

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **Kwong Man Kee Group Limited**

**鄺文記集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8023)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Kwong Man Kee Group Limited (the “**Company**”) will be held at 21/F, The Bedford, 91-93 Bedford Road, Kowloon, Hong Kong on Friday, 26 August 2022 at 2:30 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

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

1. To receive and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 March 2022;
2. To declare a final dividend of HK0.5 cents for each share in the Company for the year ended 31 March 2022;
3. (a) (i) To re-elect Mr. Kwong Chi Man as an executive Director;  
(ii) To re-elect Mr. Yip Kong Lok as an executive Director;  
(b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix their remuneration;

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the **“GEM Listing Rules”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and otherwise deal with additional shares of HK\$0.01 each (the **“Shares”**) in the share capital of the Company or securities convertible into Shares or options, warrants, or similar right to subscribe for Shares or such convertible securities into the Shares, and to make or grant offers, agreements and options which might require the exercise of such power;
- (b) the mandate in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the share capital of the Company) after the end of the Relevant Period; and
- (c) the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the mandate in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any options which may be granted under any share option scheme adopted by the Company or similar arrangement for the grant or issue of Shares or rights to subscribe for Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles”**); or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities convertible into Shares, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution; and
- (d) for the purpose 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

- (iii) the time when the mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors authorising them during the Relevant Period (as defined in paragraph (d) of resolution no. 5 in this notice) to repurchase on GEM or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or any other stock exchange on which the securities of the Company may be listed; and
- (b) such number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution.”

7. **“THAT**

conditional upon resolutions no. 5 and 6 in this notice being passed, the unconditional general mandate granted to the Directors pursuant to resolution no. 5 in this notice be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the issued share capital of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in resolution no. 6 in this notice, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution no. 6.”

## SPECIAL RESOLUTION

To consider and, if thought fit, to pass with or without amendments, the following special resolution:

8. **“THAT:**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the memorandum and articles of association of the Company, the details of which are set forth in Appendix III to the circular of the Company dated 30 June 2022 (the **“Circular”**), be and are hereby approved;
- (b) the amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the **“Amended and Restated Memorandum and Articles of Association”**) in the form of the document marked “A” and produced to this meeting (for the purpose of identification initialed by the chairman of the meeting), be and is hereby approved and adopted as the Amended and Restated Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect;
- (c) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong; and
- (d) the registered office provider of the Company be authorised to take all necessary steps to make the filings in accordance with the requirements of the applicable laws in the Cayman Islands to give effect to the adoption of the Amended and Restated Articles of Association.”

By order of the Board  
**Kwong Man Kee Group Limited**  
**Mr. Kwong Chi Man**  
*Chairman and Executive Director*

Hong Kong, 30 June 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
2. A form of proxy for the AGM is enclosed with the circular of the Company dated 30 June 2022 and published on the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.kmk.com.hk](http://www.kmk.com.hk). In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the proxy form will be returned on or after 15 August 2022), or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 23 August 2022 to Friday, 26 August 2022, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 pm on Monday, 22 August 2022.
5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 6 September 2022 to Friday, 9 September 2022, both dates inclusive, during which period no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Friday, 9 September 2022 are entitled to the proposed final dividend. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the transfer will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong (if the transfer will be lodged on or after 15 August 2022) for registration not later than 4:30 pm on Monday, 5 September 2022.

6. In relation to resolutions no. 3(a), Mr. Kwong Chi Man and Mr. Yip Kong Lok will retire from office as executive Directors at the AGM in accordance with the Articles and, being eligible, will offer themselves for re-election. Profiles of these retiring Directors are set out in Appendix II to the Circular.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 in this notice is set out in Appendix I to the circular of the Company dated 30 June 2022.
8. If typhoon signal no.8 or above, or a “black” rainstorm warning is hoisted or remains hoisted at 1:00 pm on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.kmk.com.hk](http://www.kmk.com.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
9. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.kmk.com.hk](http://www.kmk.com.hk) in accordance with the GEM Listing Rules.

*As at the date of this announcement, the executive Directors are Mr. Kwong Chi Man, Mr. Yip Kong Lok and Mr. Yip Wai Man and the independent non-executive Directors are Ms. Yu Wan Wah Amparo, Mr. Law Pui Cheung and Mr. Wat Danny Hiu Yan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and the Company’s website at [www.kmk.com.hk](http://www.kmk.com.hk).*