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KWG Living Group Holdings Limited

合景悠活集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3913)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 5 JUNE 2024

References are made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of KWG Living Group Holdings Limited (the “**Company**”) both dated 29 April 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the AGM convened and held on 5 June 2024, the proposed resolutions as set out in the Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll and the poll results were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements for the year ended 31 December 2023 together with the report of the directors of the Company (the “ Director(s) ”) and independent auditor’s report.	1,157,686,465 (99.987369%)	146,250 (0.012631%)
2.	(a) To re-elect Ms. LIU Xiaolan as an independent non-executive Director.	1,157,832,465 (99.999978%)	250 (0.000022%)
	(b) To re-elect Mr. FUNG Che Wai, Anthony as an independent non-executive Director.	1,157,832,715 (100.000000%)	0 (0.000000%)
	(c) To authorise the board of Directors to fix the Directors’ fee.	1,157,832,715 (100.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To re-appoint Prism Hong Kong and Shanghai Limited as auditor of the Company and authorise the board of Directors to fix its remuneration.	1,157,832,465 (99.999978%)	250 (0.000022%)
4.	To grant a general mandate to the Directors to buy back shares of the Company (ordinary resolution no.4 as set out in the notice of the Annual General Meeting).	1,157,832,715 (100.000000%)	0 (0.000000%)
5.	To grant a general mandate to the Directors to issue new shares of the Company and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (ordinary resolution no.5 as set out in the notice of the Annual General Meeting).	1,114,403,282 (96.249075%)	43,429,433 (3.750925%)
6.	To extend the general mandate to issue new shares of the Company and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) by adding the number of shares of the Company bought back (ordinary resolution no.6 as set out in the notice of the Annual General Meeting).	1,114,403,282 (96.249075%)	43,429,433 (3.750925%)
As more than 50% of the votes were cast in favour of each of the above Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company.			
Special Resolution		Number of Votes (%)	
		For	Against
7.	To approve the amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum of association and the third amended and restated articles of association of the Company (special resolution no.7 as set out in the notice of the Annual General Meeting).	1,157,522,598 (99.973216%)	310,117 (0.026784%)
As more than 75% of the votes were cast in favour of the above Resolution, the Resolution was duly passed as a special resolution of the Company.			

Notes:

- (1) The full text of the Resolutions is set out in the Notice.
- (2) At the date of the AGM, the total number of Shares in issue was 2,025,858,916 Shares. TMF Trust (HK) Limited, which indirectly held 500 Shares as at the date of the AGM through KWG Living Group Investment Limited (“**KWG Investment**”) in its capacity as the trustee under the Company’s share award scheme adopted on 23 July 2021 (the “**Share Award Scheme**”), shall not exercise and accordingly, had not exercised any voting rights through KWG Investment at the AGM pursuant to Rule 17.05A of the Listing Rules and the scheme rules of the Share Award Scheme. 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 and there was no party who had stated his/her/their intention in the Circular to vote against or abstain from voting on any of the Resolutions at the AGM. Save as disclosed above, no other Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 2,025,858,416 Shares.
- (3) The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as scrutineer for the vote-taking at the AGM.
- (4) Except for Mr. KONG Jianmin, the non-executive Director and the chairman of the Board, who was unable to attend the AGM due to his other business engagements, all other Directors attended the AGM.

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

Hong Kong, 5 June 2024

As at the date of this announcement, the board of Directors comprises Mr. KONG Jianmin (Chairman) as Non-executive Director; Mr. KONG Jiannan and Ms. YANG Jingbo as Executive Directors; and Ms. LIU Xiaolan, Mr. FUNG Che Wai, Anthony and Ms. NG Yi Kum as Independent Non-executive Directors.