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Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

POLL RESULTS FOR ANNUAL GENERAL MEETING HELD ON 10 JUNE 2022 AND CHANGE IN DIRECTORS AND OFFICERS

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board announces that, save for Resolution nos. 2(b), 2(c), 2(d), 2(f), 2(g), 3, 4, 5 and 6 as mentioned below, all the Resolutions proposed at the Annual General Meeting were duly passed by the Shareholders by way of poll.

CHANGES IN DIRECTORS AND OFFICERS

As a result of the outcome of the poll results for the Annual General Meeting and with effect from the conclusion of the Annual General Meeting, Mr Cheng Hiu Tung Anthony, Mr Tsang Zee Ho Paul, Mr Po Kam Hi John and Mr Leung Ka Kui Johnny have retired as Directors, and been terminated and/or ceased to hold or serve the positions as stated in this announcement below.

At the annual general meeting (the “**Annual General Meeting**”) of Janco Holdings Limited (the “**Company**”) held on 10 June 2022, a poll was demanded by the chairman of the Annual General Meeting for voting on all the resolutions (the “**Resolutions**”) as set out in the notice of the Annual General Meeting dated 29 April 2022 (which was incorporated in the circular of the Company on the same date (the “**Circular**”)).

Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

POLL RESULTS FOR THE ANNUAL GENERAL MEETING

The poll results in respect of each of the Resolutions proposed at the Annual General Meeting are as follows:

ORDINARY RESOLUTIONS (Note 1)		No. of Votes (Note 2)	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditor of the Company for the year ended 31 December 2021.	118,030,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Ng Chin Hung as executive Director.	117,180,000 (99.28%)	850,000 (0.72%)
	(b) To re-elect Mr. Cheng Hiu Tung Anthony as executive Director.	28,630,000 (16.08%)	149,400,000 (83.92%)
	(c) To re-elect Mr. Tsang Zee Ho Paul as executive Director.	28,630,000 (24.26%)	89,400,000 (75.74%)
	(d) To re-elect Mr. Po Kam Hi John as non-executive Director.	28,630,000 (16.08%)	149,400,000 (83.92%)
	(e) To re-elect Mr. Lee Kwong Chak Bonnio as independent non-executive Director.	177,180,000 (99.52%)	850,000 (0.48%)
	(f) To re-elect Mr. Leung Ka Kui Johnny as independent non-executive Director.	28,630,000 (16.08%)	149,400,000 (83.92%)
	(g) To authorise the board of Directors to fix the remuneration of the Directors.	<i>Note 3</i>	<i>Note 3</i>
3.	To re-appoint Messrs. McM (HK) CPA Limited as the auditor of the Company for the year ending 31 December 2022 and authorise the Board to fix their remuneration.	<i>Note 3</i>	<i>Note 3</i>
4.	To grant a general mandate to the Directors to allot, issue and deal with unissued Shares, the aggregate number of which shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing of this resolution.	<i>Note 3</i>	<i>Note 3</i>
5.	To grant a general mandate to the Directors to purchase or buy-back Shares up to 10% of the aggregate number of Shares in issue as at the date of passing of this resolution.	<i>Note 3</i>	<i>Note 3</i>

ORDINARY RESOLUTIONS (Note 1)		No. of Votes (Note 2)	
		For	Against
6.	To add the number of Shares purchased or bought back by the Company pursuant to the general mandate to the Directors under resolution no. 5 above to the general mandate granted to the Directors under resolution no. 4 above.	Note 3	Note 3

Notes:

1. The full text of each of the Resolutions is set out in the Circular.
2. The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the Annual General Meeting in person or by proxy.
3. The voting on each of these Resolution nos. 2(g), 3, 4, 5 and 6 were temporarily withheld at the Annual General Meeting due to different views among the Directors present on certain procedural issues which are to be clarified after professional advice is being sought. The Company will issue further announcement(s) to inform its Shareholders on, among other matters, the professional advice sought on the clarification and consequential arrangements or results as soon as practicable.

As at the date of the Annual General Meeting:

- (1) there were a total of 600,000,000 Shares in issue, which were the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions proposed at the Annual General Meeting;
- (2) none of the Shares entitled the holders to attend and vote only against the Resolutions at the Annual General Meeting;
- (3) no Shareholders were required under the Listing Rules to abstain from voting on the Resolutions proposed at the Annual General Meeting; and
- (4) no Shareholders have stated their intention in the Circular to vote against the Resolutions or to abstain from voting at the Annual General Meeting.

As more than 50% of the votes were each cast **in favour of** Resolution nos. 1, 2(a) and 2(e) proposed at the Annual General Meeting, each of these Resolutions was duly passed as an **ordinary resolution** of the Company.

As more than 50% of the votes were each cast **against** Resolution nos. 2(b), 2(c), 2(d) and 2(f) proposed at the Annual General Meeting, each of these Resolutions was not passed or carried.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineers at the Annual General Meeting for the purpose of vote taking.

In accordance with Rule 17.47(5A) of the GEM Listing Rules, all the Directors (namely, Mr Ng Chin Hung, Mr Cheng Tak Yuen, Mr Cheng Hiu Tung Anthony and Mr Tsang Zee Ho Paul (the executive Directors), Mr Po Kam Hi John (the non-executive Director) and Mr Lee Kwong Chak Bonnio, Mr Kwan Chi Hong and Mr Leung Ka Kui Johnny (the independent non-executive Directors)), attended the Annual General Meeting either in person or via electronic means (by zoom).

CHANGES IN DIRECTORS AND OFFICERS

As a result of the above poll results and in accordance with the Articles of Association of the Company, Mr Cheng Hiu Tung, Mr Tsang Zee Ho Paul, Mr Po Kam Hi John and Mr Leung Ka Kui Johnny (the “**Retired Directors**”) each retired as Director with effect from the conclusion of the Annual General Meeting.

Following the retirement of the Retired Directors from their office as Director and with immediate effect:

- (1) Mr Po Kam Hi John’s position to act as the Chairman of the Company has been terminated;
- (2) Mr Tsang Zee Ho Paul’s positions to serve as the Chief Financial Officer, the Company Secretary and authorized representative of the Company as required under Rule 24.05(2) of the GEM Listing Rules and under Part 16 of the Companies Ordinance have been terminated;
- (3) Mr Cheng Hiu Tung Anthony’s position to serve as the Financial Controller of the Company has been terminated; and
- (4) Mr Leung Ka Kui Johnny ceased to serve as the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Board.

As a result of the retirement of the Retired Directors and the changes consequential thereto (as disclosed above), the Company will announce certain changes of executive functions and responsibilities regarding the Group and the appointment of new Directors to fill the above vacancies or as an addition to the Board with effect immediately after the Annual General Meeting under a separate announcement as soon as practicable.

By order of the Board
Janco Holdings Limited
駿高控股有限公司
Ng Chin Hung
Executive Director and Chief Executive Officer

Hong Kong, 10 June 2022

As at the date of this announcement, the executive Directors are Mr Ng Chin Hung (Chief Executive Officer) and Mr Cheng Tak Yuen and the independent non-executive Directors are Mr Lee Kwong Chak Bonnio and Mr Kwan Chi Hong.

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 GEM's website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.jancofreight.com.