百融云创

Bairong Inc.
百融雲創
(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(Stock Code: 6608)

(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 30, 2026; (2) CHANGE OF DIRECTORS; AND (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 30, 2026

References are made to the circular of Bairong Inc. (the "**Company**") dated June 8, 2026 (the "**Circular**"). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

The Board is pleased to announce that at the annual general meeting (the "**AGM**") of the Company held on June 30, 2026, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

ORDINARY RESOLUTIONS			Number of Votes Cast (%)		Total Number of Votes Cast	Total Number of Voting Shares
			For	Against		
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Directors**") and independent auditor of the Company (the "**Auditor**") for the year ended December 31, 2025.	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	98,251,476 99.998014%	1,951 0.001986%	98,253,427	98,253,427
		TOTAL	825,339,776 99.999764%	1,951 0.000236%	825,341,727	170,962,257
2.	To re-elect Ms. Wang Qing as an executive Director.	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	95,367,174 97.062440%	2,886,253 2.937560%	98,253,427	98,253,427
		TOTAL	822,455,474 99.650296%	2,886,253 0.349704%	825,341,727	170,962,257

ORDINARY RESOLUTIONS			Number of Votes Cast (%)		Total Number of Votes Cast	Total Number of Voting Shares
			For	Against		
3.	To re-elect Mr. Chan Chun Kit as an executive Director.	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	96,687,779 98.406521%	1,565,648 1.593479%	98,253,427	98,253,427
		TOTAL	823,776,079 99.810303%	1,565,648 0.189697%	825,341,727	170,962,257
4.	To re-elect Professor Liao Jianwen as a non-executive Director.	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	95,731,674 97.433420%	2,521,753 2.566580%	98,253,427	98,253,427
		TOTAL	822,819,974 99.694460%	2,521,753 0.305540%	825,341,727	170,962,257
5.	To re-elect Dr. Li Yao as an independent non-executive Director.	Class A Shares	72,708,830 100.000000%	0 0.000000%	72,708,830	72,708,830
		Class B Shares	96,525,806 98.241668%	1,727,621 1.758332%	98,253,427	98,253,427
		TOTAL	169,234,636 98.989472%	1,727,621 1.010528%	170,962,257	170,962,257
6.	To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	98,026,927 99.769474%	226,500 0.230526%	98,253,427	98,253,427
		TOTAL	825,115,227 99.972557%	226,500 0.027443%	825,341,727	170,962,257
7.	To appoint Deloitte Touche Tohmatsu as the Auditor and to authorise the Board to fix its remuneration for the year ending December 31, 2026.[1]	Class A Shares	72,708,830 100.000000%	0 0.000000%	72,708,830	72,708,830
		Class B Shares	89,675,689 91.269782%	8,577,738 8.730218%	98,253,427	98,253,427
		TOTAL	162,384,519 94.982672%	8,577,738 5.017328%	170,962,257	170,962,257

ORDINARY RESOLUTIONS			Number of Votes Cast (%) For	Number of Votes Cast (%) Against	Total Number of Votes Cast	Total Number of Voting Shares
8.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company (excluding any class B shares that are held as treasury shares) as at the date of passing this resolution (the "**Share Repurchase Mandate**").	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	98,253,427 100.000000%	0 0.000000%	98,253,427	98,253,427
		TOTAL	825,341,727 100.000000%	0 0.000000%	825,341,727	170,962,257
9.	To grant a general mandate to the Directors to issue, allot and deal with new class B ordinary shares of the Company not exceeding 20% of the total number of issued shares of the Company (excluding any class B shares that are held as treasury shares) as at the date of passing this resolution (the "**Share Issue Mandate**").	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	86,890,161 88.434738%	11,363,266 11.565262%	98,253,427	98,253,427
		TOTAL	813,978,461 98.623205%	11,363,266 1.376795%	825,341,727	170,962,257
10.	Conditional upon the passing of resolutions nos. 8 and 9, to extend the Share Issue Mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the total number of shares repurchased by the Company (excluding any class B shares that are held as treasury shares) under the Share Repurchase Mandate.	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	86,903,161 88.447969%	11,350,266 11.552031%	98,253,427	98,253,427
		TOTAL	813,991,461 98.624780%	11,350,266 1.375220%	825,341,727	170,962,257

SPECIAL RESOLUTION			Number of Votes Cast (%) For	Number of Votes Cast (%) Against	Total Number of Votes Cast	Total Number of Voting Shares
11.	Proposed change of company name.[m]	Class A Shares	727,088,300 100.000000%	0 0.000000%	727,088,300	72,708,830
		Class B Shares	74,752,427 100.000000%	0 0.000000%	74,752,427	74,752,427
		TOTAL	801,840,727 100.000000%	0 0.000000%	801,840,727	147,461,257

Notes:

(a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 10 above, all such ordinary resolutions were duly passed.

