
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult 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 World Super Holdings Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale 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 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 circular.

This circular, for which the directors of World Super Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (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 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.

WORLD SUPER HOLDINGS LIMITED

維亮控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8612)

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

A notice convening the annual general meeting of World Super Holdings Limited to be held at Function Room V34, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Thursday, 28 May 2020 at 2:00 p.m. is set out on pages 16 to 19 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish.

This circular will remain on GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the Company’s website at www.worldsuperhk.com.

30 March 2020

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

“AGM”	the annual general meeting of the Company to be held on Thursday, 28 May 2020 at Function Room V34, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong
“Articles of Association”	the articles of association of the Company adopted on 21 June 2019 and as amended from time to time
“Board”	the board of Directors
“Company”	World Super Holdings Limited (維亮控股有限公司), a company incorporated in the Cayman Islands on 26 February 2016 as an exempted company with limited liability, the Shares of which are listed on GEM
“Director(s)”	Director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 March 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD

WORLD SUPER HOLDINGS LIMITED
維亮控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8612)

Executive Directors:

Mr. Sou Peng Kan Albert
Mr. Fok Hei Yuen Paul

Non-executive Director:

Mr. Leung Man Chiu Lawrence

Independent Non-executive Directors:

Mr. Lee Tak Fai Thomas
Mr. Yau Lut Pong Leo
Mr. Yue Wai Leung Stan

Registered office:

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

*Head office and principal place of
business in Hong Kong:*

Unit 3403, 34/F, AIA Tower
183 Electric Road, North Point
Hong Kong

30 March 2020

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate and the re-election of retiring Directors; and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

SHARE ISSUE MANDATE

On 21 June 2019, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 120,000,000 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 4 and 6 respectively of the notice of the AGM.

SHARE REPURCHASE MANDATE

On 21 June 2019, the Directors were granted a general unconditional mandate to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution (i.e. the date of the AGM), the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Repurchase Resolution will be 60,000,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises six Directors, namely, Mr. Sou Peng Kan Albert, Mr. Fok Hei Yuen Paul, Mr. Leung Man Chiu Lawrence, Mr. Lee Tak Fai Thomas, Mr. Yau Lut Pong Leo and Mr. Yue Wai Leung Stan. In accordance with the Article 83(3) of the Articles of Association, the abovementioned Directors will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

PROCESS FOR NOMINATION OF DIRECTORS

The process for the nomination of Directors, including non-executive Directors and independent non-executive Directors, are to invite nominations from Board members or nomination committee members. In the context of re-appointment of any existing member(s) of the Board, the nomination committee makes recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2019 based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that Mr. Lee Tak Fai Thomas, Mr. Yau Lut Pong Leo and Mr. Yue Wai Leung Stan remain independent. In addition, the nomination committee had evaluated the performance of each of the retiring Directors for the year ended 31 December 2019 and found their performance satisfactory. Therefore, the nomination committee nominated the retiring Directors to the Board for it to propose to Shareholders for their re-election at the AGM.

Accordingly, with the recommendation of the nomination committee, the Board has proposed that all the retiring Directors, namely Mr. Sou Peng Kan Albert, Mr. Fok Hei Yuen Paul, Mr. Leung Man Chiu Lawrence, Mr. Lee Tak Fai Thomas, Mr. Yau Lut Pong Leo and Mr. Yue Wai Leung Stan stand for re-election as Directors at the AGM.

The biographical details of each of the retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the GEM Listing Rules.

Further information about the Board's composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings is disclosed in the corporate governance report of the Company's annual report.

ANNUAL GENERAL MEETING

At the AGM, ordinary resolutions will be proposed to approve, among others, the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate and the re-election of retiring Directors. The notice of the AGM is set out on pages 16 to 19 of this circular.

VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of 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. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 66 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

RECOMMENDATION

The Directors believe that the granting of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

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, have 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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

By order of the Board
World Super Holdings Limited
Sou Peng Kan Albert
Chairman and executive Director

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

Exercise in full of the Share Repurchase Mandate, on the basis of 600,000,000 Shares in issue at the Latest Practicable Date, would result in up to 60,000,000 Shares (which will be fully paid and represent 10% of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to 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 applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

2. REASONS FOR REPURCHASES

Repurchases 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 repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

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

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

No core connected person (as defined in the GEM 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, if the Share Repurchase Mandate is exercised.

If as a result of a repurchase of Shares, 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 (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate. As at the Latest Practicable Date, Mr. Sou Peng Kan Albert and Ms. Chu Wing Yee, were beneficially interested in total of 262,500,000 Shares, representing 43.75% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the shareholding of Mr. Sou Peng Kan Albert and Ms. Chu Wing Yee would be increased to approximately 48.61% of the issued share capital of the Company.

The Directors are not aware of any consequence under the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Share Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors will not exercise the Share Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the GEM Listing Rules).

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public shareholding. However, the Directors have no current intention to exercise the Share Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

SHARES PURCHASED BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices of which the Shares were traded on the Stock Exchange during the each of the previous months since 12 July 2019 (the date of listing of the Shares on GEM) up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
July (<i>since 12 July 2019</i>)	1.030	0.610
August	0.740	0.520
September	0.700	0.600
October	0.650	0.540
November	0.600	0.425
December	0.990	0.425
2020		
January	0.900	0.800
February	1.370	0.750
March (<i>up to the Latest Practicable Date</i>)	1.390	1.050

Below are the particulars of the retiring Directors proposed to be re-elected at the AGM:

Mr. SOU Peng Kan Albert (“Mr. Sou”)

Mr. Sou, aged 67, is our executive Director, our Chairman, our Chief Executive Officer and one of our Controlling Shareholders. Mr. Sou joined our Group when he became a director of World Super Limited upon its incorporation in July 1997. He was appointed as our Director on 26 February 2016 and was redesignated as an executive Director on 26 April 2017. He is primarily responsible for overseeing management and strategic planning and development of our Group’s business operations. Mr. Sou has over 30 years of experience in the construction machinery rental and construction equipment trading industry. Mr. Sou completed his secondary education at Colegio Diocesano de Sao Jose 2nd & 3rd Branch in Macau in 1967.

Mr. Sou has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, he is not connected with any other Directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Sou and Ms. Chu Wing Yee, were beneficially interested in total of 262,500,000 Shares, representing 43.75% of the issued share capital of the Company. Save as disclosed above, Mr. Sou did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Sou has entered into a service contract with the Company for an initial term of three years commencing from 21 June 2019, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a director’s fee of HK\$1,380,000 per annum, which was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. FOK Hei Yuen Paul (“Mr. Fok”)

Mr. Fok, aged 72, joined our Group as a director of World Super Limited on 23 July 1997. Mr. Fok was appointed as our executive Director on 26 April 2017. He is primarily responsible for overseeing our Group’s operation and finance. Mr. Fok had over 45 years of working experience in audit and accounting.

Mr. Fok obtained a higher diploma in accountancy from The Hong Kong Technical College (now known as The Hong Kong Polytechnic University) in July 1969. Mr. Fok became a fellow member of The Institute of Chartered Accountants in England and Wales in February 2015, a fellow member of the Hong Kong Society of Accountants (now known as The Hong Kong Institute of Certified Public Accountants) in March 1979 and a fellow member of The Association of Certified Accountants (now known as The Association of Chartered Certified Accountants) in September 1978. Mr. Fok was also admitted as an associate member of The Institute of Chartered Secretaries and Administrators in September 1972.

