
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, 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 in Dragon King Group Holdings Limited, you should at once hand this supplemental circular and the accompanying revised 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

**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)****SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING
PROPOSALS FOR RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this supplemental circular (the “**Supplemental Circular**”).

This Supplemental Circular should be read together with the circular of the annual general meeting (the “**First Circular**”) and the notice of annual general meeting of the Company dated 13 May 2024.

A supplemental notice convening the annual general meeting (“**AGM**”) of Dragon King Group Holdings Limited to be held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Friday, 14 June 2024 at 4 p.m. is set out on pages AGM-1 to AGM-3 of this Supplemental Circular. A revised form of proxy (the “**Revised Form of Proxy**”) for use at the AGM is enclosed with this Supplemental Circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be), should you subsequently so wish, and in such event, the Revised Form of Proxy shall be deemed to be revoked.

This Supplemental Circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for 7 days from the date of its posting. This Supplemental Circular will also be posted on the Company’s website at www.dragonkinggroup.com.

29 May 2024

CHARACTERISTICS OF GEM

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 Supplemental Circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Friday, 14 June 2024 at 4 p.m., the supplemental notice of which is set out on pages AGM-1 to AGM-3 of this Supplemental Circular
“AGM Supplemental Notice”	the supplemental notice convening the AGM is set out on pages AGM-1 to AGM-3 of this Supplemental 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
“Company”	Dragon King Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM
“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 as amended by the Stock Exchange from time to time
“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
“Latest Practicable Date”	27 May 2024, being the latest practicable date prior to the printing of this Supplemental Circular for ascertaining certain information contained herein
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) with nominal value of HK\$0.1 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

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:

Mr. Tang Hong Jiang (*Chairman*)
Ms. Liang Li
Mr. Huang Ai Chun
Mr. Li Tao

Non-executive Director:

Ms. Shen Taiju

Independent Non-executive Directors:

Mr. Lo Shing Shan
Mr. Chow Yik
Mr. Tsung Ching Fung

Registered Office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Suite No. A1, 7th Floor
One Capital Place
18 Luard Road
Wanchai
Hong Kong

29 May 2024

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING PROPOSALS FOR RE-ELECTION OF DIRECTORS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

References are made to the First Circular and the notice of AGM dated 13 May 2024. The purpose of this Supplemental Circular is to provide you with the AGM Supplemental Notice and provide you with relevant information, to enable you to make an informed decision on whether to vote for or against, among other matters, the following resolution to be proposed at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 23 May 2024 in relation to, among other things, the appointment of Mr. Li Tao as an executive Director with effect from 23 May 2024.

In accordance with Article 112 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. As such, Mr. Li Tao shall hold office until the AGM and, being eligible, offer himself for re-election at the AGM.

In light of the above, a total of eight Directors, namely Mr. Tang Hong Jiang, Ms. Liang Li, Mr. Huang Ai Chun, Mr. Li Tao, Ms. Shen Taiju, Mr. Lo Shing Shan, Mr. Chow Yik and Mr. Tsung Ching Fung will retire and, being eligible, offer themselves for re-election at the AGM. As a result, the resolutions item numbered 2 relating to the re-election of the Directors as set out in the notice of AGM should be deleted in its entirety and replaced by the new resolutions under item numbered 2 as set out in the AGM Supplemental Notice on pages AGM-1 to AGM-3 of this Supplemental Circular.

Details of Mr. Li Tao (“**Mr. Li**”), which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules are set out as follows:

Mr. Li, aged 36, was appointed as an executive Director on 23 May 2024. He holds a bachelor’s degree in Business Administration from a university in the People’s Republic of China. Mr. Li has more than fourteen years of experience in internet entrepreneurship and corporate management. He was previously responsible for platform channel development and management for Alibaba Group (stock code: 9988.HK). Mr. Li has extensive experience in traditional B2B product sales including but not limited to direct sales team management and agent channel development.

Mr. Li has not held any other directorships in any listed public companies in the last three years. As at the Latest Practicable Date, he does not have (i) any relationship with any directors, senior management, substantial or controlling shareholders of the Company; and (ii) any interest in the Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. Li has entered into a service agreement with the Company as an executive Director for an initial term of three years commencing from 23 May 2024. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Li is entitled to receive a remuneration of HK\$20,000 per calendar month and a bonus for each financial year of the Company at the absolute discretion of the Board.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Li which need to be brought to the attention of the Shareholders and there is no information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Friday, 14 June 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 7 June 2024.

