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GOLDEN PONDER HOLDINGS LIMITED

金 倫 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2023

The Board is pleased to announce that all the proposed resolutions as set out in the AGM Notice dated 6 September 2023 were duly passed by the Shareholders of the Company at the AGM held on 28 September 2023 by way of poll.

Reference is made to the circular (the “**AGM Circular**”) of Golden Ponder Holdings Limited (the “**Company**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of the Company both dated 6 September 2023, in relation to, inter alia, the grant of Proposed Issue Mandate to the Directors, the grant of Proposed Repurchase Mandate to the Directors, the grant of Proposed Extension Mandate to the Directors, the Increase in Authorised Share Capital, the Change of Company Name, the Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles, the proposed adoption of the 2023 Share Award Scheme and termination of the 2018 Share Option Scheme, the proposed grant and issue of the Awarded Shares to the Grantees, and the re-election of Directors. Capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the AGM Notice unless the context requires otherwise.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions as set out in the AGM Notice were duly passed by Shareholders by way of poll at the AGM. The poll results of all the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS*		Number of votes (approximate %)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Director(s) ”) and the independent auditor of the Company for the year ended 31 March 2023.	944,640,000 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS*			Number of votes (approximate %)	
			FOR	AGAINST
2.	(a)	To re-elect Mr. Kwok Chun Sing as an executive Director;	944,640,000 (100.00%)	0 (0.00%)
	(b)	To re-elect Mr. Zhan Zhi Hao as an executive Director;	944,640,000 (100.00%)	0 (0.00%)
	(c)	To re-elect Mr. Hau Wing Shing Vincent as an independent non-executive Director;	944,640,000 (100.00%)	0 (0.00%)
	(d)	To re-elect Mr. Wan Simon as an independent non-executive Director;	944,640,000 (100.00%)	0 (0.00%)
	(e)	To re-elect Mr. Lam John Cheung-wah as an independent non-executive Director; and	944,640,000 (100.00%)	0 (0.00%)
	(f)	To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	944,640,000 (100.00%)	0 (0.00%)
3.	To re-appoint Baker Tilly Hong Kong Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.		944,640,000 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of issued Shares at the date of passing this resolution.		944,640,000 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing this resolution.		944,640,000 (100.00%)	0 (0.00%)
6.	Conditional upon resolutions 4 and 5 being passed, to extend the general mandate to the Directors to issue and allot additional Shares by adding the number of Shares repurchased by the Company under the mandate referred to in resolution 5 above.		944,640,000 (100.00%)	0 (0.00%)
7.	To approve the adoption of the 2023 Share Award Scheme and the termination of the 2018 Share Option Scheme.		944,640,000 (100.00%)	0 (0.00%)
8.	To approve the Scheme Mandate Limit, being no more than 10% of the total issued Shares.		944,640,000 (100.00%)	0 (0.00%)
9.	To approve the Service Provider Sublimit, being no more than 4% of the total issued Shares.		944,640,000 (100.00%)	0 (0.00%)
10.	To approve the Increase in Authorised Share Capital.		944,640,000 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS*		Number of votes (approximate %)	
		FOR	AGAINST
11.	Conditional upon resolutions 7, 8 and 9 being passed, to approve the grant of 12,420,000 Awarded Shares to Mr. Kwok Chun Sing.	268,810,000 (100.00%)	0 (0.00%)
12.	Conditional upon resolutions 7, 8 and 9 being passed, to approve the grant of 12,420,000 Awarded Shares to Mr. Zhan Zhi Hao.	268,810,000 (100.00%)	0 (0.00%)
13.	Conditional upon resolutions 7, 8 and 9 being passed, to approve the grant of 12,420,000 Awarded Shares to Mr. Tang Chi Kin.	268,810,000 (100.00%)	0 (0.00%)
14.	Conditional upon resolutions 7, 8 and 9 being passed, to approve the grant of 12,420,000 Awarded Shares to Ms. Kwok Ho Yee.	268,810,000 (100.00%)	0 (0.00%)
15.	Conditional upon resolutions 7, 8 and 9 being passed, to approve the grant of 12,420,000 Awarded Shares to Mr. Guo Jinbao.	268,810,000 (100.00%)	0 (0.00%)
SPECIAL RESOLUTIONS*		FOR	AGAINST
16.	To approve the change of the English name of the Company from “Golden Ponder Holdings Limited” to “Envision Greenwise Holdings Limited”, and the dual foreign name in Chinese of the Company be changed from “金倫控股有限公司” to “晉景新能控股有限公司”.	944,640,000 (100.00%)	0 (0.00%)
17.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the amended memorandum and articles of association of the Company.	944,640,000 (100.00%)	0 (0.00%)

* *The full text of each of the above ordinary resolutions and special resolutions passed at the AGM is set out in the AGM Notice.*

As at the date of the AGM, the total number of Shares in issue was 1,255,027,500 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the resolutions proposed at the AGM except for resolutions no. 11-15.

