
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Kwong Man Kee Group Limited**, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Kwong Man Kee Group Limited

鄺文記集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8023)

**(1) PROPOSED GRANT OF ISSUE MANDATE AND
REPURCHASE MANDATE;
AND
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at 21/F, The Bedford, 91-93 Bedford Road, Kowloon, Hong Kong on Friday, 30 August 2019 at 2:30 p.m. is set out on pages 13 to 16 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (with effect from 11 July 2019, the Hong Kong Branch Share Registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong), not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy form will not preclude you from attending the AGM and voting in person should you so wish. In such event, your form of proxy will be deemed to be revoked.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company’s website at www.kmk.com.hk.

28 June 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 21/F, The Bedford, 91-93 Bedford Road, Kowloon, Hong Kong on Friday, 30 August 2019 at 2:30 p.m.
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company adopted on 24 September 2016, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Kwong Man Kee Group Limited (鄭文記集團有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the Shares of which are listed on GEM
“Director”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power of the Company to allot, issue and otherwise deal with additional Shares of up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the ordinary resolution in relation thereof
“Latest Practicable Date”	21 June 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent

In this circular, unless the context otherwise requires, the terms “associate”, “connected person”, “controlling shareholder”, “core connected person”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the GEM Listing Rules.

LETTER FROM THE BOARD

Kwong Man Kee Group Limited

鄺文記集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8023)

Executive Directors:

Mr. Kwong Chi Man (*Chairman*)

Mr. Yip Kong Lok

Mr. Yip Wai Man

Registered Office:

P. O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Independent non-executive Directors:

Ms. Yu Wan Wah Amparo

Mr. Law Pui Cheung

Mr. Wat Danny Hiu Yan

*Head Office and Principal Place of
Business in Hong Kong:*

21/F

The Bedford

91-93 Bedford Road

Kowloon

Hong Kong

28 June 2019

Dear Shareholders,

**(1) PROPOSED GRANT OF ISSUE MANDATE AND
REPURCHASE MANDATE;
AND
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the following information: (i) details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) an explanatory statement on the Repurchase Mandate; (iii) the re-election of retiring Directors; and (iv) the AGM Notice.

2. PROPOSED ISSUE MANDATE

The Company's existing mandate to issue Shares was approved by the Shareholders at the previous annual general meeting on 3 August 2018, which will lapse at the conclusion of the AGM unless otherwise renewed.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with additional Shares of up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the AGM.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 5 of the AGM Notice.

The Issue Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the time when the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting (the “**Relevant Period**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Subject to the passing of the proposed resolution to grant the Issue Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, the Directors would be allowed to allot, issue and deal with a maximum of 120,000,000 Shares pursuant to the Issue Mandate.

3. PROPOSED REPURCHASE MANDATE

The Company’s existing mandate to repurchase Shares was approved by the Shareholders at the previous annual general meeting on 3 August 2018, which will lapse at the conclusion of the AGM unless otherwise renewed.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of the AGM. The Repurchase Mandate would allow the Company to repurchase the Shares during the Relevant Period.

Details of the Repurchase Mandate are set out in the ordinary resolution as referred to in resolution no. 6 of the AGM Notice.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide you with the requisite information on the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Subject to the passing of the proposed resolution to grant the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, the Directors would be allowed to repurchase a maximum of 60,000,000 Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

4. EXTENSION OF ISSUE MANDATE

In addition, conditional upon the Issue Mandate and the Repurchase Mandate being granted, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the AGM Notice.

5. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.18 of the Articles, each of Ms. Yu Wan Wah Amparo, Mr. Law Pui Cheung and Mr. Wat Danny Hiu Yan will retire from office as independent non-executive Directors at the AGM in accordance with the Articles and, being eligible, will offer themselves for re-election.

Profiles of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

6. AGM AND ARRANGEMENT OF PROXY

A notice convening the AGM to be held at 21/F, The Bedford, 91-93 Bedford Road, Kowloon, Hong Kong on Friday, 30 August 2019 at 2:30 p.m. is set out on pages 13 to 16 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 11 July 2019, the Hong Kong Branch Share Registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong), not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy form will not preclude you from attending the AGM and voting in person should you so wish. In such event, your form of proxy will be deemed to be revoked.

All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.kmk.com.hk in accordance with the GEM Listing Rules.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 28 August 2019 to Friday, 30 August 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 11 July 2019, the Hong Kong Branch Share Registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration not later than 4:30 pm on Tuesday, 27 August 2019.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 5 September 2019 to Monday, 9 September 2019, both dates inclusive, during which period no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Monday, 9 September 2019 are entitled to the proposed final dividend. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 11 July 2019, the Hong Kong Branch Share Registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration not later than 4:30 pm on Wednesday, 4 September 2019.

8. RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the AGM Notice, including, among other things, the proposed grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors would be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, 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 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 circular misleading.

