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KFM KINGDOM HOLDINGS LIMITED

KFM金德控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3816)

WAIVER UNDER RULE 14A.37 OF THE LISTING RULES

Reference is made to the announcement (the “**Announcement**”) of KFM Kingdom Holdings Limited (the “**Company**”) dated 20 September 2021 in respect of the New Tenancy Agreement and the transaction contemplated thereunder. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

As disclosed in the Announcement, the Company had obtained written approval (“**Written Approval**”) for the transactions contemplated under the New Tenancy Agreement from a controlling Shareholder, namely Massive Force Limited, which beneficially holds 449,999,012 Shares (representing approximately 75% of the issued share capital of the Company as at the date of the Announcement) in lieu of convening an extraordinary general meeting of the Company (“**EGM**”) in connection with the New Tenancy Agreement and the transactions contemplated thereunder.

An application has been made by the Company to the Stock Exchange for a waiver (the “**Waiver**”) from the requirement for the Company to convene an EGM under Rule 14A.37 of the Listing Rules for the purpose of approving the transactions contemplated under the New Tenancy Agreement, on the basis that: (i) so far as the Directors are aware after making reasonable enquiries, none of the Shareholders as at the date of the Announcement has any interest in the New Tenancy Agreement and the transactions contemplated thereunder and none of them would be required to abstain from voting if the Company were to convene a general meeting for the approval of the New Tenancy Agreement and the transactions contemplated thereunder; and (ii) Massive Force Limited, a controlling Shareholder holding 449,999,012 Shares (representing approximately 75% of the issued share capital of the Company) as at the date of the Announcement, has given its Written Approval for the New Tenancy Agreement and the transactions contemplated thereunder.

On 4 October 2021, the Stock Exchange granted the Waiver to the Company. Accordingly, no EGM for the approval of the transactions contemplated under the New Tenancy Agreement will be held by the Company. The Stock Exchange may, however, withdraw or change the Waiver if the situation of the Company changes.

A circular containing, among other things, further particulars of the transactions contemplated under the New Tenancy Agreement, the view of the Independent Board Committee and the Independent Financial Adviser will be despatched to the Shareholders on 13 October 2021.

By Order of the Board
KFM Kingdom Holdings Limited
Mr. Zhang Haifeng
Chairman and non-executive Director

Hong Kong, 4 October 2021

As at the date of this announcement, the Board comprises (1) Mr. Zhang Haifeng as a non-executive Director; (2) Mr. Sun Kwok Wah Peter and Mr. Wong Chi Kwok as executive Directors; and (3) Mr. Wan Kam To, Ms. Zhao Yue and Mr. Shen Zheqing as independent non-executive Directors.