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KWG Living Group Holdings Limited

合景悠活集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3913)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of KWG Living Group Holdings Limited (the “**Company**”) will be convened and held at Infinity Room, 3rd Floor, W Guangzhou, 26 Xian Cun Road, Pearl River New Town, Tianhe District, Guangzhou, People’s Republic of China on Friday, 12 November 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the supplemental residential property management services framework agreement dated 29 September 2021 and entered into between the Company and KWG Group Holdings Limited (“**KWG Holdings**”) (the “**Supplemental Residential Property Management Services Framework Agreement**”) and the transactions contemplated thereunder (including the proposed revised annual caps therefor) be and are hereby confirmed and approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Supplemental Residential Property Management Services Framework Agreement and the transactions contemplated thereunder.”

2. “**THAT** the supplemental property agency services framework agreement dated 29 September 2021 and entered into between the Company and KWG Holdings (the “**Supplemental Property Agency Services Framework Agreement**”) and the transactions contemplated thereunder (including the proposed revised annual caps therefor) be and are hereby confirmed and approved and the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Supplemental Property Agency Services Framework Agreement and the transactions contemplated thereunder.”
3. “**THAT** the supplemental commercial property management services framework agreement dated 29 September 2021 and entered into between the Company and KWG Holdings (the “**Supplemental Commercial Property Management Services Framework Agreement**”) and the transactions contemplated thereunder (including the proposed revised annual caps therefor) be and are hereby confirmed and approved and the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Supplemental Commercial Property Management Services Framework Agreement and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

4. “**THAT**
 - (a) the articles of association of the Company (the “**Articles**”) be amended in the following manner:
 - (i) by deleting the words “With the sanction of an ordinary resolution dividends” at the beginning of the second sentence in existing article 134 and replacing therewith the word “Dividends”; and
 - (ii) by deleting the words “the profits of the Company” in the second line of the existing article 136 and replacing therewith the words “the financial conditions and the net realisable value of the assets of the Company”, and by deleting the words “such profits” in the last line of the existing article 136 and replacing therewith the words “the financial conditions and the net realisable value of the assets of the Company”; and

(b) the Directors be and are hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the above amendments to the Articles.”

By order of the Board
KWG Living Group Holdings Limited
KONG Jianmin
Chairman

Hong Kong, 26 October 2021

Notes:

1. Any shareholders of the Company (the “Shareholders”) entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her, a proxy need not be a shareholder of the Company.
2. In case of joint registered holders of any shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint persons be present at the EGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. To be valid, the Proxy Form duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarized copy thereof must be delivered to the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof (as the case may be).
4. Completion and delivery of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjourned thereof if you so wish. In such event, the Proxy Form shall be deemed to be revoked.
5. For the purpose of ascertaining Shareholders’ entitlement to attend and vote at the EGM (or at any adjournment thereof), the register of members of the Company will be closed from Tuesday, 9 November 2021 to Friday, 12 November 2021 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 8 November 2021.
6. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the EGM must be taken by poll. Under Article 66 of the Articles, a resolution put to the vote at the EGM shall be decided by way of a poll, save that the chairman of the EGM may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
7. The Chinese version of this notice is for reference only. Should there be any discrepancies, the English version shall prevail.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of the shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- (i) Compulsory body temperature checks
- (ii) Wearing of surgical face masks
- (iii) No provision of refreshments and corporate gifts

Any attendee who does not comply with the precautionary measures (i) and (ii) above may be denied entry to the EGM venue.

For the health and safety of the shareholders, Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy instead of attending the EGM in person. If any Shareholders wishes to attend in person, the Shareholder is advised to pay attention to the latest epidemic-control and protection arrangements implemented by the Central Government of the People's Republic of China and the Government of the Hong Kong Special Administrative Region.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the EGM arrangements at short notice. Shareholders shall check the Company's website (www.kwgliving.com) and/or the HKEXnews website (www.hkexnews.hk) for future announcements and updates on the EGM arrangements.

As at the date of this announcement, the Board of Directors of the Company comprises Mr. KONG Jianmin (chairman) as non-executive Director; Mr. KONG Jiannan (chief executive officer), Ms. YANG Jingbo and Mr. WANG Yue as executive Directors; and Ms. LIU Xiaolan, Mr. FUNG Che Wai, Anthony and Ms. NG Yi Kum as independent non-executive Directors.