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## TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 321)

Websites : <http://www.texwinca.com/>  
<http://www.irasia.com/listco/hk/texwinca/>

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 AUGUST 2022 AND CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

#### Poll Results of the AGM

At the annual general meeting (the “AGM”) of Texwinca Holdings Limited (the “Company”) held on 31 August 2022, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are set out as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive and consider the Audited Consolidated Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 March 2022.	1,037,674,271 (99.96%)	410,552 (0.04%)
2.	To declare final dividend of HK10.0 cents per ordinary share.	1,038,084,823 (100%)	0 (0.00%)
3.	(a) To re-elect Directors:		
	(i) Mr. Poon Bun Chak	977,700,906 (94.18%)	60,383,917 (5.82%)
	(ii) Mr. Ting Kit Chung	910,960,906 (87.75%)	127,123,917 (12.25%)
	(iii) Mr. Poon Ho Tak	1,036,349,540 (99.83%)	1,735,283 (0.17%)
	(iv) Mr. Cheng Shu Wing	792,943,980 (76.39%)	245,140,843 (23.61%)
	(v) Mr. Law Brian Chung Nin	977,890,622 (94.20%)	60,194,201 (5.80%)

\* For identification purposes only

3.	(b) To authorise the Board of Directors to fix the Directors' remuneration.	950,053,262 (91.52%)	88,031,561 (8.48%)
4.	To re-appoint the Auditor and to authorise the Board of Directors to fix its remuneration.	911,007,897 (87.76%)	127,076,926 (12.24%)
5. #	To grant a general mandate to the Directors to buy back the Company's shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	1,034,587,262 (99.66%)	3,497,561 (0.34%)
6. #	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	892,705,660 (86.00%)	145,379,163 (14.00%)
7. #	To extend the general mandate granted to the Directors to issue additional shares of the Company by the addition to the aggregate nominal amount of shares which may be allotted and issued under that mandate of the aggregate nominal amount of the shares bought back by the Company.	762,619,660 (73.46%)	275,465,163 (26.54%)
<b>Special Resolution</b>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
8. #	To approve the proposed amendments to the Bye-laws of the Company and the adoption of the New Bye-laws of the Company.	1,038,012,823 (99.99%)	72,000 (0.01%)

# The full text of Resolution Nos. 5 to 8 is set out in the notice of the AGM.

As more than 50% of the votes were cast in favour of each of the proposed resolutions numbered 1 to 7, these proposed resolutions were duly passed as ordinary resolutions by the shareholders. As more than 75% of the votes were cast in favour of the proposed resolution numbered 8, the proposed resolution was duly passed as special resolution by the shareholders.

As at the date of the AGM, the number of issued shares of the Company was 1,381,696,104 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM.

The Company's branch share registrar, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.

Except for the Company's executive directors, Mr. Poon Bun Chak and Mr. Poon Ho Tak, who were unable to attend the AGM due to other business commitments, the Company's executive director, Mr. Ting Kit Chung and the Company's independent non-executive directors, Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin attended the AGM in person.

## **Change of Independent Non-executive Director and Changes in the Composition of Board Committees**

Reference is made to the announcement of the Company dated 17 June 2022 (the “**Announcement**”) in relation to Change of Independent Non-executive Director and Changes in the Composition of Board Committees.

The board of directors (the “**Board**”) of the Company announces that with effect from the conclusion of the AGM:

1. Mr. Au Son Yiu retired as an independent non-executive director and ceased the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee; and
2. Mr. Ho Lai Hong has been appointed as an independent non-executive director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Au for his valuable contribution to the Company during his tenure of office and to welcome Mr. Ho to join the Company. Biographical details of Mr. Ho are set out in the Announcement. As at the date of the AGM, there has been no change in such information.

By Order of the Board  
**Chan Chi Hon**  
*Company Secretary*

Hong Kong, 31 August 2022

*As at the date of this announcement, the executive directors of the Company are Mr. Poon Bun Chak, Mr. Ting Kit Chung and Mr. Poon Ho Tak; and the independent non-executive directors of the Company are Mr. Cheng Shu Wing, Mr. Law Brian Chung Nin and Mr. Ho Lai Hong.*