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OOH Holdings Limited
奧傳思維控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8091)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 23 AUGUST 2019;
RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular (the “**Circular**”) of OOH Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 28 June 2019. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 23 August 2019.

At the AGM held on 23 August 2019, the voting on all proposed resolutions as set out in the Notice was taken by poll. 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.

As at the date of the AGM, the total number of issued shares of the Company was 720,000,000 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 17.47A of the GEM Listing Rules and there were no Shareholders that were required to abstain from voting at the AGM under the GEM Listing Rules. No parties had indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the AGM.

The full text of the resolutions was set out in the Notice and the poll results in respect of each of the proposed resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor of the Company for the year ended 31 March 2019.	389,235,000 (100%)	0 (0%)
2.	To re-elect Ms. CHEUNG Kit Yi as an executive director of the Company.	389,235,000 (100%)	0 (0%)
3.	To re-elect Mr. LIANG Man Kit Jerry as an independent non-executive director of the Company.	389,235,000 (100%)	0 (0%)
4.	To authorize the board of directors of the Company to fix the remuneration of the directors.	389,235,000 (100%)	0 (0%)
5.	To reappoint BDO Limited as the independent auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.	389,235,000 (100%)	0 (0%)
6.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the existing issued share capital.	389,234,500 (99.9999%)	500 (0.0001%)
7.	To give a general mandate to the directors of the Company to repurchase shares in the capital of the Company not exceeding 10% of the existing issued share capital.	389,235,000 (100%)	0 (0%)
8.	To extend the general mandate granted to the directors of the Company to issue new shares by adding the number of shares repurchased.	389,234,500 (99.9999%)	500 (0.0001%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, all resolutions were duly passed as ordinary resolutions of the Company.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

As disclosed in the Circular, Mr. HO Alfred Chak Wai (“**Mr. Ho**”) retired from his position as the independent non-executive Director with effect from the conclusion of the AGM.

Mr. Ho has confirmed that he has no disagreement with the Board and that there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Following with the retirement of Mr. Ho, the Board is pleased to announce that Mr. LAM Yau Fung Curt (“**Mr. Lam**”) was appointed as the independent non-executive director of the Company with effect from the conclusion of the AGM.

Mr. Lam, aged 50, is the General Manager of Wanda Hotel Development Company Limited (stock code: 00169), which is listed on the Main Board of the Stock Exchange and a member of the Dalian Wanda Group. He was an executive director of Yuexiu Property Company Limited (stock code: 00123), a company listed on the Main Board of the Stock Exchange, and also the chief financial officer of the Yue Xiu Group. Mr. Lam was previously the head of corporate finance and business development at GOME Electrical Appliances Holding Limited (now known as GOME Retail Holdings Limited) (stock code: 00493) (“**GOME**”), one of China’s largest electronics retailers, which is listed on the Main Board of the Stock Exchange. Prior to joining GOME, he spent about 10 years working in investment banking and capital markets at Schrodgers Asia, ABN AMRO Rothschild, and Deutsche Bank. He is a Chartered Financial Analyst (CFA) and holds a Master of Business Administration (MBA) degree from Rice University in the United States. Mr. Lam has extensive experience in corporate finance, financial and accounting fields.

Mr. Lam has been appointed as an independent non-executive director of Asia Allied Infrastructure Holding Limited (stock code: 00711), a company listed on the Main Board of the Stock Exchange, since January 2017 and is also currently the chairman of its remuneration committee and a member of its audit committee and nomination committee.

Mr. Lam has entered into a letter of appointment of the Company for an initial term of three years commencing from 23 August 2019 and is subject to retirement by rotation and eligible for re-election pursuant to the Company’s articles of association. Mr. Lam is entitled to a remuneration of HK\$96,000 per annum, which was determined by the Board with reference to the recommendation from the remuneration committee of the Company, his duties and responsibilities with the Company and the Group as a whole, the remuneration policy of the Company as well as the prevailing market rates; and the discretionary bonus if considered appropriate and be determined by the Board from time to time, with reference to his services and contribution to the Company.

Save as disclosed above, as at the date of this announcement, Mr. Lam (i) does not hold any position with the Company or other members of the Group; (ii) does not hold any directorship in other listed companies in the last three year the securities of which are listed on any securities market in Hong Kong or overseas, (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have, and is not deemed to have, any interests or shorts positions in the shares and underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Lam confirmed that he has satisfied the requirements to act as an independent non-executive director under Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, there are no other matters concerning Mr. Lam that need to be brought to the attention of the shareholders of the Company and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the retirement of Mr. Ho and the appointment of Mr. Lam as an independent non-executive Director, the Board also announces that Mr. Ho has ceased to be the chairman of the nomination committee of the Company (the “**Nomination Committee**”), a member of the audit committee of the Company (the “**Audit Committee**”) and a member of the corporate governance committee of the Company (the “**Corporate Governance Committee**”) and Mr. Lam has been appointed as the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Corporate Governance Committee upon the conclusion of AGM.

The Board would like to take this opportunity to express its sincere gratitude and great appreciation to Mr. Ho for his valuable contributions towards the Company during his tenure in office and its warmest welcome to Mr. Lam for joining the Board.

By Order of the Board of
OOH Holdings Limited
CHAU Wai Chu Irene
Chairlady and Chief Executive Officer

Hong Kong, 23 August 2019

As at the date of this announcement, the directors of the Company are:

Executive Directors

Ms. CHAU Wai Chu Irene (*Chairlady and Chief Executive Officer*)

Ms. CHEUNG Kit Yi

Mr. LEAN Chun Wai

Non-Executive Director

Mr. DA SILVA Antonio Marcus

Independent Non-Executive Directors

Ms. AU Shui Ming Anna

Mr. LIANG Man Kit Jerry

Mr. LAM Yau Fung Curt

*This announcement, for which the directors of the Company (“**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 (www.hkgem.com) for at least 7 days from the date of its publication and the website of the Company (www.ooh.com.hk).