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**翠華集團®**

**TSUI WAH GROUP**

**Tsui Wah Holdings Limited**

**翠華控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1314)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 23 AUGUST 2024;  
RETIREMENT AND APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS; AND  
CHANGES IN COMPOSITION OF BOARD COMMITTEES**

1. All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2024 AGM.
2. With effect from the conclusion of the 2024 AGM, Mr. GOH Choo Hwee has retired as an INED and Mr. SO Chi Man has been appointed as an INED.
3. With effect from the conclusion of the 2024 AGM,
  - a. Mr. GOH Choo Hwee has ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
  - b. Mr. YIM Kwok Man has resigned as the chairman but remains as a member of the Audit Committee;
  - c. Mr. TANG Man Tsz has been appointed as the chairman of the Remuneration Committee; and
  - d. Mr. SO Chi Man has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

## POLL RESULTS OF 2024 AGM

The board of directors of Tsui Wah Holdings Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) is pleased to announce that all the proposed ordinary resolutions (the “**Proposed Resolutions**”) as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 24 July 2024 (the “**AGM Notice**”) were duly passed by the holders of the Company’s ordinary shares of HK\$0.01 each (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Friday, 23 August 2024 (the “**2024 AGM**”).

As at the date of the 2024 AGM, there were 1,411,226,450 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2024 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2024 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2024 AGM. None of the Shareholders has stated in the Company’s circular dated 24 July 2024 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2024 AGM.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2024 AGM.

All Directors (except for Mr. GOH Choo Hwee (“**Mr. Goh**”), an independent non-executive Director (the “**INED**”)) either attended the 2024 AGM in person or participated in the 2024 AGM by way of video conference.

The poll results in respect of all the Proposed Resolutions put to vote at the 2024 AGM are set out as follows:

Ordinary Resolutions		Number of Votes and Approximate Percentage Based on Total Number of Votes Cast (%) <sup>(Note 2)</sup>		Total Number of Votes Cast
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the Directors and the independent auditor of the Company for the financial year ended 31 March 2024.	772,435,918 (100%)	0 (0%)	772,435,918
2.	(i) To re-elect Mr. LEE Kun Lun Kenji as an executive Director; and	772,435,918 (100%)	0 (0%)	772,435,918
	(ii) To re-elect Mr. CHENG Chung Fan as a non-executive Director.	771,789,918 (99.916368%)	646,000 (0.083632%)	772,435,918

Ordinary Resolutions		Number of Votes and Approximate Percentage Based on Total Number of Votes Cast (%) <sup>(Note 2)</sup>		Total Number of Votes Cast
		For	Against	
3.	To authorise the Board to fix the remuneration of the Directors until the date of the 2025 AGM.	772,435,918 (100%)	0 (0%)	772,435,918
4.	To re-appoint KPMG as the independent auditor of the Company and to authorise the Board to fix their remuneration.	772,435,918 (100%)	0 (0%)	772,435,918
5.	To grant a general and an unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares as set out in the resolution no. 5. <i>(Note 1)</i>	771,065,918 (99.822639%)	1,370,000 (0.177361%)	772,435,918
6.	To grant a general and an unconditional mandate to the Directors to repurchase Shares as set out in the resolution no. 6. <i>(Note 1)</i>	772,435,918 (100%)	0 (0%)	772,435,918
7.	Conditional upon the passing of resolution no. 5 and 6 as set out in the AGM Notice, to extend the general mandate granted by resolution no. 5 above by adding thereto the Shares repurchased and cancelled pursuant to the general mandate granted by resolution no. 6. <i>(Note 1)</i>	771,169,918 (99.836103%)	1,266,000 (0.163897%)	772,435,918

*Notes:*

1. For the full text of the Proposed Resolutions, please refer to the AGM Notice.
2. The percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who/which attended and voted at the 2024 AGM in person, by authorized representative or by proxy.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all the Proposed Resolutions were duly passed.

### **RETIREMENT OF AN INED**

As disclosed in the Circular, Mr. Goh did not offer himself for re-election and has retired as an INED, taking effect at the conclusion of the 2024 AGM.

