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**中國奧園集團股份有限公司**  
**China Aoyuan Group Limited**

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

**(Stock Code: 3883)**

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 10 JANUARY 2024**

Reference is made to the circular of China Aoyuan Group Limited (the “**Company**”) dated 15 December 2023 (the “**Circular**”) in relation to possible transactions in connection with the restructuring of existing debts of the Company involving, among others (a) issue of mandatory convertible bonds under specific mandate; and (b) issue of new shares under specific mandate. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as given to them in the Circular.

At the EGM of the Company held on 10 January 2024, all the proposed resolutions as set out in the notice of the EGM dated 15 December 2023 were taken by poll.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <sup>1</sup>	
		For	Against
1	To approve, confirm and ratify the issue of the Aoyuan MCB and the transactions contemplated thereunder including but not limited to the issue of zero-coupon convertible bonds of the Company for a term of 5 years from the Reference Date which are convertible into ordinary shares of the Company pursuant to the terms of the Aoyuan MCB, and any one director of the Company be and is authorised to do all such acts and things to implement, give effect to or in connection with the same, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Aoyuan MCB Conversion Shares.	1,563,762,523 (99.99%)	120,397 (0.01%)
2	To approve, confirm and ratify the issue of the New Shares and the transactions contemplated thereunder including but not limited to the issue of 1,000,000,000 Aoyuan Shares of the Company at the price of HK\$1.06 per Aoyuan Share, and any one director of the Company be and is authorised to do all such acts and things to implement, give effect to or in connection with the same, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the New Shares.	1,563,304,523 (99.96%)	578,397 (0.04%)

*1: All percentages rounded to two decimal places*

*Notes:*

- (a) As a majority of the votes were cast in favour of the resolutions numbered 1 and 2 at the EGM, these resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the issued share capital of the Company was 2,965,571,354 ordinary shares of HK\$0.01 each.
- (c) The total number of Aoyuan Shares entitling the Shareholders to attend and vote on the resolutions at the EGM was 2,965,571,354 shares.
- (d) There were no Aoyuan Shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM as set out in rule 13.40 of the Listing Rules.

- (e) No Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the EGM.
- (f) None of the Shareholders have stated their intention in the Company's circular dated 15 December 2023 to vote against or to abstain from voting on any of the resolutions at the EGM.
- (g) The Company's branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the EGM.
- (h) All directors of the Company attended the EGM, either in person or by electronic means.

**Shareholders and potential investors in the Company should be aware that completion of the proposed transactions is subject to the conditions set out in the Circular, and consequently the proposed transactions may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the Aoyuan Shares and the other securities of the Company.**

By Order of the Board  
**China Aoyuan Group Limited**  
**Guo Zi Wen**  
*Chairman*

Hong Kong, 10 January 2024

*As at the date of this announcement, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Chen Zhi Bin and Mr. Tan Yi; the non-executive director is Mr. Ma Jun, and the independent non-executive directors of the Company are Mr. Cheung Kwok Keung, Mr. Lee Thomas Kang Bor and Mr. Wong Wai Keung Frederick.*