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## **SMARTAC GROUP CHINA HOLDINGS LIMITED**

**中國智能集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 395)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING HELD ON 28 MAY 2020**

References are made to (i) the notice of annual general meeting (the “**AGM**”) of Smartac Group China Holdings Limited (the “**Company**”) dated 28 April 2020 (“**AGM Notice**”); (ii) the notice of extraordinary general meeting (the “**EGM**”) of the Company dated 16 March 2020 (“**EGM Notice**”); (iii) the circular (“**Circular**”) of the Company dated 16 March 2020 in relation to the Proposed Change of Company Name (as defined in the Circular); and (iv) the announcements of the Company dated 3 April 2020 and 24 April 2020 in relation to the postponement of the EGM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company, acted as the scrutineers at the AGM and EGM for the purpose of vote-taking.

As at the date of the AGM and the EGM, the issued share capital of the Company comprised 5,635,970,924 ordinary shares of HK\$0.05 each (the “**Shares**”), which was the total number of shares of the Company entitling the holders of which (the “**Shareholders**”) to attend and vote for or against the ordinary resolutions (the “**AGM Resolutions**”) proposed at the AGM as set out in the AGM Notice and the special resolution proposed at the EGM (the “**EGM Resolution**”) as set out in the EGM Notice.

There were no shares entitling the holder to attend and abstain from voting in favour of the AGM Resolutions at the AGM and the EGM Resolution at the EGM 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**”). No Shareholder was required under the Listing Rules to abstain from voting on the AGM Resolutions at the AGM and the EGM Resolution at the EGM. No Shareholder entitled to attend the AGM may vote only against the AGM Resolutions at the AGM. No Shareholder has stated their intention in the Circular to vote against or to abstain from voting on the EGM Resolution at the EGM.

## POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the AGM held on 28 May 2020, all the AGM Resolutions as set out in the AGM Notice were taken by poll. The poll results in respect of the AGM Resolutions are as follows:

Ordinary Resolutions		No. of votes (Approximate %)	
		For	Against
1.	To receive and adopt the audited financial statements of the Company and the reports of the directors and the auditor for the year ended 31 December 2019	196,534,060 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Yang Xin Min as director of the Company	196,534,060 (100.00%)	0 (0.00%)
	(b) To re-elect Dr. Cheng Faat Ting Gary as director of the Company	196,534,060 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Poon Lai Yin Michael as director of the Company	196,534,060 (100.00%)	0 (0.00%)
	(d) To re-elect Mr. Ho Chi Kin as director of the Company	196,534,060 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Tsui Francis King Chung as director of the Company	196,534,060 (100.00%)	0 (0.00%)
	(f) To re-elect Mr. Tang Yat Ming Edward as director of the Company	196,534,060 (100.00%)	0 (0.00%)
	(g) To authorise the directors to fix the directors' remuneration	196,534,060 (100.00%)	0 (0.00%)
3.	To re-appoint auditor and to authorise the directors to fix auditor's remuneration	196,534,060 (100.00%)	0 (0.00%)
4A.*	To give a general mandate to the directors to allot, issue and deal with the shares of the Company not exceeding 20% of the total number of the issued shares of the Company as at the date of passing of this resolution	193,910,060 (98.66%)	2,624,000 (1.34%)
4B.*	To give a general mandate to the directors to repurchase the shares of the Company not exceeding 10% of the total number of the issued shares of the Company as at the date of passing of this resolution	196,534,060 (100.00%)	0 (0.00%)
4C.*	To extend the general mandate granted to the directors to allot, issue and deal with additional shares by the total number of shares repurchased by the Company	193,910,060 (98.66%)	2,624,000 (1.34%)

\* The full text of Resolutions 4A to 4C are set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the AGM Resolutions, all the AGM Resolutions were duly passed as ordinary resolutions at the AGM.

## POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

At the EGM held on 28 May 2020, the EGM Resolution was taken by poll. The poll results in respect of the EGM Resolution are as follows:

Special Resolution	No. of votes (Approximate %)	
	For	Against
To approve that, subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Smartac Group China Holdings Limited” to “Smartac International Holdings Limited” and the Chinese name of “環球智能控股有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “中國智能集團控股有限公司” (the “ <b>Proposed Change of Company Name</b> ”) with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, and that any one or more directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, in connection with the implementation of and giving effect to the Proposed Change of Company Name and to attend any necessary registration and/or filing for and on behalf of the Company.	196,538,370 (100.00%)	0 (0.00%)

As more than 75% of the votes were cast in favour of the EGM Resolution, the EGM Resolution was duly passed as the special resolution at the EGM.

By Order of the Board  
**Smartac Group China Holdings Limited**  
**Yang Xin Min**  
Chairman

Hong Kong, 28 May 2020

*As at the date of this announcement, the Board comprises of (i) one executive Director, namely, Mr. Ho Chi Kin; (ii) one non-executive Director, namely Mr. Yang Xin Min (Chairman); and (iii) five independent non-executive Directors, namely Dr. Cheng Faat Ting Gary, Mr. Poon Lai Yin Michael, Mr. Tsui Francis King Chung, Mr. Tang Yat Ming Edward and Mr. Peng Bobo.*