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**SITOY GROUP HOLDINGS LIMITED**

時代集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1023)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD  
ON 18 NOVEMBER 2024**

**AND**

**(2) RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION  
OF BOARD COMMITTEES**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON  
18 NOVEMBER 2024**

All the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the Annual General Meeting held at 10:30 a.m. on 18 November 2024.

**RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD  
COMMITTEES**

With effect from the conclusion of the Annual General Meeting:

- (a) Dr. Lau Kin Shing, Charles retired as the non-executive Director and accordingly ceased to be the member of the environmental, social and governance committee of the Company;
- (b) Mr. Lung Hung Cheuk retired as the independent non-executive Director and accordingly ceased to be the chairman of remuneration committee of the Company, the member of audit committee and nomination committee of the Company; and
- (c) Ms. Lee Pao Yue has been appointed as the chairman of remuneration committee of the Company following the retirement of Mr. Lung.

Reference is made to the circular of the Annual General Meeting of Sitoy Group Holdings Limited (the “**Company**”) dated 18 October 2024 (the “**AGM Circular**”) and the notice of the Annual General Meeting dated 18 October 2024 (the “**AGM Notice**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular.

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the Annual General Meeting held at 10:30 a.m. on 18 November 2024.

All the Directors, namely Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai, Mr. Yeung Andrew Kin, Mr. Chan Tung Chit, Dr. Lau Kin Shing, Charles, Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent, Mr. Lung Hung Cheuk and Ms. Lee Pao Yue attended the Annual General Meeting.

Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the Annual General Meeting.

The poll results in respect of the resolutions proposed at the Annual General Meeting were as follows:

<b>Ordinary Resolutions</b>		<b>Number of votes (%)*</b>		<b>Total Votes</b>
		<b>For</b>	<b>Against</b>	
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the Directors (the “ <b>Directors</b> ”) and the independent auditors’ report of the Company for the year ended 30 June 2024	681,131,550 (99.8738%)	861,000 (0.1262%)	681,992,550
2.	To declare a final dividend of HK4 cents per Share for the year ended 30 June 2024	681,292,550 (99.8974%)	700,000 (0.1026%)	681,992,550

Ordinary Resolutions		Number of votes (%)*		Total Votes
		For	Against	
3.	(a) To re-elect the following Directors, each as separate resolution:			
	(i) Mr. Yeung Andrew Kin as executive Director	680,629,550 (99.8001%)	1,363,000 (0.1999%)	681,992,550
	(ii) Mr. Chan Tung Chit as executive Director	680,629,550 (99.8001%)	1,363,000 (0.1999%)	681,992,550
	(iii) Ms. Lee Pao Yue as independent non-executive Director	681,029,550 (99.8588%)	963,000 (0.1412%)	681,992,550
	(b) To authorise the board (the “ <b>Board</b> ”) of Directors to fix the Directors’ remuneration	681,292,550 (99.8974%)	700,000 (0.1026%)	681,992,550
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration	681,292,550 (99.8974%)	700,000 (0.1026%)	681,992,550
5.	(1) To grant a general and unconditional mandate to the Directors to repurchase Shares in the Company not exceeding 10% of the total number of issued Shares of the Company (excluding Treasury Shares) as at the date of the passing of the relevant resolution	681,292,550 (99.8974%)	700,000 (0.1026%)	681,992,550
	(2) To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal with additional Shares and sell/or transfer Shares out of the treasury that are held as Treasury Shares in the Company not exceeding 20% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution	673,871,550 (98.8092%)	8,121,000 (1.1908%)	681,992,550

Ordinary Resolutions	Number of votes (%)*		Total Votes
	For	Against	
(3) Conditional upon resolutions Nos. 5(1) and 5(2) being passed, the general and unconditional mandate granted to the Directors to allot, issue or otherwise deal with additional Shares and sell/or transfer Shares out of the treasury that are held as Treasury Shares in the Company pursuant to resolution No. 5(2) be extended by the addition thereto of the number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5(1)	673,949,550 (98.8207%)	8,043,000 (1.1793%)	681,992,550
As more than 50% of the votes were cast in favour of each of the above resolutions, all of them were duly passed as ordinary resolutions of the Company.			

\* All percentages rounded to 4 decimal places.

*Notes:*

1. The total number of Shares entitling Shareholders to attend and vote on the resolutions proposed at the Annual General Meeting was 965,430,000 Shares, representing the total number of issued Shares of the Company as at the date of the Annual General Meeting.
2. There was no restriction on any Shareholders casting votes on any of the resolutions proposed at the Annual General Meeting.
3. There were no Shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the Annual General Meeting as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and no Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions proposed at the Annual General Meeting.
4. None of the Shareholders has stated their intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions proposed at the Annual General Meeting.

## RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

As disclosed in the AGM Circular, (i) Dr. Lau Kin Shing, Charles (“**Dr. Lau**”), the non-executive Director and the member of environmental, social and governance committee of the Company, intends not to offer himself for re-election at the Annual General Meeting as he would like to devote more time to his other business commitment; and (ii) Mr. Lung Hung Cheuk (“**Mr. Lung**”), the independent non-executive Director, the chairman of remuneration committee of the Company, and the member of audit committee and nomination committee of the Company, intends not to offer himself for re-election at the Annual General Meeting as he would like to devote more time to his other business commitment.

Dr. Lau and Mr. Lung have each confirmed that his departure is not due to any disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its gratitude to Dr. Lau and Mr. Lung for their invaluable contributions to the Board over the past years.

The Board is pleased to announce that with effect from the conclusion of the Annual General Meeting, Ms. Lee Pao Yue (“**Ms. Lee**”) was appointed as the chairman of remuneration committee of the Company following the retirement of Mr. Lung.

The Board would like to express its warm welcome to Ms. Lee for her appointment.

By Order of the Board  
**Sitoy Group Holdings Limited**  
**Yeung Michael Wah Keung**  
*Chairman*

Hong Kong, 18 November 2024

*As at the date of this announcement, the executive Directors are Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai, Mr. Yeung Andrew Kin and Mr. Chan Tung Chit; and the independent non-executive Directors are Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent and Ms. Lee Pao Yue.*