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Kiu Hung International Holdings Limited

僑雄國際控股有限公司

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

(Stock Code: 00381)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 16 JANUARY 2024;
(2) EFFECTIVE DATE OF THE SHARE CONSOLIDATION;
AND
(3) ADJUSTMENTS TO THE EXISTING CONVERTIBLE BONDS**

Reference is made to the circular (the “**Circular**”) of Kiu Hung International Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the SGM dated 27 December 2023. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular and the Notice.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the SGM held on 16 January 2024.

Details of the poll results in respect of the resolutions at the SGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To approve the proposed Share Consolidation as set out in the Notice	29,256,698 (99.71%)	85,080 (0.29%)
2.	To approve the Placing Agreement (as supplemented by the Supplemental Placing Agreement and the Second Supplemental Placing Agreement) and the transactions contemplated thereunder, including the issue of the Convertible Bonds and the allotment and issue of the Conversation Shares under the Specific Mandate as set out in the Notice	29,256,698 (99.71%)	85,080 (0.29%)

Note: The full text of each of the resolutions are set out in the Notice.

As more than 50% of the votes were cast in favour of each of the above-mentioned ordinary resolutions, the resolutions were therefore duly passed by the Shareholders by way of poll at the SGM.

As at the date of the SGM, the total number of Shares in issue was 193,507,544 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions as set out in the Notice at the SGM. There was no Shares entitling any Shareholders to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting at the SGM. There was no party who had stated his/her/its intention in the Circular to vote against any of the resolutions at the SGM or to abstain had done so at the SGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the SGM.

Mr. Zhang Qijun, an executive Director, attended and chaired the SGM. Executive Directors, Mr. Liu Mingqing and Mr. Sun Weiwei, and independent non-executive Directors, Ms. Wei Yu, Mr. Wang Xiao Ning and Ms. Chen Yuxin did not attend the SGM due to their respective personal business.

EFFECTIVE DATE OF THE SHARE CONSOLIDATION

As all of the conditions of the Share Consolidation as stated in the Circular have been fulfilled, the Share Consolidation will become effective on Thursday, 18 January 2024. Dealings in the Consolidated Shares on the Stock Exchange will commence on Thursday, 18 January 2024.

The trading arrangements, odd lot matching and free exchange of share certificates will be implemented in accordance with the timetable set out in the section headed "Expected Timetable of Share Consolidation" in the Circular.

ADJUSTMENTS TO THE EXISTING CONVERTIBLE BONDS

As at the date of this announcement, there are Existing Convertible Bonds which are convertible into 3,400,000 Existing Shares at the conversion price of HK\$50 per Existing Share (subject to the adjustment mechanism in accordance with the terms and conditions of the Existing Convertible Bonds). Pursuant to the terms and conditions of the Existing Convertible Bonds and upon the Share Consolidation becoming effective on Thursday, 18 January 2024, adjustments are required to be made to the conversion price and/or the number of Shares that can be issued upon exercise of the conversion right attached to the Existing Convertible Bonds. The conversion price will be adjusted from HK\$50 per Existing Share to HK\$100 per Consolidated Share and the number of Consolidated Shares that can be issued upon full exercise of the conversion right attached to the Existing Convertible Bonds will be adjusted from 3,400,000 Existing Shares to 1,700,000 Consolidated Shares.

The adjustments shall take effect on Thursday, 18 January 2024, being the date on which the Share Consolidation becomes effective. Save for the above adjustments, all other terms and conditions of the Existing Convertible Bonds remain unchanged.

Sorrento Capital Limited, the independent financial adviser appointed by the Company, has reviewed and confirmed the abovementioned adjustments to the Existing Convertible Bonds.

By order of the Board
Kiu Hung International Holdings Limited
Zhang Qijun
Chairman

Hong Kong, 16 January 2024

As at the date of this announcement, the Board comprises three executive Directors, Mr. Zhang Qijun, Mr. Liu Mingqing and Mr. Sun Weiwei and three independent non-executive Directors, Ms. Wei Yu, Mr. Wang Xiao Ning and Ms. Chen Yuxin.