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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)

**FURTHER DELAY IN DESPATCH OF PROSPECTUS DOCUMENTS AND
REVISED EXPECTED TIMETABLE IN RELATION TO PROPOSED RIGHTS
ISSUE ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1)
CONSOLIDATED SHARE HELD ON THE RECORD DATE**

Reference is made to the circular of K Group Holdings Limited (the “**Company**”) dated 28 September 2022 (the “**Circular**”) and the announcement of the Company dated 18 October 2022 (the “**Announcement**”) in relation to the Share Consolidation and the Rights Issue. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

DELAY IN DESPATCH OF PROSPECTUS DOCUMENTS

As disclosed in the Announcement, the Prospectus Documents of the Company containing further details of the Rights Issue were expected to be despatched to the Shareholders on or before Wednesday, 2 November 2022. Since additional time is required by the Company to prepare and finalise certain information for inclusion in the Prospectus, the despatch date of the Prospectus Documents is expected to be further postponed to Wednesday, 23 November 2022. The Share Consolidation became effective on Friday, 21 October 2022 and the timetable of the Share Consolidation will remain unchanged.

REVISED EXPECTED TIMETABLE OF THE RIGHTS ISSUE

In view of the delay in the despatch of the Prospectus Document, the expected timetable of the proposed Rights Issue is expected to be revised as follows:

Event	Hong Kong Date and Time
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) reopen	9:00 a.m. on Friday, 4 November 2022

Event	Hong Kong Date and Time
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences.....	9:00 a.m. on Friday, 4 November 2022
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 4 November 2022
Expected despatch date of the Prospectus Documents (including the PAL, EAF and Prospectus), and in case of the Non-Qualifying Shareholders, the Prospectus only	Wednesday, 23 November 2022
Designated broker ceases to provide matching services for odd lots of the Consolidated Shares.	4:00 p.m. on Thursday, 24 November 2022
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 24 November 2022
Parallel trading in the Consolidated Shares (represented by both existing share certificates and new share certificates) ends	4:10 p.m. on Thursday, 24 November 2022
First day of dealings in nil-paid Rights Shares	Friday, 25 November 2022
Latest time for free exchange of existing share certificates for new share certificates.....	4:30 p.m. on Monday, 28 November 2022
Latest time for splitting the PAL.....	4:30 p.m. on Tuesday, 29 November 2022
Last day of dealings in nil-paid Rights Shares	Friday, 2 December 2022
Latest time for acceptance of and payment for the Rights Shares.....	4:00 p.m. on Wednesday, 7 December 2022

Event**Hong Kong Date and Time**

Latest time to terminate the Underwriting Agreement
and for the Rights Issue to become unconditional 4:00 p.m. on
Thursday, 8 December 2022

Announcement of allotment results of the Rights Issue. Thursday, 15 December 2022

Despatch of share certificates for fully-paid
Rights Shares and refund cheques, if any, in respect of wholly
or partially unsuccessful application for excess
Rights Shares or if the Rights Issue is terminated Friday, 16 December 2022

Commencement of dealings in fully-paid Rights Shares 9:00 a.m. on
Monday, 19 December 2022

For the avoidance of doubt, the latest time for the Shareholders to lodge transfer documents of Consolidated Shares in order to be qualified for the Rights Issue (i.e. 4:30 p.m. on Tuesday, 25 October 2022), the relevant book closure period (i.e. Wednesday, 26 October 2022 to Tuesday, 1 November 2022) and the Record Date (i.e. Tuesday, 1 November 2022) will remain unchanged for determining the entitlements to the Rights Issue.

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

WARNING OF THE RISKS OF DEALING IN 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 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 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).

For and on behalf of
K Group Holdings Limited
Zhou Junqi
Chairman and Executive Director

Hong Kong, 27 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.

This announcement will remain on the Latest Listed Company Information page of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company's website at www.kgroup.com.hk.