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If you have sold or transferred all your shares in K Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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)

**PROPOSALS FOR GRANT OF
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2022 AGM to be held at 1 Grange Road, Orchard Building, #12-01, Singapore 239693 on Wednesday, 23 February 2022 at 2:00 p.m. is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the 2022 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kgroup.com.hk). If you are not able or do not intend to attend the 2022 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2022 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending in person and voting at the 2022 AGM or its adjournment if you so wish. If you attend and vote at the 2022 AGM, the instrument appointing your proxy will be deemed to have been revoked.

This circular, together with the form of proxy, will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication. It will also be published on the Company’s website (www.kgroup.com.hk).

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“2022 AGM”	the AGM to be held at 1 Grange Road, Orchard Building, #12-01, Singapore 239693 on Wednesday, 23 February 2022 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 19 to 24 of this circular, or its adjournment
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Canola”	Canola Investment Holdings Limited, a company incorporated in the BVI
“Chairman”	the chairman of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“Chief Financial Officer”	the chief financial officer of the Company
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Company”	K Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (Stock code: 8475)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules

DEFINITIONS

“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2022 AGM to the Directors to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	26 November 2021, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing Date”	13 August 2018, the date on which the issued Shares were initially listed on GEM
“Mr. Derek Lai”	Mr. Lai Weikang, Derek, a younger brother of Mr. Terence Lai, the general operations manager of the Group
“Mr. Terence Lai”	Mr. Lai Weijie, Terence a resigned executive director and, the senior management of the Company
“NED”	the non-executive Director
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2022 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the total number of Shares in issue as at the date of passing the resolution granting such mandate
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SGD”	Singapore dollars, the lawful currency of Singapore
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhou Junqi (*Chairman*)

Mr. Ho Zhi Yi, Levi (*Chief Executive Officer*)

Mr. Yeap Wei Han, Melvyn (*Chief Financial Officer*)

Ms. Wong Pui Kei Peggy

Registered Office:

PO Box 1350

Clifton House 75 Fort Street

Grand Cayman KY1-1108 Cayman Islands

Non-Executive Director:

Mr. Liu Junjie (*Vice Chairman*)

*Headquarter and Principal Place
of Business in Singapore:*

1 Grange Road

Orchard Building

#12-01

Singapore 239693

Independent Non-Executive Directors:

Mr. Ong King Keung

Mr. Law Chung Lam, Nelson

Principal Place of Business in Hong Kong:

Block A, 14/F., Teda Building

87 Wing Lok Street, Sheung Wan

Hong Kong

29 November 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
EXTENSION OF ISSUE MANDATE
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The Directors will propose at the 2022 AGM the resolutions for, among other matters, (i) the grant of each of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the proposed re-election of the retiring Directors.

The purpose of this circular is to give you notice of the 2022 AGM and provide you with the information regarding the above resolutions to be proposed at the 2022 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general and unconditional mandate granted to the Directors to allot, issue and deal with Shares pursuant to the annual general meeting of the Company held on 11 February 2020 was lapsed at the conclusion of the annual general meeting held on 26 February 2021, an ordinary resolution will be proposed at the 2022 AGM to grant the Issue Mandate to the Directors. Based on 440,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2022 AGM, if the Issue Mandate is exercised in full, the Directors will be authorised to allot, issue and deal with up to a total of 88,000,000 Shares, being 20% of the total number of Shares in issue as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the 2022 AGM, will continue to be in force until (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or the Companies Law or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

REPURCHASE MANDATE

Given that the general and unconditional mandate granted to the Directors to repurchase Shares pursuant to the annual general meeting of the Company held on 11 February 2020 was lapsed at the conclusion of the annual general meeting held on 26 February 2021, an ordinary resolution will be proposed at the 2022 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 440,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2022 AGM, the Company would be allowed to repurchase a maximum of 44,000,000 Shares, being 10% of the total number of Shares in issue as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2022 AGM, will continue to be in force until (i) the conclusion of the next AGM; (ii) the

LETTER FROM THE BOARD

expiration of the period within which the next AGM is required to be held by the Articles of Association or the Companies Law or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2022 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four Executive Directors, namely Mr. Zhou Junqi (“**Mr. Zhou**”), Mr. Ho Zhi Yi, Levi (“**Mr. Ho**”), Mr. Yeap Wei Han, Melvyn (“**Mr. Yeap**”) and Ms. Wong Pui Kei, Peggy (“**Ms. Wong**”); one NED, namely Mr. Liu Junjie (“**Mr. Liu**”); and two INEDs, namely Mr. Law Chung Lam, Nelson (“**Mr. Law**”) and Mr. Ong King Keung (“**Mr. Ong**”).

