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BRAINHOLE
TECHNOLOGY
BRAINHOLE TECHNOLOGY LIMITED
脑洞科技有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2203)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 31 MAY 2023**

The Board is pleased to announce that all the resolutions proposed were duly passed by the Shareholders by way of poll at the AGM held on 31 May 2023.

Reference is made to the circular (the “**Circular**”) of Brainhole Technology Limited (the “**Company**”) dated 26 April 2023 and all resolutions proposed in the notice (the “**Notice of AGM**”) of the annual general meeting of the Company (the “**AGM**”). Unless stated otherwise, capitalised 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 resolutions proposed were duly passed by the Shareholders by way of poll at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares in the Company was 800,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. A total of 599,668,000 Shares were held by the Shareholders who have attended and voted for or against the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders are required under the Listing Rules to abstain from voting and no parties were indicated in the Circular that they intended to vote against or to abstain from voting on any of the resolutions at the AGM.

All directors of the Company attended the AGM.

The poll results in respect of all the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements, the reports of the directors of the Company (the “ Directors ”) and the auditors of the Company for the year ended 31 December 2022.	599,658,000 (100%)	0 (0%)
2.	To re-elect Ms. Wan Duo as executive Director.	599,658,000 (100%)	0 (0%)
3.	To re-elect Mr. Chen Johnson Xi as independent non-executive Director.	599,658,000 (100%)	0 (0%)
4.	To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	599,658,000 (100%)	0 (0%)
5.	To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditors and to authorise the Board to fix their remuneration.	599,658,000 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of its issued Shares.	599,658,000 (100%)	0 (0%)
7.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of its issued Shares.	599,658,000 (100%)	0 (0%)
8.	To extend the general mandate granted to the Directors to allot, issue and deal with new Shares by an amount not exceeding the amount of the Shares repurchased by the Company.	599,658,000 (100%)	0 (0%)
SPECIAL RESOLUTION		For	Against
9.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.	599,658,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the proposed resolutions 1 to 8 and more than 75% of the votes were cast in favour of the proposed resolution 9, all the resolutions were duly passed by way of poll at the AGM.

ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

The Board hereby announces that the resolution on the adoption of the amended and restated memorandum and articles of the Company has been duly passed as a special resolution at the AGM. For details of the proposed amendments, please refer to Appendix III of the circular of the Company dated 26 April 2023. The amended and restated memorandum and articles of the Company take effect immediately. The full text of the amended and restated memorandum and articles of the Company will be available on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.brainholetechnology.com.

By order of the Board
Brainhole Technology Limited
Zhang Liang Johnson
Chairman and Executive Director

Hong Kong, 31 May 2023

As at the date of this announcement, the Board comprises Mr. Zhang Liang Johnson and Ms. Wan Duo as executive Directors, and Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo as independent non-executive Directors.