Mr. Goh has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board expresses its sincere gratitude to Mr. Goh for his valuable contributions to the Company during his tenure of service.

## APPOINTMENT OF AN INED

The Board also announces that Mr. SO Chi Man (“**Mr. So**”) has been appointed as an INED with effect from the conclusion of the 2024 AGM. Mr. So’s brief particulars are as follows:

Mr. So, aged 55, graduated from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) with a bachelor of arts degree in accountancy in October 1992 and obtained a master of business administration degree from the Hong Kong University of Science and Technology in November 2003. Mr. So has been a member of the Hong Kong Institute of Certified Public Accountants since 1996 and became a fellow member of the Association of Chartered Certified Accountants in 2002.

Mr. So has more than 30 years’ experience in financial and accounting matters. Mr. So is currently the chief financial officer and company secretary of Green Future Food Hydrocolloid Marine Science Company Limited, a company listed on the main board of the Stock Exchange (the “**Main Board**”) (stock code: 1084). Previously, Mr. So worked at the Hong Kong office of PricewaterhouseCoopers in the audit and business advisory service department from 1992 to 2000 and his last position was manager of such department. From 2000 to 2004, Mr. So served as the financial controller of Hong Kong Economic Times Holdings Limited, a company listed on the Main Board (stock code: 0423). From 2004 to 2011, Mr. So was the senior vice president of BOE Optoelectronics Company Limited, a state-owned enterprise specialising in manufacturing of electronic display products in the People’s Republic of China. From 2011 to 2017, Mr. So was an executive director, the chief financial officer and the company secretary of Asiaray Media Group Limited, a company listed on the Main Board (stock code: 1993).

Mr. So has entered into a letter of appointment with the Company with respect to his appointment as an INED for a term of three years commencing on 23 August 2024. Mr. So will be subject to retirement and re-election at the next following AGM and thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules.

Mr. So is entitled to a monthly director’s fee of HK\$20,000, which has been determined by the Board by reference to, amongst others, his qualifications and experience, the duties and responsibilities undertaken by him as an INED and the prevailing market conditions.

Mr. So confirms that he has fulfilled each of the independence factors under Rule 3.13(1) to (8) of the Listing Rules and is not aware of any other circumstances that will undermine his independence to act as an INED.

As at the date of this announcement, Mr. So has confirmed that he does not:

- (a) hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (b) have any relationship with any Directors or senior management, substantial shareholders or controlling shareholders (the latter two terms having their respective meanings ascribed thereto under the Listing Rules) of the Company;

- (c) have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and
- (d) have or is not deemed to have any interests in the shares, underlying shares or debentures of the Company or any of 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 in this announcement,

- (i) Mr. So does not hold any other position with the Company or its subsidiaries or other major appointments and professional qualifications;
- (ii) there are no other matters relating to the appointment of Mr. So as an INED that need to be brought to the attention of the Shareholders; and
- (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warm welcome to Mr. So for his new appointment.

#### **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that with effect from the conclusion of the 2024 AGM,

- (a) Mr. Goh has ceased to be the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”) and a member of each of the Board’s audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”);
- (b) Mr. YIM Kwok Man has resigned as the chairman but remains as a member of the Audit Committee;
- (c) Mr. TANG Man Tsz has been appointed as the chairman of the Remuneration Committee; and
- (d) Mr. So has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

By order of the Board  
**Tsui Wah Holdings Limited**  
**LEE Yuen Hong**  
*Chairman and Executive Director*

Hong Kong, 23 August 2024

*As at the time and date of this announcement, the Board comprises the following members:*

- (a) Mr. LEE Yuen Hong (Chairman), Mr. LEE Kun Lun Kenji (Group Chief Executive Officer) and Ms. LEE Yi Fang as executive Directors;*
- (b) Mr. CHENG Chung Fan and Mr. WONG Chi Kin as non-executive Directors; and*
- (c) Mr. TANG Man Tsz, Mr. YIM Kwok Man and Mr. SO Chi Man as INEDs.*