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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in Kingbo Strike Limited (the “Company”), you should at once hand this circular, together with the enclosed 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 to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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.

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**KINGBO STRIKE LIMITED**

**工 蓋 有 限 公 司 \***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1421)**

**PROPOSALS FOR**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
(3) CHANGE OF AUDITOR; AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**
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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Room 1011, 10<sup>th</sup> Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Thursday, 2 December 2021 at 10:00 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 but in any event not later than 10:00 a.m. on Tuesday, 30 November 2021 (Hong Kong time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish and in such event, the form of proxy shall be deemed to be revoked.

**PRECAUTIONARY MEASURES FOR THE AGM**

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the coronavirus at the AGM, including:

- compulsory temperature checks before entering the building where the AGM will be held, and those with a fever may not be admitted;
- wearing of surgical face masks is compulsory at any time within the meeting venue and throughout the AGM; and
- no distribution of corporate gifts and refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company encourages attendees to wear face masks and reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing novel coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect the Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a health declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best knowledge had no physical contact with any person who has recently travelled to, any affected countries or areas at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue;
- (iii) the Company requires attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (iv) no refreshments will be served, and there will be no distribution of corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is enclosed with this circular for the Shareholders. Alternatively, the proxy form can be downloaded from the "Investor Relations – Announcements & Circulars" section of the Company's website at <http://www.kingbostrike.com>. If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 1011, 10 <sup>th</sup> Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Thursday, 2 December 2021 at 10:00 a.m., or any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Kingbo Strike Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	22 October 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution at the AGM
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**KINGBO STRIKE LIMITED**

**工 蓋 有 限 公 司 \***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1421)**

**Board of Directors**

*Executive Directors:*

Mr. Liu Yancheng (*Chairman*)

Mr. Yao Runxiong

*Non-executive Director:*

Mr. Tam Tak Wah

*Independent Non-executive Directors:*

Mr. Leung Po Hon

Mr. Li Jin

Dr. Luo Xiaodong

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

Room 1011, 10th Floor

Wing On Centre

111 Connaught Road Central

Hong Kong

29 October 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**

**(2) RE-ELECTION OF RETIRING DIRECTORS;**

**(3) CHANGE OF AUDITOR; AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this Circular is to provide the Shareholders with the notice of AGM and information in respect of certain resolutions to be proposed at the AGM to be held on Thursday, 2 December 2021, relating to, among other things, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the change of auditor of the Company.

**ISSUE MANDATE AND REPURCHASE MANDATE**

Pursuant to ordinary resolutions passed at the Company's annual general meeting held on Wednesday, 9 December 2020, the Directors were granted (a) a general unconditional

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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mandate to exercise their powers to allot, issue and deal with not more than 278,056,000 Shares, being 20% of the number of issued Shares as at 9 December 2020 and (b) a general unconditional mandate to exercise the powers of the Company to repurchase not more than 139,028,000 Shares, being 10% of the number of issued Shares as at 9 December 2020. These general mandates will expire at the conclusion of the AGM. As at the Latest Practicable Date, all the general mandates have not been utilised and no Shares have been issued or repurchased by the Company whether on the Stock Exchange or otherwise under the general mandates. In order to provide continuous flexibility to the Directors, resolutions will be proposed at the AGM to seek the approval of Shareholders to grant the Issue Mandate and the Repurchase Mandate.

### **(a) Issue Mandate**

At the AGM, an ordinary resolution (ordinary resolution no. 4 as set out in the notice of AGM) will be proposed to grant a new general and unconditional mandate to the Directors to exercise their powers to allot, issue and deal with, at any time during the Relevant Period (as defined in ordinary resolution no. 4(d) in the notice of AGM), Shares of up to a maximum of 20% of the number of issued Shares on the date of passing of ordinary resolution no. 4.

As at the Latest Practicable Date, the total number of Shares in issue was 1,390,280,000 Shares. Subject to the passing of the proposed resolution for approving the Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed to issue up to a limit of 278,056,000 Shares under the Issue Mandate.

The Directors have no immediate plan to issue any Shares other than the Shares which may fall to be issued under any scrip dividend scheme as may be approved by the Shareholders.

