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ANCHORSTONE
Anchorstone Holdings Limited
基石控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1592)

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD
ON 28 JUNE 2023**

Reference is made to the notice of the annual general meeting (the “**Notice**”) and the circular (the “**Circular**”) of Anchorstone Holdings Limited (the “**Company**”) both dated 28 April 2023. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS

The Board is pleased to announce that at the AGM which was duly held at Room 1301, 13/F, One Island South, 2 Heung Yip Road, Aberdeen, Hong Kong on Wednesday, 28 June 2023 at 3:00 p.m., the resolutions set out in the Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll.

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions:		Number of votes (Approx. %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, and the reports of the Directors and auditor of the Company for the year ended 31 December 2022.	710,000,000 (100%)	0 (0%)
2.	To re-appoint CL Partners CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.	710,000,000 (100%)	0 (0%)

Ordinary Resolutions:		Number of votes (Approx. %)	
		For	Against
3.	(a) To re-elect Mr. Lui Yue Yun Gary as an Executive Director.	710,000,000 (100%)	0 (0%)
	(b) To re-elect Mr. Lui Edwin Wing Yiu as an Executive Director.	710,000,000 (100%)	0 (0%)
	(c) To re-elect Mr. Ko Tsz Kin as an Independent Non-Executive Director.	710,000,000 (100%)	0 (0%)
	(d) To re-elect Mr. Ng Yau Wah Daniel as an Independent Non-Executive Director.	710,000,000 (100%)	0 (0%)
	(e) To authorise the Board to fix the remunerations of the Directors.	710,000,000 (100%)	0 (0%)
4.	To approve by an ordinary resolution, the granting of a general and unconditional mandate to the Board to issue new shares of the Company.	710,000,000 (100%)	0 (0%)
5.	To approve by an ordinary resolution, the granting of a general and unconditional mandate to the Board to repurchase the Company's own shares.	710,000,000 (100%)	0 (0%)
6.	To approve by an ordinary resolution, the inclusion of the aggregate number of shares repurchased by the Company to the mandate granted under Resolution No. 5.	710,000,000 (100%)	0 (0%)
Special Resolution:		Number of votes (Approx. %)	
		For	Against
7.	To amend the existing amended and restated articles of association of the Company with details set out in Appendix III to the Circular and to adopt the second amended and restated articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company.	710,000,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the Resolutions Nos. 1, 2, 3(a)-(e), 4, 5 and 6 at the AGM, all of these Resolutions were duly passed by way of poll by the Shareholders as ordinary resolutions of the Company. As not less than three-fourths of the votes were cast in favour of the Resolution No. 7 at the AGM, this Resolution was duly passed by way of poll by the Shareholders as a special resolution of the Company.

Mr. Lui Yue Yun Gary (Executive Director and the Chairman), Mr. Lui Edwin Wing Yiu (Executive Director), Mr. Fung Wai Hang (Executive Director and Company Secretary), Ms. Lui Natalie Po Wai (Non-Executive Director), Mr. Ko Tsz Kin (Independent Non-Executive Director) and Mr. Ng Yau Wah Daniel (Independent Non-Executive Director) attended the AGM in person or by electronic means. Mr. Nie Kin Kwok Kevin (Independent Non-Executive Director) was not able to attend the AGM due to other work engagements.

Notes:

- (1) The full text of the Resolutions is set out in the Notice.
- (2) Number of Shares entitling the holders to attend and vote on the Resolutions at the AGM: 1,483,354,483 Shares.
- (3) Number of Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules at the AGM: Nil.
- (4) Number of Shares of holders required under the Listing Rules to abstain from voting at the AGM: Nil.
- (5) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolutions at the AGM.
- (6) The scrutineer for the poll at the AGM was Tricor Investor Services Limited, the Company's share registrar in Hong Kong.

RETIREMENT AND PROPOSED RE-APPOINTMENT OF DIRECTORS

As disclosed in the announcement of the Company dated 23 September 2022, Ms. Lui Natalie Po Wai (“**Ms. Lui**”) and Mr. Nie Kin Kwok Kevin (“**Mr. Nie**”) were appointed as Directors with effect from 23 September 2022 and shall hold office until the first general meeting of the Company after their respective appointments, at which they shall be eligible for re-election. However, as the relevant resolutions for the re-election of Ms. Lui and Mr. Nie had not been included in the Notice and the Circular for the consideration of the Shareholders at the AGM, Ms. Lui and Mr. Nie shall therefore retire from office at the conclusion of the AGM.

In this regard, the Board has proposed to re-appoint Ms. Lui as a Non-Executive Director and Mr. Nie as an Independent Non-Executive Director and a member of the Audit Committee of the Company respectively, subject to the approval of the Shareholders at a forthcoming extraordinary general meeting of the Company (the “**EGM**”).

The biographical details of Ms. Lui and Mr. Nie are set out below:

Ms. Lui Natalie Po Wai (雷寶蔚)

Ms. Lui, aged 24, obtained a bachelor's degree from The University of British Columbia in Canada. Ms. Lui is currently the marketing manager at Pacific Marble & Granite Limited, an indirectly wholly-owned subsidiary of the Company, and is responsible for its business promotion and development. Ms. Lui also works at a research company and is responsible for the recruitment and preparation of industry experts for investment firms and management consultancies.

