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金石資本集團有限公司
GOLDSTONE CAPITAL GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1160)

**POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING
HELD ON 28 SEPTEMBER 2026**

The Board is pleased to announce that, at the Adjourned Annual General Meeting held on 28 September 2026, except for the Resolution no. 1, all the proposed resolutions were not passed by way of poll.

At the adjourned annual general meeting (the “**Adjourned Annual General Meeting**”) of Goldstone Capital Group Limited (the “**Company**”) held on 28 September 2026, a poll was demanded by the chairman of the Adjourned Annual General Meeting for voting on the proposed resolutions (the “**Resolution(s)**”) as set out in the notice of the Annual General Meeting dated 21 July 2026, which was incorporated in the circular of the Company of even date (the “**Circular**”).

Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING

The poll results in respect of the Resolutions proposed at the Adjourned Annual General Meeting are as follows:

ORDINARY RESOLUTIONS <i>(Note 1)</i>		No. of Votes (%) <i>(Note 2)</i>	
		For	Against
1.	To receive and approve the audited financial statements of the Company and the reports of the directors (the “ Directors ”) and the auditor of the Company for the year ended 31 March 2026.	199,110,458 (99.9668%)	66,042 (0.0332%)

ORDINARY RESOLUTIONS (Note 1)		No. of Votes (%) (Note 2)	
		For	Against
2.	(a) to re-elect Mr. Jin Qingjun as non-executive Director;	91,729,080 (46.0542%)	107,447,420 (53.9458%)
	(b) to re-elect Mr. Lam King as non-executive Director;	91,729,080 (46.0542%)	107,447,420 (53.9458%)
	(c) to re-elect Ms. An Ran as non-executive Director;	91,729,080 (46.0542%)	107,447,420 (53.9458%)
	(d) to re-elect Ms. Wan Yuk Ling as independent non-executive Director;	91,729,080 (46.0542%)	107,447,420 (53.9458%)
	(e) to re-elect Ms. Xiao Ruimei as independent non-executive Director; and	91,729,080 (46.0542%)	107,447,420 (53.9458%)
	(f) to authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	91,729,080 (46.0542%)	107,447,420 (53.9458%)
3.	To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.	91,729,080 (46.0542%)	107,447,420 (53.9458%)
4.	To grant a general mandate to the Directors to allot, issue and deal with the shares of HK\$0.10 each in the share capital of the Company (including any sale and transfer of treasury shares (the “ Treasury Shares ”)), the aggregate number of which shall not exceed 20% of the aggregate number of the issued shares of the Company (excluding Treasury Shares) as at the date of passing of this Resolution.	91,729,080 (46.0542%)	107,447,420 (53.9458%)
5.	To grant a general mandate to the Directors to repurchase the Company’s shares up to 10% of the aggregate number of issued shares of the Company (excluding Treasury Shares) as at the date of passing of this Resolution.	91,729,080 (46.0542%)	107,447,420 (53.9458%)
6.	To add the aggregate number of the shares in the Company repurchased by the Company under Resolution no. 5 above to the general mandate granted to the Directors under Resolution no. 4 above.	91,729,080 (46.0542%)	107,447,420 (53.9458%)

Notes:

1. The full text of each of the Resolutions is set out in the Circular.
2. The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the Adjourned Annual General Meeting in person or by proxy.

As at the date of the Adjourned Annual General Meeting:

- (1) there were a total of 237,271,250 Shares in issue, which were the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions proposed at the Adjourned Annual General Meeting;
- (2) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of any Resolutions at the Adjourned Annual General Meeting as set out in Rule 13.40 of the Listing Rules and there were no restrictions on any Shareholders casting votes on any of the Resolutions at the Adjourned Annual General Meeting;
- (3) no Shareholders were required under the Listing Rules to abstain from voting on the Resolutions proposed at the Adjourned Annual General Meeting; and
- (4) no person has indicated in the Circular that he/she/it intends to abstain from voting on or vote against any of the Resolutions at the Adjourned Annual General Meeting.