### **(b) Repurchase Mandate**

At the AGM, an ordinary resolution (ordinary resolution no. 5 as set out in the notice of AGM) will be proposed to grant a new general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase, at any time during the Relevant Period (as defined in ordinary resolution no. 5(c) in the notice of AGM), Shares of up to a maximum of 10% of the number of issued Shares on the date of passing of ordinary resolution no. 5. An explanatory statement setting out the information regarding the Repurchase Mandate as required under the Listing Rules is set out in Appendix II to this circular.

As at the Latest Practicable Date, the total number of Shares in issue was 1,390,280,000 Shares. Subject to the passing of the proposed resolution for approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed to repurchase up to a limit of 139,028,000 Shares under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### (c) Extend the Issue Mandate

An ordinary resolution (ordinary resolution no. 6 as set out in the notice of AGM) will be proposed to extend the limit of the Issue Mandate by adding the aggregate number of Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Pursuant to Article 84(2), a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with Article 84(1) and Article 84(2), Mr. Leung Po Hon and Dr. Luo Xiaodong shall retire at the AGM and they, being eligible, will offer themselves for re-election at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Leung Po Hon and Dr. Luo Xiaodong as independent non-executive Directors.

Biographical details of Mr. Leung Po Hon and Dr. Luo Xiaodong are set out in Appendix I to this Circular.

### CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 22 October 2021 in relation to the proposed change of auditor of the Company (the “**Announcement**”). As set out in the Announcement, HLB Hodgson Impey Cheng Limited (“**HLB**”) will retire as auditor of the Company upon expiration of its current term of office at the close of the AGM and not to seek re-appointment. HLB has been the auditor of the Company for five years. The Board considers that changing the auditor of the Company after an appropriate period of time is a good corporate governance practice for maintaining independence and objectivity of the Company’s auditor.

The Board has resolved, with recommendation from the Audit Committee, to propose the appointment of Moore Stephens CPA Limited (“**Moore Stephens**”) as the new auditor of the Company following the retirement of HLB to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

Considering (i) Moore Stephens is an experienced and sizeable accounting firm which is able to cope with the Company’s future development; and (ii) the relatively lower fee chargeable by Moore Stephens as compared with the fee quotations obtained from other professional accounting firms, the Board believes that the proposed appointment of Moore Stephens as the new auditor of the Company is cost-effective and in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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HLB has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirm that there is no disagreement between HLB and the Company, and there are no other matters in respect of the proposed change of auditor of the Company that need to be brought to the attention of the Shareholders.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of AGM is set out on pages 14 to 18 of this Circular.

Pursuant to the Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Monday, 29 November 2021 to Thursday, 2 December 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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 later than 4:00 p.m. on Friday, 26 November 2021.

A form of proxy for use at the AGM is enclosed with this Circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.kingbostrike.com>). Whether or not the Shareholders are able to attend the AGM, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and 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 as soon as possible but in any event not later than 10:00 a.m. on Tuesday, 30 November 2021 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and Repurchase Mandate to the Directors; (ii) the proposed re-election of retiring Directors; and (iii) the proposed change of auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. Your attention is drawn to the information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of  
**Kingbo Strike Limited**  
**Liu Yancheng**  
*Chairman*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.*

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

- (1) **Mr. Leung Po Hon (“Mr. Leung”)**, aged 57, was appointed as an independent non-executive Director on 13 November 2015. He is currently a practicing accountant. Mr. Leung graduated and obtained a Professional Diploma in accountancy from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1987. Mr. Leung obtained a Master Degree in Business Administration of University of Bradford of the United Kingdom in December 1990. He has been a member of HKICPA since January 1993 and a fellow member of The Association of Chartered Certified Accountants since January 1997. Mr. Leung has more than 25 years of experience in accounting, auditing and financial management and is currently an independent non-executive director of MediNet Group Limited (stock code: 8161), the shares of which are listed on Stock Exchange. Mr. Leung was also an independent non-executive director of Flying Financial Service Holdings Limited (stock code: 8030), the shares of which are listed on the Stock Exchange, having resigned on 19 November 2020.

The Company has entered into a letter of appointment with Mr. Leung on 13 November 2015 and is subject to retirement by rotation and re-election by the Shareholders as well as other related provisions as stipulated in the Articles and the Listing Rules.

Pursuant to the letter of appointment, the directorship may be terminated by either party thereto by giving to the other three months’ prior notice in writing. The remuneration of Mr. Leung as an independent non-executive Director is HK\$276,000 per annum which is determined with reference to his role and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Leung did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group and does not have any relationship with any other Director, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Leung does not have any 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.

