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Vision International Holdings Limited

威誠國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 26 OCTOBER 2023 FOR REMOVAL OF DIRECTOR

References are made to the notice of the extraordinary general meeting (the “**EGM Notice**”) and the circular (the “**Circular**”) of Vision International Holdings Limited (the “**Company**”) dated 5 October 2023 and the announcement of the Company dated 12 October 2023 (the “**R17.50(2) Announcement**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the EGM Notice and the Circular.

POLL RESULTS OF THE EGM

The Board announces that at the EGM held on 26 October 2023 (the “**EGM**”), the proposed resolution (the “**Proposed Resolution**”) set out in the EGM Notice was duly approved by the Shareholders by way of poll.

As at the date of the EGM, the total number of issued shares of the Company was 132,000,000, which was the total number of Shares entitling the Shareholders to attend the EGM and vote for or against the Proposed Resolution. No Shareholders were required to abstain from voting on the Proposed Resolution and no Shareholders were entitled to attend the EGM and abstain from voting in favour of the Proposed Resolution as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Proposed Resolution. Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar, was appointed by the Company as the scrutineer for the vote-taking at the EGM.

Mr. Lau Kai Tai (Chairman) and Mr. Cheuk Ka Chun Kevin, being the executive Directors and Ir Prof. Young Andrew Meng Cheung and Mr. Cha Ho Wa, being the independent non-executive Directors attended the EGM. Dr. Liu Ta-pei and Mr. Chu Kin Ming, being the independent non-executive Directors, were unable to attend the EGM due to other business arrangements.

The poll results in respect of the Proposed Resolution are as follows:

Ordinary resolution	Number of votes (approximate %) <i>(Note)</i>	
	For	Against
THAT Ms. Ng Hoi Yung Yo Yo (“ Ms. Ng ”) be and is hereby removed as a Director of the Company pursuant to Article 83(5) of the Articles of Association of the Company with immediate effect upon passing of this resolution.	75,668,000 (75.87%)	24,070,000 (24.13%)

Note: The number of votes and approximate percentage of voting shares are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM in person or by proxy.

As more than 50% of the votes cast are in favour of the Proposed Resolution at the EGM, the Proposed Resolution has been duly passed by the Shareholders as an ordinary resolution of the Company.

REMOVAL OF DIRECTOR

As indicated above, the Proposed Resolution regarding the removal of Ms. Ng as a Director was duly passed at the EGM. Accordingly, Ms. Ng was removed as Director with immediate effect. To the best knowledge and information of the Board, the removal of Ms. Ng as a Director will not have any material adverse impact on the business and operations of the Group.

As disclosed in R17.50(2) Announcement, the duties of Ms. Ng in the Group were suspended with effect from 15 September 2023. Despite the Company’s repeated requests, it took more than five weeks for Ms. Ng to start handing over part of those properties belonging to the Group under her possession. The handover process remains ongoing as at the date of this announcement. While Ms. Ng attempted to raise opposition in writing regarding her removal, her complaints were entirely unsubstantiated and misconceived. In this regard, the Board reserves the rights to take all necessary and practicable measures against Ms. Ng to safeguard the legitimate interests of the Group. Save as the aforesaid, the Board confirmed that it has no other material disagreement with Ms. Ng and it is not aware of any material matters relating to the removal of Ms. Ng as a Director that needs to be brought to the attention of the Shareholder and the Stock Exchange.

NON-COMPLIANCE WITH RULE 17.104 OF THE GEM LISTING RULES

Pursuant to Rule 17.104 of the GEM Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the removal of Ms. Ng as a Director, the Company has a single gender board which does not meet the requirement under Rule 17.104 of the GEM Listing Rules. The Board will identify and appoint a suitable female candidate as director of the Company as soon as practicable and not later than 25 January 2024 in order to ensure compliance by the Company with the requirement under Rule 17.104 of the GEM Listing Rules. Further announcement will be made by the Company as and when appropriate.

By order of the Board
Vision International Holdings Limited
Mr. Lau Kai Tai
Chairman and Executive Director

Hong Kong, 26 October 2023

As at the date of this announcement, the Board comprises (i) two executive Directors, namely, Mr. Lau Kai Tai (Chairman) and Mr. Cheuk Ka Chun Kevin; and (ii) four independent non-executive Directors, namely Dr. Liu Ta-pei, Ir Prof. Young Andrew Meng Cheung, Mr. Cha Ho Wa, and Mr. Chu Kin Ming.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page on the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company’s website at www.vision-holdings.com.hk.