

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.

MS GROUP HOLDINGS LIMITED

萬成集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1451)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 1 JUNE 2023

MS Group Holdings Limited (the “**Company**”) announces that at its annual general meeting held on 1 June 2023 (the “**AGM**”), all the proposed resolutions set out in the notice of the AGM dated 21 April 2023 (the “**AGM Notice**”) were passed on a poll.

As at the date of the AGM, the total number of issued shares of the Company was 200,000,000. The total number of shares of the Company entitling its shareholders to attend and vote for or against the resolutions proposed at the AGM was 200,000,000. There were no shareholders of the Company entitled to attend and abstain from voting in favour of any resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) nor was any shareholders of the Company required under the Listing Rules to abstain from voting at the AGM. All directors of the Company (the “**Directors**”) attended the AGM in person or by electronic means.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2022.	159,452,000 (100.00%)	0 (0.00%)
2.	(A) To declare a final dividend of HK\$3 cents per ordinary share of the Company (“ Share(s) ”) for the year ended 31 December 2022; and	159,452,000 (100.00%)	0 (0.00%)
	(B) To declare a final special dividend of HK\$3 cents per Share for the year ended 31 December 2022.	159,452,000 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		No. of votes (%)	
		For	Against
3.	(A) To re-elect the following retiring directors of the Company (the “ Director(s) ”):		
	(i) To re-elect Mr. Chung Kwok Keung Peter as an executive Director;	159,452,000 (100.00%)	0 (0.00%)
	(ii) To re-elect Mr. Chung Leonard Shing Chun as an executive Director; and	159,452,000 (100.00%)	0 (0.00%)
	(iii) To re-elect Mr. Yu Hon To David as an independent non-executive Director.	159,452,000 (100.00%)	0 (0.00%)
	(B) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	159,452,000 (100.00%)	0 (0.00%)
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.	159,452,000 (100.00%)	0 (0.00%)
5.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company (the “ Issue Mandate ”).	159,452,000 (100.00%)	0 (0.00%)
	(B) To give a general mandate to the Directors to buy back shares not exceeding 10% of the issued share capital of the Company.	159,452,000 (100.00%)	0 (0.00%)
	(C) To extend the Issue Mandate by the number of shares bought back by the Company.	159,452,000 (100.00%)	0 (0.00%)

Note: The full text of Resolutions 5(A) to 5(C) are set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all resolutions proposed at the AGM were duly passed by the shareholders of the Company by way of poll.

By order of the Board
MS Group Holdings Limited
Chau Ching
Chairman and Executive Director

Hong Kong, 1 June 2023

As of the date of this announcement, the executive Directors are Mr. Chau Ching, Mr. Chung Kwok Keung Peter, Mr. Chung Leonard Shing Chun and Mr. Chau Wai; and the independent non-executive Directors are Mr. Yu Hon To David, Mr. Seto John Gin Chung and Mr. Asvaintra Bhanusak.