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GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 4 AUGUST 2023

The Board is pleased to announce that the proposed resolution as set out in the SGM Notice dated 19 July 2023 was duly passed by the Independent Shareholders as ordinary resolution by way of poll at the SGM held on 4 August 2023.

References are made to the circular (the “**Circular**”) and the notice of the special general meeting (the “**SGM Notice**”) of Greenheart Group Limited (the “**Company**”) both dated 19 July 2023 in relation to the special general meeting held on 4 August 2023 (the “**SGM**”). Unless the context otherwise requires, capitalized terms defined in this announcement shall have the same meanings as those defined in the Circular.

The Company’s executive Director, Mr. Ding Wai Chuen; non-executive Directors Messrs. Cheng Chi-Him, Conrad, Kenneth Lau, Lie Ken Jie Remy Anthony Ket Heng and Ms. Suen Chung Yan, Julia; and independent non-executive Directors Messrs. Wong Man Chung, Francis, Cheung Pak To, Patrick and To Chun Wai attended the SGM in person or by electronic means.

POLL RESULTS OF THE SGM

The poll results of the proposed resolution as set out in the SGM Notice were as follows:

Ordinary resolution (Note)	Number of votes (%)	
	For	Against
1. (a) to approve, confirm and ratify the Sixth Supplemental Facility Agreement, the terms and conditions thereof and transactions contemplated thereunder (including the Proposed Annual Caps); (b) to authorize any one or more of the Directors to sign and do all such things and acts as he/she/they may in his/her/their discretion consider necessary to effect the transactions contemplated under the Sixth Supplemental Facility Agreement.	134,375,760 (99.99%)	50 (0.01%)

Note: The full text of the resolution proposed at the SGM was set out in the SGM Notice.

As at the date of the SGM, the total number of issued Shares was 1,854,991,056. Newforest (the ultimate parent of which is Chow Tai Fook Capital Limited), which directly holds 1,122,005,927 Shares, representing approximately 60.49% of the existing issued share capital of the Company, and is a substantial Shareholder and thus a connected person of the Company, holds approximately 39.61% of the issued share capital of Greenheart Resources, a non wholly-owned subsidiary of the Company. Greenheart Resources is therefore a connected person of the Company under Rule 14A.07(5) and Rule 14A.16 of the Listing Rules. In view of the shareholding interest of Newforest in Greenheart Resources, Newforest and its associates had abstained from voting on the proposed resolution at the SGM. Accordingly, the Independent Shareholders, holding a total of 732,985,129 Shares, representing approximately 39.51% of the issued share capital of the Company, were entitled to attend and vote for or against the proposed resolution at the SGM.

Save as aforesaid, no other Shareholders were required to abstain from voting on and no Shareholder was entitled to attend and vote only against the proposed resolution at the SGM.

As more than 50% of the votes were cast in favour of the resolution above, the resolution for the approval of the continuing connected transactions was duly passed as ordinary resolution.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

By Order of the Board
Greenheart Group Limited
Ding Wai Chuen
Executive Director and Chief Executive Officer

Hong Kong, 4 August 2023

As at the date hereof, the Board comprises one executive Director, namely Mr. Ding Wai Chuen, four non-executive Directors, namely Messrs. Cheng Chi-Him, Conrad, Kenneth Lau, Lie Ken Jie Remy Anthony Ket Heng and Ms. Suen Chung Yan, Julia, and three independent non-executive Directors, namely Messrs. Wong Man Chung, Francis, Cheung Pak To, Patrick and To Chun Wai.

Website: <http://www.greenheartgroup.com>