THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **K GROUP HOLDINGS LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker 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)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 29 NOVEMBER 2021 IN RESPECT OF MATTERS RELATING TO RE-ELECTION OF RETIRING DIRECTORS AT THE ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular to shareholders dated 29 November 2021 (the "**Circular**") and the supplemental notice of annual general meeting of K Group Holdings Limited 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 7 to 8 of this circular.

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 the Circular.

Whether or not you are able to attend the meeting, you are requested to complete the enclosed revised proxy form of proxy (the "**Revised Proxy Form**") in accordance with the instructions printed thereon and return it to the 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 If you attend and vote at the 2022 AGM, the instrument appointing your proxy will be deemed to have been revoked.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).

26 January 2022

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. Yeap Wei Han, Melvyn
(Chief Financial Officer)
Ms. Wong Pui Kei Peggy
Mr. Xie Jianlong

Non-Executive Director:
Mr. Liu Junjie *(Vice Chairman)*

Independent Non-Executive Directors:
Mr. Ong King Keung
Mr. Law Chung Lam, Nelson
Mr. Lee Ming Yeung, Michael

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

Headquarter and Principal Place of Business in Singapore:
1 Grange Road
Orchard Building
#12-01
Singapore 239693

Principal Place of Business in Hong Kong:
Block A, 14/F., Teda Building
87 Wing Lok Street, Sheung Wan
Hong Kong

26 January 2022

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO SHAREHOLDERS DATED 29 NOVEMBER 2021 IN RESPECT OF MATTERS RELATING TO RE-ELECTION OF RETIRING DIRECTORS AT THE ANNUAL GENERAL MEETING

1. INTRODUCTION

This supplemental circular (the "**Supplemental Circular**") should be read together with the circular to shareholders dated 29 November 2021 (the "**Circular**") which contains, inter alia, information of the re-election of retiring Directors at the Annual General Meeting. In particular, shareholders' attention is drawn to Appendix II of the Circular. The purpose of the Supplemental Circular is to give you further information regarding the re-election of retiring Directors. Unless the context requires otherwise, capitalised terms used in the Supplemental Circular shall have the same meanings as those defined in the Circular.

The Annual General Meeting will be held on 23 February 2022. The purpose of the Supplemental Circular is to provide you with (a) the supplemental notice of the Annual General Meeting (the "**Supplemental Notice**") (which is set out on pages 7 and 8 herein) and (b) information regarding (i) the change in the resolution to consider and approve the re-election of retiring Directors, and (ii) the special arrangements about completion and submission of the Revised Proxy Form (as defined below).

2. RE-ELECTION OF RETIRING DIRECTORS

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.

As mentioned in the Circular and based on the then existing Directors as at the date of the Circular, Mr. Ho Zhi Yi, Levi and Mr. Law Chung Lam, Nelson will retire by rotation as Directors at the 2022 AGM, whereas Mr. Zhou Junqi, Ms. Wong Pui Kei, Peggy, Mr. Liu Junjie and Mr. Ong King Keung will retire as Directors at the 2022 AGM.

As announced by the Company on 15 December 2021, Mr. Lee Ming Yeung, Michael has appointed as an independent non-executive Director with effect from 15 December 2021. Mr. Lee Ming Yeung, Michael shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Mr. Lee Ming Yeung, Michael will offer himself for re-election at the 2022 AGM.

As announced by the Company on 10 January 2022, Mr. Xie Jianlong was appointed as an executive Director and Mr. Ho Zhi Yi, Levi has resigned from his position as executive Director with effect from 10 January 2022. Mr. Xie Jianlong shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Mr. Xie Jianlong will offer himself for re-election at the 2022 AGM. Due to the resignation of Mr. Ho Zhi Yi, Levi, he would not be subject to the re-election in the 2022 AGM and the ordinary resolution in respect of the re-election of Mr. Ho Zhi Yi, Levi as an executive Director of the Company as set out in the Circular, AGM Notice and the Proxy Form is no longer applicable and will not be proposed at the 2022 AGM for consideration and approval.

