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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)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting ("**2025 AGM**") of shareholders of K. H. Group Holdings Limited (the "**Company**") will be held at 21/F, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Thursday, 11 September 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As Ordinary Business:

1. To receive and to consider and if thought fit, approve the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2025;

2. (a) To re-elect Mr. Yang Xuefeng as an Executive Director;

   (b) To re-elect Mr. Feng Zhidong as an Independent Non-executive Director;

   (c) To re-elect Ms. Situ Danni as an Independent Non-executive Director; and

   (d) To authorise the Board of Directors of the Company to fix the Directors' remuneration.

3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph 4(c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;

(b) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs 4(a) and 4(b) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription or conversion rights attached to the warrants or the convertible securities which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 Memorandum and Articles of association of the Company, the Cayman Companies Act or any applicable laws of the Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting prior to the next annual general meeting of the Company.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of shares whose names stand 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 exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph 5(c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph 4(d) above) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Securities and Future Commission, the Cayman Companies Act and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph 5(a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors; and

(c) the aggregate nominal amount of the share capital of the Company which the Directors are authorised to repurchase pursuant to the approval in paragraphs 5(a) and 5(b) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution, and the said approval shall be limited accordingly."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT** conditional upon the passing of the ordinary resolutions numbered 4 and 5 as set out in the notice convening this meeting being duly passed, the aggregate nominal amount of the shares in the issued capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to and in accordance with the said resolution numbered 5 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the said resolution numbered 4."

By Order of the Board
K. H. Group Holdings Limited
Chang Chih-Chia
Chairman

Hong Kong, 25 July 2025

Head office and principal place of business in Hong Kong:
Unit 01, 86/F.
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

Registered office:
Windward 3, Regatta Office Park
P. O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Notes:

1. Any member of the Company entitled to attend and vote at the 2025 AGM may appoint another person as his/her/its proxy to attend and to vote instead of him/her/it. A proxy need not be a member of the Company.

2. All resolutions at the 2025 AGM will be taken by way of poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

3. Where there are joint registered holders of any share of the Company, any one such person may vote at the 2025 AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the 2025 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. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

5. A proxy form for use at the 2025 AGM is despatched to the shareholders of the Company together with a copy of this notice.

6. The register of members of the Company will be closed from Monday, 8 September 2025 to Thursday, 11 September 2025 (both days inclusive), during which no transfer of shares of the Company will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the 2025 AGM will be Thursday, 11 September 2025. In order to be eligible to attend and vote at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Friday, 5 September 2025.

7. An explanatory statement containing further details regarding resolution 5 above is set out in Appendix to the circular of the Company dated 25 July 2025.

8. As at the date hereof, the Board comprises Mr. Chang Chih-Chia, Dr. Wang Lei and Mr. Yang Xuefeng as Executive Directors; and Mr. Feng Zhidong, Ms. Liu Yixing and Ms. Situ Danni as Independent Non-executive Directors.

9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by Hong Kong Government is/are is in force at or at any time after 7:00 a.m. on the date of the 2025 AGM, the 2025 AGM will be adjourned. The Company will post an announcement on the websites of the Company at "www.kh-holdings.com" and the HKEx at "www.hkexnews.hk" to notify shareholders of the date, time and place of the adjourned meeting.

   The 2025 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

If any Shareholder chooses not to attend the 2025 AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she/it is welcome to send such question or matter in writing to our registered office or to our email at candy@mcgi.com.hk. If any Shareholder has any question relating to the meeting, please contact Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Union Registrars Limited

Address:	Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong
Email:	info@unionregistrars.com.hk
HK Tel:	(852) 2849 3399
Fax:	(852) 2849 3319