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# Solomon

## SOLOMON WORLDWIDE HOLDINGS LIMITED

所羅門環球控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8133)

### POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 29 JUNE 2022

#### POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions proposed were duly passed by way of poll at the AGM held on 29 June 2022.

#### POLL RESULTS OF ANNUAL GENERAL MEETING

References are made to notice of the annual general meeting (the “AGM”) and the circular (the “Circular”) of Solomon Worldwide Holdings Limited (the “Company”) dated 30 May 2022. Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The board (the “Board”) of directors (“Directors”) of the Company is pleased to announce that all the resolutions proposed were duly passed by way of poll at the AGM held on 29 June 2022.

The poll results in respect of all the resolutions at the AGM were as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements for the year ended 31 December 2021 and the report of the directors and the independent auditor’s report	81,842,522 (99.99%)	200 (0.01%)

Ordinary Resolutions		No. of Votes (%)	
		For	Against
2.	(A). (i) To re-elect Ms. Woo Lan Ying as executive Director	81,842,522 (99.99%)	200 (0.01%)
	(ii) To re-elect Mr. Shang Ruisen as executive Director	81,842,522 (99.99%)	200 (0.01%)
	(iii) To re-elect Ms. Yuen Wai Man as independent non-executive Director	81,842,522 (99.99%)	200 (0.01%)
	(B). To authorise the board of directors to fix the remuneration of directors	81,842,322 (99.99%)	400 (0.01%)
3.	To grant a general mandate to the directors to allot and issue new ordinary shares of the Company (Ordinary Resolution No. 3 of the notice of the AGM)	81,842,322 (99.99%)	400 (0.01%)
4.	To grant a general mandate to the directors to repurchase ordinary shares of the Company (Ordinary Resolution No. 4 of the notice of the AGM)	81,842,522 (99.99%)	200 (0.01%)
5.	To extend the general mandate granted to the directors to issue new ordinary shares of the Company (Ordinary Resolution No. 5 of the notice of the AGM)	81,842,322 (99.99%)	400 (0.01%)

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company. Shareholders may refer to the Circular for details of the above resolutions proposed at the AGM.

As at the date of the AGM, the Company had 176,800,000 shares of HK\$0.08 each in issue, which was the total number of shares entitling the shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of the Stock Exchange and there were no shares requiring the holders to abstain from voting at the AGM under the GEM Listing Rules.

The independent non-executive Directors, Ms. Leung Shuk Lan and Ms. Yuen Wai Man attended the AGM physically. The executive Directors, Ms. Woo Lan Ying and Mr. Shang Ruisen; and the independent non-executive Director, Mr. Tang Yiu Wing attended the AGM by telephone conference.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As set out in the announcement of the Company dated 20 May 2022, Mr. Tang Yiu Wing (“**Mr. Tang**”), the independent non-executive Director, will retire by rotation at the AGM as he informed the Company that he will not offer himself for re-election by retirement for the reason that he would like to devote more time in pursuing his personal businesses.

Pursuant to Rule 5.05(1) of the Rules Governing the Listing of Securities on the GEM Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors.

Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee must comprise a minimum of three members.

Pursuant to Rule 5.36A of the GEM Listing Rules, a listed issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors.

Following the retirement of Mr. Tang at the AGM, the Company only has two independent non-executive Directors, two members of the audit committee and two members of the nomination committee. This falls below the minimum number of independent non-executive directors, and members of audit committee and nomination committee requirement under Rule 5.05(1), Rule 5.28 and Rule 5.36A of the GEM Listing Rules. The Company is identifying suitable candidate(s) to fill the above vacancies arising from the retirement of Mr. Tang at the AGM in order to comply with the GEM Listing Rules. Further announcement will be made by the Company when the relevant appointment is made.

By order of the Board  
**Solomon Worldwide Holdings Limited**  
**Woo Lan Ying**  
*Chairman*

Hong Kong, 29 June 2022

*As at the date of this announcement, the executive Directors are Ms. Woo Lan Ying and Mr. Shang Ruisen, and the independent non-executive Directors are Ms. Leung Shuk Lan, Mr. Tang Yiu Wing and Ms. Yuen Wai Man.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of GEM Securities on the Stock Exchange 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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