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**Astrum Financial Holdings Limited**

**阿仕特朗金融控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8333)**

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS;  
(2) SHARE CONSOLIDATION BECOMING EFFECTIVE; AND  
(3) ADJUSTMENTS TO THE SHARE OPTIONS**

Reference is made to the circulars of Astrum Financial Holdings Limited (the “**Company**”) respectively in relation to:

- (i) the continuing connected transactions in relation to the 2022 Financing Servicing Agreements and the transactions contemplated thereunder (including the Annual Caps) and the Share Consolidation dated 23 November 2022 (the “**First Circular**”) to be considered by the Independent Shareholders and, where appropriate, the Shareholders at the extraordinary general meeting of the Company held on 19 December 2022 at 11:00 a.m. (the “**First EGM**”) and the notice of the First EGM contained therein (the “**First Notice**”); and
- (ii) the Proposed Amendments to the Memorandum and Articles of Association dated 1 December 2022 (the “**Second Circular**”, together with the First Circular, the “**Circulars**”) to be considered by the Shareholders at the extraordinary general meeting of the Company held on 19 December 2022 at 11:15 a.m. (or at such time immediately following the conclusion (or adjournment) of the First EGM on the same day and at the same place, whichever is later) (the “**Second EGM**”, together with the First EGM, the “**EGMs**”) and the notice of the Second EGM contained therein (the “**Second Notice**”).

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circulars.

## **POLL RESULTS OF THE EGMS HELD ON 19 DECEMBER 2022**

### **Poll Results of the First EGM**

The Board is pleased to announce that all the ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the First Notice were duly passed by the Shareholders by way of poll at the First EGM.

As at the date of the EGMS, there were a total of 960,000,000 Shares in issue.

As disclosed in the First Circular, by virtue of Mr. Pan’s interest in the 2022 Mr. Pan Financing Services Agreement, Mr. Pan and his associates are required to abstain from voting on Ordinary Resolution No. 1 at the First EGM. As at the date of the EGMS, Mr. Pan, through his wholly-owned company namely, Autumn Ocean Limited, held 532,685,000 Shares, representing approximately 55.49% of the entire issued share capital of the Company. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, other than Mr. Pan and his associates, no Shareholder had any material interest in Ordinary Resolution No. 1 and was required to abstain from voting on Ordinary Resolution No. 1 at the First EGM. Save as disclosed above, none of the Shareholders was required to abstain from voting in favour of the Ordinary Resolution No.1 proposed at the First EGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders stated his/her/its intention in the First Circular to vote against the Ordinary Resolution No.1 or to abstain from voting at the First EGM. Accordingly, the Shareholders holding an aggregate of 427,315,000 Shares, representing approximately 44.51% of the entire issued share capital of the Company, were entitled to attend and vote for or against the Ordinary Resolution No. 1 at the First EGM.

As disclosed in the First Circular, by virtue of Mr. Kwan’s interest in the 2022 Mr. Kwan Financing Services Agreement, Mr. Kwan and his associates are required to abstain from voting on Ordinary Resolution No. 2 at the First EGM. As at the date of the EGMS, Mr. Kwan and his associates were not interested or deemed to be interested in any Shares. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, other than Mr. Kwan and his associates, no Shareholder had any material interest in Ordinary Resolution No. 2 and was required to abstain from voting on Ordinary Resolution No. 2 at the First EGM. Save as disclosed above, none of the Shareholders was required to abstain from voting in favour of the Ordinary Resolution No.2 proposed at the First EGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders stated his/her/its intention in the First Circular to vote against the Ordinary Resolution No.2 or to abstain from voting at the First EGM. Accordingly, the Shareholders holding an aggregate of 960,000,000 Shares, representing 100% of the entire issued share capital of the Company, were entitled to attend and vote for or against the Ordinary Resolution No. 2 at the First EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder had any material interest in Ordinary Resolution No. 3 and was required to abstain from voting on Ordinary Resolution No. 3 at the First EGM. Therefore, none of the Shareholders was required abstain from voting in favour of the Ordinary Resolution No. 3 proposed at the First EGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders stated his/her/its intention in the First Circular to vote against the Ordinary Resolution No.3 or to abstain from voting at the First EGM. Accordingly, the Shareholders holding an aggregate of 960,000,000 Shares, representing 100% of the entire issued share capital of the Company, were entitled to attend and vote for or against the Ordinary Resolution No. 3 at the First EGM.

All the Directors, namely Mr. Pan Chik, Mr. Kwan Chun Yee Hidulf, Ms. Yu Hoi Ling, Mr. Sum Loong, Mr. Lau Hon Kee and Ms. Yue Chung Sze Joyce, attended the First EGM in person or by electronic means.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer of the vote-taking at the First EGM.

