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K GROUP HOLDINGS LIMITED

千盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8475)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 FEBRUARY 2023 AND CHANGE OF DIRECTOR

The Board is pleased to announce that the resolutions set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 28 February 2023.

References are made to the announcement, the circular (the “**Circular**”) and the notice (the “**Notice**”) of K Group Holdings Limited (the “**Company**”) dated 6 February 2023 of the annual general meeting (the “**AGM**”) of the Company. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 28 February 2023.

The poll results were as follows:

ORDINARY RESOLUTIONS		Number of votes (%) (Approximate percentage)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 August 2022.	3,185,726 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		Number of votes (%) (Approximate percentage)	
		For	Against
2.	(a) To re-elect Mr. Yeap Wei Han, Melvyn as an executive director of the Company;	3,185,726 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Chiang Ming Chun as an executive director of the Company; and	3,185,726 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Chau Wing Nam as an independent non-executive director of the Company.	3,185,726 (100.00%)	0 (0.00%)
3.	To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company (the “ Directors ”) for the year ending 31 August 2023.	3,185,726 (100.00%)	0 (0.00%)
4.	To re-appoint D & PARTNERS CPA LIMITED as the independent auditor of the Company and authorise the Board to fix its remuneration.	3,185,726 (100.00%)	0 (0.00%)
5.	To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of this resolution.*	3,185,726 (100.00%)	0 (0.00%)
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of this resolution.*	3,185,726 (100.00%)	0 (0.00%)
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the 2023 AGM (the “ Notice ”), to extend the general and unconditional mandate granted by resolution numbered 5 by adding thereto the Shares repurchased pursuant to the general and unconditional mandate granted by resolution numbered 6.*	3,185,726 (100.00%)	0 (0.00%)
SPECIAL RESOLUTION		FOR	AGAINST
8.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the amended memorandum and articles of association of the Company. *	3,185,726 (100.00%)	0 (0.00%)

Note 1: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorized corporate representative or by proxy.

* *For the full text of the Proposed Resolutions, please refer to the Notice as contained in the Company’s Circular dated 6 February 2023.*

As more than 50% of the votes were cast in favor of the resolutions numbered 1 to numbered 7, each of these resolutions was duly passed as an ordinary resolution of the Company, while as more than two-thirds of the votes were cast in favor of the resolution numbered 8, such resolution was duly passed as a special resolution of the Company.

As at the date of the AGM, there were 44,000,000 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM. There was no Shareholder who was entitled to attend and abstain from voting in favour of the Proposed Resolutions at the AGM pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Proposed Resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

The Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited acted as the scrutineer for counting of votes at the AGM for the purpose of vote-taking.

Mr. Zhou Junqi, Mr. Yeap Wei Han, Melvyn, Ms. Wong Pui Kei Peggy, Mr. Chau Wing Nam, Mr. Law Chung Lam, Nelson and Mr. Lee Ming Yeung, Michael attended the AGM either in person or by electronic means.

CHANGE OF DIRECTOR

Mr. Xie Jianlong retired by rotation at the AGM but could not offer himself for re-election due to his loss of contact. Mr. Xie Jianlong is not the Company's director with effect from 28 February 2023 which is confirmed at the AGM.

By order of the Board of
K Group Holdings Limited
Zhou Junqi
Chairman and Executive Director

Hong Kong, 28 February 2023

As at the date of this announcement, the executive Directors are Mr. Zhou Junqi (Chairman), Mr. Chiang Ming Chun (Vice-chairman), Mr. Yeap Wei Han, Melvyn (Chief Financial Officer), and Ms. Wong Pui Kei Peggy and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Law Chung Lam, Nelson and Mr. Lee Ming Yeung, Michael.

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 Latest Listed Company Information page of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company's website at www.kgroup.com.hk.