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## **HSC Resources Group Limited**

### **鴻盛昌資源集團有限公司**

*(Formerly known as WINDMILL Group Limited 海鑫集團有限公司)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1850)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 NOVEMBER 2025 FOR REMOVAL OF EXISTING DIRECTORS AND APPOINTMENT OF NEW DIRECTORS**

References are made to the circular (the “**Circular**”) of HSC Resources Group Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”), the proposed resolutions (the “**Resolutions**”) set out in the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 3 November 2025. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings given to them in the Circular.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that all 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 21 November 2025.

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

<b>Ordinary Resolutions</b>		<b>Number of votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
1.	<b>THAT</b> Mr. Li Junheng be and is hereby removed as an executive director of the Company pursuant to Article 83(5) of the articles of association of the Company with effect upon passing of this resolution	82,401,500 (99.31%)	570,000 (0.69%)
2.	<b>THAT</b> Ms. Chau Ngai Mo be and is hereby removed as an executive director of the Company pursuant to Article 83(5) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
3.	<b>THAT</b> Mr. Fu Wing Kwok Ewing be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)
4.	<b>THAT</b> Mr. Ghanshyam Adhikari be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)
5.	<b>THAT</b> Mr. Zhou Yunhui be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)
6.	<b>THAT</b> Mr. Xuan Chaohui be and is hereby removed as an independent non-executive director of the Company pursuant to Article 83(5) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)
7.	<b>THAT</b> each of the directors of the Company appointed to the board of directors of the Company between the date of the requisition notice dated 27 October 2025 for the convening of the EGM and the date of the EGM, other than those persons who are to be appointed directors of the Company at the EGM, be and is hereby removed as a director of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)
8.	<b>THAT</b> Mr. Wang Le be and is hereby appoint as an executive director of the Company pursuant to Article 83(6) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
9.	<b>THAT</b> Ms. Ye Liping be and is hereby appoint as an independent non-executive director of the Company pursuant to Article 83(6) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)
10.	<b>THAT</b> Ms. Li Fang be and is hereby appoint as an independent non-executive director of the Company pursuant to Article 83(6) of the articles of association of the Company with effect upon passing of this resolution.	82,401,500 (99.31%)	570,000 (0.69%)
11.	<b>THAT</b> the board of directors of the Company be and is hereby authorised to fix the remuneration of the directors of the Company.	65,601,500 (99.14%)	570,000 (0.86%)

As more than 50% of the votes were cast in favour of the above Resolutions, the Resolutions were duly approved by way of poll as ordinary resolutions of the Company.

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Mr. Li Shing Kuen Alexander, the executive Director, and Mr. Li Ka Chun Gordon, the independent non-executive Director, attended the EGM. The other Directors, namely Mr. Li Junheng, Ms. Chau Ngai Mo, Mr. Fu Wing Kwok Ewing, Mr. Ghanshyam Adhikari, Mr. Zhou Yunhui and Mr. Xuan Chaohui did not attend the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the removal of existing Directors and appointment of new Directors, no Shareholder would be required to abstain from voting in favour of the Resolutions at the EGM.

As at the date of the EGM, the total number of issued Shares was 172,800,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the EGM.

## REMOVAL OF DIRECTORS

The Board also announces that as each of the Resolutions no. 1, 2, 3, 4, 5 and 6 has been duly passed as an ordinary resolution by the Shareholders at the EGM, (i) Mr. Li Junheng has been removed as executive Director and chairman of the Company; (ii) Ms. Chau Ngai Mo has been removed as executive Director, member of remuneration committee of the Company and member of nomination committee of the Company; (iii) Mr. Fu Wing Kwok Ewing has been removed as independent non-executive Director, chairman of the audit committee of the Company, member of the remuneration committee of the Company and chairman of the nomination committee of the Company; (iv) Mr. Ghanshyam Adhikari has been removed as independent non-executive Director and member of the audit committee of the Company; (v) Mr. Zhou Yunhui has been removed as independent non-executive Director; and (vi) Mr. Xuan Chaohui has been removed as independent non-executive Director with immediate effect upon the passing of the relevant Resolutions.

## APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wang Le (“**Mr. Wang**”) has been appointed as an executive Director with effect from the conclusion of the EGM.

The biographical details of Mr. Wang are set out below:

Mr. Wang Le (王樂先生), aged 34, he holds a bachelor degree of Computer Science at Huanghuai University. He has over a decade of experience in marketing, business development, and operations management. From 2013 to 2017, he served as the Chairman of Jialian Mining Co., Ltd., followed by his role as Chairman of Dechuang Intelligent Technology Co., Ltd. from 2018 to 2020. Since 2021, he has been the Chairman of Zhongmao Intelligent Technology (Shenzhen) Co., Ltd.