Article 112 of the Articles of Association provides that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. Any Director appointed under this article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM.

Articles 108(a) and (b) of the Articles of Association provide that (1) one-third of the Directors for the time being or, if their number is a not multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation at each AGM, provided that every Director shall be subject to retirement by rotation at least once every three years; (2) a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election.

Accordingly, Mr. Ho and Mr. Law will retire by rotation as Directors at the 2022 AGM, whereas Mr. Zhou, Ms. Wong, Mr. Liu and Mr. Ong will retire as Director at the 2022 AGM.

LETTER FROM THE BOARD

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director, including an INED in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
 - (i) diversity in the aspects including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how;
 - (ii) sufficient time to effectively carry out their duties; their services on other listed and non-listed companies should be limited to reasonable numbers;
 - (iii) qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in;
 - (iv) independence (for INEDs);
 - (v) reputation for integrity;
 - (vi) potential contributions that the individual can bring to the Board; and
 - (vii) commitment to enhance and maximize Shareholders' value.
- (c) The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and

LETTER FROM THE BOARD

- (f) The Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the Companies Registry of Hong Kong.

Recommendations of the Nomination Committee

The Nomination Committee has assessed and reviewed the written confirmation of independence of each of the INEDs based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them remain independent. The Nomination Committee considers that based on the perspective, skill and experience of Mr. Zhou, Mr. Ho, Ms. Wong, Mr. Liu, Mr. Law and Mr. Ong (collectively, the “**Retiring Directors**”) they can bring further contribution to the Board and its diversity. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the period from their respective dates of appointment to 31 August 2021 and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2022 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2022 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2022 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

2022 AGM

The Company will convene the 2022 AGM at 1 Grange Road, Orchard Building, #12-01, Singapore 239693 on Wednesday, 23 February 2022 at 2:00 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of each of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors. The notice convening the 2022 AGM is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the 2022 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kgroup.com.hk). If you are not able or do not intend to attend the 2022 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2022 AGM or its adjournment (as the case

LETTER FROM THE BOARD

may be). Completion and return of the form of proxy will not preclude any Shareholder from attending in person and voting at the 2022 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2022 AGM, the instrument appointing the proxy will be deemed to have been revoked.

VOTING BY POLL AT THE 2022 AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2022 AGM and contained in the notice of the 2022 AGM will be voted by way of a poll by the Shareholders.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of each of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors as set out in the notice of the 2022 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the notice of the 2022 AGM on pages 19 to 24 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
K Group Holdings Limited
Zhou Junqi
Chairman and Executive Director

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the 2022 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. ZHOU JUNQI

Mr. Zhou Junqi (“**Mr. Zhou**”), aged 46, was appointed as an independent non-executive Director (the “**INED**”) on 9 April 2021 and re-designated as an executive Director (the “**ED**”) and appointed as the chairman of the Board (the “**Chairman**”) on 24 June 2021. Mr. Zhou is responsible for overseeing the entire Group. Mr. Zhou is experienced in enterprise management. Mr. Zhou was graduated in Nankai University with major in Financial Management and Practice in July 2020. Mr. Zhou is the executive director and general manager of Shenzhen Ruihua Financial Consulting Co., Ltd* (深圳瑞華財務顧問有限公司) since January 2020. Mr. Zhou was the executive director and general manager of Zhongshan Tiansen Beidou Communication Technology Co., Ltd* (中山市天森北斗通訊科技有限公司) from August 2017 to January 2020. Mr. Zhou was also the executive director and general manager of Zhongshan Jiayuan Enterprise Management Co., Ltd (中山市嘉源企業瑯理有限公司) from December 2016 to January 2020.

