
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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kingbo Strike Limited (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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KINGBO STRIKE LIMITED

工 蓋 有 限 公 司 *

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1421)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF INDEPENDENT AUDITOR;**
- (4) PROPOSED CHANGE OF COMPANY NAME;**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Unit 903A, 9th Floor, Mirror Tower, No. 61 Mody Road, Tsim Sha Tsui East, Hong Kong on Friday, 13 December 2024 at 10:00 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Wednesday, 11 December 2024 (Hong Kong time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish and in such event, the form of proxy shall be deemed to be revoked.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	9
APPENDIX II — EXPLANATORY STATEMENT ON GENERAL MANDATE TO REPURCHASE SHARES	13
NOTICE OF AGM	16

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 Unit 903A, 9th Floor, Mirror Tower, No. 61 Mody Road, Tsim Sha Tsui East, Hong Kong on Friday, 13 December 2024 at 10:00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force, as amended, supplemented or modified from time to time, and “Article” shall mean the provisions contained in the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the meaning as defined in the Listing Rules
“Company”	Kingbo Strike Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries, and “members of the Group” shall mean the Company and/or any of its subsidiary(ies)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the proposed general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Shares up to a maximum of 20% of the number of issued Shares (excluding treasury Shares if any) as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	25 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Kingbo Strike Limited” to “Prosperity Group International Limited” and the adoption of “恒昌集團國際有限公司” as the dual foreign name in Chinese of the Company
“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury Shares if any) as at the date of passing of the relevant resolution at the AGM
“Share(s)”	ordinary share(s) of HK\$0.2 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

KINGBO STRIKE LIMITED

工 蓋 有 限 公 司 *

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1421)

Board of Directors

Executive Directors:

Mr. Liu Yancheng (*Chairman*)

Mr. Yao Runxiong

Mr. Wu Yifeng

Independent Non-executive Directors:

Dr. Luo Xiaodong

Mr. Chen Yeung Tak

Mr. Wang Haoyuan

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong:

Unit 1202, 12th Floor

Mirror Tower

No. 61 Mody Road

Tsim Sha Tsui East

Hong Kong

30 October 2024

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF RETIRING DIRECTORS;

(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR;

(4) PROPOSED CHANGE OF COMPANY NAME;

AND

(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of AGM and information in respect of certain resolutions to be proposed at the AGM to be held on Friday, 13 December 2024, relating to, among other things, (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; (iii) the re-appointment of independent auditor; and (iv) the Proposed Change of Company Name.

* *For identification purpose only*

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to ordinary resolutions passed at the Company's annual general meeting held on Friday, 15 December 2023, the Directors were granted (a) a general unconditional mandate to exercise their powers to allot, issue and deal with not more than 16,683,360 shares of HK\$0.2 each, being 20% of the number of issued shares of the Company as at 15 December 2023; and (b) a general unconditional mandate to exercise the powers of the Company to repurchase not more than 8,341,680 shares of HK\$0.2 each, being 10% of the number of issued shares of the Company as at 15 December 2023. These general mandates will expire at the conclusion of the AGM. As at the Latest Practicable Date, all the general mandates have not been utilised and no Shares have been issued or repurchased by the Company whether on the Stock Exchange or otherwise. In order to provide continuous flexibility to the Directors, resolutions will be proposed at the AGM to seek the approval of Shareholders to grant the Issue Mandate and the Repurchase Mandate.

(a) Issue Mandate

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

As at the Latest Practicable Date, the total number of Shares in issue was 125,125,200 Shares. Subject to the passing of the proposed resolution for approving the Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed to issue up to a limit of 25,025,040 Shares under the Issue Mandate.

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

(b) Repurchase Mandate

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

LETTER FROM THE BOARD

As at the Latest Practicable Date, the total number of Shares in issue was 125,125,200 Shares. Subject to the passing of the proposed resolution for approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Company would be allowed to repurchase up to a limit of 12,512,520 Shares under the Repurchase Mandate.