(b) As not less than three-fourths of the votes were cast in favour of the resolution numbered 11 above, such special resolution was duly passed.

(c) The number and percentage of votes are based on the total number of votes cast by the Shareholders at the AGM in person or by proxy.

(d) As at the date of the AGM, the total number of Shares in issue (excluding any treasury Shares) is 449,873,170 Shares, comprising 72,708,830 Class A Shares and 377,164,340 Class B Shares.

(e) The total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM is 444,445,420 Shares, comprising 72,708,830 Class A Shares and 371,736,590 Class B Shares.

(f) As at the date of the AGM, the Company held 18,145,500 Class B Shares as treasury Shares. The Company confirmed that no voting rights of such Class B Shares which are held as treasury Shares.

(g) As at the date of the AGM, there were no repurchased Class B Shares which are pending cancellation and should be excluded from the total number of Shares in issue for the purpose of the AGM.

(h) As at the date of the AGM, GeniAI Tech II Ltd. and GeniAI Tech III Ltd., being the trustees holding the unvested Shares awarded under the 2021 Share Award Scheme, held a total of 5,427,750 Class B Shares. GeniAI Tech II Ltd. and GeniAI Tech III Ltd. were required under Rule 17.05A of the Listing Rules to abstain from voting on matters that required Shareholders' approval under the Listing Rules.

(i) Save as disclosed in this announcement, no other Shareholder is required to abstain from voting in respect of any of the proposed resolutions at the AGM. The total number of Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules: Nil.

(j) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

(k) According to the Articles of Association, each Class A Share and each Class B Share shall entitle its holder to one vote on a poll at the AGM in respect of the resolutions numbered 5 and 7 above. Each Class A Share shall entitle its holder to ten votes and each Class B Share shall entitle its holder to one vote in respect of the resolutions numbered 1 to 4, 6 and 8 to 11 above.

(l) The appointment of Deloitte Touche Tohmatsu as the Auditor takes effect immediately upon the retirement of KPMG at the conclusion of the AGM. The Company has received a confirmation letter from KPMG confirming that there are no matters in connection with its retirement as the Auditor, which need to be brought to the attention of the Shareholders. The Board also confirmed that there are no matters in connection with the change of the Auditor which need to be brought to the attention of the Shareholders.

(m) The Company will complete the necessary registration and filing procedures in respect of the change of company name with the relevant authorities in the Cayman Islands and Hong Kong. The Company will publish a further announcement in due course regarding, among other things, the effective date of the change of company name.

(n) The Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

(o) All Directors, namely Mr. Zhang Shaofeng, Ms. Wang Qing, Mr. Chan Chun Kit, Professor Liao Jianwen, Professor Chen Zhiwu, Mr. Zhou Hao and Dr. Li Yao attended the AGM, either in person or by means of electronic facilities.

(2) CHANGE OF DIRECTORS

As disclosed in the Circular, Mr. Zhou Hao ("**Mr. Zhou**") would retire as an independent non-executive Director upon conclusion of the AGM and would not offer himself for re-election in order to devote more time to his other business commitments. Accordingly, Mr. Zhou ceased to be the chairman of the audit committee (the "**Audit Committee**") of the Company and a member of each of the remuneration committee (the "**Remuneration Committee**"), the nomination committee (the "**Nomination Committee**") and the corporate governance committee (the "**Corporate Governance Committee**") of the Company with effect from the conclusion of the AGM.

Mr. Zhou has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its appreciation to Mr. Zhou for his valuable contributions to the Company during his tenure of office with the Board and the Company.

The Board is also pleased to announce that Mr. Zhang James Jian ("**Mr. Zhang**") has been appointed as an independent non-executive Director and Mr. Hong Hao ("**Mr. Hong**") has been appointed as a non-executive Director, both with effect from June 30, 2026 after the conclusion of the AGM.

The newly appointed Directors' biographical information is set out below.

