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Design Capital Limited

設計都會有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1545)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 JUNE 2023 AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

At the annual general meeting (the “AGM”) of Design Capital Limited (the “Company”) held on 21 June 2023, all the proposed resolutions as set out in the notice of the AGM dated 19 May 2023 were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2022.	1,202,000,000 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK0.38 cents per ordinary share for the year ended 31 December 2022 from the share premium account of the Company.	1,202,000,000 (100.00%)	0 (0.00%)
3(a).	To re-elect Ong Ciu Hwa as executive director of the Company.	1,202,000,000 (100.00%)	0 (0.00%)
3(b).	To re-elect Wee Kang Keng as independent non-executive director of the Company.	1,202,000,000 (100.00%)	0 (0.00%)
3(c).	To re-elect Ng Chee Kwong, Colin as independent non-executive director of the Company.	1,202,000,000 (100.00%)	0 (0.00%)
3(d).	To authorise the board of directors of the Company to fix the respective directors’ remuneration.	1,202,000,000 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
4.	To re-appoint Ernst & Young LLP, Singapore as auditors and to authorise the board of directors of the Company to fix their remuneration.	1,202,000,000 (100.00%)	0 (0.00%)
5.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,202,000,000 (100.00%)	0 (0.00%)
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,202,000,000 (100.00%)	0 (0.00%)
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.	1,202,000,000 (100.00%)	0 (0.00%)
SPECIAL RESOLUTION			
8.	To approve the proposed amendments to the existing amended and restated memorandum of association and amended and restated articles of association of the Company and to adopt the second amended and restated memorandum of association and the second amended and restated articles of association of the Company.	1,202,000,000 (100.00%)	0 (0.00%)

All the directors of the Company attended the AGM in person.

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 7, resolutions numbered 1 to 7 were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of resolution number 8, resolution numbered 8 was duly passed as a special resolution.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 2,000,000,000 shares.

- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 2,000,000,000 shares.
- (d) 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**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 19 May 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

The board of directors hereby announces that the adoption of the second amended and restated memorandum of association and articles of association of the Company have been approved by the shareholders of the Company by way of a special resolution at the AGM. The second amended and restated memorandum of association and articles of association of the Company has taken effect immediately following the conclusion of the AGM, the full text of which is available on the respective websites of the Stock Exchange and the Company.

By Order of the Board
Goon Eu Jin Terence
Chairman and Executive Director

Hong Kong, 21 June 2023

As at the date of this announcement, the board of directors of the Company comprises Goon Eu Jin Terence, Wee Ai Quey and Ong Ciu Hwa as executive directors, Kho Chuan Thye Patrick and Lim Sooi Kheng Patrick as non-executive directors, and Lim Boon Cheng, Ng Chee Kwong, Colin and Wee Kang Keng as independent non-executive directors.