
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
NEW SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at 30 Orange Grove Road, Singapore 258352 on Friday, 14 November 2014 at 10:00 a.m. is set out on pages 11 to 13 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. 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 event, the form of proxy shall be deemed to be revoked.

* *For identification purpose only*

16 October 2014

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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 convened and held to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and proposed re-election of Directors
“Articles of Association”	the articles of association of the Company, and “ Article ” shall mean an article of the Articles of Association
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Company”	Kingbo Strike Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue as at the date of the passing of such resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 October 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“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)

Executive Directors:

Mr Yeo Jiew Yew

Mr Sim Yew Heng

Independent non-executive Directors:

Mr Ng Tiow Swee (*Chairman*)

Ms Wong Siew Chuan

Mr Chen Jianyuan, Edwin

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

19/F, Prosperity Tower

39 Queen's Road Central

Central

Hong Kong

16 October 2014

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide you with information in relation to the resolutions to be proposed at the AGM (i) to grant the General Mandate to the Directors; (ii) to re-elect the Directors; and (iii) to give you the notice of the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

GENERAL MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate. An ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

As at the Latest Practicable Date, the Company has an aggregate of 640,000,000 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 128,000,000 Shares.

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

RE-ELECTION OF DIRECTORS

According to Article 83(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 83(3), Mr Yeo Jiew Yew (“**Mr Yeo**”), Mr Sim Yew Heng (“**Mr Sim**”), Mr. Ng Tiow Swee (“**Mr Ng**”), Ms Wong Siew Chuan (“**Ms Wong**”) and Mr Chen Jianyuan, Edwin (“**Mr Chen**”) shall retire from their offices as Directors. Being eligible, each of Mr Yeo, Mr Sim, Mr Ng, Ms Wong and Mr Chen would offer himself/herself for re-election as Director. At the AGM, an ordinary resolution will be proposed to re-elect each of Mr Yeo and Mr Sim as executive Directors, and Mr Ng, Ms Wong and Mr Chen as independent non-executive Directors.

Particulars relating to Mr Yeo, Mr Sim, Mr Ng, Ms Wong and Mr Chen are set out in the appendix to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at 30 Orange Grove Road, Singapore 258352 on Friday, 14 November 2014 at 10:00 a.m. is set out on pages 11 to 13 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, (i) to grant the General Mandate to the Directors; and (ii) to re-elect the Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. 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 event, the form of proxy shall be deemed to be revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

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.

RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

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 appendix to this circular.

Yours faithfully
For and on behalf of the Board
Kingbo Strike Limited
Yeo Jiew Yew
Managing Director

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

EXECUTIVE DIRECTORS

Mr Yeo Jiew Yew (“Mr Yeo”) (岑有孝)

Mr Yeo, aged 59, founder of our Group, was appointed as our Director on 19 June 2013 and re-designated as our Executive Director, managing director, member of remuneration committee and nomination committee of the Company on 9 December 2013. Mr Yeo is also the director of our subsidiary, Strike Electrical Engineering Pte Ltd (“Strike Singapore”), appointed on 21 April 2009. Mr Yeo is responsible for our Group’s overall management, strategic planning and business development. He has approximately 30 years of experience in the electrical engineering industry. Mr Yeo started his career as an electrical apprentice in 1969. Upon acquiring the necessary skills and knowledge of the electrical engineering business, Mr Yeo founded Victrad Enterprise (Pte) Ltd (“Victrad”) in 1981 and served as its managing director till now. Victrad is an investment holding company and a substantial shareholder of the Company. Apart from the Group, Mr Yeo is a non-executive director of Lantrovision (S) Ltd, a company listed on the Singapore Exchange Securities Trading Limited engaged in business of providing information technology infrastructure, cabling services and selling structured cabling systems and components, since 28 August 2008. Mr Yeo is also a member of the school management committee of Pei Chun Public School, a primary school in Singapore since 1996. Mr Yeo is the brother of Mr Sim Yew Heng.

Mr Yeo has entered into a service agreement with Strike Singapore for a term of two years commencing from 30 December 2013. The service agreement is automatically renewable for successive terms of one year, unless terminated by not less than three months’ notice in writing served by either party on the other. His annual director’s emolument is S\$218,925 (approximately HK\$1,356,788) for the year ended 30 June 2014 which was based on the recommendation from the remuneration committee of the Company. The aforesaid remuneration was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr Yeo does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. Mr Yeo is deemed to be interested in 480,000,000 Shares, representing 75% of the existing issued share capital of the Company registered in the name of Victrad, a controlled corporation, which is owned as to 50% by Mr. Yeo, within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr Yeo that need to be brought to the attention of the Shareholders nor is there any information relating to Mr Yeo that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr Sim Yew Heng (“Mr Sim”) (岑有興)

Mr Sim, aged 53, was appointed as our Director on 19 June 2013 and re-designated as our Executive Director on 9 December 2013. Mr Sim is also a director of Strike Singapore, appointed on 21 April 2009. Mr Sim is responsible for leading our operational departments and providing guidance and management experience in project management and contract negotiation. Mr Sim started his career in 1976 as an electrical apprentice with an electrical engineering subcontractor. He has approximately 30 years of experience in the electrical engineering industry, and is capable of handling large-scale projects, including analyses in tendering for potential projects. Mr Sim is also a director of Victrad and he is the brother of Mr Yeo Jiew Yew.

