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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 Thursday, 22 June, 2017 at 2:30 p.m. is set out on pages 14 to 17 of the circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2016 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 2016 annual report of the Company in accordance with the instructions printed thereon and return it to the Company at 17/F, Octa Tower, No. 8 Lam Chak Street, Kowloon Bay, 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.

28 April, 2017

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Regency Ballroom I, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 22 June, 2017 at 2:30 p.m.
“close associate(s)”	has the same meaning of “close associate” as defined in the Listing Rules
“Board”	the Board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“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”	19 April, 2017 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

WKK

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
Hamed Hassan El-Abd

Registered office:

Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

Non-Executive Directors:

Leung Kam Fong
Hsu Hung Chieh

Principal Office:

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

Independent Non-Executive Directors:

Ho, John
Tse Wan Chung, Philip
Gene Howard Weiner
Yip Wai Chun

28 April, 2017

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 14 to 17 of this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting of the Company held on 22 June, 2016, 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 22 June, 2017. It is therefore proposed to seek your approval by way of an ordinary resolution to be proposed at the Annual General Meeting to give a new general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

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

3. GENERAL MANDATE TO ISSUE SHARES

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

Subject to the passing of the ordinary resolution granting the general mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under such general mandate to issue a maximum of 150,447,192 Shares representing 20% of the issued share capital of the Company as at the Latest Practicable Date.

4. RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the Bye-laws 103 to 105 of the Company's Bye-laws and paragraph A.4.2 of Appendix 14 to the Listing Rules, four of the existing Directors, namely Mr. Ho Shu Chan, Byron, Mr. Kwong Man Hang, Bengie, Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun, shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Company has received from each of Mr. Tse Wan Chung, Philip and Dr. Yip Wai Chun a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. 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 and thus recommends him for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of the retiring Directors are set out in Appendix II of this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice of Annual General Meeting is set out on pages 14 to 17 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 at 17/F, Octa Tower, No. 8 Lam Chak Street, Kowloon Bay, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. The completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

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

6. RECOMMENDATION

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

7. GENERAL INFORMATION

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

Yours faithfully,
On behalf of the Board

Wong's Kong King International (Holdings) Limited
Senta Wong
Chairman

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

EXERCISE OF THE REPURCHASE MANDATE

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

As at the Latest Practicable Date, 752,235,964 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 75,223,596 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, 2016). 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 27.62% 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 30.69%. Accordingly, the exercise of the repurchase mandate, depending on the timing and the extent of the repurchases, may give rise to an obligation on the part of Greatfamily to make a mandatory offer under Rule 26 of the Takeovers Code.

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

SHARE PRICES

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

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	0.74	0.62
May	0.74	0.67
June	0.74	0.66
July	0.75	0.65
August	0.72	0.69
September	0.83	0.68
October	1.18	0.75
November	1.28	0.99
December	1.06	0.87
2017		
January	0.98	0.87
February	0.93	0.86
March	0.91	0.85
April (Up to the Latest Practicable Date)	0.90	0.85

SECURITIES REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries has purchased any of the Company's securities (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) Ho Shu Chan, Byron (*Executive Director*)

Ho Shu Chan, Byron, aged 72, graduated from the Chinese University of Hong Kong with a Bachelor of Commerce degree. Mr. Ho had more than 18 years of extensive working experience with the Inchcape group of companies as financial controller and general manager prior to joining Wong's International Holdings Limited in January 1989. He is the Chairman of Taiwan Kong King Co., Limited, a company listed in Taiwan. He has been a director of the Company since March 1990 and a director in a number of subsidiaries of the group of the Company. Save as disclosed above, Mr. Ho did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

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

Pursuant to a letter of appointment signed between Mr. Ho and the Company, Mr. Ho was not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Bye-laws of the Company. The total amount of the director's emoluments received by Mr. Ho for the year ended 31 December 2016 (including salary, director's fee, pension and discretionary bonus) was HK\$5,913,831. Mr. Ho is currently entitled to an annual director's fee of HK\$120,000. His emoluments are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Ho involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

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

Kwong Man-Hang, Bengie, *J.P.* (Aust.), aged 69, 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.

There is no service agreement entered into between Mr. Kwong and the Company. 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 is interested in 5,400,000 Shares.

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. The total amount of the director's emoluments received by Mr. Kwong for the year ended 31 December 2016 (including salary, director's fee, pension and discretionary bonus) was HK\$5,953,162. Mr. Kwong is currently entitled to an annual director's fee of HK\$120,000. His emoluments are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Kwong involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

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

Tse Wan-Chung, Philip, aged 72, 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 does not hold any position with the Company and other members of the Group and did not hold any directorship in other listed companies in the past three years preceding the Latest Practicable Date.

There is no service agreement entered into between Mr. Tse and the Company. 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 has no interests in Shares of 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. The total amount of the director's emoluments received by Mr. Tse for the year ended 31 December 2016 was HK\$180,000. 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. His emoluments are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Tse involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs 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 59, 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.

There is no service agreement entered into between Dr. Yip and the Company. 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 has no interests in Shares of 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. The total amount of the director's emoluments received by Dr. Yip for the year ended 31 December 2016 was HK\$180,000. 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. His emoluments are determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, there is no information which is discloseable nor is/was Dr. Yip involved in any of the matters required to be disclosed pursuant to any of the requirements of the provision under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

WKK

WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 532)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Regency Ballroom I, Lobby Level, Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 22 June, 2017 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, 2016.
2. To declare a final dividend of HK\$0.035 per share for the year ended 31 December, 2016.
3. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
4. To appoint Auditors and to authorise the Board of Directors to fix the Auditors' remuneration.

ORDINARY RESOLUTIONS

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

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to the holders of the shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

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

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT**, conditional upon the passing of resolution no. 6, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company under resolution no. 5 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

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

Hong Kong, 28 April, 2017

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 at 17/F, Octa Tower, No. 8 Lam Chak Street, Kowloon Bay, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy or office copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holder may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present in person or by proxy whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The Register of Members of the Company will be closed from Monday, 19 June, 2017 to Thursday, 22 June, 2017, both days inclusive, during which period no transfer of shares will be registered, for the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Friday, 16 June, 2017.
5. For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Monday, 3 July, 2017 to Wednesday, 5 July, 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Tricor Standard Limited at the aforementioned address not later than 4:00 p.m. on Friday, 30 June, 2017.