By order of the Board
Kwong Man Kee Group Limited
Mr. Kwong Chi Man
Chairman and Executive Director

Hong Kong, 28 June 2019

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with the requisite information on whether to approve the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Subject to the passing of the proposed resolution to grant the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, the Directors would be allowed to repurchase a maximum of 60,000,000 Shares pursuant to the Repurchase Mandate.

2. REASON FOR REPURCHASES

The Directors believe that it would be in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares pursuant to the Repurchase Mandate will be financed from the Company's internal resources.

Any repurchase by the Company must be funded out of funds legally available for the purpose in accordance with the GEM Listing Rules, the Articles and the applicable laws and regulations in the Cayman Islands. Our Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. MATERIAL ADVERSE IMPACT

As compared with the financial position of the Company as at 31 March 2019, the Directors have considered that there would not be any material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate were to be carried out in full during the Relevant Period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best of the knowledge of the Directors and after having made all reasonable enquiries, none of the Directors or their associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if it is granted by the Shareholders and is exercised.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is granted to the Directors.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable law and regulations from time to time in force in the Cayman Islands.

7. CONSEQUENCES UNDER THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) depending on the level of increase of our Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate. At present, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase the Shares pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

8. SHARE PRICES

The highest and lowest prices of the Shares traded on GEM during each of the previous 12 months from the Latest Practicable Date were as follows:

Month	Highest (HK\$)	Lowest (HK\$)
2018		
July	0.54	0.50
August	0.58	0.51
September	0.64	0.50
October	0.63	0.57
November	0.69	0.52
December	0.56	0.50
2019		
January	0.59	0.52
February	0.59	0.52
March	0.58	0.55
April	0.57	0.50
May	0.54	0.48
June (up to the Latest Practicable Date)	0.50	0.48

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

Profiles of the Directors who will retire from office and, being eligible, offer themselves for re-election at the AGM are set out below.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Yu Wan Wah Amparo (余韻華), aged 44, was appointed as an independent non-executive Director on 24 September 2016. Ms. Yu has accumulated over 7 years of experience in the civil and geotechnical engineering field when she was employed from 1998 to 2005 by Greg Wong & Associates Limited, a civil and structural engineering company in Hong Kong. In 2012, Ms. Yu commenced her legal career and she was admitted as a solicitor of the High Court of Hong Kong in April 2014. Ms. Yu is currently not in private practice in Hong Kong.

Ms. Yu obtained a bachelor's degree in civil engineering from the University of British Columbia in May 1997 and a master's degree in engineering (civil) from Cornell University (USA) in May 1998. In November 2007, Ms. Yu further completed a master's degree in engineering (industrial engineering and logistics management) from the University of Hong Kong. In December 2010, Ms. Yu obtained her Juris Doctor degree and subsequently the Postgraduate Certificate in Laws (PCLL) in July 2011, both from the Chinese University of Hong Kong.

Under the letter of appointment of Ms. Yu with the Company for her service as an independent non-executive Director, she was appointed for a term of three years commencing on 2 August 2017, the date when she was last re-elected. Her directors' fee is HK\$100,000 per annum which was determined with reference to her experience. Ms. Yu will retire from office and will be proposed for re-election at the AGM according to the Articles.

Save as disclosed above, to the best knowledge of the Directors, Ms. Yu (i) has not held any other position in the Company or other members of the Group; (ii) does not have any relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there is no other information in respect of Ms. Yu that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there is no other matter with respect to Ms. Yu that needs to be brought to the attention to the Shareholders.

Mr. Law Pui Cheung (羅沛昌), aged 63, was appointed as an independent non-executive Director on 24 September 2016. Mr. Law has accumulated over 35 years of experience in the accountancy profession. Mr. Law began his career with Ernst and Whinney, the predecessor firm of Ernst & Young, an international accounting firm in Hong Kong. Mr. Law joined Li, Tang, Chen & Co., a practising certified public accountants firm in Hong Kong in 1989 and retired as a partner in June 2016. Mr. Law is currently a practising director of Yong Zheng CPA Limited and also founder and chief executive officer of Marvin Law & Co., both as certified public accountant firms. He is also a member of the Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants.

Mr. Law is a fellow or member of the following professional organisations:

Organisation	Capacity	Since (Year)
The Chartered Association of Certified Accountants	Fellow	1990
Hong Kong Institute of Certified Public Accountants	Fellow	1985
Macau Society of Certified Practising Accountants	Member	1995
Hong Kong Securities and Investment Institute	Fellow	2015
The Hong Kong Institute of Directors	Fellow	2011
The Institute of Chartered Accountants in England and Wales	Fellow	2015

Under the letter of appointment of Mr. Law with the Company for his service as an independent non-executive Director, he was appointed for a term of three years commencing on 2 August 2017, the date when he was last re-elected. His directors' fee is HK\$100,000 per annum which was determined with reference to his experience. Mr. Law will retire from office and will be proposed for re-election at the AGM according to the Articles.

Save as disclosed above, to the best knowledge of the Directors, Mr. Law (i) has not held any other position in the Company or other members of the Group; (ii) does not have any relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there is no other information in respect of Mr. Law that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there is no other matter with respect to Mr. Law that needs to be brought to the attention to the Shareholders.

