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VANTAGE INTERNATIONAL (HOLDINGS) LIMITED

盈信控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 15)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING HELD ON 28 AUGUST 2019;
RETIREMENT OF AN INED;
CHANGE OF CHAIRMAN OF THE AUDIT COMMITTEE;
AND
CHANGE IN COMPOSITIONS OF THE BOARD COMMITTEES**

The Board wishes to announce that:

1. at the AGM held on 28 August 2019, all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll;
2. Mr. FUNG Pui Cheung, Eugene, *BBS*, did not seek for re-election at the AGM due to his other personal commitment and therefore retired as an INED and ceased to be the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee after the conclusion of the AGM; and
3. Mr. MONG Chan was appointed as the new chairman of the Audit Committee with effect from 28 August 2019, after the conclusion of the AGM.

Reference is made to the circular of Vantage International (Holdings) Limited (the “**Company**”) dated 26 July 2019 (the “**Circular**”) and the notice of the annual general meeting of the same date as set out in the Circular (the “**AGM Notice**”) and the announcement dated 18 July 2019 (the “**Announcement**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board of the Company is pleased to announce that at the AGM held on 28 August 2019, a poll was demanded by the chairman of the AGM for voting on all proposed resolutions as set out in the AGM Notice and all resolutions have been duly passed by the Shareholders by way of poll.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the AGM for the purpose of vote-taking. The poll results of the AGM are as follows:

Resolutions (Note)		Number of Votes (%)*	
		For	Against
1.	To receive and adopt the audited financial statements, the report of the Directors and the independent auditor's report for the year ended 31 March 2019.	819,054,726 (100.00%)	Nil (0.00%)
2.	To declare a final dividend of HK\$0.02 per Share (HK2 cents per Share) of the Company in respect of the year ended 31 March 2019.	819,054,726 (100.00%)	Nil (0.00%)
3.	To re-elect Dr. LEE Man Piu, Albert as a Non-executive Director.	818,840,726 (99.97%)	214,000 (0.03%)
4.	To re-elect Prof. KO Jan Ming as an Independent Non-executive Director.	819,054,726 (100.00%)	Nil (0.00%)
5.	To re-elect The Hon. IP Kwok Him, <i>GBM, GBS, JP</i> , as an Independent Non-executive Director.	818,548,726 (99.94%)	506,000 (0.06%)
6.	To re-elect Mr. MONG Chan as an Independent Non-executive Director.	819,054,726 (100.00%)	Nil (0.00%)
7.	To authorise the Board to fix the remuneration of the Directors.	819,054,726 (100.00%)	Nil (0.00%)
8.	To re-appoint Ernst & Young as the Company's auditor and to authorise the Board to fix their remuneration.	819,054,726 (100.00%)	Nil (0.00%)
9.	To grant a general mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company.	808,668,726 (98.73%)	10,386,000 (1.27%)
10.	To grant a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company.	819,054,726 (100.00%)	Nil (0.00%)
11.	To extend the authority to allot, issue and deal with shares in the Company by an additional amount representing such amount of shares as repurchased pursuant to the authority granted under resolution number 10.	808,668,726 (98.73%)	10,386,000 (1.27%)

Note: The full text of the resolutions is set out in the AGM Notice.

* All percentages are rounded off to two decimal places.

As more than half of the votes were cast in favour of each of the resolutions proposed at the AGM, all such resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued share capital of the Company of HK\$0.025 each was 1,683,146,400 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. No Shareholder has indicated in the Circular his/her intention to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

RETIREMENT OF AN INED, CHANGE OF CHAIRMAN OF THE AUDIT COMMITTEE AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

As set out in the Announcement, Mr. FUNG Pui Cheung, Eugene, *BBS* (“**Mr. FUNG**”) had informed the Board that due to his other personal commitment, he decided not to seek for re-election at the AGM and therefore, Mr. FUNG retired as an INED and ceased to be the chairman of the Audit Committee, and as a member of the Remuneration Committee and the Nomination Committee (together with the Audit Committee and the Remuneration Committee, the “**Board Committees**”) after the conclusion of the AGM.

Mr. FUNG has confirmed that he is not aware of any matter relating to his retirement that needs to be brought to the attention of the Shareholders. He has also confirmed that he is not aware of any disagreement with the Board.

To fill the vacancy in the chairmanship of the Audit Committee after Mr. FUNG’s retirement, the Board appointed Mr. MONG Chan (“**Mr. MONG**”, who had been approved by the Shareholders at the AGM as an INED under resolution 6) as the new chairman of the Audit Committee, with effect from 28 August 2019, after the conclusion of the AGM.

Following the conclusion of the AGM on 28 August 2019, the following changes in composition of the Board Committees take effect:

1. **Audit Committee:**
 - (i) Mr. FUNG retired and ceased to be the chairman; and
 - (ii) Mr. MONG be appointed as the chairman.
2. **Remuneration Committee:**
 - (i) Mr. FUNG retired and ceased to be a member.
3. **Nomination Committee:**
 - (i) Mr. FUNG retired and ceased to be a member.

The Board would like to thank Mr. FUNG's invaluable contributions to the Company during his tenure and warmly welcome Mr. MONG taking up the new position.

By Order of the Board
VANTAGE INTERNATIONAL (HOLDINGS) LIMITED
NGAI Chun Hung
Chairman

Hong Kong, 28 August 2019

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. NGAI Chun Hung

Mr. YAU Kwok Fai

Ms. LAU Tsz Kwan, Jone

Independent Non-executive Directors

Prof. KO Jan Ming

The Hon. IP Kwok Him, *GBM, GBS, JP*

Mr. MONG Chan

Non-executive Director

Dr. LEE Man Piu, Albert