WONDERFULsky
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 26 SEPTEMBER 2024

The Board is pleased to announce that the AGM was held on 26 September 2024 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 26 July 2024 (the "**Circular**"), 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. 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 26 September 2024, 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 Services 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 and auditor of the Company and its subsidiaries for the year ended 31 March 2024.		844,190,490 (99.21%)	6,724,000 (0.79%)
2.	(a)	To re-elect Mr. Liu Tianni as an executive Director of the Company.	844,196,490 (99.21%)	6,718,000 (0.79%)
	(b)	To re-elect Mr. Leung Tsz Wing as independent non-executive Director of the Company.	844,190,490 (99.21%)	6,724,000 (0.79%)
	(c)	To authorise the Board of the Company to fix the Directors' remuneration.	844,196,490 (99.21%)	6,718,000 (0.79%)
3.	To re-appoint Forvis Mazars CPA Limited (formerly known as Mazars CPA Limited) as auditor of the Company and to authorise the Board of the Company to fix its remuneration.		844,196,490 (99.21%)	6,718,000 (0.79%)

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	**Against**
4.	To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:		
	(I) "THAT: (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;	844,190,490 (99.21%)	6,724,000 (0.79%)
	(B) the approval in paragraph (A) of this resolution above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the capital of the Company) during or after the end of the Relevant Period;	844,190,490 (99.21%)	6,724,000 (0.79%)

Ordinary Resolutions			No. of Shares voted (approximate percentage of total number of votes cast)	
			For	Against
		(C) the total number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and	844,190,490 (99.21%)	6,724,000 (0.79%)

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
	for the purposes of this resolution: "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company's articles of association to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting. "**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company)."		

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	**Against**
	(II) "THAT: (A) subject to paragraph (B) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws, the rules and regulations of the Securities and Futures Commission of Hong Kong, and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;	844,196,490 (99.21%)	6,718,000 (0.79%)
	(B) the total number of Shares of the Company repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and	844,196,490 (99.21%)	6,718,000 (0.79%)

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
	for the purposes of this resolution: "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company's articles of association to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."		
(III)	"**THAT** conditional upon the passing of resolutions No. 4(I) and No. 4(II) as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors of the Company pursuant to resolution No. 4(I) as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4(II) as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing this resolution."	844,196,490 (99.21%)	6,718,000 (0.79%)

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.

Except for Ms. Lam, Sally, who attended the AGM by electronic means, all the other Directors attended the AGM in person.

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

Hong Kong, 26 September 2024

As at the date of this announcement, the executive Directors of the Company are Mr. Liu Tianni and Ms. Liu Yan Yi Joyce; the independent non-executive Directors of the Company are Ms. Li Ling Xiu, Ms. Lam, Sally and Mr. Cheung Kwong Tat.