



# 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)

### 2020 ANNUAL GENERAL MEETING — PROXY FORM

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(2)</sup>  
of KWG Group Holdings Limited (the "Company"), hereby appoint<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the chairman of the meeting<sup>(4)</sup> as my/our proxy to attend and vote for me/us and on my/our behalf as directed below (or, if no such direction is given, as my/our proxy shall think fit) at the annual general meeting of the Company (the "AGM") (or at any adjournment thereof) to 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 purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM, or at any adjournment thereof.

Please indicate with a "√" in the appropriate boxes how you wish your vote(s) to be cast on a poll.

Ordinary Resolutions		For <sup>(5)</sup>	Against <sup>(5)</sup>
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2019.		
2.	To declare a final dividend of RMB42 cents per ordinary share 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.		
3(b).	To re-elect Mr. TAM Chun Fai as an independent non-executive Director.		
3(c).	To re-elect Mr. LI Binhai as an independent non-executive Director.		
3(d).	To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Ernst & Young as auditor and to authorize the Board of Directors to fix its remuneration.		
5.	To grant a general mandate to the Directors to issue new shares (Ordinary Resolution No.5 as set out in the notice of the AGM).		
6.	To grant a general mandate to the Directors to buy-back shares (Ordinary Resolution No.6 as set out in the notice of the AGM).		
7.	To extend the general mandate to issue new shares by adding the number of shares bought back (Ordinary Resolution No.7 as set out in the notice of the AGM).		
8.	(a) To grant a specific mandate to the Directors to allot and issue the Connected Awarded Shares (as defined in the notice of the AGM); and (b) any one of the Directors be authorised for and on behalf of the Company to take any action to carry out the allotment and issue of the Connected Awarded Shares under the specific mandate and the transactions contemplated thereunder.		
9.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme (as defined in the notice of the AGM) to Mr. CAI Fengjia.		
10.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. TSUI Kam Tim.		
11.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. CHEN Guangchuan.		
12.	To grant 55,500 Connected Awarded Shares pursuant to the Scheme to Mr. CHEN Wende.		
13.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Ms. HUANG Yanping.		
14.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. JIN Yanlong.		
15.	To grant 70,500 Connected Awarded Shares pursuant to the Scheme to Mr. OU Jian.		
16.	To grant 55,500 Connected Awarded Shares pursuant to the Scheme to Mr. TANG Wen.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

Signature<sup>(6)</sup> \_\_\_\_\_

*Notes:*

- (1) Please insert full name(s) and address(es) in **BLOCK CAPITALS**. The names of joint registered holders should be stated.
- (2) Please insert the number of shares registered in your name(s) to which this Proxy Form relates. If no number is inserted, this Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) Any shareholder entitled to attend and vote at the meeting 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.
- (4) If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (5) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his/her discretion in respect of that resolution. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the AGM other than those referred to in the Notice of the AGM.
- (6) This Proxy Form must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- (7) In case of joint registered holders of any shares of the Company, any one of such persons may vote at the meeting, 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 meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
- (8) To be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarized copy thereof must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. not later than 3:00 p.m. on Wednesday, 3 June 2020) or any adjournment thereof.
- (9) Completion and delivery of this Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar by post or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk).