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

If you have sold or transferred all your shares in **DRAGON KING GROUP HOLDINGS LIMITED** (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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Dragon King Group Holdings Limited

龍皇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8493)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASES SHARES, RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at Dragon Seal Restaurant and Bar, which is located at Shop C, 101/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Monday, 7 May 2018 at 3:30 p.m. is set out on pages 26 to 31 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the “**Latest Information**” page of the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.dragonkinggroup.com.

29 March 2018

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	The annual general meeting of the Company to be convened and held at Dragon Seal Restaurant and Bar, which is located at Shop C, 101/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Monday, 7 May 2018 at 3:30 p.m., the notice of AGM is set out on page 26 to 31 of this circular
“AGM Notice”	The notice convening the AGM is set out on page 26 to 31 of this circular
“Articles of Association”	The articles of association of the Company as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Board”	The board of Directors
“close associate(s)”	Has the same meaning ascribed to it under the GEM Listing Rules
“Company”	Dragon King Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares which are listed on GEM
“connected person(s)”	Has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	The director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	The rules governing the listing of securities on GEM made by the Stock Exchange from time to time
“Group”	The Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	A general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with shares of the Company up to 20% of the issued share capital of the Company on the date of AGM as set out in resolution no. 4 of the AGM Notice
“Latest Practicable Date”	23 March 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	16 January 2018, being the date the Shares first becoming listed on GEM
“Repurchase Mandate”	A general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase shares of the Company up to 10% of the issued share capital of the Company on the date of AGM, as set out in resolution no. 5 in the AGM Notice
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	Share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	The holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	Has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	Per cent.

LETTER FROM THE BOARD



Dragon King Group Holdings Limited

龍皇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8493)

Executive Directors:

Ms. Lee Ching Nung Angel (*Chairman*)
Mr. Wong Wing Chee (*Chief Executive Officer*)
Mr. Wong Wing Hong

Independent non-executive Directors:

Mr. Kwong Ping Man
Mr. Lin Zhisheng
Mr. Chang Cheuk Cheung Terence

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*

Office A
20th Floor, TG Place
10 Shing Yip Street
Kwun Tong, Kowloon
Hong Kong

29 March 2018

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) furnish you with details of re-appointment of auditor; and (v) provide you the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

On 15 December 2017, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to exercise the powers of the Company to issue shares. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares as at the date of passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the “**Relevant Period**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,440,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 288,000,000 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

On 15 December 2017, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase shares. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,440,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to

LETTER FROM THE BOARD

the date of the AGM, the Company would be allowed to repurchase a maximum of 144,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of six Directors, namely:

Executive Directors	Date of appointment
Ms. Lee Ching Nung Angel	14 March 2017
Mr. Wong Wing Chee ^{note 1}	8 August 2016
Mr. Wong Wing Hong	14 March 2017
Independent non-executive Directors	
Mr. Kwong Ping Man	15 December 2017
Mr. Lin Zhisheng	15 December 2017
Mr. Chang Cheuk Cheung Terence	15 December 2017

Note 1: Mr. Wong Wing Chee was appointed as a Director on 8 August 2016 and was re-designated to be the executive Director and the Chief Executive Officer on 14 March 2017.

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Further, according to Article 112 of the Articles of Association, any Director appointed by the Board or by ordinary resolution in general meeting either to fill a causal vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company. The Directors to retire at an annual general meeting of the Company shall not be taken into account in determining who are to retire by rotation at such annual general meeting.

At the AGM, each of Ms. Lee Ching Nung Angel, Mr. Wong Wing Chee, Mr. Wong Wing Hong, Mr. Kwong Ping Man, Mr. Lin Zhisheng and Mr. Chang Cheuk Cheung Terence will retire and, being eligible, offer himself/herself for re-election.

Biographical details of the retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITOR

Ernst & Young will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board proposes to re-appoint Ernst & Young as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM is scheduled to be held on 7 May 2018. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 2 May 2018 to Monday, 7 May 2018, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 30 April 2018.

