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中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 JUNE 2024 AND RETIREMENT OF DIRECTORS

The Board announces that:

- (1) the resolutions nos. 1, 4 to 12 proposed at the AGM were duly passed; and
- (2) the resolutions nos. 2 and 3 proposed at the AGM were not passed. Accordingly, Ms. Song Caini and Mr. Chen Hongjin retired as executive directors of the Company at the conclusion of the AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Central Wealth Group Holdings Limited (the “**Company**”) announces that the poll results of the annual general meeting of the Company held on 18 June 2024 (the “**AGM**”) were as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.	6,401,804,880 (99.99%)	33,839 (0.01%)
2.	To re-elect Ms. Song Caini as an executive director of the Company.	1,337,209,644 (20.89%)	5,064,629,075 (79.11%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
3.	To re-elect Mr. Chen Hongjin as an executive director of the Company.	1,337,209,644 (20.89%)	5,064,629,075 (79.11%)
4.	To re-elect Mr. Kwok Chi Kwong as an independent non-executive director of the Company.	6,401,804,880 (99.99%)	33,839 (0.01%)
4a.	To re-elect Mr. Lo Siu Kit as an executive director of the Company.	6,401,804,880 (99.99%)	33,839 (0.01%)
5.	To authorize the board of directors of the Company to appoint additional directors as and when the board considers necessary and appropriate.	6,401,804,880 (99.99%)	33,839 (0.01%)
6.	To authorize the board of directors of the Company to fix the respective directors' remuneration.	6,401,804,880 (99.99%)	33,839 (0.01%)
7.	To re-appoint Moore CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix auditors' remuneration.	6,401,804,880 (99.99%)	33,839 (0.01%)
8.	To grant a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution (the " Buyback Mandate ").	6,401,804,880 (99.99%)	33,839 (0.01%)
9.	To grant a general mandate to the directors of the Company to issue, allot 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 (the " Issuance Mandate ").	6,388,994,880 (99.80%)	12,843,839 (0.20%)
10.	Conditional upon the passing of resolutions nos. 8 and 9, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding the number of shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.	6,388,994,880 (99.80%)	12,843,839 (0.20%)
11.	To approve the Refreshment of Scheme Mandate Limit.	6,388,210,880 (99.79%)	13,627,839 (0.21%)
12.	To approve the Refreshment of Service Provider Sublimit.	6,388,210,880 (99.79%)	13,627,839 (0.21%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1, 4 to 12, all such ordinary resolutions were duly passed. As there was not a majority of the votes cast in favour of each of the resolutions nos. 2 and 3, all such ordinary resolutions were not passed. Accordingly, Ms. Song Caini and Mr. Chen Hongjin retired as executive directors of the Company at the conclusion of the AGM.
- (c) The total number of shares of the Company in issue as at the date of the AGM: 17,234,045,507 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 17,234,045,507 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions nos. 1 to 10 at the AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”): Nil.

The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions nos. 11 and 12 at the AGM as set out in Rule 13.40 of the Listing Rules: 108,886,246 shares.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) Mr. Chen Xiaodong, an executive director of the Company, and his associates have stated their intention in the Company’s circular dated 30 April 2024 (the “**Circular**”) to abstain from voting in favour of the resolutions nos. 11 and 12 at the AGM and have done so accordingly. None of the other directors or shareholders of the Company have stated their intention in the Circular or the Company’s supplemental circular dated 28 May 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company did not have any treasury shares as at the date of the AGM.
- (i) The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) Executive Directors, namely Mr. Lo Siu Kit, Mr. Chen Xiaodong and Mr. Yu Qingrui; and independent non-executive Directors, namely Mr. Kwok Chi Kwong, Mr. Wu Ming and Ms. Li Meifeng, attend the AGM physically or electronically. Executive Directors, namely Ms. Song Caini and Mr. Chen Hongjin were unable to attend the AGM due to other business commitment.

RETIREMENT OF DIRECTORS

As indicated above, the resolutions nos. 2 and 3 regarding the re-election of Ms. Song Caini (“**Ms. Song**”) and Mr. Chen Hongjin (“**Mr. Chen**”) as executive directors of the Company were not passed at the AGM since there was not a majority of votes cast in favour of such resolutions. Accordingly, Ms. Song and Mr. Chen have retired as executive directors of the Company at the conclusion of the AGM.

The Board is not aware of any disagreement with Ms. Song and Mr. Chen and any matter in relation to their retirements that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Ms. Song and Mr. Chen for their contributions to the Company during their terms of office with the Company.

By order of the Board
Central Wealth Group Holdings Limited
Lo Siu Kit
Chairman

Hong Kong, 18 June 2024

As at the date of this announcement, the Board comprises the following directors:

Executive Directors

Mr. Lo Siu Kit (*Chairman*)
Mr. Chen Xiaodong (*Vice Chairman and
Chief Executive Officer*)
Mr. Yu Qingrui

Independent Non-executive Directors

Mr. Kwok Chi Kwong
Mr. Wu Ming
Ms. Li Meifeng