POLYFAIR

Polyfair Holdings Limited
寶發控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8532)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 15 SEPTEMBER 2026; (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (3) APPOINTMENT OF CHAIRMAN AND MEMBER OF THE REMUNERATION COMMITTEE AND APPOINTMENT OF MEMBER OF THE AUDIT COMMITTEE AND THE NOMINATION COMMITTEE; AND (4) NON-COMPLIANCE WITH THE GEM LISTING RULES

The board of directors (the "**Board**") of Polyfair Holdings Limited (the "**Company**") is pleased to announce that, at the annual general meeting of the Company held on 15 September 2026 (the "**AGM**"), all the proposed resolutions (the "**Resolutions**") as set out in the notice of the AGM dated 31 July 2026 were put to vote by way of poll. The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 15 SEPTEMBER 2026

As at the date of the AGM, the total number of issued shares of the Company was 848,744,000, which was the total number of shares entitling the shareholders of the Company (the "**Shareholders**") to attend and vote on the resolutions at the AGM. There was no share in the Company entitling any Shareholder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") and no Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. None of the shareholders had stated his/her/its intention in the circular of the Company dated 31 July 2026 to vote against any of the Resolutions at the AGM or to abstain from voting.

The poll results of the AGM are as follows:

	Ordinary Resolutions		**Number of Votes (%)**	
			For	**Against**
1.		To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditors of the Company for the year ended 31 March 2026.	7,672,000 (100%)	0 (0%)
2.	(i)	To re-elect Mr. Mu Ruifeng as an executive director of the Company.	7,672,000 (100%)	0 (0%)
	(ii)	To re-elect Mr. Zheng Lei as an independent non-executive director of the Company.	0 (0%)	7,672,000 (100%)
	(iii)	To re-elect Ms. Lo Lai Lai Samantha as an independent non-executive director of the Company.	7,672,000 (100%)	0 (0%)
	(iv)	To re-elect Ms. Sun Shui as an independent non-executive director of the Company.	7,672,000 (100%)	0 (0%)
	(v)	To re-elect Mr. Wong Wai Man as an executive director of the Company.	7,672,000 (100%)	0 (0%)
	(vi)	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	7,672,000 (100%)	0 (0%)
3.		To appoint CCTH CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	7,672,000 (100%)	0 (0%)
4.		To give a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this Resolution.	7,672,000 (100%)	0 (0%)
5.		To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company on the date of passing this Resolution.	7,672,000 (100%)	0 (0%)
6.		To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding to it the aggregate number of shares of the Company repurchased by the Company.	7,672,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 6 (except the resolution numbered 2(ii)), those resolutions were duly passed as ordinary resolutions of the Company.

The Executive Director, Mr. Wong Wai Man, attended the Annual General Meeting in person.

The Executive Directors, Mr. Yu Lap On Stephen and Mr. Mu Ruifeng, the Independent Non-executive Directors, Mr. Zheng Lei, Ms. Sun Shui and Ms. Lo Lai Lai Samantha attended the Annual General Meeting by telephone conference.

RETIREMENT OF DIRECTOR

The Board announces that the resolution numbered 2(ii) was not passed at the AGM. Mr. Zheng Lei ("**Mr. Zheng**") therefore retired as an Independent Non-executive Director, Chairman of Remuneration Committee, Member of Audit Committee and Nomination Committee of the Company at the conclusion of the AGM.

The Board is not aware of any disagreement with Mr. Zheng or any matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board expresses its sincere gratitude to Mr. Zheng for his contribution to the Company and the Board during his tenure of service.

APPOINTMENT OF CHAIRMAN AND MEMBERS OF THE REMUNERATION COMMITTEE AND APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE AND THE NOMINATION COMMITTEE

The Board announces that with effect from 15 September 2026, Ms. Sun Shui, an Independent Non-executive Director of the Company, has been appointed Chairman of the Remuneration Committee.

Secondly, the Board also announces that with effect from 15 September 2026, Mr. Wong Wai Man, an Executive Director of the Company, has been appointed a Member of the Remuneration Committee, Audit Committee and Nomination Committee.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the resignation of Mr. Zheng as independent non-executive Director and member of each of Audit Committee and Remuneration Committee of the Company, the Company fails to meet the following requirements:

(i) the requirement under Rule 5.05(1) of the GEM Listing Rules that the Board must include at least three Independent Non-Executive Directors;

In order to comply with the GEM Listing Rules and the terms of reference of the audit committee and the remuneration committee of the Company, the Board is in the process of identifying suitable candidate(s) to fill the vacancies as soon as practicable and, in any event, within three months from 15 September 2026 in accordance with the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

By Order of the Board
Polyfair Holdings Limited
Yu Lap On Stephen
Executive Directors

Hong Kong, 15 September 2026

As at the date of this announcement, the executive Directors are Mr. Yu Lap On Stephen (Chief Executive Officer), Mr. Mu Rui Feng and Mr. Wong Wai Man; and the independent non-executive Directors are Ms. Lo Lai Lai Samantha and Ms. Sun Shui.

This announcement, for which the directors of the Company 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 of the Company, 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 Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Announcements" page for at least seven days from the date of its posting and on the website of the Company at www.polyfaircurtainwall.com.hk.