MR. HO ZHI YI, LEVI

Mr. Ho Zhi Yi, Levi (“**Mr. Ho**”), aged 38, is a co-founder of the Group, an ED and the chief executive officer (the “**CEO**”). Mr. Ho is responsible for overseeing the operations and management of the Group. Mr. Ho was appointed as a Director on 24 January 2018 and re-designated as an ED on 10 February 2018. Mr. Ho is a director of all of the subsidiaries of the Company, including K Food Holdings, Gangnam Kitchen, Kogane Yama, After School, K Food Restaurants, K Food Master, NY Night Market, Nipong Naepong, NY Night Market 2, Sora Boru, NY Night Market 3, TBN Bugis, TBN NPC, Kota Bak Kut Teh, K Investment, K Bright Limited (“**K Bright**”) and K Wealth Hong Kong Limited (“**K Wealth**”).

Mr. Ho obtained a Diploma with Merit in Mechanical Engineering from Ngee Ann Polytechnic in Singapore in June 2006.

Prior to joining the Group, Mr. Ho worked as a financial consultant in AIA Group Limited in Singapore from March 2006 to October 2008. Mr. Ho then worked as a manager in HSBC Insurance (Singapore) Pte. Limited from November 2008 to April 2011. He later worked as a senior executive manager in Great Eastern Financial Advisers Private Limited in Singapore from May 2011 to April 2015.

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

MS. WONG PUI KEI, PEGGY

Ms. Wong Pui Kei Peggy (“**Ms. Wong**”), aged 48, was appointed as an ED on 6 May 2021. Ms. Wong is responsible for overseeing the management of the Group. Ms. Wong was graduated from The Ohio State University in Columbus, Ohio, U.S.A. in 1998 with a degree of Bachelor of Administration in Marketing and Transportation Logistic. She has various marketing and managerial experience.

MR. LIU JUNJIE

Mr. Liu Junjie (“**Mr. Liu**”), aged 46, was appointed as a non-executive Director (the “**NED**”) and the vice chairman of the Board (the “**Vice Chairman**”) on 24 June 2021. Mr. Liu is responsible for advising on the management and strategic development of the Group. Mr. Liu obtained a master’s degree in Department of Immunology, Tongji Medical College of Huazhong University of Science and Technology in Wuhan of the People’s Republic of China, in 2003. Mr. Liu was the chairman of Hong Kong People Health Chinese Medicine Biotechnology Limited* from 2019 to March 2021. He was the chairman of Dongguan Zhongshang Health Biotechnology Co., Limited* in 2013 to 2018.

MR. ONG KING KEUNG

Mr. Ong King Keung (“**Mr. Ong**”), aged 45, was appointed as an INED on 6 May 2021. Mr. Ong is the Chairman of each of the Board’s audit committee (the “**AC**”) and remuneration committee (the “**RC**”) and a member of the nomination committee (the “**NC**”). He provides independent judgement on the issues of strategy, performance, resources and standard of the Group.

Mr. Ong obtained a bachelor’s degree in accountancy from the Hong Kong Polytechnic University and a master’s degree in corporate finance from the City University of Hong Kong. He is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has over 15 years of experience in auditing and accounting industry. Mr. Ong is currently the company secretary of Unity Investments Holdings Limited (listed on main board in Hong Kong, stock code: 913). Mr. Ong is an independent non-executive director of Risecomm Group Holdings Limited (listed on main board in Hong Kong, stock code: 1679); Bingo Group Holdings Limited (listed on GEM board in Hong Kong, stock code: 8220) and Kunming Dianchi Water Treatment Co., Ltd. (listed on Main board in Hong Kong, stock code: 3768).

Mr. Ong was an independent non-executive director of My Heart Bodibra Group Limited (listed on GEM board in Hong Kong, stock code: 8297) for the period from December 2017 and May 2021; and China Water Affairs Group Limited (listed on Main board in Hong Kong, stock code: 855) for the period from March 2007 to November 2019; and Tech Pro Technology Development Limited (listed on Main board in Hong Kong, stock code: 3823 (cancellation of Listing with effect from March 2, 2020)) for the period from March 2017 to February 2019. Mr.

