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SFK CONSTRUCTION HOLDINGS LIMITED
新福港建設集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1447)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 25 MAY 2023;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(4) CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND
(5) AMENDMENTS TO THE BYE-LAWS**

Reference is made to the notice of the annual general meeting (the “**AGM**”) of SFK Construction Holdings Limited (the “**Company**”) dated 17 April 2023 (the “**Notice**”) and the circular of the Company dated 17 April 2023 (the “**Circular**”). Unless otherwise specified in this announcement, capitalised terms used herein shall have the same meaning as those defined in the Circular.

POLL RESULTS

The board of directors (the “**Board**”) of the Company is pleased to announce that the AGM was held at 7/F, High Fashion Centre, 1-11 Kwai Hei Street, Kwai Chung, New Territories, Hong Kong at 10:30 a.m. on 25 May 2023 and all the proposed resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. All directors of the Company attended the AGM in person.

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

Ordinary Resolutions		Number of Votes (Approximate Percentage)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors and the independent auditor of the Company for the year ended 31 December 2022.	301,306,072 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. YUNG Kim Man as an executive director of the Company.	301,306,072 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. JIM Fun Kwong, Frederick as an independent non-executive director of the Company.	301,306,072 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (Approximate Percentage)	
		For	Against
	(c) To elect Dr. KOU Zhihui as an independent non-executive director of the Company.	301,306,072 (100.00%)	0 (0.00%)
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	301,306,072 (100.00%)	0 (0.00%)
4.	To re-appoint KPMG as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.	301,306,072 (100.00%)	0 (0.00%)
5.	To declare a final dividend of HK3.5 cents per share of the Company for the year ended 31 December 2022.	301,306,072 (100.00%)	0 (0.00%)
6.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with the shares of the Company for an aggregate number not exceeding 20% of the number of the issued shares of the Company as at the date of the passing of this resolution.	300,588,072 (99.76%)	718,000 (0.24%)
7.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to repurchase the shares of the Company for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.	301,306,072 (100.00%)	0 (0.00%)
8.	To extend the general unconditional mandate granted to the directors of the Company under resolution no. 6 above by an amount representing the number of the issued shares of the Company repurchased by the Company pursuant to the general mandate under resolution no. 7 above (up to a maximum number equivalent to 10% of the number of the issued shares of the Company as at the date of the passing of this resolution).	300,588,072 (99.76%)	718,000 (0.24%)
	Special Resolution	For	Against
9.	To amend the Bye-laws of the Company with details set out in Appendix III to the Circular.	301,306,072 (100.00%)	0 (0.00%)

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

As more than 50% of the votes were cast in favor of each of the ordinary Resolutions no. 1 to no. 8, the ordinary Resolutions no. 1 to no. 8 were duly passed by way of poll as ordinary resolutions of the Company. As a majority of not less than three-fourths of votes were cast in favour of the special Resolution no. 9, the special Resolution no. 9 was duly passed by way of poll as special resolution of the Company.

The scrutineer of the AGM was Tricor Investor Services Limited, the Hong Kong share registrar and transfer office of the Company. As at the date of the AGM, the total number of issued Shares of the Company was 400,000,000 Shares, which represented the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the Circular, Mr. Lam Leung Tsun (“**Mr. Lam**”), who is subject to retirement by rotation pursuant to the Bye-laws of the Company, has informed the Board that he would not offer himself for re-election at the AGM due to his own decision to devote more time to his personal endeavours. Accordingly, Mr. Lam retired as an independent non-executive director of the Company with effect from the conclusion of the AGM. Mr. Lam confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to his decision of not offering himself for re-election at the AGM.

The Board would like to express its sincere appreciation to Mr. Lam for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Dr. Kou Zhihui (“**Dr. Kou**”) has been appointed as an independent non-executive director of the Company with effect from the conclusion of the AGM.

Dr. Kou has confirmed that she meets the independence criteria set out in Rule 3.13 of the Listing Rule. Please refer the Circular in relation to, among other things, the biographical details of Dr. Kou and other information of Dr. Kou required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. As at the date of this announcement, there has been no change to such information.

The Board would like to express its warm welcome to Dr. Kou for her appointment.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Upon Mr. Lam’s retirement, he also ceased to be the member of the audit committee and nomination committee of the Company with effect from the conclusion of the AGM.

After Mr. Lam’s retirement, Dr. Kou has been appointed as a member of the audit committee and nomination committee of the Company with effect from the conclusion of the AGM.

AMENDMENTS TO THE BYE-LAWS

The Board is pleased to announce that the amendments to the Bye-laws was duly approved by the Shareholders at the AGM. The amendments to the Bye-laws took effect after the conclusion of the AGM, the full text of which is available on the websites of the Stock Exchange and the Company.

By order of the Board
SFK Construction Holdings Limited
Chan Ki Chun
Chairman

Hong Kong, 25 May 2023

As at the date of this announcement, the executive directors of the Company are Mr. Chan Ki Chun, Mr. Yung Kim Man and Mr. Yeung Cho Yin, William; and the independent non-executive directors of the Company are Mr. Jim Fun Kwong, Frederick, Mr. Chan Kim Hung, Simon and Dr. Kou Zhihui.