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**JIMU GROUP LIMITED**  
**積木集團有限公司**

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

**(Stock Code: 8187)**

**(1) POLL RESULT OF ANNUAL GENERAL MEETING  
HELD ON 12 MAY 2023;  
(2) RETIREMENT OF DIRECTOR AND  
CHANGE IN COMPOSITION OF THE BOARD COMMITTEE;  
(3) NON-COMPLIANCE WITH THE GEM LISTING RULES; AND  
(4) ADOPTION OF SECOND AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Jimu Group Limited (the “**Company**”) dated 23 March 2023. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The board of directors (the “**Directors**”) of the Company is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on Friday, 12 May 2023.

**POLL RESULTS OF THE AGM**

The AGM was convened and held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 12 May 2023 at 11:00 a.m.. At the AGM, the proposed resolution as set out in the Notice had been taken by poll. Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the number of Shares in issue was 36,115,200 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution proposed at the AGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on the resolution at the AGM, or to abstain from voting in favor of

the resolution at the AGM as set out in Rules 17.47A of the GEM Listing Rules. None of the Shareholders have stated their intention in the AGM Circular to vote against or to abstain from voting on any of the resolution at the AGM.

The poll result in respect of the resolution proposed at the AGM is as follows:

Ordinary Resolutions		Number of votes and approximate percentage of total number of votes	
		For	Against
1.	To receive and consider the audited consolidated accounts and reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2022.	2,951,400 (100.00%)	0 (0.00%)
2.	(a) to re-elect Ms. Wei Ju as an executive Director;	150 (0.01%)	2,951,250 (99.99%)
	(b) to re-elect Mr. Tsang Hing Bun as an executive Director;	2,951,400 (100.00%)	0 (0.00%)
	(c) to authorise the board of Directors to fix the remunerations of the Directors.	2,951,400 (100.00%)	0 (0.00%)
3.	To re-appoint Prism Hong Kong and Shanghai Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.	2,951,400 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	2,951,400 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	2,951,400 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	2,951,400 (100.00%)	0 (0.00%)

Special Resolution		Number of votes and approximate percentage of total number of votes	
		For	Against
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the second amended and restated memorandum and articles of association of the Company.	2,951,400 (100.00%)	0 (0.00%)

*Note:* The description of the above resolutions are by way of summary only. Full text of the resolutions are set out in the Circular and the Notice.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 to 6 except the resolution numbered 2(a), and more than 75% of the votes were cast in favour of the special resolution numbered 7, the above resolutions except the resolution numbered 2(a), were duly passed by the Shareholders at the conclusion of the AGM.

Apart from Ms. Wei Ju (“**Ms. Wei**”) who was unable to attend the AGM due to other business engagements, all the remaining Directors attended the AGM either in person or by electronic means.

## **RETIREMENT OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEE**

As the resolution numbered 2(a) for the re-election of Ms. Wei as an executive Director was not passed at the AGM, Ms. Wei retired by rotation as an executive Director at the conclusion of the AGM, and upon to her retirement, she was ceased to be the member of the risk management committee of the Board and the compliance officer of the Company. The Board is not aware of any disagreement with Ms. Wei or any matters relating to her retirement that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board expresses its sincere gratitude to Ms. Wei for her contribution to the Company during her tenure of office.

## **NON-COMPLIANCE WITH THE GEM LISTING RULES**

The Board further announce that following the retirement of Ms. Wei at the AGM, the Board noted that the failure of the Company to comply with at all time, one of the executive directors assumes responsibility for acting as the Company’s compliance officer pursuant to Rule 5.19 of the GEM Listing Rules.

In this connection, the Company will identify suitable candidate to fill the vacancies of the compliance officer as soon as possible. Further announcement will be made in relation to such appointment as and when appropriate.

## **ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board hereby announces that the resolution on the proposed amendments to the existing memorandum and articles of association has been duly passed by way of a special resolution at the AGM. The Second Amended and Restated Memorandum and Articles of Association will take effect from 12 May 2023, the full text of which is available on the websites of the Stock Exchange and the Company.

By order of the Board  
**Jimu Group Limited**  
**Tsang Hing Bun**  
*Executive Director*

Hong Kong, 12 May 2023

*As at the date of this announcement, the executive Directors of the Company is Mr. Tsang Hing Bun; the non-executive Director of the Company is Mr. Shum Tsz Yeung; and the independent non-executive Directors of the Company are Mr. Hung Wai Che, Mr. Choi Ho Yan and Mr. Yiu Yu Hong John.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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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