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GRAND MING GROUP HOLDINGS LIMITED

佳明集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1271)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 AUGUST 2022

AND

(2) ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 AUGUST 2022

The board (the “**Board**”) of directors (the “**Directors**”) of Grand Ming Group Holdings Limited (the “**Company**”) hereby announces that at the annual general meeting held on 5 August 2022 (the “**AGM**”), all the ordinary resolutions and special resolution as set out in the notice of the AGM dated 5 July 2022 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results in respect of all the resolutions are as follows:

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
1.	To receive and approve the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2022;	1,189,052,083 (99.99%)	1 (0.01%)
2.	To declare a final dividend of 4.0 HK cents per ordinary share of the Company each for the year ended 31 March 2022;	1,189,052,083 (99.99%)	1 (0.01%)
3.	(a) To re-elect Mr. Kwan Wing Wo as an executive director of the Company;	1,189,052,083 (99.99%)	1 (0.01%)
	(b) To re-elect Mr. Tsui Ka Wah as an independent non-executive director of the Company;	1,189,052,083 (99.99%)	1 (0.01%)
	(c) To re-elect Mr. Mok Kwai Pui Bill as an independent non-executive director of the Company;	1,189,052,083 (99.99%)	1 (0.01%)
	(d) To authorise the board of directors of the Company to fix the directors’ remuneration;	1,189,052,082 (99.99%)	2 (0.01%)

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
4.	To re-appoint BDO Limited as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration; and	1,189,052,083 (99.99%)	1 (0.01%)
5.	(A) To grant a general mandate to the directors to repurchase shares of the Company up to 10% of the total number of shares in issue of the Company;	1,189,052,083 (99.99%)	1 (0.01%)
	(B) To grant a general mandate to the directors to allot, issue or deal with additional shares of the Company up to 20% of the total number of shares in issue of the Company;	1,189,052,083 (99.99%)	1 (0.01%)
	(C) To extend the general mandate to allot, issue and deal with shares of the Company under resolution 5(B) by addition thereto the shares repurchased by the Company under resolution 5(A).	1,189,052,082 (99.99%)	2 (0.01%)
Special Resolution		Number of votes (Approximate %)	
		For	Against
6.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company (the “ Amended M&A ”) in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, and authorise any director or company secretary of the Company to do all things necessary to give effect to the proposed amendments and the adoption of the Amended M&A.	1,189,052,083 (99.99%)	1 (0.01%)

The full text of the above resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions and more than 75% of the votes were cast in favour of the special resolution, all such resolutions were duly passed.

As at the date of the AGM, the total number of issued ordinary shares of the Company (the “**Shares**”) was 1,419,542,346 Shares, which was the total number of Shares entitling the holders to attend and vote on all resolutions proposed at the AGM. There were no restrictions on any Shareholders casting votes on any of the resolutions at the AGM. Besides, there were no Shares entitling the holder to attend and abstain from voting in favor of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholders were required under the Listing Rules to abstain from voting.

Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

Executive Directors, namely Mr. Chan Hung Ming, Mr. Lau Chi Wah and Mr. Kwan Wing Wo, and independent non-executive Directors, namely Mr. Tsui Ka Wah, Mr. Kan Yau Wo and Mr. Lee Chung Yiu Johnny attended the AGM in person.

(2) ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution on the proposed amendments to the existing memorandum and articles of association of the Company has been duly passed as a special resolution at the AGM. For details of the amendments, please refer to Appendix III to the circular of the Company dated 5 July 2022.

The amended and restated memorandum and articles of association of the Company will take effect from 5 August 2022, the full text of which is available on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.grandming.com.hk).

By Order of the Board
Grand Ming Group Holdings Limited
Chan Hung Ming
Chairman and Executive Director

Hong Kong, 5 August 2022

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Chan Hung Ming
Mr. Lau Chi Wah
Mr. Yuen Ying Wai
Mr. Kwan Wing Wo

Independent Non-Executive Directors:

Mr. Tsui Ka Wah
Mr. Kan Yau Wo
Mr. Mok Kwai Pui Bill
Mr. Lee Chung Yiu Johnny