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KA SHUI INTERNATIONAL HOLDINGS LIMITED

嘉瑞國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 822)

POLL RESULTS OF ANNUAL GENERAL MEETING

HELD ON 31 MAY 2024;

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND

CHANGES IN COMPOSITION OF BOARD COMMITTEE

The Board is pleased to announce that all the resolutions proposed at the AGM held on 31 May 2024 were duly passed by the Shareholders as ordinary resolutions by way of poll.

The Board also announces the changes of the Board's composition and members of the Board committee as below:

- (1) Mr. Andrew Look (“**Mr. Look**”) has retired from office by rotation as an independent non-executive director of the Company and did not seek for re-election at the AGM due to his retirement. Upon conclusion of the AGM, Mr. Look ceased to be independent non-executive director of the Company, and that he also ceased to be a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company; and
- (2) As resolution numbered 2(C) set out in the AGM Notice was duly passed by the Shareholders at the AGM, Mr. TANG, Koon Yiu, Thomas (“**Mr. Tang**”) has been appointed as an independent non-executive director of the Company with effect from 31 May 2024. Subsequent to Mr. Tang's appointment as an independent non-executive director of the Company, he was also appointed as a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 31 May 2024.

References are made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) of Ka Shui International Holdings Limited (the “**Company**”) both dated 26 April 2024. Capitalised terms used in this announcement shall have the same meaning as defined in the Circular unless the context otherwise requires.

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 MAY 2024

The Board is pleased to announce that all the resolutions set out in the AGM Notice were approved by the Shareholders of the Company by poll voting at the AGM. The poll results in respect of all resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) of the Company and auditors for the year ended 31 December 2023.	612,201,400 (100.0000%)	0 (0.0000%)
2.	A. To re-elect Mr. Chu Weiman as an Executive Director.	611,948,459 (99.9587%)	252,941 (0.0413%)
	B. To re-elect Ms. Chan So Wah as an Executive Director.	611,948,459 (99.9587%)	252,941 (0.0413%)
	C. To appoint Mr. Tang Koon Yiu, Thomas as an independent non-executive Director.	611,948,459 (99.9587%)	252,941 (0.0413%)
	D. To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	612,201,400 (100.0000%)	0 (0.0000%)
3.	To re-appoint RSM Hong Kong as auditors of the Company and to authorise the Board to fix their remuneration.	612,201,400 (100.0000%)	0 (0.0000%)
4.	A. To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.	600,370,341 (98.0675%)	11,831,059 (1.9325%)
	B. To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company.	612,201,400 (100.0000%)	0 (0.0000%)
	C. To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of an amount not exceeding the amount of shares repurchased by the Company.	600,370,341 (98.0675%)	11,831,059 (1.9325%)

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

As at the date of the AGM, the issued share capital of the Company was 893,761,400 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions at the AGM. No shares of holders of the Company were required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

Pursuant to Rule 13.39(5A) of the Listing Rules, the Company would like to report that the AGM was chaired by Mr. Lee Yuen Fat, the chairman of the Board. Executive Directors, namely Mr. Lee Yuen Fat, Mr. Wong Wing Chuen, Mr. Chu Weiman and Ms. Chan So Wah as well as independent non-executive Directors, namely Professor Sun Kai Lit, Cliff *BBS, JP*, Ir Dr. Lo Wai Kwok *GBS, MH, JP*, Mr. Andrew Look and Mr. Kong Kai Chuen, Frankie attended the AGM in person or by electronic means.

For the biographic details of the retiring Directors that were re-elected at the AGM, please refer to the Circular.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board also announces that Mr. Look, an independent non-executive director of the Company, has retired from office by rotation in accordance with the Articles of Association of the Company and did not seek for re-election at the AGM due to his retirement. Therefore, upon conclusion of the AGM, Mr. Look ceased to be independent non-executive director of the Company and that he also ceased to be a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

In accordance with Rule 13.51(2) of the Listing Rules, Mr. Look has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to his retirement.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Look for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEE

As resolution numbered 2(C) set out in the AGM Notice was duly passed by the Shareholders at the AGM, Mr. Tang has been appointed as an independent non-executive director of the Company with effect from 31 May 2024. Subsequent to Mr. Tang's appointment as an independent non-executive director of the Company, he was also appointed as a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 31 May 2024. For the biographical details of Mr. Tang, please refer to the Circular.

Mr. Tang has entered into a letter of appointment with the Company for a term of two years commencing from 31 May 2024, and is entitled to a director's fee of HK\$220,000 per annum, which was approved by the Board after considering the recommendation of the Remuneration Committee with reference to his experience, qualifications, expected responsibility, potential workload and contribution to the Group, emoluments paid to other Directors and the performance of the Group. Mr. Tang shall be subject to re-election as and when required under the Articles of Association.

Unless otherwise disclosed in the Circular, as at the date of this announcement, Mr. Tang:

- (i) did not hold any directorship in any public companies in the last three years, the securities of which are listed in Hong Kong or overseas;
- (ii) does not hold other positions within the Company or any of its subsidiaries;
- (iii) has no other major appointments and professional qualifications;
- (iv) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and
- (v) does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO. There is no information relating to Mr. Tang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and other than those stated above, there is no other matter that needs to be brought to the attention of the shareholders of the Company pursuant to Rule 13.51(2) of the Listing Rules in relation to Mr. Tang's appointment.

Mr. Tang has confirmed his independence in accordance with each criterion under Rule 3.13 of the Listing Rules. The Company is not aware of any other matters concerning Mr. Tang's standing for appointment as an independent non-executive director of the Company that need to be brought to the attention of the Shareholders.

Mr. Tang has also confirmed he has obtained the legal advice referred to in Rule 3.09D of the Listing Rules before his appointment becoming effective.

The Board would like to take this opportunity to express its warmest welcome to Mr. Tang in joining the Board.

By order of the Board
Ka Shui International Holdings Limited
LEE YUEN FAT
Chairman

Hong Kong, 31 May 2024

As at the date of this announcement, the Board comprises four executive directors, namely Mr. Lee Yuen Fat, Mr. Wong Wing Chuen, Mr. Chu Weiman and Ms. Chan So Wah, and four independent non-executive directors, namely Professor Sun Kai Lit, Cliff BBS, JP, Ir Dr. Lo Wai Kwok GBS, MH, JP, Mr. Kong Kai Chuen, Frankie and Mr. Tang Koon Yiu, Thomas.