
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sun Kong Holdings Limited (the “**Company**”), you should at once hand this circular together 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 to the purchaser or transferee.

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SUN KONG HOLDINGS LIMITED **申港控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8631)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS, PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

This circular together with a form of proxy will remain on the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at <http://www.skhl.com.hk>.

A notice convening the AGM to be held at Yuen Long Town Hall, 4 Yuen Long Tai Yuk Road, Yuen Long, New Territories, Hong Kong on Wednesday, 21 August 2024, at 2:30 p.m. is set out on pages 17 to 22 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 2:30 p.m. on Monday, 19 August 2024 (Hong Kong time) or the adjourned meeting (as the case may be)). The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

27 June 2024

CHARACTERISTICS OF GEM

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

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

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Yuen Long Town Hall, 4 Yuen Long Tai Yuk Road, Yuen Long, New Territories, Hong Kong on Wednesday, 21 August 2024, at 2:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the AGM Notice, or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 17 to 22 of this circular
“Articles”	the amended and restated articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Sun Kong Holdings Limited (申港控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the Independent non-executive Director(s)
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution(s) granting such mandate, which is extended by the addition of the number of Shares purchased under the Repurchase Mandate
“Latest Practicable Date”	12 June 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution(s) granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“Wing Ko”	Wing Ko Petroleum Chemistry (China-Hong Kong) Limited (永高石油化工(中港)有限公司)(formerly known as Wing Ko Petroleum Chemistry (China-Hong Kong) Limited (永高石油化工(中港)有限公司)), a company incorporated in Hong Kong with limited liability on 18 December 2002 and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

LETTER FROM THE BOARD

SUN KONG HOLDINGS LIMITED 申港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8631)

Executive Directors:

Mr. Law Ming Yik (*Chairman*)

Mr. Li Isaiah (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Fenn David

Mr. Wong Ka Chun Matthew

Mr. Chan Ting Fung

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

Section C of Lot No.1345 in D.D.121,

Yuen Long,

New Territories,

Hong Kong

27 June 2024

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the re-election of Directors; (iii) re-appointment of auditors of the Company; and (iv) to amend the Articles. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The existing general mandates to issue and repurchase Shares will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed to seek the approval from Shareholders to grant to Directors as general mandate:

- (i) the Issue Mandate to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate number of issued Shares at the date of the passing of such resolution;
- (ii) the Repurchase Mandate to repurchase Shares comprising the aggregate amount of which does not exceed 10% of the aggregate number of issued Shares at the date of passing of such resolution; and
- (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of issued Shares at the date of passing of the resolution for approving the Issue Mandate.

As at the Latest Practicable Date, the Directors have not exercised the existing general mandates to issue and repurchase. Based on 40,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolutions for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 8,000,000 Shares pursuant to the Issue Mandate and repurchase 4,000,000 Shares pursuant to the Repurchase Mandate.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITORS

Messrs. Mazars CPA Limited, will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Messrs. Mazars CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

RE-ELECTION OF DIRECTORS

Pursuant to Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Law Ming Yik and Mr. Wong Ka Chun will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

The Board, upon the recommendation of the nomination committee of the Board, proposed Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew to stand for re-election as Directors at the AGM.

Particulars of the Directors who are proposed to be re-elected in the AGM are set out in Appendix II to this circular.

Procedure and Process for Nomination of Directors

The nomination committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following procedures and process:

- (a) The nomination committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;

LETTER FROM THE BOARD

- (b) The nomination committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
- (i) diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (ii) commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (iii) qualifications, including accomplishment and experience in the relevant industries in which the Group's business is involved;
 - (iv) independence of the independent non-executive Directors;
 - (v) reputation for integrity;
 - (vi) potential contributions that the individual can bring to the Board; and
 - (vii) plan(s) in place for the orderly succession of the Board.
- (c) The nomination committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (d) The nomination committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- (e) Upon considering a candidate suitable for the directorship, the nomination committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (f) The nomination committee will provide the relevant information of the selected candidate to the remuneration committee for consideration of the remuneration package of such selected candidate;

LETTER FROM THE BOARD

- (g) The nomination committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where an independent non-executive Director is considered, the remuneration committee will make the recommendation to the Board on the policy and structure for the remuneration;
- (h) The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the nomination committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- (i) All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

Recommendations of the Nomination Committee

The nomination committee had, among other matters, evaluated the performance of Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew during the period from their respective date of appointment to 31 March 2024 and found their performance satisfactory.

The nomination committee has also assessed and reviewed the annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules received from each of the independent non-executive Directors and confirmed that all of them remain independent.

In view of the diversified knowledge, experience and skills of Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew, the Board believes that their expertise will enable them to fulfill their roles as executive Director and independent non-executive Director effectively and can provide useful and constructive opinion and make contribution to the Board and future development of the Company. Also, based on the background of Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew including but not limited to their cultural and educational background, ethnicity, professional experience, skills and knowledge, it is believed that Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew can contribute to diversity of the Board.

