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KWG GROUP HOLDINGS LIMITED

合景泰富集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1813)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of KWG Group Holdings Limited (the “**Company**”) will be held at Verve, 5/F, W Guangzhou, 26 Xian Cun Road, Pearl River New Town, Tianhe District, Guangzhou, People’s Republic of China on Friday, 5 June 2020 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2019.
2. To declare a final dividend of RMB42 cents per ordinary share of the Company for the year ended 31 December 2019 (payable in cash in Hong Kong dollars with scrip option).
3.
 - (a) To re-elect Mr. KONG Jiannan as an executive Director.
 - (b) To re-elect Mr. TAM Chun Fai as an independent non-executive Director.
 - (c) To re-elect Mr. LI Binhai as an independent non-executive Director.
 - (d) To authorise the Board of Directors to fix the Directors’ remuneration.
4. To re-appoint Ernst & Young as auditor of the Company and authorise the Board of Directors to fix their remuneration.

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

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make, issue or grant offers, agreements or options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which 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 be in addition to any other authorisation given to the Directors of the Company during the Relevant Period (as hereinafter defined) and shall authorise the Directors of the Company to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the shares in the capital of the Company to be issued or allotted either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any 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 its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) 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 of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; or

- (iii) the date on which the authority set out in this resolution is revoked, varied or renewed by an ordinary resolution of the Shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities of the Company giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors of the Company 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).”

6. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by its Directors;
- (c) the total number of the shares of the Company which are authorised to be bought back by the Directors of the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (d) 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

- (iii) the date on which the authority set out in this resolution is revoked, varied or renewed by an ordinary resolution of the Shareholders of the Company in general meeting.”
7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 of this notice being passed, the general mandate granted to the Directors of the Company pursuant to resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 6, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.”
8. “**THAT**
- (a) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in an aggregate of 589,500 new shares of the Company (the “**Connected Awarded Shares**”), the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) for the allotment and issue of the Connected Awarded Shares to Computershare Hong Kong Trustees Limited to hold on trust for selected employees who are Directors and/or directors of certain subsidiaries of the Company or Directors in the last 12 months, accordingly connected persons (as defined in Chapter 14A of the Listing Rules) of the Company, and are selected by the Board for participation in the share award scheme (the “**Scheme**”) adopted by the Company on 19 January 2018 (a copy of which has been produced at the annual general meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification); and
- (b) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the allotment and issue of the Connected Awarded Shares under the Specific Mandate and the transactions contemplated thereunder.”
9. “**THAT** the grant of 96,000 Connected Awarded Shares pursuant to the Scheme to Mr. CAI Fengjia be and is hereby approved and confirmed.”
10. “**THAT** the grant of 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. TSUI Kam Tim be and is hereby approved and confirmed.”
11. “**THAT** the grant of 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. CHEN Guangchuan be and is hereby approved and confirmed.”
12. “**THAT** the grant of 55,500 Connected Awarded Shares pursuant to the Scheme to Mr. CHEN Wende be and is hereby approved and confirmed.”

13. “**THAT** the grant of 78,000 Connected Awarded Shares pursuant to the Scheme to Ms. HUANG Yanping be and is hereby approved and confirmed.”
14. “**THAT** the grant of 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. JIN Yanlong be and is hereby approved and confirmed.”
15. “**THAT** the grant of 70,500 Connected Awarded Shares pursuant to the Scheme to Mr. OU Jian be and is hereby approved and confirmed.”
16. “**THAT** the grant of 55,500 Connected Awarded Shares pursuant to the Scheme to Mr. TANG Wen be and is hereby approved and confirmed.”

By Order of the Board
CHAN Kin Wai
Company Secretary

Hong Kong, 7 May 2020

Notes:

1. (a) Any shareholder entitled to attend and vote at the annual general meeting (the “**AGM**”) is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her, a proxy need not be a shareholder of the Company. To be valid, original of the completed proxy form must be returned to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the AGM (i.e. not later than 3:00 p.m. on Wednesday, 3 June 2020) or any adjournment thereof.
 - (b) Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint persons be present at the AGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company (the “**Register of Members**”) in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
2. The Register of Members will be closed for the following periods:
 - (a) For the purpose of determining the shareholders’ entitlement to attend and vote at the AGM, the Register of Members will be closed from Tuesday, 2 June 2020 to Friday, 5 June 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 1 June 2020.

- (b) For the purpose of determining the shareholders' entitlement to the proposed final dividend, the Register of Members will be closed from Friday, 12 June 2020 to Tuesday, 16 June 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 11 June 2020.
3. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the AGM must be taken by poll. The chairman of the AGM will exercised his power under article 66 of the articles of associations of the Company to demand a poll for each and every resolution put forward at the AGM.
4. Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- (i) Compulsory body temperature checks
- (ii) Wearing of surgical face masks
- (iii) No provision of refreshments and corporate gifts

Any attendee who does not comply with the precautionary measures (i) and (ii) above may be denied entry to the AGM venue.

For the health and safety of the shareholders, the Company would like to encourage the shareholders to exercise their rights to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. If any shareholder wishes to attend in person, the shareholder is advised to pay attention to the latest epidemic-control and protection arrangements implemented by the Central Government of the People's Republic of China and the Government of the Hong Kong Special Administrative Region.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website (www.kwggroupholdings.com) and/or the HKEXnews website (www.hkexnews.hk) for future announcements and updates on the AGM arrangements.

As at the date of this announcement, the Board comprises seven Directors, of which Mr. KONG Jianmin (Chairman), Mr. KONG Jiantao, Mr. KONG Jiannan and Mr. CAI Fengjia are executive Directors; and Mr. LEE Ka Sze, Carmelo JP, Mr. TAM Chun Fai and Mr. LI Binhai are independent non-executive Directors.