Mr. Zhang James Jian

Mr. Zhang, aged 55, has over 25 years' experience in corporate finance and mergers and acquisitions. He worked as an audit manager at PricewaterhouseCoopers from 1995 to 2000. He subsequently served as the chief financial officer, chief information officer and board member of B&Q China from 2001 to 2005, the chief financial officer and vice president of China Paradise Electronics Retail Limited, a company previously listed on the Main Board of the Stock Exchange, from 2005 to 2007; the chief financial officer of Cgen Digital Media Ltd. from 2007 to 2008; the chief financial officer of ALLYES Online Media, a subsidiary of Focus Media, a company listed on NASDAQ (stock code: FMCN), from 2008 to 2011; and the chief financial officer of Lashou.com from 2011 to 2012. Mr. Zhang previously served as an independent director of Duoyuan Printing, Inc., a company previously listed on the New York Stock Exchange, from September 2009 to April 2010.

Mr. Zhang obtained a bachelor of arts degree from Bernard M. Baruch College in the United States in May 1993, a bachelor of science degree from Queen Mary and Westfield College in the United Kingdom in May 1995 and a master of business administration degree from the University of Cambridge in the United Kingdom in May 2002. He has been a Chartered Accountant and a member of The Institute of Chartered Accountants in England and Wales since 1999.

Mr. Zhang has entered into a letter of appointment with the Company for an initial term of three years commencing from June 30, 2026 or until the third annual general meeting of the Company after the date of his appointment, whichever is sooner, which may be terminated by either party giving not less than three months' written notice. Mr. Zhang shall hold office until the first annual general meeting, of the Company after his appointment and shall then be eligible for re-election at that meeting and will be subject to retirement by rotation and re-election at an annual general meeting at least once every three years, in accordance with the Articles of Association. Pursuant to his letter of appointment, he is entitled to an annual director's fee of US$50,000. Mr. Zhang's remuneration will be subject to annual review by the Remuneration Committee and the Board with reference to the Company's remuneration policy, the prevailing market level, his professional background and experience, and his responsibilities and performance.

As far as the Directors are aware, as at the date of this announcement, Mr. Zhang has confirmed that he did not have any other relationship with any Director, senior management or substantial Shareholder or controlling Shareholders, or any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, as at the date of this announcement, Mr. Zhang has confirmed that he does not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

Mr. Zhang has confirmed that he (i) meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) is not subject to any other factors that may affect his independence at the time of his appointment. Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Zhang's appointment.

Mr. Hong Hao

Mr. Hong, aged 52, has extensive experience in macroeconomic analysis. He currently serves as the managing partner and chief investment officer of Lotus Asset Management Limited, a Hong Kong corporation licensed by the Securities and Futures Commission in Hong Kong to engage in Type 4 (advising in securities) and Type 9 (asset management) regulated activities. He previously served as the chief global strategist of China International Capital Corporation Limited, the head of research of Bank of Communications International Holdings, and has worked in the London, New York and Sydney offices of international financial institutions including Citigroup and Morgan Stanley.

Mr. Hong obtained a bachelor's degree from the University of International Business and Economics in the PRC and a master's degree from the Australian Graduate School of Management at the University of New South Wales in Australia. Mr. Hong is also a Chartered Financial Analyst charterholder.

Mr. Hong has entered into a letter of appointment with the Company for an initial term of three years commencing from June 30, 2026 or until the third annual general meeting of the Company after the date of his appointment, whichever is sooner, which may be terminated by either party giving not less than three months' written notice. Mr. Hong shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting, and will be subject to retirement by rotation and re-election at an annual general meeting at least once every three years, in accordance with the Articles of Association. Pursuant to his letter of appointment, he is entitled to an annual director's fee of HK$600,000. Mr. Hong's remuneration will be subject to annual review by the Remuneration Committee and the Board with reference to the Company's remuneration policy, the prevailing market level, his professional background and experience, and his responsibilities and performance.

As far as the Directors are aware, as at the date of this announcement, Mr. Hong has confirmed that he did not have any other relationship with any Director, senior management or substantial Shareholder or controlling Shareholders, or any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, as at the date of this announcement, Mr. Hong has confirmed that he does not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications. Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Hong's appointment.

The Board would like to express its warmest welcome to Mr. Zhang and Mr. Hong on their respective appointments.

(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that Mr. Zhang, an independent non-executive Director, has been appointed as the chairman of the Audit Committee, and a member of each of the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee, in place of Mr. Zhou, with effect from June 30, 2026 after the conclusion of the AGM.

By order of the Board
Bairong Inc.
Zhang Shaofeng
Chairman

Hong Kong, June 30, 2026

As at the date of this announcement, the Board comprises Mr. Zhang Shaofeng, Ms. Wang Qing and Mr. Chan Chun Kit as executive Directors, Professor Liao Jianwen and Mr. Hong Hao as non-executive Directors, and Professor Chen Zhiwu, Dr. Li Yao and Mr. Zhang James Jian as independent non-executive Directors.