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Ong had also been an independent non-executive director of Deson Construction International Holdings Limited (now known as Smart City Development Holdings Limited) (listed on Main board in Hong Kong, stock code: 8268) since December 2014 and has been subsequently re-designated as a non-executive director since December 2015. In July 2019, Mr. Ong resigned as non-executive director of such company.

MR. LAW CHUNG LAM, NELSON

Mr. Law Chung Lam, Nelson (“**Mr. Law**”), aged 59, was appointed as an INED on 23 July 2018. Mr. Law is the chairman of the NC and a member of each of the AC and the RC. He provides independent judgment on the issues of strategy, performance, resources and standard of the Group.

Mr. Law completed secondary education in Hong Kong in 1979.

Mr. Law worked in Manufacturers Hanover Trust Company in Hong Kong (currently known as J. P. Morgan Chase & Co.) from April 1982 to April 1989 with his last position held as a credit account officer. He then worked in First Interstate Bank of California in Hong Kong as an account officer from June 1989 to December 1989. He subsequently worked in Transcontinental Trade & Engineering Limited in Hong Kong from 1990 to 1993 with his last position held as a general manager. From November 1991 to August 1998, Mr. Law worked in Fillpark Limited in Hong Kong with his last position held as a general manager. Mr. Law joined Rank Charm Development Limited in Hong Kong as a general manager from 1994 to 1996. He also worked as a general manager in Wholewin Group in Hong Kong, a company specialised in digital marketing, from 2005 to 2008. Since 2008, Mr. Law has been an associate director of JP Advisory Limited in Hong Kong, a company specialised in corporate finance.

From September 2013 to December 2019, Mr. Law was a non-executive director of Wealth Glory Holdings Limited, the issued shares of which are listed on GEM (stock code: 8269). He has been an independent nonexecutive director of Man Shun Group (Holdings) Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1746) since June 2018. He has also been the chairman of Angel Fund Company Limited in Hong Kong, a company specialised in property finance since November 2013. Mr. Law has also been the executive chairman and chief financial officer of Sealand Capital Galaxy Limited in London, the issued shares of which are listed on the London Stock Exchange (stock code: SGCL), since July 2015.

As at the Latest Practicable Date, Canola was beneficially interested in 30,499,000 Shares, representing approximately 6.93% of the total number of issued Shares as at that date. Canola is in turn owned as to approximately 33.69% by Mr. Terence Lai, approximately 23.17% by Mr. Yeap, an Executive Director and the Chief Financial Officer, approximately 16.85% by Mr. Ho, an Executive Director and the Chief Executive Officer, approximately 12.64% by Mr. Tam Chien Fong (“**Mr. Tam**”), a resigned Executive Director, approximately 12.64% by Mr. Ng Yook Tim (“**Mr. Ng**”), a resigned NED and approximately 1.01% by Mr. Derek Lai. On 10 February 2018,

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai entered into an acting-in-concert confirmation (the “**Confirmation**”), pursuant to which they had agreed and confirmed that they had been parties acting in concert in the operation and management of the Group since 1 October 2015. Accordingly, each person under the concert party arrangement is taken to be interested in the Shares the other party(ies) under such concert party arrangement is/are interested under the SFO. As such, each of Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai is deemed to be interested in 30,499,000 Shares, representing approximately 6.93% of the total number of issued Shares, held by Canola.

GENERAL

Save as disclosed above, each of the above Directors (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

* *For identification purposes only*

This appendix serves as an explanatory statement as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2022 AGM granting the Repurchase Mandate.

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their fully-paid shares on GEM subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of Shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person of the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 440,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2022 AGM, the Directors would be authorized to repurchase up to a maximum of 44,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution. The Repurchase Mandate will continue to be in force until (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 August 2021, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM during each of the past twelve months and up to the Latest Practicable Date were as follows:

Month	Traded Price Per Share	
	Highest HK\$	Lowest HK\$
2020		
November	0.960	0.600
December	1.050	0.840
2021		
January	0.990	0.400
February	0.550	0.290
March	0.490	0.235
April	0.430	0.092
May	0.185	0.130
June	0.142	0.112
July	0.132	0.102
August	0.153	0.104
September	0.124	0.105
October	0.115	0.093
November (up to the Latest Practicable Date)	0.104	0.083