Accordingly, the nomination committee recommended to the Board that Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew stand for re-election as Directors at the AGM. As a good corporate governance practice, each of Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew abstained from voting at the relevant Board meeting on the respective propositions of recommendations for their re-election by the Shareholders at the AGM.

LETTER FROM THE BOARD

The biographical details of Mr. Law Ming Yik and Mr. Wong Ka Chun Matthew (i.e. the Directors proposed to be re-elected) are set out in Appendix II to this circular in accordance with the relevant requirements under the GEM Listing Rules.

ANNUAL GENERAL MEETING

The notice convening the AGM to be held at Yuen Long Town Hall, 4 Yuen Long Tai Yuk Road, Yuen Long, New Territories, Hong Kong on Wednesday, 21 August 2024, at 2:30 p.m. is set out on pages 17 to 22 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete and sign the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the grant and extension of the Issue Mandate, the grant of the Repurchase Mandate, the re-election of Directors who offer themselves for re-election and the Proposed Amendments 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 the relevant resolutions to be proposed at the AGM.

GENERAL

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

Yours faithfully,
For and on behalf of the Board
Sun Kong Holdings Limited
Law Ming Yik
Chairman and executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 40,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 4,000,000 Shares, being 10% of the issued Shares of the Company as at the date of the AGM. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

3. REASONS FOR REPURCHASE

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

4. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the Companies Law.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2024, being the date of its latest published audited combined financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the Companies Law.

Neither this explanatory statement nor the proposed share repurchased has any unusual features.

6. TAKEOVERS CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, Fully Fort Group Limited held a beneficial interest in 25,111,000 Shares, representing approximately 62.78% of the issued Shares of the Company. Fully Fort Group Limited is a controlled corporation of Mr. Law Ming Yik, the chairman of the Board. By virtue of the SFO, Mr. Law Ming Yik is deemed, or taken to be interested in the Shares held by Fully Fort Group Limited in the Company.

In the event that the Repurchase Mandate was exercised in full, the aggregate percentage shareholding of Fully Fort Group Limited, a company wholly owned by Mr. Law Ming Yik, an executive Director and the chairman of the Company, would be increased to approximately 69.75% of the issued Shares of the Company. Such an increase, to the best of the knowledge and belief of the Directors, would not result in Fully Fort Group Limited having 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 the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

7. REPURCHASE OF SHARES BY THE COMPANY

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

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, has any present intention, in the event that the grant of the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, nor has any such core connected person undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest closing prices at which the Shares have been traded on GEM preceding the Latest Practicable Date were as follows:

	Shares prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	0.683	0.326
August	0.607	0.470
September	0.486	0.410
October	0.539	0.470
November	0.539	0.395
December	0.410	0.349
2024		
January	0.417	0.341
February	0.420	0.334
March	0.495	0.420
April	0.420	0.350
May	0.350	0.315
June (up to the Latest Practicable Date)	0.380	0.315

Stated below are the details of the Directors who will be eligible for re-election at the AGM in accordance with the Articles.

Mr. Law Ming Yik (羅名譯) (“**Mr. Law**”), aged 36, is the executive Director, Chairman, compliance officer, chairman of the Nomination Committee, member of the Remuneration Committee and the director of Wing Ko and Forever Treasure Holdings Limited, being the Group’s subsidiaries. He is responsible for overseeing all aspects of the Group’s operations, strategic planning and formulation of corporate policies. He was appointed as the Director on 31 October 2017 and was re-designated as an executive Director on 24 November 2017. Mr. Law is the cousin of Mr. Li Isaiah, one of the executive Directors.

Mr. Law has over 15 years of experience in the sale and transport of diesel oil and related products. Mr. Law joined Wing Ko in July 2006 and was appointed as the director of Wing Ko in March 2012. He was responsible for overseeing Wing Ko’s daily operation, including but not limited to maintaining stable relationship with the Group’s key customers and the Group’s key suppliers, which are mainly authorised agent(s) appointed by the Oil Major(s), monitoring the logistics of projects and managing its corporate accounting and administrative matters. In 2012, the HKSAR Government started implementing Euro V vehicle emission standards in phases with an aim to reduce vehicle emission. Seeing the market potential for products which would help lower the diesel exhaust emissions from diesel engines, Mr. Law led the Group to expand the business into the sale of diesel exhaust fluid as its ancillary product in April 2013. The Directors believe that his insightful vision is instrumental to the success of the Group.

Mr. Law obtained a Bachelor’s degree in Design majoring in interior design from Raffles College of Design and Commerce in August 2009 and an Advanced Diploma in Interior Design in from Raffles Design Institute in September 2009, in Shanghai, China.

