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Shenzhen Pagoda Industrial (Group) Corporation Limited

深圳百果园实业(集团)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2411)

- (1) POLL RESULTS OF 2022 ANNUAL GENERAL MEETING
HELD ON TUESDAY, MAY 23, 2023;**
(2) DISTRIBUTION OF FINAL DIVIDEND IN CASH;
(3) ELECTION OF DIRECTORS;
**(4) ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS;
AND**
(5) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Shenzhen Pagoda Industrial (Group) Corporation Limited (the “**Company**”) announces that at the 2022 Annual General Meeting of the Company (the “**AGM**”) held on Tuesday, May 23, 2023, all the proposed resolutions as set out in the notice of the AGM were duly passed by the shareholders of the Company by way of poll.

Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated April 28, 2023 (the “**Circular**”).

1. POLL RESULTS OF THE AGM

The AGM held on Tuesday, May 23, 2023 was convened by the Board and chaired by Mr. YU Huiyong, executive Director and the chairman of the Board. All Directors attended the AGM.

As at the date of the AGM, the total number of issued Shares was 1,588,544,000 Shares (comprising 405,927,395 Domestic Shares and 1,182,616,605 H Shares), which was the total number of Shares entitling the holders thereof to attend and vote on the resolutions at the AGM. Shareholders and valid proxies holding an aggregate of 862,569,060 Shares with voting rights, representing approximately 54.30% of the total issued Shares, entitling the holders thereof to vote at the AGM, were present at the AGM.

There were no Shareholders who were entitled to attend the AGM but required to abstain from voting in favour of the resolutions as required by Rule 13.40 of the Listing Rules and none of the Shareholders was required to abstain from voting at the AGM pursuant to the requirements of the Listing Rules. No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)			Voting Results
		For	Against	Abstain	
1.	To consider and approve the work report of board of directors of the Company for 2022;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
2.	To consider and approve the work report of the board of supervisors of the Company for 2022;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
3.	To consider and approve the final financial accounts of the Group for 2022;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
4.	To consider and approve the Company's 2022 annual report;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
5.	To consider and approve the Company's 2022 profit distribution plan;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
6.	To consider and confirm the remuneration of the Company's directors for 2022;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
7.	To consider and confirm the remuneration of the Company's supervisors for 2022;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
8.	To consider and approve the Company's 2023 financial budgets;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
9.	To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP Shenzhen Branch and PricewaterhouseCoopers as the domestic auditor and overseas auditor of the Company respectively for 2023 and to authorise the audit committee of the board of directors of the Company to determine their remuneration matters;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
10.	To consider and approve the remuneration plan for the members of the board of directors of the Company for 2023;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass

11.	To consider and approve the remuneration plan for the members of the board of supervisors of the Company for 2023;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
12.	To consider and approve the authorisation to purchase liability insurance for the Group's directors, supervisors and senior management;	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass
Ordinary Resolutions (By Way of Cumulative Voting)		Number of Votes (%)			Voting Results
13.	To consider and appoint the following director candidates for members of the second session of the board of directors of the Company:				
13.1	To elect Mr. YU Huiyong as an executive director of the Company;	862,569,033 (99.999997%)			Pass
13.2	To elect Ms. XU Yanlin as an executive director of the Company;	862,569,033 (99.999997%)			Pass
13.3	To elect Mr. TIAN Xiqiu as an executive director of the Company;	862,569,033 (99.999997%)			Pass
13.4	To elect Mr. JIAO Yue as an executive director of the Company;	852,398,133 (98.820857%)			Pass
13.5	To elect Mr. ZHU Qidong as an executive director of the Company;	862,569,033 (99.999997%)			Pass
13.6	To elect Mr. PAN Pan as a non-executive director of the Company;	862,569,033 (99.999997%)			Pass
13.7	To elect Mr. HU Qihao as a non-executive director of the Company;	862,569,033 (99.999997%)			Pass
13.8	To elect Dr. JIANG Yanbo as an independent non-executive director of the Company;	862,569,033 (99.999997%)			Pass
13.9	To elect Mr. MA Rui Guang as an independent non-executive director of the Company;	853,415,223 (98.938771%)			Pass
13.10	To elect Dr. WU Zhanchi as an independent non-executive director of the Company;	852,398,133 (98.820857%)			Pass
13.11	To elect Mr. CHEUNG Yee Tak Jonathan as an independent non-executive director of the Company; and	862,569,033 (99.999997%)			Pass
13.12	To elect Ms. ZHU Fang as an independent non-executive director of the Company;	862,569,033 (99.999997%)			Pass

14.	To consider and appoint the following supervisor candidates for shareholder representative supervisors of the second session of the board of supervisors of the Company:	X			
14.1	To elect Mr. YANG Xiaohu as a shareholder representative supervisor of the Company; and	862,569,033 (99.999997%)			Pass
14.2	To elect Mr. ZOU Feng as a shareholder representative supervisor of the Company;	862,569,033 (99.999997%)			Pass
Special Resolution		Number of Votes (%)			Voting Result
		For	Against	Abstain	
15.	To consider and approve the amendments to the Articles of Association of Shenzhen Pagoda Industrial (Group) Corporation Limited.	862,569,060 (100.000000%)	0 (0.000000%)	0 (0.000000%)	Pass

As more than half of the votes from the Shareholders (including proxies) attending and having the rights to vote at the AGM were cast in favour of the above resolutions numbered 1 to 14, such resolutions were duly passed as ordinary resolutions.