The nomination committee of the Company (the "**Nomination Committee**") had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 August 2021 and the written confirmation of independence given by Mr. Lee Ming Yeung, Michael based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. The nomination committee of the Company had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the 2022 AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the retiring Directors, namely Mr. Zhou Junqi, Mr. Xie Jianlong, Ms. Wong Pui Kei, Peggy, Mr. Liu Junjie, Mr. Law Chung Lam, Nelson, Mr. Ong King Keung and Mr. Lee Ming Yeung, Michael stand for re-election as Directors by way of separate resolutions at the 2022 AGM.

In view of the above, the resolutions under item numbered 2 relating to the re-election of the retiring Directors as set out in the notice of Annual General Meeting in the Circular should be deleted in its entirety and replaced by the new resolutions under item numbered 2 as set out in the Supplemental Notice.

Details of Mr. Zhou Junqi, Mr. Xie Jianlong, Ms. Wong Pui Kei, Peggy, Mr. Liu Junjie, Mr. Law Chung Lam Nelson and Mr. Ong King Keung, the retiring Directors who are proposed to be re-elected at the 2022 AGM, are set out in Appendix I to the Circular. Details of Mr. Xie Jianlong and Mr. Lee Ming Yeung, Michael who are proposed to be re-elected at the 2022 AGM, is set out in the Appendix I to the Supplemental Circular.

3. SUPPLEMENTAL NOTICE AND THE REVISED PROXY FORM

As a result of the change in Directors to be retired and offered for re-election at the 2022 AGM subsequent to the dispatch of the Circular containing the notice of the 2022 AGM and the proxy form (the "**Original Proxy Form**") on 29 November 2021, the Supplemental Notice is set out on pages 7 and 8 of the Supplemental Circular together with the revised proxy form for use at the 2022 AGM (the "**Revised Proxy Form**"). Save as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged.

Please refer to the Circular and the notice of 2022 AGM for the details of other resolutions to be proposed in the 2022 AGM and other relevant matters.

Special arrangements about the completion and submission of the Revised Proxy Form are also set out in Appendix II to the Supplemental Circular. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the 2022 AGM are requested to pay particular attention to the special arrangements set out therein. Shareholders are requested to complete the

Revised Proxy Form in accordance with the instructions printed thereon and return it to the 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 and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

4. RECOMMENDATION

The Board considers that the re-election of the retiring Directors as referred to in the Circular and the Supplemental Circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders should vote in favour of the relevant resolutions to be proposed at the 2022 AGM.

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

The biographical details of Mr. Xie Jianlong and Mr. Lee Ming Yeung, Michael, who are proposed to be re-elected at the 2022 AGM are set out below for Shareholders' information:

MR. XIE JIANLONG

Mr. Xie Jianlong ("**Mr. Xie**"), aged 38. He is currently serving as the director at Easy Securities Limited since June 2020 and the managing director of Fujian Yisheng Technology Company Limited* (福建易昇科技有限公司) since June 2016. Mr. Xie was employed as manager at Xinyisheng Assets Management Company Limited* (福建鑫怡升資產管理有限公司) from July 2009 to June 2019 and as manager at Guosen Securities Co. Ltd from July 2007 to June 2016. He obtained a bachelor's degree of engineering in software engineering from the Fuzhou University in 2007.

MR. LEE MING YEUNG, MICHAEL

Mr. Lee Ming Yeung, Michael ("**Mr. Lee**"), aged 28. He is currently serving as wealth management manager at AIA International Limited. From 2018 to 2020, Mr. Lee was employed as general manager and chief financial officer in Shenzhen Guiyin technology Co. Ltd* (深圳市貴銀科技有限公司). From 2016 to 2017, Mr. Lee was employed as deputy general manager in Zhongshan Jiahai Import & Export Trade Co. Ltd* (中山市嘉海進出口貿易有限公司). He obtained a bachelor's degree of Arts (Hons) in Politics with International Relations from the University of York in England in 2018.