AGM

A notice convening the AGM to be held at Dragon Seal Restaurant and Bar, which is located at Shop C, 101/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Monday, 7 May 2018 at 3:30 p.m. is set out on page 26 to 31 of this circular. A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of GEM Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-appointment of auditor and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

By order of the Board
Dragon King Group Holdings Limited
Lee Ching Nung Angel
Chairman

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rules 13.08 of the GEM Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,440,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 144,000,000 Shares during the Relevant Period.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
January (from 16 January 2018)	0.214	0.186
February	0.198	0.162
March (up to the Latest Practicable Date)	0.195	0.181

5. UNDERTAKING

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

6. EFFECT TO THE 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 for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of 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, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Ms. Lee Ching Nung Angel Note 2	578,880,000	Interest of spouse	40.2%	44.67%
Mr. Wong Wing Chee Note 3	578,880,000	Interested in a controlled corporation	40.2%	44.67%
Million Edge Developments Limited	578,880,000	Beneficial owner	40.2%	44.67%
Good Vision Limited	237,600,000	Beneficial owner	16.5%	18.33%
Hong Kong Tang Palace Food & Beverage Group Company Limited note 4	237,600,000	Interested in controlled corporation	16.5%	18.33%
Tang Palace (China) Holdings Limited note 5	237,600,000	Interested in a controlled corporation	16.5%	18.33%
Mr. Chan Man Wai note 6	237,600,000	Interested in a controlled corporation	16.5%	18.33%
Ms. Au Yim Bing note 7	237,600,000	Interest of spouse	16.5%	18.33%
Wise Alliance Limited	108,000,000	Beneficial owner	7.5%	8.33%
Mr. Lee Wing Sun note 8	108,000,000	Interest in a controlled corporation	7.5%	8.33%
Ms. Wat Hoi San note 9	108,000,000	Interest of spouse	7.5%	8.33%
Dragon Eagle King Limited	75,600,000	Beneficial owner	5.25%	5.83%
Centurion Treasure Limited note 10	75,600,000	Interested in a controlled corporation	5.25%	5.83%
Mr. Wee Ho note 11	75,600,000	Interested in a controlled corporation	5.25%	5.83%
Ms. Chui Shuk Man note 12	75,600,000	Interest of spouse	5.25%	5.83%

Notes:

