
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)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) APPOINTMENT OF NEW DIRECTORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (the “Annual General Meeting”) to be held at Admiralty Conference Centre, 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 13 November 2015 at 10:00 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.kingbostrike.com).

Whether or not you are able to attend the Annual General Meeting, 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 A18/F, Asia Orient Tower, 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 Annual General Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting 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

13 October 2015

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Admiralty Conference Centre, 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 13 November 2015 at 10:00 a.m. and notice of which is set out on pages 17 to 20 of this circular, or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“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
“controlling shareholder”	as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 aggregate nominal share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	8 October 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting

DEFINITIONS

“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
“substantial shareholder”	as defined in the Listing Rules
“Takeover Code”	The Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“S\$”	Singapore dollar(s), the lawful currency of Singapore
“%”	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. Peng Rongwu (*Chairman*)

Mr. Yeo Jiew Yew

Non-executive Director:

Mr. Tam Tak Wah

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Ng Tiow Swee

Ms. Wong Siew Chuan

Mr. Ng Wai Hung

Principal place of business in Hong Kong:

19/F, Prosperity Tower

39 Queen's Road Central

Central

Hong Kong

13 October 2015

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF RETIRING DIRECTORS;

(3) APPOINTMENT OF NEW DIRECTORS; AND

(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the notice of Annual General Meeting and information regarding the resolutions to be proposed at the Annual General Meeting 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; and (iii) the appointment of new Directors.

ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to an ordinary resolution passed at the Company's annual general meeting held on Friday, 14 November 2014, the Directors were granted a general unconditional mandate to exercise their powers to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the

* *For identification purpose only*

LETTER FROM THE BOARD

Company as at 14 November 2014. This general mandate will expire at the conclusion of the Annual General Meeting. In order to provide continuous flexibility to the Directors, resolutions will be proposed at the Annual General Meeting to seek the approval of Shareholders to renew the Issue Mandate.

(a) Issue Mandate

At the Annual General Meeting, an ordinary resolution (ordinary resolution no. 4 as set out in the notice of Annual General Meeting) 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 Annual General Meeting), Shares of up to a maximum of 20% of the aggregate nominal value of the share capital of the Company in issue on the date of passing of ordinary resolution no. 4.

As at the Latest Practicable Date, the total number of Shares in issue was 640,000,000 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 Annual General Meeting, the Company would be allowed to issue up to a limit of 128,000,000 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 Annual General Meeting, an ordinary resolution (ordinary resolution no. 5 as set out in the notice of Annual General Meeting) 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 Annual General Meeting), Shares of up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue 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 I to this circular.

As at the Latest Practicable Date, the total number of Shares in issue was 640,000,000 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 Annual General Meeting, the Company would be allowed to repurchase up to a limit of 64,000,000 Shares under the Repurchase Mandate.

(c) Extend the Issue Mandate

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

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF NEW DIRECTORS

Pursuant to Article 83(2), subject to the Articles and The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

Pursuant 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.

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. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Article 83(3), Mr. Peng Rongwu (“**Mr. Peng**”), Mr. Tam Tak Wah (“**Mr. Tam**”) and Mr. Ng Wai Hung (“**Mr. Ng WH**”) shall retire from offices as Directors at the Annual General Meeting. Mr. Peng, Mr. Tam and Mr. Ng WH, being eligible, have offered themselves for re-election at the Annual General Meeting.

In accordance with Articles 84(1) and 84(2), Mr. Ng Tiow Swee (“**Mr. Ng TS**”) and Ms. Wong Siew Chuan (“**Ms. Wong**”), shall retire from offices as Directors at the Annual General Meeting and each of Mr. Ng TS and Ms. Wong will not offer himself/herself for re-election at the Annual General Meeting. Mr. Ng TS and Ms. Wong will retire as independent non-executive Directors with effect from the close of the Annual General Meeting as they intend to devote more time to their other business commitments. Each of Mr. Ng TS and Ms. Wong confirmed that he/she has no disagreement with the Board and there is no other matter in relation to his/her retirement that needs to be brought to the attention of the Shareholders.

In accordance with Article 83(2) and subject to the approval by the Shareholders, the Board proposed to appoint Mr. Leung Po Hon and Mr. Lam Kwan Yau Gilbert to fill the vacancies created by the retirement of Mr. Ng TS and Ms. Wong as independent non-executive Directors, with effect from the close of the Annual General Meeting, having considered their experience, qualifications and diversity of the Board.

LETTER FROM THE BOARD

Biographical details of each Director proposed for re-election and appointment at the Annual General Meeting are set out in Appendix II to this circular as required under rule 13.51(2) of the Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Admiralty Conference Centre, 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 13 November 2015 at 10: 00 a.m. is set out on pages 17 to 20 of this circular.

