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SANBASE CORPORATION LIMITED

莊皇集團公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8501)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON 2 SEPTEMBER 2022;
(2) RETIREMENT OF DIRECTOR; AND
(3) ADOPTION OF NEW MEMORANDUM AND ARTICLES OF
ASSOCIATION**

Reference is made to the notice of annual general meeting of Sanbase Corporation Limited (the “Company”, together with its subsidiaries, the “Group”) dated 30 June 2022 (the “AGM Notice”) and the circular of the Company dated 30 June 2022 (the “AGM Circular”) in relation to the Company’s annual general meeting held on 2 September 2022 (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, 2 September 2022 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.

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 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.

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 (the “ Director(s) ”) and the independent auditors of the Company for the year ended 31 March 2022	150,000,247 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Wong Kin Kei as an executive Director	37,500,247 (25.00%)	112,500,000 (75.00%)
	(b) To re-elect Dr. Sung Tak Wing, Leo as an executive Director	150,000,247 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Cheung Chi Man, Dennis as an independent non-executive Director	150,000,247 (100.00%)	0 (0.00%)
	(d) To re-elect Mr. Chan Charles Cham Chuen as an independent non-executive Director	150,000,247 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Law Chun Yat as an independent non-executive Director	150,000,247 (100.00%)	0 (0.00%)
	(f) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors	150,000,247 (100.00%)	0 (0.00%)
3.	To re-appoint Messrs. PricewaterhouseCoopers as the independent auditor of the Company for the year ending 31 March 2023 and authorise the Board to fix their remuneration	150,000,247 (100.00%)	0 (0.00%)
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	150,000,247 (100.00%)	0 (0.00%)
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	150,000,247 (100.00%)	0 (0.00%)
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	150,000,247 (100.00%)	0 (0.00%)
Special Resolution		For	Against
7.	To approve the proposed amendments to the memorandum and articles of association of the Company and the adoption of the new memorandum and articles of association of the Company	150,000,247 (100.00%)	0 (0.00%)

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 75% of the votes were cast in favor of each of the resolutions numbered 1 to 7 except the resolution numbered 2(a), the resolutions numbered 1 to 7 except the resolution numbered 2(a) were duly passed by way of poll as ordinary resolutions and special resolution of the Company at the AGM.

All Directors, namely, Mr. Wong Sai Chuen, Mr. Wong Kin Kei, Ms. Hui Man Yee, Maggie, Dr. Sung Tak Wing, Leo, Mr. Cheung Chi Man, Dennis, Mr. Chan Charles Cham Chuen and Mr. Law Chun Yat, have attended the AGM in person.

RETIREMENT OF DIRECTOR

As the resolution numbered 2(a) for the re-election of Mr. Wong Kin Kei (“**Mr. Wong**”) as an executive Director was not passed at the AGM, Mr. Wong retired as an executive Director at the conclusion of the AGM. Mr. Wong will continue to serve our Group and will remain as a director of certain subsidiaries of the Company. Mr. Wong has confirmed that he has no disagreement with the Board 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.

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

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The adoption of the New Memorandum and Articles of Association has been approved by the shareholders by way of a special resolution at the AGM. The full text of the New Memorandum and Articles of Association will be published on the websites of the Company and the Stock Exchange.

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

Hong Kong, 2 September 2022

As at the date of this announcement, the Board comprises Mr. Wong Sai Chuen (Chairman and Chief Executive Officer), Ms. Hui Man Yee Maggie and Dr. Sung Tak Wing Leo being the executive Directors; and Mr. Cheung Chi Man Dennis, Mr. Chan Charles Cham Chuen and Mr. Law Chun Yat 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 Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk 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.