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Anchorstone Holdings Limited

基石控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1592)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 16 NOVEMBER 2023,
INCREASE IN AUTHORISED SHARE CAPITAL
AND
RE-APPOINTMENT OF DIRECTORS**

Reference is made to the notice of the extraordinary general meeting (the “**Notice**”) and the circular (the “**Circular**”) of Anchorstone Holdings Limited (the “**Company**”) both dated 25 October 2023. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM which was duly held at Room 1301, 13/F, One Island South, 2 Heung Yip Road, Aberdeen, Hong Kong on Thursday, 16 November 2023 at 3:00 p.m., the resolutions set out in the Notice (the “**Resolution(s)**”) were duly passed by the Shareholders by way of poll.

The poll results in respect of the Resolutions are as follows:

No.	Ordinary resolutions:	Number of votes (Approx. %)	
		For	Against
1.	To approve, ratify and confirm the Sale and Purchase agreement and the transactions contemplated thereunder, including the allotment and issue of the Consideration Shares under specific mandate.	215,276,341 (100%)	0 (0%)
2.	To approve the Increase in Authorised Share Capital.	906,971,341 (100%)	0 (0%)

No.	Ordinary resolutions:	Number of votes (Approx. %)	
		For	Against
3.	To re-appoint Ms. Lui Natalie Po Wai as a non-executive director.	906,971,341 (100%)	0 (0%)
4.	To re-appoint Mr. Nie Kwok Kin Kevin as an independent non-executive director.	905,961,341 (99.89%)	1,010,000 (0.11%)

As more than 50% of the votes were cast in favour of each of the Resolutions at the EGM, all of the Resolutions were duly passed by way of poll by the Shareholders as ordinary resolutions of the Company.

Mr. Lui Yue Yun Gary (executive Director and the chairman), Mr. Lui Edwin Wing Yiu (executive Director), Mr. Fung Wai Hang (executive Director and company secretary), Mr. Ko Tsz Kin (independent non-executive Director), Mr. Lam Lap Sing (independent non-executive Director) and Mr. Wong Yue Fai (independent non-executive Director) attended the EGM in person.

Notes:

- (1) The full text of the Resolutions is set out in the Notice.
- (2) Number of Shares entitling the holders to attend and vote on the Resolution No. 1 at the EGM: 773,196,341 Shares. Number of Shares entitling the holders to attend and vote on the Resolution Nos. 2 to 4 at the EGM: 1,557,966,341 Shares.
- (3) Number of Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules at the EGM: Nil.
- (4) Other than Mr. Lui and his associates holding 784,770,000 Shares who were required to abstain from voting on the Resolution numbered 1, number of Shares of holders required under the Listing Rules to abstain from voting at the EGM: Nil.
- (5) The scrutineer for the poll at the EGM was Tricor Investor Services Limited, the Company's share registrar in Hong Kong.
- (6) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolutions at the EGM.

INCREASE IN AUTHORISED SHARE CAPITAL

Upon approval by the Shareholders by way of passing Resolution No. 2 at the EGM, the Increase in Authorised Share Capital has become unconditional and effective. Accordingly, the authorised share capital of the Company has increased to HK\$50,000,000 divided into 5,000,000,000 Shares.

RE-APPOINTMENT OF DIRECTORS

Upon approval by the Shareholders by way of passing Resolutions No. 3 and 4 at the EGM, the Board is pleased to announce that Ms. Lui Natalie Po Wai (“**Ms. Lui**”) has been re-appointed as a non-executive Director and Mr. Nie Kwok Kin Kevin (“**Mr. Nie**”) has been re-appointed as an independent non-executive Director and a member of the audit committee of the Company, both with effect from 16 November 2023.

The biographical details of Ms. Lui and Mr. Nie are set out below:

Ms. Lui Natalie Po Wai (雷寶蔚)

Ms. Lui, aged 25, was appointed as a non-executive Director with effect from 23 September 2022 and retired from office on 28 June 2023. Ms. Lui obtained a bachelor’s degree from The University of British Columbia in Canada. Ms. Lui is currently the marketing manager at Pacific Marble & Granite Limited, an indirectly wholly-owned subsidiary of the Company, and is responsible for its business promotion and development. Ms. Lui also works at a research company and is responsible for the recruitment and preparation of industry experts for investment firms and management consultancies.

