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Lapco Holdings Limited

立高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8472)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 18 JANUARY 2024

Reference is made to the circular of Lapco Holdings Limited (the “**Company**”) dated 22 December 2023 in relation to, among others, the Rights Issue (the “**Circular**”), and the notice of extraordinary general meeting (the “**EGM**”) of the Company dated 22 December 2023. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) set out in the notice of the EGM was duly passed by the Shareholders by way of poll at the EGM held on 18 January 2024.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed and acted as the scrutineer for the purpose of vote-taking at the EGM. The poll results in respect of the Resolution are as follows:

Ordinary Resolution	Number of Votes^{Note 2} (Approximate %)	
	For	Against
To approve the proposed Rights Issue on the basis of three (3) Rights Shares for every one (1) existing Share held on the Record Date and the transactions contemplated thereunder and to authorise the directors of the Company to do all things necessary for implementation of the Rights Issue and the transactions contemplated thereunder.	6,049,590 (99.99%)	125 (0.01%)

Notes:

- (1) Please refer to the notice of the EGM for the full text of the Resolution.
- (2) The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares was 24,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote on the Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules. As at the date of the EGM, the Company did not have any controlling Shareholder and none of the Directors and the chief executive of the Company and their respective associates held any Shares. Accordingly, no Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolution at the EGM. None of the Shareholders have stated his/her/its intention in the Circular to vote against the Resolution or to abstain from voting on the Resolution at the EGM.

The executive Directors, namely Mr. Tam Yiu Shing, Billy, Mr. Au Pak Lun Patrick and Mr. Wang Rong, and the independent non-executive Directors, Mr. Mak Kwok Kei, Ms. Lam Kit Yan and Ms. Wan Hoi Shan attended the EGM.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS

The Rights Issue will proceed in accordance with the expected timetable set out in the Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis will be on Friday, 19 January 2024 and the Shares will be dealt in on an ex-rights basis from Monday, 22 January 2024.

The Prospectus Documents are expected to be despatched to the Qualifying Shareholders on Wednesday, 31 January 2024. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Friday, 16 February 2024.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

The Rights Issue will proceed on a non-underwritten basis irrespective of the acceptance of the provisionally allotted Rights Shares.

The Rights Issue is subject to fulfilment of the conditions set out in the paragraph headed “Conditions of the Rights Issue” under the section headed “Proposed Rights Issue” of the Circular at or prior to the latest time for the Rights Issue to become unconditional (i.e. 6:00 p.m. on Tuesday, 27 February 2024). If the Conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

The Shares will be dealt in on an ex-rights basis from Monday, 22 January 2024. Dealings in the nil-paid rights are expected to take place from Friday, 2 February 2024 to Friday, 9 February 2024 (both days inclusive). Any Shareholder or other person dealing in the Shares or in the nil-paid rights up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or the nil-paid rights is advised to exercise caution when dealing in the Shares and/or the nil-paid rights. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisor(s).

By order of the Board
Lapco Holdings Limited
Tam Yiu Shing, Billy
Executive Director and Joint Company Secretary

Hong Kong, 18 January 2024

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Tam Yiu Shing, Billy, Mr. Au Pak Lun Patrick and Mr. Wang Rong; and three independent non-executive Directors, namely Mr. Mak Kwok Kei, Ms. Lam Kit Yan and Ms. Wong Hoi Shan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at www.lapco.com.hk.