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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of KWG Group Holdings Limited (the “**Company**”) will be convened and held at Yunshan Conference Room, 38th Floor, International Finance Place, No. 8 Huaxia Road, Pearl River New Town, Guangzhou, People’s Republic of China on Friday, 13 January 2023 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

### **ORDINARY RESOLUTION**

1. “**THAT** the residential property management services framework agreement dated 21 November 2022 and entered into between the Company and KWG Living Group Holdings Limited (the “**New Residential Property Management Services Framework Agreement**”) and the transactions contemplated thereunder (including the proposed annual caps therefor) be and are hereby confirmed and approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the New Residential Property Management Services Framework Agreement and the transactions contemplated thereunder.”

### **SPECIAL RESOLUTION**

2. “**THAT**
  - (a) the amended and restated articles of association of the Company as set out in Appendix II to the circular of the Company dated 21 December 2022 (the “**Circular**”) which contains this notice, a copy of which has been produced to the

meeting and marked “A” and initialled by the chairman of the EGM, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company in force immediately before the passing of this special resolution; and

- (b) the Directors be and are hereby authorised to do all such acts, deeds, matters and things and to sign and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to or in connection with the foregoing.”

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

Hong Kong, 21 December 2022

*Notes:*

- (a) Any shareholder entitled to attend and vote at the EGM 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 EGM (i.e. not later than 2:30 p.m. on Wednesday, 11 January 2023) 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 EGM, 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 EGM 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.
- Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned thereof if you so wish. In such event, the proxy form shall be deemed to be revoked.
- For the purpose of determining the shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 11 January 2023 to Friday, 13 January 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, 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 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 10 January 2023.
- Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the EGM must be taken by poll. The chairman of the EGM will exercise 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 EGM.
- Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.

### **PRECAUTIONARY MEASURES FOR THE EGM**

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 EGM:

- (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 EGM venue.

**For the health and safety of the shareholders, Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy instead of attending the EGM in person. If any Shareholders 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 EGM arrangements at short notice. Shareholders shall check the Company's website ([www.kwggroupholdings.com](http://www.kwggroupholdings.com)) and/or the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) for future announcements and updates on the EGM arrangements.

*As at the date of this announcement, the Board comprises seven Directors, of whom Mr. KONG Jianmin (Chairman), Mr. KONG Jiantao (Chief Executive Officer), Mr. KONG Jiannan and Mr. CAI Fengjia are Executive Directors; and Mr. LEE Ka Sze, Carmelo, Mr. TAM Chun Fai and Mr. LAW Yiu Wing, Patrick are Independent Non-executive Directors.*