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China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 JUNE 2024

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions set out in the notice of the AGM were duly passed by the Shareholders at the AGM held on 28 June 2024 by way of poll.

References are made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**AGM Notice**”) dated 4 June 2024 of China Youzan Limited (the “**Company**”). Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions proposed at the AGM held on 28 June 2024 were duly passed by the Shareholders by way of poll. The poll results at the AGM are as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes (%)	
		For	Against
1.	To approve ordinary resolution no. 1 as set out in the notice of the AGM (to consider and approve the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2023).	16,304,410,106 (99.99%)	60,000 (0.01%)

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes (%)	
		For	Against
2.	(i) To re-elect Dr. Fong Chi Wah as an independent non-executive Director.	16,261,549,439 (99.74%)	42,920,667 (0.26%)
	(ii) To re-elect Mr. Deng Tao as an independent non-executive Director.	16,278,653,439 (99.84%)	25,816,667 (0.16%)
	(iii) To re-elect Mr. Li Shaojie as an independent non-executive Director.	16,304,410,106 (99.99%)	60,000 (0.01%)
	(iv) To authorise the board of directors to fix the remuneration of the Directors.	16,304,410,106 (99.99%)	60,000 (0.01%)
3.	To appoint Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	16,304,410,106 (99.99%)	60,000 (0.01%)
4.	To approve ordinary resolution no. 4 as set out in the notice of the AGM (to give a general mandate to the directors to issue shares in the Company).	16,259,693,439 (99.73%)	43,276,667 (0.27%)
5.	To approve ordinary resolution no. 5 as set out in the notice of the AGM (to give a general mandate to the directors to repurchase shares in the Company).	16,302,910,106 (99.99%)	60,000 (0.01%)
6.	To approve ordinary resolution no. 6 as set out in the notice of the AGM (to extend the general mandate to issue shares under ordinary resolution no. 4 by adding the number of shares repurchased under ordinary resolution no. 5).	16,260,049,439 (99.74%)	42,920,667 (0.26%)
SPECIAL RESOLUTIONS <i>(Note)</i>		Number of votes (%)	
		For	Against
7.	To approve special resolution no. 7 as set out in the notice of the AGM (to approve the proposed amendments to the existing bye-laws of the Company and the proposed adoption of the amended and restated bye-laws of the Company).	16,302,910,106 (99.99%)	60,000 (0.01%)
8.	To approve special resolution no. 8 as set out in the notice of the AGM (to approve the proposed change of Company name).	16,304,410,106 (99.99%)	60,000 (0.01%)

Note: The full texts of the resolutions were set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1 to 6, and not less than 75% of the votes were cast in favour of each of the above special resolutions numbered 7 and 8, all of the above resolutions were duly passed at the AGM.

As at the date of the AGM, the total number of issued Shares was 32,978,308,752. Computershare Hong Kong Trustees Limited (in its capacity as the trustee of the share award scheme adopted by the Company on 31 May 2018) held 54,639,944 Shares, representing 0.17% of the issued share capital of the Company as at the date of the AGM, was required to abstain and did abstain from voting on the resolutions proposed at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM was 32,923,668,808. Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. None of the Shareholders had stated their intention to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the purpose of vote-taking of the poll at the AGM.

The following directors of the Company attended the AGM in person, namely Mr. Zhu Ning, Mr. Yu Tao and Dr. Fong Chi Wah, while the other directors attended the AGM by electronic means.

By order of the Board
China Youzan Limited
Zhu Ning
Chairman

Hong Kong, 28 June 2024

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan; and three independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Deng Tao and Mr. Li Shaojie.

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

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its publication and on the Company's website at www.chinayouzan.com.