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INNO-TECH HOLDINGS LIMITED
匯 創 控 股 有 限 公 司 *

(incorporated in Bermuda with limited liability)

(Stock Code: 8202)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 24 MARCH 2016,
RETIREMENT OF DIRECTORS,
CESSATION OF COMPLIANCE OFFICER,
AUTHORISED REPRESENTATIVE AND COMMITTEES'
MEMBERS,
APPOINTMENT OF DIRECTORS, COMPLIANCE OFFICER,
AUTHORISED REPRESENTATIVE AND COMMITTEES'
MEMBERS
AND
DEPARTURE OF AUDITOR**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular (the “AGM Circular”) of Inno-Tech Holdings Limited (the “Company”) and the notice (the “AGM Notice”) of the annual general meeting (the “AGM”) dated 24 February 2016. Capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular unless otherwise defined herein.

As at the date of the AGM, the total number of issued shares in the Company was 796,246,784, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. No Shareholder was required to abstain from voting on any resolutions proposed at the AGM as required by the GEM Listing Rules, and no Shareholder has stated his or her intention in the AGM Circular to vote against the resolutions proposed at the AGM or to abstain from voting. No Shareholder was entitled to attend and abstain from voting in favour of any resolutions at the AGM as required by the Rule 17.47A of the GEM Listing Rules.

* For identification purpose only

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

At the AGM, the following resolutions were considered by way of poll, and the poll results of the votes are as follows:

Ordinary resolutions proposed at the AGM		Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 30 June 2015.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
2.	(A) (i) To re-elect Mr. Ha Chuen Yeung as an executive Director.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
	(ii) To re-elect Mr. Lau King Hang as an executive Director.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
	(iii) To re-elect Dr. Chan Yiu Wing as an executive Director.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
	(iv) To re-elect Ms. Liu Jianyi as an independent non-executive Director.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
	(v) To re-elect Mr. Lee Ho Yiu, Thomas as an independent non-executive Director.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
	(b) to authorize the Board to fix the Directors' remuneration.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the Company's auditors and to authorize the Board to fix their remuneration.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290
4.	To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	5,182,243 (45.80%)	6,132,047 (54.20%)	11,314,290
5.	To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	5,182,248 (45.80%)	6,132,042 (54.20%)	11,314,290

6.	Conditional on the passing of resolutions nos. 4 and 5, to extend the general mandate granted by resolution no. 4 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 5.	5,182,243 (45.80%)	6,132,047 (54.20%)	11,314,290
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* The above percentages are rounded to the nearest two decimal places.

As less than 50% of the votes were cast in favour of the resolutions number 1 to 6, the resolutions number 1 to 6 were not passed as ordinary resolutions by way of poll at the AGM.

RETIREMENT OF DIRECTORS AND CESSATION OF COMMITTEES' MEMBERS

The Board further announces that since the resolutions in respect of the election of Mr. Ha Chuen Yeung (“Mr. Ha”), Mr. Lau King Hang (“Mr. Lau”) and Dr. Chan Yiu Wing (“Dr. Chan”) as executive Directors and Ms. Liu Jianyi (“Ms. Liu”) and Mr. Lee Ho Yiu, Thomas (“Mr. Lee”) as independent non-executive Directors have not been passed by the shareholders of the Company (the “Shareholders”) at the AGM, each of Mr. Ha, Mr. Lau, Dr. Chan, Ms. Liu and Mr. Lee has retired from the Board with effect from the conclusion of the AGM. Mr. Ha has also ceased to act as the compliance officer of the Company (the “Compliance Officer”), the authorised representative of the Company (the “Authorised Representative”) for the purpose of Rule 5.25(1) of the GEM Listing Rules with effect from the conclusion of the AGM. Mr. Lau has also ceased to act as the members of remuneration committee (“Remuneration Committee”) and nomination committee (“Nomination Committee”) of the Company with effect from the conclusion of the AGM. Dr. Chan has also ceased to act as the member of Nomination committee with effect from the conclusion of the AGM. Ms. Liu has also ceased to act as the chairman of Nomination Committee and Remuneration Committee and member of audit committee (“Audit Committee”) of the Company with effect from the conclusion of the AGM. Mr. Lee has also ceased to act as the chairman of Audit Committee and members of Nomination Committee and Remuneration Committee with effect from the conclusion of the AGM. Mr. Ha, Mr. Lau, Dr. Chan, Ms. Liu and Mr. Lee have confirmed that they have no disagreement with the Board and that they are not aware of any matter relating to their retirements that needs to be brought to the attention of the Shareholders.

