

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 JUNE 2023

References are made to the circular (the “**Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of Century Ginwa Retail Holdings Limited (the “**Company**”) both dated 8 June 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the proposed resolutions (the “**Resolutions**”) set out in the AGM Notice were duly passed by way of poll by the Shareholders at the AGM held on 30 June 2023. The Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer for the vote-taking at the AGM. Mr. Qin Chuan, an executive Director and the chief executive officer of the Company, and Mr. Tsang Kwok Wai, an independent non-executive Director of the Company, attended the AGM physically. Other Directors did not attend the AGM due to other material business commitments. Mr. Qin Chuan chaired the AGM.

As at the date of the AGM, there were 1,149,694,715 Shares in issue, representing the total number of Shares entitling the Shareholders to attend and vote 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 resolution at the AGM pursuant to Rule 13.40 of the Listing Rules. There were no Shareholders who were required under the Listing Rules to abstain from voting at the AGM. There were no parties had stated their intention in the Circular to vote against the Resolutions proposed at the AGM or to abstain from voting.

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

ORDINARY RESOLUTIONS ¹		Number of votes (%) ²	
		FOR	AGAINST
1.	To receive and approve the audited financial statements, directors' reports and independent auditor's report of the Company for the year ended 31 December 2022.	322,727,274 (99.99%)	4,018 (0.01%)
2.	(a) To re-elect Mr. Yao Jiangang as an executive Director.	322,727,274 (99.99%)	4,018 (0.01%)
	(b) To re-elect Mr. Qin Chuan as an executive Director.	322,727,274 (99.99%)	4,018 (0.01%)
	(c) To re-elect Mr. Huang Zhihua as a non-executive Director.	322,727,274 (99.99%)	4,018 (0.01%)
	(d) To re-elect Mr. Chen Shuai as a non-executive Director.	322,727,274 (99.99%)	4,018 (0.01%)
	(e) To re-elect Ms. Song Hong as an independent non-executive Director.	322,727,274 (99.99%)	4,018 (0.01%)
	(f) To authorise the Board to fix the Directors' remuneration.	322,727,274 (99.99%)	4,018 (0.01%)
3.	To appoint McMillan Woods (Hong Kong) CPA Limited and WUYIGE Certified Public Accountants LLP as the overseas and domestic auditors of the Company, respectively, and to authorise the board of directors to fix their remuneration, and not re-appoint KPMG, Certified Public Accountants as the auditor of the Company.	322,727,274 (99.99%)	4,018 (0.01%)
4.	To give a general mandate to the Directors to allot, issue and deal with Shares not exceeding 20 per cent of the total number of Shares in issue.	322,727,274 (99.99%)	4,018 (0.01%)
5.	To give a general mandate to the Directors to buy back Shares not exceeding 10 per cent of the total number of Shares in issue.	322,727,274 (99.99%)	4,018 (0.01%)
6.	To extend the general mandate granted to the Directors under resolution (4) to allot, issue and deal with Shares by an amount not exceeding the amount of the Shares bought back by the Company pursuant to resolution numbered (5).	322,727,274 (99.99%)	4,018 (0.01%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all resolutions were duly passed as ordinary resolutions of the Company by way of poll at the AGM.

SPECIAL RESOLUTION ¹		Number of votes (%) ²	
		FOR	AGAINST
7.	To amend the bye-laws of the Company (the “ Bye-laws ”) in the manner as described in Appendix III to the circular of the Company dated 8 June 2023.	322,727,274 (99.99%)	4,018 (0.01%)

As more than 75% of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution of the Company by way of poll at the AGM.

Notes:

1. The full text of the Resolutions is set out in the AGM Notice.
2. All percentages are rounded to 2 decimal places.

By order of the Board
Century Ginwa Retail Holdings Limited
Leung Kee Wai
Company Secretary

Hong Kong, 30 June 2023

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Yao Jiangang, Mr. Qin Chuan and Ms. Wan Qing; two non-executive Directors, being Mr. Huang Zhihua and Mr. Chen Shuai, and three independent non-executive Directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Ms. Song Hong.