

*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.*



**KFM KINGDOM HOLDINGS LIMITED**

**KFM 金德控股有限公司**

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

**(Stock code: 3816)**

**(1) MAJOR AND CONNECTED TRANSACTION  
POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 31 JANUARY 2024; AND  
(2) STATUS UPDATE ON THE PROGRESS OF THE KPST  
ACQUISITION**

**Financial adviser to KIG Real Estate Holdings Limited**



References are made to (i) the announcement jointly issued by KFM Kingdom Holdings Limited (the “**Company**”) and KIG Real Estate Holdings Limited dated 1 December 2023 in relation to, among other things, the KPST Acquisition; (ii) the circular (the “**Circular**”) of the Company dated 15 January 2024 in relation to a major and connected transaction of the Company; and (iii) the notice (the “**Notice of EGM**”) of extraordinary general meeting (the “**EGM**”) of the Company dated 15 January 2024. Unless the context otherwise requires, all capitalised terms used herein shall have the same meanings as defined in the Circular.

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 31  
JANUARY 2024**

The Company would like to report that save for Mr. Wong Chi Kwok, Mr. Sun Kwok Wah Peter attended the EGM in person; and Mr. Zhang Haifeng, Mr. Wan Kam To, Ms. Zhao Yue and Mr. Shen Zheqing attended the EGM by electronic means.

The Board is pleased to announce that the ordinary resolution (the “**Ordinary Resolution**”) set out in the Notice of EGM was duly passed by way of poll by the Independent Shareholders attending and voting by way of poll at the EGM held on 31 January 2024. Details of the poll results in respect of the Ordinary Resolution proposed at the EGM were as follows:

Ordinary Resolution	Number of votes (%)		Passed by Shareholders
	For <sup>Note</sup>	Against <sup>Note</sup>	
“ <b>THAT</b> the KPST SPA, a copy of which has been produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, and the transaction as contemplated thereunder be and are hereby approved, confirmed and ratified; and any one Director be and is hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution.”	45,024,000 (100%)	0 (0%)	Yes

*Note:* The number of votes and percentage are based on the total number of Shares held by the holders who attended and voted at the EGM in person or by corporate representative or proxy.

Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares was 600,000,000 Shares.

As set out the Circular, Massive Force, which (i) held 449,999,012 Shares, representing approximately 75.0% of the entire issued share capital of the Company as at the date of the EGM; and (ii) has material interests in the Ordinary Resolution, was required to abstain from voting on the Ordinary Resolution at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution at the EGM was 150,000,988 Shares, representing approximately 25.0% of the entire issued share capital of the Company.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders were required under the Listing Rules or the Takeovers Code to abstain from voting on the Ordinary Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary Resolution at the EGM pursuant to Rule 13.40 of the Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolution at the EGM.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company at the EGM.

#### **STATUS UPDATE ON THE PROGRESS OF THE KPST ACQUISITION**

Upon the passing of the Ordinary Resolution, the conditions precedent numbered (1) to the KPST SPA has been fulfilled. Save as disclosed, no other conditions precedent have been fulfilled and/or waived as at the date of this announcement.

The Company will continue to progress with the fulfilment of the conditions precedent to the KPST SPA. Further announcement(s) will be made by the Company on the status and progress of the KPST Completion as and when appropriate.

By order of the Board  
**KFM Kingdom Holdings Limited**  
**Kwok For Chi**  
*Company Secretary*

Hong Kong, 31 January 2024

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