Ms. Lui is a daughter of Mr. Lui Yue Yun Gary (Chairman of the Company and an Executive Director) and a cousin of Mr. Lui Edwin Wing Yiu (an Executive Director).

Subject to the passing of the relevant resolution for the re-appointment of Ms. Lui, Ms. Lui will enter into a letter of appointment with the Company for a term of three years commencing from the date of the passing of the relevant resolution for her re-appointment unless terminated by not less than one month's prior notice in writing served by either party to the other. Ms. Lui will be subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company. Ms. Lui's annual remuneration as Non-Executive Director shall be HK\$120,000, which is agreed between the Company and Ms. Lui and reviewed and approved by the Remuneration Committee of the Company and the Board with reference to Ms. Lui's roles and responsibilities with the Company and prevailing market conditions. Ms. Lui is also entitled to an annual remuneration of HK\$300,000 as marketing manager of Pacific Marble & Granite Limited.

Mr. Nie Kin Kwok Kevin (嚴建國)

Mr. Nie, aged 68, obtained a bachelor of arts degree from the University of Toronto in Canada. Mr. Nie furthered his education and completed the common professional examination (CPE) in Manchester Polytechnic in England and the Law Society's Final Examination (LSF) in the College of Law, Chester in England. He was admitted as a Solicitor of the High Court of Hong Kong in 1985.

Mr. Nie has vast experience for over 35 years in various legal fields. He was one of the partners of Oldham, Li & Nie, Solicitors from 1986 to 2000 and had set up his own firm Nie & Company, Solicitors (ceased practice) from 2000 to 2005. Mr. Nie has been a consultant for several law firms, including Jesse H.Y. Kwok & Co., Solicitors and Dundons, Solicitors (ceased practice). He is currently a consultant at Cheung Eric & Lau, Solicitors.

On 16 June 2003, Mr. Nie was fined HK\$30,000 and censured by the Law Society of Hong Kong for breach of Rules 2 and 4 of the Solicitors' Practice Rules (Chapter 159 subsidiary legislation H of the Laws of Hong Kong) and Principles 2.03 and 4.15 of The Hong Kong Solicitors' Guide to Professional Conduct (Volume 1, First Edition). The Solicitor Disciplinary Tribunal had found on 7 April 2003 that Mr. Nie, being a partner of his firm, agreed to share and did share the profit costs of his firm with a person who was neither a solicitor practising in Hong Kong, nor a solicitor or other duly qualified legal agent practising in the United Kingdom or in some other part of the Commonwealth (the applicable provision at the time). Apart from this, Mr. Nie has not been found for breach of any professional rules governing Hong Kong legal practitioners since 2003.

Subject to the passing of the relevant resolution for the re-appointment of Mr. Nie, Mr. Nie will enter into a letter of appointment with the Company for a term of three years commencing from the date of the passing of the relevant resolution for his re-appointment unless terminated by not less than one month's prior notice in writing served by either party to the other. Mr. Nie will be subject to retirement by rotation and re-election in accordance with the Listing Rules and the articles of association of the Company. Mr. Nie's annual remuneration shall be HK\$120,000, which is agreed between the Company and Mr. Nie and reviewed and approved by the Remuneration Committee of the Company and the Board with reference to Mr. Nie's roles and responsibilities with the Company and prevailing market conditions.

As at the date of this announcement, save as disclosed above, each of Ms. Lui and Mr. Nie has confirmed that she/he (i) does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iii) does not hold any other position with the Company and other members of the Group, nor any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement or other major appointments and professional qualifications. Save as disclosed above, there is no other information in relation to the proposed re-appointment of Ms. Lui and Mr. Nie that is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Following the retirement of Mr. Nie, (i) the Company has only two Independent Non-Executive Directors, thus the number of the Independent Non-Executive Directors falls below the minimum number of at least three independent non-executive directors required under Rule 3.10(1) of the Listing Rules, and (ii) the Audit Committee of the Company has only two Independent Non-Executive Directors, thus the number of the members falls below the minimum number of at least three members as required under Rule 3.21 of the Listing Rules. The Company will endeavour to re-appoint Mr. Nie as soon as practicable as to comply with the requirements as set out under Rule 3.10(1) and Rule 3.21 of the Listing Rules respectively.

A circular containing, among other things, further details relating to the proposed re-appointment of Ms. Lui and Mr. Nie, together with a notice convening the EGM, will be despatched to the Shareholders in due course.

By Order of the Board
Anchorstone Holdings Limited
Fung Wai Hang
Executive Director and Company Secretary

Hong Kong, 28 June 2023

As at the date of this announcement, the Executive Directors are Mr. Lui Yue Yun Gary, Mr. Lui Edwin Wing Yiu and Mr. Fung Wai Hang, and the Independent Non-Executive Directors are Mr. Ko Tsz Kin and Mr. Ng Yau Wah Daniel.