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於百慕達註冊成立之有限公司 Incorporated in Bermuda with limited liability

(Stock Code : 00173)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 7 JUNE 2023;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND CHANGES TO THE COMPOSITION OF BOARD COMMITTEES;
AND (3) ADOPTION OF THE NEW BYE-LAWS**

POLL RESULTS OF THE AGM

The board of directors (“**Board**”) of K. Wah International Holdings Limited (“**Company**”) is pleased to announce that each of the resolutions as set out in the notice dated 27 April 2023 (“**Notice**”) convening the Annual General Meeting held on 7 June 2023 (“**AGM**”) was duly passed by way of poll.

The total number of shares of the Company in issue at the date of the AGM was 3,132,894,615 (“**Shares**”), which represented the total number of Shares entitling the holders (“**Shareholders**”) to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for vote-taking at the AGM.

Directors of the Company attended the AGM in person: Dr. Lui Che-woo, Mrs. Paddy Tang Lui Wai Yu, Mr. Alexander Lui Yiu Wah, Dr. William Yip Shue Lam, Mr. Wong Kwai Lam, Mr. Nip Yun Wing and Mr. Cheung Kin Sang.

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

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited financial statements and the reports of the directors and the independent auditor for the year ended 31 December 2022 of the Company.	2,470,400,060 (99.606444%)	9,760,814 (0.393556%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	To declare a final cash dividend for the year ended 31 December 2022.	2,480,240,488 (99.999189%)	20,115 (0.000811%)
3.	3.1 To re-elect Mr. Francis Lui Yiu Tung as a director.	2,300,506,071 (92.752591%)	179,754,640 (7.247409%)
	3.2 To re-elect Mr. Wong Kwai Lam as a director.	2,470,688,199 (99.614052%)	9,572,514 (0.385948%)
	3.3 To re-elect Mr. Cheung Kin Sang as a director.	2,480,228,143 (99.998687%)	32,568 (0.001313%)
	3.4 To fix the remuneration of the directors for the year ended 31 December 2022, details of which are set out in note (vii) to the Notice.	2,480,228,143 (99.998680%)	32,731 (0.001320%)
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the directors to fix its remuneration.	2,477,718,649 (99.897714%)	2,536,955 (0.102286%)
5.	5.1 To grant a general and unconditional mandate to the directors to repurchase issued shares of the Company.	2,480,080,934 (99.992745%)	179,940 (0.007255%)
	5.2 To grant a general and unconditional mandate to the directors to allot, issue and deal with additional shares of the Company.	2,367,672,510 (95.460624%)	112,588,364 (4.539376%)
	5.3 Conditional upon the passing of the ordinary resolutions under 5.1 and 5.2, to extend the general and unconditional mandate referred to in 5.2 by the addition thereto of the shares repurchased by the Company pursuant to the ordinary resolution 5.1.	2,377,229,937 (95.845964%)	103,030,937 (4.154036%)
Special Resolution		Number of Votes (%)	
		For	Against
6.	To approve the proposed amendments to the existing bye-laws of the Company and the adoption of the new bye-laws of the Company.	2,449,926,233 (98.778152%)	30,304,640 (1.221848%)

According to the poll results stated above, (i) as more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 5 put to the AGM, each of the resolutions numbered 1 to 5 was duly passed as an ordinary resolution of the Company; and (ii) as more than 75% of the votes were cast in favour of the resolution numbered 6 put to the AGM, the resolution numbered 6 was duly passed as a special resolution of the Company.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES TO THE COMPOSITION OF BOARD COMMITTEES

Reference was made to the announcement of the Company dated 22 March 2023, in relation to, among other things, the retirement of independent non-executive director and changes to the composition of board committees of the Company. The Board announces the following changes with effect from the conclusion of the AGM:

- (1) Dr. William Yip Shue Lam retired as an independent non-executive director of the Company (“*INED*”) and ceased to act as the chairman of each of the Audit Committee (“*Audit Committee*”) and the Remuneration Committee of the Company (“*Remuneration Committee*”) and a member of the Nomination Committee of the Company (“*Nomination Committee*”). Dr. William Yip Shue Lam had decided to allocate more time for his personal affairs and not to stand for re-election as an INED at the AGM.
- (2) Mr. Nip Yun Wing, currently an INED and a member of the Audit Committee, has been appointed as the chairman of the Audit Committee and a member of the Remuneration Committee.
- (3) Mr. Wong Kwai Lam, currently an INED and a member of each of the Remuneration Committee and the Nomination Committee, has been appointed as the chairman of the Remuneration Committee and will continue to be a member of the Nomination Committee.
- (4) Mr. Cheung Kin Sang, currently an INED, has been appointed as a member of each of the Audit Committee and the Nomination Committee.

Dr. William Yip Shue Lam has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Dr. William Yip Shue Lam for his valuable advice, contribution and service to the Company during his tenure of office.

ADOPTION OF THE NEW BYE-LAWS

The Board is pleased to announce that the proposed amendments to the bye-laws of the Company as set out in the circular of the Company dated 27 April 2023 and the adoption of the new bye-laws of the Company (“*New Bye-laws*”) were duly approved by the Shareholders by way of a special resolution at the AGM. The full text of the New Bye-laws shall be published on the websites of the Company and Hong Kong Exchanges and Clearing Limited.

By Order of the Board of
K. Wah International Holdings Limited
Miranda Tse
Company Secretary

Hong Kong, 7 June 2023

As at the date of this announcement following the conclusion of the AGM, the Executive Directors are Dr. Lui Che-woo (Chairman & Managing Director), Mr. Francis Lui Yiu Tung, Mrs. Paddy Tang Lui Wai Yu and Mr. Alexander Lui Yiu Wah; the Non-executive Director is Dr. Moses Cheng Mo Chi; and the Independent Non-executive Directors are Mr. Wong Kwai Lam, Mr. Nip Yun Wing and Mr. Cheung Kin Sang.

Website: <http://www.kwih.com>