As more than two-thirds of the votes from the Shareholders (including proxies) attending and having the rights to vote at the AGM were cast in favour of the above resolution numbered 15, such resolution was duly passed as a special resolution.

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

2. DISTRIBUTION OF FINAL DIVIDEND IN CASH

The distribution of a final dividend in cash of RMB0.076 (including tax) per Share (the "**Final Dividend**") was approved by the Shareholders at the AGM by an ordinary resolution. The Final Dividend is denominated in RMB and will be paid to the Domestic Shareholders and H Shareholders in RMB and Hong Kong dollar ("**HKD**"), respectively. The amount of HKD payable is calculated at the average exchange rate of the RMB against Hong Kong dollar issued by the People's Bank of China five business days preceding the AGM, which is HKD1.00 to RMB0.893438. Accordingly, the Company adopted the exchange rate of RMB1.00 to HKD1.12 and the Final Dividend to be paid per H Share is HKD0.08512 (including tax). The Final Dividend will be paid to Shareholders on or about July 10, 2023. For details on taxation matters in relation to the Final Dividend, please refer to the 2022 Annual Report published on April 28, 2023.

To determine the eligibility of Shareholders to receive Final Dividend, the register of members of the Company will be closed from Wednesday, May 31, 2023 to Monday, June 5, 2023 (both days inclusive), during which period no transfer of Shares can be registered. Shareholders whose names appear on the register of members of the Company on Monday, June 5, 2023 will be entitled to receive the Final Dividend for 2022. To be eligible to receive the Final Dividend, for H Shareholders, all the transfer documents accompanied with the relevant share certificates and other appropriate documents must be lodged for registration with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, May 30, 2023.

3. ELECTION OF DIRECTORS

The following persons were elected and appointed by the Shareholders as the members of the second session of the board of directors of the Company (the "**Second Session of the Board**") at the AGM by ordinary resolutions:

- i. Mr. YU Huiyong, Ms. XU Yanlin, Mr. TIAN Xiqiu, Mr. JIAO Yue and Mr. ZHU Qidong as executive Directors;
- ii. Mr. PAN Pan and Mr. HU Qihao as non-executive Directors; and
- iii. Dr. JIANG Yanbo, Mr. MA Ruiguang, Dr. WU Zhanchi, Mr. CHEUNG Yee Tak Jonathan and Ms. ZHU Fang as independent non-executive Directors.

For biographical details and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the above Directors, please refer to the Circular. The term of office of the Directors of the Second Session of the Board commences from the date of the AGM for three years and up to the expiration of the term of office of the Second Session of the Board.

4. ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

Mr. YANG Xiaohu and Mr. ZOU Feng were elected and appointed by the Shareholders as the shareholder representative supervisors of the second session of the board of supervisors of the Company (the “**Second Session of the Board of Supervisors**”) at the AGM by ordinary resolutions. For the biographical details and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to the aforementioned Supervisors, please refer to the Circular.

At the staff and workers congress of the Company held on April 6, 2023, Mr. SU Yan was elected and appointed as an employee representative supervisor of the Second Session of the Board of Supervisors. The biographical details and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to Mr. SU Yan are set out in the 2022 Annual Report published on April 28, 2023 and the Circular, respectively.

The term of office of the Supervisors of the Second Session of the Board of Supervisors commences from the date of the AGM for three years and up to the expiration of the term of office of the Second Session of the Board of Supervisors.

5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcement of the Company dated March 28, 2023 and the Circular, the proposed amendments to the Articles of Association were approved by the Shareholders at the AGM by a special resolution. Accordingly, the amended Articles of Association shall be effective from the date of the AGM. The full text of the amended Articles of Association will be published at the websites of the Company (www.pagoda.com.cn) and the Stock Exchange (www.hkexnews.hk).

By order of the Board
Shenzhen Pagoda Industrial (Group) Corporation Limited
YU Huiyong
Chairman and Executive Director

Shenzhen, the People’s Republic of China
May 23, 2023

As at the date of this announcement, the Board of Directors of the Company comprises Mr. YU Huiyong, Ms. XU Yanlin, Mr. TIAN Xiqiu, Mr. JIAO Yue and Mr. ZHU Qidong as executive Directors; Mr. PAN Pan and Mr. HU Qihao as non-executive Directors; and Dr. JIANG Yanbo, Mr. MA Ruiguang, Dr. WU Zhanchi, Mr. CHEUNG Yee Tak Jonathan and Ms. ZHU Fang as independent non-executive Directors.