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WINOX

WINOX HOLDINGS LIMITED

盈利時控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6838)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 26 MAY 2025
AND
CHANGE IN COMPOSITION OF THE NOMINATION
COMMITTEE**

At the annual general meeting of Winox Holdings Limited ("**Company**") held on 26 May 2025 ("**AGM**"), a poll was demanded by the Chairman of the AGM for voting on all proposed resolutions as set out in the notice of the AGM dated 22 April 2025 ("**AGM Notice**"). Capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 22 April 2025 unless the context requires otherwise.

As at the date of the AGM, the total number of issued Shares was 600,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the proposed resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There was no Share entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM. There were no Shares of holders that are required under the Listing Rules to abstain from voting at the AGM.

All resolutions were voted on by poll and were approved by Shareholders as ordinary resolutions. The poll results in respect of the resolutions are as follows:

Ordinary Resolutions	Number of votes (Approximate %)		Results
	For	Against	
1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2024.	492,397,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
2. (a) To re-elect Mr. Yiu Hon Ming as a Director.	492,397,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
(b) To re-elect Ms. Yiu Ho Ting as a Director.	492,397,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
(c) To re-elect Professor Wong Lung Tak Patrick as a Director.	492,397,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
(d) To authorise the Board to fix the Directors' remuneration.	450,685,382 (91.53%)	41,712,000 (8.47%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.	492,397,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.

Ordinary Resolutions	Number of votes (Approximate %)		Results
	For	Against	
4. To grant a general mandate to the Directors to issue Shares.	447,007,382 (90.78%)	45,390,000 (9.22%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
5. To grant a general mandate to the Directors to repurchase Shares.	492,397,382 (100%)	0 (0%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.
6. To extend the general mandate granted to the Directors to issue Shares by adding the number of Shares repurchased.	447,007,382 (90.78%)	45,390,000 (9.22%)	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.

Note: The full text of resolution nos. 4 to 6 are set out in the AGM Notice.

The poll results at the AGM were scrutinised by Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong.

Mr. Yiu Tat Sing, Mr. Li Chin Keung, Ms. Law Wai Ping, Mr. Chau Kam Wing Donald and Ms. Yiu Ho Ting attended the AGM in person, and Mr. Yiu Hon Ming, Mr. Hou Bojian, Mr. Carson Wen, Professor Wong Lung Tak Patrick and Mr. Wu Ming Lam attended the AGM by electronic means.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Carson Wen did not offer himself for re-election at the AGM to facilitate the Company's compliance with the revised Listing Rules on long-serving independent non-executive directors and to support the Board's commitment to good governance and orderly refreshment. Accordingly, he has retired from his office as an Independent Non-executive Director, and has ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, all take effect from the conclusion of the AGM.

Mr. Wen has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in connection with his retirement.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wen for his valuable, professional and independent opinions to the Board and for his contribution to the sustainable development of the Company during his tenure of service.

APPOINTMENT OF MEMBER OF THE NOMINATION COMMITTEE

The Board hereby announces that Ms. Law Wai Ping, an Executive Director, has been appointed as a member of the Nomination Committee with effect from 26 May 2025. The appointment was made in response to the new requirement of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, which will come into effect on 1 July 2025, that the issuers should appoint at least one director of a different gender for the nomination committee.

Following the above changes, the Nomination Committee comprises three Independent Non-executive Directors (namely Mr. Hou Bojian, Professor Wong Lung Tak Patrick and Mr. Wu Ming Lam) and two Executive Directors (namely Mr. Yiu Hon Ming, being the chairman of the Nomination Committee, and Ms. Law Wai Ping), and has one Director of a different gender.

By Order of the Board
Yiu Hon Ming
Chairman

Hong Kong • 26 May 2025

As at the date of this announcement, the Board comprises (a) six Executive Directors, namely, Mr. Yiu Hon Ming, Mr. Yiu Tat Sing, Mr. Li Chin Keung, Ms. Law Wai Ping, Mr. Chau Kam Wing Donald and Ms. Yiu Ho Ting; and (b) three Independent Non-executive Directors, namely, Mr. Hou Bojian, Professor Wong Lung Tak Patrick and Mr. Wu Ming Lam.