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun continue to contribute effectively and are committed to their roles. Accordingly, the Nomination Committee has nominated and the Board has recommended the aforesaid retiring Directors to stand for re-election as Directors at the 2020 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, Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun, 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 20 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 54, 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. 5 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. 5 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, 2019). 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:

	<b>Share Price</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2019</b>		
April	1.09	1.02
May	1.05	0.93
June	0.93	0.85
July	0.91	0.81
August	0.88	0.78
September	0.82	0.69
October	0.79	0.65
November	0.72	0.64
December	0.71	0.64
<b>2020</b>		
January	0.71	0.61
February	0.71	0.65
March	0.69	0.55
April (Up to the Latest Practicable Date)	0.60	0.55

**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) Kwong Man-Hang, Bengie** (*Executive Director*)

Kwong Man-Hang, Bengie, *J.P.* (Aust.), aged 72, is an Executive Program Graduate of the Graduate School of Business, Stanford University, also a graduate of the Senior Executive Program on Negotiation (PON) at Harvard Law School, Harvard University. He earned his Doctorate in Business Administration at the University of Liverpool Management School UK. He was formerly the chief executive of Hong Kong Quality Assurance Agency (Hong Kong Government subvented organization) – an independent third party ISO 9000/14000 Quality and Environmental Management System Certification Body. He has many years senior management experience and has an impressive track record in the field of computer and electronics industry with multi-national organizations. Mr. Kwong has fellowships in various professional institutions, and has been appointed as vice president of the Institution of British Engineers – England, and fellow of the Institute of Directors (Royal Charter) U.K. He has been a director of the Company since February 1996, a director of WKK Japan Limited since February 1997, a chief executive officer of WKK America (Holdings) Inc. since June 2001 and a director in a number of subsidiaries of the group of the Company. Save as disclosed above, Mr. Kwong did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Kwong 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. Kwong was interested in 5,400,000 Shares and 3,000,000 option shares under the Company's share option scheme.

There is no service contract entered into between Mr. Kwong and the Company. Pursuant to a letter of appointment signed between Mr. Kwong and the Company, Mr. Kwong 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. Kwong is currently entitled to an annual director's fee of HK\$120,000. For the year ended 31 December 2019, the total amount of the director's emoluments received by Mr. Kwong (including salary, director's fee, pension and discretionary bonus) was HK\$6,856,446. 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. Kwong that need to be brought to the attention of the shareholders of the Company.

**(2) Hamed Hassan El-Abd** (*Non-Executive Director*)

Hamed Hassan El-Abd, aged 72, joined the Group in 1992. He was a director and the president of WKK Distribution Limited. He is now the Chairman of Product Development Committee of WKK Distribution Limited. Prior to joining the Group, he was president of Amistar AG, a manufacturer of automated robotics used in electronics assembly in particular the area of Surface Mount Technology. In 1988, he founded his own consulting company and worked with Japanese, U.S. and European companies in the electronics area. Mr. El-Abd holds a BA degree in Journalism and an MA in International Affairs. He has been a director of the Company since May 2001 and was a director in a number of subsidiaries of the Group. Mr. El-Abd has been re-designated from an Executive Director to a Non-executive Director of the Company with effect from 1 September 2017. Save as disclosed above, Mr. El-Abd did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. El-Abd 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. El-Abd was interested in 3,000,000 shares of the Company and 3,000,000 option shares under the Company's share option scheme.

There is no service contract entered into between Mr. El-Abd and the Company in respect of his re-designation as a Non-executive Director of the Company. Pursuant to a letter of appointment signed between Mr. El-Abd and the Company, Mr. El-Abd was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-laws of the Company. Mr. El-Abd is currently entitled to an annual director's fee of HK\$120,000. He is also entitled to receive a monthly fee of HK\$40,000 for being the Chairman of Product Development Committee of WKK Distribution Limited. For the year ended 31 December 2019, the total amount of the director's emoluments and the fee for being the Chairman of Product Development Committee of WKK Distribution Limited received by Mr. El-Abd was HK\$600,000. 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. El-Abd that need to be brought to the attention of the shareholders of the Company.

- (3) **Tse Wan-Chung, Philip** (*Independent Non-Executive Director, Chairman of Audit Committee, Chairman of Remuneration Committee and Member of Nomination Committee*)

Tse Wan-Chung, Philip, aged 75, retired from DDB Advertising Agency Operations in 1997 and remained a member of the Company's Worldwide Board until 2000. Mr. Tse had spent over 34 years in the advertising industry. Besides his involvement in advertising, Mr. Tse is one of the founders of the Hong Kong Artists' Guild ("Guild") in which he has been serving as the Chairman of the Executive Committee since 1986. Mr. Tse was appointed as the Chairman of Guild since 1996. He was also appointed by the Hong Kong Government as a council member of the Hong Kong Academy of Performing Arts in 1991. Mr. Tse has served as a member of the Young Presidents' Organization since 1976 and is currently a member of the World Presidents' Organization. In recent years, Mr. Tse focuses on marketing management and art and culture related business. He founded BaoQu Tang Gallery of Art ("BQT") in 2004. BQT has become a well known brand in the art scene in Hong Kong and China. He has been a Director of the Company since March 1990. Save as disclosed above, Mr. Tse did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Mr. Tse 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. Tse is interested in 3,000,000 option shares under the Company's share option scheme.

