
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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This supplemental circular appears for information only and does not constitute an invitation or offer to Shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.

Kingland Group Holdings Limited
景聯集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1751)

SUPPLEMENTAL CIRCULAR
IN RELATION TO
(i) PROPOSED RE-ELECTION OF DIRECTOR;
AND
(ii) REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 21 April 2023. Capitalised terms used in this cover page shall have the same meaning as those defined in this supplemental circular.

The supplemental notice of the Company convening an EGM of the Company to be held at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on 17 May 2023, at 11:00 a.m. is set out on 8 to 9 of this supplemental circular. A Revised Proxy Form for the EGM, which shall supersede the form of proxy enclosed with the circular dated 21 April 2023, is also enclosed.

Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so wish.

2 May 2023

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Articles”	the articles of associations of the Company as amended and restated, supplemented or modified from time to time, and “Article” shall mean an article thereof
“Board”	the Board of Directors
“Circular”	the circular of the Company despatched on 21 April 2023
“Company”	Kingland Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued share are listed on the Stock Exchange (stock code: 1751)
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.05 each in the capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving, among other things, the Share Consolidation, the Increase in Authorised Share Capital and re-election of Director
“Existing Share(s)”	the ordinary share(s) of par value HK\$0.01 each in the capital of the Company before the Share Consolidation
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$10,000,000 divided into 1,000,000,000 Existing Shares to HK\$20,000,000 divided into 2,000,000,000 Existing Shares (or 400,000,000 Consolidated Shares after the Share Consolidation becoming effective)

DEFINITIONS

“Latest Practicable Date”	26 April 2023, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities
“Original Notice”	the notice of the EGM dated 21 April 2023
“Original Proxy Form”	the proxy form enclosed with the Circular
“Registrar”	Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Revised Proxy Form”	the proxy form enclosed with this supplemental circular
“Share Consolidation”	the proposed consolidation of every five (5) Existing Shares of par value of HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.05 each in the share capital of the Company
“Share(s)”	the Existing Share(s) or Consolidated Share(s) (as the case may be)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD

Kingland Group Holdings Limited

景聯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1751)

Executive Directors:

Mr. Cheung Shek On
Mr. Kwok Shun Tim

Independent non-executive Directors:

Mr. Chow Chun To
Mr. Chan Kwok Wing Kelvin
Mr. Tam Tak Kei Raymond

Registered office:

Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman
KY1-1108
Cayman Islands

*Principal place of business
in Hong Kong:*

Flat B, G/F
Fu Hop Factory Building
209 and 211 Wai Yip Street
Kwun Tong, Kowloon
Hong Kong

2 May 2023

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO
(i) PROPOSED RE-ELECTION OF DIRECTOR;
AND
(ii) REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 April 2023 and the Circular.

This supplemental circular should be read together with the Circular, which set out the time and venue of the EGM and contain the resolutions to be tabled before the EGM for the shareholders' approval.

The purpose of this supplemental circular is to provide you with further information in respect of the resolution to be proposed at the EGM for the re-election of an executive Director and to give you a supplemental notice of the EGM and the Revised Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 24 June 2022 in relation to the appointment of Mr. Kwok Shun Tim (“**Mr. Kwok**”) as an executive Director and the vice chairman of the Board of the Company.

According to Article 112, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. 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/her 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 annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under the Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Pursuant to the relevant laws, regulations and the Article, the Board propose to re-elect Mr. Kwok as an executive Director.

Brief biography, as at the Latest Practicable Date, of Mr. Kwok, who is proposed to be re-elected at the EGM is set out below:

Mr. Kwok Shun Tim (郭純恬), aged 47, has been an executive director of the Company since 24 June, 2022. Mr. Kwok is the founder and chief executive officer of Gransing Financial Group Limited and is responsible for overall corporate strategy and business development. Mr. Kwok has gained solid experiences in the field of securities and investment in the past and he played different important roles for the projects in the primary market of Hong Kong and the mergers and acquisitions exercises within the region. Mr. Kwok had served at various established enterprises including China Aerospace International Holdings Limited, Tianjin Jinran Public Utilities Company Limited and China CBM Group Company Limited.

Mr. Kwok obtained his bachelor’s degree in business administration in accounting from the Hong Kong University of Science and Technology. Mr. Kwok further obtained a Master of Science degree in China Business Studies from the Hong Kong Polytechnic University and a Master of Laws degree in International Economic Law from the City University of Hong Kong. Mr. Kwok is an associate of Hong Kong Institute of Certified Public Accountants, a fellow member of the Hong Kong Securities and Investment Institute, and a fellow member of the Association of Chartered Certified Accountants.

