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

If you have sold or transferred all your shares Win Win Way Construction Holdings Ltd. (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Win Win Way Construction Holdings Ltd.

恆誠建築控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 994)

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

A notice convening the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 12 June 2018 at 10:30 a.m. is set out on pages 18 to 23 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

24 April 2018

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DEFINITIONS

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 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 12 June 2018 at 10:30 a.m. (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM set out on pages 18 to 23 of this circular
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Win Win Way Construction Holdings Ltd., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 3 of the “Letter from the Board” contained in this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in paragraph 3 of the “Letter from the Board” contained in this circular
“Latest Practicable Date”	18 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing memorandum of association of the Company
“Repurchase Mandate”	as defined in paragraph 3 of the “Letter from the Board” contained in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



Win Win Way Construction Holdings Ltd.
恆誠建築控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 994)

Chairman and executive Director:

Mr. Lee Kai Lun

Executive Directors:

Dr. Kan Hou Sek, Jim

Mr. Lee Sai Man

Mr. Wong Siu Kwai

Mr. Kwong Po Lam

Independent non-executive Directors:

Mr. Fan Siu Kay

Mr. Leung William Wai Kai

Mr. Lo Chi Leung

Registered Office:

Clifton House

75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 902-3, 9/F

Nan Fung Commercial Centre

19 Lam Lok Street, Kowloon Bay

Kowloon, Hong Kong

24 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among other matters, the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors.

LETTER FROM THE BOARD

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS

The annual report 2017 incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31 December 2017 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

3. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to approve the granting to the Directors of a general and unconditional mandate to allot, issue or deal with issued Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution (the “**Issue Mandate**”). As at the Latest Practicable Date, a total of 512,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 102,400,000 Shares.

At the AGM, an ordinary resolution will also be proposed to approve the granting to the Directors of a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the number of Shares in issue as at the date of passing such resolution (the “**Repurchase Mandate**”). As at the Latest Practicable Date, a total of 512,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 51,200,000 Shares.

In addition, an ordinary resolution will be proposed at the AGM that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate number of Shares in issue as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares of which may be allotted and issued under the Issue Mandate (the “**Extension Mandate**”).

LETTER FROM THE BOARD

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant thereto.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) of the Articles, Dr. Kan Hou Sek, Jim (executive Director), Mr. Lee Sai Man (executive Director) and Mr. Wong Siu Kwai (executive Director), will retire as Director by rotation and, being eligible, offers himself for re-election as Director at the AGM. Particulars of Dr. Kan Hou Sek, Jim, Mr. Lee Sai Man and Mr. Wong Siu Kwai are set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the AGM, KPMG be re-appointed as the auditor of the Company for the year ending 31 December 2018.

6. AGM AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 18 to 23 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for holding the AGM or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong. 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 should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, (i) no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM; and (ii) as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he/she/it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his/her/its Shares to a third party, either generally or on a case-by-case basis.

7. RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of Directors 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 set out in the AGM Notice.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 7 June 2018 to Tuesday, 12 June 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 June 2018.

9. GENERAL INFORMATION

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

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.

Yours faithfully,

By order of the Board of Directors
Win Win Way Construction Holdings Ltd.
Lee Kai Lun
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 512,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 51,200,000 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Share 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 earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2017, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases 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 which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The monthly highest and lowest prices at which the Shares have traded on the Stock Exchange since 17 July 2017, being the listing date, and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2017	1.51	0.84
August 2017	1.75	0.75
September 2017	1.81	1.22
October 2017	1.40	0.87
November 2017	1.11	0.86
December 2017	0.98	0.80
January 2018	0.85	0.69
February 2018	0.90	0.60
March 2018	0.83	0.68
April 2018 (up to the Latest Practicable Date)	1.25	0.66

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 Rule 26 of the Takeovers Code.

