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KINGWELL GROUP LIMITED

京維集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1195)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Kingwell Group Limited (the “**Company**”) will be held at Conference Room, Units 314-315, 3/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Tuesday, 19 April 2022 to consider and, if thought fit, passing, with or without modifications, the following ordinary resolution of the Company. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 25 March 2022 of which this notice forms part.

ORDINARY RESOLUTION

“THAT:

- (a) the equity transfer agreement dated 18 January 2022 (the “**Agreement**”) entered into between 深圳融匯控股集團有限公司 (Shenzhen Integration Holding Group Co. Ltd.*) as purchaser (the “**Purchaser**”), 中建蛇口發展有限公司 (China Construction Shekou Development Co., Ltd.*) as vendor (the “**Vendor**”), 惠州市惠陽半島壹號物業管理有限公司 (Huizhou Huiyang Peninsula One Property Management Co., Ltd.*) (“**Huiyang Peninsula One**”) and 深圳市海聯物業管理有限公司 (Shenzhen Hailian Property Management Co., Ltd.*) (“**Shenzhen Hailian**”) pursuant to which the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell the 51% equity interests in each of Shenzhen Hailian and Huiyang Peninsula One, at the Consideration of RMB15.50 million be and is hereby approved, confirmed and ratified; and

- (b) anyone of the directors of the Company (the “**Director(s)**”) be and is hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement and any transactions contemplated thereunder.”

Yours faithfully
By order of the Board
KINGWELL GROUP LIMITED
Mu Dongsheng
Chairman

Hong Kong, 25 March 2022

Notes:

1. As set out in the section headed “*Special Arrangements for the EGM*” of the Circular (of which this notice forms part), **the EGM will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the EGM by electronic facilities.** As Shareholders will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the EGM shall appoint the Chairman of the EGM as their proxy (for Shareholders who are required to attend the EGM physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by completing, signing and returning the proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of an appointment of proxy in hard copy or for a poll taken more than 48 hours) or to the electronic address specified in the EGM notice or in the proxy form (in the case of appointment of proxy in electronic form or for a poll taken more than 48 hours). For the EGM convened to be held on Tuesday, 19 April 2022 at 11:00 a.m., the deadline to submit completed proxy forms is Sunday, 17 April 2022 at 11:00 a.m. in the case of an appointment of proxy in hard copy form or in electronic form, or after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll in the case of a poll taken more than 48 hours.
2. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy needs not be a member of the Company. However, given the special arrangements adopted by the Company as set out in the section headed “*Special Arrangements for the EGM*” of the Circular (of which this notice forms part), if a Shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution at the EGM, he/she/it must complete the proxy form and appoint the Chairman of the EGM as his/her/its proxy to exercise his/her/its right to vote at the EGM in accordance with his/her/its instructions.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or at any adjourned meeting (as the case may be) should they so wish. If the relevant member attends the EGM, the form of proxy shall be deemed to be revoked.

5. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be).
6. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
7. Where there are joint registered holders of any share of the Company (the "**Share(s)**"), any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint registered holders are present at the EGM, whether in person or by proxy, the joint registered holders present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
8. The register of members of the Company will be closed, for the purpose of determining the identity of members who are entitled to attend and vote at the EGM, from 12 April 2022 to 19 April 2022, both days inclusive, during which period no transfers of shares will be effected. In order to be eligible to attend and vote at the EGM, all properly completed and duly stamped transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on 11 April 2022.
9. COVID-19 PANDEMIC SITUATION

The Company will adopt the following special arrangements at the EGM for the purpose of public health and safety:

- (a) The EGM will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the risks posed by the COVID-19 pandemic at the EGM. No other Shareholder, proxy or corporate representative should attend the EGM in person in light of the continuing risks posed by the COVID-19 pandemic. Any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the EGM.
- (b) No refreshments will be served at the EGM.
- (c) All resolutions at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If a Shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to exercise his/her/its right to vote at the EGM in accordance with his/her/its instructions.

- (d) Shareholders can attend, participate and vote at the EGM through online access by visiting the website – <http://meetings.computershare.com/MX64AFA> (the “**Online Platform**”). Shareholders participating in the EGM using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform. The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the EGM at the website of the Company (<https://kingwell.todayir.com>) for assistance.
- (e) Shareholders attending the EGM using the Online Platform will be able to submit questions relevant to the Company’s proposed resolution online during the EGM. Shareholders can also send their questions to the Company by email from Thursday, 14 April 2022 (9:00 a.m.) to Sunday, 18 April 2022 (5:00 p.m.) to 1195@kingwellgroup.com.hk (for registered Shareholders, please state the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Shareholder Notification).

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change and adopt contingency plans for the EGM arrangements at short notice, and the Company will ensure that the EGM arrangements are in compliance with the articles of association of the Company. While the Company will use its best endeavours to provide necessary updates to the Shareholders on its website at <http://kingwell.todayir.com> regarding the EGM arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government and the website of the Company at <https://kingwell.todayir.com> for future updates on the EGM arrangements.

10. BAD WEATHER ARRANGEMENTS

The EGM will be held on Tuesday, 19 April 2022 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 8:30 a.m. on Tuesday, 19 April 2022, the EGM will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Tuesday, 26 April 2022 instead. Shareholders may call the hotline at 2882 1195 or visit the website of the Company at <http://kingwell.todayir.com> for details of the postponement and alternative meeting arrangements. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

11. In the event of any inconsistency, the English language text of this notice shall prevail over the Chinese language text.

As at the date of this notice, the board of Directors comprises Mr. Mu Dongsheng and Mr. Du Yun as executive Directors, Mr. Cheung Chuen, Mr. Ling Aiwen and Mr. Lu Lin as independent non-executive Directors.

* *for identification purposes only*