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WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6838)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 27 MAY 2024

At the annual general meeting of Winox Holdings Limited (“**Company**”) held on 27 May 2024 (“**AGM**”), a poll was demanded by the Chairman of the AGM for voting on all proposed resolutions as set out in the notice of the AGM dated 22 April 2024 (“**AGM Notice**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 22 April 2024 unless the context requires otherwise.

As at the date of the AGM, the total number of issued Shares was 600,000,000 Shares, which was the total number of shares entitling the holders to attend and vote for or against the proposed resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There was no Share entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM. There were no Shares of holders that are required under the Listing Rules to abstain from voting at the AGM.

All resolutions were voted on by poll and were approved by Shareholders as ordinary resolutions. The poll results in respect of the resolutions are as follows:

Ordinary Resolutions	Number of votes (Approximate %)		Results
	For	Against	
1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2023.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.

Ordinary Resolutions	Number of votes (Approximate %)		Results
	For	Against	
2. To approve and declare a final dividend of HK2 cents per ordinary Share for the year ended 31 December 2023.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
3. (a) To re-elect Mr. Yiu Tat Sing as a Director.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
(b) To re-elect Mr. Li Chin Keung as a Director.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
(c) To re-elect Mr. Carson Wen as a Director.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
(d) To elect Mr. Hou Bojian as a Director.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
(e) To authorise the Board to fix the Directors' remuneration.	448,088,382 (91.30%)	42,706,000 (8.70%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.

Ordinary Resolutions	Number of votes (Approximate %)		Results
	For	Against	
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
5. To grant a general mandate to the Directors to issue Shares.	448,088,382 (91.30%)	42,706,000 (8.70%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
6. To grant a general mandate to the Directors to repurchase Shares.	490,794,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
7. To extend the general mandate granted to the Directors to issue Shares by adding the number of Shares repurchased.	448,088,382 (91.30%)	42,706,000 (8.70%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.

Note: The full text of resolution nos. 5 to 7 are set out in the AGM Notice.

The poll results at the AGM were scrutinised by Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong.

Mr. Li Chin Keung, Mr. Chau Kam Wing Donald, Mr. Yiu Tat Sing, Ms. Law Wai Ping and Ms. Yiu Ho Ting attended the AGM in person, and Mr. Yiu Hon Ming, Mr. Au Wai Ming, Professor Wong Lung Tak Patrick and Mr. Wu Ming Lam attended the AGM by electronic means. Mr. Carson Wen did not attend the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Au Wai Ming did not offer himself for re-election at the AGM due to his full retirement and thus has retired from his office as an Independent Non-executive Director, and has ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, all take effect from the conclusion of the AGM.

Mr. Au has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in connection with his retirement.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Au for his valuable, professional and independent opinions to the Board and for his contribution to the sustainable development of the Company during his tenure of service.

ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Hou Bojian (“**Mr. Hou**”) was elected as an Independent Non-executive Director at the AGM. In addition, Mr. Hou has been appointed by the Board as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, all take effect from the conclusion of the AGM.

The biographical details of Mr. Hou are set out below:

Mr. Hou Bojian (侯伯堅) (former name: Hou Bojian (侯柏堅)), aged 65, is a holder of the professional qualification certificate of Hong Kong securities industry and the fund manager qualification certificate of the Asset Management Association of China. Mr. Hou received his master’s degree in economics from Jinan University in July 1988. He was granted the title of accountant by Guangdong accountant professional title appraisal panel in October 1992. He is also a member of The Hong Kong Independent Non-Executive Director Association (HKiNEDA) and a member of The Association of Chinese Internal Auditors (ACIA).

Mr. Hou is currently an independent non-executive director of Harbin Bank Co., Ltd. (6138.HK), which is listed on the Main Board of the Stock Exchange. He has been a managing director of Hong Kong HT Strategy Ltd. (香港匯通策略有限公司) since October 2011; a director and the chairman of the audit committee of the board of directors of Shanghai Tonglian Financial Services Co., Ltd. (上海通聯金融服務有限公司) since August 2011; a supervisor of Shanghai Rensheng Import and Export Co., Ltd. (上海仁生進出口有限公司) since August 2011; a director of Guangzhou Renhui Investment Co., Ltd. (廣州仁匯投資有限公司) since December 2010; a director of Guangzhou Renhui Trade Development Co., Ltd. (廣州仁輝貿易發展有限公司) since April 2009; and the deputy chief executive officer of Hong Kong Ren Tong Group Limited (香港仁通集團有限公司) since August 2008.

