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K2 F&B HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2108)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 JUNE 2026; RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of K2 F&B Holdings Limited (the “**Company**”) is pleased to announce that all of the proposed resolutions (the “**Resolutions**”) as set out in the notice of the annual general meeting of the Company dated 28 April 2026 (the “**AGM Notice**”) were duly passed by the holders (the “**Shareholders**”) of the Company’s shares (the “**Shares**”) by way of poll at the annual general meeting held on Friday, 26 June 2026 (the “**Annual General Meeting**”).

Reference is made to the Company’s circular dated 28 April 2026 (the “**Circular**”) and the AGM Notice in connection with the Annual General Meeting. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the Annual General Meeting, there were 800,000,000 issued Shares, entitling the Shareholders to attend and vote for or against the Resolutions at the Annual General Meeting. There were no restrictions on any Shareholders casting vote on any of the proposed resolutions at the Annual General Meeting and there were no Shares actually voted but excluded from calculating this poll results. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Resolutions at the Annual General Meeting as set out in Rule 13.40 of the Rules Governing the Listing (the “**Listing Rules**”) of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

None of the Shareholders was required under the Listing Rules to abstain from voting on the Resolutions at the Annual General Meeting. None of Shareholders has stated in the Circular his/her/its intention to vote against or to abstain from voting on any of the Resolutions at the Annual General Meeting. All Directors attended the Annual General Meeting.

The Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, was appointed and acted as the scrutineer for the vote-taking at the Annual General Meeting. The poll results in respect of all the Resolutions put to the vote of the Annual General Meeting are set out as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditor of the Company for the year ended 31 December 2025.	663,632,000 100%	0 0%
2.	To approve the payment of a final dividend for the year ended 31 December 2025.	663,632,000 100%	0 0%
3.	To re-elect Ms. Leow Poh Hoon (Liao Baoyun) as an executive Director.	663,632,000 100%	0 0%
4.	To authorise the Board to fix the remuneration of the Directors for the year ending 31 December 2026.	663,632,000 100%	0 0%
5.	To re-appoint Fan, Chan & Co. Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration.	663,632,000 100%	0 0%
6.	To give a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares as at the date of passing of this resolution.	663,632,000 100%	0 0%
7.	To give a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the total number of issued shares as at the date of passing of this resolution.	663,632,000 100%	0 0%
8.	To extend the general mandate granted to the Directors to issue, allot and deal with additional Shares in the capital of the Company by the aggregate number of the Shares repurchased by the Company.	663,632,000 100%	0 0%

Note:

The number of votes and the percentage of the total votes as stated above are based on the total number of the issued Shares held by the Shareholders who attended and voted at the Annual General Meeting in person, by authorised representative or by proxy.

As more than 50% of votes were cast in favour of each of the Resolutions, all of them were duly passed as ordinary resolutions of the Company.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As set out in the Circular, Mr. Mah Seong Kung (“**Mr. Mah**”) has decided not to stand for re-election at the Annual General Meeting and thus retired as an independent non-executive Director with effect immediately after the conclusion of the Annual General Meeting. Accordingly, Mr. Mah has ceased to act as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”), all with effect immediately after the conclusion of the Annual General Meeting. Mr. Mah has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 26 June 2026, Mr. Ong Shen Chieh (“**Mr. Ong**”) has been appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee.

The biographical details of Mr. Ong are set out below:

Mr. Ong Shen Chieh (王圣洁), aged 49, is a financing and investment expert with over 20 years of experience in corporate finance, private equity and mergers and acquisitions. Mr. Ong is currently appointed as director at RHT DigiCapital Pte Ltd where he is responsible for origination of investment opportunities for the fund as well as overseeing the transaction execution of the investments. Prior to that, Mr. Ong was appointed as an executive director and chief executive officer at V2Y Corporation Ltd (Singapore Exchange, ticker V2Y) from December 2020 to March 2025. Mr. Ong also worked as a head of new business developments at ORIX Leasing Singapore Limited from March 2012 to February 2016. Mr. Ong previously served as an independent non-executive director of Eindec Corporation Limited (Singapore Exchange Catalist, ticker E8Z) from December 2015 to April 2025, Elec & Eltek International Company Limited (delisted, Hong Kong Stock Code: 1151) from June 2016 to October 2020 (date of delisting), Kakiko Group Limited (now known as Jinhai Medical Technology Limited) (Hong Kong Stock code: 2225) from September 2017 to July 2019 and Sen Yue Holdings Limited (delisted, Singapore Exchange Catalist, ticker 5BS) from March 2025 to April 2026 (date of delisting). Mr. Ong is currently the lead independent director of Attika Group Ltd. (Singapore Exchange Catalist, ticker 53W) since November 2024 and an independent director of Ten-League International Holdings Ltd (Nasdaq ticker TLIH) since March 2025. Mr. Ong holds a Bachelor of Science degree in Real Estate from the National University of Singapore where he graduated in July 2001.

