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中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 23 MARCH 2022

The Board is pleased to announce that all the resolutions proposed at the SGM were duly passed by way of poll.

The board of directors (the “**Board**”) of Central Wealth Group Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the special general meeting of the Company held on 23 March 2022 (the “**SGM**”) were duly passed by way of poll. The poll results of the SGM were as follows:

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
1.	To approve and/or ratify the relevant transactions under a series of acquisitions of a total of 564,242,000 ordinary shares of China Shandong Hi-Speed Financial Group Limited on the open market and through bought and sold notes at an aggregate consideration of approximately HK\$208,889,000 (inclusive of transaction costs) by Central Wealth Infrastructure Investment Limited (“ CWII ”) during November 2020 and the authorisation and empowerment of the directors (the “ Directors ”) of the Company to do all such acts and things, which the Directors deem necessary, appropriate or desirable to implement and give full effect to such acquisitions and the transactions contemplated thereunder.	4,120,381,239 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
2.	To approve and/or ratify the relevant transactions under a series of acquisitions of a total of 1,329,200 ordinary shares of Hong Kong Exchanges and Clearing Limited on the open market at an aggregate consideration of approximately HK\$556,278,956 (inclusive of transaction costs) by CWII during July 2020 to February 2021 and the authorisation and empowerment of the Directors to do all such acts and things which the Directors deem necessary, appropriate or desirable to implement and give full effect to such acquisitions and the transactions contemplated thereunder.	4,120,381,239 (100.00%)	0 (0.00%)
3.	To approve and/or ratify the relevant transactions under a series of disposals of a total of the 3,459,775,829 then ordinary shares (“ CMBC Share(s) ”) of CMBC Capital Holdings Limited on the open market and through bought and sold notes at an aggregate consideration of approximately HK\$426,634,154 (exclusive of transaction costs) by CWII and Desert Gold Limited during January 2020 to May 2021 and the authorisation and empowerment of the Directors to do all such acts and things which the Directors deem necessary, appropriate or desirable to implement and give full effect to such disposals and the transactions contemplated thereunder.	4,120,381,239 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
4.	<p>(a) To approve the disposal mandate (the “Disposal Mandate”) for the possible disposal(s) (the “Possible Disposal(s)”) of up to 8,460,250 consolidated CMBC Shares to independent third party purchaser(s) during the period of 12 months from the date of passing of this resolution (the “Mandate Period”) at a market price of (i) no more than 20% discount to the average closing price of the CMBC Share as quoted on The Stock Exchange of Hong Kong Limited for the five (5) consecutive trading days immediately before the date of each Possible Disposal during the Mandate Period; and (ii) not less than the minimum selling price of HK\$2.33 per consolidated CMBC Share; and</p> <p>(b) To authorise and empower the Directors to do all such acts and things which the Directors deem necessary, appropriate or desirable to implement and give full effect to the Possible Disposal(s) and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate.</p>	4,120,381,239 (100.00%)	0 (0.00%)
5.	To re-elect Mr. Wang Jun as an executive Director.	4,120,381,239 (100.00%)	0 (0.00%)
6.	To re-elect Ms. Chen Jingxian as an executive Director.	4,120,381,239 (100.00%)	0 (0.00%)
7.	To re-elect Ms. Song Caini as an executive Director.	4,120,381,239 (100.00%)	0 (0.00%)
8.	To re-elect Mr. Chen Hongjin as an executive Director.	4,120,381,239 (100.00%)	0 (0.00%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the SGM in person or by proxy.
- (b) As all the votes were cast in favour of each of the resolutions nos. 1 to 8, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of the SGM: 15,969,650,461 shares.

- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the SGM: 15,969,650,461 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the SGM 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**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the SGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 28 February 2022 to vote against or to abstain from voting on any of the resolutions at the SGM.
- (h) The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the SGM.
- (i) Executive Directors, namely Mr. Chen Xiaodong, Mr. Wang Jun and Mr. Yu Qingrui; and independent non-executive Directors, namely Mr. Kwok Chi Kwong, Mr. Wu Ming and Mr. Liu Hongwei, attended the SGM physically or electronically. Executive Directors, Ms. Chen Jingxian, Ms. Song Caini and Mr. Chen Hongjin were unable to attend the SGM due to other business commitment.

By order of the Board
Central Wealth Group Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 23 March 2022

As at the date of this announcement, the Board comprises the following directors:

Executive Directors

Mr. Chen Xiaodong (*Chairman*)
Ms. Chen Jingxian (*Vice Chairman*)
Mr. Wang Jun (*Chief Executive Officer*)
Mr. Yu Qingrui
Ms. Song Caini
Mr. Chen Hongjin

Independent Non-executive Directors

Mr. Kwok Chi Kwong
Mr. Wu Ming
Mr. Liu Hongwei