(c) Extend the Issue Mandate

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

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3), any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Pursuant to Article 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Pursuant to Article 84(2), a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with the Articles of Association, Dr. Luo Xiaodong, Mr. Chen Yeung Tak, Mr. Wang Haoyuan and Mr. Wu Yifeng shall retire by rotation in the forthcoming annual general meeting of the Company. Dr. Luo Xiaodong, Mr. Chen Yeung Tak, Mr. Wang Haoyuan and Mr. Wu Yifeng, being eligible, have offered themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect Mr. Wu Yifeng as executive Director and Dr. Luo Xiaodong, Mr. Chen Yeung Tak and Mr. Wang Haoyuan as independent non-executive Directors.

Biographical details of Dr. Luo Xiaodong, Mr. Chen Yeung Tak, Mr. Wang Haoyuan and Mr. Wu Yifeng are set out in Appendix I to this circular.

RE-APPOINTMENT OF THE INDEPENDENT AUDITOR

Moore CPA Limited will retire as the independent auditor of the Company at the AGM and being eligible offer themselves for re-appointment as the independent auditor of the Company. The Board upon the recommendation of the audit committee of the Board, proposes to re-appoint Moore CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Kingbo Strike Limited” to “Prosperity Group International Limited”, and to adopt “恒昌集團國際有限公司” as the dual foreign name in Chinese of the Company.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the AGM; and
- (b) approval of the Registrar of Companies in Cayman Islands for the Proposed Change of Company Name.

The Proposed Change of Company Name will take effect after satisfaction of the above conditions and from the date of entry of the new English name and dual foreign name in Chinese of the Company into the register of companies maintained by the Registrar of Companies in Cayman Islands in place of the existing names. The Registrar of Companies in Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will provide the Company with a new corporate image which will enable the Group to better identify itself and capture potential business opportunities for its future development. Accordingly, the Board is of the view that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders and the trading of the Shares on the Stock Exchange. After the Proposed Change of Company Name has become effective, any new issue of share certificates of the Company will be issued in the new English name and dual foreign name in Chinese of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name has become effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

LETTER FROM THE BOARD

The Company will make further announcement(s) to inform the Shareholders of the poll results of the special resolution, the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading of Shares on the Stock Exchange and other relevant changes as and when appropriate.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of AGM is set out on pages 16 to 20 of this circular.

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

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Tuesday, 10 December 2024 to Friday, 13 December 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 9 December 2024.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.kingbostrike.com>). Whether or not the Shareholders are able to attend the AGM, they are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Wednesday, 11 December 2024 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

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

GENERAL

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

MISCELLANEOUS

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

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

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

EXECUTIVE DIRECTOR

Mr. Wu Yifeng (“**Mr. Wu**”), aged 40, obtained a bachelor degree in finance from Beijing Normal University (Zhuhai Campus) in 2007. From 2007 to 2015, he has worked in the investment banking department of China Construction Bank, Guangzhou Economic Development District subbranch and Guangdong branch and was mainly responsible for businesses including personal finance, wealth management product, bond underwriting and funds. From 2016 to 2018, he has worked in 川財證券有限責任公司 (China Chuancai Securities Co., Ltd*) and was mainly responsible for bond financing businesses. From 2019 to 2023, he has managed 廣州紅溢私募證券投資有限公司 (Guangzhou Hongyi Private Securities Investment Co., Ltd.*) and was mainly responsible for businesses including business management consulting, investment and financing consulting. As at the Latest Practicable Date, Mr. Wu is beneficially interested in 6,110,000 shares of the Company, representing approximately 4.883% of the total issued share capital of the Company.

