南旋控股有限公司

NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

ANNOUNCEMENT

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 SEPTEMBER 2025; RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS; CHANGE OF CHAIRMAN AND MEMBERS OF BOARD COMMITTEES; AND CHANGE OF AUDITORS

The Board is pleased to announce that all the resolutions proposed at the AGM held on 29 September 2025 were duly passed by the Shareholders by way of poll.

The Board also announces that:

(i) Mr. Kan Chung Nin, Tony has retired as an independent non-executive director of the Company, and has ceased to be the chairman of the remuneration committee, a member of each of the audit committee and nomination committee of the Board, with effect from the conclusion of the AGM; and

(ii) Mr. Sun Po Yuen has been appointed as an independent non-executive director of the Company, the chairman of the remuneration committee, a member of each of the audit committee and nomination committee of the Board, with effect from the conclusion of the AGM.

Reference is made to the circular (the "**Circular**") and the notice (the "**Notice**") of the annual general meeting held on 29 September 2025 (the "**AGM**") issued by Nameson Holdings Limited (the "**Company**") on 5 September 2025. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

Ordinary Resolutions		Number of votes cast (% of votes cast)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 March 2025.	1,717,796,000 100.00%	0 0.00%
2.	(a) To re-elect Mr. Wong Wai Yue as an executive director of the Company;	1,717,296,000 99.97%	500,000 0.03%
	(b) To re-elect Mr. Li Po Sing as an executive director of the Company; and	1,717,324,000 99.97%	472,000 0.03%
	(c) To re-elect Ms. Fan Chiu Fun, Fanny (who has served more than nine years) as an independent non-executive director of the Company.	1,717,324,000 99.97%	472,000 0.03%
3.	To appoint Mr. Sun Po Yuen as an independent non-executive director of the Company.	1,717,796,000 100.00%	0 0.00%
4.	To authorise the board of directors (the "**Board**") to fix the remuneration of the directors of the Company (the "**Directors**").	1,717,796,000 100.00%	0 0.00%
5.	To appoint KPMG as auditors of the Company following the retirement of PricewaterhouseCoopers with effect from the conclusion of the AGM and to authorise the Board to fix their remuneration.	1,717,324,000 99.97%	472,000 0.03%
6.	(1) To approve a general mandate to the Directors to issue shares of the Company not exceeding 20 per cent of the number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.	1,701,010,000 99.02%	16,786,000 0.98%
	(2) To approve a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent of the number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.	1,717,324,000 99.97%	472,000 0.03%
	(3) To extend the general mandate granted to the Directors to allot, issue and deal with new shares not exceeding the number of shares repurchased by the Company.	1,701,010,000 99.02%	16,786,000 0.98%

Special Resolution		Number of votes cast (% of votes cast)	
		For	Against
7.	(a) To approve the Proposed Amendments as set out in Appendix III to the circular of the Company dated 5 September 2025; (b) to approve and adopt the New Articles in substitution for and to the exclusion of the existing Articles with immediate effect after the close of the AGM; and (c) to authorise the Directors to do all things necessary to implement the adoption of the New Articles, including but not limited to the execution of any and all documents and attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong as may be necessary in connection therewith.	1,717,796,000 100.00%	0 0.00%

Note: Please refer to the notice of the AGM dated 5 September 2025 for the full text of the resolutions nos. 6. (1) to (3) and 7.

Other than an executive director, Mr. Wong Ting Chun, being absent due to his other business commitments, all the other directors of the Company attended the AGM in person or by electronic means.

As at the date of the AGM, the total number of issued shares in the Company entitling the holders to attend and vote for or against any of the proposed resolutions at the AGM was 2,279,392,000 shares. There were no shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

As at the date of the AGM, there were (i) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) and as such no voting rights of treasury shares were exercised at the AGM; and (ii) no shares repurchased by the Company which were pending cancellation.

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders has stated their intention in the Company's circular dated 5 September 2025 to vote against or to abstain from voting on any of the resolutions at the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions no. 1 to no. 6, such resolutions were duly passed as ordinary resolutions at the AGM.

As more than 75% of the votes were cast in favour of the resolution no. 7, such resolution was duly passed as a special resolution at the AGM.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF CHAIRMAN AND MEMBERS OF BOARD COMMITTEES

Reference is made to the announcement of the Company dated 26 August 2025 (the "**Announcement**").

The Board announces that Mr. Kan Chung Nin, Tony ("**Mr. Kan**") retired as an independent non-executive director of the Company, and ceased to be the chairman of the remuneration committee, a member of each of the audit committee and nomination committee of the Board, with effect from the conclusion of the AGM. The Board highly appreciates Mr. Kan's valuable contributions and insights to the Company during his tenure, and extends its sincere gratitude to him.

The Board also announces that Mr. Sun Po Yuen ("**Mr. Sun**") has been appointed as an independent non-executive director of the Company at the AGM with effect from 29 September 2025. Mr. Sun has also been appointed as the chairman of the remuneration committee, a member of each of the audit committee and nomination committee of the Board effective on the same date. For the biographical details of Mr. Sun, please refer to the Announcement and the Circular. As at the date of this announcement, there has been no change to such information. The Board would like to take this opportunity to express its warmest welcome to Mr. Sun in joining the Board.

RETIREMENT AND APPOINTMENT OF AUDITORS

Reference is made to the announcement of the Company dated 26 August 2025 in relation to the proposed change of auditors. The Board announces that PricewaterhouseCoopers retired as auditors of the Company with effect from the conclusion of the AGM, and KPMG has been appointed as auditors of the Company at the AGM with effect from 29 September 2025.

By order of the Board of
Nameson Holdings Limited
Mr. Wong Wai Yue *MH*
Chairman

29 September 2025

As at the date of this announcement, the Board comprises Mr. Wong Wai Yue MH (Chairman), Mr. Man Yu Hin (Chief executive officer), Mr. Wong Ting Chun and Mr. Li Po Sing, as executive directors of the Company; Ms. Fan Chiu Fun, Fanny GBM, GBS, JP, Mr. Sun Po Yuen JP, Mr. Fan Chun Wah, Andrew JP and Mr. Ip Shu Kwan, Stephen GBS, JP, as independent non-executive directors of the Company.