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KIN YAT HOLDINGS LIMITED
建溢集團有限公司

website: <http://www.kinyat.com.hk>

(Incorporated in Bermuda with limited liability)

(Stock Code: 638)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 28 AUGUST 2023,
CHANGES IN THE DIRECTORATE AND
THE COMPOSITION OF THE BOARD COMMITTEES
AND
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION AND BYE-LAWS**

The Board is pleased to announce that all resolutions as set out in the notice of annual general meeting of the Company dated 28 July 2023 were duly passed by the Shareholders at the AGM by way of poll on Monday, 28 August 2023.

As set out in the circular of the Company dated 28 July 2023, Dr. Fung Wah Cheong, Vincent and Dr. Sun Kwai Yu, Vivian, the non-executive Director and the independent non-executive Director, respectively, have each decided to not to stand for re-election at AGM and will resign from the Board after the conclusion of the AGM. As such, Dr. Fung and Dr. Sun ceased to be the members of the Nomination Committee and Remuneration Committee, and Dr. Sun also ceased to be the member and the chairperson of the Audit Committee with effect from the conclusion of the AGM on 28 August 2023.

With effect from the conclusion of the AGM on 28 August 2023, the following appointments and changes in the composition of the Board committees have become effective:

1. Mr. Chan Yim Por Bonnie has been appointed as an independent non-executive Director and as the member and the chairman of the Nomination Committee, and a member of each of the Remuneration Committee and Audit Committee; and
2. Mr. Wong Chi Wai, the independent non-executive Director, has been appointed as the chairman of the Audit Committee and ceased to serve as the chairman of the Nomination Committee but remains as a member of the Nomination Committee.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of Kin Yat Holdings Limited (the “**Company**”) is pleased to announce that all resolutions set out in the notice of annual general meeting of the Company dated 28 July 2023 were duly passed by the shareholders of the Company (the “**Shareholder(s)**”) by way of poll at the annual general meeting of the Company held on Monday, 28 August 2023 (the “**AGM**”).

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

As at the date of the AGM, the total number of the issued shares of the Company was 438,960,000 shares, which represented the total number of shares entitling the holder to attend and vote on all proposed resolutions at the AGM. There were no shares entitling any Shareholders to attend but had been required to abstain from voting in favour of any proposed resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM and there was no Shareholder who was entitled to attend the AGM but was only entitled to vote against any of the proposed resolutions.

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

ORDINARY RESOLUTIONS		Number of votes cast (Approx. %)		Total number of votes cast
		For	Against	
1.	To receive and approve the audited financial statements and the reports of the directors (the “ Director(s) ”) and of the auditors of the Company for the year ended 31 March 2023.	285,574,181 (100.00%)	0 (0.00%)	285,574,181
2.	(a) To re-elect Mr. Cheng Tsz To as an executive Director;	285,574,181 (100.00%)	0 (0.00%)	285,574,181
	(b) to re-elect Mr. Cheung Wang Ip as an independent non-executive Director;	285,574,181 (100.00%)	0 (0.00%)	285,574,181
	(c) to elect Mr. Chan Yim Por Bonnie as an independent non-executive Director; and	285,574,180 (99.99%)	1 (0.01%)	285,574,181
	(d) to authorise the Board to fix the remuneration of the Directors.	285,574,181 (100.00%)	0 (0.00%)	285,574,181
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.	285,574,181 (100.00%)	0 (0.00%)	285,574,181
4.	To grant the Directors a general mandate to repurchase shares of the Company. (Note)	285,574,181 (100.00%)	0 (0.00%)	285,574,181

ORDINARY RESOLUTIONS		Number of votes cast (Approx. %)		Total number of votes cast
		For	Against	
5.	To grant the Directors a general mandate to allot, issue or deal with additional shares of the Company. (Note)	284,846,180 (99.75%)	728,001 (0.25%)	285,574,181
6.	Conditional upon the passing of the Resolutions 4 and 5 above, to extend the general mandate granted to the Directors under Resolution 5 above to issue additional new shares of the Company. (Note)	284,846,180 (99.75%)	728,001 (0.25%)	285,574,181
SPECIAL RESOLUTION		Number of votes cast (Approx. %)		Total number of votes cast
		For	Against	
7.	To approve the amendments to the existing Bye-laws and to approve and adopt the amended and restated Bye-laws in substitution for and to the exclusion of the existing Bye-laws with immediate effect, and to authorise any one Director or the company secretary of the Company to do all such acts as may be necessary or expedient in order to effect and implement the adoption of the new Bye-laws. (Note)	284,846,181 (99.75%)	728,000 (0.25%)	285,574,181

Note: The full text of the resolutions is set out in the notice of AGM dated 28 July 2023.

As more than 50% of the votes were cast in favour of the above resolutions numbered 1 to 6, each of these resolutions was duly passed as an ordinary resolution of the Company.

As more than 75% of votes were cast in favour of the above resolution numbered 7, such resolution was duly passed as a special resolution of the Company.

All the Directors attended the AGM in person or by way of video conference.