The Company has entered into a service agreement with Mr. Wu for a term of three years commencing on the date of his appointment and subject to retirement by rotation and reelection by the Shareholders as well as other related provisions as stipulated in the Articles of Association and the Listing Rules. Pursuant to the said service agreement, the directorship may be terminated by either party thereto by giving to the other a three months’ prior notice in writing. The remuneration of Mr. Wu as an executive Director is HK\$80,000 per month, which was determined by the Board upon recommendation from the remuneration committee of the Board with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu (i) does not hold any other position with the Company or other members of the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules); (iii) has not held any directorship in other public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments; and (iv) does not have any other interests or short position in the securities of the Company or its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

INDEPENDENT NON-EXECUTIVE DIRECTORS

- (1) Dr. Luo Xiaodong (“**Dr. Luo**”), aged 38, was appointed as an independent non-executive Director on 5 January 2017. He graduated from Shandong University with a bachelor’s degree in civil engineering in 2009. He further obtained a master’s degree in structure

* For identification purpose only

engineering from the University of Dundee in 2011 and a doctorate degree in civil engineering from the University of Hong Kong in 2016. Dr. Luo has been working in the construction industry since 2016.

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

Pursuant to the said letter of appointment, the directorship may be terminated by either party thereto by giving to the other a three months' prior notice in writing. The annual remuneration of Dr. Luo as an independent non-executive Director is HK\$156,000 per annum which is determined by the Board with reference to his role and responsibilities and the prevailing market conditions.

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

As at the Latest Practicable Date, Dr. Luo does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

- (2) Mr. Chen Yeung Tak (“**Mr. Chen**”), aged 39, graduated from The Hong Kong Polytechnic University with a Bachelor of Arts in Accountancy in December 2006. He has been a member and a fellow of the Hong Kong Institute of Certified Public Accountants (“**CPA**”) since January 2011 and September 2021 respectively. He is also a CPA (Practising) registered in the Accounting and Financial Reporting Council.

Mr. Chen has over 15 years of experience in auditing, accounting and financial management, treasury, internal control, corporate governance and company secretarial matters. Mr. Chen has worked in international accounting firms and Blue River Holdings Limited (formerly known as PYI Corporation limited, the shares of which are listed on the Stock Exchange) (stock code: 498). From December 2017 to November 2021, Mr. Chen served as an independent non-executive director of AV Promotions Holdings limited, the shares of which are listed on GEM operated by the Stock Exchange (stock code: 8419). Mr. Chen is currently a company secretary of Kingland Group Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 1751) and he also served as its executive director from May 2020 to June 2022.

Mr. Chen is an independent non-executive director of the following companies respectively: DT Capital Limited, the shares of which are listed on the Stock Exchange (stock code: 356); WEIi Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 2372); and Gain Plus Holdings, the shares of which are listed on the Stock Exchange (stock code: 9900). Mr. Chen also serves as an independent director of Onion Global Limited, a company formerly listed on New York Stock Exchange (stock code: NYSE: OG) and currently listed on U.S. OTC Market (stock code: OGBLY:OG).

Mr. Chen has entered into a letter of appointment with the Company for a term of 2 years commencing from 26 January 2024, subject to requirements relating to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The letter of appointment is subject to the termination by either party giving at least three (3) months' notice in writing to the other. Mr. Chen is entitled to a director's fee of HK\$180,000 per annum, as determined by reference to his qualification, the time and effort involved in his duties and responsibilities in the Company and the prevailing market conditions.

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

As at the Latest Practicable Date, Mr. Chen does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

- (3) Mr. Wang Haoyuan (“**Mr. Wang**”), aged 29, obtained a bachelor's degree in commerce from the University of Western Australia and a master's degree in investment management from the Hong Kong University of Science and Technology in 2018 and 2020 respectively. Between April 2020 and January 2023, he worked in various private companies as research analyst, including Country Garden Venture Capital (碧桂園創投) and Bear (小熊電器). Since March 2023, he has been working in an asset management firm which engages in private securities investment and asset management services in China.

