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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 5 JUNE 2020 AND DIVIDEND PAYMENT**

### **I. POLL RESULTS OF ANNUAL GENERAL MEETING**

At the Annual General Meeting of KWG Group Holdings Limited (the “**Company**”) held on 5 June 2020 (the “**AGM**”), a poll was demanded by the Chairman of the AGM for voting on all the proposed resolutions as set out in the notice of the AGM dated 7 May 2020.

All resolutions were approved by the shareholders of the Company (the “**Shareholders**”) and the poll results were as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (approximate %)</b>	
		<b>For</b>	<b>Against</b>
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.	2,535,525,174 (99.963118%)	935,500 (0.036882%)
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).	2,540,203,174 (100%)	0 (0%)
3(a).	To re-elect Mr. KONG Jiannan as an executive Director.	2,505,849,541 (98.647603%)	34,353,633 (1.352397%)

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
3(b).	To re-elect Mr. TAM Chun Fai as an independent non-executive Director.	2,383,513,850 (93.831622%)	156,689,324 (6.168378%)
3(c).	To re-elect Mr. LI Binhai as an independent non-executive Director.	2,501,544,660 (98.478133%)	38,658,514 (1.521867%)
3(d).	To authorise the Board of Directors to fix the Directors' remuneration.	2,537,875,312 (99.932042%)	1,725,862 (0.067958%)
4.	To re-appoint Ernst & Young as auditor and to authorize the Board of Directors to fix its remuneration.	2,507,380,800 (98.707884%)	32,822,374 (1.292116%)
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).	2,105,268,627 (82.897608%)	434,332,547 (17.102392%)
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).	2,539,597,174 (99.999842%)	4,000 (0.000158%)
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).	2,119,094,218 (83.422233%)	421,108,956 (16.577767%)
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	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
	(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.	2,225,332,925 (87.604525%)	314,870,249 (12.395475%)
9.	To grant 96,000 Connected Awarded Shares pursuant to the Scheme (as defined in the notice of the AGM) to Mr. CAI Fengjia.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
10.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. TSUI Kam Tim.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
11.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. CHEN Guangchuan.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
12.	To grant 55,500 Connected Awarded Shares pursuant to the Scheme to Mr. CHEN Wende.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
13.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Ms. HUANG Yanping.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
14.	To grant 78,000 Connected Awarded Shares pursuant to the Scheme to Mr. JIN Yanlong.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
15.	To grant 70,500 Connected Awarded Shares pursuant to the Scheme to Mr. OU Jian.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
16.	To grant 55,500 Connected Awarded Shares pursuant to the Scheme to Mr. TANG Wen.	2,225,326,425 (87.604269%)	314,876,749 (12.395731%)
<b>As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.</b>			

*Notes:*

- (1) The total number of shares of the Company entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 3,176,782,463 shares. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.
- (2) As disclosed in the circular dated 7 May 2020 (the “Circular”), the Connected Grantees (as defined in the Circular) and the spouse of Mr. CAI Fengjia holding 769,260 shares in aggregate as of the Latest Practicable Date (as defined in the Circular) were required to abstain and have abstained from voting on the resolutions proposed at the AGM in relation to the grant of Connected Awarded Shares.
- (3) Save as disclosed in (2) above, none of the Shareholders have indicated in the Circular that they intend to vote against or to abstain from voting on any resolutions at the AGM.
- (4) The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

## II. DIVIDEND PAYMENT

The proposal for the payment of final dividend of RMB42 cents per share for the year ended 31 December 2019 (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 rate for Renminbi 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 29 May 2020 to 4 June 2020), which was RMB0.91827 to HK\$1.00. Accordingly, the amount of the final dividend payable in Hong Kong dollars will be HK\$0.457382 per share. The dividend warrants will be distributed to the Shareholders on or around Friday, 7 August 2020.

A circular containing details of the scrip dividend arrangement together with the relevant election form will be published on the Company's website ([www.kwggroupholdings.com](http://www.kwggroupholdings.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) and despatched to the Shareholders on or before Tuesday, 30 June 2020.

By order of the Board  
**KWG Group Holdings Limited**  
**KONG Jianmin**  
*Chairman*

Hong Kong, 5 June 2020

*As at the date of this announcement, the Board of Directors 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.*