

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



EvDynamics

**Ev Dynamics (Holdings) Limited**

**科軒動力(控股)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 476)**

**POLL RESULTS OF SPECIAL GENERAL MEETING AND  
ANNUAL GENERAL MEETING  
HELD ON 15 AUGUST 2024;  
AND  
RETIREMENT OF CHIEF EXECUTIVE OFFICER AND  
EXECUTIVE DIRECTOR**

References are made to (i) the circular of Ev Dynamics (Holdings) Limited (the “**Company**”) dated 26 July 2024 (the “**SGM Circular**”), (ii) the notice of the special general meeting (the “**SGM**”) of the Company (the “**SGM Notice**”) dated 26 July 2024, (iii) the circular (the “**AGM Circular**”) of the Company dated 23 July 2024, and (iv) the notice of annual general meeting (the “**AGM**”) of the Company (the “**AGM Notice**”) dated 23 July 2024. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as defined in the SGM Circular and the AGM Circular.

All the Directors, except for Mr. Miguel Valldecabres Polop, attended the SGM and the AGM (collectively the “**Meetings**”) in person or by electronic means. Mr. Miguel Valldecabres Polop was unable to attend the Meetings due to other business commitments.

Tricor Tengis Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the Meetings for the purpose of vote-taking.

## POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed resolutions (the “**SGM Resolutions**”) as set out in the SGM Notice were duly passed by the Shareholders by way of poll pursuant to Rule 13.39(4) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at the SGM held on 15 August 2024.

The poll results in respect of the SGM Resolutions are as follows:

<b>SPECIAL RESOLUTION</b> <i>(Note)</i>		<b>Number of votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the proposed Capital Reorganisation as set out in the SGM Notice.	303,240,050 (99.99%)	6,500 (0.01%)

<b>ORDINARY RESOLUTION</b> <i>(Note)</i>		<b>Number of votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
2.	To approve the proposed Rights Issue, the Placing Agreement and the transactions contemplated thereunder as set out in the SGM Notice.	159,547,159 (99.99%)	6,500 (0.01%)

*Note:* Please refer to the SGM Notice for the full text of the resolutions.

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 resolution, the SGM Resolutions were duly passed as a special resolution and an ordinary resolution of the Company at the SGM.

As at the date of the SGM, the issued share capital of the Company (the “**Share(s)**”) comprised 927,967,897 Shares, which was the total number of Shares entitling the holders to attend and vote on all SGM Resolutions.

In accordance with Rule 7.19A(1) and Rule 7.27A(1) of the Listing Rules, as the Rights Issue will increase the total number of issued Shares of the Company by more than 50% within a 12 months period immediately preceding the date of this announcement (after taking into account the effect of the Capital Reorganisation), the Rights Issue is conditional upon the minority Shareholders’ approval at the SGM, and any controlling shareholders of the Company and their 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 the ordinary resolution in relation to the Rights Issue at the SGM.

As at the date of the SGM, the Company has no Controlling Shareholder as defined under the Listing Rules. Mr. Cheung Ngan (who is interested in 75,862,495 Shares and 1,270,000 outstanding Share Options, representing approximately 8.30% of the issued share capital of the Company as enlarged by allotment and issue of the Shares of such Share Options if exercised), Mr. Miguel Valldecabres Polop (who held 17,000,000 outstanding Share Options, representing approximately 1.80% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares of such Share Options if exercised) and Ms. Chan Hoi Ying (who is interested in 1,270,000 outstanding Share Options, representing approximately 0.14% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares of such Share Options if exercised), being executive Directors of the Company, are interested in the Shares as at the date of the SGM. Accordingly, Mr. Cheung Ngan, Mr. Miguel Valldecabres Polop and Ms. Chan Hoi Ying and their associates shall abstain from voting at the SGM in respect of the Rights Issue. Save as disclosed above, no other Shareholder is required to abstain from voting at the SGM. There was no share entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the SGM as set out in Rule 13.40 of the Listing Rules. There were no restrictions on the Shareholders casting votes on the SGM Resolutions at the SGM. No parties have stated in the SGM Circular their intention to vote against the SGM Resolutions at the SGM.

