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Suoxinda Holdings Limited

索信达控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3680)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 25 MAY 2023

The Board is pleased to announce that all the resolutions proposed at the AGM held on 25 May 2023 were duly passed.

POLL RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Suoxinda Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 25 May 2023 (the “**AGM**”) were duly passed by way of poll.

Pursuant to Rule 13.39(5A) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Company would like to report that the AGM was chaired by Mr. Chen Zhenping, non-executive Director. Executive Director Mr. Wu Xiaohua and non-executive Director Mr. Chen Zhenping attended the AGM in person; executive Director Mr. Shi Banchao, non-executive Director Dr. Wu Fu-Shea and independent non-executive Directors Dr. Chen Wei, Mr. Yang Haifeng and Ms. Dan Xi attended the AGM by electronic means; non-executive Director Ms. Zhao Yue was unable to attend the AGM due to other business commitment.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
1.	To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2022.	220,339,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
2.	To re-elect Mr. Wu Xiaohua as an executive Director.	220,339,000 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Shi Banchao as an executive Director.	220,339,000 (100.00%)	0 (0.00%)
4.	To re-elect Dr. Wu Fu-Shea as a non-executive Director.	174,259,000 (79.09%)	46,080,000 (20.91%)
5.	To re-elect Ms. Zhao Yue as a non-executive Director.	220,339,000 (100.00%)	0 (0.00%)
6.	To re-elect Dr. Chen Wei as an independent non-executive Director.	220,339,000 (100.00%)	0 (0.00%)
7.	To re-elect Mr. Yang Haifeng as an independent non-executive Director.	220,339,000 (100.00%)	0 (0.00%)
8.	To re-elect Ms. Dan Xi as an independent non-executive Director.	220,339,000 (100.00%)	0 (0.00%)
9.	To authorise the Board to fix the respective directors' remuneration.	220,339,000 (100.00%)	0 (0.00%)
10.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix the auditor's remuneration.	220,339,000 (100.00%)	0 (0.00%)
11.	<p>“THAT</p> <p>(a) the subscription agreements (the “Subscription Agreements”) dated 19 March 2023 (a copy of which is tabled at the Annual General Meeting and marked “A” and signed by the chairman of the Annual General Meeting for identification purpose) entered into between the Company and no less than 6 subscribers (the “Subscribers”) and the transactions contemplated thereunder, including but not limited to, the allotment and issue of 175,500,000 new shares of the Company (the “Subscription Shares”) to the Subscribers, be and is hereby approved, confirmed and ratified;</p>	220,339,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
	<p>(b) subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in the 175,500,000 Subscription Shares, the directors of the Company (the “Directors”) be and are hereby granted the specific mandate (the “Specific Mandate”) which shall entitle the Directors to exercise all the powers of the Company to issue and allot 175,500,000 Subscription Shares to the Subscribers, on and subject to the terms and conditions of the Subscription Agreements entered into between the Company and the Subscribers, provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one Director be and is hereby authorised, on behalf of the Company, to do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreements entered into between the Company and the Subscribers and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole.”</p>		
12.	To give a general mandate to the directors of the Company to repurchase the Company’s shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution (the “ Buyback Mandate ”).	220,339,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
13.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution (the “ Issuance Mandate ”).	220,339,000 (100.00%)	0 (0.00%)
14.	Conditional upon the passing of resolutions nos. 12 and 13, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company under the Buyback Mandate.	220,339,000 (100.00%)	0 (0.00%)
Special Resolution		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
15.	“ THAT the existing articles of association of the Company be amended in the manner as set out in the circular of the Company dated 24 April 2023 (the “ Circular ”) and the amended and restated articles of association of the Company in the form of the document marked “ B ” and produced to the Annual General Meeting and for the purpose of identification initialed by the chairman of the Annual General Meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the new amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that the directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the amended and restated articles of association of the Company, including but not limited to authorizing any of the directors, company secretary or assistant company secretary of the Company to deal with all necessary filings in Hong Kong and the Cayman Islands in connection with the foregoing.”	220,339,000 (100.00%)	0 (0.00%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of resolutions nos. 1 to 14, all such ordinary resolutions were duly passed.
- (c) As all of the votes were cast in favour of resolution no. 15, the special resolution was duly passed.
- (d) The total number of shares of the Company in issue as at the date of the AGM: 517,868,036 shares.
- (e) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 517,868,036 shares.
- (f) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules: Nil.
- (g) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: 25,046,000 in respect of resolution no. 11; nil for other resolutions.
- (h) None of the shareholders of the Company has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company's Branch Share Registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) For the biographic details of the retiring Directors that were re-elected at the AGM, please refer to the Circular.

By order of the Board
Suoxinda Holdings Limited
Wu Fu-Shea
Chairman of the Board

Hong Kong, 25 May 2023

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Wu Xiaohua and Mr. Shi Banchao, three non-executive Directors, namely, Dr. Wu Fu-Shea, Mr. Chen Zhenping and Ms. Zhao Yue, and three independent non-executive Directors, namely, Dr. Chen Wei, Mr. Yang Haifeng and Ms. Dan Xi.