Mr. Fok has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, he is not connected with any other Directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Fok held 100% interest in Scene Light International Limited and was deemed to be interested in 75,000,000 Shares held by Scene Light International Limited, representing 12.50% of the issued share capital of the Company. Save as disclosed above, Mr. Fok did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Fok has entered into a service contract with the Company for an initial term of three years commencing from 21 June 2019, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a director’s fee of HK\$192,000 per annum, which was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. LEUNG Man Chiu Lawrence (“Mr. Leung”)

Mr. Leung, aged 71, joined our Group on 3 December 2015. He was appointed as our non-executive Director on 26 April 2017. He is primarily responsible for overseeing our Group’s financial reporting. Mr. Leung has extensive experience in audit and accounting for over 45 years.

Mr. Leung obtained a higher diploma in accountancy from the Hong Kong Technical College (now known as The Hong Kong Polytechnic University) in July 1969. Mr. Leung became a fellow member of The Association of Certified Accountants (now known as The Association of Chartered Certified Accountants) in February 1978 and the Hong Kong Society of Accountants (now known as The Hong Kong Institute of Certified Public Accountants) in July 1978.

Mr. Leung has also held directorships in the following listed companies in Hong Kong:

Name of company	Stock code	Positions held	Period of services
PFC Device Inc.	08231	Independent non-executive director	September 2016 to present
Pak Fah Yeow International Limited	00239	Independent non-executive director	July 2006 to present
Safety Godown Company Limited	00237	Independent non-executive director	June 2006 to present

Save as disclosed above, Mr. Leung has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Leung did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Leung has entered into a letter of appointment with the Company with an initial term of one year commencing from 21 June 2019, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, he is entitled to a director’s fee of HK\$144,000 per annum, which was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. LEE Tak Fai Thomas (“Mr. Lee”)

Mr. Lee, aged 53, was appointed as our independent non-executive Director on 21 June 2019. Mr. Lee has over 25 years of experience in the audit and accounting field, specialising in assurance services of listed companies, merger and acquisition, tax planning and management consultancy.

Mr. Lee obtained a diploma in accounting from the Hong Kong Shue Yan College (now known as the Hong Kong Shue Yan University) in July 1991. He then attained a master’s degree in professional accounting from The Hong Kong Polytechnic University in November 2004 and a master’s degree in business administration from the University of Leicester, England in January 2005 through long distance learning course. Mr. Lee became an associate member of the Hong Kong Society of Accountants (now known as The Hong Kong Institute of Certified Public Accountants) in June 1997. He became a fellow member of The Association of Chartered Certified Accountants in January 2002.

Mr. Lee has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Lee did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lee has entered into a service contract with the Company for an initial term of one year commencing from 21 June 2019, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a director’s fee of HK\$120,000 per annum, which was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would consider to enhance its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Lee has confirmed his independence pursuant to Rule 5.09 of the GEM Listing Rules and possess extensive experience in audit and accounting field. The Board considers Mr. Lee is independent and can bring contributions to the Board and its diversity.

Mr. YAU Lut Pong Leo (“Mr. Yau”)

Mr. Yau, aged 33, was appointed as our independent non-executive Director on 21 June 2019. Mr. Yau obtained a bachelor’s degree in business administration from The Hong Kong Shue Yan University in July 2009 and a bachelor’s degree of law from the City University of Hong Kong in July 2013. He completed the postgraduate certificate in laws in The University of Hong Kong in June 2015. Mr. Yau was admitted as a solicitor of the High Court in Hong Kong in May 2018. He was accredited as a mediator of the Hong Kong Mediation Centre in September 2010 and a general mediator of The Hong Kong Mediation Accreditation Association Limited in April 2013. He was admitted as an associate member of Hong Kong Institute of Arbitrators in August 2011 and an associate of The Chartered Institute of Arbitrators in January 2013.

Mr. Yau has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Yau did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Yau has entered into a service contract with the Company for an initial term of one year commencing from 21 June 2019, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a director’s fee of HK\$120,000 per annum, which was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would consider to enhance its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Yau has confirmed his independence pursuant to Rule 5.09 of the GEM Listing Rules and possess extensive experience in business administration and legal field. The Board considers Mr. Yau is independent and can bring contributions to the Board and its diversity.