Mr Sim has entered into a service agreement with Strike Singapore for a term of two years commencing from 30 December 2013. The service agreement is automatically renewable for successive terms of one year, unless terminated by not less than three months’ notice in writing served by either party on the other. His annual director’s emolument is S\$236,900 (approximately HK\$1,468,188) for the year ended 30 June 2014 which was based on the recommendation from the remuneration committee of the Company. The aforesaid remuneration was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr Sim does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. Mr Sim is deemed to be interested in 480,000,000 Shares, representing 75% of the existing issued share capital of the Company registered in the name of Victrad, a controlled corporation, which is owned as to 50% by Mr. Sim, within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr Sim that need to be brought to the attention of the Shareholders nor is there any information relating to Mr Sim that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr Ng Tiow Swee (“Mr Ng”) (黃朝瑞)**

Mr Ng, age 57, was appointed as our chairman of the Board, independent non-executive Director, chairman of remuneration committee and nomination committee of the Company and member of audit committee of the Company on 9 December 2013, and is responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of our Company. Mr Ng graduated in 26 May 1981 from the National University of Singapore with a Bachelor degree in Business Administration. Mr Ng has 30 years of working experience in the sales and distribution of electrical installation equipment business in Singapore.

Mr Ng has entered into a letter of appointment with the Company for a term of two years commencing from 30 December 2013 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. His annual director's emolument is S\$11,667 (approximately HK\$72,304) for the year ended 30 June 2014 which was based on the recommendation from the remuneration committee of the Company. The aforesaid remuneration was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr Ng does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. Mr Ng has no shares of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr Ng that need to be brought to the attention of the Shareholders nor is there any information relating to Mr Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms Wong Siew Chuan (“Ms Wong”) (黃秀娟)

Ms Wong, aged 48, was appointed as our independent non-executive Director, chairman of audit committee of the Company and member of nomination committee of the Company on 9 December 2013 and is responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of our Company. Ms Wong graduated from the National University of Singapore with a Bachelor of Accountancy degree in 1988 and is a non-practising Fellow Chartered Accountant Singapore with the Institute of Singapore Chartered Accountants. Ms Wong has more than 20 years of experience in accounting and finance.

Ms Wong has entered into a letter of appointment with the Company for a term of two years commencing from 30 December 2013 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Her annual director's emolument is S\$14,583 (approximately HK\$90,380) for the year ended 30 June 2014 which was based on the recommendation from the remuneration committee of the Company. The aforesaid remuneration was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Ms Wong does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. Ms Wong has no shares of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms Wong that need to be brought to the attention of the Shareholders nor is there any information relating to Ms Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr Chen Jianyuan, Edwin (“Mr Chen”) (陳建元)

Mr Chen, aged 32, was appointed as our independent non-executive Director, member of audit committee and remuneration committee of the Company on 9 December 2013 and is responsible for providing independent judgment on issues of strategy, performance, resources and standard of conduct of our Company. Mr Chen graduated from Monash University, Australia, with a honours degree in bachelor of business, specialising in banking and finance in July 2006. Mr Chen has accumulated approximately 6 years of corporate finance experience in Singapore and Hong Kong.

Mr Chen has entered into a letter of appointment with the Company for a term of two years commencing from 30 December 2013 and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. His annual director’s emolument is S\$11,667 (approximately HK\$72,304) for the year ended 30 June 2014 which was based on the recommendation from the remuneration committee of the Company. The aforesaid remuneration was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the then prevailing market conditions.

Save as disclosed above, Mr Chen does not have any relationship with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules) and did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. Mr Chen has no share of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr Chen that need to be brought to the attention of the Shareholders nor is there any information relating to Mr Chen that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

KINGBO STRIKE LIMITED

工 蓋 有 限 公 司 *

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1421)

NOTICE IS HEREBY GIVEN that the annual general meeting of Kingbo Strike Limited (the “**Company**”) will be held at 30 Orange Grove Road, Singapore 258352 on Friday, 14 November 2014 at 10:00 a.m. to transact the following ordinary business, to consider and, if though fit, pass with or without amendments the following resolutions as ordinary resolutions:

1. to receive, consider and approve the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 30 June 2014;
2.
 - (a) to re-elect Mr Yeo Jiew Yew as executive Director;
 - (b) to re-elect Mr Sim Yew Heng as executive Director;
 - (c) to re-elect Mr Ng Tiow Swee as independent non-executive Director;
 - (d) to re-elect Ms Wong Siew Chuan as independent non-executive Director;
 - (e) to re-elect Mr Chen Jianyuan, Edwin as independent non-executive Director; and
 - (f) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Ernst & Young as the auditor of the Company and to authorise the board of Directors to fix their remuneration; and

as special business, to consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolution:

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* *For identification purpose only*

NOTICE OF AGM

- (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 (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any scrip dividend or similar arrangements 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 “**Articles(s)**”) in force from time to time; or (iii) any issue of Shares 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, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution;
- (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, Companies Law (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

NOTICE OF AGM

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

Hong Kong, 16 October 2014

By order of the Board
Kingbo Strike Limited
Yeo Jiew Yew
Managing Director

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

*Principal place of business
in Hong Kong:*
19/F, Prosperity Tower
39 Queen’s Road Central
Central
Hong Kong

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, vote in his stead. A proxy need not be a member of the Company.
- 2 In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In relation to the proposed resolution no. 4 above, approvals are 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 have no immediate plans to issue any Shares other than the Shares which may fall to be issued under any scrip dividend scheme as may be approved by shareholders of the Company.