AGM

A supplemental notice convening the AGM to be held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Friday, 14 June 2024 at 4 p.m. is set out on pages AGM-1 to AGM-3 of this Supplemental Circular. A Revised Form of Proxy for use by Shareholders at the AGM is enclosed with this Supplemental Circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed Revised 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you subsequently so wish and in such event, the Revised Form of Proxy shall be deemed to be revoked.

The Revised Form of Proxy is intended to be used for the resolutions specified in the notice of AGM and the AGM Supplemental Notice.

LETTER FROM THE BOARD

Shareholders who have not yet lodged the form of proxy which was published by the Company on 13 May 2024 (the “Original Form of Proxy”) with the Company’s branch share registrar and transfer office in Hong Kong

Any Shareholder who has not yet lodged the Original Form of Proxy with the Company’s branch share registrar and transfer office in Hong Kong is requested to lodge only the Revised Form of Proxy if he/she intends to appoint a proxy to attend the AGM on his/her behalf.

Shareholders who have already lodged the Original Form of Proxy with the Company’s branch share registrar and transfer office in Hong Kong

Any Shareholder who has already lodged the Original Form of Proxy with the Company’s branch share registrar and transfer office in Hong Kong should note that:

- (1) if no Revised Form of Proxy is lodged by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the new resolutions as set out in this Supplemental Circular and the AGM Supplemental Notice.
- (2) if the Revised Form of Proxy is lodged by the Shareholder at or before 4:30 p.m. on Wednesday, 12 June 2024, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
- (3) if the Revised Form of Proxy is lodged by the Shareholder after the closing time set out in the AGM Supplemental Notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM (including the new resolutions as set out in this Supplemental Circular and the AGM Supplemental Notice).

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. Accordingly, all resolutions to be proposed at the AGM will be put to vote by way of poll at the AGM. An announcement on the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the proposal for the re-election of Mr. Li is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM and as set out in the notice of AGM.

RESPONSIBILITY STATEMENT

This Supplemental 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 Supplemental 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 Supplemental Circular misleading.

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

Yours faithfully,
By Order of the Board
Dragon King Group Holdings Limited
Tang Hong Jiang
Executive Director and Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Dragon King Group Holdings Limited (the “**Company**”) dated 13 May 2024 (the “**AGM Notice**”) which sets out the resolutions to be considered by shareholders of the Company (the “**Shareholder(s)**”) at the annual general meeting of the Company to be held at 7th Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong on Friday, 14 June 2024 at 4 p.m. (the “**AGM**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT due to the matters as set out in the supplemental circular of the Company dated 29 May 2024 (the “**Supplemental Circular**”), the resolutions under item numbered 2 stated in the AGM Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

ORDINARY RESOLUTIONS

2. To re-elect, each as a separate resolution, the following directors of the Company (the “**Director(s)**”):
 - (a) Mr. Tang Hong Jiang as an executive Director;
 - (b) Ms. Liang Li as an executive Director;
 - (c) Mr. Huang Ai Chun as an executive Director;
 - (d) Mr. Li Tao as an executive Director;
 - (e) Ms. Shen Taiju as a non-executive Director;
 - (f) Mr. Lo Shing Shan as an independent non-executive Director;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (g) Mr. Chow Yik as an independent non-executive Director; and
- (h) Mr. Tsung Ching Fung as an independent non-executive Director.

By Order of the Board
Dragon King Group Holdings Limited
Tang Hong Jiang
Executive Director and Chairman

Hong Kong, 29 May 2024

Registered Office:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Suite No. A1, 7th Floor
One Capital Place
18 Luard Road
Wanchai
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder but must attend the AGM in person to represent the Shareholder.
2. The instrument appointing a proxy must be signed by a Shareholder or any attorney duly authorised in writing or, in the case of a corporation, the instrument must either be executed under its common seal or under the hand of an officer or attorney or another person duly authorised.
3. Where there are joint holders of any Shares, any one of such joint holders may vote at the AGM or any adjournment thereof (as the case may be), either personally or by proxy, in respect of such Shares as if he/her is solely entitled thereof, but if more than one of such joint holders is present at the AGM 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 Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the revised form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).
5. Completion and return of the revised form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof (as the case may be), should the Shareholder subsequently so wish, and in such event, the revised form of proxy shall be deemed to be revoked.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

6. The register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all completed transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 7 June 2024.
7. A revised form of proxy for the AGM is enclosed.
8. In the event that a "black" rainstorm warning signal, a tropical cyclone warning signal number 8 or above, or "extreme conditions" caused by a super typhoon announced by Hong Kong Government is/are in force in Hong Kong at any time after 1:00 p.m. on Friday, 14 June 2024, it will be postponed that the AGM will not be held on that day. An announcement will be made in such event.
9. No refreshments or drinks will be served and no corporate gifts will be distributed at the AGM.