The poll results in respect of the Ordinary Resolutions at the First EGM are as follows:

<b>Ordinary Resolutions (Note)</b>		<b>Number of votes cast (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve, confirm and ratify the 2022 Mr. Pan Financing Services Agreement and the transactions contemplated thereunder (including the Annual Caps)	126,304,500 (95.82%)	5,510,000 (4.18%)
2.	To approve, confirm and ratify the 2022 Mr. Kwan Financing Services Agreement and the transactions contemplated thereunder (including the Annual Caps)	658,989,500 (99.17%)	5,510,000 (0.83%)
3.	To approve the Share Consolidation	658,989,500 (99.17%)	5,510,000 (0.83%)

*Note:* The full text of the Ordinary Resolutions is set out in the First Notice.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, all the Ordinary Resolutions were duly passed as ordinary resolutions of the Company by the Independent Shareholders and, where appropriate, the Shareholders at the First EGM.

## Poll Results of the Second EGM

The Board is pleased to announce that the special resolution (the “**Special Resolution**”) as set out in the Second Notice was duly passed by the Shareholders by way of poll at the Second EGM.

As at the date of the EGMs, there were a total of 960,000,000 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder had any material interest in the Special Resolution at the Second EGM. Therefore, none of the Shareholders was required to abstain from voting in favour of the Special Resolution proposed at the Second EGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders stated his/her/its intention in the Second Circular to vote against the Special Resolution or to abstain from voting at the Second EGM. Accordingly, the Shareholders holding an aggregate of 960,000,000 Shares, representing 100% of the entire issued share capital of the Company, were entitled to attend and vote for or against the Special Resolution at the Second EGM.

All the Directors, namely Mr. Pan Chik, Mr. Kwan Chun Yee Hidulf, Ms. Yu Hoi Ling, Mr. Sum Loong, Mr. Lau Hon Kee and Ms. Yue Chung Sze Joyce, attended the Second EGM in person or by electronic means.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer of the vote-taking at the Second EGM.

The poll results in respect of the Special Resolution at the Second EGM are as follows:

<b>Special Resolution</b> ( <i>Note</i> )	<b>Number of votes cast (%)</b>	
	For	Against
To approve the adoption of the new memorandum and articles of association of the Company and to authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the new memorandum and articles of association of the Company	658,985,045 (99.17%)	5,510,000 (0.83%)

*Note:* The full text of the Special Resolution is set out in the Second Notice.

As more than 75% of the votes were cast in favour of the Special Resolution, the Special Resolution was duly passed by the Shareholders as a special resolution of the Company at the Second EGM.

## SHARE CONSOLIDATION BECOMING EFFECTIVE

The Board is pleased to announce that all conditions precedent of the Share Consolidation have been fulfilled as at 19 December 2022, the Share Consolidation will become effective on Wednesday, 21 December 2022. Dealing in the Consolidated Shares on the Stock Exchange will commence on 9:00 a.m. on Wednesday, 21 December 2022. Please refer to the First Circular for details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the new share certificates will be issued in green colour in order to distinguish them from existing share certificates which are in blue colour.

## ADJUSTMENTS TO THE SHARE OPTIONS

As at the date of this announcement, there were outstanding Share Options entitling the holders thereof to subscribe for up to an aggregate of 68,000,000 Existing Shares under the Share Option Scheme.

As a result of the Share Consolidation and in accordance with the Share Option Scheme, the exercise price and the number of Consolidated Shares to be issued upon exercise of the outstanding share options will be adjusted as follows with effect from the effective date of the Share Consolidation (i.e. 21 December 2022):

<b>Date of grant</b>	<b>Before adjustment</b>		<b>After adjustment</b>	
	<b>Number of Existing Shares to be issued upon exercise of the Share Options</b>	<b>Exercise price of the Existing Shares HK\$</b>	<b>Number of Consolidated Shares to be issued upon exercise of the Share Options</b>	<b>Exercise price of the Consolidated Shares HK\$</b>
4 January 2021	68,000,000	0.096	6,800,000	0.96

In accordance with the terms and conditions of the Share Option Scheme, the above adjustments in relation to the Share Options will take effect on Wednesday, 21 December 2022, being the effective date of the Share Consolidation. Save for the above adjustments, all other terms and conditions of the Share Options remain unchanged.

The Company's independent financial adviser, Lego Corporate Finance Limited, has certified in writing that the adjustments made to the exercise price and the number of shares to be issued upon the exercise of the outstanding Share Options are in compliance with the requirements set out in the relevant terms of the Share Option Scheme, Rule 23.03(13) of the GEM Listing Rules and the Supplementary Guidance and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020.

By order of the Board  
**ASTRUM FINANCIAL HOLDINGS LIMITED**  
**Pan Chik**  
*Chairman and Chief Executive Officer*

Hong Kong, 19 December 2022

*As at the date of this announcement, the Directors are:*

***Executive Directors***

*Mr. Pan Chik (Chairman and chief executive officer)*

*Mr. Kwan Chun Yee Hidulf*

*Ms. Yu Hoi Ling*

***Independent Non-executive Directors***

*Mr. Sum Loong*

*Mr. Lau Hon Kee*

*Ms. Yue Chung Sze Joyce*

*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 Listed Company Information” page of the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least 7 days from the date of its publication and on the website of the Company ([www.astrum-capital.com](http://www.astrum-capital.com)).*