Mr. Wat Danny Hiu Yan (屈曉昕), aged 43, was appointed as an independent non-executive Director on 24 September 2016. Mr. Wat has accumulated over 11 years of experience in the civil and geotechnical engineering field when he was employed from August 1998 to November 2009 by Mott MacDonald Hong Kong Limited, a global management, engineering and development consultancy firm. In November 2009, Mr. Wat became a director of Kin Wah Hong Paper Limited, a company with the principle business of paper agency and distributorship in Hong Kong, where he is responsible for the overall administration, procurement, financial control and sales and marketing.

Mr. Wat has been a member of the Hong Kong Institution of Engineers (Civil Discipline) since March 2003.

Mr. Wat graduated from The University of British Columbia in May 1997 with a bachelor's degree in civil engineering and subsequently obtained a master's degree of Engineering (Civil) from Cornell University (USA) in May 1998.

Under the letter of appointment of Mr. Wat with the Company for his service as an independent non-executive Director, he was appointed for a term of three years commencing on 2 August 2017, the date when he was re-elected. His directors' fee is HK\$100,000 per annum which was determined with reference to his experience. Mr. Wat will retire from office and will be proposed for re-election at the AGM according to the Articles.

Save as disclosed above, to the best knowledge of the Directors, Mr. Wat (i) has not held any other position in the Company or other members of the Group; (ii) does not have any relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there is no other information in respect of Mr. Wat that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there is no other matter with respect to Mr. Wat that needs to be brought to the attention to the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Kwong Man Kee Group Limited

鄺文記集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8023)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Kwong Man Kee Group Limited (the “**Company**”) will be held at 21/F, The Bedford, 91-93 Bedford Road, Kowloon, Hong Kong on Friday, 30 August 2019 at 2:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, to pass with or without amendments, the following ordinary resolutions:

1. To receive and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 March 2019;
2. To declare a final dividend of HK0.7 cents for each share in the Company for the year ended 31 March 2019;
3. (a) (i) To re-elect Ms. Yu Wan Wah Amparo as an independent non-executive Director;
(ii) To re-elect Mr. Law Pui Cheung as an independent non-executive Director;
(iii) To re-elect Mr. Wat Danny Hiu Yan as an independent non-executive Director;
(b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix their remuneration;
5. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and otherwise deal with additional shares of HK\$0.01 each (the “**Shares**”) in the share capital of the Company or securities convertible into Shares or options, warrants, or similar right to subscribe for Shares or such convertible securities into the Shares, and to make or grant offers, agreements and options which might require the exercise of such power;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the share capital of the Company) after the end of the Relevant Period; and
- (c) the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the mandate in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any options which may be granted under any share option scheme adopted by the Company or similar arrangement for the grant or issue of Shares or rights to subscribe for Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”); or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities convertible into Shares, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the time when the mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors authorising them during the Relevant Period (as defined in paragraph (d) of resolution no. 4 in this notice) to repurchase on GEM or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or any other stock exchange on which the securities of the Company may be listed; and
- (b) such number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution.”

7. **“THAT**

conditional upon resolutions no. 5 and 6 in this notice being passed, the unconditional general mandate granted to the Directors pursuant to resolution no. 5 in this notice be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the issued share capital of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in resolution no. 6 in this notice, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution no. 6.”

By order of the Board
Kwong Man Kee Group Limited
Mr. Kwong Chi Man
Chairman and Executive Director

Hong Kong, 28 June 2019

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
2. A form of proxy for the AGM is enclosed with the circular of the Company dated 28 June 2019 and published on the GEM website at www.hkgem.com and the Company’s website at www.kmk.com.hk. 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 such power or authority, shall be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (with effect from 11 July 2019, the Hong Kong Branch Share Registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong), not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 28 August 2019 to Friday, 30 August 2019, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 11 July 2019, the Hong Kong Branch Share Registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration not later than 4:30 pm on Tuesday, 27 August 2019.
5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 5 September 2019 to Monday, 9 September 2019, both dates inclusive, during which period no transfer of Shares will be registered. Only Shareholders whose names appear on the register of members of the Company on Monday, 9 September 2019 are entitled to the proposed final dividend. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (with effect from 11 July 2019, the Hong Kong Branch Share Registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) for registration not later than 4:30 pm on Wednesday, 4 September 2019.
6. In relation to resolutions no. 3(a), Ms. Yu Wan Wah Amparo, Mr. Law Pui Cheung and Mr. Wat Danny Hiu Yan will retire from office as independent non-executive Directors at the AGM in accordance with the Articles and, being eligible, will offer themselves for re-election. Profiles of these Directors are set out in Appendix II to the Circular.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 in this notice is set out in Appendix I to the circular of the Company dated 28 June 2019.
8. If typhoon signal no.8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at 1:00 pm on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company's website at www.kmk.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
9. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.kmk.com.hk in accordance with the GEM Listing Rules.