Ordinary resolutions will be proposed at the Annual General Meeting to approve, among other things, (i) the grant of the Issue Mandate and Repurchase Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the appointment of new Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.kingbostrike.com). Whether or not you are able to attend the Annual General Meeting, 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 A18/F, Asia Orient Tower, 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 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting 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 Annual General Meeting will be taken by poll and an announcement will be made by the Company after the Annual General Meeting on the results of the Annual General Meeting.

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; and (iii) the proposed appointment of new 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 Annual General Meeting.

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 Annual General Meeting. Your attention is drawn to the information set out in the appendix to this circular.

MISCELLANEOUS

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

By order of the Board
Kingbo Strike Limited
Peng Rongwu
Chairman and Executive Director

This explanatory statement contains the information required to be sent to Shareholders pursuant to rule 10.06(1)(b) of the Listing Rules concerning the repurchase of its own Shares by the Company.

EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 640,000,000 Shares in issue as at the Latest Practicable Date, would result in a maximum of 64,000,000 Shares (which are fully paid and represent 10% of the Shares in issue) being repurchased by the Company during the period prior to 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 and applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting of the Company.

The total number of Shares which the Company is authorised to repurchase its Shares representing a maximum of 10% of the aggregate of the total nominal value of the share capital of the Company in issue at the date of the resolution granting the Repurchase Mandate. A company may not issue or announce an issue of new shares for a period of 30 days immediately following a repurchase of securities (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of Stock Exchange. The Listing Rules also prohibit a company from making repurchase of its own securities on the Stock Exchange if the repurchase would result in the number of the company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange, which is currently 25% in the case of the Company.

The Listing Rules further prohibit a company from purchasing its own shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares are traded on the Stock Exchange or for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange prevailing from time to time.

The Company shall procure that any broker appointed by it to effect the purchase of its securities to disclose to the Stock Exchange such information with respect to the purchase made on behalf of the Company as the Stock Exchange may request.

REASONS FOR THE REPURCHASE

Although the Directors have no present intention to repurchase any Shares, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to seek a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF REPURCHASE

At repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchases or, subject to the Companies Law of the Cayman Islands, out of capital of the Company and, in the case of any premium payable on the repurchases, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law of the Cayman Islands, out of capital of the Company.

IMPACT ON THE COMPANY

There might be a material adverse impact on the working capital or gearing position of the Company (as appropriate) (as compared with the position disclosed in its most recent published audited accounts for the financial year ended 30 June 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position (as appropriate) which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTEREST

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

DIRECTORS' UNDERTAKING

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

EFFECT ON TAKEOVERS CODE

If the proportionate interest of a Shareholder in the voting rights of the Company increases on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, 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.

As at the Latest Practicable Date, Mr. Peng, being the largest substantial Shareholder, was recorded in the registers required to be kept by the Company under section 336 of the SFO as interested in 83,040,000 Shares, representing 12.98% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by Mr. Peng and there is no other change to the issued share capital of the Company, the shareholding of Mr. Peng in the Company will be increased to approximately 14.42% of the reduced issued share capital of the Company immediately after the exercise in full of the Repurchase Mandate.

Accordingly, the Directors are not aware of the consequences which would give rise under the Takeovers Code as a result of exercising the Repurchase Mandate. In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NO REPURCHASE FROM CORE CONNECTED PERSON

The Listing Rules prohibit a company from knowingly repurchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules), and a core connected person shall not knowingly sell his securities to the Company on the Stock Exchange. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
October	0.89	0.66
November	1.27	0.79
December	1.25	0.91
2015		
January	1.35	1.15
February	1.46	1.26
March	1.94	1.25
April	2.53	1.80
May	2.64	2.22
June	2.85	2.16
July	2.50	1.45
August	2.16	1.68
September	2.26	1.96
October (up to and including the Latest Practicable Date)	2.15	2.03

Details of the candidates standing for re-election and appointment at the Annual General Meeting are set out below:

(A) RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Peng Rongwu

Mr. Peng Rongwu, aged 52, is appointed as the chairman of the Company and the executive Director. He is a merchant and has over 20 years of marketing and management experience in international trading business of electronic products. He is currently a shareholder and director of Hong Kong Chung Hang Limited. Mr. Peng is a Shareholder within the meaning of Part XV of the SFO, holding 83,040,000 Shares, which represents approximately 12.98% of the total issued share capital of the Company as at the Latest Practicable Date. Mr. Peng is currently the director of Capital Asia Investment Limited and Triple Treasure Global Limited, which are wholly owned subsidiaries of the Company.