CHANGES IN THE DIRECTORATE

Dr. Fung Wah Cheong, Vincent (“**Dr. Fung**”) has resigned as the non-executive Director and decided not to stand for re-election at the AGM due to his desire to devote more time to his personal development and will resign from the Board after the conclusion of the AGM. In addition, Dr. Sun Kwai Yu, Vivian (“**Dr. Sun**”) has resigned as the independent non-executive Director and decided not to stand for re-election at the AGM due to her retirement and family commitments and will resign from the Board after the conclusion of the AGM. As such, Dr. Fung and Dr. Sun ceased to be the members of the Board’s nomination committee (the “**Nomination Committee**”) and remuneration committee (the “**Remuneration Committee**”), and Dr. Sun also ceased to be the member and the chairperson of the Board’s audit committee (the “**Audit Committee**”) with effect from the conclusion of the AGM on 28 August 2023.

Each of Dr. Fung and Dr. Sun has confirmed that there is no disagreement with the Board and there is no matter which needs to be brought to the attention of the shareholders of the Company relating to their resignation.

The Board takes this opportunity to express its sincere gratitude to Dr. Fung and Dr. Sun for their valuable contributions to the Board during their tenure of office.

Following the approval by the Shareholders at the AGM, Mr. Chan Yim Por Bonnie (“**Mr. Chan**”) has been appointed as an independent non-executive Director with effect from the conclusion of the AGM on 28 August 2023.

Mr. Chan, aged 57, is a practising solicitor and notary public (practising) in Hong Kong who was admitted as a solicitor in Hong Kong in 1991 and in England and Wales in 1992. He is currently a member of The Law Society of Hong Kong and the Hong Kong Society of Notaries. He obtained a Bachelor’s Degree of Laws in 1988 and a Master’s Degree of Laws in 1993 and has been practising as a solicitor in the commercial field in Hong Kong since 1991. He established his own firm, Messrs. Yeung & Chan, Solicitors in 1996 and is now the sole proprietor of the firm. He has been a part-time lecturer and tutor of the Postgraduate Certificate in Laws at The University of Hong Kong since 2002 and was admitted as an adjunct lecturer of the HKU School of Professional and Continuing Education in 2009. Mr. Chan is a member of the HKSAR Notaries Public Disciplinary Tribunal Panel since 2019.

On 28 July 2011, Mr. Chan was appointed as an independent non-executive director of Golden Century International Holdings Group Limited (stock code 0091, formerly known as “New Smart Energy Group Limited”) whose shares have been listed on the Main Board of the Stock Exchange, and subsequently resigned from the office on 31 March 2021.

As at the date of this announcement, Mr. Chan did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares of the Company or the Company’s associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Chan does not (i) hold any position in the Company and other members of the Group; (ii) hold any directorships in other public listed companies in the last three years preceding the Latest Practicable Date; (iii) have other major appointments; and (iv) have any relationships with any other Directors, senior management or Substantial or Controlling Shareholders of the Company.

Mr. Chan has entered into a service contract with the Company for a term of three years commencing immediately after the conclusion of the AGM, which may be terminated by either party by giving to the other party a three-month written notice. In accordance with the Bye-laws of the Company, the appointment of Mr. Chan will be subject to retirement by rotation and re-election at the annual general meeting of the Company. Pursuant to the service contract, the annual total emoluments for Mr. Chan are HK\$300,000, which were determined by reference to the Company’s standard scale of emoluments for independent non-executive Directors.

The Board would like to express its warmest welcome to Mr. Chan for joining the Board.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

Mr. Wong Chi Wai (“**Mr. Wong**”), the independent non-executive Director, has been appointed as the chairman of the Audit Committee and ceased to serve as the chairman of the Nomination Committee but remains as a member of the Nomination Committee with effect from the conclusion of the AGM.

Mr. Chan, the independent non-executive Director, has been appointed as a member and the chairman of the Nomination Committee immediately following the cessation of Mr. Wong as the chairman of the same, and has been appointed as a member of each of the Remuneration Committee and Audit Committee, with effect from the conclusion of the AGM.

ADOPTION OF THE NEW MEMORANDUM OF ASSOCIATION AND BYE-LAWS

The Board announced that the amendments to the existing memorandum of association and Bye-laws and the adoption of the amended and restated memorandum of association and Bye-laws have been approved by the Shareholders by way of a special resolution at the AGM. The new memorandum of association and Bye-laws has taken effect immediately following the conclusion of the AGM, the full text of which is available on the respective websites of the Stock Exchange and the Company.

By order of the Board
Kin Yat Holdings Limited
Cheng Chor Kit
Chairman and Chief Executive Officer

Hong Kong, 28 August 2023

As at the date of this announcement, the Board comprises (a) four executive Directors, namely Mr. CHENG Chor Kit, Mr. LIU Tat Luen, Mr. CHENG Tsz To and Mr. CHENG Tsz Hang; and (b) three independent non-executive Directors, namely Mr. WONG Chi Wai, Mr. CHEUNG Wang Ip and Mr. CHAN Yim Por Bonnie.