#### **EFFECTIVE DATE OF CAPITAL REORGANISATION**

As all of the conditions of the Capital Reorganisation as stated in the SGM Circular have been fulfilled, including the passing of the special resolution to approve the Capital Reorganisation at the SGM, the Capital Reorganisation will become effective on Monday, 19 August 2024. Dealings in the Adjusted Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 19 August 2024. The trading arrangements, odd lot matching and free exchange of share certificates will be implemented in accordance with the timetable set out in the section headed “Expected Timetable” in the SGM Circular.

## POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions were duly passed by the Shareholders by way of poll at the AGM held on 15 August 2024.

The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor for the year ended 31 March 2024.	284,324,055 (100.00%)	0 (0.00%)
2.	(1) To re-elect Mr. Lee Kwok Leung as an independent non-executive Director.	284,323,430 (99.99%)	625 (0.01%)
	(2) To re-elect Dato' Tan Yee Boon as an independent non-executive Director.	284,323,430 (99.99%)	625 (0.01%)
	(3) To authorise the Board to fix the remuneration of the Directors.	284,323,430 (99.99%)	625 (0.01%)
3.	To re-appoint BDO Limited as the auditor of the Company and to authorize the Board to fix its remuneration.	284,324,055 (100.00%)	0 (0.00%)
4. <i>(Note)</i>	(1) To grant a general mandate to the Directors to issue and allot new shares of the Company.	284,323,425 (99.99%)	630 (0.01%)
	(2) To grant a general mandate to the Directors to repurchase shares of the Company.	284,324,055 (100.00%)	0 (0.00%)
	(3) To extend the general mandate granted to the Directors to issue new shares of the Company by the shares repurchased as per item 4(2).	284,323,425 (99.99%)	630 (0.01%)

*Note:* Please refer to the AGM Notice for the full text of the resolutions.

As at the date of the AGM, the number of issued shares of the Company was 927,967,897 shares, which was the total number of shares entitling the holders to attend and vote for or against each of the resolutions proposed at the AGM. There was no share entitling the holders to attend and abstain from voting in favour of these resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules and no holder of the shares was required to abstain from voting at the AGM under the Listing Rules. There were no restrictions on the Shareholders casting votes on any of the proposed resolutions at the AGM.

## RETIREMENT OF CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

As disclosed in the AGM Circular, Mr. Miguel Valdecabres Polop (“**Mr. Polop**”) would not offer himself for re-election at the AGM and would retire as the chief executive officer and an executive Director of the Company upon conclusion of the AGM due to other business commitment.

Mr. Polop 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 and the Stock Exchange in relation to his retirement.

The Board would like to express its sincere gratitude to Mr. Polop for his valuable contributions and service to the Company during his tenure of office.

The Company has commenced the search for a suitable candidate as the chief executive officer of the Company and will further publish an announcement as and when appropriate. In the meantime, such position will be temporarily performed by Mr. Cheung Ngan (“**Mr. Cheung**”), the Chairman of the Board and the executive Director of the Company, with effect from 15 August 2024.

Pursuant to code provision C.2.1 of the Corporate Governance Code in Appendix C1 to the Listing Rules, the roles of chairman and the chief executive officer should be separate and should not be performed by the same individual. Despite the deviation from C.2.1 of the code provision of the Listing Rules for Mr. Cheung serves as the Chairman of the Board as well as the chief executive officer of the Company, the Board believes that Mr. Cheung being the Chairman of the Board, is familiar with the Company’s business operation and has excellent knowledge and experience of the Company’s business which will be conducive to improving the efficiency of the Company’s overall strategic planning. The Board believes that such management structure layout will be more beneficial to the future development of the Company and will improve the Company’s operating conditions. The Board will review the effectiveness of this arrangement from time to time and will consider appointing an individual as chief executive office when it is appropriate. Under the supervision of the Board which will comprise of two executive Directors and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and its Shareholders.

For and on behalf of the Board  
**Ev Dynamics (Holdings) Limited**  
**Cheung Ngan**  
*Chairman*

Hong Kong, 15 August 2024

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Cheung Ngan and Ms. Chan Hoi Ying, and three independent non-executive Directors, namely Mr. Chan Francis Ping Kuen, Mr. Lee Kwok Leung and Dato’ Tan Yee Boon.*