Following the retirement of Directors and cessation of the committees' members, the Company has only one remaining independent non-executive Director, Mr. Tse Yuen Ming, in office (the “Sole Continuing Director”).

DEPARTURE OF AUDITOR

The Board further announces that since the resolution number 3 in respect of the re-appointment of HLB Hodgson Impey Cheng Limited (“HLB”) as auditor of the Company has not been passed by the Shareholders at the AGM. Accordingly, HLB ceased to act as the auditor of the Company with immediate effect. The Board will as soon as practicable convene a special general meeting to fill the vacancy once the right candidate has been found. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

The Board would like to express its appreciation to HLB for their contribution made to the Company throughout their tenure of services.

APPOINTMENT OF DIRECTORS AND COMMITTEES' MEMBERS

After considering the academic qualification, experiences and their understandings to the Company and also difficulties for the Company to seek replacement within a short period of time, the Sole Continuing Director has on 24 March 2016 exercised the power conferred on him under the Bye-laws of the Company and has appointed Mr. Ha, Mr. Lau and Dr. Chan as executive Directors and Ms. Liu and Mr. Lee as independent non-executive Directors with effect from 24 March 2016.

The Sole Continuing Director considers these appointments are suitable and in the interests of the Company and the Shareholders as a whole.

The Board is pleased to announce that Mr. Ha, Mr. Lau and Dr. Chan have been appointed as executive Directors and Ms. Liu and Mr. Lee have been appointed as independent non-executive Directors, all of which are with effect from 24 March 2016.

The biographic details of Mr. Ha, Mr. Lau, Dr. Chan, Ms. Liu and Mr. Lee are as follows:

Mr. Ha Chuen Yeung (“Mr. Ha”), aged 29, was appointed as an executive Director on 1 December 2014 and was retired as an executive Director with effect from the conclusion of the AGM. He was appointed as the Authorised Representative and the Compliance Officer on 23 January 2015 and ceased to act as the Authorised Representative and the Compliance Officer upon his retirement as an executive Director on 24 March 2016. Mr. Ha holds a Higher Diploma in Applied Art at Hong Kong Art School. Mr. Ha was engaged in advertising, multi-media and interactive media creation work after graduation, and has been Managing Director and Creative Director at Da-M-Pire Studio.

Mr. Ha has entered into a services contract with the Company for a term of two years commencing from 24 March 2016 and shall continue thereafter until terminated by either party giving to the other not less than one month notice in writing. In accordance with the Bye-laws, Mr. Ha is subject to retirement by rotation and re-election at the Company’ s annual general meetings. Under the service agreement, Mr. Ha is entitled to receive a director’ s fee of HK\$276,000 per annum plus

discretionary bonus, which is determined with reference to the prevailing market conditions and his role and responsibilities in the Company. The Director's fee for Mr. Ha will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Mr. Lau King Hang ("Mr. Lau"), aged 44, was appointed as an executive Director and the members of Remuneration Committee and Nomination Committee on 16 March 2015 and was retired as an executive Director and ceased to act as the members of Remuneration Committee and Nomination Committee with effect from the conclusion of the AGM. Mr. Lau graduated from National Taiwan University with a Bachelor's degree in Chemistry and received a Master's degree in Business Administration and a Master's degree in Financial Services from The Open University of Hong Kong. He is a member of The Hong Kong Institute of Directors and is a member of The Hong Kong Management Association and obtained the title of Professional Manager. Mr. Lau has over 15 years of extensive management experience in sales and marketing in high technology and chemical industry; packaging and printing services, food and beverage operations; and investments experience. Mr. Lau has served as executive director of Mascotte Holdings Limited (Stock Code: 136) from June 2011 to March 2014 and Mission Capital Holdings Limited (Stock Code: 1141) from August 2014 to July 2015.

