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Q P GROUP HOLDINGS LIMITED

雋思集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1412)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8 JUNE 2023

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Q P Group Holdings Limited (the “**Company**”) both dated 27 April 2023. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular and the AGM Notice. The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that at the annual general meeting of the Company held on 8 June 2023 (the “**AGM**”), all the proposed resolutions as set out in the AGM Notice were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions*		Number of Votes (%)	
		For	Against
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditor for the year ended 31 December 2022.	407,803,734 (99.999939%)	250 (0.000061%)
2.	To declare the payment of a final dividend at the rate of HK11.0 cents per share for the year ended 31 December 2022.	407,803,734 (99.999939%)	250 (0.000061%)
3(a).	To re-elect Mr. CHENG Wan Wai as an executive Director of the Company.	407,803,734 (99.999939%)	250 (0.000061%)
3(b).	To re-elect Mr. CHAN Wang Tao Thomas as an executive Director of the Company.	407,803,734 (99.999939%)	250 (0.000061%)
3(c).	To re-elect Mr. MAK Chin Pang as an executive Director of the Company.	407,803,734 (99.999939%)	250 (0.000061%)

Ordinary Resolutions*		Number of Votes (%)	
		For	Against
3(d).	To authorise the Board to fix the remuneration of the Directors.	407,803,484 (99.999877%)	500 (0.000123%)
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix the remuneration of the auditor.	407,803,734 (99.999939%)	250 (0.000061%)
5.	To grant a general mandate to the Directors to enable them 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.	407,803,734 (99.999939%)	250 (0.000061%)
6.	To grant 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.	407,762,600 (99.989852%)	41,384 (0.010148%)
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by the aggregate number of the shares repurchased by the Company.	407,762,350 (99.989791%)	41,634 (0.010209%)
Special Resolution*		For	Against
8.	To approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company (the “ Existing Memorandum and Articles of Association ”) and to adopt the second amended and restated memorandum of association and articles of association of the Company (the “ New Memorandum and Articles of Association ”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect as at the date of passing of this resolution and authorise any one Director or company secretary of the Company to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.	407,803,734 (99.999939%)	250 (0.000061%)

* The above table only provides a summary of resolutions. Please refer to the AGM Notice for full text of the resolutions.

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 7, each of these ordinary resolutions numbered 1 to 7 were duly passed as ordinary resolutions of the Company by way of poll at the AGM.

As a majority of not less than 75% of the votes were cast in favour of the special resolution numbered 8, the special resolution numbered 8 was duly passed as special resolution of the Company by way of poll at the AGM.

- (b) As at the date of the AGM, the total number of shares of the Company in issue was 532,000,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 532,000,000 shares.
- (d) There were no shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions 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**”).
- (e) No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the Shareholders have indicated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

The following Directors attended the AGM: Mr. CHENG Wan Wai, Mr. YEUNG Keng Wu Kenneth, Ms. LIU Shuk Yu Sanny, Mr. CHAN Wang Tao Thomas, Ms. HUI Li Kwan, Mr. MAK Chin Pang, Prof. CHENG Man Chung Daniel and Mr. NG Shung. Mr. CHAN Hiu Fung Nicholas was unable to attend the AGM due to other business commitments.

By Order of the Board
Q P Group Holdings Limited
Cheng Wan Wai
Chairman

Hong Kong, 8 June 2023

As at the date of this announcement, the Board comprises Mr. CHENG Wan Wai, Mr. YEUNG Keng Wu Kenneth, Ms. LIU Shuk Yu Sanny, Mr. CHAN Wang Tao Thomas, Ms. HUI Li Kwan and Mr. MAK Chin Pang as executive directors; and Mr. CHAN Hiu Fung Nicholas, Prof. CHENG Man Chung Daniel and Mr. NG Shung as independent non-executive directors.