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KML Technology Group Limited

高萌科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8065)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 AUGUST 2023;**
- (2) ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;**
- (3) RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND**
- (4) APPOINTMENT OF CHIEF EXECUTIVE OFFICER**

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 AUGUST 2023

The board (the “**Board**”) of directors (the “**Director(s)**”) of KML Technology Group Limited (the “**Company**”) is pleased to announce the voting results of the annual general meeting of the Company held on 7 August 2023 (the “**Annual General Meeting**”).

Reference is made to the circular of the Company (the “**Circular**”) incorporating, amongst others, the notice of the Annual General Meeting dated 29 June 2023 (the “**AGM Notice**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the Annual General Meeting, all the proposed resolutions as set out in the AGM Notice were taken by poll. The Hong Kong share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking.

As at the date of the Annual General Meeting, the total number of issued Shares was 404,960,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Annual General Meeting. There was no restriction on any Shareholders casting votes on any of the proposed resolutions at the Annual General Meeting. There was no Share entitling the Shareholders to attend but abstain from voting in favour of any resolutions proposed at the Annual General Meeting as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) nor would any Shareholders be required under the GEM Listing Rules to abstain from voting at the Annual General Meeting. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the Annual General Meeting.

The Directors including Mr. Luk Kam Ming, Mr. Chan Chak Lun Philip, Mr. Luk Kwai Lung, Mr. Luk Yin Cheung, Mr. Lau On Kwok, Mr. Law Wing Chi Stephen, Dr. Tse Chi Kong and Mr. Yu Wing Lok Garry attended the Annual General Meeting in person or by electronic means.

The poll results in respect of the respective resolutions proposed at the Annual General Meeting were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 March 2023 and the reports of the directors and auditors thereon.	296,432,300 99.9998%	500 0.0002%
2.	To re-elect the following Directors:		
	(A) Mr. Luk Yin Cheung, as an executive Director; and	296,432,300 99.9998%	500 0.0002%
	(B) Dr. Tse Chi Kong, as an independent non-executive Director.	296,432,300 99.9998%	500 0.0002%
3.	To authorise the Board to fix the remuneration of the Directors.	296,431,800 99.9997%	1,000 0.0003%
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration for the year ending 31 March 2024.	296,432,300 99.9998%	500 0.0002%
5.	(A) To grant a general mandate to the Directors of the Company to allot, issue and/or otherwise deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.	296,432,300 99.9998%	500 0.0002%
	(B) To grant a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	296,432,300 99.9998%	500 0.0002%
	(C) Conditional upon the passing of the ordinary resolutions numbered 5(A) and 5(B), to extend the authority given to the Directors of the Company pursuant to ordinary resolution numbered 5(A) to issue shares by adding to the number of shares of the Company which may be allotted and issued by the Directors of the Company pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution numbered 5(B).	296,431,800 99.9997%	1,000 0.0003%

SPECIAL RESOLUTION		For	Against
6.	To approve the proposed amendments to the memorandum and articles of association of the Company and adopt an amended and restated memorandum and articles of association with the proposed amendments, as set out in special resolution numbered 6 of the notice of the Annual General Meeting.	296,432,300 99.9998%	500 0.0002%

As more than 50% of votes were cast in favour of each of the resolutions numbered 1 to 5, such resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of votes were cast in favour of the above resolution numbered 6, such resolution was duly passed as special resolution of the Company.

ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The adoption of the amended and restated memorandum of association and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”) has been approved by the Shareholders by way of a special resolution at the Annual General Meeting. The full text of the Amended and Restated Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company.

RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

As disclosed in the Circular, (i) Mr. Chan Chak Lun Philip (“**Mr. Chan**”), the executive Director, intended not to offer himself for re-election at the Annual General Meeting due to his other personal commitments and adjustments of work arrangement, and retired as an executive Director and ceased to be the chief executive officer of the Company and a member of the risk management committee of the Company with effect from the conclusion of the Annual General Meeting on 7 August 2023; and (ii) Mr. Yu Wing Lok Garry (“**Mr. Yu**”), the independent non-executive Director, intended not to offer himself for re-election at the Annual General Meeting due to his other personal commitments, and retired as an independent non-executive Director and ceased to be a member each of the nomination committee and the risk management committee of the Company with effect from the conclusion of the Annual General Meeting on 7 August 2023.

Mr. Chan has confirmed that his retirement is not due to any disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Yu has confirmed that his retirement is not due to any disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board expresses its sincere gratitude to Mr. Chan and Mr. Yu for their valuable contributions to the Company during their tenure of service.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Board is pleased to announce that Mr. Luk Kwai Lung (“**Mr. Luk**”), an executive Director, has been appointed as the chief executive officer of the Company with effect from 7 August 2023. The biographical details of Mr. Luk were set out in the Company’s 2022/2023 Annual Report published on 28 June 2023 on the websites of the Stock Exchange and the Company. As of the date of this announcement, there has been no change of such information.

The Company will not enter into a new service contract with Mr. Luk in relation to his appointment as the chief executive officer of the Company. Mr. Luk will not receive additional remuneration for his appointment as the chief executive officer of the Company and his remuneration shall remain unchanged under his current service contract. Save as disclosed in the Company’s 2022/2023 Annual Report, there was no matter relating to the appointment of Mr. Luk that needs to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2) of the GEM Listing Rules.

The Board would like to express its warmest welcome to Mr. Luk on his appointment.

By order of the Board
KML Technology Group Limited
LUK Kam Ming
Chairman and Executive Director

Hong Kong, 7 August 2023

Following the conclusion of the Annual General Meeting, the executive Directors are Mr. LUK Kam Ming, Mr. LUK Kwai Lung and Mr. LUK Yin Cheung; and the independent non-executive Directors are Mr. LAU On Kwok, Mr. LAW Wing Chi Stephen and Dr. TSE Chi Kong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 Stock Exchange’s website at www.hkexnews.hk for a minimum period of 7 days from the date of publication and on the website of the Company at www.kml.com.hk.