Mr. Peng has entered into a letter of appointment with the Company on 1 April 2015 for a term of one year commencing on 1 April 2015 and is subject to the relevant provisions for retirement and re-election in accordance with Article 84 of the Articles of Association. Mr. Peng is entitled to an annual remuneration of HK\$360,000. For the financial year ended 30 June 2015, Mr. Peng received a total of S\$7,500 for being the non-executive Director and HK\$90,000 for being the executive Director. The emoluments of Mr. Peng has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, Mr. Peng 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 shareholder of the Company.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Peng does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information relating to Mr. Peng 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.

Tam Tak Wah

Mr. Tam Tak Wah, aged 50, is appointed as the non-executive Director. He is a fellow member of the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom. Mr. Tam is appointed to be a member of Disciplinary Panel of the HKICPA for the period from February 2014 to January 2016. He has over 25 years of experience in accounting, corporate finance and corporate development. He is currently an executive director of International Standard Resources Holdings Limited (stock code: 91) and Skyway Securities Group Limited (stock code: 1141), an independent non-executive director of China For You Group Company Limited (stock code: 572) and Tech Pro Technology Development Limited (stock code: 3823), all of which are companies listed on the main board of the Stock Exchange. Mr. Tam served as an independent non-executive director of Goldenway, Inc (stock code: GWYI) which was a company with its common stocks traded in the OTCQB of the United States of America and Siberian Mining Group Company Limited (stock code: 1142) which is a company listed on the main board of the Stock Exchange, and resigned in August 2013 and February 2014 respectively.

Mr. Tam has entered into a letter of appointment with the Company on 18 September 2015 for a term of two years commencing on the date of his appointment and is subject to the relevant provisions for retirement and re-election pursuant to Article 84 of the Articles of Association. The remuneration of Mr. Tam as a non-executive Director is S\$20,000 per annum. For the financial year ended 30 June 2015, Mr. Tam received a total of S\$12,500 for being a non-executive Director. His remuneration was recommended by the Remuneration Committee and was determined by the Board with reference to his role and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Tam 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 shareholder of the Company.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Tam 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.

Save as disclosed above, there is no information relating to Mr. Tam 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.

Ng Wai Hung

Mr. Ng Wai Hung, aged 51, is appointed as the independent non-executive Director. He is a practising solicitor and a partner in Iu, Lai & Li, a Hong Kong firm of solicitors. Mr. Ng WH practices in the areas of securities law, corporate law and commercial law in Hong Kong. Mr. Ng WH is an independent non-executive director of six companies listed on the main board and one company listed on the growth enterprise market of the Stock Exchange, namely, Tech Pro Technology Development Limited (stock code: 3823), Fortune Sun (China) Holdings Limited (stock code: 352), Gome Electrical Appliances Holding Limited (stock code: 493), Sustainable Forest Holdings Limited (stock code: 723), Trigiant Group Limited (stock code: 1300), On Time Logistics Holdings Limited (stock code: 6123) and Lajin Entertainment Network Group Limited (formerly China Star Cultural Media Group Limited) (stock code: 8172). Mr. Ng was also an independent non-executive director of Ares Asia Limited (stock code: 645), Talent Property Group Limited (stock code: 760), Perception Digital Holdings Limited (currently E-Rental Car Company Limited) (stock code: 1822) and Qingdao Holdings International Limited (stock code: 499) all are the companies listed on the main board of the Stock Exchange and resigned in February 2011, January 2012, August 2014 and September 2014, respectively.

Mr. Ng WH has entered into a letter of appointment with the Company on 18 September 2015 for a term of two years commencing on the date of his appointment and is subject to the relevant provisions for retirement and re-election pursuant to Article 84 of the Articles of Association. The remuneration of Mr. Ng WH as an independent non-executive Director is S\$20,000 per annum. For the financial year ended 30 June 2015, Mr. Ng WH received a total of S\$1,667 for being an independent non-executive Director. His remuneration was recommended by the Remuneration Committee and was determined by the Board with reference to his role and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Ng WH 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 shareholder of the Company.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Ng WH 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. Ng WH meets the independence guidelines as set out in Rule 3.13 of the Listing Rules and the Company has received his written independence confirmation. The Board considers him to be independent.

Save as disclosed above, there is no information relating to Mr. Ng WH 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.

(B) DIRECTORS PROPOSED FOR APPOINTMENT

Leung Po Hon

Mr. Leung Po Hon (“**Mr. Leung**”), aged 51, is currently a practicing director of Poon and Tong C.P.A. Limited, which he joined in 2001. Mr. Leung graduated and obtained a Professional Diploma in accountancy from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1987. Mr. Leung obtained a Master Degree in Business Administration of University of Bradford of the United Kingdom in December 1990. He has been a member of Hong Kong Institute of Certified Public Accountant since January 1993 and a fellow member of The Association of Chartered Certified Accountants since January 1997. Mr. Leung has more than 25 years of experience in accounting, auditing and financial management. Mr. Leung is currently an independent non-executive director of China Investment Fund Company Limited (stock code: 612) and CY Foundation Group Limited (stock code: 1182), the shares of which are listed on the main board of the Stock Exchange, and Flying Financial Service Holdings Limited (stock code: 8030), a company listed on the growth enterprise market of the Stock Exchange.

