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# BOE

**BOE VARITRONIX LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 710)**

## **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 14 OCTOBER 2022**

### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the Resolutions set out in the Notice were duly passed by way of poll at the SGM held on 14 October 2022.

Reference is made to the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) and the circular (the “**Circular**”) of BOE Varitronix Limited (the “**Company**”) both dated 28 September 2022. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the ordinary resolutions (the “**Resolution(s)**”) set out in the Notice were duly passed by way of poll at the SGM held on 14 October 2022. The Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of the Resolutions at the SGM were as follows:

| Ordinary Resolutions |   | Number of votes cast<br>(Approximate percentage of<br>total number of votes cast<br>(%*)) |                        | Total number<br>of votes cast |
|----------------------|---|---|------------------------|-------------------------------|
|                      |   | For   | Against                |                               |
| 1                    | <p>(a) To approve the terms of the Shareholder Subscription Agreement and the transactions contemplated thereunder.</p> <p>(b) To grant, conditional upon, among other things, the Listing Committee granting the listing of, and permission to deal in, the Subscription Shares, the Directors the Specific Mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Shareholder Subscription Agreement. The Specific Mandate so granted is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors by the shareholders of the Company at, before or after the passing of this resolution.</p> <p>(c) To authorise, any one Director, for and on behalf of the Company, to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary, appropriate, expedient or desirable in connection with or incidental to any of the matters to give effect to the transactions contemplated under the Shareholder Subscription Agreement.</p> | 160,766,801<br>(100%)   | 0<br>(0%)              | 160,766,801                   |
| 2                    | <p>(a) To approve the Increase in Authorised Share Capital.</p> <p>(b) To authorise, any one Director, for and on behalf of the Company, to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary, appropriate, expedient or desirable in connection with or incidental to any of the matters to give effect to the Increase in Authorised Share Capital.</p>   | 483,113,767<br>(86.15%)   | 77,653,034<br>(13.85%) | 560,766,801                   |

\* All percentages are rounded to 2 decimal places.

Note: The full text of the Resolutions is set out in the Notice.

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

As at the date of the SGM, the total number of Shares in issue was 770,025,204 Shares.

BOE(HK), a substantial shareholder of the Company and a subsidiary of BOE, held 400,000,000 Shares, representing approximately 51.95% of the total issued share capital of the Company as at the date of the SGM, and Mr. Su, an executive Director interested in 660,000 Shares, representing approximately 0.09% of the total issued share capital of the Company as at the date of the SGM, had abstained from voting on Resolution (1) in relation to the approval of the Shareholder Subscription and the transactions contemplated thereunder at the SGM. As such, there were a total of 369,365,204 Shares, representing approximately 47.97% of the issued share capital of the Company as at the date of the SGM, entitling holders thereof to attend and vote on Resolution (1) in relation to the approval of the Shareholder Subscription and the transactions contemplated thereunder at the SGM.

Save as disclosed above, (i) all Shareholders were entitled to attend and vote for or against the Resolutions at the SGM; (ii) no Shareholder entitled to attend was required to abstain from voting on the Resolutions at the SGM; (iii) there were no Shares entitling the 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 (iv) no Shareholders had stated their intention in the Circular to vote against the Resolutions or to abstain from voting at the SGM.

Save for Mr. Gao Wenbao, Ms. Ko Wing Yan, Samantha and Mr. Shao Xibin who were unable to attend the SGM due to other business engagement, all the other Directors (including all members of the Independent Board Committee) attended the SGM.

By order of the Board of  
**BOE Varitronix Limited**  
**Mr. Gao Wenbao**  
*Chairman*

Hong Kong, 14 October 2022

*As at the date of this announcement, the Board comprises nine Directors, of whom Mr. Gao Wenbao, Ms. Ko Wing Yan, Samantha and Mr. Su Ning are executive Directors, Mr. Shao Xibin, Mr. Jin Hao and Mr. Zhang Jianqiang are non-executive Directors, and Mr. Fung, Yuk Kan Peter, Mr. Chu, Howard Ho Hwa and Mr. Hou Ziqiang are independent non-executive Directors.*