As more than 50% of the votes were cast in favour of each of the ordinary Resolution numbered 1 proposed at the Adjourned Annual General Meeting, such Resolution was duly passed as an ordinary resolution of the Company.

As less than 50% of the votes were cast in favour of each of the ordinary Resolutions numbered 2 to 6 proposed at the Adjourned Annual General Meeting, each of the Resolutions numbered 2 to 6 was not passed as ordinary resolutions of the Company.

All Directors except Mr. Chan Cheong Yee attended the Adjourned Annual General Meeting either in person or by way of electronic means.

Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer at the Adjourned Annual General Meeting for the purpose of vote taking.

RETIREMENT OF NON-EXECUTIVE AND INDEPENDENT NON-EXECUTIVE DIRECTORS AND NON-COMPLIANCE WITH THE LISTING RULES

As the proposed ordinary resolutions numbered 2(a), 2(b), 2(c), 2(d) and 2(e) were not passed at the Adjourned Annual General Meeting, (i) Mr. Jin Qingjun, Mr. Lam King and Ms. An Ran retired as non-executive Directors; and (ii) Ms. Wan Yuk Ling and Ms. Xiao Ruimei retired as independent non-executive Directors with effect from the conclusion of the Adjourned Annual General Meeting (the “**Retirements**”). Upon the conclusion of the Adjourned Annual General Meeting, Mr. Jin Qingjun has also ceased to serve as the chairman of the Board.

Following the Retirements, the Board then comprises of four Directors, of which one being executive Director, two are non-executive Directors and one is an independent non-executive Director.

The Company will therefore be unable to comply with the following requirements under the Listing Rules: (1) the requirement under Rule 3.10(1) of the Listing Rules that the board must include at least three independent non-executive directors; (2) the requirement under Rule 3.10(2) of the Listing Rules that at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise; (3) the requirement under Rule 3.21 of the Listing Rules that the audit committee must comprise a minimum of three members; (4) the requirement under Rule 13.92 of the Listing Rules that the board must have directors of different genders; and (5) the requirement under B.3.5 of the corporate governance code (the “**CG Code**”) as set out in Appendix C1 of the Listing Rules that the listed issuer must appoint at least one director of a different gender to the nomination committee. The Board will use its best endeavors to identify suitable candidate(s) to fill up the abovementioned vacancies as soon as practicable and in any event within three months from the date of this announcement in order to ensure the compliance with the Listing Rules. Further announcement will be made by the Company as and when appropriate.

The Board is not aware of any disagreement with each of Mr. Jin Qingjun, Mr. Lam King, Ms. An Ran, Ms. Wan Yuk Ling and Ms. Xiao Ruimei, and there are no matters relating to the Retirements that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to express its sincere gratitude to Mr. Jin Qingjun, Mr. Lam King, Ms. An Ran, Ms. Wan Yuk Ling and Ms. Xiao Ruimei for their valuable contribution to the Company and the Board during their tenure of office.

RETIREMENT OF AUDITOR

As resolution numbered 3 regarding the re-appointment of Crowe (HK) CPA Limited as the Company’s auditor was not passed at the Adjourned Annual General Meeting, Crowe (HK) CPA Limited retired as the Company’s auditor with effect from the conclusion of the Adjourned Annual General Meeting.

The Company is liaising with Crowe (HK) CPA Limited to obtain its confirmation as to whether there are any matters that need to be brought to the attention of the Shareholders in relation to the retirement, and has not yet received such confirmation as at the date of this announcement. A further announcement will be made upon receipt of such confirmation in accordance with Rule 13.51(4) of the Listing Rules. According to bye-law 188 of the Company’s Bye-Laws, Crowe (HK) CPA Limited shall continue in office until a successor is appointed.

The Company is in the process of identifying a suitable replacement to fill the vacancy resulting from the retirement of Crowe (HK) CPA Limited. The Board will convene an extraordinary general meeting as soon as practicable to propose the appointment of a new auditor. Further announcement(s) will be made by the Company in accordance with the Listing Rules.