Mr. Ong has been responsible for the following areas in his capacity as an IPO issue manager, mergers and acquisitions team head and investment professional, through which he has gained the financial management expertise required under Rule 3.10(2) of the Listing Rules:

- analyzing the audited financial statements of public companies and preparing related financial documents in mergers and acquisitions transactions;
- preparing, reviewing and analyzing financial statements, business plans and financial projections of target companies to determine their investment merits; and
- working closely with investee companies in the pricing, negotiation of transaction terms and planning for capital market strategies.

Mr. Ong has entered into a letter of appointment with the Company for a term of 2 years commencing from 26 June 2026, subject to re-election as and when required under the Listing Rules and/or the articles of association of the Company, and his appointment would be automatically renewed until terminated in accordance with the terms of the letter of appointment. Mr. Ong is entitled to a Director's annual fee of SGD25,000 in cash per annum, which was determined by the Board based on the recommendation of the Remuneration Committee and with reference to his qualification and experience, the prevailing market rates and the Company's remuneration policy.

Save as disclosed above, as at the date of this announcement, Mr. Ong has confirmed that (i) he does not hold any other this position with the Company or other members of the Group; (ii) he does not hold any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) he does not hold any other major appointments and professional qualifications; (iv) he does not have any relationship with any Director, senior management or substantial Shareholders or controlling Shareholders; and (v) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders or the Hong Kong Stock Exchange relating to the appointment of Mr. Ong.

Mr. Ong has further confirmed that (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or this 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 (iii) there are no other factors that may affect his independence at the time of his appointment.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that with effect from 26 June 2026, the composition of the committees of the Board has been changed as follows:

- (1) Mr. Ng Yong Hwee has been re-designated from the Chairman of the Remuneration Committee to the Chairman of the Audit Committee.
- (2) Mr. Wong Loke Tan has been re-designated from the Chairman of Nomination Committee to the Chairman of the Remuneration Committee.
- (3) Mr. Chu Chee Keong (Zhu Zhiqiang) has resigned as a member of the Nomination Committee and Ms. Leow Poh Hoon (Liao Baoyun) has been appointed as a member of the Nomination Committee.
- (4) Mr. Chu Chee Keong (Zhu Zhiqiang) has resigned as a member of the internal control compliance committee of the Company (the “**Internal Control Compliance Committee**”) and Mr. Chu Pok Chong, Ivan has been appointed as a member of the Internal Control Compliance Committee.

Following the above changes, the composition of the Board committees has been changed as follows:

- (1) the Audit Committee comprises three members, namely, Mr. Ng Yong Hwee (Chairman), Mr. Wong Loke Tan and Mr. Ong Shen Chieh.
- (2) The Remuneration Committee comprises four members, namely, Mr. Wong Loke Tan (Chairman), Mr. Ng Yong Hwee, Mr. Ong Shen Chieh and Mr. Chu Chee Keong (Zhu Zhiqiang).
- (3) The Nomination Committee comprises four members, namely, Mr. Ong Shen Chieh (Chairman), Mr. Ng Yong Hwee, Mr. Wong Loke Tan and Ms. Leow Poh Hoon (Liao Baoyun).
- (4) The Internal Control Compliance Committee comprises three members, namely, Mr. Ng Yong Hwee (independent non-executive Director)(Chairman), Mr. Chu Pok Chong, Ivan (executive Director) and Mr. Yin Hongzhi (Financial Controller).

The Board would like to express its sincere gratitude to Mr. Mah for his invaluable contributions to the Company during his tenure of office and extend its warmest welcome to Mr. Ong.

By Order of the Board
K2 F&B Holdings Limited
Chu Chee Keong (Zhu Zhiqiang)
Chairman

Singapore, 26 June 2026

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Chu Chee Keong (Zhu Zhiqiang)

Ms. Leow Poh Hoon (Liao Baoyun)

Mr. Chu Pok Chong, Ivan

Independent non-executive Directors:

Mr. Wong Loke Tan

Mr. Ng Yong Hwee

Mr. Ong Shen Chieh