Mr. YUE Wai Leung Stan (“Mr. Yue”)

Mr. Yue, aged 59, was appointed as our independent non-executive Director on 21 June 2019. He has over 20 years of experience in the finance and administrative sectors in both private and public companies in Hong Kong and the PRC.

Mr. Yue obtained a bachelor’s degree in administrative studies from York University in Toronto, Canada in June 1984. He was admitted as a member of the American Institute of Certified Public Accountants in September 1992 and as an associate of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in December 1992.

Mr. Yue also held directorships in the following listed companies in Hong Kong and Singapore:

Name of company	Stock code	Positions held	Period of Services
China New Town Development Company Limited	1278 (HK) and D4N. Si (Singapore)	Independent non-executive director	June 2009 – July 2011 and August 2013 – March 2014
		Executive director	September 2006 – June 2009 and July 2011 – August 2013
SRE Group Limited	1207 (HK)	Executive director	June 2009 – July 2011

Save as disclosed above, Mr. Yue has not held any directorship in the past three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

As at the Latest Practicable Date, Mr. Yue did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Yue has entered into a service contract with the Company for an initial term of one year commencing from 21 June 2019, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a director’s fee of HK\$120,000 per annum, which was reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would consider to enhance its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Yue has confirmed his independence pursuant to Rule 5.09 of the GEM Listing Rules and possess extensive experience in finance and administrative sectors. The Board considers Mr. Yue is independent and can bring contributions to the Board and its diversity.

NOTICE OF ANNUAL GENERAL MEETING

WORLD SUPER HOLDINGS LIMITED

維亮控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8612)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of World Super Holdings Limited (the “**Company**”) will be held at Function Room V34, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Thursday, 28 May 2020 at 2:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company and its subsidiaries for the year ended 31 December 2019.
2. (A) To re-elect the following retiring directors of the Company (the “**Directors**”):
 - (i) To re-elect Mr. Sou Peng Kan Albert as executive Director;
 - (ii) To re-elect Mr. Fok Hei Yuen Paul as executive Director;
 - (iii) To re-elect Mr. Leung Man Chiu Lawrence as non-executive Director;
 - (iv) To re-elect Mr. Lee Tak Fai Thomas as independent non-executive Director;
 - (v) To re-elect Mr. Yau Lut Pong Leo as independent non-executive Director;
 - (vi) To re-elect Mr. Yue Wai Leung Stan as independent non-executive Director; and
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint HLM CPA Limited as auditor of the Company for the ensuring year and to authorise the Board to fix the remuneration of auditor.

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the Growth Enterprise Market (the “**GEM**”) 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 unissued 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 bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are 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 (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
- (c) the aggregate of the total nominal value of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution; and

“Rights Issue” means an offer of Shares open for a period fixed by 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 (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) 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 on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the 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 aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the shares capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”
6. “**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company as at the date of passing this Resolution.”

By Order of the Board
World Super Holdings Limited
Sou Peng Kan Albert
Chairman and executive Director

Hong Kong, 30 March 2020

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 25 May 2020 to Thursday, 28 May 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4: 30 p.m. on Friday, 22 May 2020.
4. With regard to resolution no. 2(A) set out in this notice, biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated 30 March 2020.
5. In connection with the proposed share repurchase mandate under ordinary resolution no. 5, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 30 March 2020.
6. As at the date of this notice, the Board comprises Mr. Sou Peng Kan Albert and Mr. Fok Hei Yuen Paul as executive Directors; Mr. Leung Man Chiu Lawrence as non-executive Director; and Mr. Lee Tak Fai Thomas, Mr. Yau Lut Pong Leo and Mr. Yue Wai Leung Stan as independent non-executive Directors.
7. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish. In such event, the proxy form shall be deemed to be revoked.