APPENDIX I**EXPLANATORY STATEMENT
ON THE REPURCHASE MANDATE**

As at the Latest Practicable Date, according to the register 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, the following persons were interested in 5% or more of the then issued share capital of the Company:

Name	Number of Shares/underlying shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Condover Assets Limited (“ Condover Assets ”)	384,000,000	75.00%	83.33%
Dr. Kan Hou Sek, Jim (“ Dr. Kan ”)	384,000,000 <i>(Note 1)</i>	75.00%	83.33%
Mr. Lee Sai Man (“ Mr. SM Lee ”)	384,000,000 <i>(Note 2)</i>	75.00%	83.33%
Mr. Wong Siu Kwai (“ Mr. Wong ”)	384,000,000 <i>(Note 3)</i>	75.00%	83.33%
Ms. Poon Man Yee	384,000,000 <i>(Note 4)</i>	75.00%	83.33%
Ms. Sheba Kishinchand Daswani	384,000,000 <i>(Note 5)</i>	75.00%	83.33%
Ms. Ho Lai Kuen	384,000,000 <i>(Note 6)</i>	75.00%	83.33%

Notes:

1. Dr. Kan beneficially owns approximately 33.33% of the issued share capital of Condover Assets. Therefore, Dr. Kan is deemed, or taken to be, interested in all the Shares held by Condover Assets for the purpose of the SFO. Dr. Kan is a director of Condover Assets.
2. Mr. SM Lee beneficially owns approximately 33.33% of the issued share capital of Condover Assets. Therefore, Mr. SM Lee is deemed, or taken to be, interested in all the Shares held by Condover Assets for the purpose of the SFO. Mr. SM Lee is a director of Condover Assets.

3. Mr. Wong beneficially owns approximately 33.33% of the issued share capital of Condover Assets. Therefore, Mr. Wong is deemed, or taken to be, interested in all the Shares held by Condover Assets for the purpose of the SFO. Mr. Wong is a director of Condover Assets.
4. Ms. Poon Man Yee is the spouse of Dr. Kan. Accordingly Ms. Poon Man Yee is deemed, or taken to be, interested in all the Shares in which Dr. Kan is interested for the purpose of the SFO.
5. Ms. Sheba Kishinchand Daswani is the spouse of Mr. SM Lee. Accordingly Ms. Sheba Kishinchand Daswani is deemed, or taken to be, interested in all the Shares in which Mr. SM Lee is interested for the purpose of the SFO.
6. Ms. Ho Lai Kuen is the spouse of Mr. Wong. Accordingly Mr. Wong is deemed, or taken to be, interested in all the Shares in which Mr. Wong is interested for the purpose of the SFO.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above substantial shareholders would be increased to approximately the respective percentages shown in the last column above (assuming that the number of Shares in which each of such persons is interested and the then number of total Shares then in issue remain the same).

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

However, a repurchase of the Shares pursuant to the Repurchase Mandate may result in the number of Shares held by the public being reduced to less than the prescribed percentage of the Shares (being 25% as prescribed under Rule 8.08 of the Listing Rules) then in issue. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 25%. The Company will comply with the public float requirement under the Listing Rules.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. GENERAL

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

Dr. Kan Hou Sek, Jim

Dr. Kan Hou Sek, Jim (“Dr. Kan”), aged 60, is an executive Director of our Group and is responsible for business development, quality and technical assurance. Dr. Kan joined our Group in January 2003 and appointed as the executive Director on 5 October 2015. He has over 25 years of experience in the constitution industry in Hong Kong. Dr. Kan obtained a degree of Bachelor of Science from the Heriot-Watt University in July 1981, majoring in civil engineering. He also obtained a degree of Master of Science in Engineering Geology from Imperial College of Science and Technology in August 1983. In December 1987, Dr. Kan was awarded the degree of Doctor of Philosophy by the Victoria University of Manchester. Before joining our Group, Dr. Kan was employed as an engineer in Sir William Halcrow & Partners Limited in the United Kingdom from April 1986 to September 1988. Dr. Kan then joined Tralfagar House Technology Limited in the United Kingdom as a senior geotechnical engineer from October 1988 to January 1989. After that, Dr. Kan worked in New World Development Company Limited in Hong Kong from February 1989 to April 1992 and his last position was the chief geotechnical engineer who was responsible for providing geotechnical consultancy services. Dr. Kan then joined Sunlink Limited, which was a foundation construction firm, as a director from May 1992 to March 2003. At the same period, Dr. Kan also served as the director of Precast Piling & Engineering Company Limited. From 1994 to 1997, Dr. Kan served as the director and general manager of Shanghai Metro-Sunlink Real Estate Limited, which was a property developer. During 1998 to 1999, Dr. Kan also served as commercial representative of People’s Government of Wuqing District in Tianjin of the PRC. Then, Dr. Kan worked as a Technical Director in Join Ocean Construction Machinery Engineering Company Limited which was a construction contractor from 2003 to February 2004. From November 1993 to 1997, Dr. Kan worked as director at Waysome International (Tianjin) Hotel Limited which was conducting hotel operation. From January 1994 to 1997, Dr. Kan also worked as director at Hotel (Tianjin) Property Development Limited which was conducting property development. Since July 1993, Dr. Kan has been acting as the general manager of Waysome Taxi (Tianjin) Company Limited which is conducting taxi rental business. From June 2009 to October 2014, Dr. Kan worked as director at Parsons Brinckerhoff (Tianjin) Limited which was conducting construction engineering design and consultancy services.

