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World Super Holdings Limited

維亮控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8612)

**(1) POLL RESULT OF ANNUAL GENERAL MEETING
HELD ON 30 JUNE 2025,
(2) RETIREMENT OF THE EXECUTIVE DIRECTORS AND
THE INDEPENDENT NON-EXECUTIVE DIRECTORS AND
CHANGE IN COMPOSITION OF THE BOARD COMMITTEES,
(3) NON-COMPLIANCE WITH THE GEM LISTING RULES
AND
(4) APPOINTMENT OF THE LEAD
INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the circular (the “**AGM Circular**”) incorporating the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of World Super Holdings Limited (the “**Company**”) dated 6 June 2025. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular.

The board of directors (the “**Directors**”) of the Company is pleased to announce that all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held on Monday, 30 June 2025.

POLL RESULTS OF THE AGM ON 30 JUNE 2025

The AGM was convened and held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Monday, 30 June 2025 at 3:00 p.m.. At the AGM, the proposed resolutions as set out in the AGM Notice had been taken by poll. Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office 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 number of Shares in issue was 103,680,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM, or to abstain from voting in favor of the resolutions at the AGM as set out in Rules 17.47A of the GEM Listing Rules. None of the Shareholders have stated their intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll result in respect of the resolutions proposed at the AGM is as follows:

Ordinary Resolutions		Number of votes and approximate percentage of total number of votes	
		For	Against
1	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Director(s) ”) and the independent auditor for the year ended 31 December 2024.	10,200,600 (100%)	0 (0%)
2(A)	(i) To re-elect Mr. Sou Peng Kan Albert as an executive Director.	600 (0.00588%)	10,200,000 (99.99412%)
	(ii) To re-elect Mr. Lau Tak Sun Lawrence as an executive Director.	600 (0.00588%)	10,200,000 (99.99412%)
	(iii) To re-elect Mr. Lin Dongsheng as an executive Director.	600 (0.00588%)	10,200,000 (99.99412%)
	(iv) To re-elect Ms. Miao Yingjuan as an executive Director.	600 (0.00588%)	10,200,000 (99.99412%)
	(v) To re-elect Mr. Ma Kin Ling as an executive Director.	600 (0.00588%)	10,200,000 (99.99412%)
	(vi) To re-elect Mr. Law Kim Fai as an independent non-executive Director.	600 (0.00588%)	10,200,000 (99.99412%)
2(B)	To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	10,200,600 (100%)	0 (0%)
3	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.	10,200,600 (100%)	0 (0%)
4	To grant a general mandate to the Directors to allot and issue new ordinary shares of the Company (Ordinary Resolution No. 4 of the notice of the Meeting).	10,200,600 (100%)	0 (0%)
5	To grant a general mandate to the Directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 5 of the notice of the Meeting).	10,200,600 (100%)	0 (0%)
6	To extend the general mandate granted to the Directors to issue new ordinary shares of the Company (Ordinary Resolution No. 6 of the notice of the Meeting).	10,200,600 (100%)	0 (0%)

Note: The description of the above resolutions are by way of summary only. Full text of the resolutions are set out in the AGM Circular and the AGM Notice.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 to 6, the above resolutions were duly passed by the Shareholders at the conclusion of the AGM.

All the Directors attended the AGM, except Mr. Sou Peng Kan Albert, Mr. Lau Lawrence Tak Sun, Mr. Lin Dongsheng, Mr. Zhang Wei, Ms. Miao Yingjuan, Mr. Ma Kin Ling and Mr. Chim Tak Lai (due to other engagement), either in person or by electronic means.

RETIREMENT OF THE EXECUTIVE DIRECTORS AND THE INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

As indicated above, Resolution no. 2(A)(i) to no. 2(A)(vi) respectively regarding to Mr. Sou Peng Kan Albert as an executive Director; Mr. Lau Tak Sun Lawrence as an executive Director; Mr. Lin Dongsheng as an executive Director; Ms. Miao Yingjuan as an executive Director ; Mr. Ma Kin Ling as an executive Director; and Mr. Law Kim Fai as an independent non-executive Director, respectively, were not passed by the Shareholders at the AGM since there was not a majority of votes cast in favour of such Resolution. At the conclusion of the AGM, Mr. Sou Peng Kan Albert, Mr. Lau Tak Sun Lawrence, Mr. Lin Dongsheng, Mr. Ma Kin Ling and Ms. Miao Yingjuan have retired as an executive Director respectively. Mr. Law Kim Fai has retired as an independent non-executive Director.

