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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 EXTRAORDINARY GENERAL MEETING HELD ON 12 JULY 2022

SUMMARY

The Board announces that, save for Resolution nos. 3, 4 and 5, all the Resolutions proposed at the Extraordinary General Meeting were duly passed by the Shareholders by way of poll.

At the extraordinary general meeting (the “**Extraordinary General Meeting**” or “**EGM**”) of Janco Holdings Limited (the “**Company**”) held on 12 July 2022, a poll was demanded by the chairman of the Extraordinary General Meeting for voting on all the resolutions (the “**Resolutions**”) as set out in the notice of the Extraordinary General Meeting dated 24 June 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 EXTRAORDINARY GENERAL MEETING

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

ORDINARY RESOLUTIONS <i>(Note 1)</i>		No. of Votes <i>(Note 2)</i>	
		For	Against
1.	(a) To re-elect Mr Chan Kin Chung as non-executive Director.	177,524,000 (87.22%)	26,020,000 (12.78%)
	(b) To re-elect Mr Chan William as independent non-executive Director.	177,524,000 (87.22%)	26,020,000 (12.78%)
	(c) To authorise the board of Directors to fix the remuneration of the Directors. <i>(Note 3)</i>	177,524,000 (87.22%)	26,020,000 (12.78%)
2.	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 4)</i>	178,024,000 (87.46%)	25,520,000 (12.54%)
3.	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 5)</i>	177,524,000 (46.04%)	208,030,000 (53.96%)
4.	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 5)</i>	177,524,000 (46.04%)	208,030,000 (53.96%)
5.	To add the number of Shares purchased or bought back by the Company pursuant to the general mandate to the Directors under resolution no. 4 above to the general mandate granted to the Directors under resolution no. 3 above. <i>(Note 5)</i>	177,524,000 (46.04%)	208,030,000 (53.96%)

Notes:

- The full text of each of the Resolutions is set out in the Circular.
- 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 Extraordinary General Meeting in person or by proxy.
- Resolution no. 1(c) is the same as the resolution no. 2(g) that was temporarily withheld from voting at the annual general meeting of the Company held on 10 June 2022 (the “AGM”), and was duly carried at the EGM.

4. Resolution no. 2 (i.e. the re-appointment of the Company's auditor) is the same as the resolution no. 3 that was temporarily withheld from voting at the AGM. Resolution no. 2, which was proposed by the chairman of the EGM to take effect from the conclusion of the AGM, was duly carried at the EGM and, as advised by the Company's Cayman Islands legal advisers, Conyers Dill & Pearman, is valid and binding on the Company.
5. Resolution nos. 3, 4 and 5 are the same as the resolution nos. 4, 5 and 6 respectively that were temporarily withheld from voting at the AGM.

As at the date of the Extraordinary 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 Extraordinary General Meeting;
- (2) none of the Shares entitled the holders to attend and vote only against the Resolutions at the Extraordinary General Meeting;
- (3) no Shareholders were required under the GEM Listing Rules to abstain from voting on the Resolutions proposed at the Extraordinary 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 Extraordinary General Meeting.

As more than 50% of the votes were each cast in favour of the above Resolution nos. 1(a), 1(b), 1(c) and 2 proposed at the Extraordinary 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. 3, 4 and 5 proposed at the Extraordinary General Meeting, each of these Resolutions was not carried/passed.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineers at the Extraordinary 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 and Mr Cheng Tak Yuen (*executive Directors*), Mr Chan Kin Chung (*non-executive Director*) and Mr Lee Kwong Chak Bonnio, Mr Kwan Chi Hong and Mr Chan William (*independent non-executive Directors*)), attended the Extraordinary General Meeting either in person or via electronic means (by zoom).

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, 12 July 2022

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

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.