Dr. Kan has entered into a service agreement with the Company for a term of three years commencing on 17 July 2017 unless terminated (without cause) by either party by giving to the other party not less than three months' written notice. Under the service agreement, Dr. Kan is entitled to an annual remuneration of HK\$1,183,000 and a discretionary bonus. Dr. Kan's emoluments, including the annual remuneration and discretionary bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. Dr. Kan is a director of Win Win Way Investment Holdings Limited, Win Win Way Construction Holdings Co., Limited, Win Win Way Construction Co., Limited, Win Win Way Quarry (Saipan), LLC, Win Win Way Concrete (Saipan), LLC, Win Win Way Construction Co., (Saipan) Inc., Win Win Way Materials Holdings Limited and Win Win Way Materials Supply Limited, all being subsidiaries of the Company.

Mr. Lee Sai Man

Mr. Lee Sai Man ("Mr. SM Lee"), aged 58, is an executive Director of our Group and is responsible for business development, tendering process and daily operation. Mr. SM Lee joined our Group in 2000 and appointed as the executive Director on 5 October 2015. Mr. SM Lee was awarded a Diploma in Civil Engineering Studies from the Technical Institute of Education Department of Hong Kong in July 1981. Mr. SM Lee has over 20 years of experience in the construction industry in Hong Kong. Before joining our Group, Mr. SM Lee was a technician engineer of Franki Contractors Limited from July 1981 to June 1982. Mr. SM Lee then worked in Shine Construction Company Limited as a site engineer from July 1982 to May 1985. Mr. SM Lee joined Leighton Bruckner Foundation Engineering Limited as a site agent from May 1985 to March 1994. After that, Mr. SM Lee worked in Intrusion Prepakt (Far East) Limited as a project manager. Mr. SM Lee served as a production manager of Sum Tat Piling & Engineering Company Limited from October 1995 to February 1997. During October 1997 to December 2005, he was a director of Polystar Engineering Limited. The above mentioned companies were all foundation contractors.

Mr. SM Lee has entered into a service agreement with the Company for a term of three years commencing on 17 July 2017 unless terminated (without cause) by either party by giving to the other party not less than three months' written notice. Under the service agreement, Mr. SM Lee is entitled to an annual remuneration of HK\$1,183,000 and a discretionary bonus. Mr. SM Lee's emoluments, including the annual remuneration and discretionary bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. Mr. SM Lee is a director of Win Win Way Investment Holdings Limited, Win Win Way Construction Holdings Co., Limited, Win Win Way Construction Co., Limited, Win Win Way Materials Holdings Limited and Win Win Way Materials Supply Limited, all being subsidiaries of the Company.

