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PineStone鼎石

Pinestone Capital Limited

鼎石資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 804)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 14 AUGUST 2025

References are made to the announcement of Pinestone Capital Limited (the "**Company**") dated 14 August 2025 in relation to the postponement of the extraordinary general meeting (the "**EGM**") and the circular (the "**Circular**") of the Company dated 25 July 2025 in relation to, among other things, I. proposed share consolidation; II. proposed rights issue on the basis of three (3) rights shares for every two (2) consolidated shares held on the record date; III. closure of register of members; and IV. notice of the EGM (the "**Notice**"). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Circular.

(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that each of the proposed resolutions (the "**Resolution(s)**") as set out in the Notice was duly passed by way of poll by the Shareholders or the Independent Shareholders (as the case maybe) at the EGM held on Thursday, 14 August 2025 at 4:30 p.m.. As at the date of the EGM, the total number of issued Shares was 487,280,100 Existing Shares. The Company has no outstanding derivatives, warrants, options or convertible securities or other similar rights which are convertible or exchangeable into Shares. There were (a) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) as at the date of the EGM and as such no voting rights of treasury shares have been exercised at the EGM; and (b) no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the EGM.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders or their respective associates had any interest in the Share Consolidation, and therefore no Shareholder was required to abstain from voting in favour of the resolution relating to the Share Consolidation (i.e. Resolution no. 1 as set out in the Notice) at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against Resolution no. 1 as set out in the Notice at the EGM was 487,280,100 Existing Shares, representing the entire issued share capital of the Company as at the date of the EGM.

In accordance with Rule 7.19A(1) of the Listing Rules, as the Rights Issue will increase the issued shares of the Company by more than 50%, the Rights Issue is subject to the approval of the Shareholder(s) at the EGM by way of poll. Pursuant to Rule 7.27A of the Listing Rules, the Rights Issue must be made conditional on approval by the Shareholder(s) in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling Shareholder(s), the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue. As defined under the Listing Rules, the Company has no controlling shareholder. Additionally, none of the Directors or chief executives of the Company hold any interest in the Existing Shares. Therefore, none of them will be required to abstain from voting in favor of the proposed Rights Issue at the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of EGM no Shareholder is required or indicated his/her intention to abstain from voting on the relevant resolution(s) at the EGM. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules. Accordingly, there were a total of 487,280,100 Existing Shares entitling the Independent Shareholders to attend and vote for or against the Resolution no. 2 as set out in the Notice at the EGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM. The attendance record of the directors of the Company (the "**Directors**") at the EGM is set out as follows: Mr. Lee Chun Tung, the chairman of the Board and an executive Director, and Mr. Lau Chun Hung, a non-executive Director, attended the EGM in person, while Miss Cheung Ka Yi and Mr. Wang Han, each being an executive Director; Mr. Lau Kelly, Mr. Cheng Man Pan and Mr. Wong Chun Peng Stewart, each being an independent non-executive Director, were present at the EGM by electronic means.

The poll results in respect of the Resolutions at the EGM were as follows:

ORDINARY RESOLUTIONS *(Note)*		No. of Votes represented (approximate %)	
		FOR	**AGAINST**
1.	To approve the proposed Share Consolidation as set out in the Notice of EGM.	290,818,431 98.44%	4,600,000 1.56%
2.	To approve the proposed Rights Issue, the Placing Agreement and the transactions contemplated thereunder as set out in the Notice of EGM.	290,818,431 98.44%	4,600,000 1.56%

The total number of votes present and voting were 295,418,431. As more than 50% of the votes were cast in favour of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution by way of poll at the EGM.

Note: Full text of the relevant resolutions are set out in the circular dated 25 July 2025 convening the Meeting.

(II) SHARE CONSOLIDATION BECOMING EFFECTIVE

The Board is pleased to announce that subject to the (i) Shareholders' approval on the Share Consolidation; and (ii) fulfillment of all other conditions of the Share Consolidation, approval has been granted by the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Consolidated Shares. As the Shareholders have approved the Share Consolidation at the EGM and all the conditions precedent of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on **Monday, 18 August 2025**.

Please refer to the Circular for the details, including the trading arrangement, the Change in Board Lot Size and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from **yellow** to **blue**. Share certificates for the Existing Shares will cease to be marketable and will not be acceptable for delivery, trading and settlement purpose(s) after **4:10 p.m. on Friday, 19 September 2025**. Dealings in the Consolidated Shares on the Stock Exchange are expected to commence at **9:00 a.m. on Monday, 18 August 2025**.

(III) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be **Monday, 18 August 2025** and the Consolidated Shares will be dealt with on an ex-rights basis from **Tuesday, 19 August 2025**.

(IV) DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Rights Issue in accordance with the expected timetable in the Circular. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders, and only the Prospectus will be despatched to the Non-Qualifying Shareholders (if any, for their information only), on **Thursday, 28 August 2025**. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on **Thursday, 11 September 2025**.

(V) WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL-PAID RIGHTS SHARES

The Shares will be dealt on an ex-rights basis from **Tuesday, 19 August 2025**. Dealings in the nil-paid Rights Shares are expected to take place from **Monday, 1 September 2025 to Monday, 8 September 2025** (both days inclusive). If the conditions of the Rights Issue are not fulfilled in full, the Rights Issue will not proceed. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares, the Consolidated Shares and/or the nil-paid Rights Shares is advised to exercise caution when dealing in the Shares, the Consolidated Shares and/or the nil-paid Rights Shares.

By order of the Board
Pinestone Capital Limited
Lee Chun Tung
Executive Director

Hong Kong, 14 August 2025

As at the date of this announcement, the Board comprises Mr. Lee Chun Tung, Mr. Wang Han and Ms. Cheung Ka Yi as executive Directors; Mr. Lau Chun Hung as non-executive Director; and Mr. Lau Kelly, Mr. Wong Chun Peng Stewart and Mr. Cheng Man Pan as independent non-executive Directors.