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DCB Holdings Limited

DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 1 AUGUST 2022

The board of directors (the “**Board**”) of DCB Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting (the “**AGM**”) held on 1 August 2022, all proposed resolutions (“**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 30 June 2022 (the “**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes cast and approximate % of total number of votes cast	
		FOR	AGAINST
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 March 2022.	217,079,200 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Cheng Tsang Fu Dennis as an executive Director.	217,079,200 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Chui Kai Tai as an executive Director.	217,079,200 (100.00%)	0 (0.00%)
4.	To re-elect Prof. Leung Yiu Cheong as a non-executive Director.	217,079,200 (100.00%)	0 (0.00%)
5.	To re-elect Prof. Leung Kwok Hi Michael as a non-executive Director.	217,079,200 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of votes cast and approximate % of total number of votes cast	
		FOR	AGAINST
6.	To re-elect Mr. Chow Kwok Kee as an independent non-executive Director.	217,079,200 (100.00%)	0 (0.00%)
7.	To re-elect Ms. Lin Xiaoling an independent non-executive Director.	217,079,200 (100.00%)	0 (0.00%)
8.	To authorise the Board of Directors to fix the Directors' remuneration.	217,079,200 (100.00%)	0 (0.00%)
9.	To re-appoint CCTH CPA Limited as auditors of the Company and to authorize the Board of Directors to fix their remuneration.	217,079,200 (100.00%)	0 (0.00%)
10.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital.	217,079,200 (100.00%)	0 (0.00%)
11.	To give a general mandate to the Directors to repurchase shares in the capital of the Company not exceeding 10% of the existing issued share capital.	217,079,200 (100.00%)	0 (0.00%)
12.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.	217,079,200 (100.00%)	0 (0.00%)

Special Resolutions		Number of votes cast and approximate % of total number of votes cast	
		FOR	AGAINST
13.	To approve the change of (i) the English name of the Company be changed from “DCB HOLDINGS LIMITED” to “COOLPOINT INNONISM HOLDING LIMITED” and (ii) the dual foreign name in Chinese of the Company be changed from “DCB控股有限公司” to “快意智能股份有限公司”.	217,079,200 (100.00%)	0 (0.00%)
14.	To approve the proposed amendments to the memorandum and articles of association of the Company and to approve and adopt the second amended and restated memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.	215,669,200 (100.00%)	0 (0.00%)

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions numbered 1 to 12, these resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of the Resolutions numbered 13 to 14, these resolutions were duly passed as special resolutions of the Company.

As at the date of the AGM:

- (a) The total number of the shares of the Company (the “**Shares**”) in issue and entitling the holders to attend and vote on all the Resolutions at the AGM was 320,000,000 Shares.
- (b) There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

- (c) None of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.
- (d) None of the Shareholders is required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

Mr. Cheng Tsang Fu Dennis (Executive Director and the Chairman), Ms. Liu Lee Lee Lily (Executive Director), Mr. Chui Kai Tai (Executive Director), Prof. Leung Yiu Cheong (Non-executive Director), Prof. Leung Kwok Hi Michael (Non-executive Director), Mr. Cheung Kwok Keung (Independent Non-Executive Director), Mr. Chow Kwok Kee (Independent Non-Executive Director) and Ms. Lin Xiaoling (Independent Non-Executive Director) have attended the AGM either in person or electronically.

By order of the Board
DCB Holdings Limited
Cheng Tsang Fu Dennis
Executive Director

Hong Kong, 1 August 2022

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Tsang Fu Dennis, Ms. Liu Lee Lee Lily and Mr. Chui Kai Tai; the non-executive directors of the Company are Prof. Leung Yiu Cheong and Prof. Leung Kwok Hi Michael; and the independent non-executive directors of the Company are Mr. Cheung Kwok Keung, Mr. Chow Kwok Kee and Ms. Lin Xiaoling.

*This announcement, for which the directors (the “**Directors**”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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