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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 FEBRUARY 2024

The Board is pleased to announce that the resolutions set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 29 February 2024.

References are made to the circular (the “Circular”) and the notice (the “Notice”) of K Group Holdings Limited (the “Company”) dated 6 February 2024 of the annual general meeting (the “AGM”) of the Company. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

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 by way of poll at the AGM held on 29 February 2024.

The poll results were as follows:

ORDINARY RESOLUTIONS*		Number of votes (%) (Approximate percentage)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 August 2023.	14,809,000 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS*		Number of votes (%) (Approximate percentage)	
		For	Against
2.	(a) To re-elect Ms. Wong Pui Kei Peggy as an executive director of the Company;	14,809,000 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Lee Ming Yeung, Michael as an independent non-executive director of the Company;	14,809,000 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Li Junjian as an executive director of the Company;	14,809,000 (100.00%)	0 (0.00%)
	(d) To re-elect Mr. Su Shiyi as a non-executive director of the Company; and	14,809,000 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Lei Xiongpeng as an independent non-executive director of the Company.	14,809,000 (100.00%)	0 (0.00%)
3.	To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company (the “ Directors ”) for the year ending 31 August 2024.	14,809,000 (100.00%)	0 (0.00%)
4.	To re-appoint TARGET CPA LIMITED as the independent auditor of the Company and authorise the Board to fix its remuneration.	14,809,000 (100.00%)	0 (0.00%)
5.	To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of this resolution.	14,809,000 (100.00%)	0 (0.00%)
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of this resolution.	14,809,000 (100.00%)	0 (0.00%)
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the 2024 AGM (the “ Notice ”), to extend the general and unconditional mandate granted by resolution numbered 5 by adding thereto the Shares repurchased pursuant to the general and unconditional mandate granted by resolution numbered 6.	14,809,000 (100.00%)	0 (0.00%)
SPECIAL RESOLUTION*		FOR	AGAINST
8.	To approve the change of the English name of the Company from “K GROUP HOLDINGS LIMITED” to “E-STATION GREEN TECHNOLOGY GROUP CO., LIMITED”, and the dual foreign name in Chinese of the Company be changed from “千盛集團控股有限公司” to “易站綠色科技集團有限公司”.	14,809,000 (100.00%)	0 (0.00%)
9.	To approve the proposed amendments to the existing second amended memorandum and articles of association of the Company and the adoption of the third amended memorandum and articles of association of the Company.	14,809,000 (100.00%)	0 (0.00%)

Note 1: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorized corporate representative or by proxy.

* *For the full text of the Proposed Resolutions, please refer to the Notice as contained in the Company's Circular dated 6 February 2024.*

As more than 50% of the votes were cast in favor of the resolutions numbered 1 to numbered 7, each of these resolutions was duly passed as an ordinary resolution of the Company, while as more than 75% of the votes were cast in favor of the resolutions numbered 8 and 9, each of these resolutions was duly passed as a special resolution of the Company.

As at the date of the AGM, there were 56,800,000 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM. There was no Shareholder who was entitled to attend and abstain from voting in favour of the Proposed Resolutions at the AGM pursuant to Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Proposed Resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

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

Mr. Li Junjian, Mr. Chiang Ming Chun, Ms. Wong Pui Kei Peggy, Mr. Su Shiyi, Mr. Chau Wing Nam, Mr. Lee Ming Yeung, Michael and Mr. Lei Xiongpeng attended the AGM either in person or by electronic means.

CHANGE OF COMPANY NAME

The Board is pleased to announce that the Change of Company Name has been approved at the AGM. As disclosed in the Circular, the Change of Company Name will take effect from the date on which the Registrar enters the new English name and the new dual foreign name in Chinese for the Company in the register of companies maintained by the Registrar in the Cayman Islands in place of the existing names, and issues a certificate of incorporation on change of name of the Company. Further announcement(s) will be made as and when appropriate in relation to, among other things, the effective date of the Change of Company Name and the change of English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange.

ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES

The Board is pleased to announce that the Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles has been approved at the AGM. The Proposed Amendments and the adoption of the Amended Memorandum and Articles shall become effective upon the Change of Company Name becoming effective.

By order of the Board of
K Group Holdings Limited
Li Junjian
Chairman and Executive Director

Hong Kong, 29 February 2024

As at the date of this announcement, the executive Directors are Mr. Li Junjian (Chairman), Mr. Chiang Ming Chun, Ms. Wong Pui Kei Peggy and Mr. Yeap Wei Han, Melvyn; the non-executive Director is Mr. Su Shiyi; and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Lee Ming Yeung, Michael and Mr. Lei Xiongpeng.

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.