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GILSTON GROUP LIMITED

進騰集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 21 JUNE 2024 AND CHANGE OF DIRECTOR AND
MEMBERS OF BOARD COMMITTEES**

At the AGM held on 21 June 2024, (i) the proposed ordinary resolutions numbered 1–4 and 6–10 set out in the Notice have been duly passed by the Shareholders by way of poll and (ii) the proposed ordinary resolution numbered 5 has not been passed.

Reference is made to the circular (the “**Circular**”) of Gilston Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 17 May 2024. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

At the AGM held on 21 June 2024, (i) the proposed ordinary resolutions numbered 1–4 and 6–10 set out in the Notice have been duly passed by the Shareholders by way of poll and (ii) the proposed ordinary resolution numbered 5 has not been passed. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the AGM date, the total number of issued shares in the Company was 574,497,800 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the ordinary resolutions proposed at the AGM. No Shareholder was required to abstain from voting in favour of any of the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “ Director(s) ”) and auditor of the Company for the year ended 31 December 2023.	231,981,215 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Yip Siu Lun Dave, a retiring Director, as an executive Director.	231,981,215 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Wu Cody Zhuo-xuan, a retiring Director, as an executive Director.	231,981,215 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Cheng Hong Kei, a retiring Director, as an independent non-executive Director.	231,981,215 (100.00%)	0 (0.00%)
5.	To re-elect Mr. Liew Fui Kiang, a retiring Director, as an independent non-executive Director.	10,000 (0.01%)	231,971,215 (99.99%)
6.	To authorise the board of Directors (the “ Board ”) to fix the respective Directors’ remuneration.	231,981,215 (100.00%)	0 (0.00%)
7.	To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration.	231,981,215 (100.00%)	0 (0.00%)
8.	To give a general mandate to the Directors 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.	231,981,215 (100.00%)	0 (0.00%)
9.	To give 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.	231,981,215 (100.00%)	0 (0.00%)
10.	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.	231,981,215 (100.00%)	0 (0.00%)

All Directors (except Ms. Lin Ping, who was unable to attend the meeting) attended the AGM.

As more than 50% of the votes were cast in favour of the proposed resolutions numbered 1 to 4 and 6 to 10, these resolutions were duly passed as ordinary resolutions by way of poll at the AGM.

As less than 50% of the votes were cast in favour of the resolution numbered 5, such resolution was therefore not passed as ordinary resolution by way of poll at the AGM.

CHANGE OF DIRECTOR

Following the poll results set out above, Mr. Liew Fui Kiang was not re-elected as independent non-executive Director. Upon conclusion of the AGM, Mr. Liew Fui Kiang has retired and ceased to be an independent non-executive Director.

The Board is not aware of any disagreement with Mr. Liew Fui Kiang or any matters relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange. The Board expresses its sincere gratitude to Mr. Liew Fui Kiang for his contributions to the Company during the tenure of his services.

CHANGE OF MEMBERS OF BOARD COMMITTEES

Following Mr. Liew Fui Kiang ceasing to be an independent non-executive Director, he also ceased to be a member of each of the audit committee, remuneration committee and nomination committee of the Company.

Mr. Ko Kwok Shu, an independent non-executive Director, was appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Company, with effect from 21 June 2024.

For and on behalf of the Board
Gilston Group Limited
Yip Siu Lun Dave
Chairman and executive Director

Hong Kong, 21 June 2024

As at the date of this announcement, the executive Directors are Mr. Yip Siu Lun Dave, Mr. Mak Yung Pan Andrew, Mr. Wu Cody Zhuo-xuan and Ms. Cheung Ka Yuen; the non-executive Director is Ms. Lin Ping; and the independent non-executive Directors are Mr. Leung Ka Tin, Mr. Cheng Hong Kei and Mr. Ko Kwok Shu.