Mr. Wang has entered into a letter of appointment with the Company for a term of 2 years commencing from 1 March 2024, subject to requirements relating to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Wang is entitled to a director's fee of HK\$156,000 per annum, as determined by reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

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

As at the Latest Practicable Date, Mr. Wang does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 125,125,200 Shares of par value of HK\$0.2 each and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 125,125,200 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 12,512,520 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares if any) as at the date of the AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or if authorised by the laws of the Company's place of incorporation and its Articles of Association, hold them as treasury shares.

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

3. FUNDING OF SHARE REPURCHASE

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

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements of the Company for the year ended 30 June 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months (and from October 2023 up to and including the Latest Practicable Date) were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
October	0.51	0.43
November	0.43	0.395
December	0.46	0.295
2024		
January	0.435	0.35
February	0.37	0.285
March	0.518	0.31
April	0.435	0.33
May	0.45	0.31
June	0.44	0.325
July	0.48	0.37
August	0.46	0.33
September	0.44	0.315
October (up to the Latest Practicable Date)	0.355	0.27

6. GENERAL

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

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

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

7. TAKEOVERS CODE

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

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

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

8. SHARE REPURCHASE MADE BY THE COMPANY

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

KINGBO STRIKE LIMITED

工蓋有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1421)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Kingbo Strike Limited (the “**Company**”) will be held at Unit 903A, 9th Floor, Mirror Tower, No. 61 Mody Road, Tsim Sha Tsui East, Hong Kong on Friday, 13 December 2024 at 10:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited financial statements and report of the directors (the “**Directors**”) and the independent auditors’ report of the Company for the year ended 30 June 2024.
2. (a) To re-elect the following retiring Directors:
 - (i) Mr. Wu Yifeng as an executive Director;
 - (ii) Dr. Luo Xiaodong as an independent non-executive Director;
 - (iii) Mr. Chen Yeung Tak as an independent non-executive Director; and
 - (iv) Mr. Wang Haoyuan as an independent non-executive Director.
- (b) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the respective Directors.
3. To re-appoint Moore CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal in shares of HK\$0.2

* For identification purpose only

NOTICE OF AGM

each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the Shares in the capital of the Company to be issued either during or after the end of the Relevant Period;

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

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association and any applicable laws and regulations of the Cayman Islands to be held; or

- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

NOTICE OF AGM

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

5. “**THAT:**

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

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

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

NOTICE OF AGM

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

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution which will be proposed, as special resolution of the Company:

SPECIAL RESOLUTION

7. “**THAT, AS A SPECIAL RESOLUTION:**

Subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands (the “**Registrar**”) having been obtained by way of issue of a certificate of incorporation on change of name, the existing English name of the Company be changed from “Kingbo Strike Limited” to “Prosperity Group International Limited”, and “恒昌集團國際有限公司” be adopted as the dual foreign name of the Company in Chinese (the “**Proposed Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that anyone of the Directors, the secretary or the registered office provider or the share registrars of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents, including under seal where appropriate, as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filings for and on behalf of the Company.”

By Order of the Board
Kingbo Strike Limited
Liu Yancheng
Chairman

Hong Kong, 30 October 2024

NOTICE OF AGM

Registered office:

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

Principal place of business in Hong Kong:

Unit 1202, 12th Floor
Mirror Tower
No. 61 Mody Road
Tsim Sha Tsui East
Hong Kong

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 10:00 a.m. on Wednesday, 11 December 2024 (Hong Kong time). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 10 December 2024 to Friday, 13 December 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the right to attend and vote at the meeting or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 9 December 2024.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.kingbostrike.com> and on the HKExnews website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. As at the date of this notice, the Board comprises Mr. LIU Yancheng (Chairman), Mr. WU Yifeng and Mr. YAO Runxiong as executive Directors and Dr. LUO Xiaodong, Mr. CHEN Yeung Tak and Mr. WANG Haoyuan as independent non-executive Directors.