M. Law has entered into a service contract for an initial term of three years commencing from the Listing Date, which will continue thereafter until terminated in accordance with the terms of the agreement. The term of his service as Executive Director of the Company is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. The emoluments specified in the service agreement appointing Mr. Law as Executive Director of the Company are HK\$780,000 per annum plus discretionary bonus. Such emoluments are determined by reference to the performance and profitability of the Company as well as his personal performance, remuneration benchmark in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Fully Fort Group Limited which is wholly owned by Mr. Law, has interest of the Company at 62.78% representing 25,111,000 shares.

Save as disclosed above, Mr. Law (i) has not held any other directorship in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any other Director, senior management, or substantial shareholder (as defined in the GEM Listing Rules) of the Company; (iii) has not held any other positions with any members of the Group; and (iv) has no other interest in the Shares within the meaning of the Part XV of the SFO.

Mr. Wong Ka Chun Matthew (黃家俊) (“**Mr. Wong**”), aged 36, was appointed as the independent non-executive Director on 11 December 2018. Mr. Wong is a member of the Audit Committee and the Nomination Committee.

Mr. Wong, aged 36, has over 13 years of experience in the financial industry spanning across corporate finance advisory, capital market transaction advisory and auditing. Mr. Wong obtained a Bachelor’s degree in Business, specialised in Accounting, Banking and Finance from Monash University, Melbourne, Australia in September 2011. He has also been a member of the CPA Australia since January 2016, a member of the Chartered Institute of Management Accountants since December 2016, and a member of Chartered Global Management Accountant since December 2016.

Mr. Wong was an auditor in Deloitte Touche Tohmatsu from September 2011 to November 2013, an auditor in PricewaterhouseCoopers from December 2013 to March 2017, the assistant vice president in the investment banking division of Zhongtai International Capital Limited from March 2017 to December 2017 and the vice president in the investment banking division of GF Capital (Hong Kong) Limited from December 2017 to June 2019. He is currently the vice president in the corporate finance division and a responsible officer (Type 6 – advising on corporate finance regulated activities) of Ample Capital Limited. During his employment with Zhongtai International Capital Limited, GF Capital (Hong Kong) Limited and Ample Capital Limited, Mr. Wong executed a wide variety of capital markets and corporate finance transactions, including initial public offerings, mergers and acquisitions, equity fund raisings, structured finance and compliance advisory. Mr. Wong has been an independent non-executive director of Golden Power Group Holdings Limited, the shares of which are listed on main board of the Stock Exchange (stock code: 3919), since 29 December 2023.

Save as disclosed above, Mr. Wong has not held any directorships in any listed companies in the past three years.

NOTICE OF ANNUAL GENERAL MEETING

SUN KONG HOLDINGS LIMITED 申港控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8631)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the Company will be held at Yuen Long Town Hall, 4 Yuen Long Tai Yuk Road, Yuen Long, New Territories, Hong Kong on Wednesday, 21 August 2024, at 2:30 p.m. for the following purposes:

1. To receive, consider and approve the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and independent auditors of the Company for the year ended 31 March 2024.
2.
 - (i) To re-elect Mr. Law Ming Yik as an executive Director;
 - (ii) To re-elect Mr. Wong Ka Chun Matthew as an independent non-executive Director;
 - (iii) To authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration.
3. To re-appoint Messrs. Mazars CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, to pass the following resolutions (the “**Resolution(s)**”) with or without amendments as ordinary Resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of HK\$0.1 each in the share capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 total amount of share allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for shares of the Company, shall not exceed 20 per cent of the total number of the issued shares of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

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“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of the issued shares of the Company as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

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(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the pass of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”
6. “**THAT** conditional on the passing of Resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of Resolution numbered 4 above be and it is hereby approved to be extended by adding an amount representing the total number of the shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of Resolution numbered 5 above provided that such amount shall not exceed 10 per cent of the total number of the issued shares of the Company as at the date of passing of this Resolution.”

As special business to consider and, if thought fit, pass the following resolution as a special resolution, with or without modification:

By order of the Board
Sun Kong Holdings Limited
Law Ming Yik
Chairman and executive Director

Hong Kong, 27 June 2024

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Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the Meeting or its adjourned meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned meeting.
- (5) For determining Members’ entitlement to attend and vote at the Meeting, the register of Members will be closed from Friday, 16 August 2024 to Wednesday, 21 August 2024 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Thursday, 15 August 2024.
- (6) In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (7) In relation to the proposed resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I of the circular.
- (8) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the meeting or its adjourned meeting will be taken by poll.

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- (9) If tropical cyclone warning signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at www.skhl.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an amber or “red” rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Law Ming Yik (*Chairman and executive Director*) and Mr. Li Isaiah (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Fenn David, Mr. Wong Ka Chun Matthew and Mr. Chan Ting Fung

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the HKExnews website at www.hkexnews.hk for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at www.skhl.com.hk.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.