The Board would like to express its appreciation to Crowe (HK) CPA Limited for its contributions to the Company throughout its tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTOR

The Board resolved to appoint (i) Mr. Sze Tak Chi (“**Mr. Sze**”) as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee; (ii) Ms. Li Qian (“**Ms. Li**”) as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee and (iii) Mr. Choi Chun Sze Johnson (“**Mr. Choi**”) as a non-executive Director with effect from 28 September 2026.

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

Mr. Sze, aged 58, graduated from the Hong Kong Polytechnic University with a bachelor’s degree in Engineering in 1996 and from the Baruch College, City University of New York with a master’s degree in business administration (accountancy) in 2004. Mr. Sze is a holder of Chartered Financial Analyst (CFA), a Certified Public Accountant of the American Institute of Certified Public Accountants (AICPA) in the United States and is Accredited in Business Valuation (ABV) by the AICPA. Besides, he is a Registered Business Valuer registered with the Hong Kong Business Valuation Forum. He has also passed papers 1, 7, and 11 of the licensing examination of securities and futures intermediaries of the Hong Kong Securities and Investment Institute in December 2006. Mr. Sze has extensive experience in conducting in-depth company and industry research, and financial analyses for valuation purposes. Mr. Sze worked for investment banks, a hedge fund company and a tax consulting firm in the United States, primarily engaged in performing financial analyses and assessing taxation impacts on entities such as financial institutions, utility companies and power plants. Previously, he worked in the field of Civil Engineering and Environmental Engineering in Hong Kong for 5 years. Mr. Sze is also experienced in compliance of listed companies and have participated in a number of listings in Hong Kong. He was an independent non-executive director of CAI Corp (formerly known as China New Economy Fund Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 80) from June 2023 to September 2025.

Mr. Sze has confirmed his independence in accordance with Rule 3.13(1) to (8) of the Listing Rules. He has no past or present financial or other interests in the business of the Company nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and there are no other factors that may affect his independence at the time of his appointment.

Mr. Sze shall hold office until the next following annual general meeting of the Company subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Mr. Sze has entered into a letter of appointment with the Company for an initial term of three years with effect from 28 September 2026 until terminated by either party by serving not less than three-month's written notice to the other party. Mr. Sze is entitled to an annual remuneration of HK\$120,000 for his role as an independent non-executive Director and may receive discretionary bonus as determined by the Board. The remuneration terms have been determined by arm's length negotiation between Mr. Sze and the Company after considering the recommendation of the remuneration committee of the Company with reference to Mr. Sze's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the date of this announcement, (i) Mr. Sze does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) Mr. Sze did not hold any directorship in any public listed company in Hong Kong or overseas in the last three years preceding the date of this announcement; (iii) Mr. Sze does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; (iv) Mr. Sze does not hold other positions with the Company; (v) Mr. Sze does not have any other major appointments and professional qualifications; (vi) there is no further information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vii) there are no other matters that need to be brought to the attention of the Shareholders.

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

Ms. Li, aged 58, graduated from the Law School of Fudan University, majoring in International Economics Law, and obtained a master degree of law in comparative law from the Law School of the Indiana University-Bloomington. Currently, Ms. Li is a partner of Beijing HYLANDS Law Firm Shanghai Branch. From October 1993 to October 2002, Ms. Li worked as a lawyer in Shu Jin Law Firm, and from October 2002 to November 2015, she served as the managing partner of the Shanghai Branch of the Shu Jin Law Firm. From November 2015 to January 2019, she served as a partner of Beijing Zhong Yin (Shanghai) Law Firm. Ms. Li specializes in securities, mergers & acquisitions, overseas listing, investment & financing and foreign investment, and she is one of the Chinese lawyers recommended by The Asia Pacific Legal 500—the Guide to Asian Commercial Law Firms in the practice area of mergers & acquisitions. Ms. Li was an independent non-executive director of Sinotrans Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code: 598) from June 2018 to June 2024.

