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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 31 MAY 2023;**
**(2) RETIREMENT OF NON-EXECUTIVE DIRECTOR;
AND**
(3) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

References are made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) of Greenheart Group Limited (the “**Company**”) both dated 26 April 2023. 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, Kenneth Lau and Lie Ken Jie Remy Anthony Ket Heng; and independent non-executive Directors Messrs. Wong Man Chung, Francis, Cheung Pak To, Patrick and To Chun Wai attended the AGM in person or by electronic means.

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 2022	1,255,829,222 (100.00%)	0 (0.00%)
2. To re-elect Mr. Cheung Pak To, Patrick as an independent non-executive Director	1,255,829,222 (100.00%)	0 (0.00%)
3. To re-elect Mr. To Chun Wai as an independent non-executive Director	1,255,829,222 (100.00%)	0 (0.00%)

4.	To elect Ms. Suen Chung Yan, Julia as a non-executive Director	1,255,829,222 (100.00%)	0 (0.00%)
5.	To authorize the board of Directors to fix the Directors' remuneration	1,255,829,222 (100.00%)	0 (0.00%)
6.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of Directors to fix their remuneration	1,255,829,792 (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	1,255,829,222 (100.00%)	0 (0.00%)
8.	To grant a general mandate to the Directors to repurchase the Company's Shares	1,255,829,792 (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	1,255,829,222 (100.00%)	0 (0.00%)
Special resolution (Note)		Number of votes (%)	
		For	Against
10.	To approve the proposed amendments to the existing Bye-laws and adopt the new Bye-laws	1,255,829,222 (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 favour of each of the resolutions numbered 1 to 9 and at least 75% of the votes were cast in favour of the resolution numbered 10 above, each of the resolutions numbered 1 to 9 were duly passed as ordinary resolutions and the resolution numbered 10 was duly passed as a special resolution.

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. Simon Murray ("Mr. Murray") did not offer himself for re-election and retired as non-executive director of the Company at the conclusion of the AGM. Mr. Murray confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

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

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Following the passing of resolution numbered 4 above, Ms. Suen Chung Yan, Julia (“**Ms. Suen**”) has been appointed as non-executive director of the Company after the conclusion of the AGM.

For biographical details of Ms. Suen 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. Appropriate announcement will be made once Ms. Suen’s remuneration is fixed.

The Board would like to take this opportunity to welcome Ms. Suen to the Board.

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

Hong Kong, 31 May 2023

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 Ms. Suen Chung Yan, Julia, 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>