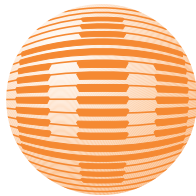


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## **KANTONE HOLDINGS LIMITED**

**看通集團有限公司**

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

**(Stock Code: 1059)**

### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 DECEMBER 2021 AND (2) CHANGE OF DIRECTORS**

#### **(1) POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the ordinary resolutions proposed at the AGM held on 30 December 2021 were duly passed by way of poll.

#### **(2) CHANGE OF DIRECTORS**

With effect from the conclusion of the AGM,

- (1) Ms. Wong Man Winny retired from office as an executive Director and ceased to be the chairperson of the Board;
- (2) Mr. Wu Yunjing retired from office as an executive Director;
- (3) Mr. Clayton Ip retired from office as an independent non-executive Director and ceased to be a member of each of the Audit Committee, the Human Resources and Remuneration Committee and the Nomination Committee;
- (4) Mr. Chan Koon Wa has been elected as an executive Director and the chairman of the Board; and
- (5) Mr. Ip Wai Lun William has been elected as an independent non-executive Director and appointed as a member of each of the Audit Committee, the Human Resources and Remuneration Committee and the Nomination Committee.

Reference is made to the circular (the “**Circular**”) of Kantone Holdings Limited (the “**Company**”) and the notice of annual general meeting (the “**Notice**”) both dated 30 November 2021 and issued to the shareholders of the Company. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular and the Notice.

## **(1) POLL RESULTS OF THE AGM**

At the annual general meeting of the Company held on 30 December 2021 (the “**AGM**”), all the proposed resolutions as set out in the Notice were taken by poll.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, was appointed 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 217,038,506 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on any of the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

In addition, as set out in the Circular, under Rule 7 of the Takeovers Code, except with the consent of the Executive, the directors of Company should not resign until the first closing date of the Offer, since the Offer was closed on 28 December 2021, and therefore, the resolutions for re-electing Mr. Clayton Ip and Mr. Wu Yunjing (“**Mr. Wu**”) as Directors were not proposed at the AGM.

The poll results in respect of the respective resolutions stated in the Notice were as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and independent auditor of the Company for the year ended 30 June 2021	130,606,070 (98.97%)	1,353,432 (1.03%)
2.	(i) To re-elect Mr. Liu Ka Lim as a non-executive Director	130,606,070 (98.97%)	1,353,432 (1.03%)
	(ii) To re-elect Ms. Chung Sau Wai Ada as an independent non-executive Director	130,606,070 (98.97%)	1,353,432 (1.03%)
	(iii) To elect Mr. Ip Wai Lun William as independent non-executive Director	130,606,070 (98.97%)	1,353,432 (1.03%)
	(iv) Subject to the AGM taking place on or after the date of despatch of the composite offer and response document in relation to the mandatory general offer made by Kingston Securities Limited for and on behalf of Innovative City Investments Limited (the “Offeror”) to acquire all the issued shares of the Company (other than those already owned and/or to be acquired by the Offeror and parties acting in concert with it) (the “Offer”), to elect Mr. Chan Koon Wa as executive Director and chairman of the board of Directors of the Company	130,606,070 (98.97%)	1,353,432 (1.03%)
	(v) Subject to the AGM taking place before the first closing date of the Offer, to re-elect Mr. Clayton Ip as an independent non-executive Director	<i>Not proposed at the AGM</i>	
	(vi) Subject to the AGM taking place before the first closing date of the Offer, to re-elect Mr. Wu Yunjing as an executive Director	<i>Not proposed at the AGM</i>	
	(vii) To authorise the board of Directors to fix the Directors’ remuneration	130,606,070 (98.97%)	1,353,432 (1.03%)
3.	To re-appoint Moore Stephens CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration	130,606,070 (98.97%)	1,353,432 (1.03%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution (details of the resolution are contained in resolution no. 4 of the Notice)	130,606,070 (98.97%)	1,353,432 (1.03%)
5.	To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution (details of the resolution are contained in resolution no. 5 of the Notice)	130,606,070 (98.97%)	1,353,432 (1.03%)
6.	To extend the general mandate granted by resolution no. 4 to issue additional Shares by adding the number of Shares bought back pursuant to the general mandate granted by resolution no. 5 (details of the resolution are contained in resolution no. 6 of the Notice)	130,606,070 (98.97%)	1,353,432 (1.03%)

