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VONGROUP LIMITED

黃河實業有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 318)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 OCTOBER 2022

Reference is made to the circular of Vongroup Limited (the “Company”) dated 7 October 2022 (the “Circular”). Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

POLL RESULTS OF THE ANNUAL GENERAL MEETING (the “AGM”)

The Board wishes to announce that at the AGM all the proposed resolutions set out in the AGM Notice were duly passed by Shareholders by way of poll.

As at the date of the AGM, the Company had 227,074,833 Shares in issue. All Shareholders were entitled to attend and vote at the AGM. There were no restrictions on any Shareholder to cast votes on any of the proposed resolutions at the AGM. There was no share of the Company entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and no Shareholder was required to abstain from voting at the AGM under the Listing Rules. No Shareholder had stated his/her/its intention in the circular, in which the notice of the AGM setting out the above resolutions was contained, to vote against these resolutions or to abstain from voting thereon at the AGM.

Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		No. of votes (approximate%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and Auditors for the year ended 30 April 2022	117,667,035 (100%)	0 (0%)
2.	(a) (i) To re-elect Fung Ka Keung David as an independent non-executive director of the Company;	117,667,035 (100%)	0 (0%)
	(ii) To re-elect Lam Lee G. as an independent non-executive director of the Company	117,667,035 (100%)	0 (0%)
	(b) To authorise the Board of Directors to fix the remuneration of the Directors of the Company	117,667,035 (100%)	0 (0%)
3.	To appoint Mazars CPA Limited as Auditors of the Company and to authorise the Board of Directors to fix their remuneration	117,667,035 (100%)	0 (0%)
4A.	To grant a general mandate to Directors to issue shares (Resolution A set out in item 4 of the Notice of AGM)	117,667,035 (100%)	0 (0%)
4B.	To grant a general mandate to the Directors to repurchase shares (Resolution B set out in item 4 of the Notice of AGM)	117,667,035 (100%)	0 (0%)
4C.	To extend the general mandate granted to the Directors to cover the shares repurchased by the Company (Resolution C set out in item 4 of the Notice of AGM)	117,667,035 (100%)	0 (0%)
4D.	To approve and adopt the 2022 Share Option Scheme (Resolution D set out in item 4 of the Notice of AGM)	117,667,035 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above resolution items 1 to 4, each resolution was duly passed by way of poll as an ordinary resolution.

Special Resolution		No. of votes (approximate%)	
		For	Against
5.	To approve the proposed amendments to the Articles of Association of the Company currently in force and adopt the new Articles of Association of the Company as the Articles of Association of the Company in substitution for, and to the exclusion of, the Articles of Association of the Company currently in force (Resolution 5 set out in the Notice of AGM).	117,667,035 (100%)	0 (0%)

As not less than 75% of the votes were cast in favour of the above special resolution item 5, the above resolution was duly passed as a special resolution of the Company at the AGM.

Four directors, namely Vong Tat Ieong David, Fung Ka Keung David, Lam Lee G. and Wong Man Ngar Edna attended the AGM. One director, Xu Siping was unable to attend the AGM.

By Order of the Board
Vongroup Limited
Tsui Siu Hung Raymond
Company Secretary

Hong Kong, 31 October 2022

As at the date of this announcement, the Board comprises two executive Directors, namely Vong Tat Ieong David and Xu Siping; and three independent non-executive Directors, namely Fung Ka Keung David, Lam Lee G. and Wong Man Ngar Edna.

* *For identification purpose only*