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COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 5 SEPTEMBER 2024;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR;
AND
(3) CHANGE IN CHAIRPERSON OF AUDIT COMMITTEE**

POLL RESULTS OF 2024 AGM

Reference is made to the notice of the annual general meeting (the “**2024 AGM Notice**”) of Computime Group Limited (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) and the circular of the Company both dated 8 July 2024 (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting of the Company held on 5 September 2024 (the “**2024 AGM**”), all the resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll voting. Full text of the resolutions is set out in the 2024 AGM Notice. The poll results are as follows:

ORDINARY RESOLUTIONS ^{(Note (b))}		Number of votes (%) ^{(Note (a))}	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the Directors and auditors for the year ended 31 March 2024.	436,827,424 (99.99%)	52,626 (0.01%)

ORDINARY RESOLUTIONS ^{(Note (b))}		Number of votes (%) ^{(Note (a))}	
		For	Against
2.	To declare a final dividend of HK\$0.05 per share for the year ended 31 March 2024.	436,880,050 (100.00%)	0 (0.00%)
3.	To re-elect Mr. KAM Chi Chiu, Anthony as a Non-Executive Director of the Company.	436,827,795 (99.99%)	52,255 (0.01%)
4.	To re-elect Mr. WONG Chun Kong as a Non-Executive Director of the Company.	436,827,795 (99.99%)	52,255 (0.01%)
5.	To re-elect Ms. LEE Shang Yuee Christabel as an Independent Non-Executive Director of the Company.	436,829,498 (99.99%)	50,552 (0.01%)
6.	To re-elect Ms. MAY Man Yee Mariana as an Independent Non-Executive Director of the Company.	436,829,498 (99.99%)	50,552 (0.01%)
7.	To authorise the Board to fix the respective Directors' remuneration.	436,880,050 (100.00%)	0 (0.00%)
8.	To re-appoint Messrs Ernst & Young as auditors of the Company and to authorise the Board of Directors of the Company to fix auditors' remuneration.	436,827,424 (99.99%)	52,626 (0.01%)
9.	To grant a general mandate to the Directors of the Company to repurchase the Company's own shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	436,880,050 (100.00%)	0 (0.00%)
10.	To grant a general mandate to the Directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	383,743,652 (87.84%)	53,136,398 (12.16%)
11.	Conditional upon the passing of resolutions nos. 9 and 10, to extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company.	435,043,652 (99.58%)	1,836,398 (0.42%)

ORDINARY RESOLUTIONS ^{(Note (b))}		Number of votes (%) ^{(Note (a))}	
		For	Against
12.	To consider and approve the grant of 5,100,000 and 3,200,000 Awarded Shares under the 2023 Share Award Plan (as defined in the Circular) to Mr. AUYANG Pak Hong Bernard, chairman of the Board, Executive Director and chief executive officer of the Company, and Mr. WONG Wah Shun, Executive Director, respectively, in terms as set out in 2023 Share Award Plan.	76,794,152 (97.66%)	1,836,398 (2.34%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company (the “**Shares**”) voted by the Shareholders at the 2024 AGM in person or by proxy.
- (b) For ordinary resolutions numbered 1 to 12, as more than 50% of the votes were cast in favour of each of the resolutions, resolutions numbered 1 to 12 were duly passed as ordinary resolutions.
- (c) The total number of Shares in issue as at the date of the 2024 AGM: 842,540,000 Shares.
- (d) The total number of Shares entitling the holder to attend and vote on the resolutions 1 to 11 at the 2024 AGM: 832,326,000 Shares; the total number of Shares entitling the holder to attend and vote on the resolution 12 at the 2024 AGM: 322,452,500 Shares.
- (e) The total number of Shares entitling the holder to attend and abstain from voting in favour of the resolution 12 at the 2024 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”): 509,873,500 Shares, which comprises (i) 352,500,000 Shares held by Solar Power Group Limited (which is wholly owned by Mr. AUYANG Ho), (ii) 1,023,000 Shares held by Mr. AUYANG Ho directly, 151,608,000 Shares held by Mr. HEUNG Lap Chi, Eugene directly, (iv) 4,268,500 Shares held by Mr. AUYANG Pak Hong Bernard directly, chairman of the board, executive director and chief executive officer of the Company and (v) 474,000 Shares held by Mr. WONG Wah Shun directly, an executive director of the Company.
- (f) The total number of Shares that are required under the Listing Rules to abstain from voting at the 2024 AGM: 10,214,000 Shares held by Tricor Trust (Hong Kong) Limited through a wholly-owned subsidiary.
- (g) None of the Shareholders have stated their intention in the Company’s Circular to vote against or to abstain from voting on any of the resolutions at the 2024 AGM.
- (h) Tricor Investor Services Limited, the Company’s Branch Share Registrar in Hong Kong, acted as the scrutineer for the vote-taking at the 2024 AGM.

Mr. AU YANG Pak Hong Bernard, Mr. WONG Wah Shun, Mr. KAM Chi Chiu, Anthony, Mr. WONG Chun Kong, Mr. HO Pak Chuen Patrick, Mr. Roy KUAN, Ms. LEE Shang Yuee Christabel and Ms. MAY Man Yee Mariana attended the 2024 AGM in person or by electronic means.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the Circular, Mr. Roy KUAN (“**Mr. KUAN**”) did not stand for re-election and retired as independent non-executive director of the Company with effect from the conclusion of the 2024 AGM. Upon his retirement, Mr. KUAN ceased to be the chairperson of the audit committee (the “**Audit Committee**”) and the members of the nomination committee and the remuneration committee of the Company.

Mr. KUAN has confirmed that he has no disagreement with the Board and that he is not aware of any matters relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. Mr. KUAN has also confirmed that he has no outstanding claims against the Group of any nature, including fees, compensation for loss of office, remuneration nor expenses as at the date of this announcement.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. KUAN for his valuable contribution to the Group during his tenure of service.

CHANGE IN CHAIRPERSON OF AUDIT COMMITTEE

Following the retirement of Mr. KUAN, the Board announces that Ms. MAY Man Yee Mariana has been re-designated from a member of the Audit Committee to the chairperson of the Audit Committee with effect from 5 September 2024. As a result, the Company has complied with the requirements set out under Rules 3.10 and 3.21 of the Listing Rules.

By Order of the Board
Computime Group Limited
AUYANG Pak Hong Bernard
Chairman and Chief Executive Officer

Hong Kong, 5 September 2024

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. AUYANG Pak Hong Bernard (*Chairman and Chief Executive Officer*)

Mr. WONG Wah Shun

Non-executive Directors:

Mr. KAM Chi Chiu, Anthony

Mr. WONG Chun Kong

Independent Non-executive Directors:

Mr. HO Pak Chuen Patrick

Ms. LEE Shang Yuee Christabel

Ms. MAY Man Yee Mariana

** For identification purposes only*