1. All interests stated are long positions.
2. Ms. Lee Ching Nung (“**Ms. Lee**”) is the spouse of Mr. Wong Wing Chee (“**Mr. Wong WC**”). Under the SFO, Ms. Lee is deemed to be interested in the same number of Shares in which Mr. Wong WC is interested.
3. Mr. Wong WC beneficially owns the entire issued share capital of Million Edge Developments Limited (“**Million Edge**”). Therefore, Mr. Wong WC is deemed, or taken to be, interested in all the Shares held by Million Edge for the purpose of the SFO. Mr. Wong WC is the sole director of Million Edge.
4. Hong Kong Tang Palace Food & Beverage Group Company Limited (“**Tang Palace BVI**”) beneficially owns the entire issued share capital of Good Vision Limited (“**Good Vision**”). Therefore, Tang Palace BVI is deemed or taken to be interested in all the Shares held by Good Vision for the purpose of the SFO. Mr. Chan Man Wai is the sole director of Good Vision.
5. Tang Palace (China) Holdings Limited (“**Tang Palace (China)**”), a company listed on the Main Board of the Stock Exchange, beneficially owns the entire issued share capital of Tang Palace BVI. Therefore, Tang Palace (China) is deemed, or taken to be, interested in all the Shares in which Tang Palace BVI is interested for the purpose of the SFO.
6. Mr. Chan Man Wai (“**Mr. Chan**”) either directly or through Best Active Investments Limited (“**Best Active**”), a company wholly-owned by him) holds a total of 33.81% of the total issued share capital of Tang Palace (China). As such, Mr. Chan controls more than one-third of the voting rights of Tang Palace (China) and is deemed to be interested in its interests in the Company by virtue of the SFO. Mr. Chan is the sole director of Best Active.
7. Ms. Au Yim Bing (“**Ms. Au**”) is the spouse of Mr. Chan. Under the SFO, Ms. Au is deemed to be interested in the same number of Shares in which Mr. Chan is interested.
8. Mr. Lee Wing Sun (“**Mr. Lee**”) beneficially owns the entire issued share capital of Wise Alliance Limited (“**Wise Alliance**”). Therefore, Mr. Lee is deemed or taken to be interested in all the Shares held by Wise Alliance for the purpose of the SFO. Mr. Lee is the sole director of Wise Alliance.
9. Ms. Wat Hoi San (“**Ms. Wat**”) is the spouse of Mr. Lee. Under the SFO, Ms. Wat is deemed to be interested in the same number of Shares in which Mr. Lee is interested.
10. Centurion Treasure Limited (“**Centurion Treasure**”) beneficially owns the entire issued share capital of Dragon Eagle King Limited (“**Dragon Eagle King**”). Therefore, Centurion Treasure is deemed or taken to be interested in all the Shares held by Dragon Eagle King for the purpose of the SFO. Centurion Treasure is the sole director of Dragon Eagle King.
11. Mr. Wee Ho (“**Mr. Wee**”) beneficially owns the entire issued share capital of Centurion Treasure. Therefore, Mr. Wee is deemed or taken to be interested in all the Shares held by Centurion Treasure for the purpose of the SFO. Mr. Wee is the sole director of Centurion Treasure.
12. Ms. Chui Suk Man (“**Ms. Chui**”) is the spouse of Mr. Wee. Under the SFO, Ms. Chui is deemed to be interested in the same number of Shares in which Mr. Wee is interested.

On the basis that no Shares are allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, no person is obliged to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25%.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares; (ii) has undertaken to the Company that he/she/it will not sell any Shares held by he/she/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 December 2017 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) from the Listing Date up to the Latest Practicable Date.

The following are particulars of the Directors proposed to be re-elected at the AGM:

RE-ELECTION OF DIRECTORS**Ms. Lee Ching Nung Angel (李靜濃) (“Ms. Lee”)**

Ms. Lee, aged 35, was appointed as the Chairman and an executive Director of the Group which has been approved by the Board and became effective from 14 March 2017. Ms. Lee is responsible in overall strategic management and development of the Group’s business operations.

Ms. Lee has over 14 years of experience in the full-service restaurant industry. Ms. Lee first joined the Group as director of King Harbour Limited in August 2006 and has since been responsible for the supervision of business operation, human resources and all administrative functions of the Group. Prior to joining the Group, she worked in various well-known restaurant chains from 2002, including Lei Garden Restaurant Group, King of the King Group and Tao Yuen Restaurant and was mainly responsible for public relations and hall operations, during which Ms. Lee gained substantial experience and knowledge about the industry and established close relationships with customers.

Ms. Lee is the spouse of Mr. Wong WC.

Ms. Lee is a director of All Best Harvest Limited, Dragon King Restaurant Group Limited, Dragon Seal Restaurant Limited, Gold Profit Trading Limited, King Harbour Limited, Mass Effort Limited, Premier Oriental Limited and Prominent Voice Limited.

Ms. Lee has entered into a director’s service agreement with the Company for a term of three years commencing on the Listing Date subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Ms. Lee is HK\$1,200,000 per annum which is determined with reference to her experience, duties and responsibilities within the Company.

Save as disclosed above, Ms. Lee does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lee does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Lee as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Wong Wing Chee (黃永熾) (“Mr. Wong WC”)

Mr. Wong WC, aged 58, was appointed as the Director on 8 August 2016 and was re-designated to be the executive Director, the chief executive officer, the chairman of the Nomination Committee and a member of the Remuneration Committee on 14 March 2017. Mr. Wong WC is responsible for the overseeing the Group’s operation, business development, finance and administration.

