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Duiba Group

兑吧集团

DUIBA GROUP LIMITED

兑吧集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1753)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 31 MAY 2023**

References are made to the circular (the “**Circular**”) of Duiba Group Limited (the “**Company**”) and the notice of annual general meeting (the “**Notice of AGM**”) both dated 27 April 2023. Unless otherwise stated, capitalised terms herein shall have the same meanings as those defined in the Circular.

The board of Directors (the “**Board**”) is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 31 May 2023, all the proposed resolutions (the “**Resolutions**”) as set out in the Notice of AGM dated 27 April 2023 were duly passed by the Shareholders by way of poll.

The total number of shares of the Company (the “**Share(s)**”) entitling the holders to attend and vote on the Resolutions at the AGM was 1,076,823,200 Shares. No shareholder of the Company was required to abstain from voting on the Resolutions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There was no Share entitling the holder to attend the meeting and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. None of the shareholders of the Company have stated their intention in the circular to vote against or to abstain from voting on any of the Resolutions proposed at the AGM. Mr. Chen Xiaoliang and Mr. Cheng Peng attended the AGM in person; Mr. Kam Wai Man, Dr. Shi Jianxun and Dr. Gao Fuping attended the AGM by electronic means; and Mr. Zhu Jiangbo and Ms. Li Chunting did not attend the AGM due to other business arrangement.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements, the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2022.	466,698,229 100.000000%	0 0.000000%
2.	(a) (1) To re-elect Mr. Kam Wai Man as a director of the Company.	466,698,229 100.000000%	0 0.000000%
	(2) To re-elect Dr. Gao Fuping as a director of the Company.	466,684,629 99.997086%	13,600 0.002914%
	(3) To re-elect Dr. Shi Jianxun as a director of the Company.	466,698,229 100.000000%	0 0.000000%
	(b) To authorise the board of directors of the Company to fix the directors' remuneration.	466,698,229 100.000000%	0 0.000000%
3.	To re-appoint Ernst & Young as the auditor of the Company and authorise the board of directors of the Company to fix their remuneration.	466,684,629 99.997086%	13,600 0.002914%
4(A).	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this ordinary resolution.	465,919,429 99.833126%	778,800 0.166874%
4(B).	To grant a general mandate to the directors of the Company to repurchase not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this ordinary resolution.	466,698,229 100.000000%	0 0.000000%
4(C).	To extend the general mandate granted to the directors of the Company to issue the Company's shares by the number of shares repurchased under ordinary resolution No. 4(B).	465,919,429 99.833126%	778,800 0.166874%

SPECIAL RESOLUTION		Number of Votes (%)	
		For	Against
5.	To approve the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company and to adopt the second amended and restated memorandum of association and articles of association in substitution for, and to the exclusion of, the existing amended and restated memorandum of association and articles of association of the Company.	466,698,229 100.000000%	0 0.000000%

As more than 50% of votes were cast in favour of each of the resolutions numbered 1 to 4, each of such resolutions was duly passed as an ordinary resolution of the Company. As more than 75% of votes were cast in favour of the resolution numbered 5, such resolution was duly passed as a special resolution of the Company.

By order of the Board
DUIBA GROUP LIMITED
Chen Xiaoliang
Chairman

Hangzhou, China, 31 May 2023

As at the date of this announcement, the Board comprises Mr. Chen Xiaoliang, Mr. Zhu Jiangbo, Mr. Cheng Peng and Ms. Li Chunting as executive Directors, and Mr. Kam Wai Man, Dr. Gao Fuping and Dr. Shi Jianxun as independent non-executive Directors.