Mr. Lau has entered into a services contract with the Company for a term of two years commencing from 24 March 2016 and shall continue thereafter until terminated by either party giving to the other not less than one month notice in writing. In accordance with the Bye-laws, Mr. Lau is subject to retirement by rotation and re-election at the Company's annual general meetings. Under the service agreement, Mr. Lau is entitled to receive a director's fee of HK\$720,000 per annum plus discretionary bonus, which is determined with reference to the prevailing market conditions and his role and responsibilities in the Company. The Director's fee for Mr. Lau will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

Dr. Chan Yiu Wing ("Dr. Chan"), aged 63, was appointed as an independent non-executive Director and the chairman of Remuneration Committee and members of Audit Committee and Nomination Committee on 16 March 2015. Dr. Chan was redesignated from independent non-executive Director to executive Director and ceased to act as the chairman of Remuneration Committee and member of Audit Committee on 1 March 2016 and was retired as an executive Director and ceased to act as the member of Nomination Committee with effect from the conclusion of the AGM. Dr. Chan was appointed as an executive director and the member of Nomination Committee on 24 March 2016. Dr. Chan holds a doctor of business administration in The Hong Kong Polytechnic University in 2002 and a PhD in Buddhism in The University of Hong Kong in 2012. Dr. Chan has been working in the Hong Kong Police Force for 25 years till the position of a Senior Superintendent and then continue to work as a Chief Staff Officer, AMS for a further 10 years. He is currently the advisor of the Hong Kong Life-Saving Society. Dr. Chan has also

received the Chief Executive' s Commendation for Government Public Service in 2004 and 6 Commanding Officer' s Commendations when he was working in under the Hong Kong Police Force.

Dr. Chan has entered into a services contract with the Company for a term of two years commencing from 24 March 2016 and shall continue thereafter until terminated by either party giving to the other not less than one month notice in writing. In accordance with the Bye-laws, Dr. Chan is subject to retirement by rotation and re-election at the Company' s annual general meetings. Under the service agreement, Dr. Chan is entitled to receive a director' s fee of HK\$456,000 per annum plus discretionary bonus, which is determined with reference to the prevailing market conditions and his role and responsibilities in the Company. The Director' s fee for Dr. Chan will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company' s performance and the prevailing market situation.

Ms. Liu Jianyi ("Ms. Liu"), aged 29, was appointed as an independent non-executive Director and the chairman of Nomination Committee and the members of Audit Committee and Remuneration Committee on 16 March 2015. Ms. Liu was appointed as chairman of Remuneration Committee on 1 March 2016 and was retired as an independent non-executive Director and ceased to act as the chairman of Nomination Committee and Remuneration Committee and the member of Audit Committee with effect from the conclusion of the AGM. Ms. Liu was appointed as an independent non-executive director and the chairman of Nomination Committee and Remuneration Committee and member of Audit Committee on 24 March 2016. Ms. Liu holds a master of business administration in Samuel Curtis Johnson Graduate School of Management in Cornell University in 2014 and a bachelor of system engineering in The Chinese University of Hong Kong in 2010. Ms. Liu is currently working as vice president of a corporate financial services institution and has extensive management experience in corporate finance and private equity funds.

Ms. Liu has not entered into a service contract with the Company but was appointed for a specific term of three years. In accordance with the Bye-laws, Ms. Liu is subject to retirement by rotation and re-election at the Company' s annual general meetings. Ms. Liu is entitled to a Director' s fee of HK\$120,000 per annum without any bonus payment. The remuneration of Ms. Liu is not covered by any service contract. The remuneration package of Ms. Liu is determined by reference to her duties and responsibilities with the Company and the prevailing market conditions. The Director' s fee for Ms. Liu will be reviewed annually by the Board with reference to her duties and responsibilities with the Company, the Company' s performance and the prevailing market situation.

