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K GROUP HOLDINGS LIMITED

千盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8475)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 FEBRUARY 2021 AND RETIREMENT OF DIRECTOR

The board of directors (the “**Directors**” and the “**Board**”, respectively) of K Group Holdings Limited (the “**Company**”) announces that:

- (i) the proposed ordinary resolutions 1, 2(b), 2(c) and 4 as set out in the notice of the annual general meeting of the Company dated 30 November 2020 (the “**AGM Notice**”) were duly passed by the holders of the Company’s ordinary shares (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the annual general meeting held on Friday, 26 February 2021 (the “**2021 AGM**”); and
- (ii) the proposed ordinary resolutions 2(a), 3, 5, 6 and 7 were not passed by way of poll at the 2021 AGM.

As at the date of the 2021 AGM, there were 440,000,000 issued Shares entitling the Shareholders to attend and vote for or against the proposed ordinary resolutions at the 2021 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the proposed ordinary resolutions at the 2021 AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM**” and the “**GEM Listing Rules**”, respectively).

None of the Shareholders was required under the GEM Listing Rules to abstain from voting on the proposed ordinary resolutions at the 2021 AGM. None of the Shareholders has stated in the Company’s circular dated 30 November 2020 (the “**Circular**”) his/her/its intention to vote against or abstain from voting on any of the proposed ordinary resolutions at the 2021 AGM.

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2021 AGM.

The poll results in respect of all the proposed ordinary resolutions put to the vote of the 2021 AGM are set out as follows:

| Ordinary Resolutions | | Number of Votes (Approximate %) ^(Note 1) | |
|----------------------|---|--|------------------------|
| | | For | Against |
| 1. | To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 August 2020. | 111,689,996 (99.64%) | 400,000 (0.36%) |
| 2. | (a) To re-elect Mr. Lai Weijie, Terence as an executive Director of the Company. | 15,499,000 (13.83%) | 96,590,996 (86.17%) |
| | (b) To re-elect Mr. Choo Zheng Xi as an independent non-executive Director of the Company. | 111,689,996 (99.64%) | 400,000 (0.36%) |
| | (c) To re-elect Mr. Chow Wai San as an independent non-executive Director of the Company. | 111,689,996 (99.64%) | 400,000 (0.36%) |
| 3. | To authorise the Board to fix the remuneration of the Directors for the year ending 31 August 2021. | 15,499,000 (13.83%) | 96,590,996 (86.17%) |
| 4. | To re-appoint Zenith CPA Limited as the independent auditor of the Company and authorise the Board to fix its remuneration. | 111,689,996 (99.64%) | 400,000 (0.36%) |
| 5. | To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of this resolution. ^(Note 2) | 15,499,000 (13.83%) | 96,590,996 (86.17%) |
| 6. | To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of this resolution. ^(Note 2) | 15,499,000 (13.83%) | 96,590,996 (86.17%) |
| 7. | Conditional upon the passing of resolutions numbered 5 and 6 above, to extend the general and unconditional mandate granted by resolution numbered 5 above by adding thereto the Shares repurchased pursuant to the general and unconditional mandate granted by resolution numbered 6 above. ^(Note 2) | 15,499,000 (13.83%) | 96,590,996 (86.17%) |

Notes:

1. The number of votes and the percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2021 AGM in person, by authorised representative or by proxy.
2. For the full text of the proposed ordinary resolutions, please refer to the AGM Notice as contained in the Circular.

As more than 50% of the votes were cast in favour of each of the proposed ordinary resolutions 1, 2(b), 2(c) and 4, all of them were duly passed as ordinary resolutions of the Company.

As more than 50% of the votes were cast against each of the proposed ordinary resolutions 2(a), 3, 5, 6 and 7, all of them were not passed as ordinary resolutions of the Company.

RETIREMENT OF EXECUTIVE DIRECTOR

As indicated above, the proposed ordinary resolution numbered 2(a) was not passed at the 2021 AGM. Accordingly, Mr. Lai Weijie, Terence (“**Mr. Terence Lai**”) retired as an executive Director with effect from the conclusion of the 2021 AGM. Following the retirement of Mr. Terence Lai as an executive Director, Mr. Terence Lai also ceased to be the chairman of the Board. The Board is not aware of any disagreement with Mr. Terence Lai and any matter relating to his retirement that needs to be brought to the attention of the shareholders and the Stock Exchange.

The Company wishes to express its appreciation for Mr. Terence Lai’s valuable contributions during his tenure of office.

GENERAL MANDATES

As indicated above, the proposed ordinary resolutions 5, 6 and 7 regarding the granting to the Directors of a general and unconditional mandate (the “**Mandate**”) for issuing Shares (the “**Issue Mandate**”) and a Mandate for repurchasing Shares (the “**Repurchase Mandate**”) and the extension of the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate (the “**Extension**”) were not passed.

In order to provide the Directors with greater flexibility to raise funds by allotting and issuing Shares in the future and to allow future growth and expansion of the Group as and when necessary, the Board considers that it is in the interest of the Company and the Shareholders as a whole to grant the Directors the Issue Mandate, the Repurchase Mandate and the Extension. As such, the Board may propose again to the Shareholders to consider and approve the Issue Mandate, the Repurchase Mandate and the Extension as and when appropriate. Further announcement(s) will be made as and when necessary.

The Directors confirm that they have no present intention to allot, issue or repurchase any Shares.

For and on behalf of
K Group Holdings Limited
Ho Zhi Yi, Levi
Executive Director

Singapore, 26 February 2021

As at the date of this announcement, the executive Directors are Mr. Ho Zhi Yi, Levi (Chief Executive Officer), Mr. Yeap Wei Han, Melvyn (Chief Financial Officer) and Mr. Tan Chien Fong; the non-executive Director is Mr. Ng Yook Tim and the independent non-executive Directors are Mr. Chow Wai San, Mr. Law Chung Lam, Nelson and Mr. Choo Zheng Xi.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company at www.kgroup.com.hk.