

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## COMPUTIME GROUP LIMITED

金寶通集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 7 SEPTEMBER 2023;
- (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;  
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
MEMBERS OF AUDIT COMMITTEE, NOMINATION COMMITTEE  
AND REMUNERATION COMMITTEE;
- AND
- (4) CHANGES IN COMPOSITION OF BOARD COMMITTEES

### POLL RESULTS OF 2023 AGM

Reference is made to the notice of the annual general meeting (the “**2023 AGM Notice**”) of Computime Group Limited (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) and the circular of the Company both dated 25 July 2023 (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting of the Company held on 7 September 2023 (the “**2023 AGM**”), all of the resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll voting. Full text of the resolutions is set out in the 2023 AGM Notice. The poll results are as follows:

ORDINARY RESOLUTIONS <sup>(Note (b))</sup>		Number of votes (%) <sup>(Note (a))</sup>	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2023.	355,950,480 (99.9852%)	52,626 (0.0148%)

<b>ORDINARY RESOLUTIONS</b> <sup>(Note (b))</sup>		<b>Number of votes (%)</b> <sup>(Note (a))</sup>	
		<b>For</b>	<b>Against</b>
2.	To declare a final dividend of HK\$0.0210 per share for the year ended 31 March 2023.	356,003,106 (100%)	0 (0%)
3.	To re-elect Mr. WONG Wah Shun as an Executive Director of the Company.	355,952,554 (99.9858%)	50,552 (0.0142%)
4.	To authorise the Board to fix the respective Directors' remuneration.	356,003,106 (100%)	0 (0%)
5.	To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Board to fix auditors' remuneration.	355,950,480 (99.9852%)	52,626 (0.0148%)
6.	To grant a general mandate to the Directors of the Company to repurchase the Company's own shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	356,003,106 (100%)	0 (0%)
7.	To grant a general mandate to the Directors of the Company to allot, issue and deal with new 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.	354,393,152 (99.5478%)	1,609,954 (0.4522%)
8.	Conditional upon the passing of resolutions nos. 6 and 7, to extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company.	354,393,152 (99.5478%)	1,609,954 (0.4522%)

ORDINARY RESOLUTIONS <sup>(Note (b))</sup>		Number of votes (%) <sup>(Note (a))</sup>	
		For	Against
9(a).	Subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “ <b>Stock Exchange</b> ”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalization issue, rights issue, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “ <b>Share(s)</b> ”) which may be issued in respect of the share options to be granted under the 2023 Share Option Scheme (as defined in the Circular of the Company ), to consider and approve the adoption of the 2023 Share Option Scheme and to authorize any director of the Company (the “ <b>Director</b> ”) and/or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme.	354,983,152 (99.7135%)	1,019,954 (0.2865%)
9(b).	To consider and approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date (as defined in the Circular) or the relevant date of approval of the refreshment of the Scheme Mandate Limit (as defined in the Circular).	354,932,600 (99.6993%)	1,070,506 (0.3007%)

<b>ORDINARY RESOLUTIONS</b> <sup>(Note (b))</sup>		<b>Number of votes (%)</b> <sup>(Note (a))</sup>	
		<b>For</b>	<b>Against</b>
10(a).	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the award shares to be granted under the 2023 Share Award Plan (as defined in the Circular), to consider and approve the adoption of the 2023 Share Award Plan and to authorize any Director and/or his/her delegate(s) to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Plan.	354,983,152 (99.7135%)	1,019,954 (0.2865%)
10(b).	To consider and approve that the total number of Shares which may be issued in respect of all options and awards to be granted under the 2023 Share Award Plan and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.	354,932,600 (99.6993%)	1,070,506 (0.3007%)
11.	Conditional upon resolution no. 9 above being passed, to consider and approve the termination of the 2016 Share Option Scheme (as defined in the Circular) with effect from the adoption of the 2023 Share Option Scheme.	355,952,554 (99.9858%)	50,552 (0.0142%)

*Notes:*

- (a) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the 2023 AGM in person or by proxy.
- (b) For ordinary resolutions numbered 1 to 11, as more than 50% of the votes were cast in favour of each of the resolutions, resolutions numbered 1 to 11 were duly passed as ordinary resolutions.

- (c) The total number of Shares in issue as at the date of the 2023 AGM: 842,540,000 shares.
- (d) The total number of Shares entitling the holder to attend and vote on the resolutions at the 2023 AGM: 842,540,000 shares.
- (e) The total number of Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the 2023 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”): Nil.
- (f) The total number of Shares that are required under the Listing Rules to abstain from voting at the 2023 AGM: Nil.
- (g) None of the Shareholders have stated their intention in the Company’s Circular to vote against or to abstain from voting on any of the resolutions at the 2023 AGM.
- (h) Tricor Investor Services Limited, the Company’s Branch Share Registrar in Hong Kong, acted as the scrutineer for the vote-taking at the 2023 AGM.