Following the aforesaid retirements, Mr. Sou Peng Kan Albert will cease to be a member of remuneration committee of the Company, and the chairman of the nomination committee and the board of directors of the Company; Mr. Lin Dongsheng will cease to be a member of nomination committee of the Company; Mr. Ma Kin Ling will cease to be a member of each of remuneration committee and nomination committee of the Company; and Mr. Law Kim Fai will cease to be a member of each of remuneration committee and nomination committee of the Company, and the chairman of the audit committee of the Company.

The Board is not aware of any disagreement with Mr. Sou Peng Kan Albert as an executive Director; Mr. Lau Tak Sun Lawrence as an executive Director; Mr. Lin Dongsheng as an executive Director; Ms. Miao Yingjuan as an executive Director; Mr. Ma Kin Ling as an executive Director; and Mr. Law Kim Fai as an independent non-executive Director, respectively, or any matters relating to their each of respectively retirement that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to extend its appreciation to them for their valuable contribution to the Company during their tenure of office.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Pursuant to Rule 5.05(1) of the GEM Listing Rules, every board of directors of an issuer must include at least three independent non-executive directors.

Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee must comprise a minimum of three members.

Pursuant to Rule 5.36A of the GEM Listing Rules, an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors and the nomination committee shall comprise a minimum of three members under the terms of reference of the nomination committee of the Company.

Following the retirement of aforesaid at the AGM, the Board only comprises two independent non-executive Directors, and each of the audit committee and nomination committee of the Company consists of two members. This falls below the minimum number of independent non-executive directors, and members of audit committee, remuneration committee and nomination committee requirement under Rule 5.05(1), Rule 5.28 and Rule 5.36A of the GEM Listing Rules. The Company will make its best endeavours to identify suitable candidate(s) to fill the above vacancies arising from the retirement of aforesaid at the AGM as soon as practicable. In order to comply with the GEM Listing Rules and the terms of reference of the audit committee, the remuneration committee and the nomination committee of the Company, the Board is in the process of identifying suitable candidate(s) to fill the vacancies as soon as practicable and, in any event, within three months from 30 June 2025 in accordance with the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

APPOINTMENT OF THE LEAD INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board has appointed Mr. Chim Tak Lai, an independent non-executive Director, to be the lead independent non-executive Director (the “**Lead INED**”) with effect from 30 June 2025 to (i) serve as an intermediary for the other Directors and shareholders of the Company; and (ii) be available to other Directors and shareholders of the Company where normal communication channels with the chairlady/Chairman of the Board or management of the Company are inadequate. The Lead INED is not an executive position in the Company and does not have any management role in the Group.

The above changes in composition of Nomination Committee and appointment of Lead INED are implemented in response to the amended Corporate Governance Code as contained in Appendix C1 to the GEM Listing Rules, which will come into effect on 1 July 2025. The Board considers that sound corporate governance plays a vital role in the overall performance of the Company and believes that implementing these changes could strengthen the Board's effectiveness and diversity, and further enhance good corporate governance practices across the Company.

APPOINTMENT OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board is pleased to announce that Mr. Chim Tak Lai, an independent non executive director of the Company, has been appointed as (i) an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules; and (ii) an authorised representative for the purpose of accepting service of process and notices on behalf of the Company in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and Rule 24.05(2) of the GEM Listing Rules (the “**Process Agent**”) with effect from 30 June 2025.

By Order of the Board
World Super Holdings Limited
Zhang Wei
Executive Director

Hong Kong, 30 June 2025

As at the date of this announcement, the board of directors of the Company comprises of Mr. Zhang Wei and Ms. Chan Lok Yin as executive Directors; and Mr. Chim Tak Lai and Ms. Du Min as independent non-executive Directors.

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 HKEx website at www.hkexnews.hk for at least 7 days from the date of its posting and on the website of the Company at www.worldsuperhk.com.