Mr. Hou served as a director of Shenzhen Zhongzhanxin Technology Fund Investment Partnership (深圳中展信科技基金投資合夥企業) from December 2015 to February 2017; an executive director of Full Apex (Holdings) Limited (BTY.SG) from April 2005 to August 2008; an executive director, the deputy general manager and the chief financial officer of Guangdong Investment Limited (0270.HK) from July 1992 to January 2001; from 1992 to 2001, held several positions during the same period, including a non-executive director of Guangdong Land Holdings Limited (0124.HK, originally known as Guangdong Brewery Holdings Limited), a non-executive director of Guangdong Tannery Limited (1058.HK), a director of Hi Sun Technology (China) Limited (0818.HK, originally known as Guangdong Building Industries Limited), an executive director of Guangnan (Holdings) Limited (1203.HK), the chairman of the supervisory committee of Guangdong Teem (Holdings) Limited, a director of Hong Kong Baiyue Finance Limited (香港百粵金融財務有限公司), a director of Hong Kong Citybus Ltd. (香港城市巴士有限公司), a director of Hong Kong Far East Landfill Technologies Limited (香港遠東垃圾堆填有限公司), a director and the chief financial officer of Hong Kong Guangdong Transportation Co., Ltd. (香港廣東交通有限公司), a director of Hong Kong Guangdong Electricity Co., Ltd. (香港廣東電力有限公司), a director of Wharney Guang Dong Hotel Hong Kong, a director of Guangdong Hotel Hong Kong, and a deputy managing director of Hong Kong Bidacheng Investment Co., Ltd. (香港必達成投資有限公司); the vice general manager of the finance department and the general manager of the accounting department of Guangdong Holdings Group (香港粵海集團) from May 1989 to July 1992; the chief financial officer of Shenzhen Guangdong Hotel Co., Ltd. (深圳粵海酒店有限公司) from July 1988 to May 1989; and a technician at Guangdong Yuedong Diesel Engine Factory (廣東粵東柴油機廠) from 1976 to 1981.

The Nomination Committee has reviewed the structure, size, composition and diversity of the Board by taking into account the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural background, reputation for integrity, educational background, professional experience, skills, knowledge and length of service) set out in it, and made recommendations to the Board on the election of Mr. Hou at the AGM.

The Board is of the view that the election of Mr. Hou as an Independent Non-executive Director is conducive to enhance the professionalism in the aspects of financial management and corporate governance of the Company. Having made all necessary and reasonable enquiries, the Board is satisfied that Mr. Hou has no financial, business or family relationships with any other Directors, senior management of the Company or substantial or controlling Shareholders (as defined in the Listing Rules), and has the required character, integrity, independence and experience to fulfill the role of an Independent Non-executive Director. In addition, the Nomination Committee and the Board have assessed and reviewed Mr. Hou's written confirmation of independence based on the independence guidelines as set out in Rule 3.13 of the Listing Rules and are satisfied that he is independent. Given that Mr. Hou currently only holds directorship in one other listed company, the Board believes that he can commit sufficient time to assume his director's duties.

Mr. Hou will enter into an appointment letter with the Company for a term of 3 years. He will be subject to the relevant provisions for retirement and re-election as Director in accordance with article 84 of the Articles of Association. Pursuant to the appointment letter to be entered, Mr. Hou will be entitled to a director's fee of HKD180,000 per annum, which has been recommended by the Remuneration Committee and determined by the Board by reference to his duties and responsibilities, the prevailing market conditions and the performance of the Group.

Save as disclosed above, as at the date of this announcement, Mr. Hou (i) does not hold any other position with the Company and any members of the Group; (ii) does not have any relationships with any Directors, senior management, or substantial or controlling Shareholders of the Company (as defined in the Listing Rules); (iii) does not have any interests in shares and underlying shares of the Company and any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iv) does not hold any directorships in other listed public companies in Hong Kong or overseas in the last three years; and (v) does not have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed in this announcement, these are no other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Hou as an Independent Non-executive Director.

The Board would like to express its warmest welcome to Mr. Hou for his new position in the Company.

By Order of the Board
Yiu Hon Ming
Chairman

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As at the date of this announcement, the Board comprises (a) six Executive Directors, namely, Mr. Yiu Hon Ming, Mr. Yiu Tat Sing, Mr. Li Chin Keung, Ms. Law Wai Ping, Mr. Chau Kam Wing Donald and Ms. Yiu Ho Ting; and (b) four Independent Non-executive Directors, namely, Mr. Hou Bojian, Mr. Carson Wen, Professor Wong Lung Tak Patrick and Mr. Wu Ming Lam.