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GRAND BRILLIANCE GROUP HOLDINGS LIMITED

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8372)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 15 SEPTEMBER 2023; CHANGE OF AN INDEPENDENT NON-EXECUTIVE DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that:

- (1) all the resolutions as set out in the notice of the Annual General Meeting (the “**AGM**”) dated 26 June 2023 were duly passed by the Shareholders of the Company at the AGM held on 15 September 2023 by way of poll;
- (2) Mr. WONG Lung Wo James resigned as an independent non-executive director, chairman of the audit committee and member of remuneration committee of the Company with effect from 18 September 2023; and
- (3) Mr. MUI Wai Sum was appointed as an independent non-executive director, chairman of the audit committee and member of remuneration committee of the Company with effect from 18 September 2023.

Reference is made to the circular (the “**Circular**”) of Grand Brilliance Group Holdings Limited (the “**Company**”) dated 26 June 2023 in relation to, among other matters, (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of Repurchase Mandate to the Directors, (iii) the re-election of retiring Directors and (iv) the adoption of second amended and restated articles of association. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The board of directors (the “**Board**”) is pleased to announce that all the resolutions as set out in the notice of the AGM (the “**AGM Notice**”) dated 26 June 2023 were duly passed by the Shareholders of the Company at the AGM held on 15 September 2023 by way of poll.

As at the date of the AGM, there were a total of 800,000,000 Shares in issue. No Shareholders

were required to abstain from voting on the resolutions proposed at the AGM. As such, there were a total of 800,000,000 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling Shareholders to attend and vote on the resolutions proposed at the AGM. In addition, there were no shares entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

Full text of the resolutions is set out in the AGM Notice dated 26 June 2023. The poll results in respect of the resolutions are as follows:

No.	Ordinary Resolutions	Number of votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 March 2023.	602,158,771 (99.99%)	2,500 (0.01%)
2.	To re-appoint BDO Limited as the auditor and authorise the board of Directors to fix its remuneration.	602,158,771 (99.99%)	2,500 (0.01%)
3.	(a) To re-elect Ms. Wong Bik Kwan Bikie as an executive Director.	602,158,771 (99.99%)	2,500 (0.01%)
	(b) To re-elect Mr. Chiu Man Wai as a non-executive Director.	602,158,771 (99.99%)	2,500 (0.01%)
	(c) To authorise the board of Directors to fix the remuneration of the Directors for the year ending 31 March 2024.	602,156,271 (99.99%)	5,000 (0.01%)
4.	To grant a general mandate to the Directors to allot, issue, and deal with additional shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing this resolution.	602,158,771 (99.99%)	2,500 (0.01%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of passing this resolution.	602,158,771 (99.99%)	2,500 (0.01%)
6.	To extend the general mandate granted under resolution no. 4 by adding the shares of the Company repurchased pursuant to the general mandate granted by resolution no. 5.	602,156,271 (99.99%)	5,000 (0.01%)
As more than 50% of the votes were cast in favour of each of the above resolutions, the above resolutions proposed at the AGM were duly passed by the Shareholders as ordinary resolutions of the Company.			

No.	Special Resolution	Number of votes (%)	
		For	Against
7.	To approve the proposed amendments to the amended and restated articles of association of the Company and adoption of the new second amended and restated articles of association of the Company.	602,158,771 (99.99%)	2,500 (0.01%)
As not less than 75% of the votes were cast in favour of the above resolution, the above resolution was duly passed as a special resolution.			

SCRUTINEER

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

DIRECTORS' ATTENDANCE RECORD

The Directors who attended the AGM either in persons or by electronic means are as follows:

Ms. WONG Bik Kwan Bikie, Dr. MIU Yin Shun Andrew, Mr. CHIU Man Wai, Mr. NG Leung Sing, Mr. WONG Lung Wo James and Mr. CHOW Ming Po Aaron.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. WONG Lung Wo James ("Mr. WONG") has tendered resignation as an independent non-executive director with effect from 18 September 2023 due to his retirement plan. Mr. WONG has confirmed that he does not have any disagreement with the Board and there are no matters in relation to his resignation that need to be brought to the attention of the Shareholders of the Company and the Stock Exchange.

The Board expresses its sincere gratitude to Mr. WONG for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Mr. MUI Wai Sum ("Mr. MUI") has been appointed as an independent non-executive director with effect from 18 September 2023. The biographical details of Mr. MUI is set out below:

Mr. MUI, aged 36, is an executive director of Sau San Tong Holdings Limited (stock code: 8200), a company listed on the Stock Exchange. Mr. MUI has extensive experience in corporate finance, corporate restructuring and securities investment.

Mr. MUI is a Vice Chairperson of Yan Oi Tong, one of the largest charity organizations in Hong Kong. Mr. MUI is a Fellow Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Business Administration degree in General Finance and a Master of Arts degree in Philosophy from the Chinese University of Hong Kong.

Pursuant to the appointment letter, the appointment of Mr. MUI is for a term of three year commencing from 18 September 2023 and can be terminated by either party by giving at least one

month's notice in writing. Mr. MUI is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company. Mr. MUI's remuneration is HK\$120,000 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation.

Save as disclosed above, Mr. MUI has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have other relationships with any directors, senior management, or other substantial or controlling shareholder(s) of the Company for the purpose of the GEM Listing Rules and he has no interests in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong). There is no other matters relating to his appointment that need to be brought to the attention of the Shareholders of the Company and there is no other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules

The Board would like to take this opportunity to express its warmest welcome to Mr. MUI.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that Mr. MUI is appointed as chairman of the audit committee and member of the remuneration committee of the Company following his appointment as independent non-executive director of the Company with effect from 18 September 2023; and Mr. WONG will cease to be chairman of the audit committee and member of the remuneration committee of the Company following his resignation as independent non-executive director of the Company on 18 September 2023.

By order of the Board
Grand Brilliance Group Holdings Limited
Lee Ka Man
Company Secretary

Hong Kong, 15 September 2023

As at the date of this announcement, the executive Director is Ms. Wong Bik Kwan Bikie; the non-executive Directors are Dr. Miu Yin Shun Andrew and Mr. Chiu Man Wai; and the independent non-executive Directors are Mr. Ng Leung Sing SBS, JP, Mr. Wong Lung Wo James and Mr. Chow Ming Po Aaron.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 Announcements" page of the website of Stock Exchange (www.hkexnews.hk) for at least seven days from the date of its publication and the website of the Company (www.grandbrilliancegroup.com).