Ms. Lui is a daughter of Mr. Lui Yue Yun Gary (chairman of the Company and an executive Director) and a cousin of Mr. Lui Edwin Wing Yiu (an executive Director).

Upon the passing of the relevant Resolution for the re-appointment of Ms. Lui, Ms. Lui has entered into a letter of appointment with the Company for a term of three years commencing from 16 November 2023 unless terminated by not less than one month’s prior notice in writing served by either party to the other. Ms. Lui is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Ms. Lui’s annual remuneration as non-executive Director shall be HK\$120,000, which was agreed between the Company and Ms. Lui and reviewed and approved by the remuneration committee of the Company and the Board with reference to Ms. Lui’s roles and responsibilities with the Company and prevailing market conditions. Ms. Lui is also entitled to an annual remuneration of HK\$300,000 as marketing manager of Pacific Marble & Granite Limited.

Mr. Nie Kin Kwok Kevin (嚴建國)

Mr. Nie, aged 68, was appointed as an independent non-executive Director and a member of the audit committee of the Company with effect from 23 September 2022 and retired from office on 28 June 2023. Mr. Nie obtained a bachelor of arts degree from the University of Toronto in Canada. Mr. Nie furthered his education and completed the common professional examination (CPE) in Manchester Polytechnic in England and the Law Society’s Final Examination (LSF) in the College of Law, Chester in England. He was admitted as a Solicitor of the High Court of Hong Kong in 1985.

Mr. Nie has vast experience for over 35 years in various legal fields. He was one of the partners of Oldham, Li & Nie, Solicitors from 1986 to 2000 and had set up his own firm Nie & Company, Solicitors (ceased practice) from 2000 to 2005. Mr. Nie has been a consultant for several law firms, including Jesse H.Y. Kwok & Co., Solicitors and Dundons, Solicitors (ceased practice). He is currently a consultant at Cheung Eric & Lau, Solicitors.

On 16 June 2003, Mr. Nie was fined HK\$30,000 and censured by the Law Society of Hong Kong for breach of Rules 2 and 4 of the Solicitors' Practice Rules (Chapter 159 subsidiary legislation H of the Laws of Hong Kong) and Principles 2.03 and 4.15 of The Hong Kong Solicitors' Guide to Professional Conduct (Volume 1, First Edition). The Solicitor Disciplinary Tribunal had found on 7 April 2003 that Mr. Nie, being a partner of his firm, agreed to share and did share the profit costs of his firm with a person who was neither a solicitor practising in Hong Kong, nor a solicitor or other duly qualified legal agent practising in the United Kingdom or in some other part of the Commonwealth (the applicable provision at the time). Apart from this, Mr. Nie has not been found for breach of any professional rules governing Hong Kong legal practitioners since 2003.

Upon the passing of the relevant Resolution for the re-appointment of Mr. Nie, Mr. Nie has entered into a letter of appointment with the Company for a term of three years commencing from 16 November 2023 unless terminated by not less than one month's prior notice in writing served by either party to the other. Mr. Nie is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association. Mr. Nie's annual remuneration shall be HK\$120,000, which was agreed between the Company and Mr. Nie and reviewed and approved by the remuneration committee of the Company and the Board with reference to Mr. Nie's roles and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, as at the date of this announcement, each of Ms. Lui and Mr. Nie did not hold any other positions in the Company or any of its subsidiaries or hold any directorship in any listed companies in the past three years preceding the date of this announcement or had other major appointments and professional qualifications, and nor was he/she related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company, or interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters relating to the re-appointment of Ms. Lui and Mr. Nie that need to be brought to the attention of the Shareholders.

The Board would like to extend its warm welcome to Ms. Lui and Mr. Nie.

By Order of the Board
Anchorstone Holdings Limited
Fung Wai Hang
Executive Director and Company Secretary

Hong Kong, 16 November 2023

As at the date of this announcement, the executive Directors are Mr. Lui Yue Yun Gary, Mr. Lui Edwin Wing Yiu and Mr. Fung Wai Hang, the non-executive Director is Ms. Lui Natalie Po Wai and the independent non-executive Directors are Mr. Ko Tsz Kin, Mr. Lam Lap Sing, Mr. Wong Yue Fai and Mr. Nie Kwok Kin Kevin.