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鵬高控股集團
Pengo Holdings Group Limited
香港聯交所主板股份代碼：1865

**Pengo Holdings Group Limited**
**鵬高控股集團有限公司**
*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 1865)**

# POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 26 SEPTEMBER 2025

Reference is made to the circular (the "**Circular**") and notice of the extraordinary general meeting (the "**Notice of EGM**") of Pengo Holdings Group Limited (the "**Company**") both dated 5 September 2025. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice of EGM.

## RESULT OF THE EGM

The Board is pleased to announce that the proposed ordinary resolutions (the "**Resolutions**") as set out in the Notice of EGM were duly passed by the Shareholders by way of poll at the EGM held on Friday, 26 September 2025. As at the date of the EGM, there were 736,736,000 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the EGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the EGM. No parties had indicated in the Circular of their intention to vote against or to abstain from voting on the Resolutions at the EGM.

The following Directors, namely, Ms. Feng Jiamin, Mr. Liu Jianfu, Mr. Michael Shi Guan Wah, Ms. Zhao Jianhong, Mr. Leung Yiu Cho, Mr. Fong Hang Fai, Mr. Law Wai Yip, Mr. Dong Changzhou, Mr. Wu Kai Tang, Mr. Qiu Yue, Mr. Shek Jun Chong and Ms. Tam Wing Yan attended the EGM either in person or through electronic means.

Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the voting-taking at the EGM.

The poll result of the Resolutions were as follows:

| **ORDINARY RESOLUTIONS** | **No. of Votes** *(%)* | |
|---|---|---|
| | **For** | **Against** |
| 1. "**THAT**:<br><br>(i) the authorised share capital of the Company be and is hereby increased from HK$100,000,000 divided into 1,000,000,000 Shares of par value of HK$0.1 each to HK$500,000,000 divided into 5,000,000,000 Shares of par value of HK$0.1 each by the creation of an additional 4,000,000,000 unissued Shares (the "**Increase in Authorised Share Capital**"); and<br><br>(ii) any director of the Company (the "**Director**") be and is hereby authorised to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, necessary, desirable or expedient to give effect to and implement the Increase in Authorised Share Capital." | 61,630,900<br>(100%) | 0<br>(0%) |

| ORDINARY RESOLUTIONS | No. of Votes *(%)* | |
|---|---|---|
| | **For** | **Against** |
| 2. "**THAT**:<br><br>(i) the placing agreement dated 1 August 2025 (the "**Placing Agreement**") entered into between the Company, Sunhigh Financial Holdings Limited and Grand China Securities Limited, in relation to the placing of convertible bonds of the Company in the aggregate principal amount of up to HK$120,000,000, entitling the holders thereof to convert such principal amount into a maximum of 550,458,715 new shares (the "**Conversion Share(s)**") of the Company at the initial conversion price of HK$0.218 per Conversion Share (subject to adjustment), the transaction contemplated thereunder and any other ancillary documents, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any Director may consider necessary, desirable or appropriate; | 61,630,900<br>(100%) | 0<br>(0%) |

| ORDINARY RESOLUTIONS | No. of Votes *(%)* | |
|---|---|---|
| | **For** | **Against** |
| (ii) conditional upon the approval of the listing of and the dealing in the Conversion Shares (given by the Listing Committee of The Stock Exchange of Hong Kong Limited), the Directors be and are hereby granted the specific mandate (the "**Specific Mandate**") to allot and issue such Conversion Shares (such Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandate(s) which has/have been granted to the Directors by the shareholders of the Company prior to the passing of this resolution); and<br><br>(iii) any Director be and is hereby authorised to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, necessary, desirable or expedient to give effect to and implement the Placing Agreement and any ancillary documentation and transactions thereof." | | |

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

By Order of the Board
**Pengo Holdings Group Limited**
**Feng Jiamin**
*Chairman*

Hong Kong, 26 September 2025

*As at the date of this announcement, the Board comprises Ms. Feng Jiamin, Mr. Liu Jianfu, Mr. Michael Shi Guan Wah, Ms. Zhao Jianhong, Mr. Leung Yiu Cho, Mr. Fong Hang Fai and Mr. Law Wai Yip as executive Directors; Mr. Dong Changzhou as non-executive Director and Mr. Wu Kai Tang, Mr. Shek Jun Chong, Mr. Qiu Yue and Ms. Tam Wing Yan as independent non-executive Directors.*