Mr. Wong Siu Kwai

Mr. Wong Siu Kwai (“**Mr. Wong**”), aged 54, is an executive Director of our Group. Mr. Wong is responsible for production, site management and supervision. Mr. Wong is a founder of our Group and appointed as the executive Director on 5 October 2015. Mr. Wong has over 30 years of experience in the construction industry in Hong Kong. Mr. Wong attended secondary school education in Hong Kong and graduated in July 1982. He has been awarded a Technically Competent Person T1 Certificate by the Construction Industry Training Authority of Hong Kong in May 2005. Before founding our Group, Mr. Wong worked as a site engineer of Shine Construction Company Limited which was a foundation contractor from August 1982 to March 1985. Mr. Wong was employed as a leveler by Leighton Bruckner Foundation Engineering Limited which was a foundation contractor from April 1987 to April 1990. Mr. Wong was a partner of Lung Tang Construction Company which was a civil engineering contractor from April 1990 to February 1999.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing on 17 July 2017 unless terminated (without cause) by either party by giving to the other party not less than three months’ written notice. Under the service agreement, Mr. Wong is entitled to an annual remuneration of HK\$1,183,000 and a discretionary bonus. Mr. Wong’s emoluments, including the annual remuneration and discretionary bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. Mr. Wong is a director of Win Win Way Investment Holdings Limited, Smart City Engineering Holdings Limited, Smart City Engineering Limited, Win Win Way Construction Holdings Co., Limited, Win Win Way Construction Co., Limited and Win Win Way Construction Co., (Saipan) Inc., all being subsidiaries of the Company.

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the Directors, the Directors confirmed that:

- (a) each of Dr. Kan, Mr. SM Lee and Mr. Wong does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (which have the meaning ascribed to them respectively under the Listing Rules) of the Company;
- (b) each of Dr. Kan, Mr. SM Lee and Mr. Wong has no other interests in the shares of the Company within the meaning of Part XV of the SFO;

APPENDIX II**DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

- (c) each of Dr. Kan, Mr. SM Lee and Mr. Wong does not hold any other positions in the Company or any member of the Group; and
- (d) each of Dr. Kan, Mr. SM Lee and Mr. Wong does not hold any other directorships in listed public companies in the last three years in Hong Kong or overseas.

GENERAL

Save as disclosed herein, the Board is not aware of any other matters which need to be brought to the attention of the Shareholders in relation to the above Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Win Win Way Construction Holdings Ltd. 恆誠建築控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 994)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Win Win Way Construction Holdings Ltd. (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 12 June 2018 at 10:30 a.m for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2017;
2. each as a separate resolution, to re-elect the retiring directors (namely, Dr. Kan Hou Sek, Jim, Mr. Lee Sai Man and Mr. Wong Siu Kwai) and to authorise the board of directors to fix the remuneration of the directors of the Company;
3. to re-appoint KPMG as the auditors of the Company and to authorise the board of directors to fix their remuneration;

and, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions (with or without modifications):

4. “**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 “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights, including warrants to subscribe for shares of the Company and other securities, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);

- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under all share option schemes of the Company (or similar arrangements) adopted from time to time in accordance with the 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 or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution; and

 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company under the authority granted to the directors of the Company as referred to in resolution numbered 6 below,

and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

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(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 law of the Cayman Islands or any other applicable laws 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 of the Company by this resolution;

“**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 of the Company 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 of the Company 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).”

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5. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to purchase 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 which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, 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 aggregate number of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue 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
 - (c) 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 law of the Cayman Islands or any other applicable laws 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 of the Company by this resolution.”

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6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above, provided that such extended amount shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of passing of this resolution.”

By order of the Board
Win Win Way Construction Holdings Ltd.
Lee Kai Lun
Chairman

Hong Kong, 24 April 2018

As at the date of this notice, the directors of the Company are as follows:

Executive Directors:

Mr. Lee Kai Lun (Chairman)
Dr. Kan Hou Sek, Jim
Mr. Lee Sai Man
Mr. Wong Siu Kwai
Mr. Kwong Po Lam

Independent non-executive Directors:

Mr. Fan Siu Kay
Mr. Leung William Wai Kai
Mr. Lo Chi Leung

*Head office and principal place of business
in Hong Kong:*

Room 902-3, 9/F.
Nan Fung Commercial Centre
19 Lam Lok Street, Kowloon Bay
Kowloon, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. 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. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney, must be deposited at the share registrar of the Company, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
3. In relation to the proposed resolutions numbered 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company.
4. In relation to the proposed resolution numbered 5 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The directors of the Company have no immediate plans to repurchase any shares of the Company pursuant to the mandate to be granted under the proposed resolution numbered 5 above.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above 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. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.