Subject to the approval of the appointment of Mr. Leung as an independent non-executive Director by the Shareholders at the Annual General Meeting, the Company shall enter into a letter of appointment with Mr. Leung for a term of two years commencing on the date of his appointment 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 letter of appointment, the directorship may be terminated by either party thereto by giving to the other three months’ prior notice in writing. The remuneration of Mr. Leung as an independent non-executive Director is proposed to be HK\$240,000 per annum which is determined with reference to his role and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Leung 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 of the Company.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Leung 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. Leung meets the independence guidelines as set out in Rule 3.13 of the Listing Rules and the Company has received his written independence confirmation. The Board considers him to be independent.

Save as disclosed above, there is no information relating to Mr. Leung 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.

Lam Kwan Yau Gilbert

Mr. Lam Kwan Yau Gilbert (“**Mr. Lam**”), aged 41, obtained his bachelor of science degree from Western University, Ontario, Canada in 1996 where he majored in statistics studies, and completed his graduate studies in financial planning and management from London School of Economics and Political Studies in 1998. He previously worked as the associate director in private banking for Barclays Capitals from 1999 to 2001, the vice president in wealth management department of Merrill Lynch from 2001 to 2003, and the president for Hong Kong Hani (Holdings) Ltd. from 2003 to 2014. Currently, Mr. Lam is the chairman and/or director of certain private companies in China and Hong Kong, namely, Wuxi Mashan Dairy Company Limited, We Park Investment Limited, Marlin Properties Investment Limited and GEMA Capital Partners Limited. Mr. Lam has over 15 years of experience in strategic planning and financial and investment management.

Subject to the approval of the appointment of Mr. Lam as an independent non-executive Director by the Shareholders at the Annual General Meeting, the Company shall enter into a letter of appointment with Mr. Lam for a term of two years effective from the date of his appointment 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 letter of appointment, the directorship may be terminated by either party thereto by giving to the other three months’ prior notice in writing. The remuneration of Mr. Lam as an independent non-executive Director is proposed to be HK\$240,000 per annum which is determined with reference to his role and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Lam 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 Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Lam 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. Lam meets the independence guidelines as set out in Rule 3.13 of the Listing Rules and the Company has received his written independence confirmation. The Board considers him to be independent.

Save as disclosed above, there is no information relating to Mr. Lam 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.

NOTICE OF ANNUAL GENERAL MEETING

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 Admiralty Conference Centre, 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 13 November 2015 at 10:00 a.m. for the following purposes:

1. to receive, consider and approve the audited consolidated financial statements and report of the directors (the “**Directors**”) and the independent auditors’ report of the Company for the financial year ended 30 June 2015;
2.
 - (a) to re-elect Mr. Peng Rongwu as the executive Director;
 - (b) to re-elect Mr. Tam Tak Wah as the non-executive Director;
 - (c) to re-elect Mr. Ng Wai Hung as the independent non-executive Director;
 - (d) to appoint Mr. Leung Po Hon as the independent non-executive Director;
 - (e) to appoint Mr. Lam Kwan Yau Gilbert as the 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 auditors of the Company and to authorise the board of Directors to fix their remuneration;

To consider as special businesses and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

4. “**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\$0.01 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;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (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 nominal value of the share capital 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 total nominal value of the share capital of the Company in issue 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 or any applicable laws 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 ANNUAL GENERAL MEETING

“**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 recognised 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 nominal value 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 total nominal value of the share capital of the Company in issue 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 or any applicable laws 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 ANNUAL GENERAL MEETING

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 nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company 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 total nominal value of the share capital of the Company in issue as at the date of passing of this resolution.”

By order of the Board
Kingbo Strike Limited
Peng Rongwu
Chairman and Executive Director

Hong Kong, 13 October 2015

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. 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 (“**Branch Share Registrar**”), Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. The appointment of a proxy will not preclude a Shareholder from subsequently attending and voting at the meeting or any adjournment thereof if he so wishes. If a Shareholder who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.
3. In case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority will be determined by the order in which the names stand in the Company’s register of members in respect of the joint holding.
4. The register of members of the Company will be closed and no transfer of Shares will be registered from Wednesday, 11 November 2015 to Friday, 13 November 2015 (both days inclusive). In order to qualify for attending and voting at this annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar not later than 4.00 p.m. on Tuesday, 10 November 2015.