Mr. Wong WC has over 38 years of experience in the full-service restaurant industry. He started his career as a chef at Tsui Hang Village Restaurant in 1978. He then joined Lei Garden Restaurant Group in 1982 and was promoted to head chef in 1985. From 1987 to 1992, Mr. Wong WC worked as a chef in various prestigious restaurants in Australia. During such period, he gathered extensive knowledge of the industry and learnt new cooking techniques which inspired him to create new style of gourmet dishes. In 1992, Mr. Wong WC returned to Hong Kong and worked as executive chef in Lei Garden Restaurant Group and helped expand its business from Hong Kong to Guangzhou and Singapore. In 2004, Mr. Wong WC first operated the Group’s first restaurant, the Yau Ma Tei Restaurant, under the brand “Dragon King (龍皇)” with Mr. Wong WH. From 2007 to 2011, Mr. Wong WC was also the host of several TV programmes in Hong Kong. Save for Dragon Seal Shanghai, Mr. Wong WC is a director of all subsidiaries of the Group.

Since 2003 Mr. Wong WC has received various awards, including:

Year of award	Awards	Awarding body
2003	Chinese Cooking Master (中國烹飪大師)	China Hospitality Association (中國飯店協會)
2005	Hong Kong, Guangdong and Macau Top Ten Chefs 2004 – Gold Award (2004年度粵港澳餐飲業十佳名廚 金獎)	Editorial Board of the Hong Kong, Guangdong and Macau Chefs Ceremony (粵港澳名廚大典編輯委員會)
	Platinum Award (五星鑽石優異之星)	Les Amis d’Escoffier’ Society, Inc. (法國國際廚皇美食會)
	Hong Kong Top Ten Chefs (香港十佳名廚)	China Hospitality Association (中國飯店協會)

Year of award	Awards	Awarding body
2006	“Top Ten Super Star” for 2006 China Hotel Master Chefs in YueGang-Ao Area (2006中國飯店業廚藝大師 – 十佳優異之星(粵港澳地區))	China Hospitality Association (中國飯店協會)
2010	Asian Cuisine Open Competition – Bronze medal (亞洲美饌大師 – 銅獎) Australian Chinese Best Chef (澳華食神)	Asian Cuisine Open Competition of the Asian Games (亞洲美饌大師迎亞運公開賽) The Australian Chinese Association of Hong Kong (香港澳洲華人協會)
2010-2011	Top Ten Chefs China (中國十大名廚)	Organising Committee of Annual Meeting of the China Hotel Industry (中國飯店業年會組織委員會)
2011	Best Chef of Canton, Hong Kong and Macau (粵港澳食神)	Guangdong, Hong Kong and Macao Gourmet New Force Organising Committee (粵港澳美食新勢力推選行動組委會)

Mr. Wong WC was previously admitted to membership of the following organisation:

Year of admission	Membership title	Name of organisation
2003	China A.S.B.F.S Professional Committee Executive Member (全國鮑翅燕肚參專家委員會執行委員)	China Hotel Association and China A.S.B.F.S Professional Committee (中國飯店協會及全國鮑翅燕肚參專家委員會)
	Maitre Rotisseur	Chaine Des Rotisseurs (法國國際美食協會)
2005	Honourable Advisor	The World Royal Chef Yeung Koon Yat Master Fund (世界御廚楊貫一大師基金)
	Committee Member of International Cate Appraising 2005 (2005國際美食評委)	International Hotel & Restaurant Association and China Hospitality Association (國際飯店與餐館協會及中國飯店協會)
	Honourable Chairman	Les Amis d'Escoffier Society, Inc. (法國國際廚皇美食會)
2006	Honourable Chairman	Chinese Transworld Gourmet Association (中華國際美饌交流協會)
	Committee Member of the 2nd Congress of the China Cuisine Association Professional Committee of Chefs (中國烹飪協會名廚專業委員會第二屆代表大會 – 委員)	China Cuisine Association Professional Committee of Chefs (中國烹飪協會名廚專業委員會)
2007	Vice Chairman	Association of Restaurant Managers (現代管理(飲食)專業協會)