Mr. AUYANG Pak Hong Bernard, Mr. WONG Wah Shun, Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Mr. LUK Koon Hoo, Mr. Patrick Thomas SIEWERT, Mr. HO Pak Chuen Patrick and Mr. Roy KUAN attended the 2023 AGM in person or by electronic means.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

As disclosed in the Circular, Mr. LUK Koon Hoo (“**Mr. LUK**”) and Mr. Patrick Thomas SIEWERT (“**Mr. SIEWERT**”) did not stand for re-election and retired as independent non-executive directors of the Company with effect from the conclusion of the 2023 AGM. Upon their retirement, Mr. LUK ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”). Mr. SIEWERT ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Mr. LUK and Mr. SIEWERT have confirmed that they have no disagreement with the Board and that they are not aware of any matter relating to their retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. Mr. LUK and Mr. SIEWERT have also confirmed that they have no outstanding claims against the Group of any nature, including fees, compensation for loss of office, remuneration nor expenses as at the date of this announcement.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. LUK and Mr. SIEWERT for their valuable contribution to the Group during their tenure of service in the past 17 years.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that Ms. LEE Shang Yuee Christabel (“**Ms. LEE**”) has been appointed as an independent non-executive director of the Company (the “**Independent Non-Executive Director**”) and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 7 September 2023.

Details of Ms. LEE, as disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out below:

Ms. LEE, aged 50, is an experienced business leader with a career focused in the finance industry in Hong Kong. She has over 25 years of experience in general management and corporate finance. Ms. LEE is currently the managing director of Toppan Merrill in Asia Pacific, where she joined since 2000. She participated and assisted the growth of Toppan Merrill into a recognized industry leader and the expansion of Toppan Merrill from Hong Kong to Singapore, China, the USA, and Europe over the past two decades. Prior to joining Toppan Merrill, Ms. LEE worked in the corporate finance team of Schroders Asia, where she worked on a variety of high-profile corporate restructuring, group reorganization, merger and acquisition and equity capital market transactions for blue-chip listed companies and multinational corporations in Hong Kong. Ms. LEE obtained a Bachelor of Science in Economics from the University College London in 1993. She attended The General Management Program at Harvard Business School in 2005.

Pursuant to the letter of appointment agreed upon by the Company and Ms. LEE, Ms. LEE has been appointed as an Independent Non-executive Director from 7 September 2023 to 6 September 2026, which may be terminated by either party giving to the other not less than two months’ prior notice in writing. She is also subject to retirement and re-election in general meeting of the Company in accordance with the Company’s articles of association. Ms. LEE is entitled to a remuneration of HK\$300,000 per annum which was recommended by the Remuneration Committee and approved by the Board with reference to the prevailing market conditions, her duties and responsibilities and the time, effort and expertise to be devoted by Ms. LEE to the Group as an Independent Non-Executive Director. Except for the Company’s share option scheme and share award plan, Ms. LEE is not eligible to participate in any bonus schemes or other benefits in kind available to the executive director of the Company.

Ms. LEE confirmed that she has satisfied the independence criteria as stipulated in Rule 3.13 of the Listing Rules. The Company has assessed her independence and considered that she meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent.

Save as disclosed above, Ms. LEE (i) does not, and did not in the last three years, hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold other major appointments and professional qualifications; (iii) does not hold any other position within the Group; and (iv) does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Ms. LEE does not have or is not deemed to have any interest in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Company is not aware of other information in relation to the appointment of Ms. LEE which is required to be disclosed pursuant to any of the requirement under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

The Board would like to extend its warmest welcome to Ms. LEE for joining the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Following the retirement of Mr. LUK and Mr. SIEWERT and the appointment of Ms. LEE, the Board announces that Mr. Roy KUAN has been re-designated from a member of the Audit Committee to the chairman of the Audit Committee, Mr. HO Pak Chuen Patrick, has been re-designated from a member of the Remuneration Committee to the chairman of the Remuneration Committee, and Mr. WONG Chun Kong, a non-executive director of the Company, has been appointed as a member of the Nomination Committee with effect from 7 September 2023. As a result, the Company has complied with the requirements set out under Rules 3.10, 3.21 and 3.25 of the Listing Rules.

By Order of the Board  
**Computime Group Limited**  
**WONG Samuel Wan Kay**  
*Company Secretary*

Hong Kong, 7 September 2023

As at the date of this announcement, the directors of the Company are:

*Executive Directors:*

Mr. AUYANG Pak Hong Bernard (*Chairman and Chief Executive Officer*)

Mr. WONG Wah Shun

*Non-executive Directors:*

Mr. KAM Chi Chiu, Anthony

Mr. WONG Chun Kong

*Independent Non-executive Directors:*

Mr. HO Pak Chuen Patrick

Mr. Roy KUAN

Ms. LEE Shang Yuee Christabel

\* *For identification purposes only*