KIRIN GROUP HOLDINGS LIMITED
麒麟集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8109)

NOTICE OF NEW SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a new special general meeting (the "**New SGM**") of Kirin Group Holdings Limited (the "**Company**") will be held at 11:00 a.m. on Tuesday, 10 December 2019 at Jasmine Room, 3/F, Best Western Plus Hotel, 308 Des Voeux Road West, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as a ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

(a) the supplemental placing agreement dated 30 October 2019 (the "**Supplemental Placing Agreement**") entered into between the Company and China Rich Securities Limited (the "**Placing Agent**") pursuant to which to revise and supplement the placing agreement dated 4 June 2019 to such extent and in such manner as set out in the Supplemental Placing Agreement, to subscribe for Convertible Bonds up to the principal amount of HK$171 million (the "**Convertible Bonds**") on the terms and subject to the conditions set out in the Placing Agreement and the Supplemental Placing Agreement and all the transactions contemplated thereunder (including the allotment and issue of not more than 427,500,000 new conversion shares of the Convertible Bonds (the "**New Conversion Shares**") at the new conversion price of HK$0.4 (subject to adjustment) per New Conversion Share;

(b) the provisions of the Supplemental Placing Agreement shall override those in the Placing Agreement and the CB Instrument in the event of any conflict or inconsistency, save as revised and/or supplemented as set out in the Supplemental Placing Agreement, each and every clause, article, section and schedule set out in the Placing Agreement and the CB Instrument shall remain valid and binding, and the Parties shall comply with the same wherever appropriate;

(c) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Conversion Shares to be allotted and issued, the Directors be and are hereby granted a new specific mandate to exercise the powers of the Company to allot and issue the New Conversion Shares; and

(d) any Director be and is hereby authorised to exercise all powers of the Company and take all steps as might in his opinion be desirable, necessary or expedient to give effect to or in connection with the Supplemental Placing Agreement including without limitation to:

   (i) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Supplemental Placing Agreement and the allotment and issue of the New Conversion Shares; and

   (ii) the taking of all necessary actions to implement the transactions contemplated under the Supplemental Placing Agreement."

By order of the Board
KIRIN GROUP HOLDINGS LIMITED
Chow Yik
Chairman

Hong Kong, 25 November 2019

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
23rd Floor
Sang Woo Building
227–228 Gloucester Road,
Wan Chai, Hong Kong

Notes:

(1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(2) To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the New SGM or any adjournment thereof (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the New SGM or any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises Mr. Chow Yik, Mr. Wang Hongtao and Mr. Wang Jinhan as executive Directors, Mr. Ng Chi Ho Dennis, Ms. Chan Sin Wa, Carrie, Mr. Chung Shu Kun, Christopher and Mr. Wang Rongqian as independent non-executive Directors.