Mr. Lee is currently the non-executive director of Amuse Group Holdings Limited (Stock Code: 8545), a company whose shares are listed on the GEM of the Stock Exchange.

* *for identification only.*

A Shareholder who has not yet lodged the Original Proxy Form with the branch share registrar of the Company in Hong Kong is requested to lodge the Revised Proxy Form in accordance with the instructions printed thereon if the Shareholder wishes to appoint a proxy/proxies to attend the 2022 AGM on its/his/her behalf. In this case, the Original Proxy Form should not be lodged with the branch share registrar of the Company in Hong Kong.

A Shareholder who has already lodged the Original Proxy Form with the branch share registrar of the Company in Hong Kong should note that:

(i) if no Revised Proxy Form is lodged with the Company's branch share registrar in Hong Kong, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder under the Original Proxy Form will be entitled to vote at his discretion or abstain on any resolution properly put to the 2022 AGM other than those referred to in the notice of 2022 AGM, as supplemented by the Supplemental Notice, and the Original Proxy Form, as revised by the Revised Proxy Form;

(ii) if the Revised Proxy Form is lodged with the Company's branch share registrar in Hong Kong at a time in any event not later than 48 hours before the time appointed for holding of the 2022 AGM or any adjournment thereof (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the Original Proxy Form previously lodged by the Shareholder; or

(iii) if the Revised Proxy Form is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be invalid and in the latter case, the validity of the Revised Proxy Form will be subject to the discretion of the Board. Whether or not the Revised Proxy Form is valid, it will revoke the Original Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy appointed under the Original Proxy Form will not be counted in any poll which may be taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form before the Closing Time. If such Shareholders wish to vote at the 2022 AGM, they will have to attend in person and vote at the 2022 AGM themselves.

Shareholders are reminded that completion and delivery of the Original Proxy Form and/or the Revised Proxy Form will not preclude Shareholders from attending and voting at the 2022 AGM or any adjourned meeting should they so wish. Shareholders who have appointed or intend to appoint a proxy/proxies to attend the 2022 AGM are requested to pay attention to the special arrangements set out above.

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)

This notice is supplemental to the notice of the annual general meeting (the "**AGM**") of K GROUP HOLDINGS LIMITED (the "**Company**") dated 29 November 2021 (the "**AGM Notice**") to convene 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.

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 29 November 2021. Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 26 January 2022 (the "**Supplemental Circular**"), the resolutions under item numbered 2 stated in the AGM Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 2:

AS ORDINARY BUSINESS

"2. (a) To re-elect Mr. Zhou Junqi as an executive director;

(b) To re-elect Ms. Wong Pui Kei, Peggy as an executive director of the Company;

(c) To re-elect Mr. Xie Jianlong 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 Chung Lam Nelson as an independent non-executive director of the Company;

(f) To re-elect Mr. Ong King Keung as an independent non-executive director of the Company; and

(g) To re-elect Mr. Lee Ming Yeung Michael as an independent non-executive director of the Company;

Apart from the amendments set out above, all the information contained in the AGM Notice shall remain to have full force and effect.

By Order of the Board
K Group Holdings Limited
Zhou Junqi
Chairman

Hong Kong, 26 January 2022

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

Principal Place of Business in Hong Kong:
Block A, 14/F., Teda Building
87 Wing Lok Street, Sheung Wan
Hong Kong

Headquarter and Principal Place of Business in Singapore:
1 Grange Road
Orchard Building
#12-01
Singapore 239693

Notes:

1. Details in respect of the above are set out in the Supplemental Circular.

2. A revised proxy form (the "**Revised Proxy Form**") in connection with the above resolutions is enclosed with the Supplemental Circular.

3. Please refer to the AGM Notice for details of other resolutions to be proposed at the 2022 AGM and other relevant matters.

4. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more (if the relevant member holds more than one share) proxies to attend and vote on its/his/her behalf. A proxy need not be a member of the Company but must be present in person to represent the member.

5. To be valid, the Revised Proxy Form together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

6. Where there are joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.