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SITOY GROUP HOLDINGS LIMITED

時代集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1023)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON 20 NOVEMBER 2023
AND
(2) ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
20 NOVEMBER 2023**

All the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the Annual General Meeting held at 10:30 a.m. on 20 November 2023.

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The New Memorandum and Articles of Association as set out in the AGM Circular was adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the Annual General Meeting.

Reference is made to the circular of the Annual General Meeting of Sitoy Group Holdings Limited (the “**Company**”) dated 19 October 2023 (the “**AGM Circular**”) and the notice of the Annual General Meeting dated 19 October 2023 (the “**AGM Notice**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “**Directors**”) of the Company (the “**Board**”) is pleased to announce that all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the Annual General Meeting held at 10:30 a.m. on 20 November 2023.

All the Directors, namely Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai and Mr. Yeung Andrew Kin, Dr. Lau Kin Shing, Charles, Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent and Mr. Lung Hung Cheuk attended the Annual General Meeting.

Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the Annual General Meeting.

The poll results in respect of the resolutions proposed at the Annual General Meeting were as follows:

Ordinary Resolutions		Number of votes (%)*		Total Votes
		For	Against	
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the “ Directors ”) and the independent auditors’ report of the Company for the year ended 30 June 2023	683,922,564 (99.6538%)	2,376,000 (0.3462%)	686,298,564
2.	To declare a final dividend of HK7 cents per Share for the year ended 30 June 2023	684,083,564 (99.6773%)	2,215,000 (0.3227%)	686,298,564

Ordinary Resolutions		Number of votes (%)*		Total Votes
		For	Against	
3.	(a) To re-elect the following Directors, each as separate resolution:			
	(i) Mr. Yeung Michael Wah Keung as executive Director	683,462,564 (99.5868%)	2,836,000 (0.4132%)	686,298,564
	(ii) Mr. Yeung Chi Tat as independent non-executive Director	683,462,564 (99.5868%)	2,836,000 (0.4132%)	686,298,564
	(iii) Mr. Kwan Po Chuen, Vincent as independent non-executive Director	683,462,564 (99.5868%)	2,836,000 (0.4132%)	686,298,564
	(b) To authorise the board (the “ Board ”) of Directors to fix the Directors’ remuneration	684,083,564 (99.6773%)	2,215,000 (0.3227%)	686,298,564
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration	684,083,564 (99.6773%)	2,215,000 (0.3227%)	686,298,564
5.	(1) To grant a general and unconditional mandate to the Directors to repurchase Shares in the Company not exceeding 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution	684,083,564 (99.6773%)	2,215,000 (0.3227%)	686,298,564
	(2) To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal with additional Shares in the Company not exceeding 20% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution	673,535,564 (98.1403%)	12,763,000 (1.8597%)	686,298,564

Ordinary Resolutions		Number of votes (%)*		Total Votes
		For	Against	
	(3) Conditional upon resolutions Nos. 5(1) and 5(2) being passed, the general and unconditional mandate granted to the Directors to allot, issue or otherwise deal with additional Shares of the Company pursuant to resolution No. 5(2) be extended by the addition thereto of the number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5(1)	676,652,564 (98.5945%)	9,646,000 (1.4055%)	686,298,564
As more than 50% of the votes were cast in favour of each of the above resolutions, all of them were duly passed as ordinary resolutions of the Company.				
Special Resolution		Number of votes (%)*		Total Votes
		For	Against	
6.	To consider and approve the adoption of the new memorandum and articles of association of the Company	683,761,564 (99.6303%)	2,537,000 (0.3697%)	686,298,564
As not less than 75% of the votes were cast in favour of the above resolution, it was duly passed as a special resolution of the Company.				

* All percentages rounded to 4 decimal places.

Notes:

1. The total number of Shares entitling Shareholders to attend and vote on the resolutions proposed at the Annual General Meeting was 965,430,000 Shares, representing the total number of issued Shares of the Company as at the date of the Annual General Meeting.
2. There was no restriction on any Shareholders casting votes on any of the resolutions proposed at the Annual General Meeting.
3. There were no Shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the Annual General Meeting as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and no Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions proposed at the Annual General Meeting.
4. None of the Shareholders has stated their intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions proposed at the Annual General Meeting.

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board announces that the New Memorandum and Articles of Association as set out in the AGM Circular was adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the Annual General Meeting. For details of the New Memorandum and Articles of Association, please refer to Appendix III to the AGM Circular.

The full text of the New Memorandum and Articles of Association is made available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sitoy.com).

By Order of the Board
Sitoy Group Holdings Limited
Yeung Michael Wah Keung
Chairman

Hong Kong, 20 November 2023

As at the date of this announcement, the executive Directors are Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai and Mr. Yeung Andrew Kin; the non-executive Director is Dr. Lau Kin Shing, Charles; and the independent non-executive Directors are Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent and Mr. Lung Hung Cheuk.