

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**英皇集團 (國際) 有限公司\***  
**Emperor International Holdings Limited**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code : 163)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 18 AUGUST 2022  
AND  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that all the proposed Resolutions were duly passed by the Shareholders by way of poll at the AGM held today.

The Board also announces that at the AGM, Mr. Wong Tak Ming, Gary retired by rotation as an independent non-executive director of the Company while Mr. Poon Yan Wai was elected as a director of the Company and acts as an independent non-executive director of the Company upon conclusion of the AGM.

**I. Poll Results of the Annual General Meeting**

Reference is made to the circular of Emperor International Holdings Limited (the “**Company**”) dated 14 July 2022 (“**Circular**”) setting out, inter alia, the notice of annual general meeting (“**Notice**”) of the Company held on 18 August 2022 (“**AGM**”). Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

All Directors of the Company, namely Ms. Luk Siu Man, Semon, Mr. Yeung Ching Loong, Alexander, Mr. Wong Chi Fai, Ms. Fan Man Seung, Vanessa, Mr. Cheung Ping Keung, Mr. Wong Tak Ming, Gary, Mr. Chan Hon Piu and Mr. Chu Kar Wing had attended the AGM. The poll results of the ordinary resolutions and special resolutions (collectively referred as to “**Resolutions**”) proposed at the AGM are as follows :

Ordinary Resolutions		Number of votes (% to the total number of Shares voted at the AGM )		Total number of votes cast
		FOR	AGAINST	
1.	To consider and adopt the audited consolidated financial statements for the year ended 31 March 2022 together with the reports of the directors and independent auditor (“ <b>Auditor</b> ”) thereon	2,927,640,039 Shares (100.00%)	0 Share (0.00%)	2,927,640,039 Shares

\* for identification purpose only

Ordinary Resolutions		Number of votes (% to the total number of Shares voted at the AGM )		Total number of votes cast
		FOR	AGAINST	
2.	To declare final dividend (HK1.6 cents per share) for the year ended 31 March 2022	2,927,640,038 Shares (99.99%)	1 Share (0.01%)	2,927,640,039 Shares
3.	(A) To re-elect Mr. Cheung Ping Keung as Director	2,927,640,038 Shares (99.99%)	1 Share (0.01%)	2,927,640,039 Shares
	(B) To re-elect Mr. Chan Hon Piu as Director	2,927,640,038 Shares (99.99%)	1 Share (0.01%)	2,927,640,039 Shares
	(C) To elect Mr. Poon Yan Wai as Director	2,927,081,288 Shares (99.98%)	558,751 Shares (0.02%)	2,927,640,039 Shares
	(D) To authorise the Board to fix the Directors' remuneration	2,927,640,038 Shares (99.99%)	1 Share (0.01%)	2,927,640,039 Shares
4.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board to fix their remuneration	2,927,640,039 Shares (100.00%)	0 Share (0.00%)	2,927,640,039 Shares
5. #	(A) To grant a general mandate to the Directors to issue Shares	2,884,318,834 Shares (98.52%)	43,321,205 Shares (1.48%)	2,927,640,039 Shares
	(B) To grant a general mandate to the Directors to buy back Shares	2,927,640,039 Shares (100.00%)	0 Share (0.00%)	2,927,640,039 Shares
	(C) To extend the general mandate granted to the Directors to issue additional Shares by the amount of Shares bought back by the Company	2,884,318,834 Shares (98.52%)	43,321,205 Shares (1.48%)	2,927,640,039 Shares
Special Resolutions		Number of votes (% to the total number of Shares voted at the AGM )		Total number of votes cast
		FOR	AGAINST	
6. #	To approve the Adoption of New Bye-laws of the Company	2,926,969,289 Shares (99.98%)	670,750 Shares (0.02%)	2,927,640,039 Shares
7. #	To approve the adoption of the new Chinese Name as secondary name of the Company	2,927,640,039 Shares (100.00%)	0 Share (0.00%)	2,927,640,039 Shares

# The full text of Resolution No. 5 to 7 is set out in the Notice.

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the Ordinary Resolutions and more than 75% of the votes were cast in favour of each of the Special Resolutions, all Resolutions were duly passed by the Shareholders. The Company has appointed Tricor Secretaries Limited, the Company's Hong Kong Branch Share Registrar, to act as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of AGM, a total 3,677,545,667 Shares were in issue and entitled the holders of which to attend and vote at the AGM. There were no restrictions on any Shareholder to cast votes on any of the Resolutions.

## **II. Change of Independent Non-executive Directors and Members of Board Committees**

The Board also announces the following change of Independent Non-executive Directors and Members of Board Committees:

### **Retirement of Mr. Wong Tak Ming, Gary (“Mr. Gary Wong”)**

Mr. Gary Wong has served the Board for almost 9 years and being eligible, but did not offer himself for re-election and retired by rotation as an Independent Non-executive Director upon conclusion of the AGM. Following his retirement, Mr. Gary Wong automatically ceased to act as the chairman of the Audit Committee as well as a member of the Nomination Committee and the Corporate Governance Committee under the Board.

Mr. Gary Wong confirmed that he had no disagreement with the Board and there was no matter relating to his retirement that would need to be brought to the attention of the Shareholders.

### **Appointment of Mr. Poon Yan Wai (“Mr. Andy Poon”)**

As Resolution 3(C) above in relation to the election of Mr. Andy Poon as Director was duly passed at the AGM, the appointment of Mr. Andy Poon as Independent Non-executive Director took effect upon conclusion of the AGM filling the vacancy created by the retirement of Mr. Gary Wong. At the same time, Mr. Andy Poon succeeds Mr. Gary Wong for his positions in the Audit Committee, Nomination Committee and Corporate Governance Committee.

The information of Mr. Andy Poon that is required to be disclosed under Rule 13.51(2) of the Listing Rules (including his biographical details) was set out in Appendix I of the Circular and since then, there has been no change in all such information.

Mr. Andy Poon confirmed that he meets all independence criteria as set out under Rule 3.13 of the Listing Rules.

### **Board Appreciation**

The Board would like to take this opportunity to express its sincere gratitude to Mr. Gary Wong for his valuable contributions to the Group during his tenure of service and extend a warm welcome to Mr. Andy Poon for joining the Board

By order of the Board  
**Emperor International Holdings Limited**  
**Luk Siu Man, Semon**  
*Chairperson*

Hong Kong, 18 August 2022

As at the date hereof and after the above change, the Board comprises :

*Non-Executive Director:* Ms. Luk Siu Man, Semon

*Executive Directors:* Mr. Yeung Ching Loong, Alexander  
Mr. Wong Chi Fai  
Ms. Fan Man Seung, Vanessa  
Mr. Cheung Ping Keung

*Independent Non-Executive Directors:* Mr. Chan Hon Piu  
Mr. Chu Kar Wing  
Mr. Poon Yan Wai