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太 睿 國 際 控 股 有 限 公 司

**PacRay International Holdings Limited**

(Incorporated in Bermuda with limited liability)

(Stock code: 1010)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 15 JUNE 2018;  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND  
CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

The Board announces that:

1. All ordinary resolutions set out in the notice of the AGM contained in the Circular were duly passed by the Shareholders by way of poll at the AGM held on 15 June 2018;
2. Dr. Yang Yung-Ming has resigned as an independent non-executive Director and a member of the Audit Committee of the Company with effect from 15 June 2018 after the AGM; and
3. Ms. Zhuge Chang has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from 15 June 2018 after the AGM.

**POLL RESULTS OF THE AGM**

At the annual general meeting (the “AGM”) of PacRay International Holdings Limited (the “Company”) held on 15 June 2018, all the proposed resolutions as set out in the notice of the AGM dated 30 April 2018 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2017.	151,393,270 (100.00%)	0 (0.00%)
2(a).	To re-elect Mr. Liew Fui Kiang as Executive Director of the Company.	151,393,270 (100.00%)	0 (0.00%)
2(b).	To re-elect Mr. Leung Pok Man as Executive Director of the Company.	151,393,270 (100.00%)	0 (0.00%)
2(c).	To re-elect Ms. Lau Mei Ying as Executive Director of the Company.	151,393,270 (100.00%)	0 (0.00%)
2(d).	To re-elect Mr. Zhou Danqing as Non-executive Director of the Company.	151,393,270 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2(e).	To re-elect Mr. Lee Man To as Independent non-executive Director of the Company.	151,393,270 (100.00%)	0 (0.00%)
2(f).	To re-elect Ms. Choi Yee Man as Independent non-executive Director of the Company.	151,393,270 (100.00%)	0 (0.00%)
2(g).	To re-elect Dr. Yang Yung-Ming as Independent non-executive Director of the Company.	151,393,270 (100.00%)	0 (0.00%)
2(h).	To authorise the board of Directors to fix the Directors' remuneration for the year ending 31 December 2018.	151,393,270 (100.00%)	0 (0.00%)
3.	To re-appoint Zenith CPA Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.	151,393,270 (100.00%)	0 (0.00%)
4.	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 passing of this resolution.	151,393,270 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to allot, issue or otherwise 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 passing of this resolution.	151,393,270 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company by the aggregate number of the shares repurchased by the Company.	151,393,270 (100.00%)	0 (0.00%)

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 336,587,142 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 336,587,142 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company's circular dated 30 April 2018 (the "**Circular**") to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's branch share registrar, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.

## CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that Dr. Yang Yung-Ming (“**Dr. Yang**”) has resigned as an independent non-executive Director and a member of the audit committee of the Company with effect from 15 June 2018 after the AGM.

Dr. Yang is due to other business engagement which require more of his attention and dedication. He has confirmed that he has no disagreement with the Board and there are no matter in respect of his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), other regulatory authorities or the shareholders of the Company.

The Board would like to express its gratitude to Dr. Yang for his contribution to the Company during his term of service.

The Board announces that Ms. Zhuge Chang (“**Ms. Zhuge**”) has been appointed as independent non-executive Director and a member of each of the audit committee, nomination committee and remuneration committee of the Company with effect from 15 June 2018 after the AGM.

### **Ms. Zhuge**

Ms. Zhuge, aged 36, obtained a Master of Professional Accounting from Curtin University in 2005. She is a member of CPA Australia since 2010.

Ms. Zhuge has extensive experience in the practices of accountancy. Ms. Zhuge is currently a vice president at Ever Capital Corporate Finance Limited\* (遠億企業融資有限公司), a company has been licensed in Securities and Futures Commission of Hong Kong (regulated activity: Type 6 – advising on corporate finance). Ms. Zhuge was engaged as the accountant in Maxdo Project Management Company Limited and Tayma Fine Jewellery in Hong Kong from 2014 to 2017. Ms. Zhuge had employed as tax accountant and accountant in Munro’s Accountants and Business Advisor and RYA Pty Ltd respectively in Australia from 2006 to 2011.

Save as disclosed above, as at the date of this announcement, Ms. Zhuge has confirmed that (i) she has not hold any directorship in other public listed companies in Hong Kong or overseas in the past three years; (ii) she does not hold any other position with the Company or subsidiaries of the Company; (iii) she does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (iv) she does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO; and (v) there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) nor there is any other matter that needs to be brought to the attention of the Shareholders in relation to her appointment.

Ms. Zhuge has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing. Her directorship will be subject to retirement by rotation and re-election pursuant to the Bye-laws of the Company. Ms. Zhuge is entitled to a director’s fee of HK\$120,000 per annum, by reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. She will hold office until the next annual general meeting of the Company at which she will be eligible for re-election in accordance with the Bye-laws of the Company.

The Board would like to extend a warm welcome to Ms. Zhuge in joining the Board.

## **CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

With effect from 15 June 2018 after the AGM, the composition of the Board committees has been changed as follows:

### **1. Audit Committee**

Dr. Yang has resigned as a member of the audit committee of the Company (the “**Audit Committee**”).

Ms. Zhuge has been appointed as a member of the Audit Committee.

### **2. Nomination Committee**

Ms. Zhuge has been appointed as a member of the nomination committee of the Company.

### **3. Remuneration Committee**

Ms. Zhuge has been appointed as a member of the remuneration committee of the Company.

By order of the Board  
**PacRay International Holdings Limited**  
**Liew Fui Kiang**  
*Chairman*

Hong Kong, 15 June 2018

*As at the date of this announcement, the board of the Company comprises seven Directors. The executive Directors are Mr. Liew Fui Kiang, Mr. Leung Pok Man and Ms. Lau Mei Ying; the non-executive Director is Mr. Zhou Danqing; and the independent non-executive Directors are Mr. Lee Man To, Ms. Choi Yee Man and Ms. Zhuge Chang.*

\* *For identification purposes only*