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(Stock code: 345)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 19TH AUGUST 2024;  
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
AND CHANGES IN COMPOSITION OF THE BOARD COMMITTEES;  
AND  
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
A MEMBER OF THE REMUNERATION AND NOMINATION COMMITTEE**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 19TH AUGUST 2024**

The Board of Directors (the “Board”) of Vitasoy International Holdings Limited (the “Company”) is pleased to announce that at the annual general meeting of the Company held on 19th August 2024 (the “AGM”), all the proposed ordinary resolutions (the “Resolutions”) as set out in the circular (the “Circular”) incorporating a notice of the AGM dated 15th July 2024 (the “Notice”) were duly passed by the shareholders of the Company (the “Shareholders”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions are as follows:

	Ordinary Resolutions	Number of votes (%)	
		For	Against
1.	To receive and adopt the audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31st March, 2024	693,926,341 (97.946998%)	14,544,930 (2.053002%)
2.	To approve the payment of a final dividend in respect of the year ended 31st March, 2024	694,344,553 (98.005509%)	14,130,468 (1.994491%)

		Number of votes (%)	
		For	Against
	<b>Ordinary Resolutions</b>		
3.	(a) To re-elect Mr. Anthony John Liddell NIGHTINGALE as an Independent Non-executive Director	682,425,073 (96.323606%)	26,046,198 (3.676394%)
	(b) To re-elect Mr. Roberto GUIDETTI as an Executive Director	688,711,213 (97.210888%)	19,760,058 (2.789112%)
	(c) To determine the remuneration of the Directors	694,212,497 (97.987389%)	14,258,774 (2.012611%)
4.	To appoint Auditors and authorise the Directors to fix their remuneration	630,137,142 (88.942747%)	78,337,879 (11.057253%)
5.	A. To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company, not exceeding 10% of the number of issued shares of the Company as at the date of this Resolution	490,792,145 (69.274813%)	217,679,126 (30.725187%)
	B. To grant a general mandate to the Directors to buy-back shares of the Company, not exceeding 10% of the number of issued shares of the Company as at the date of this Resolution	694,504,471 (98.028082%)	13,970,550 (1.971918%)
	C. To add the number of shares bought-back pursuant to Resolution 5B to the number of shares available pursuant to Resolution 5A	489,276,788 (69.060921%)	219,194,483 (30.939079%)

As more than 50% of the votes were cast in favour of each of the Resolutions, all the above Resolutions were duly passed.

As at the date of the AGM, the total number of issued shares of the Company was 1,073,093,978 shares, being the total number of shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. No Shareholder was required to abstain from voting on the Resolutions and no Shareholder was entitled to attend and vote only against the Resolutions at the AGM. None of the Shareholder has stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, was appointed as scrutineer for the vote-taking at the AGM.

All Directors attended the AGM in person.

## **(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN COMPOSITION OF THE BOARD COMMITTEES**

As stated in the Circular, Dr. the Hon. Sir David Kwok-po LI (“Dr. Li”) and Mr. Jan P. S. ERLUND (“Mr. Erlund”) would not offer themselves for re-election at the AGM. Accordingly, with effect from the conclusion of the AGM, Dr. Li and Mr. Erlund retired as the Independent Non-executive Directors of the Company. Following their retirement, Dr. Li ceased to be the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee of the Company; and Mr. Erlund ceased to be the member of the Remuneration and Nomination Committee and the Audit Committee of the Company.

Each of Dr. Li and Mr. Erlund have confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that need to be brought to the attention of the Shareholders. The Board would like to express its most sincere gratitude to Dr. Li and Mr. Erlund for their valuable contributions to the Company during their tenure of service.

The Board announces that, with effect from the conclusion of the AGM on 19th August 2024, Mr. Paul Jeremy BROUGH, the Independent Non-executive Director, has been appointed as the chairman of the Remuneration and Nomination Committee of the Company; and Dr. Roy Chi-ping CHUNG, the Independent Non-executive Director, has been appointed as a member of the Audit Committee of the Company.

## **(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND A MEMBER OF THE REMUNERATION AND NOMINATION COMMITTEE**

The Board is also pleased to announce that Ms. Wendy Wen Yee YUNG (“Ms. Yung”) has been appointed as an Independent Non-executive Director and a member of the Remuneration and Nomination Committee of the Company with effect from the conclusion of the AGM on 19th August 2024.

Ms. Yung, aged 62, holds a Master of Arts degree from Oxford University, United Kingdom and is qualified as a solicitor of the High Court of Hong Kong. She was a partner of an international law firm prior to joining Hysan Development Company Limited in 1999. She had been an executive director of Hysan Development Company Limited from 2008 to 2015. At the end of 2015, Ms. Yung founded “Practising Governance” for the continuing education and capacity-building of directors and senior executives as regards compliance of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), with a special focus on corporate governance and ESG. Ms. Yung is a member of the Hong Kong Institute of Certified Public Accountants and a Fellow of The Hong Kong Chartered Governance Institute.

Save as disclosed above, Ms. Yung has not held any directorship in other listed public companies in the last three years. Ms. Yung does not hold any other position with the Company and any member of the Company’s group of companies. Ms. Yung does not have any relationships with any Directors and the senior management or substantial shareholders or controlling shareholders (both as defined in the Listing Rules) of the Company.

As at the date of this announcement, Ms. Yung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Yung has confirmed that (a) she has satisfied with the criteria for independence set out in Rules 3.13(1) to (8) of the Listing Rules; (b) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no information to be disclosed under Rule 13.51(2) (h) to (v) of the Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of the Company's Shareholders.

The Company has entered into a letter of appointment with Ms. Yung for the appointment of her as an Independent Non-executive Director of the Company. The appointment is for a term of three years, or until the date of the Company's Annual General Meeting on which Ms. Yung is required by the Articles of Association of the Company to retire by rotation, whichever comes earlier. The basic director's fee of HK\$394,965 per annum payable to Ms. Yung is determined by the Board of the Company on the recommendation of the Remuneration and Nomination Committee and with reference to her duties and responsibilities with the Company and the market benchmark, subject to review by the Board and the Remuneration and Nomination Committee from time to time.

The Board takes this opportunity to extend a warm welcome to Ms. Yung for joining the Board.

By Order of the Board  
**Vitasoy International Holdings Limited**  
**Winston Yau-lai LO**  
*Executive Chairman*

Hong Kong, 19th August 2024

*As at the date of this announcement, Mr. Winston Yau-lai LO, Mr. Roberto GUIDETTI and Mr. Eugene LYE are executive directors. Ms. Yvonne Mo-ling LO, Mr. Peter Tak-shing LO and Ms. May LO are non-executive directors. Mr. Anthony John Liddell NIGHTINGALE, Mr. Paul Jeremy BROUGH, Dr. Roy Chi-ping CHUNG and Ms. Wendy Wen-ye YUNG are independent non-executive directors.*