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## Yoho Group Holdings Limited

友和集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2347)**

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 AUGUST 2023

Reference is made to the circular of Yoho Group Holdings Limited (the “**Company**”) dated 9 August 2023 (the “**Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

At the annual general meeting (the “**AGM**”) of the Company held on 31 August 2023, all the proposed resolutions as set out in the notice of the AGM dated 9 August 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the grant of share options to (i) each Mr. Wu Faat Chi and Ms. Tsui Ka Wing, as executive directors (the “ <b>Director(s)</b> ”) and substantial shareholders of the Company, to subscribe for 5,000,000 ordinary shares of the Company (the “ <b>Shares</b> ”); (ii) each of Mr. Man Lap, Mr. Hsieh Wing Hong Sammy and Mr. Adameczyk Alexis Thomas David, as non-executive Directors of the Company, to subscribe for 560,000 Shares; (iii) each of Dr. Qian Sam Zhongshan and Mr. Ho Yun Tat, as independent non-executive Directors of the Company (collectively, the “ <b>Grantees</b> ”), to subscribe for 560,000 Shares, at an exercise price ranging from HK\$1.00 to HK\$4.00 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 9 August 2023) under and pursuant to the share option scheme of the Company adopted on 20 May 2022 and authorise the board of Directors to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 12,800,000 Share Options to the Grantees and the issue of the Shares upon the exercise of the Share Options by the Grantees, and any and all such acts to effect the aforesaid grant.	508,365 (99.98%)	100 (0.02%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and independent auditor of the Company for the year ended 31 March 2023.	215,906,651 (100.00%)	0 (0.00%)
3.	To declare a final dividend of HK\$0.024 per Share for the year ended 31 March 2023.	215,906,651 (100.00%)	0 (0.00%)
4.	To re-elect the following retiring Directors:		
	(a) Mr. Wu Faat Chi as an executive Director;	215,906,651 (100.00%)	0 (0.00%)
	(b) Mr. Adamczyk Alexis Thomas David as a non-executive Director;	215,906,651 (100.00%)	0 (0.00%)
	(c) Mr. Ho Yun Tat as an independent non-executive Director; and	215,906,551 (99.99%)	100 (0.01%)
	(d) Dr. Leung Shek Ling Olivia as an independent non-executive Director.	215,906,551 (99.99%)	100 (0.01%)
5.	To authorise the Board to fix the respective Directors' remuneration.	215,906,651 (100.00%)	0 (0.00%)
6.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.	215,906,551 (99.99%)	100 (0.01%)
7.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.	215,906,651 (100.00%)	0 (0.00%)
8.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution.	215,906,551 (99.99%)	100 (0.01%)
9.	Conditional upon passing of the resolutions no. 7 and 8, to extend the general mandate granted to the Directors pursuant to resolution no. 8 to allot, issue and otherwise deal with additional Shares in the capital of the Company by the aggregate number of the Shares repurchased by the Company under resolution no. 7.	215,906,551 (99.99%)	100 (0.01%)

*Notes:*

- (a) The full text of each resolution is set out in the notice of the AGM incorporated in the Circular.
- (b) As more than 50% of the votes were cast in favour of resolutions nos. 1 to 9, all resolutions were duly passed as ordinary resolutions of the Company.

- (c) As at the date of the AGM, the total number of Shares in issue was 500,000,000 Shares.
- (d) As at the date of the AGM, the Grantees and their respective associates, and all core connected persons of the Company, being interested in 319,755,180 Shares in aggregate, representing approximately 63.95% of the total issued share capital of the Company, were required to and did abstain on the resolution numbered 1. Accordingly, the total number of Shares entitling the holders to attend and to vote on resolution numbered 1 were 180,244,820 Shares.
- (e) Save as disclosed above, (i) there were no Shares entitling the shareholders of the Company to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and (ii) no shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) 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 at the AGM.
- (g) The Company’s Hong Kong share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) All Directors attended the AGM.

By Order of the Board  
**Yoho Group Holdings Limited**  
**Wu Faat Chi**  
*Chairman and Executive Director*

Hong Kong, 31 August 2023

*As at the date of this announcement, the executive Directors are Mr. Wu Faat Chi and Ms. Tsui Ka Wing; the non-executive Directors are Mr. Man Lap, Mr. Hsieh Wing Hong Sammy and Mr. Adamczyk Alexis Thomas David; and the independent non-executive Directors are Dr. Qian Sam Zhongshan, Dr. Leung Shek Ling Olivia and Mr. Ho Yun Tat.*