

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



UPBEST GROUP LIMITED

美建集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 335)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26TH AUGUST, 2022

The Board is pleased to announce that all resolutions as set out in the AGM Notice were duly passed at the AGM held on 26th August, 2022.

Reference are made to the circulars dated 20th July, 2022 (the “**Circular**”), the notice (the “**AGM Notice**”) of the AGM dated 20th July, 2022 of Upbest Group Limited (the “**Company**”) in relation to the annual general meeting (the “**AGM**”) of the Company. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

Pursuant to Rule 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, at the AGM held on Friday, 26th August, 2022, all ordinary resolutions proposed in the AGM Notice were duly passed by the shareholders (the “**Shareholders**”) of the Company present thereat by way of poll voting in which Tricor Standard Limited acted as scrutineer for the votes taking.

The numbers of Shares representing the votes cast for or against the resolutions voted upon by the Shareholders at the AGM were as follows:

		Number of votes (approximate %)	
	ORDINARY RESOLUTIONS	For	Against
1.	to receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 st March, 2022;	-2,216,885,364- (100.00%)	-0- (0.00%)
2.	to declare and approve a final dividend for the year ended 31 st March, 2022 of HK2.0 cent per share of HK\$0.01 each of the Company;	-2,216,885,364- (100.00%)	-0- (0.00%)
3.	to re-elect Dr. SZE Ping Fat as non-executive Director;	-2,212,089,364- (99.78%)	-4,796,000- (0.22%)
4.	to re-elect Ms. CHENG Wai Ling, Annie as executive Director;	-2,216,879,364- (99.99%)	-6,000- (0.01%)

		Number of votes (approximate %)	
	ORDINARY RESOLUTIONS	For	Against
5.	to authorise the Board to fix the remuneration of the Directors;	-2,216,885,364- (100.00%)	-0- (0.00%)
6.	to re-appoint Asian Alliance (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration;	-2,216,885,364- (100.00%)	-0- (0.00%)
7.	Ordinary Resolution on item 7 of the AGM Notice to grant a general mandate to the Board to allot and issue new Shares;	-2,212,089,364- (99.78%)	-4,796,000- (0.22%)
8.	Ordinary Resolution on item 8 of the AGM Notice to grant a general mandate to the Board to repurchase Shares of the Company; and	-2,216,885,364- (100.00%)	-0- (0.00%)
9.	Ordinary Resolution on item 9 of the AGM Notice to extend the general mandate to the Board to issue new Shares.	-2,212,089,364- (99.78%)	-4,796,000- (0.22%)
	SPECIAL RESOLUTIONS	For	Against
10.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company.	-2,216,885,364- (100.00%)	-0- (0.00%)

As more than 50% of the votes were cast in favour of the above proposed ordinary resolutions (no. 1 to 9), all the proposed ordinary resolutions at the AGM were duly passed as ordinary resolutions of the Company.

As more than 75% of votes were cast in favour of the above proposed special resolution (no. 10), the proposed special resolution at the AGM was duly passed as a special resolution of the Company.

Notes:

- (1) As at the date of the AGM, the total number of shares of the Company entitling the holders to attend and vote for or against the resolutions at the AGM was 2,682,316,758 shares.
- (2) None of the Shareholders was required under the Listing Rules to abstain from voting on the resolution at the AGM
- (3) The total number of shares entitling the holders to attend but to abstain from voting in favour at the AGM as set out in rule 13.40 of the Listing Rules: Nil.
- (4) None of the Shareholders has stated their intention in the Circular to vote against the resolution at the AGM.
- (5) Tricor Standard Limited, the Company's share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

- (6) The Company would like to report that Mr. IP Man Tin, David as chairman and non-executive director, Dr. SZE Ping Fat as non-executive director, Ms. CHENG Wai Ling, Annie, Mr. CHENG Wai Lun, Andrew and Mr. MOK Kwai Hang as executive directors and Mr. CHAN Chung Yee, Alan, Mr. POON Kai Tik and Mr. HUI Man Ho, Ivan as independent non-executive directors attended the AGM in person.

By order of the Board
UPBEST GROUP LIMITED
CHENG Lai Kei
Company Secretary

Hong Kong, 26th August, 2022

** for identification purpose only*

As at the date of this announcement, the Board of the Company consists of Mr. IP Man Tin, David as chairman and non-executive director, Dr. SZE Ping Fat as non-executive director, Ms. CHENG Wai Ling, Annie, Mr. CHENG Wai Lun, Andrew and Mr. MOK Kwai Hang as executive directors and Mr. POON Kai Tik and Mr. HUI Man Ho, Ivan as independent non-executive directors.