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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 Salon 1–3, JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 6 June 2019 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

Ordinary Business

1. To receive and approve the audited consolidated financial statements, Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2018.
2. To declare a final dividend of RMB31 cents per share for the year ended 31 December 2018 (payable in cash in Hong Kong dollars with scrip option).
3. To re-elect Mr. Kong Jianmin as an executive Director and authorise the board of Directors (the “**Board**”) to fix his remuneration.
4. To re-elect Mr. Kong Jiantao as an executive Director and authorise the Board to fix his remuneration.
5. To re-elect Mr. Lee Ka Sze, Carmelo, *JP*, as an independent non-executive Director and authorise the Board to fix his remuneration.
6. To re-appoint Ernst & Young as auditor of the Company and authorise the Board to fix their remuneration.

Special Business

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

7. “**THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors 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 sub-paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors during the Relevant Period (as hereinafter defined) and shall authorise the Directors 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 pursuant to the approval in sub-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 twenty (20) per cent. 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; or
 - (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 passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“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 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 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).”

8. **“THAT:**

- (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors 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 sub-paragraph (a) 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 purchase its shares at a price determined by the Directors;
- (c) the total number of the shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in sub-paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed ten (10) per cent. 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 sub-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; or
 - (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 passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

9. “**THAT** conditional upon the passing of resolutions nos. 7 and 8 of this notice being passed, the general mandate granted to the Directors pursuant to resolution no. 7 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. 8, provided that such amount shall not exceed ten (10) per cent. of the total number of shares of the Company in issue as at the date of the passing of this resolution.”

10. “**THAT**

(a) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in an aggregate of 922,500 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, 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 AGM marked “A” and signed by the chairman of the AGM 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.”

11. “**THAT** the grant of 148,500 Connected Awarded Shares pursuant to the Scheme to Mr. Tsui Kam Tim be and is hereby approved and confirmed.”

12. “**THAT** the grant of 138,000 Connected Awarded Shares pursuant to the Scheme to Mr. Cai Fengjia be and is hereby approved and confirmed.”

13. “**THAT** the grant of 96,000 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Guangchuan be and is hereby approved and confirmed.”

14. “**THAT** the grant of 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Wende be and is hereby approved and confirmed.”

15. “**THAT** the grant of 96,000 Connected Awarded Shares pursuant to the Scheme to Ms. Huang Yanping be and is hereby approved and confirmed.”
16. “**THAT** the grant of 96,000 Connected Awarded Shares pursuant to the Scheme to Mr. Jin Yanlong be and is hereby approved and confirmed.”
17. “**THAT** the grant of 87,000 Connected Awarded Shares pursuant to the Scheme to Ms. Mai Lihua be and is hereby approved and confirmed.”
18. “**THAT** the grant of 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Ou Jian be and is hereby approved and confirmed.”
19. “**THAT** the grant of 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Tang Wen be and is hereby approved and confirmed.”

By Order of the Board
Tsui Kam Tim
Executive Director and Company Secretary

Hong Kong, 7 May 2019

Principal place of business in Hong Kong:

Units 8503–05A, Level 85
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy 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. A proxy need not be a member of the Company.
2. Where there are 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 (the “**Register of Members**”) in respect of such shares of the Company shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy 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 notarised 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 forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

4. The Register of Members will be closed for the following periods:
 - (a) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on 6 June 2019 (the “**2019 AGM**”), the Register of Members will be closed on Monday, 3 June 2019 to Thursday, 6 June 2019, both days inclusive. In order to qualify for attending and voting at the 2019 AGM, all transfer documents should be lodged for registration with Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 31 May 2019.
 - (b) For the purpose of determining shareholders who qualify for the final dividend, the Register of Members will be closed on Friday, 14 June 2019 to Tuesday, 18 June 2019, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 13 June 2019.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM 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, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to the Articles unless the abovementioned reason arises.

As at the date of this announcement, the Board comprises eight Directors, of which Mr. Kong Jianmin (Chairman), Mr. Kong Jiantao, Mr. Kong Jiannan, Mr. Tsui Kam Tim and Mr. Cai Fengjia are the executive Directors; and Mr. Lee Carmelo Ka Sze, JP, Mr. Tam Chun Fai and Mr. Li Binhai are the independent non-executive Directors.