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KINETIX SYSTEMS HOLDINGS LIMITED

健冠控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8606)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON TUESDAY, 29 JUNE 2021**
**(2) RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

POLL RESULTS OF THE AGM

At the annual general meeting (“AGM”) of Kinetix Systems Holdings Limited (the “Company”) held on Tuesday, 29 June 2021, a poll was demanded by the chairman of the AGM for voting on the resolutions as set out in the notice of AGM dated 28 May 2021.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 960,000,000 shares which represented the total number of shares entitling the Shareholders to attend and vote on the resolutions at the AGM. The total number of shares entitling the holders to attend and abstain from voting in favour as set out in rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) of the resolutions at the AGM only is nil. No shareholders of the Company are required under the GEM Listing Rules to abstain from voting at the AGM. The total number of shares held by the shareholders of the Company or their proxy(ies) who have attended the AGM and are entitled to vote is 136,550,000 shares, representing approximately 14.22% of the total number of issued shares as at the date of this announcement.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. All the ordinary resolutions were duly passed and details of the poll results are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
1.	To receive and approve the audited consolidated financial statements together with the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2020.	136,550,000 (100%)	0 (0%)
2.	(i) To re-elect Mr. Cheng Kwan Ngai as a non-executive Director of the Company.	136,550,000 (100%)	0 (0%)
	(ii) To re-elect Ms. Chen Jie as a non-executive Director of the Company.	136,550,000 (100%)	0 (0%)
	(iii) To re-elect Ms. Lam Shun Ka as an independent non-executive Director of the Company.	136,550,000 (100%)	0 (0%)
	(iv) To re-elect Dr. He Dazhi as an independent non-executive Director of the Company.	136,550,000 (100%)	0 (0%)
	(v) To authorise the board of Directors to fix their remuneration.	136,550,000 (100%)	0 (0%)
3.	To re-appoint Moore Stephen CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.	136,550,000 (100%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of this resolution.	136,550,000 (100%)	0 (0%)
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of this resolution.	136,550,000 (100%)	0 (0%)
6.	To extend the general mandate granted to the directors of the Company under resolution no. 4 by the number of shares repurchased under resolution no. 5.	136,550,000 (100%)	0 (0%)

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the circular of the Company dated 28 May 2021. The Board of directors (the “**Board**”) announces that Mr. Lam Yau Hin (“**Mr. Lam**”), has retired as an independent non-executive Director of the Company, and has retired from his positions as chairman of audit committee and as a member of nomination committee and remuneration committee with effect from the conclusion of the AGM of the Company today.

Mr. Lam informed the Board that he desired to devote more time to his personal commitments. Mr. Lam has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Lam for his contribution to the Company during the tenure of his office.

Following the retirement of Mr. Lam as an independent non-executive Director, (i) the number of independent non-executive Directors falls below the minimum number required under Rule 5.05(1) of the GEM Listing Rules; (ii) no independent non-executive Director has appropriate professional qualifications or accounting or related financial management expertise as required in Rule 5.05 (2); (iii) the number of independent non-executive Directors falls below one-third of the Board as required under Rule 5.05A of the GEM Listing Rules; (iv) the number of members of the audit committee of the Board falls below the minimum number requirement, no member of the audit committee has appropriate professional qualifications or accounting or related financial management expertise, and the audit committee has not been chaired by an independent non-executive Director as required under Rule 5.28 of the GEM Listing Rules; (v) the remuneration committee will not comprise of a majority of independent non-executive directors as required under Rule 5.34 of the GEM Listing Rules; and (vi) the nomination committee will not comprise of a majority of independent non-executive directors as required under code provision A.5.1 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules.

As such, the Board will make its best endeavours to identify suitable candidate to fill the vacancy as soon as practicable and in any event within three months from the date of retirement of Mr. Lam in order to ensure compliance by the Company with the requirements set out in the GEM Listing Rules and the Corporate Governance Code. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director.

By the order of the Board

Kinetix Systems Holdings Limited

Yu Larry

Chairman

Hong Kong, 29 June 2021

As at the date of this announcement, the board of directors of the Company comprises Mr. Yu Larry, Mr. Leung Patrick Cheong Yu and Mr. Law Cheung Moon as executive Directors; Mr. Cheng Kwan Ngai and Ms. Chen Jie as non-executive Directors; Ms. Lam Shun Ka and Dr. He Dazhi as independent non-executive Directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with 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

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