There is no service contract entered into between Mr. Tse and the Company. Pursuant to a letter of appointment signed between Mr. Tse and the Company, Mr. Tse 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. Tse 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 year ended 31 December 2019, the total amount of the director's emoluments received by Mr. Tse 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 Mr. Tse that need to be brought to the attention of the shareholders of the Company.

**(4) Yip Wai Chun** (*Independent Non-Executive Director, Member of Audit Committee and Member of Remuneration Committee*)

Yip Wai Chun, aged 62, obtained the degrees of Bachelor of Medicine and Bachelor of Surgery from the University of Hong Kong in 1981. Dr. Yip began his career as a surgeon in Queen Mary Hospital. He was awarded the fellowships of the Royal Colleges of Surgeons of Edinburgh and Glasgow in 1986 and that of Australia in 1988. He took up the surgeon's appointment in Kwong Wah Hospital in 1986 and was promoted to the post of consultant surgeon in 1991. Dr. Yip was made Chief of Service of Department of Surgery of Kwong Wah Hospital with the Hospital Authority in 1992. Dr. Yip is a specialist in Urology and has been in private practice since 2012.

Dr. Yip was awardee of Hong Kong Ten Outstanding Young Persons in 1996. In 2006, he received the Outstanding Staff Award of Hospital Authority. Dr. Yip was Vice-President of the College of Surgeons of Hong Kong from 2004 till 2010. Presently, he is honorary associate professor, Surgery, of University of Hong Kong and Chinese University of Hong Kong. Dr. Yip is also honorary consultant and executive director of medical service of Tung Wah Group of Hospitals.

Over the years, Dr Yip has had substantial contributions to the development of medical services in Hong Kong. Dr. Yip coordinated the provision of liver transplant service in Hong Kong in 2001. He is a renowned leader in the field of Men Health and is also a pioneer for delivery of integrated Western and Chinese medicine service in Hong Kong.

Dr. Yip was the member of the Election Committee of the Legislative Council of Hong Kong SAR, China in 2002, 2007 and 2012. He was also the member of the Election Committee for the 10th, 11th, 12th National Peoples' Representative Committee, Hong Kong SAR, China.

Dr. Yip has been an Independent Non-Executive Director, member of the Audit Committee and member of the Remuneration Committee of the Company since January 2014. Save as disclosed above, Dr. Yip did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

Dr. Yip 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. Yip is interested in 3,000,000 option shares under the Company's share option scheme.

There is no service contract entered into between Dr. Yip and the Company. Pursuant to a letter of appointment signed between Dr. Yip and the Company, Dr. Yip 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. Yip 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 year ended 31 December 2019, the total amount of the director's emoluments received by Dr. Yip 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. Yip 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)**

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In the event that the containment of the novel coronavirus (COVID-19) pandemic is still ongoing at the time of the Annual General Meeting, for the safety of our shareholders, staff and stakeholders, **the Company encourages shareholders, instead of attending the Annual General Meeting in person, to appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting**, by completing and returning the form of proxy accompanying the 2019 annual report in accordance with the instructions printed thereon.

Shareholders and other persons attending the Annual General Meeting should note that, taking into account the latest development of COVID-19, the Company may implement precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the Annual General Meeting, including:

- (a) mandatory body temperature screening;
- (b) mandatory wearing of surgical face masks; and
- (c) NO serving of refreshments.

For the safety of the attendees at the Annual General Meeting, the Company reserves the right to deny entry into or require any person to leave the Annual General Meeting venue if such person:

- (i) refuses to comply with any of the above precautionary measures;
- (ii) is having a body temperature of over 37.4 degree Celsius;
- (iii) is subject to any Hong Kong Government prescribed quarantine or has close contact with any person under quarantine; or
- (iv) has any flu-like symptoms.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all shareholders to minimize the risk of spreading COVID-19.

---

## 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 Tuesday, 23 June, 2020 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, 2019.
2. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
3. To appoint Auditors and to authorise the Board of Directors to fix the Auditors' remuneration.

### ORDINARY RESOLUTIONS

4. 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;
- (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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

---

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, 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

---

6. 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. 5, 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. 4 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. 5, 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, 29 April, 2020

*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 54, 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.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

4. In light of the epidemic situation of novel coronavirus (COVID-19), the following precautionary measures may be implemented at the Annual General Meeting to safeguard the health and safety of shareholders who might be attending the Annual General Meeting in person:
- Mandatory body temperature screening will be conducted for every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degree Celsius may be denied entry into the Annual General Meeting venue and be required to leave the Annual General Meeting venue.
  - Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting and inside the Annual General Meeting venue, and to sit at a distance from other attendees.
  - NO refreshments will be served.
  - Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; (b) he/she is subject to any Hong Kong Government prescribed quarantine; and (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Anyone who responds positively to any of these questions may be denied entry into the meeting venue and be required to leave the meeting venue.

In addition, the Company encourages shareholders, instead of attending the Annual General Meeting in person, to appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting, by completing and returning the form of proxy accompanying the 2019 annual report in accordance with the instructions printed thereon.

5. The Register of Members of the Company will be closed from Thursday, 18 June, 2020 to Tuesday, 23 June, 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 17 June, 2020.
6. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong before 11:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.wkk.com.hk](http://www.wkk.com.hk)) to notify shareholders of the date, time and venue of the rescheduled meeting.