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Yadea Group Holdings Ltd.

雅迪集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1585)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 16 JUNE 2023**

AND

**(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
MEMBERS OF BOARD COMMITTEES**

(1) POLL RESULTS OF AGM

At the annual general meeting (the “**AGM**”) of Yadea Group Holdings Ltd. (the “**Company**”) held on 16 June 2023, all the proposed resolutions as set out in the notice of the AGM dated 27 April 2023 (the “**AGM Notice**”) were duly passed by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 3,063,800,000 shares, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There was no restriction on any shareholder of the Company (the “**Shareholders**”) casting votes on any of the proposed resolutions at the AGM. There was no share entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM. No party has stated its intention in the circular of the Company dated 27 April 2023 (the “**Circular**”) that it would vote against any proposed resolution or that it would abstain from voting at the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. All the resolutions were approved by the Shareholders. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “ Directors ”) and auditors of the Company for the year ended 31 December 2022.	2,508,435,238 99.82%	4,644,000 0.18%
2.	To declare a final dividend of 40.0 HK cents per share of the Company for the year ended 31 December 2022.	2,513,079,238 100.00%	0 0.00%
3.	(A) To re-elect the following retiring Directors who are standing for re-election at the AGM:		
	(i) Mr. Dong Jinggui as an executive Director; and	2,331,574,066 92.78%	181,505,172 7.22%
	(ii) Ms. Qian Jinghong as an executive Director.	2,430,133,117 96.70%	82,946,121 3.30%
	(B) To appoint the following as Directors at the AGM:		
	(i) Mr. Chen Mingyu as an independent non-executive Director;	2,491,155,144 99.13%	21,924,094 0.87%
	(ii) Ms. Ma Chenguang as an independent non-executive Director; and	2,511,127,638 99.92%	1,951,600 0.08%
	(iii) Ms. Liang Qin as an independent non-executive Director.	2,511,127,638 99.92%	1,951,600 0.08%
	(C) To authorise the board of Directors of the Company (the “ Board ”) to fix the remuneration of the Directors.	2,505,915,751 99.72%	7,147,487 0.28%
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix its remuneration.	2,510,637,746 99.90%	2,441,492 0.10%

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
5.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of the issued shares of the Company (the “ Issue Mandate ”).	2,011,541,548 80.04%	501,537,690 19.96%
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the number of the issued shares of the Company.	2,504,180,730 99.65%	8,898,508 0.35%
	(C) To extend the Issue Mandate by the number of shares repurchased by the Company.	2,043,007,887 81.30%	470,071,351 18.70%

Please refer to the AGM Notice for the full text of the resolutions.

As more than 50% of votes were casted in favour of the above resolutions, all resolutions were duly passed as ordinary resolutions of the Company.

All Directors attended the AGM in person or through electronic means. Directors who attended the AGM are as follows: executive Directors, being Mr. Dong Jinggui, Ms. Qian Jinghong and Mr. Shen Yu; non-executive Director, being Mr. Zhang Yiyin; and independent non-executive Directors, being Mr. Li Zongwei, Mr. Wu Biguang, Mr. Yao Naisheng and Mr. Wong Lung Ming.

(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF BOARD COMMITTEES

The Board also announces the following change of independent non-executive Directors and members of Board committees:

Retirements of Independent Non-executive Directors

As disclosed in the Circular, Mr. Li Zongwei (“**Mr. Li**”) and Mr. Yao Naisheng (“**Mr. Yao**”) have decided not to offer themselves for re-election at the AGM, due to their personal pursuits. Meanwhile, Mr. Wu Biguang (“**Mr. Wu**”) has also decided not to offer himself for re-election at the AGM by complying with the best corporate governance standard, as he will have served the Board for more than 9 years.

Following their retirements as independent non-executive Directors upon the conclusion of the AGM, Mr. Li ceased to act as the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”), Mr. Yao ceased to act as a member of the Audit Committee, a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the Nomination Committee, and Mr. Wu ceased to act as a member of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee.

Mr. Li, Mr. Yao and Mr. Wu have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention to the Shareholders regarding their retirements abovementioned.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Li, Mr. Yao and Mr. Wu for their contributions to the Company during their tenure of office.

Appointments of Independent Non-executive Directors

Following the passing of resolutions numbered 3(B)(i) to 3(B)(iii) above, Mr. Chen Mingyu (“**Mr. Chen**”), Ms. Ma Chenguang (“**Ms. Ma**”) and Ms. Liang Qin (“**Ms. Liang**”) have been appointed as independent non-executive Directors with effect upon the conclusion of the AGM.

Upon their appointments as the independent non-executive Directors, Mr. Chen will serve as the chairman of the Audit Committee and a member of the Nomination Committee, Ms. Ma will serve as the chairman of the Remuneration Committee, members of the Audit Committee and the Nomination Committee, and Ms. Liang will serve as members of the Audit Committee, the Remuneration Committee and the Nomination Committee.

For biographical details of Mr. Chen, Ms. Ma and Ms. Liang and other information which is required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, please refer to the Circular. As at the date of this announcement, there has been no change to such information.

The Board would like to take this opportunity to welcome Mr. Chen, Ms. Ma and Ms. Liang to the Board.

By order of the Board
Yadea Group Holdings Ltd.
Dong Jinggui
Chairman

Hong Kong, 16 June 2023

As at the date of this announcement, Mr. Dong Jinggui, Ms. Qian Jinghong and Mr. Shen Yu are the executive Directors; Mr. Zhang Yiyin is the non-executive Director; and Mr. Wong Lung Ming, Mr. Chen Mingyu, Ms. Ma Chenguang and Ms. Liang Qin are the independent non-executive Directors.