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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1146)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 19 MAY 2023 AND CHANGE OF DIRECTOR AND MEMBER OF BOARD COMMITTEES

At the annual general meeting (the “AGM”) of China Outfitters Holdings Limited (the “Company”) held on 19 May 2023, all the proposed resolutions as set out in the notice of the AGM dated 26 April 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2022.	1,566,606,000 (99.99%)	4,390 (0.01%)
2.	a. (i) To re-elect Mr. Kwong Wilson Wai Sun as an independent non-executive director of the Company	1,566,606,000 (99.99%)	4,390 (0.01%)
	(ii) To re-elect Mr. Yeung Chi Wai as an independent non-executive director of the Company.	1,566,606,000 (99.99%)	4,390 (0.01%)
	(iii) To appoint Mr. Ho Ka Wang as an independent non-executive director of the Company.	1,566,606,000 (99.99%)	4,390 (0.01%)
	b. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).	1,566,606,000 (99.99%)	4,390 (0.01%)
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.	1,566,606,000 (99.99%)	4,390 (0.01%)
4.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,566,606,000 (99.99%)	4,390 (0.01%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
5.	To grant a general mandate to the Directors to purchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,566,606,000 (99.99%)	4,390 (0.01%)
6.	To extend the general mandate granted under resolution no. 4 by adding the shares bought back pursuant to the general mandate granted by resolution no. 5, such shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,566,606,000 (99.99%)	4,390 (0.01%)
Special Resolution		Number of Votes (%)	
		For	Against
7.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the third amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company, as set out in the notice convening the AGM dated 26 April 2023.	1,566,610,000 (99.99%)	390 (0.01%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions.
- (b) As not less than 75% of the votes were cast in favour of the special resolution numbered 7, the resolution was duly passed as a special resolution.
- (c) As at the date of the AGM, the total number of shares of the Company in issue was 3,445,450,000 shares.
- (d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 3,445,450,000 shares.
- (e) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (f) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 26 April 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.

- (h) The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (i) All directors of the Company attended the AGM.

CHANGE OF DIRECTOR

As the ordinary resolution numbered 2a(iii) set above was duly passed by the shareholders at the AGM, Mr. Ho Ka Wang has been appointed as independent non-executive director of the Company with effect from the conclusion of the AGM. For the biographical details of Mr. Ho Ka Wang, please refer to the circular of the Company dated 26 April 2023 (the “**Circular**”).

The board of directors (the “**Board**”) of the Company would like to take this opportunity to express its warmest welcome to Mr. Ho Ka Wang in joining the Board.

Reference is made to the Circular, as Mr. Cui Yi decided not to offer himself for re-election as he would like to spend more time on his personal business, Mr. Cui Yi retired as an independent non-executive director with effect from the conclusion of the AGM. Mr. Cui Yi has confirmed that there is no disagreement between himself and the Board during his term of office and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders.

The Board wishes to express its appreciation to Mr. Cui Yi for his valuable contributions to the Company during his term of office.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect immediately after the AGM:

- (1) Mr. Cui Yi ceased to be the chairman of the remuneration committee and a member of the audit committee of the Board; and
- (2) Mr. Ho Ka Wang was appointed as the chairman of the remuneration committee and a member of the audit committee of the Board.

By Order of the Board
China Outfitters Holdings Limited
Zhang Yongli
Chairman

Hong Kong, 19 May 2023

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Yongli, Mr. Sun David Lee and Ms. Huang Xiaoyun; the non-executive director is Mr. Wang Wei; and the independent non-executive directors are Mr. Kwong Wilson Wai Sun, Mr. Yeung Chi Wai and Mr. Ho Ka Wang.