

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



aeso

AESO HOLDING LIMITED

艾碩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8341)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2019

Reference is made to the circular (“**Circular**”) of Aeso Holding Limited (“**Company**”) and the notice (“**Notice**”) of the annual general meeting of the Company (“**AGM**”) both dated 29 August 2019. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as set out in the Notice (“**Resolutions**”) were duly passed at the AGM as ordinary resolutions of the Company by way of poll.

Elite Partners CPA Limited, being an external accountant firm, which is qualified to serve as the Company’s auditors, was appointed as the scrutineer for the purpose of vote-taking at the AGM. As confirmed by the scrutineer, the poll results are as follows:

ORDINARY RESOLUTIONS ^(Note 1)		No. of votes ^(Note 2)	
		For	Against
1.	(A) To adopt the audited Financial Statements of the Company for the year ended 31 March 2017 and the Reports of the Directors and the Auditors thereon.	115,390,000 (91.29%)	11,005,000 (8.71%)
	(B) To adopt the audited Financial Statements of the Company for the year ended 31 March 2018 and the Reports of the Directors and the Auditors thereon.	115,390,000 (91.29%)	11,005,000 (8.71%)
	(C) To adopt the audited Financial Statements of the Company for the year ended 31 March 2019 and the Reports of the Directors and the Auditors thereon.	115,390,000 (91.29%)	11,005,000 (8.71%)

ORDINARY RESOLUTIONS <i>(Note 1)</i>		No. of votes <i>(Note 2)</i>	
		For	Against
2.	To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and to authorise the Board of Directors to fix their remuneration.	108,065,000 (85.50%)	18,330,000 (14.50%)
3.	To re-elect Mr. Au Siu Kwong as an executive Director.	88,085,000 (69.69%)	38,310,000 (30.31%)
4.	To re-elect Mr. Zhang Hai Wei as an executive Director.	93,915,000 (74.30%)	32,480,000 (25.70%)
5.	To re-elect Mr. Yeung Chun Yue, David as an independent non-executive Director.	100,455,000 (79.48%)	25,940,000 (20.52%)
6.	To re-elect Ms. Lai Wing Sze as an independent non-executive Director.	95,525,000 (75.58%)	30,870,000 (24.42%)
7.	To re-elect Ms. Yu Wan Ki as an independent non-executive Director.	102,285,000 (80.92%)	24,110,000 (19.08%)
8.	To authorise the Board of Directors to fix the Directors' remuneration.	86,660,000 (68.56%)	39,735,000 (31.44%)
9.	(A) To grant a general mandate to the Directors to issue new shares of the Company.	75,765,000 (59.94%)	50,630,000 (40.06%)
	(B) To grant a general mandate to the Directors to repurchase shares of the Company.	75,765,000 (59.94%)	50,630,000 (40.06%)
	(C) To extend the general mandate to the Directors to issue new shares following the repurchase of shares of the Company under the general mandate in Resolution No.9(B).	75,765,000 (59.94%)	50,630,000 (40.06%)
10.	To adopt the Share Option Scheme.	75,765,000 (59.94%)	50,630,000 (40.06%)

Note 1: Please refer to the Notice for full version of the Resolutions.

Note 2: Based on the disclosures made, a total of 52,500,000 Shares were identified as being held in Central Clearing and Settlement System (“CCASS”) on behalf of W&Q Investment Limited (“W&Q”). Accordingly, the voting rights in respect of these Shares are excluded from the AGM for the reasons set out below.

Before the AGM, the Board received letters issued by more than one Shareholder, raising objection to the qualification of W&Q exercising or purporting to exercise any vote at the AGM or the admissibility of any W&Q's votes thereof pursuant to Article 85 of the Articles, requesting the Company and the Directors not to accept or count any of W&Q's votes at the AGM. At the AGM, an objection was raised by the proxies of more than one Shareholder regarding the qualification of W&Q to vote at the AGM. After considering the opinion of the Company's legal advisor and other relevant factors, including but not limited to the Settlement Agreement dated 27 March 2019 as disclosed in the Company's announcement dated 28 March 2019, which provides that "W&Q and Wilson Liu hereby irrevocably undertake not to vote by any means, including but not limited to by proxy or by CCASS or in person, for W&Q's shares in any shareholder meetings of the Company, including but not limited to Annual General Meeting(s) ("AGM(s)") and/or Extraordinary General Meeting(s) ("EGM(s)") and/or Special General Meeting ("SGM") of the Company", the chairman of the AGM exercised his rights under Article 85 of the Articles and declared that the votes in respect of the Shares held by W&Q should not be counted at the AGM for the best interests of the Company and the Shareholders as a whole. Based on the disclosures made, a total of 52,500,000 Shares were identified as being held in CCASS on behalf of W&Q. Accordingly, the voting rights in respect of these Shares were excluded from the AGM.

As at the date of the AGM, there were a total of 200,000,000 Shares in issue. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required under the GEM Listing Rules to abstain from voting on any of the Resolutions (without prejudice the above). After deducting the 52,500,000 Shares registered under the name of W&Q, there were a total of 147,500,000 Shares entitling the Shareholders to attend and vote on the Resolutions. There were no Shares entitling the Shareholders to attend the AGM and abstain from voting in favour of any of the Resolutions as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders had stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM.

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

For and on behalf of
Aeso Holding Limited
Chan Siu Chung
Chairman

Hong Kong, 30 September 2019

As at the date of this announcement, the Board comprises Mr. Chan Siu Chung, Mr. Au Siu Kwong and Zhang Hai Wei as Executive Directors, and Mr. Yeung Chun Yue, David, Ms. Lai Wing Sze and Ms. Yu Wan Ki as Independent Non-Executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of the publication and on the website of the Company at www.aeso.hk.