

*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.*

## **KK CULTURE HOLDINGS LIMITED**

### **KK 文化控股有限公司**

*(Continued in Bermuda with limited liability)*

**(Stock code: 550)**

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING RETIREMENT OF A DIRECTOR, APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF CHAIRMAN OF AUDIT COMMITTEE, MEMBERS OF AUDIT, NOMINATION AND REMUNERATION COMMITTEE**

The Board wishes to announce that:

1. All the resolutions (except for Resolution 2(b)) were duly passed at the AGM held on 10 June 2019;
2. Mr. Chan Siu Lun did not seek for re-election at the AGM due to his other business commitment and therefore retired as independent non-executive Director and ceased to be the chairman of Audit Committee and member of Nomination and Remuneration Committee after the conclusion of the AGM;
3. Dr. Leung Ka Kit was appointed as independent non-executive Director, member of Audit Committee, Nomination Committee and Remuneration Committee on 10 June 2019; and
4. Mr. Chan Chiu Hung has been appointed as chairman of Audit Committee on 10 June 2019.

Reference is made to the circular (“**Circular**”) of KK Culture Holdings Limited (“**Company**”) dated 30 April 2019. Terms used in this announcement shall have the same meanings as defined in the Circular.

The total number of issued Shares as at the date of the AGM was 446,614,000 Shares which is also the total number of Shares entitling the holder to attend and vote on all the resolutions. No shareholders were required to abstain from voting.

The Board announces that all the resolutions (“**Resolutions**”) (except for Resolution 2(b)) set out in the notice of the AGM contained in the Circular were duly passed at the AGM held on 10 June 2019.

As at the date of the AGM, there were no Shares in issue entitling the holder to attend and vote only against the Resolutions at the AGM. Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, acted as scrutineer for the vote-taking at the AGM.

The poll results in respect of each of the Resolutions are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>FOR Number of Shares (%)</b>	<b>AGAINST Number of Shares (%)</b>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2018	147,207,662 (100%)	0 (0%)
2.	(a) To re-elect Mr. Tsang Hing Bun as Director	147,207,662 (100%)	0 (0%)
	(b) To re-elect Mr. Chan Siu Lun (“ <b>Mr. Chan</b> ”) as Director	N/A	N/A
	(c) To authorise the Board to fix the Directors’ remuneration	147,207,662 (100%)	0 (0%)
3.	To re-appoint BDO Limited as auditor and to authorise the Board to fix their remuneration	147,207,662 (100%)	0 (0%)

<b>ORDINARY RESOLUTIONS</b>		<b>FOR Number of Shares (%)</b>	<b>AGAINST Number of Shares (%)</b>
4.	To grant a general mandate to the Directors to allot and issue new Shares of the Company	147,207,662 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase Shares of the Company	147,207,662 (100%)	0 (0%)
6.	To extend the new issue mandate to the directors of the Company to allot and issue additional shares by the nominal amount of shares repurchased by the Company	147,207,662 (100%)	0 (0%)
7.	To approve the refreshment of the 10% scheme limit on the number of share which may be allotted and issued upon exercise of the options to be granted under the share option scheme adopted pursuant to an ordinary resolution passed on 29 December 2015	147,207,662 (100%)	0 (0%)

*Note:* The percentage of votes is based on the total number of Shares held by the Shareholders who voted at the AGM in person or by corporate representative or proxy.

#### **Retirement of Mr. Chan and change of chairman of Audit Committee**

On 10 June 2019, the Company received a notice from Mr. Chan that as he wished to focus on his other business commitment, he decided not to offer himself for re-election at the AGM and therefore, retired as independent non-executive Director after the conclusion of the AGM. Following Mr. Chan's retirement, he ceased to be the chairman of Audit Committee of the Company (the "**Audit Committee**"), a member of Nomination Committee of the Company (the "**Nomination Committee**") and Remuneration Committee of the Company (the "**Remuneration Committee**").

Mr. Chan confirmed that he has no disagreements with the Board and there are no any matters that need to be brought to the attention of the shareholders of the Company in relation to his retirement.

Further to Mr. Chan's retirement, the Board has appointed Mr. Chan Chiu Hung as the chairman of Audit Committee to replace Mr. Chan.

## **Appointment of Independent Non-executive Director**

The Board would like to announce that on 10 June 2019, Dr. Leung Ka Kit (“**Dr. Leung**”) has been appointed as independent non-executive Director, member of Audit Committee, Nomination Committee and Remuneration Committee.

Dr. Leung, aged 42, obtained a doctorate degree and a master’s degree in education management at the Tarlac State University (太歷國立大學) in the year of 2013 and 2011 respectively. Dr. Leung also obtained a master degree of science in environmental science at the Hong Kong University of Science and Technology in 2009 and a bachelor degree of science in health and safety at Curtin University of Technology in 2006. Dr. Leung is the leading auditor for ISO9001 and ISO14001 quality management system and has almost 15 years of management experience in various multinational enterprises, focusing on nuclear power, thermal power, hydraulic engineering, quality management, environmental safety and comprehensive enterprise system management. Dr. Leung has been an executive director of Artgo Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 3313), since 8 June 2016.

Save as disclosed above, Dr. Leung does not hold any other position with the Company or its subsidiaries, nor has he held any directorships in other listed public companies in the past three years. Dr. Leung does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Dr. Leung does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Leung will enter into an appointment letter with the Company for a term of three years. In accordance with the Bye-laws the Company, Dr. Leung shall hold office until the first general meeting of the Company after his appointment and shall be subject to re-election at such meeting. The remuneration of Dr. Leung is HK\$120,000 per annum and his remuneration is determined by the Board with reference to his respective qualification and experience, duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Save as disclosed above, there is no information relating to the appointment of Dr. Leung that needs to be brought to the attention of the holders of securities of the Company nor is there any information required to be disclosed by the Company pursuant to the Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to thank Mr. Chan's invaluable contributions to the Company during his tenure and warmly welcome Dr. Leung's joining.

By order of the Board  
**KK CULTURE HOLDINGS LIMITED**  
**Tsang Hing Bun**  
*Executive Director*

Hong Kong, 10 June 2019

*As at the date of this announcement, the Board comprises Mr. Tsang Hing Bun as executive Director; Mr. Yiu Yu Cheung as non-executive Director; and Dr. Leung Ka Kit, Mr. William Keith Jacobsen and Mr. Chan Chiu Hung, Alex, as independent non-executive Directors.*