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MaxWin International Holdings Limited

加和國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8513)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 MAY 2025, AND RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND A MEMBER OF THE AUDIT COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of MaxWin International Holdings Limited (the “**Company**”) is pleased to announce that except for the proposed resolution numbered 2(e), all the proposed resolutions as set out in the notice of the annual general meeting dated 25 April 2025 were duly passed by way of poll at the annual general meeting of the Company held on 23 May 2025 (the “**AGM**”).

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the issued share capital of the Company comprised 818,455,377 ordinary shares of HK\$0.01 each (the “**Shares**”), which was the total number of Shares entitling the registered holders of the Shares (the “**Shareholders**”) to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM as set out in rule 17.47A of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholder was required under the Listing Rules to abstain from voting at the AGM. None of the Shareholders has stated their intention in the Company’s circular dated 25 April 2025 to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The poll results in respect of all the resolutions proposed at the AGM were as follows:

Ordinary resolutions		Number of Shares voted (percentage of total number of Shares voted)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of Directors and auditor of the Company for the year ended 31 December 2024	155,764,685 (100%)	0 (0%)
2(a).	To consider the re-election of Mr. PHUA Swee Hoe as an executive Director	155,764,685 (100%)	0 (0%)
2(b).	To consider the re-election of Mr. LI Rengang as an executive Director	155,764,685 (100%)	0 (0%)
2(c).	To consider the re-election of Mr. YANG Qijun as an executive Director	155,764,685 (100%)	0 (0%)
2(d).	To consider the re-election of Prof. CHEUNG Ka Yue as an independent non-executive Director	155,764,685 (100%)	0 (0%)
2(e).	To consider the re-election of Mr. LIANG Qianyuan as an independent non-executive Director	324,000 (0.2%)	155,440,685 (99.8%)
3.	To authorise the Board to fix the remuneration of the Directors	155,764,685 (100%)	0 (0%)
4.	To consider the re-appointment of CCTH CPA Limited as auditors of the Company, and to authorise the Board to fix their remuneration	155,764,685 (100%)	0 (0%)
5(A).	To give a general mandate to the Directors to allot shares not exceeding 20% of the issued share capital of the Company	155,764,685 (100%)	0 (0%)
5(B).	To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company	155,764,685 (100%)	0 (0%)
5(C).	To extend the general mandate in 5(A) above by the amount of repurchased shares	155,764,685 (100%)	0 (0%)

As more than 50% the votes were cast in favour of each of the proposed ordinary resolutions numbered 1, 2(a), 2(b), 2(c), 2(d), 3, 4, 5(A), 5(B) and 5(C), all of these proposed ordinary resolutions were passed as ordinary resolutions of the Company.

As less than 50% of the votes were cast in favour of the resolution numbered 2(e), such proposed ordinary resolution proposed at the AGM were not passed.

All Directors attended the AGM.

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND A MEMBER OF AN AUDIT COMMITTEE

As stated in the circular of the Company dated 25 April 2025, Mr. LIANG Qianyuan (“**Mr. LIANG**”) would retire at the AGM in accordance with the articles of association of the Company. As the proposed resolution for re-election of Mr. LIANG as an independent non-executive Director was not passed in the AGM, Mr. LIANG retired as an independent non-executive Director at the conclusion of the AGM.

Following the retirement of Mr. LIANG as an independent non-executive Director, Mr. LIANG also retired as a member of the audit committee of the Company.

Accordingly, the number of the independent non-executive Directors (“**INED**”) fall short of the minimum number required under Rule 5.05(1) of the Listing Rules. In addition, the composition of the audit committee of the Company did not meet the requirements under Rule 5.28 of the Listing Rules.

The Company will seek suitable candidates to fill the vacancy of an INED and a member of audit committee of the Company within three months from 23 May 2025 pursuant to Rule 5.06 and Rule 5.33 of the Listing Rules. The Company will make further announcement as and when appropriate.

The Company has confirmed that the Board has no disagreement with Mr. LIANG and there is no matter relating to his retirement which needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the Shareholders.

The Board would like to take this opportunity to thank Mr. LIANG for his contribution to the Company during his tenure of office.

By order of the Board
MaxWin International Holdings Limited
PHUA Swee Hoe
Company secretary

Singapore, 23 May 2025

As at the date of this announcement, the executive Directors are Mr. PHUA Swee Hoe, Mr. LI Rengang, Ms. XU Bin and Mr. YANG Qijun; and the independent non-executive Directors are Prof. CHEUNG Ka Yue and Mr. FU Sze On.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

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