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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 EXECUTIVE DIRECTOR; AND
(3) CHANGE OF CHIEF EXECUTIVE OFFICER**

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 27 September 2024, all proposed resolutions except resolution 2(b) (“**Resolutions**”) as set out in the notice of the AGM dated 4 September 2024 (the “**AGM Notice**”) were duly passed by way of poll.

With reference to the announcement of the Company dated 23 September 2024 (the “**Announcement**”), Mr. PANG Ho Yin (“**Mr. Pang**”) had withdrawn his offer for re-election as Director at the AGM. As such, no poll was conducted or counted for Resolution 2(b) at the AGM.

The poll results of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company, the report of the Directors and report of the auditor of the Company for the year ended 31 March 2024.	68,427,700 (100%)	0 (0%)
2(a).	To re-elect Dr. Chan Man Fung as an executive Director.	68,427,700 (100%)	0 (0%)
2(b).	To re-elect Mr. Pang Ho Yin as an executive Director.	N/A	N/A

2(c).	To re-elect Mr. Chan Ka Wai as an independent non-executive Director.	68,427,700 (100%)	0 (0%)
2(d).	To authorize the Board to fix the respective Directors' remuneration.	68,427,700 (100%)	0 (0%)
3.	To re-appoint CWK CPA Limited as the Company's independent auditor and to authorise the Board to fix their remuneration.	68,427,700 (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.	68,427,700 (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.	68,427,700 (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.	68,427,700 (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 at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 159,114,400, which was the total number of shares entitling the holders of the shares of the Company to attend and vote for or against the Resolutions at the AGM. No shares entitling the holders of the shares of the Company to attend and abstain from voting in favour as set out in the Rule 17.47A of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") at the AGM. No holder of the shares of the Company was required to abstain from voting at the AGM under the GEM Listing Rules.

In addition, no party has indicated in the circular of the Company dated 4 September 2024 that he/she/it 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 and transfer office 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, Mr. PUI Wai Lun, Mr. Pang and Mr. CHOW Chi Hang Tony attended the AGM in person while Ms. ZONG Yan, Mr. CHAN Ka Wai and Dr. KWOK Hiu Fung attended the AGM by electronic means.

RETIREMENT OF EXECUTIVE DIRECTOR

Reference is made to the Announcement, Mr. Pang has retired as an executive Director and ceased to be the chief executive officer of the Company (the “**CEO**”) with effect from the conclusion of the AGM.

The Board wishes to thank Mr. Pang for his valuable contribution during his tenure of office as executive Director and CEO.

CHANGE OF THE CHIEF EXECUTIVE OFFICER

Following Mr. Pang’s retirement and ceased to be the CEO, Mr. PUI Wai Lun (“**Mr. Pui**”), an executive Director and a co-chairman of the Board (the “**Co-chairman**”), has been appointed as the CEO with effect from 27 September 2024.

The biographical details of Mr. Pui are as follows:

Mr. Pui, aged 46, has been appointed as an executive Director and Co-chairman since 1 December 2020. Mr. Pui obtained a Master degree of Business Administration in The Trinity College and University, USA in 2018. Mr. Pui awarded an Executive Diploma in Financial Planning by The Hong Kong Management Association in 2011 and is a Registered Financial Adviser (Financial Planning) of International Association of Financial Advisers operated by PAMA International since 2011. Mr. Pui is a merchant having businesses and investments in Hong Kong and the People’s Republic of China. Mr. Pui has over 20 years of experience in insurance and wealth management, general business practices and corporate financial transactions, such as merger and acquisitions and corporate restructuring. Mr. Pui currently is the ultimate beneficial owner of two companies licensed by the Securities and Futures Commission to carry out type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), and type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO respectively. Mr. Pui is currently the director of 3 subsidiaries of the Company, including P.B. One Capital Holdings Limited, P.B. Nikyo Wealth Management Limited and P.B. Credit Limited.

As at the date of this announcement, Mr. Pui holds 50% interest in P.B. Asia Holdings Limited which holds 34,235,118 shares of the Company. Mr. Pui also indirectly holds 50% interest in Bonus Eventus Securities Limited which holds 46,690,572 shares of the Company. By virtue of the SFO, Mr. Pui is deemed to be interested in these 80,925,690 shares of the Company in total.

Mr. Pui will not enter into a separate service contract with the Company in respect of his appointment as the CEO. Mr. Pui has entered into a service agreement with the Company. Mr. Pui’s directorship in the Company shall be for a term of one year commencing from 1 December 2020 and shall determine upon expiry subject to renewal by mutual agreement between the Company and Mr. Pui prior thereto and in compliance with the GEM Listing Rules of The Stock Exchange. Mr. Pui’s directorship is also subject to the retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company. Mr. Pui is entitled to an annual emolument of HK\$1 for acting as the director of, Co-chairman of and/or holding other positions with the Company or other members of the Group and a bonus for each financial year of the Company, which is at the discretion of the Board. Mr. Pui receives a nominal annual emolument of HK\$1 voluntarily during his term of office to reflect the determination and support for the future development of the Group.

Save as disclosed above, as at the date of this announcement, Mr. Pui confirmed that he (i) has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement; (ii) does not hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications; (iii) does not have any relationship with any Director, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules of the Stock Exchange) of the Company; and (iv) does not have any other interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr. Pui as the CEO that need to be brought to the attention of the Stock Exchange and the shareholders and there is no other information relating to Mr. Pui that is required to be disclosed pursuant to any requirements under 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. Pui for his new appointment as the CEO.

CORPORATE GOVERNANCE CODE PROVISION C.2.1

[Pursuant to the code provision C.2.1 in the Corporate Governance Code (the “CG Code”) as set out in the Part 2 of Appendix C1 to the GEM Listing Rules, it is stated that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Pui will perform both of the roles as the Co-chairman and the CEO which deviates from the code provision C.2.1. of the CG Code.

Currently, Mr. Pui and Dr. Chan Man Fung are co-chairmen of the Board and responsible for the management of the Board and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. In addition, Mr. Pui is the CEO, taking care of the day-to-day management of the Group’s business and implementing the Group’s policies, strategic plans and business goals formulated by the Board. Although Mr. Pui is both a Co-chairman and the CEO, the powers have been shared between the co-chairmen and Dr. Chan Man Fung would also exercise his power and authorities as a Co-chairman in managing the affairs of the Board and the Company. Besides, with three independent non-executive Directors out of a total of six Directors in the Board, there will be sufficient independent voice within the Board to protect the interests of the Company and the Shareholders as a whole. Therefore, the Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively.

The Board will continue to review and consider splitting the roles of the Co-chairman and the CEO at a time when it is appropriate by taking into account the circumstances of the Group as a whole. As such, the Board considers that the deviation from code provision C.2.1 is appropriate in the current situation of the Group.

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

Hong Kong, 27 September 2024

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Dr. CHAN Man Fung (Co-chairman), Mr. PUI Wai Lun (Co-chairman and CEO) and Ms. ZONG Yan; and (ii) three independent non-executive Directors, namely Mr. CHAN Ka Wai, Mr. CHOW Chi Hang Tony and Dr. KWOK Hiu Fung.

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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