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**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 29 JANUARY 2024;  
(II) EFFECTIVE DATE OF THE SHARE CONSOLIDATION;  
AND  
(III) GRANT OF WHITEWASH WAIVER**

The Board is pleased to announce that the proposed special resolution and ordinary resolutions as set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on Monday, 29 January 2024.

References are made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) of Major Holdings Limited (the “**Company**”) both dated 12 January 2024, in relation to, among other things, the Share Consolidation, the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder, and the Whitewasher Waiver.

Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce the poll results in respect of the proposed special resolution and ordinary resolutions as set out in the EGM Notice were duly passed by the Shareholders and/or the Independent Shareholders (as the case may be) attending and voting at the EGM by way of poll at the EGM held on Monday, 29 January 2024.

**ORDINARY RESOLUTION TO APPROVE THE SHARE CONSOLIDATION**

As at the date of the EGM, the Company has a total number of 3,326,000,000 Existing Shares in issue.

\* For identification purpose only

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is involved or interested in or has a material interest in the Share Consolidation, hence no Shareholder was required to abstain from voting on the resolution to approve the Share Consolidation at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against this ordinary resolution at the EGM was 3,326,000,000 Existing Shares, representing the entire issued share capital of the Company as at the date of the EGM.

### **ORDINARY RESOLUTION TO APPROVE THE RIGHTS ISSUE, THE PLACING AGREEMENT, THE UNDERWRITING AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREUNDER**

In accordance with Rule 7.19A(1) and Rule 7.27A of the Listing Rules, as the Rights Issue will increase the total number of issued Shares by more than 50%, the Rights Issue is conditional upon the Independent Shareholders' approval at the EGM, and any controlling shareholders of the Company and their respective associates, or where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of this ordinary resolution in relation to the Rights Issue at the EGM. As at the date of the EGM, Mr. Cheung, the chairman and chief executive officer of the Company and an executive Director, beneficially controls 986,999,600 Existing Shares in aggregate, representing approximately 29.67% of the entire issued share capital of the Company. Therefore, the Underwriter, Mr. Cheung, Ms. Lin and their respective concert parties were required to abstain and had abstained from voting in favour of this ordinary resolution in relation to the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder at the EGM.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against this ordinary resolution proposed at the EGM was 2,339,000,400 Existing Shares (representing approximately 70.33% of the total issued shares capital of the Company as at the date of the EGM).

### **SPECIAL RESOLUTION TO APPROVE THE WHITEWASH WAIVER AND THE TRANSACTIONS CONTEMPLATED THEREUNDER**

An application has been made by the Underwriter to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; and (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder.

The Underwriter, Mr. Cheung, Ms. Lin and the parties acting in concert with any of them and those who are involved in and/or interested in the Rights Issue, the Placing Agreement, the Underwriting Agreement or the Whitewash Waiver were required to abstain and had abstained from voting in favour of the proposed special resolution approving the Whitewash Waiver at the EGM.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against this special resolution proposed at the EGM was 2,339,000,400 Existing Shares (representing approximately 70.33% of the total issued shares capital of the Company as at the date of the EGM).

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

The EGM was chaired by Mr. Ngai Hoi Ying, an independent non-executive Director, who attended the EGM in person. Apart from Mr. Cheung who was unable to attend the EGM due to other engagement, all other Directors (including Mr. Yue Kwai Wa Ken and Mr. Siu Shing Tak) attended the EGM through electronic means of communication.

The poll results in respect of the resolutions at the EGM are as follows:

<b>ORDINARY RESOLUTIONS</b> <sup>(Note)</sup>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Share Consolidation.	1,305,919,600 (99.99%)	10,085 (0.01%)
2.	To approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder.	448,060,000 (99.99%)	10,085 (0.01%)
<b>SPECIAL RESOLUTION</b> <sup>(Note)</sup>			
3.	To approve the Whitewash Waiver and the transactions contemplated thereunder.	448,060,000 (99.99%)	10,085 (0.01%)

*Note:* Full text of the ordinary resolutions and special resolution is set out in the EGM Notice.

As more than 75% of the votes were cast in favour of the special resolution and more than 50% of the votes were cast in favour of the ordinary resolutions, the resolutions were duly passed as a special resolution and ordinary resolutions of the Company at the EGM, respectively.

## **GRANT OF WHITEWASH WAIVER**

The Executive has granted the Whitewash Waiver on 26 January 2024, subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder; and (iii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Underwriter, Mr. Cheung and Ms. Lin and their respective concert parties between the date of the Announcement and the completion of the Rights Issue. As at the date of this announcement, the aforesaid conditions (i) and (ii) have been fulfilled.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there is no further issue or repurchase of Shares from the date of this announcement up to and including the date of completion of the Rights Issue, the table below sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Share Consolidation becoming effective; (iii) immediately after completion of the Rights Issue, assuming full acceptance by all Shareholders; (iv) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders (other than the Underwriter pursuant to the Irrevocable Undertaking) have taken up any entitlements of the Rights Shares and all the Unsubscribed Shares are placed to the independent places (“**Scenario I**”); and (v) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders (other than the Underwriter pursuant to the Irrevocable Undertaking) have taken up any entitlements of the Rights Shares and none of the Unsubscribed Shares are placed to the Places and all the unplaced Unsubscribed Shares are subscribed by the Underwriter (“**Scenario II**”):

