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CHIGO HOLDING LIMITED

志高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 449)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2019 AND CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that the AGM was duly held on 28 June 2019, during which all the Resolutions were duly passed by the Shareholders by way of poll, other than the Resolutions numbered 2(iii), 4 and 6.

POLL RESULTS OF ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Chigo Holding Limited (the “**Company**”) announces that all the resolutions as set out in the notice of annual general meeting dated 24 May 2019 (the “**Resolutions**”, each a “**Resolution**”), other than the Resolutions numbered 2(iii), 4 and 6 were approved by shareholders of the Company (the “**Shareholders**”) at its annual general meeting held on 28 June 2019 (the “**AGM**”). Voting by poll for all the Resolutions at the AGM was requested by the chairman of the AGM. The number of shares and percentages represented by votes for and against the respective Resolutions are set out as follows:

Ordinary resolutions		Number of votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors of the Company and the auditors of the Company for the year ended 31 December 2018.	97,344,000 (100.00%)	0 (0.00%)

Ordinary resolutions		Number of votes (%)	
		For	Against
2(i)	Ms. Li Xiuhui be re-elected as an executive Director and the board of Directors be authorised to fix her remuneration.	94,960,000 (97.55%)	2,384,000 (2.45%)
2(ii)	Ms. Huang Guijian be re-elected as an executive Director and the board of Directors be authorised to fix her remuneration.	94,960,000 (97.55%)	2,384,000 (2.45%)
2(iii)	Mr. Wang Manping be re-elected as an independent non-executive Director and the Board of Directors be authorised to fix his remuneration.	35,990,000 (36.97%)	61,354,000 (63.03%)
3.	To appoint Deloitte Touche Tohmatsu as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of Directors to fix its remuneration.	96,050,000 (98.67%)	1,294,000 (1.33%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this Resolution.	31,364,000 (32.65%)	64,686,000 (67.35%)
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this Resolution.	92,728,000 (96.54%)	3,322,000 (3.46%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company.	31,364,000 (33.36%)	62,658,000 (66.64%)

Note: Please refer to the notice of AGM dated 24 May 2019 for the full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1, 2(i), 2(ii), 3 and 5, all of these Resolutions were duly passed as ordinary resolutions.

As more than 50% of the votes were cast against each of the Resolutions numbered 2(iii), 4 and 6, all of these Resolutions were not passed as ordinary resolutions.

As at the date of the AGM:

- (a) the total number of issued shares of the Company was 8,434,178,000 shares, which was the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM;
- (b) no Shareholder was entitled to attend and abstain from voting in favour as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and
- (c) no Shareholder was required under the Listing Rules to abstain from voting.

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

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

As more than 50% of the votes were cast against the Resolution numbered 2(iii), such Resolution was not passed and as a result, Mr. Wang Manping (“**Mr. Wang**”) ceased to be an independent non-executive Director of the Company upon the closing of the AGM. Upon cessation as an independent non-executive Director of the Company, Mr. Wang also ceased to be the chairman of the remuneration committee of the Company and a member of the nomination committee and the audit committee of the Company.

Mr. Wang has confirmed to the Company that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of his cessation as an independent non-executive Director of the Company.

Following the cessation of Mr. Wang as an independent non-executive Director of the Company, the Company has only one independent non-executive Director, and therefore below the minimum number of independent non-executive directors required under Rules 3.10(1) and 3.10A of the Listing Rules. The number of members of the Company’s audit committee and nomination committee also falls below the minimum number required under Rule 3.21 of the Listing Rules and the terms of reference of the respective committees.

With the view to complying with the above requirements under the Listing Rules and the terms of reference of the audit committee and the nomination committee, the Company is endeavouring to identify a suitable candidate to fill the above vacancies as soon as practicable and in any event within three months from the date of this announcement. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

By Order of the Board
Chigo Holding Limited
Li Xinghao
Chairman

Hong Kong, 28 June 2019

As at the date of this announcement, the executive Directors are Li Xinghao, Li Xiuhui, Huang Guijian and Yang Xiangwen, and the independent non-executive Director is Zhang Xiaoming.