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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)**

**(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 17 OCTOBER 2022;**

**(II) SHARE CONSOLIDATION BECOMING EFFECTIVE  
ON 19 OCTOBER 2022;**

**AND**

**(III) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN  
EX-RIGHTS BASIS ON 20 OCTOBER 2022**

The Board is pleased to announce that at the EGM held on Monday, 17 October 2022, all resolutions as set out in the Notice dated 28 September 2022 were duly passed as ordinary resolutions of the Company by the Shareholders and/or the Independent Shareholders (as the case maybe) by way of poll.
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References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of K Group Holdings Limited (the “**Company**”) dated 28 September 2022. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the Notice were duly passed by the Shareholders and/or the Independent Shareholders (as the case maybe) by way of poll at the EGM held on Monday, 17 October 2022.

The poll results were as follows:

ORDINARY RESOLUTIONS		Number of votes (%) (Approximate percentage)	
		For	Against
1.	To approve the Share Consolidation.*	34,900,000 (99.43%)	200,000 (0.57%)
2.	To approve the proposed Rights Issue on basis of two (2) Rights Share for every one (1) Consolidated Share held on the Record Date, the Underwriting Agreement and the transactions contemplated thereunder.*	3,215,000 (94.14%)	200,000 (5.86%)

*Note: \* For the full text of the proposed resolutions, please refer to the Notice as contained in the Circular dated 28 September 2022.*

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, the Proposed Resolutions were duly passed at the EGM.

As at the date of the EGM, the Company has a total number of 440,000,000 Shares in issue.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is involved or interested in or has a material interest in the Share Consolidation and the transactions contemplated thereunder, no Shareholder is required to abstain from voting on the resolution to approve the Share Consolidation at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against Resolution No.1 at the EGM was 440,000,000 Shares, representing the entire issued share capital of the Company as at the date of the EGM.

Since the Rights Issue will increase the issued share capital of the Company by more than 50%, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on, amongst other things, the approval by the Independent Shareholders at which any controlling shareholders and their respective associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates would abstain from voting in favour of the Rights Issue.

As at the date of the EGM, the Company has no controlling Shareholder as defined under the GEM Listing Rules. Accordingly, the Directors (excluding independent non- executive Directors) and the chief executive of the Company and their respective associates (as defined in the GEM Listing Rules), shall abstain from voting in favour of the proposed Rights Issue at the EGM. As at the date of EGM, (i) Mr. Zhou Junqi (Chairman and an executive Director) is interested in 31,685,000 Shares through his shareholding in Fast Glory Group Limited; and (ii) Mr. Yeap Wei Han, Melvyn (Chief Financial Officer) (being the executive Director) and his associates are interested in an aggregate of 30,499,000 Shares through their shareholding in Canola Investment Holdings Limited. They have abstained from voting in favour of the Rights Issue at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against Resolution No.2 at the EGM was 377,816,000 Shares. Save for disclosed above, there were no other Shareholders who was eligible to attend the EGM was only entitled to vote against the resolution of the Rights Issue.

The Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited acted as the scrutineer for counting of votes at the EGM for the purpose of vote-taking.

Except for Mr. Xie Jianlong and Mr. Liu Junjie who did not attend the EGM due to other business arrangements, all other Directors have attended the EGM either in person or by electronic means.

### **EFFECTIVE DATE OF THE SHARE CONSOLIDATION**

Subject to the GEM Listing Committee granting the listing of and permission to deal in the Consolidated Shares, the Share Consolidation will become effective on Wednesday, 19 October 2022. Dealings in the Consolidated Shares will commence on Wednesday, 19 October 2022 at 9:00 a.m. Please refer to the Circular for the details, including the trading arrangement of the Consolidated Shares and the exchange of share certificates in respect of the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the existing yellow colour.

### **COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHT BASIS FOR THE RIGHTS ISSUE**

Pursuant to the expected timetable stated in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis is Wednesday, 19 October 2022, and the Consolidated Shares will be dealt with on an ex-rights basis from Thursday, 20 October 2022.

### **DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Rights Issue in accordance with the expected timetable as set out in the Circular. The Prospectus Documents is expected to be despatched to the Qualifying Shareholders and the Prospectus is expected to be despatched to the Non-Qualifying Shareholders (if any) for their information only on Monday, 31 October 2022. Qualifying Shareholders are reminded that the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Monday, 14 November 2022.

### **WARNING OF THE RISKS OF DEALING IN THE EXISTING SHARES, THE CONSOLIDATED SHARES AND NIL-PAID RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed "Termination of the Underwriting Agreement" in the Circular). Accordingly, the Rights Issue may or may not proceed.**

**Any Shareholder or other person dealing in the Existing Shares, the Consolidated Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares, the Consolidated Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

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

Hong Kong, 17 October 2022

*As at the date of this announcement, the executive Directors are Mr. Zhou Junqi (Chairman), Mr. Yeap Wei Han, Melvyn (Chief Financial Officer), Ms. Wong Pui Kei Peggy and Mr. Xie Jianlong; the non-executive Director is Mr. Liu Junjie (Vice-Chairman) and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Law Chung Lam, Nelson and Mr. Lee Ming Yeung, Michael.*

*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.*

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