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SANBASE CORPORATION LIMITED

莊皇集團公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8501)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 JULY 2021 AND RETIREMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the notice of annual general meeting of Sanbase Corporation Limited (the “Company”) dated 30 June 2021 (the “AGM Notice”) and the circular of the Company dated 30 June 2021 (the “AGM Circular”) in relation to the Company’s annual general meeting held on 30 July 2021 (the “AGM”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular.

POLL RESULTS OF THE AGM

The AGM was convened and held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 30 July 2021 at 2:30 p.m..

At the AGM, all proposed resolutions as set out in the AGM Notice had been taken by poll. Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The Board is pleased to announce that all resolutions were duly passed by the Shareholders by poll at the AGM. The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of votes and approximate percentage of total number of votes	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditors of the Company for the year ended 31 March 2021	150,000,560 (99.31%)	1,040,000 (0.69%)
2.	(a) To re-elect Mr. Wong Sai Chuen as an executive Director	150,000,560 (99.31%)	1,040,000 (0.69%)
	(b) To re-elect Ms. Hui Man Yee, Maggie as an executive Director	150,000,560 (99.31%)	1,040,000 (0.69%)
	(c) To re-elect Dr. Sung Tak Wing, Leo as an executive Director	150,000,560 (99.31%)	1,040,000 (0.69%)
	(d) To re-elect Mr. Cheung Chi Man, Dennis as an independent non-executive Director	150,000,560 (99.31%)	1,040,000 (0.69%)
	(e) To re-elect Mr. Chan Chi Kwong, Dickson as an independent non-executive Director	150,000,560 (99.31%)	1,040,000 (0.69%)
	(f) To authorise the Board to fix the remuneration of the Directors	150,000,560 (99.31%)	1,040,000 (0.69%)
3.	To re-appoint Messrs. PricewaterhouseCoopers as the independent auditor of the Company for the year ending 31 March 2022 and authorise the Board to fix their remuneration	150,000,560 (99.31%)	1,040,000 (0.69%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the existing total number of shares of the Company in issue	150,000,560 (99.31%)	1,040,000 (0.69%)
5.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the existing total number of shares of the Company in issue	150,000,560 (99.31%)	1,040,000 (0.69%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the number of shares repurchased by the Company	150,000,560 (99.31%)	1,040,000 (0.69%)

Note: The description of the above resolutions is by way of summary only. Full text of the resolutions is set out in the AGM Circular and the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions at the AGM. As at the date of the AGM, the number of Shares in issue was 200,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions proposed at the AGM. No Shareholder was required under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) to abstain from voting on the resolutions at the AGM, or to abstain from voting in favor of the resolutions at the AGM as set out in Rules 17.47A of the GEM Listing Rules. None of the Shareholders have stated their intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that Mr. Pang Chung Fai, Benny (“**Mr. Pang**”) did not offer himself for re-election at the AGM and retired as an independent non-executive Director by rotation in accordance with Article 109 of the Articles, with effect from the conclusion of the AGM as he would like to devote more time to his other personal business engagement. Mr. Pang also ceased to be the member of each of the Remuneration Committee, the Nomination Committee and the audit committee of the Company. Mr. Pang has confirmed that he has no disagreement with the Board in any respect and there are no matters that need to be brought to the attention of the Shareholders or the Stock Exchange in respect of his retirement.

Following the retirement of Mr. Pang, the Company will not be able to comply with (i) Rule 5.05(1) of the GEM Listing Rules, which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors; and (ii) Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee of a listed issuer must comprise a minimum of three members of non-executive directors only.

In order to comply with Rules 5.05(1) and 5.28 of the GEM Listing Rules, the Company is endeavouring to identify a suitable candidate to fill up the casual vacancy as soon as practicable, within three months from 31 July 2021 as prescribed under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate in accordance with the GEM Listing Rules.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Pang for his valuable contributions to the Company and the Board during his tenure of office.

By order of the Board of
Sanbase Corporation Limited
Wong Sai Chuen
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 30 July 2021

As at the date of this announcement, the Board comprises Mr. Wong Sai Chuen (Chairman and Chief Executive Officer), Mr. Wong Kin Kei (Chief Operating Officer), Ms. Hui Man Yee Maggie and Dr. Sung Tak Wing Leo being the executive Directors; and Mr. Cheung Chi Man Dennis and Mr. Chan Chi Kwong Dickson being the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at www.sclhk.com.