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(incorporated in Cayman Islands with limited liability)
(Stock Code: 8331)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND CHANGE OF COMPOSITION OF BOARD COMMITTEES;
AND
(3) NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF
THE GEM LISTING RULES AND
TERMS OF REFERENCE OF COMMITTEES**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”, and each, a “**Director**”) of P.B. Group Limited (the “**Company**”) is pleased to announce that at the annual general meeting (the “**AGM**”) held on 24 June 2022, all proposed resolutions (“**Resolutions**”) of the Company as set out in the notice of the AGM dated 19 May 2022 (the “**AGM Notice**”) were duly passed by way of poll.

The poll results of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the Directors and auditor for the year ended 31 December 2021.	85,891,700 (100%)	0 (0%)
2(a).	To re-elect Dr. CHAN Man Fung as an executive Director.	85,891,700 (100%)	0 (0%)
2(b).	To re-elect Mr. CHOW Chi Hang Tony as an independent non-executive Director.	85,891,700 (100%)	0 (0%)
2(c).	To authorize the Board to fix the respective Directors’ remuneration.	85,891,700 (100%)	0 (0%)

3.	To re-appoint BDO Limited as auditor and to authorise the Board to fix their remuneration.	85,891,700 (100%)	0 (0%)
4(A).	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	85,891,700 (100%)	0 (0%)
4(B).	To give 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 issued shares of the Company as at the date of passing of this resolution.	85,891,700 (100%)	0 (0%)
4(C).	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	85,891,700 (100%)	0 (0%)

The full text of the Resolutions is set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of shares of the Company was 159,114,400, which was the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM. No holder of the shares of the Company was required to abstain from voting at the AGM under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In addition, no party has indicated in the circular of the Company dated 19 May 2022 that he intends to vote against or to abstain from voting on any of the Resolutions at the AGM.

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

All Directors had attended the AGM. Dr. CHAN Man Fung and Mr. PUI Wai Lun attended the AGM in person while Mr. PANG Ho Yin, Mr. SU Chun Xiang, Mr. YIP Chong Ho Eric, Mr. CHOW Chi Hang Tony and Mr. ZHANG Kun (“**Mr. Zhang**”) attended the AGM by electronic means.

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

Reference is made to the announcement of the Company dated 12 May 2022. At the AGM, Mr. Zhang did not offer himself for re-election due to his personal commitments on his other business and accordingly retired as an independent non-executive Director upon the conclusion of the AGM (the “**Retirement**”). Mr. Zhang has confirmed that he has no disagreement with the Board and there is no matter concerning his retirement that need to be brought to the attention of the Stock Exchange and the shareholders.

Following the retirement of Mr. Zhang as an independent non-executive Director, he ceased to be the member of each of the audit committee of the Company (the “**Audit Committee**”), nomination committee of the Company (the “**Nomination Committee**”) and remuneration committee of the Company (the “**Remuneration Committee**”) upon the conclusion of the AGM.

NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES

Following the Retirement:

- (i) the number of independent non-executive Directors fell below the minimum number required under Rules 5.05(1) of the GEM Listing Rules;
- (ii) the number of members of the Audit Committee fell below the minimum number required under Rule 5.28 of the GEM Listing Rules; and
- (iii) the number of members of each of the Audit Committee, Nomination Committee and Remuneration Committee fell below the minimum number required under the respective terms of reference of the Audit Committee, Nomination Committee and Remuneration Committee.

The Company will endeavour to identify suitable candidate(s) to fill up the abovementioned vacancies as soon as practicable and, in any event, within three months from the effective date of Retirement as required under Rules 5.06 and 5.33 of the GEM Listing Rules, respectively. Further announcement will be made by the Company upon fulfilment of such requirements. The Board would like to express its sincere gratitude to Mr. Zhang for his valuable contribution to the Company during his tenure of office.

By order of the Board
P.B. Group Limited
Chik Wai Chun
Company Secretary

Hong Kong, 24 June 2022

As at the date of this announcement, the Board comprises (i) four executive Directors, namely Dr. CHAN Man Fung (Co-chairman), Mr. PUI Wai Lun (Co-chairman), Mr. SU Chun Xiang and Mr. PANG Ho Yin; and (ii) two independent non-executive Directors, namely Mr. YIP Chong Ho Eric and Mr. CHOW Chi Hang Tony.

This announcement, 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 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.

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