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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 9 SEPTEMBER 2024;**
**(2) RETIREMENT AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS;
AND**
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of OOH Holdings Limited (the “**Company**”) dated 12 July 2024. Unless the context otherwise requires, capitalized 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 proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 9 September 2024.

At the AGM held on 9 September 2024, 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 2024.	389,283,000 (100%)	0 (0%)
2.	To re-elect Ms. SUEN Wan Nei Winnie as an independent non-executive director of the Company.	389,283,000 (100%)	0 (0%)
3.	To authorize the board of directors of the Company to fix the directors' remuneration.	389,283,000 (100%)	0 (0%)
4.	To reappoint Mazars CPA Limited (now known as Forvis Mazars CPA Limited) as the independent auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.	389,283,000 (100%)	0 (0%)
5.	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 of the Company.	389,283,000 (100%)	0 (0%)
6.	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 of the Company.	389,283,000 (100%)	0 (0%)
7.	To extend the general mandate granted to the directors of the Company to issue new shares by adding the number of shares repurchased.	389,283,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above resolutions numbered 1 to 7, all resolutions were duly passed as ordinary resolutions of the Company.

Save for Ms. LAM Hiu Ying who was unable to attend the AGM due to her other business commitments, all of the other Directors attended the AGM in person.

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that, as disclosed in the Circular, Ms. LAM Hiu Ying (“**Ms. Lam**”) retired from her position as the independent non-executive Director with effect from the conclusion of the AGM. Ms. Lam has informed to the Board of her intention not to seek for re-election at the AGM as she would like to devote more time on her other business engagement. Upon her retirement, Ms. Lam ceased to act as the chairlady of corporate governance committee of the Company and a member of each of audit committee and nomination committee of the Company.

Ms. Lam has confirmed that she has no disagreement with the Board and that there is no matter relating to her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board is pleased to announce that Ms. CHEUNG Kit Yi (“**Ms. Cheung**”) was appointed as the independent non-executive Director with effect from the conclusion of the AGM.

Ms. CHEUNG Kit Yi (張潔怡), aged 45, is the assistant accounting manager of Gemini Investment (HK) Limited, a subsidiary of Gemini Investments (Holdings) Limited which is listed the Main Board of the Stock Exchange (stock code: 174). She was an executive director of the Company and the financial controller of the Group and resigned all positions of the Group with effect from 1 July 2020. She has over 25 years of accounting, auditing, taxation and finance experience. Ms. Cheung obtained a Bachelor of Science with Honours in Accounting the University of Hull.

Ms. Cheung has entered into a letter of appointment of the Company for an initial term of two years commencing from 9 September 2024 and is subject to retirement by rotation and eligible for re-election pursuant to the Company’s articles of association. Ms. Cheung 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 and her 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 to time, with reference to her services and contribution to the Company.

Save as disclosed above, as at the date of announcement, Ms. Cheung (i) does not hold any position with the Company or other members of the Group; (ii) does not hold any directorship in other listed public companies in the last three years 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, substantial shareholders 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).

Ms. Cheung confirmed that (i) her independent as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment. The Board also considers that Ms. Cheung complies with the independence requirements as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, there are no other matters concerning Ms. Cheung that need to be brought to the attention of the Shareholders 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 Ms. Lam and the appointment of Ms. Cheung as the independent non-executive Director, the Board is also pleased to announce that Ms. Cheung was appointed as the chairlady of corporate governance committee of the Company and a member of each of audit committee and nomination committee of the Company with effect from the conclusion of the AGM.

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

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

Hong Kong, 9 September 2024

As at the date of this announcement, the Directors are:

Executive Directors

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

Mr. LEAN Chun Wai

Non-Executive Director

Mr. DA SILVA Antonio Marcus

Independent Non-Executive Directors

Mr. LAM Yau Fung Curt

Ms. SUEN Wan Nei Winnie

Ms. CHEUNG Kit Yi

This announcement, for which 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 “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement will also be published on the website of the Company at www.ooh.com.hk.