APPENDIX II**DETAILS OF DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE AGM**

Year of admission	Membership title	Name of organisation
2008	Director	Association of Industries and Commerce of Yaumatei Tsimshatsui Mongkok (油尖旺 工商聯會)
2013	South Australia Premium Food and Wine from our Clean Environment Ambassador (南 澳洲純淨無污染美酒與美食的 名譽大使)	Government of South Australia (南澳洲政府)
	Chairman	Association of Restaurant Managers (現代管理(飲食)專 業協會)
2015	Honourable Chairman	The World Master Chefs Association for Cantonese Cuisine (世界粵菜廚皇協會)

Mr. Wong WC is the spouse of Ms. Lee, brother of Mr. Wong Wing Hong and Ms. Wong Sau Yee.

Mr. Wong WC has entered into a director's service agreement with the Company for a term of three years commencing on the Listing Date subject to rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. The director's fee of Mr. Wong WC is HK\$2,160,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Wong WC does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong WC does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Wong WC as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Wong Wing Hong (黃永康) (“Mr. Wong WH”)

Mr. Wong WH, aged 53, was appointed as the executive Director on 14 March 2017. Mr. Wong WH is responsible for the overall corporate strategic development of the Group’s business operations.

Mr. Wong WH has over 31 years of experience in food and beverage industry. Mr. Wong WH joined the Group as a director in 2004. From 1985 to 1991, Mr. Wong WH had worked as an apprentice chef in various Chinese and western restaurants in Shenzhen where he gathered basic cooking techniques. From 1991 to 1994, Mr. Wong WH had worked at Lei Garden Restaurant Group as a chef and later returned to Shenzhen from 1994 working as a head chef in a seafood restaurant until he joined the Group in November 2004. Mr. Wong WH is also a director of Dragon Lake Limited and Wealth Club Limited.

Mr. Wong WH is the brother of Mr. Wong WC and Ms. Wong Sau Yee.

Mr. Wong WH has entered into a director’s service agreement with the Company for a term of three years commencing on the Listing Date subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Mr. Wong WH is HK\$720,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Wong WH does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong WH does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Wong WH as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Kwong Ping Man (鄺炳文) (“Mr. Kwong”)

Mr. Kwong, aged 53, was appointed as the independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee on 15 December 2017.

Mr. Kwong possesses over 24 years of experience in accounting and administration. He is currently the managing director of O’park Corporate Services Limited, a company primarily engaged in corporate advisory and company secretarial services.

Mr. Kwong’s primary working experience also includes

Name of organisation	Principal business activity for the relevant period	Position	Period of service
China Agroforestry Low-Carbon Holdings Limited (formerly known as “Jiangchen International Holdings Limited”) (a company listed on the Main Board (stock code: 1069))	Manufacture and wholesale of original equipment manufacture of branded products and operations and management of forestry	Company secretary	September 2009 – June 2013
Karce International Holdings Company Limited (currently known as “Starlight Culture Entertainment Group Limited”) (a company listed on the Main Board (stock code: 1159))	Conductive silicon rubber keypads, electronic products and printed circuit boards	Financial controller and company secretary	June 2008 – January 2009
Polyard Petroleum International Group (formerly known as “Kanstar Environmental Paper Products Holdings Limited”) (a company listed on the GEM (stock code: 8011))	Development, manufacture and sale of pulp and paper products	Qualified accountant and company secretary	March 2006 – July 2007