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2022 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, (i) Fast Glory Group Limited, together with its associates and parties acting in concert with, directly or indirectly, owns an aggregate of 31,685,000 Shares, representing approximately 7.20% of the issued share capital of the Company; and (ii) Canola was beneficially interested in 30,499,000 Shares, representing approximately 6.93% of the total number of issued Shares. Canola is owned as to approximately 33.69% by Mr. Terence Lai, a member of senior management, approximately 23.17% by Mr. Yeap, the Chief Financial Officer and an Executive Director, approximately 16.85% by Mr. Ho, the Chief Executive Officer and an Executive Director, approximately 12.64% by Mr. Tan, a resigned Executive Director, approximately 12.64% by Mr. Ng, a resigned NED and approximately 1.01% by Mr. Derek Lai. Pursuant to the Confirmation entered into by Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai, each of them has agreed and confirmed that, among other things, they had been parties acting in concert in the operation and management of the Group since 1 October 2015. Accordingly, under the SFO, each of Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai is taken to be interested in the Shares the others under the concert party arrangement are interested. As such, each of them is deemed to be interested in 30,499,000 Shares held by Canola, representing approximately 6.93% of the total number of issued Shares.

Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, the aggregate shareholding of Fast Glory Group Limited and its associates and parties acting in concert with would be increased to approximately 8.00% of the issued share capital of the Company and the proportionate deemed shareholding interests in the Company of each of Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng, Mr. Derek Lai and Canola would be increased to approximately 7.70% of the total number of the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and also the Directors have no present intention to exercise the Repurchase Mandate. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will not result in the total amount of Shares in issue in the public hands falling below the prescribed minimum percentage of 25%.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of K Group Holdings Limited (the “**Company**” and the “**AGM**”, respectively) will be held at 1 Grange Road, Orchard Building, #12-01, Singapore 239693 on Wednesday, 23 February 2022 at 2:00 p.m. (or the adjournment thereof) for the following purposes:

AS ORDINARY BUSINESSES

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 2021;
2.
 - (a) To re-elect Mr. Zhou Junqi as an executive director of the Company;
 - (b) To re-elect Mr. Ho Zhi Yi, Levi as an executive director of the Company;
 - (c) To re-elect Ms. Wong Pui Kei, Peggy as an executive director of the Company;
 - (d) To re-elect Mr. Liu Junjie as a non-executive director of the Company;
 - (e) To re-elect Mr. Law Chong Lam Nelson as an independent non-executive director of the Company; and
 - (f) To re-elect Mr. Ong King Keung as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 August 2022;
4. To re-appoint Zenith CPA Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such 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 to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

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

“**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) 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 to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

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

“THAT conditional upon Resolutions numbered 5 and 6 set out in the notice convening this meeting (the **“Notice”**) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to Resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the **“Shares”**) repurchased under the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By order of the Board
K Group Holdings Limited
Zhou Junqi
Chairman and Executive Director

Hong Kong, 29 November 2021

Registered Office:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

Headquarter and Principal Place of Business in Singapore:

1 Grange Road
Orchard Building
#12-01
Singapore
239693

Principal Place of Business in Hong Kong:

14/F
Harbour Commercial Building
122–124 Connaught Road Central
Hong Kong

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company (“**Register of Members**”) will be closed from Thursday, 18 February 2022 to Wednesday, 23 February 2022 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 17 February 2022.
5. In relation to the proposed resolutions numbered 2(a) to (f) above, Mr. Zhou Junqi, Mr. Ho Zhi Yi, Levi, Ms. Wong Pui Kei, Peggy, Mr. Liu Junjie, Mr. Law Chong Lam Nelson and Mr. Ong King Keung will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company’s circular dated 29 November 2021 (the “**Circular**”).
6. In relation to the proposed resolution numbered 4 above, the board of Directors (the “**Board**”) concurs with the views of the audit committee of the Board and has recommended that Zenith CPA Limited be re-appointed as the independent auditor of the Company.
7. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general and unconditional mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). The Directors have no immediate plans to issue any new Shares.

NOTICE OF ANNUAL GENERAL MEETING

8. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Circular.
9. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the poll results of the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
10. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of such joint holders so present whose name stands first in the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof.
11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.