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A.Plus Group Holdings Limited
優越集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1841)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 AUGUST 2024
AND
(2) RETIREMENT AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of A.Plus Group Holdings Limited (the “**Company**”) both dated 30 July 2024. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board is pleased to announce that at the AGM held on 30 August 2024, all proposed resolutions as set out in the AGM Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll. All directors of the Company attended the AGM in person or by electronic means.

POLL RESULTS OF THE AGM

At the AGM held on 30 August 2024, all Resolutions were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Director(s) ”) and auditors of the Company for the year ended 31 March 2024.	267,240,000 (100%)	0 (0.00%)
2(a).	To re-elect Ms. Sze Tak On as an independent non-executive Director.	267,240,000 (100%)	0 (0.00%)
2(b).	To appoint Mr. Kwok Wing Fung as an independent non-executive Director.	243,240,000 (91.02%)	24,000,000 (8.98%)
3.	To authorise the board of Directors (the “ Board ”) to fix the respective remuneration of the Directors.	243,240,000 (91.02%)	24,000,000 (8.98%)
4.	To re-appoint SHINEWING (HK) CPA Limited as the Company’s independent auditors and to authorise the Board to fix their remuneration.	267,240,000 (100%)	0 (0.00%)
5(A).	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company of up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.	267,240,000 (100%)	0 (0.00%)
5(B).	To grant a general mandate to the Directors to repurchase shares of the Company of up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this resolution.	267,240,000 (100%)	0 (0.00%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
5(C).	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	267,240,000 (100%)	0 (0.00%)

As more than 50% of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 400,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. There was no Share entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM. Shareholders may refer to the AGM Notice and the Circular for details of the above Resolutions.

The Company's Hong Kong branch share registrar, Union Registrars Limited, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

Reference is made to the Company's Circular dated 30 July 2024.

The Board hereby announces that Mr. Yue Ming Wai Bonaventure (“**Mr. Yue**”), an independent non-executive Director of the Company, did not offer himself for re-election at the AGM and retired by rotation from office at the conclusion of the AGM. Upon his retirement, Mr. Yue also ceased to be the chairman of the audit committee of the Company and member of the remuneration committee and nomination committee of the Company.

Mr. Yue has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement as a Director of the Company that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to Mr. Yue for his invaluable contributions to the Company during the tenure of his service.

The Board is pleased to announce that Mr. Kwok Wing Fung (“**Mr. Kwok**”) has been elected as an independent non-executive Director of the Company at the AGM. Mr. Kwok has also been appointed as a member of the audit committee, nomination committee and remuneration committee of the Company with effect from 30 August 2024.

Please refer to Appendix I of the Circular which sets out (i) the biographical details of Mr. Kwok; and (ii) the information relating to the appointment of Mr. Kwok which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

As at the date of this announcement, Mr. Kwok has confirmed that (i) he did not hold any interest in the shares of the Company or underlying shares of the Company pursuant to Part XV of the SFO; (ii) he has met the independence criteria as set out in Rule 3.13 of the Listing Rules; (iii) he has no past or present financial or other interests in the business of the Company’s core connected persons (as defined in the Listing Rules); and (iv) there are no other factors which might affect his independence.

The Board would like to take this opportunity to express its warmest welcome to Mr. Kwok in joining the Board.

The Board is pleased to announce that Ms. Sze Tak On, an independent non-executive Director of the Company, has been elected as the chairman of the audit committee of the Company with effect from 30 August 2024.

By order of the Board
A.Plus Group Holdings Limited
Lam Kim Wan
Chairman and Executive Director

Hong Kong, 30 August 2024

As at the date of this announcement, the executive Directors are Mr. Lam Kim Wan and Mr. Fong Wing Kong; and the independent non-executive Directors are Mr. Kwok Wing Fung, Ms. Sze Tak On and Mr. Leung Siu Hong.