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## **HPC HOLDING LIMITED**

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

**(Stock Code: 1742)**

### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 APRIL 2024**

**AND**

### **(2) RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

**AND**

### **CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

References are made to the two circulars of HPC Holdings Limited (the “**Company**”) both dated 8 April 2024 (the “**Mandate Circular**” and “**Acquisition Circular**”, respectively) in relation to, among others, matters set out in the notice (the “**Notice**”) of the annual general meeting of the Company held on 30 April 2024 (the “**AGM**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Notice, Mandate Circular and Acquisition Circular.

The Board is pleased to announce that, all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the Notice were duly passed by the Shareholder by way of poll at the AGM.

The AGM was chaired by Mr. Wang Yingde, the chairman of the Board. Except Mr. Zhu Dong, all Directors attended the AGM.

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the AGM.

The poll results in respect of the respective Proposed Resolutions put to the vote at the AGM are set out as follows:

Ordinary Resolutions		Number of Votes (%) <sup>(Note 2)</sup>	
		For	Against
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors for the year ended 31 October 2023.	1,202,220,000 (100%)	0 (0%)
2.	(A) To re-elect Mr. Wang Yingde as an executive Director.	542,220,000 (100%)	0 (0%)
	(B) To authorise the Board to fix the remuneration of the Directors.	1,202,220,000 (100%)	0 (0%)
3.	To elect Ms. Chen Liping as an independent non-executive Director.	1,202,220,000 (100%)	0 (0%)
4.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorize the Board to fix its remuneration.	1,202,220,000 (100%)	0 (0%)
5.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares. <sup>(Note 1)</sup>	1,202,220,000 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares. <sup>(Note 1)</sup>	1,202,220,000 (100%)	0 (0%)
	(C) To extend the authority given to the Directors pursuant to ordinary resolution no. 5(A) to issue additional Shares by adding the number of Shares repurchased under ordinary resolution no. 5(B). <sup>(Note 1)</sup>	1,202,220,000 (100%)	0 (0%)
6.	To ratify, confirm and approve the Agreement and the Acquisition. <sup>(Note 1)</sup>	2,220,000 (100%)	0 (0%)

*Notes:*

1. For the full text of the Proposed Resolutions, please refer to the Notice as contained in the Mandate Circular and the Acquisition Circular.
2. The number of votes and the percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the AGM in person, by authorised representative or by proxy. For resolution numbered 6, only Independent Shareholders are entitling to attend and vote for it.

### **Resolutions Numbered 1 to 5**

As more than 50% of votes were casted in favour of each of the ordinary resolutions numbered 1 to 5 proposed at the AGM, such resolutions were duly passed by the Shareholders at the AGM.

As at the date of the AGM, the total number of issued Shares was 1,600,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions numbered 1 to 5 proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions numbered 1 to 5 at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting on any of the resolutions numbered 1 to 5 at the AGM under the Listing Rules. No person has indicated in the Mandate Circular that it/he/she intends to vote against or to abstain from voting on any of the resolutions numbered 1 to 5 at the AGM.

### **Resolution Numbered 6**

As more than 50% of votes were casted in favour of the ordinary resolution numbered 6 proposed at the AGM, such resolution was duly passed by the Independent Shareholders at the AGM.

As at the date of the AGM, the total number of issued Shares was 1,600,000,000 Shares. As stated in the Acquisition Circular, in relation to the ordinary resolution numbered 6, (i) Mr. Wang was the sole shareholder and sole director of Tower Point, which directly held 660,000,000 Shares (i.e. 41.25% of the issued Shares), and hence, was deemed to be interested in the Shares directly held by Tower Point under the SFO; and (ii) Mr. Shi was the sole shareholder and sole director of Creative Value, which directly held 540,000,000 Shares (i.e. 33.75% of the issued Shares), and hence, was deemed to be interested in the Shares directly held by Creative Value under the SFO. Accordingly, Mr. Wang, Mr. Shi, Tower Point and Creative Value were required to and did abstain from voting on the resolution numbered 6 at the AGM. Therefore, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution numbered 6 at the AGM was 400,000,000 Shares (representing 25% of the issued Shares). Save as disclosed above, (i) no Shareholder was required to abstain from voting on the resolution numbered 6 at the AGM under the Listing Rules; (ii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution numbered 6 at the AGM as set out in Rule 13.40 of the Listing Rules; and (iii) no person has indicated in the Acquisition Circular that it/he/she intends to vote against or to abstain from voting on the resolution numbered 6 at the AGM.

## **RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

Reference is made to the Company’s announcement dated 28 March 2024 (the “**Announcement**”).

The Board hereby announces that with effect from the conclusion of the AGM, Mr. Zhu Dong (“**Mr. Zhu**”) retired as an independent non-executive Director, chairman of the remuneration committee (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company.

Mr. Gng Hoon Liang, an independent non-executive Director of the Company, has been appointed as the chairman of Remuneration Committee immediately following the retirement of Mr. Zhu.

The Board announces that Ms. Chen Liping (“**Ms. Chen**”) has been elected as an independent non-executive Director of the Company at the AGM with effect from 30 April 2024. Ms. Chen has also been appointed as the members of Audit Committee, Remuneration Committee and Nomination Committee of the Company effective on the same date.

Biographical details and information of Ms. Chen as disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in the Announcement and the Mandate Circular and remain as effective and valid up to the date of this announcement.

Ms. Chen has confirmed that (i) she has met the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

The Company hereby welcomes Ms. Chen to join the Board as an independent non-executive Director.

For and on behalf of  
**HPC Holdings Limited**  
**Wang Yingde**  
*Chairman & Chief Executive Officer*

Singapore, 30 April 2024

*As at the date of this announcement, the Board comprises Mr. Wang Yingde and Mr. Shi Jianhua as executive Directors; and Mr. Leung Wai Yip, Mr. Gng Hoon Liang and Ms. Chen Liping as independent non-executive Directors.*