	As at the date of this announcement		Immediately after the Share Consolidation becoming effective		Immediately after completion of the Rights Issue, assuming full acceptance by all Shareholders		Scenario I		Scenario II	
	<i>No. of</i>		<i>No. of</i>		<i>No. of</i>		<i>No. of</i>		<i>No. of</i>	
	<i>Existing</i> <i>Shares</i>	<i>Approx.</i> <i>% (Note 2)</i>	<i>Consolidated</i> <i>Shares</i>	<i>Approx.</i> <i>% (Note 2)</i>	<i>Consolidated</i> <i>Shares</i>	<i>Approx.</i> <i>% (Note 2)</i>	<i>Consolidated</i> <i>Shares</i>	<i>Approx.</i> <i>% (Note 2)</i>	<i>Consolidated</i> <i>Shares</i>	<i>Approx.</i> <i>% (Note 2)</i>
The Underwriter ( <i>Note 1</i> )	975,859,600	29.34	97,585,960	29.34	162,643,266	29.34	162,643,266	29.34	319,319,292	57.60
Ms. Lin ( <i>Note 1</i> )	11,140,000	0.33	1,114,000	0.33	1,856,667	0.33	1,114,000	0.20	1,114,000	0.20
<b>Sub-total of the Underwriter and parties acting in concert with it</b>	986,999,600	29.67	98,699,960	29.67	164,499,933	29.67	163,757,266	29.54	320,433,292	57.80
Zheng Huanming	480,000,000	14.43	48,000,000	14.43	80,000,000	14.43	48,000,000	8.66	48,000,000	8.66
Zhang Guangyuan	477,140,400	14.35	47,714,040	14.35	79,523,400	14.35	47,714,040	8.61	47,714,040	8.61
Zhang Guozhong	446,000,000	13.41	44,600,000	13.41	74,333,333	13.41	44,600,000	8.05	44,600,000	8.05
Independent places	-	-	-	-	-	-	156,676,026	28.26	-	-
Other public Shareholders										
	<u>935,860,000</u>	<u>28.14</u>	<u>93,586,000</u>	<u>28.14</u>	<u>155,976,666</u>	<u>28.14</u>	<u>93,586,000</u>	<u>16.88</u>	<u>93,586,000</u>	<u>16.88</u>
<b>Total</b>	<u>3,326,000,000</u>	<u>100.00</u>	<u>332,600,000</u>	<u>100.00</u>	<u>554,333,332</u>	<u>100.00</u>	<u>554,333,332</u>	<u>100.00</u>	<u>554,333,332</u>	<u>100.00</u>

### Notes:

- As at the date of this announcement, Mr. Cheung beneficially owns the entire shareholding interests in Silver Tycoon Limited, the Underwriter. Therefore, Mr. Cheung is deemed to be interested in the 975,859,600 Existing Shares held by Silver Tycoon Limited. Ms. Lin, being the spouse of Mr. Cheung, beneficially owns 11,140,000 Existing Shares. By virtue of the SFO, Mr. Cheung is deemed to be interested in an aggregate 986,999,600 Existing Shares.
- The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

## **EFFECTIVE DATE OF SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

As all of the conditions of the Share Consolidation stated in the Circular have been fulfilled, following the passing of the ordinary resolution to approve the Share Consolidation at the EGM, the Share Consolidation will become effective on Wednesday, 31 January 2024. Dealings in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 31 January 2024. Upon the Share Consolidation becoming effective, the Change in Board Lot Size will become effective. Please refer to the Circular for the timetable, the trading arrangements and other details of the Share Consolidation and the Change in Board Lot Size, including the services that are available for odd lots matching.

Shareholders should note that upon the Share Consolidation becoming effective, the new share certificates for the Consolidated Shares will be issued in red colour in order to distinguish them from the existing share certificates in green colour.

## **COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Rights Issue will proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in nil-paid Rights Shares is Friday, 23 February 2024. The fully-paid Rights Shares will be dealt with from Wednesday, 13 March 2024. The Prospectus Documents will be made available to the Qualifying Shareholders (in the case of the Excluded Shareholders, the Prospectus for information only) on Wednesday, 14 February 2024.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES**

**The Rights Issue is subject to the fulfilment of conditions including the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If the conditions to the Rights Issue are not fulfilled, the Rights Issue will not proceed.**

**Any Shareholder or other person dealing in Shares and/or the nil-paid Rights Shares up to the date on which all the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.**

For and on behalf of  
**Major Holdings Limited**  
**Cheung Chun To**  
*Executive Director*

Hong Kong, 29 January 2024

*As at the date of this announcement, the Board comprises Mr. Cheung Chun To as executive Directors, Mr. Yue Kwai Wa Ken, Mr. Ngai Hoi Ying and Mr. Siu Shing Tak as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*