

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.



*(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3636)*

THE VOTING RESULTS OF THE 2021 ANNUAL GENERAL MEETING CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF THE MEMBERS OF THE COMMITTEES OF THE BOARD

Reference is made to the circular of the 2021 Annual General Meeting (the “**Circular**”) of Poly Culture Group Corporation Limited (the “**Company**”) dated 5 May 2022. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

CONVENING AND ATTENDANCE OF THE MEETING

The 2021 Annual General Meeting (the “**Meeting**”) of the Company was held at 2:30 p.m. on Tuesday, 21 June 2022 at the Meeting Room, 29/F, New Poly Plaza, 1 North Street of Chaoyangmen, Dongcheng District, Beijing, the PRC.

The Meeting was convened by the Board and chaired by Mr. Zhang Xi, the chairman. There are nine Directors in the Company, six of whom attended the Meeting. Ms. Zhang Hong and Mr. Sun Hua were absent from the Meeting due to the COVID-19 pandemic control measures, and Mr. Yip Wai Ming was absent from the Meeting due to other business arrangement. Voting at the Meeting was conducted by a registered poll onsite. Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, was appointed by the Company as the scrutineer for the voting at the Meeting.

The convening of the Meeting was in compliance with the requirements of the relevant laws and regulations of the PRC, the Listing Rules and the Articles of Association.

The issued share capital of the Company as at the date of the Meeting was 246,316,000 Shares, of which the numbers of the Domestic Shares and the H Shares were 156,868,400 Shares and 89,447,600 Shares, respectively, which was the total number of Shares entitling the Shareholders to attend and vote for or against or abstain from voting on the resolutions at the Meeting.

No party has stated its intention in the Circular that it would vote against or abstain from voting on any resolution at the Meeting.

To the best knowledge, information and belief of the Directors, there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the Meeting. There were no Shares entitling the holders of the Shares to attend but abstain from voting in favour of the resolutions at the Meeting as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the Meeting.

Details about the attendance of the Shareholders and their authorized proxies at the Meeting are set out as follows:

Number of Shareholders and their authorized proxies attending the Meeting	3
Of which: Number of holders of Domestic Shares	2
Number of holders of H Shares	1
Total number of the voting Shares held by the attendees	158,517,800
Of which: Total number of Shares held by holders of Domestic Shares	156,868,400
Total number of Shares held by holders of H Shares	1,649,400
Percentage of the total number of voting Shares of the Company (%)	64.355462
Of which: Percentage of the Shares held by holders of Domestic Shares to the total number of voting Shares of the Company	63.685834
Percentage of the Shares held by holders of H Shares to the total number of voting Shares of the Company	0.669628

Note: The chairman of the Meeting was appointed by some of the holders of H Shares and holders of Domestic Shares to vote on their behalf. The numbers of holders of H Shares and holders of Domestic Shares are counted separately and the total number of Shareholders is not counted repeatedly.

CONSIDERATION OF THE RESOLUTIONS

The voting results in respect of the resolutions proposed at the Meeting are set out as follows:

Ordinary Resolutions		Number of votes & Percentage of the total voting Shares at the Meeting (%)		
		For	Against	Abstained
1	To consider and approve the proposed appointment of Mr. Fung Edwin as the independent non-executive Director	158,517,800 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of votes & Percentage of the total voting Shares at the Meeting (%)		
		For	Against	Abstained
2	To consider and approve the annual report for the year 2021	158,482,700 (99.977857%)	0 (0.000000%)	35,100 (0.022143%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3	To consider and approve the report of the Board of Directors for the year 2021	158,482,700 (99.977857%)	0 (0.000000%)	35,100 (0.022143%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4	To consider and approve the report of the Board of Supervisors for the year 2021	158,482,700 (99.977857%)	0 (0.000000%)	35,100 (0.022143%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5	To consider and approve the financial report for the year 2021	158,482,700 (99.977857%)	0 (0.000000%)	35,100 (0.022143%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6	To consider and approve the dividend distribution plan for the year 2021	158,517,800 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7	To consider and approve the engagement of auditors for the year 2022	158,517,800 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8	To consider and approve the financial budget for the year 2022	158,517,800 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of votes & Percentage of the total voting Shares at the Meeting (%)		
		For	Against	Abstained
9	To consider and approve the financing loans for the year 2022	158,510,600 (99.995458%)	7,200 (0.004542%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
10	To consider and approve the provision of loans for subsidiaries for the year 2022	158,073,500 (99.719716%)	444,300 (0.280284%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11	To consider and approve the provision of guarantee for subsidiaries for the year 2022	158,073,500 (99.719716%)	444,300 (0.280284%)	0 (0.000000%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

For the full text of the resolutions, please refer to the Circular. The Circular can be downloaded from the websites of the Company (www.polyculture.com.cn) and the Stock Exchange (www.hkexnews.hk). Save as the above resolutions, the Company has not received any resolution put forward by any Shareholder(s) holding 3% or more of the Company's voting Shares.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yip Wai Ming (“**Mr. Yip**”) resigned as the independent non-executive Director of the Company, the chairman of the remuneration and assessment committee of the Board and the member of the audit committee of the Board due to personal work arrangement, with effect from 21 June 2022. Mr. Yip has confirmed that he has no disagreement with the Board in any aspects and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yip for his contribution to the Company during his tenure of office.

The above ordinary resolution No. 1 has been duly passed by the Shareholders at the Meeting. Pursuant to the Articles of Association, Mr. Fung Edwin (“**Mr. Fung**”) has been appointed as the independent non-executive Director of the fourth session of the Board. His appointment will be effective from the date of approval at the Shareholders' general meeting to the date of expiry of the term of office of the fourth session of the Board.

For biographical details and other information of Mr. Fung, please refer to the Circular. As of the date of this announcement, there has been no change to such information.

CHANGE OF THE MEMBERS OF THE COMMITTEES OF THE BOARD

The Board announces that the Board agreed to appoint Mr. Fung as the chairman of the remuneration and assessment committee of the Board and the member of the audit committee of the Board at the Board meeting immediately following the Meeting, with a term of office commencing from 21 June 2022 until the expiry of the term of office of the fourth session of the Board.

By order of the Board
Poly Culture Group Corporation Limited
Zhang Xi
Chairman

Beijing, the PRC
21 June 2022

As of the date of this announcement, the executive directors of the Company are Mr. Zhang Xi, Mr. Jiang Yingchun, Mr. Wang Bo and Mr. Xu Bei, the non-executive directors are Ms. Zhang Hong and Mr. Fu Chengrui, and the independent non-executive directors are Ms. Li Xiaohui, Mr. Sun Hua and Mr. Fung Edwin.