Mr. Lee Ho Yiu, Thomas (“Mr. Lee”), aged 38, was appointed as an independent non-executive Director and the chairman of Audit Committee and members of Nomination Committee and Remuneration Committee on 21 January 2013 and was retired as an independent non-executive Director and ceased to act as the chairman of Audit Committee and members of Nomination Committee and Remuneration Committee with effect from the conclusion of the AGM. Mr. Lee was appointed as an independent non-executive Director and the chairman of Audit Committee and members of Nomination Committee and Remuneration Committee on 24 March 2016. Mr. Lee has extensive experience in auditing, accounting and financial management. Mr. Lee is currently a partner of Messrs. Lee, Au & Co., Certified Public Accountants. Mr. Lee previously worked as an assistant financial controller in a multinational luxury brands group and also worked at one of the big four international accounting firms. Mr. Lee is a fellow member of the Association of Chartered Certified Accountants, a practicing member of the Hong Kong Institute of Certified Public Accountants, a certified tax advisor and member of the Hong Kong Taxation Institute, a certified internal auditor of the Institute of Internal Auditors and a certified information systems auditor of the ISACA. Mr. Lee holds a bachelor’ s degree in science from the University of Warwick and a second bachelor’ s degree in Chinese law from Tsinghua University (清華大學) in Beijing. Mr. Lee has served as an independent non-executive director of Ban Loong Holdings Limited (formerly known as ABC Communications (Holdings) Limited) (stock code: 00030) from January 2011 to February 2013. Mr. Lee is currently an independent non-executive director of Dongwu Cement International Limited (stock code: 00695), Suncorp Technologies Limited (stock code: 01063) and Sino Energy International Holdings Group Limited (formerly known as Active Group Holdings Limited) (stock code: 01096). All the aforesaid companies are listed on the Main Board of the Stock Exchange.

Mr. Lee has not entered into a service contract with the Company but was appointed for a specific term of three years. In accordance with the Bye-laws, Mr. Lee is subject to retirement by rotation and re-election at the Company’ s annual general meetings. Mr. Lee is entitled to a Director’ s fee of HK\$120,000 per annum without any bonus payment. The remuneration of Mr. Lee is not covered by any service contract. The remuneration package of Mr. Lee is determined by reference to his duties and responsibilities with the Company and the prevailing market conditions. The Director’ s fee for Mr. Lee will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’ s performance and the prevailing market situation.

OTHER INFORMATION OF THE NEWLY APPOINTED DIRECTORS

Save as disclosed above, Mr. Ha, Mr. Lau, Dr. Chan, Ms. Liu and Mr. Lee do not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Ha, Mr. Lau, Dr. Chan, Ms. Liu and Mr. Lee do not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules) and they have no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no further information relating to Mr. Ha, Mr. Lau, Dr. Chan, Ms. Liu and Mr. Lee that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Ha, Mr. Lau, Dr. Chan, Ms. Liu and Mr. Lee that needs to be brought to the attention of the Shareholders.

APPOINTMENT OF CHAIRMAN AND MEMBERS OF THE COMMITTEES

The Board further announces that Mr. Lau has also been appointed as the members of Remuneration Committee and Nomination Committee. Dr. Chan has also been appointed as the member of Nomination committee. Ms. Liu has also been appointed as the chairman of Nomination Committee and Remuneration Committee and member of Audit Committee. Mr. Lee has also appointed as the chairman of Audit Committee and members of Nomination Committee and Remuneration Committee. All of these were with effect from 24 March 2016.

APPOINTMENT OF THE COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board is also pleased to announced that Mr. Ha has been appointed as the Compliance Officer and the Authorised Representative for the purpose of Rule 5.25(1) of the GEM Listing Rules with effect from 24 March 2016.

By order of the Board
Inno-Tech Holdings Limited
Ha Chuen Yeung
Executive Director

Hong Kong, 24 March 2016

As at the date of this announcement, the Directors of the Company (“Directors”) are:

Executive Directors:
Mr. Ha Chuen Yeung
Mr. Lau King Hang
Dr. Chan Yiu Wing

Independent non-executive Directors:
Mr. Lee Ho Yiu, Thomas
Mr. Tse Yuen Ming
Ms. Liu Jianyi

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 Company Announcements” page on the GEM website at www.hkgem.com and on the website of the Company at www.it-holdings.com.hk for 7 days from the date of this posting.