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ADICON Holdings Limited

艾迪康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9860)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON MAY 30, 2024 AND
CHANGES IN COMPOSITION OF
THE BOARD AND THE STRATEGY COMMITTEE**

References are made to the circular (the “**Circular**”) of ADICON Holdings Limited (the “**Company**”) and the notice (the “**AGM Notice**”) of annual general meeting both dated April 29, 2024. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the AGM Notice unless otherwise defined.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions proposed at the 2024 AGM held on May 30, 2024 were duly passed. The poll results of the 2024 AGM were as follows:

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (a))}	
		For	Against
1.	To consider, receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended December 31, 2023.	582,326,661 (100.00%)	0 (0.00%)
2.	To re-elect Ms. YANG Ling as a non-executive director of the Company.	582,145,020 (99.97%)	181,641 (0.03%)
3.	To re-elect Mr. LIN Jixun as a non-executive director of the Company.	582,315,520 (99.99%)	11,141 (0.01%)
4.	To appoint Mr. ZHOU Mintao as a non-executive director of the Company.	582,315,520 (99.99%)	11,141 (0.01%)
5.	To authorize the board of directors of the Company to fix the respective directors’ remuneration.	582,301,161 (99.99%)	25,500 (0.01%)

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (a))}	
		For	Against
6.	To re-appoint Ernst & Young as auditor of the Company and to authorize the board of directors of the Company to fix auditor's remuneration.	582,315,520 (99.99%)	11,141 (0.01%)
7.	To give a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (the " Repurchase Mandate ").	582,326,661 (100.00%)	0 (0.00%)
8.	To give a general mandate to the directors of the Company to issue, allot or deal with additional shares (including any sale or transfer of treasury shares held under the name of the Company after the amendments to the Listing Rules relating to treasury shares have come into effect on June 11, 2024) of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution (the " Sale Mandate ").	554,064,020 (95.15%)	28,262,641 (4.85%)
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Sale Mandate granted to the directors of the Company to issue, allot or deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.	554,064,020 (95.15%)	28,262,641 (4.85%)

Please refer to the AGM Notice for the full text of the resolutions above.

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the 2024 AGM in person or by proxy.
- (b) As all/a majority of the votes were cast in favour of each of the resolutions nos. 1 to 9, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of 2024 AGM: 727,354,791 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the 2024 AGM: 727,354,791 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the 2024 AGM (as set out in Rule 13.40 of the Listing Rules): Nil.

- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated April 29, 2024 to vote against or to abstain from voting on any of the resolutions at the 2024 AGM.
- (h) The Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the 2024 AGM.
- (i) All the directors of the Company attended the 2024 AGM.

RETIREMENT OF A NON-EXECUTIVE DIRECTOR

As disclosed in the Circular, the Board announces that Ms. LIM Kooi June retired from her office as a non-executive Director upon the conclusion of the 2024 AGM in order to devote more time for her other business commitments. Ms. LIM has confirmed that there is no disagreement between her and the Board, and there is no other matter in relation to her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its gratitude to Ms. LIM for her valuable contribution to the Company during her tenure of office.

APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that the appointment of Mr. ZHOU Mintao as a non-executive Director has been approved by the Shareholders at the 2024 AGM. Mr. ZHOU has entered into a letter of appointment with the Company for a term of 3 years commencing from May 30, 2024 subject to the articles of association of the Company and the Listing Rules. Pursuant to the appointment letter entered into by Mr. ZHOU with the Company, he is entitled to receive a remuneration of RMB732,000 annually with discretionary bonus for his directorship with the Company with reference to his duties and responsibilities towards the Company and prevailing market conditions.

The biographical details of Mr. ZHOU are set out in the Circular. As at the date of this announcement, Mr. ZHOU's biographical details, which are required to be disclosed pursuant to Rule 13.51(2)(a) to (f) of the Listing Rules remained unchanged. There are no other matters relating to the appointment of Mr. ZHOU that need to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

CHANGE IN COMPOSITION OF THE STRATEGY COMMITTEE

Upon Mr. ZHOU's appointment as a non-executive Director, the Board has resolved to appoint Mr. ZHOU as the chairman of the strategy committee of the Board (the "**Strategy Committee**") with effect from May 30, 2024 and accept the resignation of Ms. YANG Ling as the chairwoman of the Strategy Committee on the same date. Ms. YANG will continue to serve as a member of the Strategy Committee.

By Order of the Board
ADICON Holdings Limited
Ms. YANG Ling
Chairwoman

Hong Kong, May 30, 2024

As at the date of this announcement and following the above-said change in composition of the Board, the Board comprises Mr. GAO Song as executive Director; Ms. YANG Ling, Mr. LIN Jixun, Ms. FENG Janine Junyuan and Mr. ZHOU Mintao as non-executive Directors; and Mr. MI Brian Zihou, Mr. YEH Richard and Mr. ZHANG Wei as independent non-executive Directors.