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GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 24 MAY 2022;
(2) RETIREMENT OF NON-EXECUTIVE DIRECTOR;
AND
(3) APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

References are made to the circular (the “**Circular**”) and the notice of the annual general meeting (“**AGM**”) of Greenheart Group Limited (the “**Company**”) both dated 20 April 2022. Unless the context otherwise requires, capitalized terms defined in this announcement shall have the same meanings as those defined in the Circular.

The Company’s executive Director, Mr. Ding Wai Chuen; non-executive Directors Messrs. Cheng Chi-Him, Conrad and Tsang On-Yip, Patrick (“**Mr. Tsang**”); and independent non-executive Directors Messrs. Wong Man Chung, Francis, Cheung Pak To, Patrick and To Chun Wai attended the AGM.

POLL RESULTS OF THE AGM

The poll results of the proposed resolutions as set out in the notice of the AGM are as follows:

Ordinary resolutions (Note)	Number of votes (%)	
	For	Against
1. To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2021	1,280,735,732 (100.00%)	0 (0.00%)
2. To re-elect Mr. Ding Wai Chuen as an executive Director	1,280,735,732 (100.00%)	0 (0.00%)
3. To elect Mr. Lie Ken Jie Remy Anthony Ket Heng as a non-executive Director	1,280,735,732 (100.00%)	0 (0.00%)
4. To elect Mr. Kenneth Lau as a non-executive Director	1,280,735,732 (100.00%)	0 (0.00%)

5.	To authorize the board of Directors to fix the Directors' remuneration	1,280,735,732 (100.00%)	0 (0.00%)
6.	To re-appoint the Company's auditors and authorize the board of Directors to fix their remuneration	1,280,735,732 (100.00%)	0 (0.00%)
7.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's Shares	1,280,735,732 (100.00%)	0 (0.00%)
8.	To grant a general mandate to the Directors to repurchase the Company's Shares	1,280,735,732 (100.00%)	0 (0.00%)
9.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no.7	1,280,735,732 (100.00%)	0 (0.00%)
10.	To terminate the Existing Share Option Scheme and to adopt the new Share Option Scheme	1,280,735,732 (100.00%)	0 (0.00%)

Note: The full text of the resolutions proposed at the AGM were set out in the notice of the AGM.

As at the date of the AGM, the total number of issued Shares was 1,854,991,056, representing the total number of Shares entitling the Shareholders to attend and vote for or against the proposed resolutions at the AGM. No Shareholder was required under the Listing Rules to abstain from voting and no Shareholder was entitled to attend and abstain from voting in favor as set out in Rule 13.40 of the Listing Rules.

As more than 50% of the votes were cast in favor of resolutions numbered 1 to 10, all such resolutions were duly passed as ordinary resolutions of the Company.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

RETIREMENT OF NON-EXECUTIVE DIRECTOR

As disclosed in the Circular, Mr. Tsang did not offer himself for re-election and retired as non-executive director of the Company at the conclusion of the AGM. Mr. Tsang also ceased to be a member of the Audit Committee and a member of the Remuneration Committee of the Company.

Mr. Tsang confirmed that he has no disagreement with the board of directors (the "**Board**") and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Tsang for his invaluable contributions to the Company during his tenure of service.

Following the retirement of Mr. Tsang after the conclusion of the AGM, the number of members of the Audit Committee fell below the minimum number of three as required under Rule 3.21 of the Listing Rules. The number of members of the Remuneration Committee also fell below the minimum number of three as required under Article 3 of the terms of reference of the Remuneration Committee.

The Company will identify suitable candidate(s) to fill the vacancies as soon as practicable and in any event within three months from the date of this announcement, and will make further announcement(s) as and when appropriate.

APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Following the passing of resolutions numbered 3 and 4 above, Mr. Lie Ken Jie Remy Anthony Ket Heng (“**Mr. Lie Ken Jie**”) and Mr. Kenneth Lau (“**Mr. Lau**”) have been appointed as non-executive directors of the Company after the conclusion of the AGM.

For biographical details of Mr. Lie Ken Jie and Mr. Lau and other information which is required to be disclosed under Rule 13.51(2) of the Listing Rules, please refer to the Circular. As at the date of this announcement, there has been no change to such information.

The Board would like to take this opportunity to welcome Mr. Lie Ken Jie and Mr. Lau to the Board.

By Order of the Board
Greenheart Group Limited
Ding Wai Chuen
Executive Director and Chief Executive Officer

Hong Kong, 24 May 2022

Following the conclusion of the AGM, the Board comprises one executive Director, namely Mr. Ding Wai Chuen, four non-executive Directors, namely Messrs. Cheng Chi-Him, Conrad, Kenneth Lau, Lie Ken Jie Remy Anthony Ket Heng and Simon Murray, and three independent non-executive Directors, namely Messrs. Wong Man Chung, Francis, Cheung Pak To, Patrick and To Chun Wai

Website: <http://www.greenheartgroup.com>