Mr. Leung confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no information relating to Mr. Leung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

- (2) **Dr. Luo Xiaodong (“Dr. Luo”)**, aged 35, was appointed as an independent non-executive Director on 5 January 2017. He graduated from Shandong University with a bachelor’s degree in civil engineering in 2009. He further obtained a master’s degree in structure engineering from the University of Dundee in 2011 and a doctorate degree in civil engineering from the University of Hong Kong in 2016. Dr. Luo has been working in the construction industry since 2016.

The Company has entered into a letter of appointment with Dr. Luo on 5 January 2017 and is subject to retirement by rotation and re-election by the Shareholders as well as other related provisions as stipulated in the Articles and the Listing Rules.

Pursuant to the said letter of appointment, the directorship may be terminated by either party thereto by giving to the other a three months’ prior notice in writing. The annual remuneration of Dr. Luo as an independent non-executive Director is HK\$276,000 per annum which is determined by the Board with reference to his role and responsibilities and the prevailing market conditions.

Dr. Luo did not hold any directorship in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group and does not have any relationship with any other Director, senior management or substantial or controlling Shareholders.

As at the Latest Practicable Date, Dr. Luo does not have any 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.

Dr. Luo confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there is no information relating to Dr. Luo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,390,280,000 Shares of par value of HK\$0.01 each.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,390,280,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 139,028,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with the Articles and the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements of the Company for the year ended 30 June 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months (and from October 2020 up to and including the Latest Practicable Date) were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
October	0.140	0.103
November	0.128	0.099
December	0.113	0.081
<b>2021</b>		
January	0.110	0.064
February	0.082	0.058
March	0.074	0.058
April	0.131	0.067
May	0.121	0.086
June	0.094	0.077
July	0.099	0.065
August	0.098	0.078
September	0.110	0.081
October (up to the Latest Practicable Date)	0.100	0.082

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the Company has no substantial shareholder as defined in the Listing Rules.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

# KINGBO STRIKE LIMITED

## 工 蓋 有 限 公 司 \*

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1421)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Kingbo Strike Limited (the “**Company**”) will be held at Room 1011, 10<sup>th</sup> Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Thursday, 2 December 2021 at 10:00 a.m. for the following purposes:

1. To receive, consider and approve the audited financial statements and report of the directors (the “**Directors**”) and the independent auditors’ report of the Company for the year ended 30 June 2021.
2. (a) To re-elect the following retiring Directors:
  - (i) Mr. Leung Po Hon as an independent non-executive Director; and
  - (ii) Dr. Luo Xiaodong as an independent non-executive Director;
- (b) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the respective Directors.
3. To appoint Moore Stephens CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal in shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;

\* For identification purpose only

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## NOTICE OF AGM

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- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the Shares in the capital of the Company to be issued either during or after the end of the Relevant Period;
  
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in subparagraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this resolution); or (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into Shares; or (iii) the exercise of options granted by the Company under any option scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire Shares; or (iv) any script dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”); or (v) a specific authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting, shall not exceed 20% of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
  
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
  
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association and any applicable laws and regulations of the Cayman Islands to be held; or
  
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

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## NOTICE OF AGM

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“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) as at that date (subject in all cases 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorised to repurchase pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association and any applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

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## NOTICE OF AGM

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6. “**THAT** conditional upon the passing of ordinary resolutions no. 4 and no. 5 as set out in the notice convening this annual general meeting, the general mandate granted to the Directors to allot, issue and deal in any unissued Shares pursuant to ordinary resolution no. 4 be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5, provided that such extended amount shall not exceed 10% of the number of Shares as at the date of passing of this resolution.”

By Order of the Board  
**Kingbo Strike Limited**  
**Liu Yancheng**  
*Chairman*

Hong Kong, 29 October 2021

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong*

Room 1011, 10th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order 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 certified copy of that power of attorney or authority, 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 later than 10:00 a.m. on Tuesday, 30 November 2021 (Hong Kong time). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF AGM

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4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 29 November 2021 to Thursday, 2 December 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the right to attend and vote at the meeting or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 26 November 2021.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.kingbostrike.com> and on the HKExnews website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. As at the date of this notice, the Board comprises Mr. LIU Yancheng (*Chairman*) and Mr. YAO Runxiong as executive Directors, Mr. TAM Tak Wah as non-executive Director and Mr. LEUNG Po Hon, Mr. LI Jin and Dr. LUO Xiaodong as independent non-executive Directors.