

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DT CAPITAL LIMITED

鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 27 MAY 2022;
(2) RETIREMENT OF DIRECTORS; AND
(3) NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21
OF LISTING RULES**

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) DT Capital Limited (the “**Company**”) dated 25 April 2022. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

At the AGM held on Friday, 27 May 2022, all proposed resolutions as set out in the Notice were taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of AGM, the total number of issued shares in the Company was 2,735,280,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM under the Listing Rules. No parties have indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the AGM. In accordance with Rule 13.39(5A) of the Listing Rules, the executive Directors, namely Mr. Leong Chi Wai, Mr. Lewis Chan and Mr. Su Chunxiang, the non-executive Directors, namely Ms. Chan Pui Kwan and Ms. Li Peng, and the independent non-executive Directors, namely Mr. Chen Yeung Tak, Mr. Ruan Zhi and Mr. Jochum Siebren Haakma attended the AGM in person or by electronic means. Ms. Li Peng, the non-executive Director, and Mr. Ruan Zhi and Mr. Jochum Siebren Haakma, independent non-executive Directors, they were unable to attend the AGM due to other business arrangements.

The Board announces that, save for resolutions numbered 2(c) and 2(d), all the other proposed resolutions were duly passed by the Shareholders at the AGM. The poll results in respect of each of the resolutions were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (Approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2021;	1,218,531,500 (100%)	0 (0%)
2.	(a) To re-elect Mr. Leong Chi Wai as executive Director;	1,218,531,400 (100%)	0 (0%)
	(b) To re-elect Mr. Lewis Chan as executive Director;	1,218,531,500 (100%)	0 (0%)
	(c) To re-elect Ms. Li Peng as non-executive Director;	3,701,500 (0.3%)	1,214,830,000 (99.7%)
	(d) To re-elect Mr. Ruan Zhi as independent non-executive Director; and	3,701,300 (0.3%)	1,214,830,000 (99.7%)
	(e) To authorise the board of Directors to fix the Directors' remuneration.	1,218,531,500 (100%)	0 (0%)
3.	To re-appoint BDO Limited as the auditors of the Company and authorise the board of Directors to fix their remuneration;	1,218,531,500 (100%)	0 (0%)
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Shares;	1,218,531,500 (100%)	0 (0%)
5.	To grant the general mandate to the Directors to repurchase the Shares; and	1,218,531,400 (100%)	0 (0%)
6.	To add the number of the Shares repurchased by the Company to the mandate granted to the Directors pursuant to the resolution no. 4.	1,218,531,500 (100%)	0 (0%)
SPECIAL RESOLUTION			
7.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and to adopt the new amended and restated memorandum of association and amended and restated articles of association of the Company as the memorandum and articles of association of the Company in substitution for and to exclusion of the existing memorandum of association and articles of association of the Company respectively.	1,218,531,500 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions no. 1, 2(a), 2(b), 2(e), 3 to 6 were passed as ordinary resolutions of the Company. As less than 50% of the votes were cast in favour of the resolutions numbered 2(c) and 2(d) were not passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of resolution no. 7, resolution no. 7 was passed as special resolution of the Company.

RETIREMENT OF DIRECTORS

The Board announces that resolution no. 2(c) in the AGM Notice regarding the re-election of Ms. Li Peng as a non-executive Director was not passed at the AGM since there was not a majority of votes cast for such resolution. Accordingly, Ms. Li Peng has retired as a non-executive Director with effect from the conclusion of the AGM in accordance with the articles of association of the Company

The Board also announces that resolution no. 2(d) in the AGM Notice regarding the re-election of Mr. Ruan Zhi as an independent non-executive Director was not passed at the AGM since there was not a majority of votes cast for such resolution. Accordingly, Mr. Ruan Zhi has retired as an independent non-executive Director with effect from the conclusion of the AGM in accordance with the Articles of Association.

The Board would like to thank Ms. Li Peng and Mr. Ruan Zhi for their valuable contributions and services during their tenure of office.

NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF LISTING RULES

Pursuant to Rule 3.10(1) of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors.

Upon the retirement of Mr. Ruan Zhi as an independent non-executive Director, the Board comprises less than three independent non-executive Directors, which is below the minimum requirement prescribed under Rule 3.10(1) of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members. Upon the retirement of Mr. Ruan Zhi, the number of members of the audit committee of the Company reduces to two, which is below the minimum requirement prescribed under Rule 3.21 of the Listing Rules.

Pursuant to Rule 3.27(A) of the Listing Rules, an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors. Upon the retirement of Mr. Ruan Zhi, the chairman of the nomination committee is retired, which the nomination committee neither chaired by the chairman of the board nor an independent non-executive director requirement prescribed under Rule 3.27(A) of the Listing Rules.

In order to comply with Rules 3.10(1), 3.21 and 3.27(A) of the Listing Rules, the Company is endeavoring to identify a suitable candidate to fill up the abovementioned vacancies as soon as practicable and in any event within three months from 27 May 2022, and will make further announcement(s) as and when appropriate.

By order of the Board
DT Capital Limited
Chan Pui Kwan
Chairman

Hong Kong, 27 May 2022

As at the date of this announcement, the Board comprises Mr. Leong Chi Wai, Mr. Lewis Chan and Mr. Su Chunxiang as Executive Directors; Ms. Chan Pui Kwan as Non-executive Director; Mr. Chen Yeung Tak and Mr. Jochum Siebren Haakma as Independent Non-executive Directors.