As disclosed in the AGM Circular,

- (a) In respect of resolution no. 11, Mr. Kwok and his associates (including Chun Yip, a company wholly-owned by Mr. Kwok and a substantial shareholder of the Company), and Mr. Zhan and Mr. Tang (being the executive Directors), beneficially interested in an aggregate of 682,780,000 Shares, representing approximately 54.40% of the total number of Shares in issue as at the date of the AGM, are required to abstain from voting in respect of the resolution of the Grant to Mr. Kwok. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution no. 11 at the AGM was 572,247,500 Shares (representing approximately 45.60% of the total number of Shares in issue as at the date of the AGM);
- (b) In respect of resolution no. 12, Mr. Zhan and his associates, Mr. Kwok and Mr. Tang (being the executive Directors), and Chun Yip (a substantial shareholder of the Company), beneficially interested in an aggregate of 682,780,000 Shares, representing approximately 54.40% of the total number of Shares in issue as at the date of the AGM, are required to abstain from voting in respect of the resolution of the Grant to Mr. Zhan. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution no. 12 at the AGM was 572,247,500 Shares (representing approximately 45.60% of the total number of Shares in issue as at the date of the AGM);
- (c) In respect of resolution no. 13, Mr. Tang and his associates, Mr. Kwok and Mr. Zhan (being the executive Directors), and Chun Yip (a substantial shareholder of the Company), beneficially interested in an aggregate of 682,780,000 Shares, representing approximately 54.40% of the total number of Shares in issue as at the date of the AGM, are required to abstain from voting in respect of the resolution of the Grant to Mr. Tang. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution no. 13 at the AGM was 572,247,500 Shares (representing approximately 45.60% of the total number of Shares in issue as at the date of the AGM);
- (d) In respect of resolution no. 14, in relation to the Grant to Ms. Kwok, Mr. Kwok, Mr. Zhan and Mr. Tang (being the executive Directors) and Chun Yip (a substantial shareholder of the Company), beneficially interested in an aggregate of 682,780,000 Shares, representing approximately 54.40% of the total number of Shares in issue as at the date of the AGM, are required to abstain from voting in respect of the resolution of the Grant to her. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution no. 14 at the AGM was 572,247,500 Shares (representing approximately 45.60% of the total number of Shares in issue as at the date of the AGM); and

- (e) In respect of resolution no. 15, in relation to the Grant to Mr. Guo Jinbao, his associate, Mr. Kwok (being his brother), and Mr. Zhan and Mr. Tang (being the executive Directors) and Chun Yip (a substantial shareholder of the Company), beneficially interested in an aggregate of 682,780,000 Shares, representing approximately 54.40% of the total number of Shares in issue as at the date of the AGM, are required to abstain from voting in respect of the resolution of the Grant to him. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution no. 15 at the AGM was 572,247,500 Shares (representing approximately 45.60% of the total number of Shares in issue as at the date of the AGM).

Save as disclosed, to the best of the Director's 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 any resolution proposed at the AGM as set out in Rule 13.40 of the Listing Rules, (ii) no Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM, and (iii) no Shareholder was entitled to attend and vote only against any of the resolutions proposed at the AGM. No person has stated his/her/its intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, acted as the scrutineer at the AGM for the purpose of vote-taking.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, all the ordinary resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of each of the special resolutions, all the special resolutions proposed at the AGM were duly passed as special resolutions of the Company.

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

INCREASE IN AUTHORISED SHARE CAPITAL

The Board is pleased to announce that the Increase in Authorised Share Capital has been approved at the AGM. The authorised share capital of the Company has been increased to HK\$30,000,000 divided into 3,000,000,000 Shares effective on 28 September 2023.

CHANGE OF COMPANY NAME

The Board is pleased to announce that the Change of Company Name has been approved at the AGM. As disclosed in the AGM Circular, the Change of Company Name will take effect from the date on which the Registrar enters the new English name and the new dual foreign name in Chinese for the Company in the register of companies maintained by the Registrar in the Cayman Islands in place of the existing names, and issues a certificate of incorporation on change of name of the Company. Further announcement(s) will be made as and when appropriate in relation to, among other things, the effective date of the Change of Company Name and the change of English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange.

ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES

The Board is pleased to announce that the Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles has been approved at the AGM. The Proposed Amendments and the adoption of the Amended Memorandum and Articles shall become effective upon the Change of Company Name becoming effective.

By Order of the Board
Golden Ponder Holdings Limited
KWOK Chun Sing
Chairman and executive Director

Hong Kong, 28 September 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 four independent non-executive Directors, namely, Mr. Hau Wing Shing Vincent, Mr. Wan Simon, Mr. Zhang Jue and Mr. Lam John Cheung-wah.