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K. H. GROUP HOLDINGS LIMITED
劍虹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1557)

**POLL RESULTS OF THE 2022 ANNUAL GENERAL MEETING
HELD ON 30 SEPTEMBER 2022
AND ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the circular (the “**2022 AGM Circular**”) of K.H. Group Holdings Limited (the “**Company**”) and the notice (the “**2022 AGM Notice**”) of the 2022 annual general meeting (“**2022 AGM**”) dated 18 July 2022. Capitalised terms used in this announcement shall have the same meanings as those defined in the 2022 AGM Circular unless otherwise defined herein.

The Board is pleased to announce that at the 2022 AGM held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 30 September 2022 at 10:00 am, all the proposed resolutions (the “**Resolutions**”) as set out in the 2022 AGM Notice were duly passed by the shareholders of the Company (the “**Shareholder**”) by way of poll.

Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong was appointed as the scrutineer for the purpose of vote-taking at the 2022 AGM.

The poll results for the Resolutions are as follows:

Ordinary Resolutions proposed at the 2022 AGM		Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To receive and to consider, if thought, approve the audited consolidated financial statements and reports of Directors and Auditors for the year ended 31 March 2022	12,057 (100.0000%)	0 (0.0000%)	12,057
2.	(a) To re-elect Mr. Chen Rongsheng as an Executive Director	12,057 (100.0000%)	0 (0.0000%)	12,057
	(b) To re-elect Mr. Guan Jingdong as an Executive Director	12,057 (100.0000%)	0 (0.0000%)	12,057
	(c) To re-elect Mr. Feng Zhidong as an Independent Non-executive Director	12,057 (100.0000%)	0 (0.0000%)	12,057
	(d) To authorize the Board of Directors to fix the Directors' remuneration	12,057 (100.0000%)	0 (0.0000%)	12,057
3.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as Auditors of the Company and to authorize the Board of Directors to fix their remuneration	12,057 (100.0000%)	0 (0.0000%)	12,057
4.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this resolution	12,057 (100.0000%)	0 (0.0000%)	12,057
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution	12,057 (100.0000%)	0 (0.0000%)	12,057

Ordinary Resolutions proposed at the 2022 AGM		Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
6.	To grant an extension mandate to extend the general mandate granted to the Directors under resolution (4) above to allot and issue the shares by the number of shares repurchased by the Company under the mandate referred to in resolution (5) above	12,057 (100.0000%)	0 (0.0000%)	12,057
Special Resolution proposed at the 2022 AGM		Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
7.	To approve the adoption of the Second Amended and Restated Memorandum and Articles of Association	12,057 (100.0000%)	0 (0.0000%)	12,057

The description of the Ordinary Resolutions and the Special Resolution above is by way of summary only. The full text appears in the 2022 AGM Notice.

As at the date of the 2022 AGM:

- (a) The total number of the issued shares in the Company and entitling the Shareholders to attend and vote for or against the Resolutions at the 2022 AGM was 400,000,000 shares.
- (b) There was no shares which entitled the Shareholders to attend and abstain from voting in favour of the Resolutions at the 2022 AGM as set out in Rule 13.40 of the Listing Rules.
- (c) None of the Shareholders have stated their intention in the 2022 AGM Circular to vote against any of the Resolutions at the 2022 AGM.
- (d) None of the Shareholders is required under the Listing Rules to abstain from voting on any of the Resolutions at the 2022 AGM.

As more than 50% of the votes were cast in favour of each of the abovementioned Ordinary Resolutions and not less than 75% of the votes were cast in favour of the abovementioned Special Resolution, all the Ordinary Resolutions were duly passed as Ordinary Resolutions and the Special Resolution was duly passed as a Special Resolution of the Company.

ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The adoption of the Second Amended and Restated Memorandum and Articles of Association has been approved by the Shareholders by way of a Special Resolution at the 2022 AGM. The full text of the Second Amended and Restated Memorandum and Articles of Association will be published on the websites of the Company and the Stock Exchange.

All Directors attended the 2022 AGM by electronic means.

By Order of the Board
K. H. Group Holdings Limited
Hui Wai Yue
Company Secretary

Hong Kong, 30 September 2022

As at the date of this announcement, the Board comprises two Executive Directors, namely, Mr. Chen Rongsheng (Chairman) and Mr. Guan Jingdong and three Independent Non- executive Directors, namely, Mr. Feng Zhidong, Professor Lu Haitian and Mr. Liu Xin.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.