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**CENTURY GINWA RETAIL HOLDINGS LIMITED**

**世紀金花商業控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 162)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 18 SEPTEMBER 2020  
AND  
RETIREMENT OF DIRECTOR**

Reference is made to the circular (the “**Circular**”) of Century Ginwa Retail Holdings Limited (the “**Company**”) dated 31 July 2020. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

At the annual general meeting of the Company held on 18 September 2020 (the “**AGM**”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of Annual General Meeting dated 31 July 2020. The Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer of vote-taking at the AGM.

As at the date of the AGM, the total number of ordinary shares in issue of the Company (the “**Shares**”) was 1,149,694,715 Shares. No Shareholders were required to abstain from voting on any of the resolutions put on vote at the AGM under the Listing Rules. None of the Shareholders had stated any intention in the Circular to vote against the ordinary resolutions proposed at the AGM, and there were no Shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules. Accordingly, there were 1,149,694,715 Shares entitling the holders to attend and vote for or against the ordinary resolutions at the AGM.

The poll results in respect of the ordinary resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1.	To receive and approve the audited financial statements, directors' reports and independent auditor's report of the Company for the year ended 31 March 2020.	658,893,521 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Huang Shunxu as an executive Director.	658,893,521 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Qin Chuan as an executive Director.	658,893,521 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Qi Yong as an executive Director.	658,893,521 (100.00%)	0 (0.00%)
	(d) To re-elect Ms. Wan Qing as an executive Director.	658,893,521 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Li Yang as a non-executive Director.	658,893,521 (100.00%)	0 (0.00%)
	(f) To re-elect Dr. Han Qinchun as an independent non-executive Director.	93 (0.01%)	658,893,428 (99.99%)
	(g) To authorise the board of directors of the Company (the " <b>Board</b> ") to fix the directors' remuneration.	658,893,521 (100.00%)	0 (0.00%)
3.	To re-appoint KPMG, Certified Public Accountants as auditor of the Company and to authorise the Board to fix their remuneration.	658,893,521 (100.00%)	0 (0.00%)
4.	To give a general mandate to the directors of the Company to allot, issue and deal with Shares not exceeding 20 per cent of the total number of Shares in issue.	658,893,521 (100.00%)	0 (0.00%)
5.	To give a general mandate to the directors of the Company to buy back Shares not exceeding 10 per cent of the total number of Shares in issue.	658,893,521 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the directors of the Company under resolution numbered (4) to allot, issue and deal with Shares by an amount not exceeding the amount of the Shares bought back by the Company pursuant to resolution numbered (5).	658,893,521 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of the proposed resolutions no. 1, 2(a), 2(b), 2(c), 2(d), 2(e), 2(g), 3, 4, 5, and 6, all the aforesaid resolutions were duly passed as ordinary resolutions of the Company by way of poll at the AGM.

As less than 50% of the votes were cast in favour of the proposed resolution no. 2(f), the aforesaid resolution was not passed at the AGM.

## **RETIREMENT OF DIRECTOR**

As poll results of the AGM set out above, Dr. Han Qinchun (“**Dr. Han**”) was not re-elected at the AGM and thus has retired as an independent non-executive Director and member of the nomination committee of the Board with effect from the conclusion of the AGM (the “**Retirement**”).

The Board is not aware of any disagreement with Dr. Han or any matter relating to the Retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Following the Retirement, the Company has two independent non-executive Directors, which result in the current number of independent non-executive Directors falling below the minimum number required under Rule 3.10(1) of the Listing Rules.

Pursuant to Rule 3.10A of the Listing Rules, a listed issuer must appoint independent non-executive directors representing at least one-third of the board of directors. Following the Retirement, the Board comprises eight members with four executive Directors, two non-executive Directors and two independent non-executive Directors. As a result, the number of independent non-executive Directors has fallen short of at least one-third of the Board as required by Rule 3.10A of the Listing Rules.

In order to comply with Rules 3.10(1) and 3.10A of the Listing Rules, the Company will endeavor to identify and appoint a suitable candidate to fill the vacancy, so that the requirements under Rules 3.10(1) and 3.10A of the Listing Rules will be met as soon as possible and in any event within three months from the date of the AGM pursuant to Rule 3.11 of the Listing Rules.

Further announcement(s) will be made by the Company in relation to such appointment as and when appropriate.

The Board would like to express its sincere gratitude to Dr. Han for his valuable contribution to the Company during his tenure of office.

By order of the Board  
**Century Ginwa Retail Holdings Limited**  
**Leung Kee Wai**  
*Company Secretary*

Hong Kong, 18 September 2020

*As at the date of this announcement, the Board comprises four executive Directors, being Mr. Huang Shunxu, Mr. Qin Chuan, Mr. Qi Yong and Ms. Wan Qing; two non-executive Directors, being Mr. Li Yang and Mr. Chen Shuai, and two independent non-executive Directors, being Mr. Tsang Kwok Wai and Mr. Ruan Xiaofeng.*