Ms. Li has confirmed her independence in accordance with Rule 3.13(1) to (8) of the Listing Rules. She has no past or present financial or other interests in the business of the Company nor is she connected with any core connected person (as defined in the Listing Rules) of the Company; and there are no other factors that may affect her independence at the time of her appointment.

Ms. Li shall hold office until the next following annual general meeting of the Company subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Ms. Li has entered into a letter of appointment with the Company for an initial term of three years with effect from 28 September 2026 until terminated by either party by serving not less than three-month's written notice to the other party. Ms. Li is entitled to an annual remuneration of HK\$120,000 for her role as an independent non-executive Director and may receive discretionary bonus as determined by the Board. The remuneration terms have been determined by arm's length negotiation between Ms. Li and the Company after considering the recommendation of the remuneration committee of the Company with reference to Ms. Li's relevant experience and qualifications, her duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the date of this announcement, (i) Ms. Li does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) Ms. Li did not hold any directorship in any public listed company in Hong Kong or overseas in the last three years preceding the date of this announcement; (iii) Ms. Li does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; (iv) Ms. Li does not hold other positions with the Company; (v) Ms. Li does not have any other major appointments and professional qualifications; (vi) there is no further information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vii) there are no other matters that need to be brought to the attention of the Shareholders.

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

Mr. Choi, aged 38, graduated from Lincoln University, the USA with an Honorary Doctorate. He is currently an executive director of the Sunwah Group. He is also the President for North & Northeast China Region, overseeing industrial investment, urban industrial integration, technology and cultural tourism businesses across the Bohai Rim and Northeast China. He also serves as director of the Macao Choi Foundation for Education and Culture, and the chairman of the School Board of Zhongshan Overseas Chinese Secondary School. His public appointments include Member of the Standing Committee of Liaoning Provincial Committee of the Chinese People's Political Consultative Conference and Vice Chairman of the Guangdong Hong Kong Macao Greater Bay Area Entrepreneurs Union.

Mr. Choi shall hold office until the next following annual general meeting of the Company subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Mr. Choi has entered into a letter of appointment with the Company for an initial term of three years with effect from 28 September 2026 until terminated by either party by serving not less than three-month's written notice to the other party. Mr. Choi is entitled to an annual remuneration of HK\$120,000 for his role as a non-executive Director and may receive discretionary bonus as determined by the Board. The remuneration terms have been determined by arm's length negotiation between Mr. Choi and the Company after considering the recommendation of the remuneration committee of the Company with reference to Mr. Choi's relevant experience and qualifications, his duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, as at the date of this announcement, (i) Mr. Choi does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) Mr. Choi did not hold any directorship in any public listed company in Hong Kong or overseas in the last three years preceding the date of this announcement; (iii) Mr. Choi does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; (iv) Mr. Choi does not hold other positions with the Company; (v) Mr. Choi does not have any other major appointments and professional qualifications; (vi) there is no further information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vii) there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Sze, Ms. Li and Mr. Choi to join the Board.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Following the Retirements as disclosed above, the composition of the Audit Committee, the Remuneration Committee and the Nomination Committee have changed with effect from 28 September 2026 as follows:

1. Ms. Wan Yuk Ling has ceased to be the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
2. Ms. Xiao Ruimei has ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
3. Upon his appointment as an independent non-executive Director, Mr. Sze has also been appointed as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee; and

4. Upon her appointment as an independent non-executive Director, Ms. Li has also been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

By Order of the Board
Goldstone Capital Group Limited
Wang Guozhen
Non-Executive Director

Hong Kong, 28 September 2026

As at the date of this announcement, the Board comprises Mr. Chan Cheong Yee as executive Director (duties suspended); Mr. Chen Huaiyuan, Mr. Wang Guozhen and Mr. Choi Chun Sze Johnson as non-executive Directors; and Mr. Hung Hoi Ming Raymond, Mr. Sze Tak Chi and Ms. Li Qian as independent non-executive Directors.