The Board is pleased to announce that as more than one-half of the votes were cast in favor of each of the ordinary resolutions (Resolution no. 1 to Resolution no. 6) proposed at the AGM as set out above, all the ordinary resolutions (Resolution no. 1 to Resolution no. 6) proposed at the AGM were duly passed by the Shareholders as ordinary resolutions of the Company by way of poll at the AGM.

## (2) CHANGE OF DIRECTORS

### (a) Retirement of Directors

As set out in the Circular, under Rule 7 of the Takeovers Code, except with the consent of the Executive, the directors of Company should not resign until the first closing date of the Offer, since the Offer was closed on 28 December 2021, and therefore, in accordance with the Articles of Association of the Company, Ms. Wong Man Winny (“**Ms. Wong**”) who wished to retire, and Mr. Clayton Ip, being the third Director who shall retire by rotation at the AGM pursuant to Article 87(1) of the Articles of Association, have informed the Board their intention to retire and not to offer themselves for re-election at the AGM. Accordingly, they so retired at the AGM and did not offer themselves for re-election. Mr. Wu shall retire by rotation at the AGM pursuant to Article 86(3) of the Articles of Association of the Company. He has informed the Board his intention to not offer himself for re-election at the AGM, and accordingly, he did not offer himself for re-election at the AGM and has retired from office as an executive Director.

Ms. Wong, Mr. Clayton Ip and Mr. Wu have confirmed that they have no disagreement with the Board and that they are not aware of any other matters in respect of their retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. Accordingly, with effect from the conclusion of the AGM, (1) Ms. Wong retired from office as an executive Director and ceased to be the chairperson of the board of the Company (the “**Board**”); (2) Mr. Wu retired from office as an executive Director and (3) Mr. Clayton Ip retired from office as an independent non-executive Director and ceased to be a member of each of the Audit Committee, the Human Resources and Remuneration Committee and the Nomination Committee.

### (b) Appointment of Directors

As set out in the Circular, under Rule 26.4 of the Takeovers Code, except with the consent of the Executive, no nominee of an offeror or persons acting in concert with it may be appointed to the board of the offeree company or any of its subsidiaries, until the offer document has been posted. The Offeror intended that Mr. Chan Koon Wa (“**Mr. Chan**”), the sole director of the Offeror and the controlling Shareholder, be appointed as an executive Director and the chairman of the Board of the Company on a date which is no earlier than such date as permitted under the Takeovers Code i.e. the date of despatch of the composite offer and response document in relation to the Offer (the “**Composite Document**”). The Composite

Document had been despatched on 3 December 2021, and therefore, a resolution was proposed at the AGM and Mr. Chan has been elected as an executive Director and the chairman of the Board with effect from the conclusion of the AGM.

For the biographical details of Mr. Chan and Mr. Ip and their information required to be disclosed under Rule 13.51(2) of the Listing Rules, please refer to the Circular. As at the date of this announcement, Mr. Chan holds 136,628,444 shares in the Company, which represents approximately 62.95% of its issued share capital. Save as disclosed above, as at the date of this announcement, there was no change in the information of Mr. Chan and Mr. Ip which is required to be disclosed under Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to express its appreciation to Ms. Wong, Mr. Clayton Ip and Mr. Wu for their valuable contributions to the Company during their tenure of office and extend its warmest welcome to Mr. Chan and Mr. Ip in joining the Board.

By order of the Board  
**Kantone Holdings Limited**  
**Chan Koon Wa**  
*Chairman*

Hong Kong, 30 December 2021

*As at the date of this announcement, the executive Director is Mr. Chan Koon Wa; the non-executive Directors are Mr. Liu Ka Lim and Ms. To Yin Fong Cecilica; and the independent non-executive Directors are Mr. Leung Man Fai, Ms. Chung Sau Wai Ada and Mr. Ip Wai Lun William.*