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GOAL FORWARD HOLDINGS LIMITED

展程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1854)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 12 AUGUST 2021

Reference is made to (i) the joint announcements of Ace Source Holdings Limited and Goal Forward Holdings Limited (the “**Company**”) dated 6 July 2021 and 22 July 2021, and (ii) the circular of the Company dated 28 July 2021 (the “**Circular**”), in relation to, among other things, the Share Purchase Agreement, the Subscription Agreement and the Offer. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the Circular incorporating a notice of the extraordinary general meeting (the “**EGM**”) dated 28 July 2021 (the “**EGM Notice**”) were duly passed by the Independent Shareholders by way of poll at the EGM held on 12 August 2021. The poll results in respect of the Resolutions proposed at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
1	(a) the Subscription Agreement (a copy of which is marked “A” now produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) entered into between the Company and Ace Source in respect of the subscription of 252,000,000 Subscription Shares by Ace Source at the Subscription Price of HK\$0.15 per Subscription Share and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;	151,290,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
	(b) the Directors be and are hereby granted a specific mandate (the “ Specific Mandate ”) to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement (subject to the fulfilment of the conditions precedent set out in the Subscription Agreement); and THAT the Subscription Shares, when issued and fully paid, shall rank pari passu among themselves in all respects and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue; and THAT the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or other special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and	151,290,000 (100%)	0 (0%)
	(c) any one Director be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder.	151,290,000 (100%)	0 (0%)

The full text of the Resolutions appears in the EGM Notice.

As more than 50% of the votes were cast in favour of Resolutions no.1(a) to no.1(c) as ordinary resolutions, all the Resolutions proposed at the EGM were duly passed by the Independent Shareholders.

As at the date of the EGM, the total number of issued Shares was 1,260,000,000 Shares. The Vendor which held 720,000,000 Shares (representing approximately 57.14% of the total issued share capital of the Company) as at the date of the EGM has abstained from voting on the Resolutions. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions at the EGM was 540,000,000 (representing approximately 42.86% of the total issued share capital of the Company). Aside from the aforesaid, (a) there were no restrictions on any Shareholders casting votes on the Resolutions at the EGM; (b) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules; and (c) no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions proposed at the EGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote taking at the EGM.

Further announcement will be made by the Company immediately after Completion in accordance with Rule 3.6 of the Takeovers Code.

By Order of the Board
Goal Forward Holdings Limited
Liu Chi Ching
Chairman and Executive Director

Hong Kong, 12 August 2021

As at the date of this announcement, the Board comprises Mr. Liu Chi Ching and Ms. Wu Shuk Kwan as executive Directors; Mr. Wong Chung Yeung as non-executive Director; and Ms. Li On Lei, Mr. Ng Ki Man and Mr. Lo Siu Kit as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.