Mr. Kwok is a member of the Correctional Services Children’s Education Trust Investment Advisory Board, the former president of Merchants Support For Rehabilitated Offenders Committee Limited, vice chairperson of Yan Oi Tong the 37th Term, 38th Term, 39th Term and 40th Term board of directors, board of directors of Yan Oi Tong the 33th Term, 34th Term, 35th Term and 36th Term, vice president of the General Association of Xiamen (Hong Kong) Limited, and vice chairperson of Zhaoqing Overseas Fellowship.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Kwok has an interest in 126,000,000 Existing Shares of the Company as beneficial owner, representing approximately 15.63% of the aggregate number of shares of the Company in issue. Apart from these interests, Mr. Kwok does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

REVISED NOTICE OF EGM AND REVISED PROXY FORM

Since the Original Notice and the Original Proxy Form sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Kwok as set out in this supplemental circular, a supplemental notice of the EGM is set out on pages 8 to 9 of this supplemental circular and the Revised Proxy Form is enclosed with this supplemental circular to include such proposed resolution. This supplemental circular together with the supplemental notice of the EGM and the Revised Proxy Form are published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.kinglandgroup.com.hk).

CLOSURE OF REGISTER OF MEMBERS

The book closure period will not be changed. For determining the entitlement to attend and vote at the EGM (or any adjournment thereof), the register of members of the Company will be closed from 2 May 2023 to 8 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 28 April 2023.

EGM

The EGM originally scheduled at 11:00 a.m. on Monday, 8 May 2023 which will be postponed to 11:00 a.m. on Wednesday, 17 May 2023 at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong to consider and, if thought fit, approve the resolutions set out in the supplemental notice of the EGM.

A Revised Proxy Form for the EGM is enclosed with this supplemental circular. Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company's Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 11:00 a.m. on Monday, 15 May 2023) (the "Closing Time") or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the Original Proxy Form is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the EGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Registrar.

A Shareholder who has already lodged the Original Proxy Form with the Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Kwok, as executive Director as set out in the supplemental notice of the EGM and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution; or
- (ii) if the Revised Proxy Form is lodged with the Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; or
- (iii) if the Revised Proxy Form is lodged with the Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form were lodged with the Registrar.

Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Registrar before the Closing Time.

RECOMMENDATIONS

The Board considers that the Share Consolidation, the Increase in Authorised Share Capital and the re-election of Mr. Kwok as executive Director as set out in this supplemental circular, the Circular, the Original Notice and the supplemental notice of the EGM (as the case may be) are in the interest 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 EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 supplemental 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 supplemental circular misleading.

By Order of the Board
Kingland Group Holdings Limited
CHEUNG Shek On
Chairman and Executive Director

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Kingland Group Holdings Limited

景聯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1751)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

References are made to the circular of Kingland Group Holdings Limited (the “**Company**”) (the “**Circular**”), and the notice of extraordinary general meeting of the Company (the “**Meeting**”) (the “**Original Notice**”) dated 21 April 2023, which set out the time and venue of the Meeting and contain the resolutions to be tabled for shareholders’ approval. This supplemental notice should be read in conjunction with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that a Meeting is originally scheduled at 11:00 a.m. on 8 May 2023 will be postponed to 11:00 a.m. at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on 17 May 2023 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTIONS

3. “To re-elect Mr. Kwok Shun Tim as an executive Director.”

By Order of the Board
Kingland Group Holdings Limited
CHEUNG Shek On
Chairman and Executive Director

Hong Kong, 2 May 2023

Notes:

1. The register of members of the Company will be closed from 2 May 2023 to 8 May 2023 (both day inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Meeting (or any adjournment thereof). During the closure of the register of members of the Company, no transfer of Shares will be effect. In order to qualify for attending and voting at the Meeting (or any adjournment thereof), all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the offices of the Company’s share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 28 April 2023.
2. All resolutions at the Meeting (or any adjournment thereof) will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

3. Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one, or if he holds two or more shares, appoint more than one proxy to attend and vote instead of him. A proxy needs not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
4. Where there are joint holders of any Share, any one of such joint holder may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the Meeting (or at any adjournment thereof) personally or by proxy, that the vote of the senior holder 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.
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 certified copy of that power or authority, must be deposited at the offices of the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. by 11:00 a.m. on 15 May 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) if he/she/it so desires. If a member of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.kinglandgroup.com.hk and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Cheung Shek On and Mr. Kwok Shun Tim; and the independent non-executive Directors are Mr. Chow Chun To, Mr. Chan Kwok Wing Kelvin and Mr. Tam Tak Kei Raymond.