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Baiying Holdings Group Limited

百應控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8525)

(1) POLL RESULTS OF ANNUAL GENERAL MEETING

HELD ON 28 JUNE 2023;

(2) APPOINTMENT OF AUDITOR; AND

(3) AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the notice (the “**Notice of AGM**”) and the circular (the “**Circular**”) of the annual general meeting (the “**AGM**”) of Baiying Holdings Group Limited (the “**Company**”), both dated 25 May 2023. Unless otherwise defined herein, 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 ordinary resolutions (the “**Ordinary Resolutions**”) and the special resolution (the “**Special Resolution**”) as set out in the Notice of AGM were duly passed by way of poll at the AGM held on 28 June 2023 and the poll results are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the Directors and the auditor of the Company for the year ended 31 December 2022.	192,149,734 (100.00%)	0 (0.00%)
2.	(a) To re-elect the following retiring Directors:	/	/
	(i) Mr. Huang Dake as an executive Director.	192,149,734 (100.00%)	0 (0.00%)
	(ii) Mr. Chen Chaolin as an independent non-executive Director.	192,149,734 (100.00%)	0 (0.00%)
	(iii) Mr. Xie Mianbi as an independent non-executive Director.	192,149,734 (100.00%)	0 (0.00%)
	(b) To authorise the Board to fix the Directors’ remuneration.	192,149,734 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		FOR	AGAINST
3.	To appoint Messrs. Moore Stephens CPA Limited as the auditor of the Company and to authorise the Board to fix the auditor's remuneration.	192,149,734 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares.*	192,149,734 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase the Shares.*	192,149,734 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by adding the number of Shares repurchased by the Company.*	192,149,734 (100.00%)	0 (0.00%)
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve the proposed amendments to the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company and to adopt the second amended and restated memorandum of association and the second amended and restated articles of association of the Company.*	192,149,734 (100.00%)	0 (0.00%)

* *The full text of the resolutions are set out in the Notice of AGM.*

As more than 50% of the votes were cast in favor of each of the Ordinary Resolutions at the AGM, all the Ordinary Resolutions were duly passed as ordinary resolutions of the Company.

As not less than 75% of the votes were cast in favour of the Special Resolution at the AGM, the Special Resolution was duly passed as a special resolution of the Company.

As at the date of the AGM, a total of 270,000,000 Shares were in issue. The total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolutions and the Special Resolution at the AGM was 270,000,000 Shares. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the Ordinary Resolutions and the Special Resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or abstain from voting on any of the Ordinary Resolutions and the Special Resolution at the AGM.

Mr. Zhou Shiyuan, Mr. Chen Xinwei and Mr. Huang Dake, the executive Directors, Mr. Ke Jinding, the non-executive Director, and Mr. Chen Chaolin, Mr. Xie Mianbi and Mr. Tu Liandong, the independent non-executive Directors attended the AGM either in person or by electronic means.

Tricor Investor Services Limited, the Company's Hong Kong Branch Share Registrar, was appointed as the scrutineer for vote-taking at the AGM.

APPOINTMENT OF AUDITOR

In accordance with the poll results of the AGM, the Board is pleased to announce that Messrs. Moore Stephens CPA Limited has been appointed as the auditor of the Company for the year ending 31 December 2023 with effect immediately after the conclusion of the AGM.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In accordance with the poll results of the AGM, the Board is pleased to announce that the Memorandum and Articles of Association have been amended and the New Memorandum and Articles of Association have been adopted. For details of the amendments to the Memorandum and Articles of Association and details of the New Memorandum and Articles of Association, please refer to the announcement of the Company dated 24 March 2023 and the Circular.

By order of the Board
Baiying Holdings Group Limited
Zhou Shiyuan
Chairman

Fujian Province, the PRC, 28 June 2023

As at the date of this announcement, the executive Directors are Mr. Zhou Shiyuan, Mr. Chen Xinwei and Mr. Huang Dake; the non-executive Director is Mr. Ke Jinding; and the independent non-executive Directors are Mr. Chen Chaolin, Mr. Xie Mianbi and Mr. Tu Liandong.

This announcement, for which 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

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