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皓天財經集團

WONDERFUL SKY FINANCIAL GROUP HOLDINGS LIMITED

皓天財經集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1260)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 22 SEPTEMBER 2023**

The Board is pleased to announce that the AGM was held on 22 September 2023 and all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

References are made to the circular of Wonderful Sky Financial Group Holdings Limited (the “**Company**”) dated 28 July 2023 (the “**Circular**”) and supplemental circular to the Circular (the “**Supplemental Circular**”) dated 25 August 2023, in relation to, inter alia, proposals for general mandates to issue new shares and to repurchase shares of the Company, re-election of retiring directors of the Company, and proposals for amendments to the existing memorandum and articles of association of the Company. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that at the AGM held on 22 September 2023, all the resolutions set out in the AGM Notice were duly passed by the shareholders by way of poll.

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 1,151,454,000 shares, which entitled the holders thereof to attend and vote for or against the resolutions proposed at the AGM. There were no shares 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 there were no shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

The Company's branch share registrar in Hong Kong, Tricor Investor Service Limited, was appointed as the scrutineer for the vote-taking at the AGM. Set out below are the poll results in respect of the resolutions proposed at the AGM:

| Ordinary Resolutions | | No. of Shares voted (approximate percentage of total number of votes cast) | |
|----------------------|---|---|-----------------------|
| | | For | Against |
| 1. | To receive and approve the audited consolidated financial statements and reports of the directors (the "Directors") and auditors of the Company and its subsidiaries for the year ended 31 March 2023. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |
| 2. | (a) To re-elect Mr. Liu Tianni as an executive Director of the Company. | 750,000,000 (93.47%) | 52,436,500 (6.53%) |
| | (b) To re-elect Ms. Li Ling Xiu and Ms. Lam, Sally as independent non-executive Directors of the Company. | 750,000,000 (93.47%) | 52,436,500 (6.53%) |
| | (c) To authorise the Board of the Company to fix the Directors' remuneration. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |
| 3. | To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the Board of the Company to fix their remuneration. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |
| 4. | (I) To grant a general mandate to the directors of the Company to allot, issue and deal with shares of the Company. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |
| | (II) To grant a general mandate to the directors of the Company to repurchase shares of the Company. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |
| | (III) Conditional upon the passing of resolutions no. 4.(I) and 4.(II), to extend the general mandate granted under resolution no. 4.(I) by the addition of the number of the Company's shares repurchased under resolution no. 4.(II). | 750,000,000 (93.47%) | 52,436,500 (6.53%) |

| Special Resolutions | | No. of Shares voted (approximate percentage of total number of votes cast) | |
|---------------------|---|--|----------------------|
| | | For | Against |
| 5. | To approve the proposed amendments to the existing memorandum and articles of association of the Company, the details of which are set out in the Supplemental Circular. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |
| 6. | To adopt the New Memorandum and Articles. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |
| 7. | To authorize the execution of documents and filings and registrations to the relevant authorities and to make all such arrangements as necessary or expedient in connection with the adoption of the New Memorandum and Articles. | 796,118,000 (99.21%) | 6,318,500 (0.79%) |

* *The full set of Resolution 4 is set out in the notice of AGM.*

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, all the ordinary resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of each of the special resolutions, all the special resolutions proposed at the AGM were duly passed as special resolutions of the Company.

All of the Directors, except for Ms. Liu Lin, who chaired the AGM in person, attended the AGM by electronic means.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

References are made to the announcements of the Company dated 28 July 2023 and 25 August 2023 regarding the Proposed Amendments and Further Proposed Amendments respectively, the Circular and the Supplemental Circular.

The Board is pleased to announce that the Proposed Amendments and Further Proposed Amendments are duly approved by the Shareholders at the AGM, and the New Memorandum and Articles will be effective on the AGM date and will be uploaded to the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.wsfg.hk) in due course.

By Order of the Board
Wonderful Sky Financial Group Holdings Limited
Li Liju
Company Secretary

Beijing, China, 22 September 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Liu Tianni and Ms. Liu Lin; the independent non-executive Directors of the Company are Ms. Li Ling Xiu, Ms. Lam, Sally and Mr. Leung Tsz Wing.