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Hang Chi Holdings Limited

恒智控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8405)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 27 JUNE 2022 AND CHANGE OF AUDITOR

The board of directors (the “**Board**”) of Hang Chi Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 27 June 2022 (the “**AGM**”), all the proposed resolutions as set out in the notice of AGM dated 26 May 2022 (the “**AGM Notice**”) were duly passed, by way of poll, by the shareholders of the Company (the “**Shareholders**”) or the Independent Shareholders (as the case may be). References are made to the circular of the Company (the “**Circular**”) and AGM Notice both dated 26 May 2022, and the announcement of the Company dated 25 March 2022 regarding proposed change of auditor. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the AGM, a total of 400,000,000 shares of the Company (the “**Shares**”) were in issue.

As disclosed in the Circular, (i) no Shareholder was required to abstain from voting on resolutions no. 1 to no. 6 at the AGM; (ii) Mr. Yik Tak Chi, Mr. Lui Chi Tak, Shui Wah Limited, Jumbo Sino Investment Limited and their respective close associates who in aggregate were interested in 295,028,000 Shares, representing approximately 73.76% of the issued Shares as at the date of the AGM, were required under the GEM Listing Rules to abstain and had abstained from voting on resolution no. 7; and (iii) Mr. Hui Lung and his respective close associates who in aggregate were interested in 1,540,000 Shares, representing approximately 0.385% of the issued Shares as at the date of the AGM, were required under the GEM Listing Rules to abstain and had abstained from voting on resolution no. 7.

Accordingly, there were in aggregate 400,000,000 Shares entitling the Shareholders to attend and vote for or against resolutions no. 1 to no. 6, representing 100% of the issued share capital of the Company; and 103,432,000 Shares entitling the Independent Shareholders to attend and vote for or against resolution no. 7, representing approximately 25.86% of the issued share capital of the Company.

Save as disclosed above, to the best knowledge, information and belief of the Directors, there were no Shareholders that are required to abstain from voting under the GEM Listing Rules. In addition, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of any proposed resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No parties had stated in the Circular that they intend to vote against on any proposed resolutions at the AGM.

Boardroom Share Registrars (HK) Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

POLL RESULTS OF THE AGM

Details of the poll results of the AGM are set out as follows:

Ordinary Resolutions		Number of Votes (% to the number of shares voted at the AGM)	
		For	Against
1.	To receive and consider the audited financial statements of the Company and its subsidiaries, and the reports of the directors of the Company (the “ Directors ”) and of the independent auditor of the Company for the year ended 31 December 2021.	293,806,500 (99.9998%)	500 (0.0002%)
2.	(a) To re-elect Mr. Chung Kin Man as executive Director.	293,806,500 (99.9998%)	500 (0.0002%)
	(b) To re-elect Ms. Chung Wai Man as executive Director.	293,806,500 (99.9998%)	500 (0.0002%)
	(c) To re-elect Mr. Wong Wai Ho as independent non-executive Director.	293,806,500 (99.9998%)	500 (0.0002%)
	(d) To authorise the Board to fix the remuneration of the Directors.	293,806,000 (99.9997%)	1,000 (0.0003%)
3.	To appoint UniTax Prism (HK) CPA Limited as the new auditor in place of the retiring auditor and to authorise the Board to fix their remuneration.	293,806,500 (99.9998%)	500 (0.0002%)

Ordinary Resolutions		Number of Votes (% to the number of shares voted at the AGM)	
		For	Against
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the shares of the Company, in terms as set out as ordinary resolution no. 4 in the AGM Notice.	293,806,500 (99.9998%)	500 (0.0002%)
5.	To grant a general mandate to the Directors to repurchase the shares of the Company, in terms as set out as ordinary resolution no. 5 in the AGM Notice.	293,806,500 (99.9998%)	500 (0.0002%)
6.	To approve the extension of the general mandate to be granted to the Directors to allot, issue and otherwise deal with the shares of the Company, in terms as set out as ordinary resolution no. 6 in the AGM Notice.	293,806,000 (99.9997%)	1,000 (0.0003%)
7.	To approve the entering into of the Tenancy Agreements (as defined in the Circular) and the transactions contemplated thereunder; and to authorise the Board to take all actions necessary or expedient in its opinion to implement and/or give effect to the Tenancy Agreements.	6,298,500 (99.9921%)	500 (0.0079%)

Note: The above table only provides a summary of the resolutions. The full text of these resolutions is set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions proposed at the AGM were duly passed as ordinary resolutions.

The executive Directors, Mr. Yik Tak Chi, Mr. Lui Chi Tat, Mr. Chung Kin Man and Ms. Chung Wai Man; the non-executive Director, Mr. Lau Joseph Wan Pui; and the independent non-executive Directors, Mr. Wong Wai Ho, Mr. Lau Tai Chim and Mr. Kwok Chi Shing attended the AGM either in person or by electronic means.

CHANGE OF AUDITOR

As resolution no. 3 was passed by the Shareholders at the AGM, UniTax Prism (HK) CPA Limited was appointed as the new auditor of the Company following the retirement of Ernst & Young (“EY”) as the auditor of the Company with effect from the conclusion of the AGM.

EY has confirmed that there are no matters connected with its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee of the Company have further confirmed that there is no disagreement between EY and the Company and there are no other matters in respect of the change of auditor that need to be brought to the attention of the Shareholders.

By order of the Board
Hang Chi Holdings Limited
恒智控股有限公司
Yik Tak Chi
Chairman and Executive Director

Hong Kong, 27 June 2022

As at the date of this announcement, the executive Directors are Mr. YIK Tak Chi, Mr. LUI Chi Tat, Mr. CHUNG Kin Man and Ms. CHUNG Wai Man, the non-executive Director is Mr. LAU Joseph Wan Pui and the independent non-executive Directors are Mr. WONG Wai Ho, Mr. LAU Tai Chim and Mr. KWOK Chi Shing.

This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will also be published on the Company’s website at www.shuionnc.com.