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## **SMARTAC INTERNATIONAL HOLDINGS LIMITED**

**環球智能控股有限公司**

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

**(Stock code: 395)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 30 JUNE 2021;  
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
CHANGE OF COMPOSITION OF BOARD COMMITTEES  
AND  
(3) NON-COMPLIANCE WITH RULES 3.10(1) and 3.21 OF THE LISTING RULES  
AND TERMS OF REFERENCE OF COMMITTEES**

Reference is made to the circular (“**Circular**”) and the notice (“**AGM Notice**”) of annual general meeting (the “**AGM**”) of Smartac International Holdings Limited (the “**Company**”) both dated 31 May 2021.

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

As at the date of the AGM, 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 “**Resolutions**”) proposed at the AGM as set out in the AGM Notice.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) there were no shares entitling the holder to attend and abstain from voting in favour of the Resolutions at the AGM 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 (ii) no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the AGM. No Shareholder entitled to attend the AGM may vote only against the Resolutions at the AGM. No Shareholder has stated his intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

## (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the AGM held on 30 June 2021, all the Resolutions as set out in the AGM Notice were taken by poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		No. of Votes (Approx. %)	
		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 2020	1,047,706,310 (94.81%)	57,310,000 (5.19%)
2.	(a) To re-elect Dr. Cheng Faat Ting Gary as director of the Company	1,048,346,310 (94.87%)	56,670,000 (5.13%)
	(b) To re-elect Mr. Poon Lai Yin Michael as director of the Company	1,048,346,310 (94.87%)	56,670,000 (5.13%)
	(c) To re-elect Mr. Peng Bobo as director of the Company	218,546,310 (19.78%)	886,526,000 (80.22%)
	(d) To authorise the directors to fix the directors' remuneration	1,048,346,310 (94.87%)	56,670,000 (5.13%)
3.	To re-appoint auditor and to authorise the directors to fix auditor's remuneration	1,047,706,310 (94.81%)	57,310,000 (5.19%)
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	210,334,310 (19.03%)	894,682,000 (80.97%)
4B.*	To grant 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	210,334,310 (19.03%)	894,682,000 (80.97%)
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	210,334,310 (19.03%)	894,682,000 (80.97%)

\* The description of the respective Resolution is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions numbered 1, 2(a), 2(b), 2(d) and 3, the aforesaid Resolutions were duly passed as ordinary resolutions at the AGM.

**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

As stated in the Circular, Mr. Peng Bobo (“**Mr. Peng**”) would retire at the AGM in accordance with the Articles of Association of the Company. As the Resolution for re-election of Mr. Peng was not passed by the Shareholders at the AGM, Mr. Peng has retired as independent non-executive Director with effect from the conclusion of the AGM (the “**Retirement**”).

The Board is not aware of any disagreement with Mr. Peng 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, Mr. Peng has ceased to be the member of each of the audit committee of the Company (the “**Audit Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”).

**(3) NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES**

Following the Retirement, the number of independent non-executive Directors fell below the minimum number required under Rules 3.10(1) of the Listing Rules, the number of members of the Audit Committee fell below the minimum number required under Rule 3.21 of the Listing Rules and article 2 of the terms of reference of the Audit Committee, and the number of members of the Remuneration Committee fell below the minimum number required under article 2 of the terms of reference of the Remuneration Committee. The Company will endeavour to identify suitable candidate(s) to fill up the abovementioned vacancies as soon as practicable and, in any event, within three months from the effective date of Retirement as required under Rules 3.11 and 3.23 of the Listing Rules, respectively. Further announcement will be made by the Company upon fulfilment of such requirements.

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

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

Hong Kong, 30 June 2021

*As at the date of this announcement, the Board comprises (i) one executive Director, namely, Mr. Yang Xin Min (Chairman and Chief Executive Officer); and (ii) two independent non-executive Directors, namely Dr. Cheng Faat Ting Gary and Mr. Poon Lai Yin Michael.*