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LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED

陸慶娛樂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8052)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 30 JUNE 2023

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of extraordinary general meeting of Luk Hing Entertainment Group Holdings Limited (the “**Company**”) both dated 9 June 2023. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular and the Notice.

At the extraordinary general meeting of the Company held on 30 June 2023 (the “**EGM**”), poll voting was demanded by the chairman of the EGM for voting on all the proposed resolutions as set out in the Notice.

As at the date of the EGM, the total number of shares of the Company in issue was 2,741,280,000, which was the total number of shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM. There were no restrictions on any Shareholders casting votes on any of the resolutions. No Shareholders were required under the GEM Listing Rules to abstain from voting on any of the resolutions proposed at the EGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders have indicated in the Circular that they intended to vote against or to abstain from voting on the resolutions proposed at the EGM except the following:

Since the proposed Rights Issue will increase the issued share capital or the market capitalization of the Company by more than 50%, in accordance with Rule 10.29(1) of the GEM Listing Rules, the proposed Rights Issue must be made conditional on approval by the Independent Shareholders in general meeting by a resolution. Each member of the Controlling Shareholder Group, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates (as defined in the GEM Listing Rules) have abstained from voting in favour of the proposed Rights Issue.

Executive Directors, Mr. Choi Yat Hon and Mr. Choi Siu Kit attended the EGM in person while Executive Director, Mr. Patrick Ting attended the EGM by electronics means. Non-executive Director, Mr. Au Ka Wai and independent non-executive Directors, Mr. Ip Hoi Fan, Mr. Wong Chung Wai and Ms. Tse Mei Ling were not able to attend the EGM due to other business engagements.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results in respect of the respective resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of Votes (Approximate %) ^{Note}	
		For	Against
1.	<p>“THAT subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 28 April 2023, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited:</p> <p>(a) every ten (10) issued and unissued shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of par value HK\$0.1 (each a “Consolidated Share”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “Share Consolidation”);</p> <p>(b) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 10,000,000,000 shares of par value HK\$0.01 each in the share capital of the Company to HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares of par value HK\$0.1 each;</p> <p>(c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “Directors”) of the Company may think fit; and</p> <p>(d) any one Director be and is hereby authorised to approve, sign and execute such documents and do and/or procure to be done any and all acts, deeds and things which in his/her opinion may be necessary, desirable or expedient to effect and implement this resolution.”</p>	174,637,500 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (Approximate %) ^{Note}	
		For	Against
2.	<p>“THAT conditional upon the passing of resolutions numbered 1 as set out above and subject to the conditions set out in the letter from the board under the heading “Conditions of the Rights Issue” in the circular of the Company dated 28 April 2023:</p> <p>(a) the allotment and issue of up to 274,128,000 new Consolidated Shares, credited as fully paid upon full payment of the Subscription Price (the “Rights Shares”), (assuming no change in the number of Consolidated Shares in issue on or before the Record Date (as defined below) and that no new Consolidated Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue) pursuant to an offer by way of rights to the shareholders of the Company (the “Shareholders”) at the subscription price of HK\$0.160 per Rights Share (the “Subscription Price”), in cash, on the basis of one (1) Rights Shares for every one (1) Consolidated Share held by the Shareholders (the “Qualifying Shareholders”) whose names appear on the register of members of the Company on 6 July 2023, or such other date as may be determined by the Company for determining entitlements of Shareholders to participate in the Rights Issue (as defined below) (the “Record Date”), as described in further details in a circular issued by the Company dated 28 April 2023 (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the “NonQualifying Shareholders”), and on and subject to such terms and conditions as may be determined by the Directors (the “Rights Issue”), be and is hereby approved, confirmed and ratified;</p>	174,637,500 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (Approximate %) ^{Note}	
		For	Against
(b)	<p>the underwriting agreement dated 6 April 2023 (the “Underwriting Agreement”) and entered into between the Company and Sanston Financial Group Limited (a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification), in relation to the underwriting of up to 274,128,000 Rights Shares, being the minimum total number of Rights Shares issuable (assuming no Shares being issued or repurchased by the Company on or after the date of the Underwriting Agreement and on or before the Record Date), or up to 276,623,000 Rights Shares, being the maximum total number of Rights Shares issuable (assuming new Shares are allotted and issued on or before the Record Date pursuant to the full exercise of outstanding Share Options but otherwise no Shares being issued or repurchased by the Company on or after the date of the Underwriting Agreement and on or before the Record Date), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p>		
(c)	<p>the placing agreement dated 6 April 2023 (the “Placing Agreement”) and entered into between the Company and Sanston Financial Group Limited (a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification), in relation to the placing of the Rights Shares not subscribed by the Qualifying Shareholders and/or the Rights Shares which would otherwise has/have been provisionally allotted to the Excluded Shareholder(s) in nil-paid form that has/have not been sold by the Company at the placing price of not less than the Subscription Price on a best effort basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p>		

Ordinary Resolutions		Number of Votes (Approximate %) ^{Note}	
		For	Against
(d)	the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Non-Qualifying Shareholders, and to do all such acts and things or make such arrangements as it considers necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and		
(e)	any one or more Directors be and is/are hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue, the Underwriting Agreement, the Placing Agreement and the transactions contemplated thereunder.”		

Special Resolution		Number of Votes (Approximate %) ^{Note}	
		For	Against
3.	<p>As special business, to consider and, if thought fit, pass the following resolution as a special resolution of the Company:</p> <p>“THAT, AS A SPECIAL RESOLUTION, the proposed amendments to the existing second amended and restated articles of association of the Company set out in Appendix III to the circular of the Company dated 28 April 2023 (the “Proposed Amendments”) of which this notice forms part be and are hereby approved and that the third amended and restated memorandum and articles of association of the Company which incorporate all the Proposed Amendments be and is hereby adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company with effect from the effective date of the Share Consolidation, and that any one Director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption and arrange for the requisite filing of the third amended and restated articles of association and any special resolution passed in the Cayman Islands and Hong Kong.”</p>	174,637,500 (100%)	0 (0%)

Please refer to the Notice for the full descriptions of the above resolutions.

Note: The number of votes and approximate percentage of voting Shares as stated above are based on the total number of the issued shares held by the Shareholders who attended and voted at the EGM in person, by authorised representative or by proxy.

As more than 50% of votes were cast in favour of each of the above resolutions nos. 1-2, all the ordinary resolutions nos. 1-2 were duly passed as ordinary resolutions of the Company by way of poll at the EGM. As more than 75% of the votes were cast in favour of the above special resolution no. 3, the special resolution no. 3 was duly passed as special resolution of the Company at the EGM.

By order of the Board
Luk Hing Entertainment Group Holdings Limited
Choi Siu Kit
Executive Director

Hong Kong, 30 June 2023

As at the date of this announcement, the executive Directors are Mr. Choi Yat Hon, Mr. Choi Siu Kit and Mr. Patrick Ting; the non-executive Director is Mr. Au Ka Wai; and the independent non-executive Directors are Mr. Ip Hoi Fan, Mr. Wong Chung Wai and Ms. Tse Mei Ling.

This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 Stock Exchange's website at www.hkexnews.hk, in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement will also be published on the Company's website at www.lukhing.com.