

*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.*

## **GOLDEN PONDER HOLDINGS LIMITED**

**金倫控股有限公司**

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

**(Stock Code: 1783)**

### **POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 9 MAY 2023**

The Board is pleased to announce that the proposed ordinary resolution set out in the Notice was duly passed by the Independent Shareholders by way of poll at the extraordinary general meeting (the “EGM”).

Reference is made to the circular (the “Circular”) of Golden Ponder Holdings Limited (the “Company”) and the notice of the EGM (the “Notice”) dated 14 April 2023. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

#### **POLL RESULT OF THE EGM**

The Board is pleased to announce that the proposed ordinary resolution as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on Tuesday, 9 May 2023.

The poll result in respect of the resolution at the EGM is as follows:

<b>ORDINARY RESOLUTION</b>	<b>Number of Votes (%)</b>	
	<b>For</b>	<b>Against</b>
1. (a) the Subscription and Debt Capitalisation Agreement entered into between the Company and Chun Yip and all transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;	280,520,000 (100)%	0 (0)%

<b>ORDINARY RESOLUTION</b>	<b>Number of Votes (%)</b>	
	<b>For</b>	<b>Against</b>
<p>(b) subject to the Listing Committee of the Stock Exchange approving the listing of, and granting permission to deal in, the Capitalisation Shares, the Directors be and are hereby granted a Specific Mandate to allot and issue the Capitalisation Shares subject to the terms of the Subscription and Debt Capitalisation Agreement, with such Specific Mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any one Director (if execution under the common seal of the Company is required, any two Directors) be and is (are) hereby authorised for and on behalf of the Company to sign and execute, and when required, to affix the common seal of the Company, to deliver any documents, instruments or agreements and to do all such acts and things and to take all such steps which, in the opinion of such Director, may be necessary, desirable or expedient to implement and/or give effect to the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder and to agree to such variations, amendments, additions or waivers of matters relating thereto as such Director deems appropriate.</p>		

As more than 50% of the votes were cast in favour of the ordinary resolution, the resolution was duly passed as an ordinary resolution of the Company at the EGM.

The Company's share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of Shares in issue was 1,004,487,500 Shares. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, Mr. Kwok directly owns, and through Chun Yip is interested in, 90,000,000 Shares and 441,860,000 Shares respectively, collectively representing approximately 52.95% of the total number of Shares in issue, is considered to have a material interest in the Debt Capitalisation. Accordingly, Chun Yip and Mr. Kwok have abstained from voting on the resolution to approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate, at the EGM. Thus, the total number of Shares in issue entitling the Shareholders to attend and vote for or against the proposed ordinary resolution at the EGM was 472,627,500 Shares.

Save as disclosed above, (i) no other Shareholder was required to abstain from voting on the proposed resolution at the EGM; (ii) no other Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on the proposed resolution at the EGM; and (iii) no other Shareholder who was entitled to attend the EGM and was required to abstain from voting in favour of the proposed resolution at the EGM as set out in Rule 13.40 of the Listing Rules.

All the Directors have attended the EGM either in person or by electronic means.

By Order of the Board  
**Golden Ponder Holdings Limited**  
**KWOK Chun Sing**  
*Chairman*

Hong Kong, 9 May 2023

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Kwok Chun Sing, Mr. Tang Chi Kin and Mr. Zhan Zhi Hao, and three independent non-executive Directors, namely Mr. Hau Wing Shing Vincent, Mr. Wan Simon and Mr. Zhang Jue.*