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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 6 JUNE 2019 AND DIVIDEND PAYMENT

The Board is pleased to announce that the resolutions as set out in the AGM Notice were duly passed at the AGM held on 6 June 2019 by way of poll.

Reference is made to the notice of the annual general meeting of KWG Group Holdings Limited (the “**Company**”) dated 7 May 2019 (the “**AGM Notice**”) and the circular of the Company dated 7 May 2019 (the “**Circular**”). Capitalized terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that at the AGM held on 6 June 2019, the proposed resolutions as set out in the AGM Notice were put to the AGM for voting by way of poll and were duly passed by the Shareholders.

The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		No. of votes and percentage of total no. of votes cast	
		For	Against
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.	2,433,481,708 99.999869%	3,186 0.000131%
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).	2,434,169,708 99.999869%	3,186 0.000131%
3.	To re-elect Mr. Kong Jianmin as an executive Director and authorize the Board to fix his remuneration.	2,286,554,088 93.982720%	146,397,504 6.017280%
4.	To re-elect Mr. Kong Jiantao as an executive Director and authorize the Board to fix his remuneration.	2,419,502,568 99.447188%	13,449,642 0.552812%
5.	To re-elect Mr. Lee Ka Sze, Carmelo, JP, as an independent non-executive Director and authorize the Board to fix his remuneration.	2,315,264,344 95.162740%	117,688,248 4.837260%
6.	To re-appoint Ernst & Young as auditor of the Company and authorize the Board to fix their remuneration.	2,419,985,721 99.417248%	14,185,173 0.582752%
7.	To grant a general mandate to the Directors to allot, issue or deal with shares of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution.	2,054,293,056 84.393800%	379,882,264 15.606200%
8.	To grant a buy-back mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution.	2,434,149,576 99.999849%	3,686 0.000151%
9.	To extend the general mandate to issue Shares under resolution 7 by adding the nominal amount of the shares bought back under resolution 8.	2,053,564,893 84.363901%	380,610,001 15.636099%

Ordinary Resolutions		No. of votes and percentage of total no. of votes cast	
		For	Against
10.	(a) To grant a specific mandate to the Directors to allot and issue the Connected Awarded Shares (as defined in the AGM Notice); and	2,197,712,400 90.286733%	236,435,258 9.713267%
	(b) any one of the Directors be authorized 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.	2,197,889,518 90.293949%	236,259,758 9.706051%
11.	To grant 148,500 Connected Awarded Shares pursuant to the Scheme (as defined in the AGM Notice) to Mr. Tsui Kam Tim.	2,197,692,431 90.286483%	236,439,847 9.713517%
12.	To grant 138,000 Connected Awarded Shares pursuant to the Scheme to Mr. Cai Fengjia.	2,197,690,813 90.286477%	236,439,847 9.713523%
13.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Guangchuan.	2,197,679,574 90.286432%	236,439,847 9.713568%
14.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Wende.	2,197,679,574 90.286432%	236,439,847 9.713568%
15.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme to Ms. Huang Yanping.	2,197,679,574 90.286432%	236,439,847 9.713568%
16.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme to Mr. Jin Yanlong.	2,197,679,574 90.286432%	236,439,847 9.713568%
17.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Ms. Mai Lihua.	2,197,679,074 90.444514%	232,185,347 9.555486%
18.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Ou Jian.	2,197,679,574 90.286432%	236,439,847 9.713568%
19.	To grant 87,000 Connected Awarded Shares pursuant to the Scheme to Mr. Tang Wen.	2,197,677,838 90.286425%	236,439,847 9.713575%

For details of the resolutions, please refer to the AGM Notice.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of issued Shares, being the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM, was 3,174,071,756. As disclosed in the Circular, the Connected Grantees and the spouse of Mr. Cai Fengjia holding 726,000 Shares in aggregate as of the Latest Practicable Date were required to abstain and have abstained from voting on the resolutions proposed at the AGM in relation to the award of Connected Awarded Shares.

Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the AGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as scrutineer for the vote-taking at the AGM.

DIVIDEND PAYMENT

The proposal for the payment of final dividend of RMB31 cents per Share for the year ended 31 December 2018 (payable in cash in Hong Kong dollars with scrip option) was approved at the AGM. The exchange rate adopted for conversion was the average exchange rates for Renminbi (“**RMB**”) to Hong Kong dollars as announced by the People's Bank of China for the five business days prior to the declaration of dividends (i.e. from 30 May 2019 to 5 June 2019), which was RMB0.87869 to HK\$1.00. Accordingly, the amount of the final dividend payable in Hong Kong dollars will be HK\$0.352798 per Share. The dividend warrants will be distributed to the Shareholders on or around Friday, 2 August 2019.

By order of the Board
KWG Group Holdings Limited
Kong Jianmin
Chairman

Hong Kong, 6 June 2019

As at the date of this announcement, the board of Directors comprises eight Directors, of which Mr. Kong Jianmin (Chairman), Mr. Kong Jiantao, Mr. Kong Jiannan, Mr. Tsui Kam Tim 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.