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**GRAND TALENTS GROUP HOLDINGS LIMITED**  
**廣駿集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 8516)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 30 JULY 2024**  
**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES  
AND**  
**(3) NON-COMPLIANCE WITH THE GEM LISTING RULES**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON  
30 JULY 2024**

The board (the “**Board**”) of directors (the “**Directors**”) of Grand Talents Group Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 30 July 2024 (the “**AGM**”), all the proposed ordinary resolutions (the “**Resolution(s)**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 28 June 2024 (the “**Notice**”), except Resolution no. 2(c), were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors of the Company for the year ended 31 March 2024.	30,902,475 (100%)	0 (0%)
2(a).	To re-elect Ms. Tang Shui Man as an independent non-executive Director.	30,902,475 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2(b).	To re-elect Dr. Fok Wai Sun as an independent non-executive Director.	30,902,475 (100%)	0 (0%)
2(c).	To re-elect Ms. Wu Jing as an independent non-executive Director.	2,835,075 (9.17%)	28,067,400 (90.83%)
3.	To authorise the board of directors of the Company to fix the respective directors' remuneration.	30,902,475 (100%)	0 (0%)
4.	To re-appoint CWK CPA Limited as auditors and to authorise the board of directors of the Company to fix their remuneration.	30,902,475 (100%)	0 (0%)
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.	30,902,475 (100%)	0 (0%)
6.	To give a general mandate to the directors to issue, allot and deal with (including any sale or transfer of treasury shares of the Company) additional shares of the Company not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.	30,902,475 (100%)	0 (0%)
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	30,902,475 (100%)	0 (0%)

\* *The full text of the Resolutions appears in the Notice.*

As at the date of the AGM:

- (a) The AGM was chaired by Mr. Ha Chak Hung, the executive Director. The executive Directors, Mr. Ha Chak Hung and the independent non-executive Director, Ms. Tang Shui Man attended the AGM in person; the executive Director, Mr. Ip Chu Shing and the independent non-executive Director, Dr. Fok Wai Sun attended the AGM by telephone, and the independent non-executive Director, Ms. Wu Jing did not attend the AGM due to other engagement.
- (b) As more than 50% of votes were cast in favour of each of the Resolutions no. 1, 2(a), 2(b), 3, 4, 5, 6 and 7, such Resolutions were duly passed as an ordinary resolution.

- (c) As less than 50% of the votes were cast in favour of Resolution no. 2(c), such Resolution was not passed as an ordinary resolution of the Company at this AGM.
- (d) As at the date of the AGM, the total number of shares of the Company in issue was 137,020,000 shares.
- (e) The total number of shares of the Company entitling the holder to attend and vote on the Resolutions at the AGM was 137,020,000 shares.
- (f) There were no shares entitling the holder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).
- (g) No shareholder of the Company was required under the GEM Listing Rules to abstain from voting on the Resolutions at the AGM.
- (h) None of the shareholders of the Company have stated their intention in the Company’s circular dated 28 June 2024 to vote against or to abstain from voting on any of the Resolutions at the AGM.
- (i) The Company’s branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) There were no restrictions on any Shareholders to attend and cast their votes on any of the Resolutions at the AGM.

## **RETIREMENT OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

As indicated above, Resolution no. 2(c) regarding the re-election of Ms. Wu Jing as an independent non-executive Director was not passed by the Shareholders at the AGM since there was not a majority of votes cast in favour of such Resolution. At the conclusion of the AGM, Ms. Wu Jing has retired as an independent non-executive Director. Following the retirement of Ms. Wu Jing as an independent non-executive Director, she will cease to be a member of each of the audit committee and remuneration committee of the Company, and the chairman of the nomination committee of the Company.

The Board is not aware of any disagreement with Ms. Wu Jing or any matters relating to her retirement that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to extend its appreciation to Ms. Wu Jing for her valuable contribution to the Company during her tenure of office.

## **NON-COMPLIANCE WITH THE GEM LISTING RULES**

Pursuant to Rule 5.05(1) of the GEM Listing Rules, every board of directors of an issuer must include at least three independent non-executive directors.

Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee must comprise a minimum of three members.

Pursuant to Rule 5.34 of the GEM Listing Rules, an issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors.

Pursuant to Rule 5.36A of the GEM Listing Rules, an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors.

Following the retirement of Ms. Wu Jing at the AGM, the Board only comprises two independent non-executive Directors, and each of the audit committee, remuneration committee and nomination committee of the Company consists of two members. This falls below the minimum number of independent non-executive directors, and members of audit committee, remuneration committee and nomination committee requirement under Rule 5.05(1), Rule 5.28, Rule 5.34 and Rule 5.36A of the GEM Listing Rules. The Company will make its best endeavours to identify suitable candidate(s) to fill the above vacancies arising from the retirement of Ms. Wu Jing at the AGM as soon as practicable and within three months from the date hereof in order to comply with the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

By Order of the Board  
**Grand Talents Group Holdings Limited**  
**HA Chak Hung**  
*Chairman and Executive Director*

Hong Kong, 30 July 2024

*As at the date of this announcement, the executive Directors are Mr. HA Chak Hung and Mr. IP Chu Shing; and the independent non-executive Directors are Ms. TANG Shui Man and Dr. FOK Wai Sun.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at [www.grandtalentsgroup.com](http://www.grandtalentsgroup.com).*