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## **Zhou Hei Ya International Holdings Company Limited**

**周黑鴨國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1458)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 6, 2023**

At the annual general meeting (the “**AGM**”) of Zhou Hei Ya International Holdings Company Limited (the “**Company**”) held on June 6, 2023, all the proposed resolutions as set out in the notice of the AGM dated April 27, 2023 (the “**AGM Notice**”) were duly passed by way of poll.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 2,383,140,500 Shares of US\$0.000001 each. The trustee of the restricted share unit scheme adopted by the Company on July 25, 2018 had abstained from voting on all resolutions at the AGM in respect of a total of 64,470,919 unvested Shares under the trust. Save as disclosed above, there were no other shareholders of the Company (the “**Shareholders**”) that were required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to abstain from voting at the AGM, and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the circular of the Company dated April 27, 2023 to vote against or to abstain from voting on any of the resolutions proposed at the AGM. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 2,318,669,581.

According to the requirements of the Listing Rules, the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The AGM was chaired by Mr. ZHOU Fuyu, the chairman of the Board (the “**Board**”) of directors (the “**Directors**”) of the Company and an executive Director. The executive Directors, namely Mr. ZHOU Fuyu, Mr. ZHANG Yuchen and Mr. WEN Yong; non-executive Director, namely Mr. PAN Pan; and independent non-executive Directors, namely Mr. CHAN Kam Ching, Paul, Mr. LU Weidong and

Mr. CHEN Chen attended the AGM. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company and its subsidiaries for the year ended December 31, 2022.	1,653,988,075 (99.999214%)	13,000 (0.000786%)
2.	(a) (i) To re-elect Mr. PAN Pan as a non-executive Director.	1,652,858,865 (99.930943%)	1,142,210 (0.069057%)
	(ii) To re-elect Mr. CHAN Kam Ching, Paul as an independent non-executive Director.	1,653,988,075 (99.999214%)	13,000 (0.000786%)
	(iii) To re-elect Mr. LU Weidong as an independent non-executive Director.	1,590,553,556 (96.163998%)	63,447,519 (3.836002%)
	(b) To authorize the Board to fix the remuneration of the Directors.	1,652,234,179 (99.893174%)	1,766,896 (0.106826%)
3.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.	1,653,988,075 (99.999214%)	13,000 (0.000786%)
4.	To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the number of the issued shares of the Company.	1,653,260,976 (99.955254%)	740,099 (0.044746%)
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares in the Company not exceeding 20% of the number of the issued shares of the Company.	1,570,982,340 (94.980733%)	83,018,735 (5.019267%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.	1,570,982,340 (94.980733%)	83,018,735 (5.019267%)
Special Resolution		For	Against
7.	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.	1,651,917,439 (99.874025%)	2,083,636 (0.125975%)

The description of the above resolutions is by way of summary only. Please refer to the AGM Notice for the full text of the resolutions.

As more than 50% of votes were cast in favour of each of the ordinary resolutions numbered 1 to 6 stated above, the above-mentioned resolutions numbered 1 to 6 have been duly passed by the Shareholders as ordinary resolutions of the Company. As not less than three-fourths of the votes were cast in favour of the special resolution numbered 7 stated above, the above-mentioned resolution numbered 7 has been duly passed by the Shareholders as a special resolution of the Company.

By order of the Board  
**Zhou Hei Ya International Holdings Company Limited**  
**Zhou Fuyu**  
*Chairman*

Hong Kong, June 6, 2023

*As at the date of this announcement, the executive Directors are Mr. ZHOU Fuyu, Mr. ZHANG Yuchen and Mr. WEN Yong; the non-executive Director is Mr. PAN Pan; and the independent non-executive Directors are Mr. CHAN Kam Ching, Paul, Mr. LU Weidong and Mr. CHEN Chen.*