Mr. Wang has entered into a letter of appointment with the Company commencing from 21 November 2025 for an initial term of one year, and thereafter from year to year. He is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to his letter of appointment, Mr. Wang was entitled to a Director’s fee of HK\$120,000 per annum. Mr. Wang’s remuneration has been determined with reference to his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. It will be subject to annual review by the Remuneration Committee.

As at the date of this announcement, Mr. Wang holds 18,000,000 Shares, representing approximately 10.42% of the issued share capital of the Company. Save as disclosed above, Mr. Wang does not (i) have, and is not deemed to have, any interests or short position in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); nor (ii) hold any position in the Company or any of its subsidiaries nor does he have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Wang has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years. The Board is not aware of any other matter that needs to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the appointment of Mr. Wang.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that Ms. Ye Liping (“**Ms. Ye**”) and Ms. Li Fang (“**Ms. Li**”) have been appointed as independent non-executive Directors with effect from the conclusion of the EGM. Both Ms. Ye and Ms. Li have also been appointed as the members of the audit committee, remuneration committee and nomination committee of the Company.

The biographical details of Ms. Ye and Ms. Li are set out below:

Ms. Ye Liping (葉麗平女士), aged 53, she holds a bachelor’s degree in Physics Education from Anhui Anqing Normal University. Ms. Ye is currently the financial controller of Shenzhen Shangji Aviation Technology Co., Ltd. She worked as financial controller and finance director for various enterprises in the PRC for over 20 years and she has extensive experience in finance and management.

Ms. Ye has entered into a letter of appointment with the Company commencing from 21 November 2025 for an initial term of one year, and thereafter from year to year. She is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to her letter of appointment, Ms. Ye was entitled to a Director’s fee of HK\$120,000 per annum. Ms. Ye’s remuneration has been determined with reference to her qualifications, experience, level of responsibilities undertaken and prevailing market conditions. It will be subject to annual review by the Remuneration Committee.

As at the date of this announcement, Ms. Ye does not (i) have, and is not deemed to have, any interests or short position in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); nor (ii) hold any position in the Company or any of its subsidiaries nor does she have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms. Ye has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years. The Board is not aware of any other matter that needs to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the appointment of Ms. Ye.

Ms. Li Fang (李芳女士), aged 36, she holds a bachelor's degree of Traditional Chinese Medicine from Fujian University. She has over 10 years of extensive experience in finance and auditing. She served as senior finance manager of Shenzhen Lihua Technology Co., Ltd. from September 2023 to September 2025. Prior to that, she was the finance manager at Ruihua (Shenzhen) Comprehensive Smart Energy Co., Ltd. and an audit manager at Guangdong JinXun CPA Firm.

Ms. Li has entered into a letter of appointment with the Company commencing from 21 November 2025 for an initial term of one year, and thereafter from year to year. She is subject to retirement from office and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to her letter of appointment, Ms. Li was entitled to a Director's fee of HK\$120,000 per annum. Ms. Li's remuneration has been determined with reference to her qualifications, experience, level of responsibilities undertaken and prevailing market conditions. It will be subject to annual review by the Remuneration Committee.

As at the date of this announcement, Ms. Li does not (i) have, and is not deemed to have, any interests or short position in any Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong); nor (ii) hold any position in the Company or any of its subsidiaries nor does she have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms. Li has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years. The Board is not aware of any other matter that needs to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules in relation to the appointment of Ms. Li.

Each of Ms. Ye and Ms. Li has confirmed that (i) she satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is she connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment.

## **CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board is pleased to announce that Mr. Li Ka Chun Gordon has been appointed as the chairman of audit committee and chairman of nomination committee of the Company. Mr. Li is a fellow member of Certified Practising Accountant with CPA Australia. Mr. Li has over 8 years of experience in the areas of accounting and financial management in financial institutions and corporations, and led several large audit and financing projects. Details of the membership information of the three Board committees will be set out in the “List of Directors and Their Roles and Functions” on 21 November 2025.

By order of the Board  
**HSC Resources Group Limited**  
**Li Shing Kuen Alexander**  
*Executive Director*

Hong Kong, 21 November 2025

*As at the date of this announcement, the Executive Directors are Mr. Li Shing Kuen Alexander and Mr. Wang Le; and the Independent Non-executive Directors are Mr. Li Ka Chun Gordon, Ms. Ye Liping and Ms. Li Fang.*