Name of organisation	Principal business activity for the relevant period	Position	Period of service
Sinobest Technology Holdings Limited	Provision of computer and network system integration services, and application software development	Chief financial officer	September 2000 – April 2003
The World Enterprise Holdings Limited	Manufacture and sale of jewellery, optical and fashion products	Part-time Accountant/ Accountant	February 1997 – November 1998
Utilux (Asia) Limited	Manufacture of and trade in electronic connector	Accountant	October 1992 – November 1994

Mr. Kwong graduated from the Curtin University of Technology in Australia with a Bachelor of Commerce in Accounting in August 1996. He obtained a Postgraduate Diploma in Corporate Administration and a Master of Professional Accounting from the Hong Kong Polytechnic University in November 1998 and November 2003, respectively. He is also a certified practising accountant of the Australian Society of Certified Practising Accountants, a fellow member of the Hong Kong Institute of Certified Public Accountants, and an associate member of each of the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Kwong is currently the independent non-executive director of Royal Deluxe Holdings Limited (stock code: 3789), Group Sense (International) Limited (stock code: 601), Tang Palace (China) Holdings Limited (stock code: 1181) and Century Sunshine Group Holdings Limited (stock code: 509).

Mr. Kwong has entered into a director's service agreement with the Company for a term of three years commencing on the Listing Date subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Kwong is HK\$156,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Kwong does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwong does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Kwong as an independent non-executive Director, there is no information to be disclosed pursuant to paragraph (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Lin Zhisheng (林智生) (“Mr. Lin”)

Mr. Lin, aged 55, was appointed as the independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee on 15 December 2017.

Mr. Lin had worked as a deputy program director of the Executive Master of Business Administration program for the School of Business and Management of Hong Kong University of Science and Technology from January 2002 to July 2009. From September 2011 to September 2013, Mr. Lin was appointed as the consultant of Hong Kong branch of the International Finance Forum. He had been serving as the chief executive officer (executive) of Asia United Broadcasting Limited from October 2014 to October 2017. Mr. Lin has also been the legal representative of A R Evans Technology Partners (Hong Kong) Limited and Beijing Blue Era International Technology Development Company Limited (北京藍思時代國際科技發展有限公司) since May 2016 and October 2016, respectively. He is currently serving as the general manager of Tian Hua Hua Wen (HK) Motion Picture Investment Limited and the director of Multi Vision Media (Hong Kong) Co., Limited.

Mr. Lin was a member of the Advisory Committee for School of Professional Education and Executive Development of The Hong Kong Polytechnic University from 2006 to 2008 and a member of the Advisory Committee for the College of Professional and Continuing Education from November 2012 to October 2016, respectively. In July 2011, Mr. Lin was awarded a diploma of membership from Les Amis d’Escoffier Society. In April 2015, Mr. Lin became the honorary president of China Star Light Charity Fund Association.

Mr. Lin completed a postgraduate course of Litigation Law at the China University of Political Science and Law in December 2011. He also obtained a degree of Doctor of Business Administration from Victoria University in November 2012 and a Master Degree of European and Law through distance learning from University of Hamburg, Germany in July 2014.

Mr. Lin has entered into a director's service agreement with the Company for a term of three years commencing on the Listing Date subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Lin is HK\$156,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Lin does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lin as an independent non-executive Director, there is no information to be disclosed pursuant to paragraph (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Chang Cheuk Cheung Terence (張灼祥) (“Mr. Chang”)

Mr. Chang, aged 70, was appointed as the independent non-executive Director, the member of the Audit Committee, the Remuneration Committee and the Nomination Committee on 15 December 2017.

