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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 17 NOVEMBER 2025**

AND

**(2) RETIREMENT OF DIRECTOR AND APPOINTMENT
OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE
OF COMPOSITION OF BOARD COMMITTEES**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
17 NOVEMBER 2025**

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 17 November 2025.

**RETIREMENT OF DIRECTOR AND APPOINTMENT OF INDEPENDENT NON-
EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD
COMMITTEES**

With effect from the conclusion of the Annual General Meeting:

- (a) Mr. Kwan Po Chuen, Vincent retired as the independent non-executive Director and accordingly ceased to be the member of audit committee, nomination committee and environmental, social and governance committee of the Company;
- (b) Ms. So Sze Wan, Lisa has been appointed as the independent non-executive Director, the member of audit committee, nomination committee, and environmental, social and governance committee of the Company following the retirement of Mr. Kwan.

Reference is made to the circular of the Annual General Meeting of Sitoy Group Holdings Limited (the “**Company**”) dated 24 October 2025 (the “**AGM Circular**”) and the notice of the Annual General Meeting dated 24 October 2025 (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 “**Director(s)**”) 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 17 November 2025.

All the Directors, namely Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai, Mr. Yeung Andrew Kin, Mr. Chan Tung Chit, Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent 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:

Ordinary Resolutions		Number of votes (%)*		Total Votes
		For	Against	
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the Directors and the independent auditors’ report of the Company for the year ended 30 June 2025	686,974,048 (99.9766%)	161,000 (0.0234%)	687,135,048
2.	To declare a special dividend of HK4 cents per Share for the year ended 30 June 2025	687,135,048 (100.0000%)	0 (0.0000%)	687,135,048

Ordinary Resolutions		Number of votes (%)*		Total Votes
		For	Against	
3.	(a) To re-elect the following Directors, each as separate resolution:			
	(i) Mr. Yeung Michael Wah Keung as executive Director	686,914,048 (99.9678%)	221,000 (0.0322%)	687,135,048
	(ii) Dr. Yeung Wo Fai as executive Director	686,914,048 (99.9678%)	221,000 (0.0322%)	687,135,048
	(iii) Mr. Chan Tung Chit as executive Director	686,550,048 (99.9149%)	585,000 (0.0851%)	687,135,048
	(b) To authorise the Board to fix the Directors' remuneration	687,135,048 (100.0000%)	0 (0.0000%)	687,135,048
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration	687,135,048 (100.0000%)	0 (0.0000%)	687,135,048
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, if any) as at the date of the passing of the relevant resolution [#]	687,135,048 (100.0000%)	0 (0.0000%)	687,135,048
	(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 (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution [#]	676,171,192 (98.4044%)	10,963,856 (1.5956%)	687,135,048

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) [#]	676,171,384 (98.4044%)	10,963,664 (1.5956%)	687,135,048
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.

[#] The full text of the resolutions is set out in the AGM Notice.

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 Listing Rules 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 DIRECTOR AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

As disclosed in the AGM Circular, Mr. Kwan Po Chuen, Vincent (“**Mr. Kwan**”), the independent non-executive Director, the member of audit committee, nomination committee and 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.

Mr. Kwan has 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 Mr. Kwan for his 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. So Sze Wan, Lisa (“**Ms. So**”) was appointed as the independent non-executive Director, the member of audit committee, nomination committee, and environmental, social and governance committee of the Company following the retirement of Mr. Kwan.

The biographical details of Ms. So is as follows:

Ms. So, aged 49. She has accumulated over 20 years of experience in legal by working in various listed and sizeable companies in Hong Kong.

She holds the position of Chief Legal Officer at K11 by AC Limited, a member of Almad Group Limited specializing in cultural retail management and operating luxury city clubs.

From October 2017 to November 2024, she has been the head of legal of K11 Concepts Limited, a subsidiary of New World Development Company Limited (a company whose shares listed on the Main Board of the Stock Exchange (Stock Code: 0017)). From 2016 to 2017, she was the head of legal of Nikon Holdings Hong Kong Limited. From 2015 to 2016, she was the assistant general counsel of LCW Management Limited. From 2010 to 2015, she was the general counsel and company secretary of Yip’s Chemical Holdings Limited (a company whose shares listed on the Main Board of the Stock Exchange (Stock Code: 0408)).

Ms. So graduated from the University of Hong Kong with a Bachelor of Laws degree and obtained a Master of Laws degree from King’s College London. She is a practising solicitor in Hong Kong.

Ms. So is an independent non-executive director of Cornerstone Technologies Holdings Limited (Stock Code: 8391) which is listed on the GEM Board of the Stock Exchange.

Ms. So was a director of the following company which was incorporated in Hong Kong and was dissolved:

Name of company	Principal business activity before dissolved	Date of dissolution	Details
Read to Lead Foundation Limited	Charity activities	31 July 2015	Dissolved by deregistration

Ms. So confirmed that there was no wrongful act on her part leading to the above dissolution of the company and she is not aware of any actual or potential claim has been or will be made against her as a result of the dissolution of the company.

Ms. So has entered into a letter of appointment with the Company for an initial term of 3 years commencing on 17 November 2025 and is subject to retirement and eligible for re-election pursuant to the Articles of Association. Ms. So shall hold office until the next following annual general meeting of the Company and be eligible for re-election in accordance with the Articles of Association. According to the letter of appointment, an annual director's fee of HK\$220,000 will be payable to Ms. So and is subject to review by the Board and the remuneration committee of the Company from time to time. The remuneration was determined by the Board with reference to her duties and responsibilities as well as her qualifications, experience and the prevailing market conditions.

Ms. So has confirmed that, as at the date of this announcement, (i) she meets the independence requirement in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Saved as disclosed above, as at the date of this announcement, Ms. So (i) does not hold any position within the Company or other members of the Group; (ii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; (iii) has not held any directorship in public companies in the last three years, the securities of which are listed on any securities market in Hong Kong or overseas; (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); and (v) there is no other information related to the appointment of Ms. So that need to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

The Board welcomes Ms. So for joining the Board.

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

Hong Kong, 17 November 2025

As at the date of this announcement, the executive directors of the Company 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 of the Company are Mr. Yeung Chi Tat, Ms. Lee Pao Yue and Ms. So Sze Wan, Lisa.