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KWG GROUP HOLDINGS LIMITED

合景泰富集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1813)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of **KWG GROUP HOLDINGS LIMITED** (the “Company”) will be held at Centenary Room III, G/F, Marco Polo Hongkong Hotel, Harbour City, No. 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on 9 November 2018 (Friday) at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

“**THAT**

1. (a) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in an aggregate of 2,428,500 new shares of the Company (the “**Connected Awarded Shares**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) for the allotment and issue of the Connected Awarded Shares to Computershare Hong Kong Trustees Limited to hold on trust for selected employees who are Directors and/or directors of certain subsidiaries of the Company, accordingly connected persons (as defined in Chapter 14A of the Listing Rules) of the Company, and are selected by the Board for participation in the share award scheme (the “**Scheme**”) adopted by the Company on 19 January 2018 (a copy of which has been produced at the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification); and

- (b) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the allotment and issue of the Connected Awarded Shares under the Specific Mandate and the transactions contemplated thereunder;
2. the grant of 298,500 Connected Awarded Shares pursuant to the Scheme to Mr. Tsui Kam Tim be and is hereby approved and confirmed;
 3. the grant of 277,500 Connected Awarded Shares pursuant to the Scheme to Mr. Cai Fengjia be and is hereby approved and confirmed;
 4. the grant of 192,000 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Guangchuan be and is hereby approved and confirmed;
 5. the grant of 172,500 Connected Awarded Shares pursuant to the Scheme to Mr. Chen Wende be and is hereby approved and confirmed;
 6. the grant of 192,000 Connected Awarded Shares pursuant to the Scheme to Ms. Huang Yanping be and is hereby approved and confirmed;
 7. the grant of 192,000 Connected Awarded Shares pursuant to the Scheme to Mr. Jin Yanlong be and is hereby approved and confirmed;
 8. the grant of 172,500 Connected Awarded Shares pursuant to the Scheme to Mr. Li Ning be and is hereby approved and confirmed;
 9. the grant of 112,500 Connected Awarded Shares pursuant to the Scheme to Mr. Liu Bingyang be and is hereby approved and confirmed;
 10. the grant of 124,500 Connected Awarded Shares pursuant to the Scheme to Mr. Liu Yu be and is hereby approved and confirmed;
 11. the grant of 172,500 Connected Awarded Shares pursuant to the Scheme to Ms. Mai Lihua be and is hereby approved and confirmed;
 12. the grant of 172,500 Connected Awarded Shares pursuant to the Scheme to Mr. Ou Jian be and is hereby approved and confirmed;
 13. the grant of 112,500 Connected Awarded Shares pursuant to the Scheme to Mr. Tang Ling be and is hereby approved and confirmed;
 14. the grant of 112,500 Connected Awarded Shares pursuant to the Scheme to Mr. Wei Mingchong be and is hereby approved and confirmed;

15. the grant of 124,500 Connected Awarded Shares pursuant to the Scheme to Mr. Zhang Min be and is hereby approved and confirmed; and
16. the re-election of Mr. Cai Fengjia as an executive Director of the Company be and is hereby approved and confirmed.”

By order of the Board
KWG Group Holdings Limited
Kong Jianmin
Chairman

Hong Kong, 16 October 2018

Notes:

- (1) Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or (or if such shareholder is the holder of two or more Share) more than one proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In the case of joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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.
- (3) To be valid, the instrument appointing a proxy and (if required by the board of the directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish, and in such event, the form of proxy previously submitted shall be deemed to have revoked.
- (4) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed for registration of transfer of Shares from 5 November 2018 (Monday) to 9 November 2018 (Friday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer document(s), accompanied by the relevant share certificate(s), must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 2 November 2018 (Friday).
- (5) As at the date of this notice, the Board comprises eight Directors, of which Mr. Kong Jianmin (Chairman), Mr. Kong Jiantao, Mr. Kong Jiannan, Mr. Tsui Kam Tim and Mr. Cai Fengjia are executive Directors; and Mr. Lee Ka Sze, Carmelo JP, Mr. Tam Chun Fai and Mr. Li Binhai are independent non-executive Directors.