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Town Ray Holdings Limited

登輝控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1692)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 25 MAY 2023

Reference is made to the circular (the “AGM Circular”) of Town Ray Holdings Limited (the “Company”) and the notice (the “AGM Notice”) of the annual general meeting (“AGM”) dated 27 April 2023. Capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular unless otherwise defined herein.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the AGM was held at Workshop A, 25th Floor, Reason Group Tower, No. 403 Castle Peak Road — Kwai Chung, Kwai Chung, New Territories, Hong Kong on Thursday, 25 May 2023 at 11:00 a.m. All the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditor of the Company and its subsidiaries for the year ended 31 December 2022.	300,264,450 99.98%	68,000 0.02%	300,332,450
2.	To approve the payment of a final dividend of HK19.3 cents per Share for the year ended 31 December 2022.	300,332,450 100.00%	0 0.00%	300,332,450

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
3.	To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors of the Company to fix the auditor's remuneration.	300,332,450 100.00%	0 0.00%	300,332,450
4.	(a) To re-elect Mr. Chan Ping Yim as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.	300,332,450 100.00%	0 0.00%	300,332,450
	(b) To re-elect Mr. Choi Chi Leung Danny as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.	300,332,450 100.00%	0 0.00%	300,332,450
	(c) To re-elect Mr. Chan Shing Jee as an independent non-executive director of the Company and authorise the board of directors of the Company to fix his remuneration.	300,332,450 100.00%	0 0.00%	300,332,450
	(d) To authorise the board of directors of the Company to fix the remuneration of the directors.	300,332,450 100.00%	0 0.00%	300,332,450
5.	To terminate the existing share option scheme of the Company.	300,332,450 100.00%	0 0.00%	300,332,450
6.	To approve and adopt the 2023 share option scheme (the “ 2023 Share Option Scheme ”) of the Company.	300,006,450 99.89%	326,000 0.11%	300,332,450

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)		Total number of votes cast
		For	Against	
7.	Conditional on the passing of the ordinary resolution numbered 6 above, to approve the service provider sublimit of 1% of the total number of issued shares of the Company as at the date of adoption of the 2023 Share Option Scheme.	300,006,450 99.89%	326,000 0.11%	300,332,450
8.	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 not exceeding the aggregate of 20% of the number of the issued Shares as at the date of passing this resolution.	300,004,450 99.89%	328,000 0.11%	300,332,450
9.	To grant a general unconditional mandate to the directors of the Company to exercise all powers of the Company to purchase or repurchase the Shares not exceeding the aggregate of 10% of the number of the issued Shares as at the date of passing this resolution.	300,332,450 100.00%	0 0.00%	300,332,450
10.	To extend the general unconditional mandate granted to the directors of the Company under the ordinary resolution numbered 8 above by an amount representing the number of the issued Shares purchased or repurchased by the Company pursuant to the general mandate under the ordinary resolution numbered 9 above.	300,004,450 99.89%	328,000 0.11%	300,332,450

The description of the above resolutions is by way of summary only. The full text of such resolutions appears in the AGM Notice. The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy. As more than 50% of the votes were cast in favour of each of the above resolutions 1 to 10, resolutions 1 to 10 were duly passed as ordinary resolutions of the Company.

The total number of Shares in issue as at the date of the AGM was 359,000,000 Shares. The total number of Shares entitling the holder to attend and vote on the resolutions at the AGM was 359,000,000 Shares.

There were no Shares which entitled the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. None of the Shareholders has stated their intention in the AGM Circular to vote for or against any of the resolutions at the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM. All Directors, namely Mr. Chan Wai Ming, Mr. Chiu Wai Kwong, Ms. Tang Mei Wah, Mr. Yu Kwok Wai, Dr. Chan Kam Kwong Charles, Ms. Cheng Yuk Sim Connie, Mr. Chan Ping Yim, Mr. Choi Chi Leung Danny and Mr. Chan Shing Jee, attended the AGM.

By order of the Board
TOWN RAY HOLDINGS LIMITED
Chan Kam Kwong Charles
Chairman and non-executive Director

Hong Kong, 25 May 2023

As at the date of this announcement, the Board comprises Mr. Chan Wai Ming, Mr. Chiu Wai Kwong, Ms. Tang Mei Wah and Mr. Yu Kwok Wai as executive Directors; Dr. Chan Kam Kwong Charles and Ms. Cheng Yuk Sim Connie as non-executive Directors; and Mr. Chan Ping Yim, Mr. Choi Chi Leung Danny and Mr. Chan Shing Jee as independent non-executive Directors.