GILSTON GROUP LIMITED
進騰集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 JUNE 2026; AND (2) RETIREMENT OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that:

(1) Save and except for the resolutions numbered 3 (regarding the re-election of Mr. Cheng Hong Kei as a Director) and 8 (regarding the 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), all other resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held on 12 June 2026; and

(2) Mr. Cheng Hong Kei retired as an independent non-executive Director with effect from the conclusion of the AGM on 12 June 2026, since the resolution numbered 3 in respect of his re-election was not passed at the AGM.

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 20 May 2026. 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 12 June 2026, (i) the proposed resolutions numbered 1 to 2, 4 to 7 and 9 set out in the Notice were duly passed by way of poll and (ii) the proposed ordinary resolutions numbered 3 and 8 were not 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 2025.	185,094,673 (99.99%)	2,000 (0.01%)
2.	To re-elect Ms. Lin Ping, a retiring Director, as a non-executive Director.	185,094,673 (99.99%)	2,000 (0.01%)
3.	To re-elect Mr. Cheng Hong Kei, a retiring Director, as an independent non-executive Director.	6,030 (0.01%)	185,090,643 (99.99%)
4.	To re-elect Mr. Ko Kwok Shu, a retiring Director, as an independent non-executive Director.	185,092,673 (99.99%)	4,000 (0.01%)
5.	To authorise the board of Directors (the "**Board**") to fix the respective Directors' remuneration.	185,094,673 (99.99%)	2,000 (0.01%)
6.	To re-appoint ZSZH (HK) Fuson CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.	185,094,673 (99.99%)	2,000 (0.01%)
7.	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.	185,090,673 (99.99%)	6,000 (0.01%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
8.	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.	55,191,010 (29.82%)	129,905,663 (70.18%)
9.	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.	185,090,673 (99.99%)	6,000 (0.01%)

As more than 50% of the votes were cast in favour of the proposed resolutions numbered 1 to 2, 4 to 7 and 9, each of the above resolutions was 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 resolutions numbered 3 and 8, such resolution was therefore not passed as an ordinary resolution by way of poll at the AGM.

The Board is not aware of any disagreement with Mr. Cheng Hong Kei 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. Cheng Hong Kei for his contributions to the Company during the tenure of his services.

All Directors (except Ms. Lin Ping and Mr. Mak Yun Pan, Andrew, who were unable to attend the meeting) attended the AGM.

RETIREMENT OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

As indicated above, the resolution numbered 3 regarding the re-election of Mr. Cheng Hong Kei (“**Mr. Cheng**”) as an independent non-executive Director was not passed at the AGM. Accordingly, Mr. Cheng has retired as an independent non-executive Director, with effect from the conclusion of the AGM on 12 June 2026.

Immediately following the retirement of Mr. Cheng as an independent non-executive Director, Mr. Cheng ceased to be a member of the nomination committee of the Company, and the chairman of each of the audit committee and the remuneration committee of the Company.

The Board would like to express its sincere gratitude to Mr. Cheng for his contribution to the Company during his term of office with the Company.

Rule 3.10(1) of the Listing Rules requires every board of directors of a listed issuer must have at least three independent non-executive Directors. Rule 3.10(2) of the Listing Rules requires at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise. Rule 3.10A of the Listing Rules requires an issuer must appoint independent non-executive directors representing at least one-third of the board. Rule 3.21 of the Listing Rules requires the audit committee of a listed issuer must comprise a minimum of three members. Rule 3.25 of the Listing Rules provides the remuneration committee of a listed issuer must be chaired by an independent non-executive director and comprising a majority of independent non-executive directors.

Following the retirement of Mr. Cheng, the Company will not be able to comply with the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of the Listing Rules. The Board will make its best endeavours to identify suitable candidate(s) to fill the vacancy as soon as practicable and in any event within three months from the date of this announcement to meet the requirements under the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 12 June 2026

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 and Mr. Ko Kwok Shu.