APPENDIX II**DETAILS OF DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE AGM**

Mr. Chang has over 27 years of experience in education. Mr. Chang's primary working experience is set out below:

Name of organisation	Principal business activity	Position	Period of service
Jockey Club Ti-I College	N/A	Principal I	January 1989 to August 2000
Diocesan Boys' School	N/A	Headmaster	September 2000 to August 2012
SIU Group Limited	International trading services including product design and development, quality controls from raw materials sourcing to finished goods, and total logistics solutions	Director	September 2012 to October 2014
Glory Wisdom International Limited	Provision of marketing consultant services and the preparation of articles for newspaper agencies	Director	November 2012 to present
St. Hilary's Kindergarten	N/A	Supervisor	November 2015 to present

Mr. Chang graduated from The University of Hong Kong with a Bachelor degree in Arts in November 1970. He obtained a Postgraduate Diploma in Education from The Chinese University of Hong Kong and a Master of Education from Harvard University in December 1976 and June 1981, respectively. Mr. Chang is currently the independent non-executive director of Speedy Global Holdings Limited (stock code: 540).

Mr. Chang has entered into a director's service agreement with the Company for a term of three years commencing on the Listing Date subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Chang is HK\$156,000 per annum which is determined with reference to his experience, duties and responsibilities within the Company.

Save as disclosed above, Mr. Chang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chang as an independent non-executive Director, there is no information to be disclosed pursuant to paragraph (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF AGM

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Dragon King Group Holdings Limited

龍皇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8493)

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders (the “AGM”) of Dragon King Group Holdings Limited (the “**Company**”) will be held at Dragon Seal Restaurant and Bar, which is located at Shop C, 101/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, on Monday, 7 May 2018 at 3:30 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2017.
2. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3. (a) To re-elect Ms. Lee Ching Nung Angel as an executive Director and the board of Directors be authorised to fix her Director’s remuneration;
(b) To re-elect Mr. Wong Wing Chee as an executive Director and the board of Directors be authorised to fix his Director’s remuneration;
(c) To re-elect Mr. Wong Wing Hong as an executive Director and the board of Directors be authorised to fix his Director’s remuneration;
(d) To re-elect Mr. Kwong Ping Man as an independent non-executive Director and the board of Directors be authorised to fix his Director’s remuneration;

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- (e) To re-elect Mr. Lin Zhisheng as an independent non-executive Director and the board of Directors be authorised to fix his Director's remuneration;
- (f) To re-elect Mr. Chang Cheuk Cheung Terence as an independent non-executive Director and the board of Directors be authorised to fix his Director's remuneration;

4. **“THAT:**

- (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the GEM (the **“GEM Listing Rules”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the **“Shares”**) of HK\$0.01 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) The approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) The total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the **“Articles of Association”**) from time to time; or (iv) an 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 20% of the total number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) For the purpose of this Resolution, “**Relevant Period**” means the period from 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 date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) Subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) The approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

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- (c) The total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the 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 passing of this resolution until whichever is the earliest of:
 - (i) The conclusion of the next annual general meeting of the Company; or
 - (ii) 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 date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the AGM of which this Resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this Resolution.”

By Order of the Board
Dragon King Group Holdings Limited
Lee Ching Nung Angel
Chairman and Executive Director

Hong Kong, 29 March 2018

NOTICE OF AGM

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the above AGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 3, Ms. Lee Ching Nung Angel, Mr. Wong Wing Chee, Mr. Wong Wing Hong, Mr. Kwong Ping Man, Mr. Lin Zhisheng and Mr. Chang Cheuk Cheung Terence will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.
8. The transfer books and Register of Members of the Company will be closed from Wednesday, 2 May 2018 to Monday, 7 May 2018, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 30 April 2018.
9. A form of proxy for use by shareholders at the AGM is enclosed.

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As at the date of this notice, the Board comprises Ms. Lee Ching Nung Angel, Mr. Wong Wing Chee and Mr. Wong Wing Hong as executive Directors; and Mr. Kwong Ping Man, Mr. Lin Zhisheng and Mr. Chang Cheuk Cheung Terence as independent non-executive Directors.

This notice, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 notice 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 notice misleading.

This notice will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.dragonkinggroup.com.