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**China e-Wallet Payment Group Limited**  
**中國錢包支付集團有限公司\***

(a company incorporated in Bermuda with limited liability)

(Stock Code: 802)

**POLL RESULTS OF  
SPECIAL GENERAL MEETING HELD ON 31 JANUARY 2024;  
REMOVAL OF DIRECTORS;  
APPOINTMENT OF DIRECTORS; AND  
NON-COMPLIANCE WITH RULES 3.10 AND  
3.21 OF THE HONG KONG LISTING RULES**

Reference is made to the circular of China e-Wallet Payment Group Limited (the “**Company**”) dated 15 January 2024 (the “**Circular**”) and the announcement of the Company dated 18 October 2023 in relation to the resignation of independent non-executive directors (the “**Directors**”) of the Company (the “**Announcement**”). Terms used herein shall have the same meanings as defined in the Circular and the Announcement unless the context requires otherwise.

The board of Directors (the “**Board**”) is pleased to announce that the resolutions proposed at the SGM held on 31 January 2024 (the “**Resolutions**”) were duly passed by the Shareholders by way of poll.

The poll results are as follows:

ORDINARY RESOLUTIONS <sup>#</sup>		Number of Votes (%)		Passed by shareholders
		For	Against	
1.	THAT Mr. Li Jinglong be and is hereby removed as an Executive Director pursuant to bye-laws 86(4) of the Bye-laws with immediate effect.	70,734,568 (52.34%)	64,406,060 (47.66%)	Yes
2.	THAT Mr. Zhang Ligong be and is hereby removed as an Executive Director pursuant to bye-laws 86(4) of the Bye-laws with immediate effect.	70,734,568 (52.34%)	64,406,060 (47.66%)	Yes

\* For purpose of identification only

ORDINARY RESOLUTIONS <sup>#</sup>		Number of Votes (%)		Passed by shareholders
		For	Against	
3.	THAT Mr. Cheng Ruixiong be and is hereby removed as Independent Non-executive Director pursuant to bye-laws 86(4) of the Bye-laws with immediate effect.	70,734,568 (52.34%)	64,406,060 (47.66%)	Yes
4.	THAT Mr. Poon Chun Yin be and is hereby appointed as an Executive Director pursuant to bye-laws 86(5) of the Bye-laws with immediate effect.	70,734,568 (52.34%)	64,406,060 (47.66%)	Yes
5.	THAT Mr. Lin Chih Chia be and is hereby appointed as an Executive Director pursuant to bye-laws 86(5) of the Bye-laws with immediate effect.	70,734,568 (52.34%)	64,406,060 (47.66%)	Yes
6.	THAT Miss Peng Jing Yi be and is hereby appointed as an Independent Non-executive Director pursuant to bye-laws 86(5) of the Bye-laws with immediate effect.	70,734,568 (52.34%)	64,406,060 (47.66%)	Yes
7.	THAT Mr. Tse Tung Leung, Tony be and is hereby appointed as an Independent Non-executive Director pursuant to bye-laws 86(5) of the Bye-laws with immediate effect.	70,734,568 (52.34%)	64,406,060 (47.66%)	Yes

<sup>#</sup> *The full text is set out in the notice convening the SGM.*

Remarks:

- a. The total number of the shares of the Company in issue at the time of the SGM: 603,545,948.
- b. The total number of shares entitling the holder to attend and vote for or against the Resolutions at the SGM: 603,545,948.
- c. The total number of shares entitling the holder to attend and abstain from voting in favour of the Resolutions at the SGM: nil.
- d. None of the shareholders of the Company have stated their intention in the Circular to vote against any of the Resolutions at the SGM.
- e. None of the shareholders of the Company are required to abstain from voting on any of the Resolutions at the SGM.
- f. The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the vote taking at the SGM.

The attendance record of the Directors at the SGM was as follows:

Mr. Zhang Ligong attended the SGM by electronic means.

## **REMOVAL OF DIRECTORS**

Pursuant to the ordinary resolutions passed by the shareholder at the SGM, Mr. Li Jinglong and Mr. Zhang Ligong (“**Mr. Zhang**”) were removed as Executive Directors with immediate effect after the conclusion of the SGM, and Mr. Cheng Ruixong (“**Mr. Cheng**”) was removed as Independent Non-executive Director with immediate effect after the conclusion of the SGM. Following the respective removals, with immediate effect after the conclusion of the SGM, (a) Mr. Zhang ceased to be the authorized representative of the Company (the “**Authorized Representative**”); and (b) Mr. Cheng ceased to be a member of the audit committee of the Company (the “**Audit Committee**”) and the chairman of each of the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”).

## **APPOINTMENT OF DIRECTORS**

Pursuant to the ordinary resolutions passed by the shareholder at the SGM, Mr. Poon Chun Yin and Mr. Lin Chih Chia were appointed as Executive Directors, and Miss Peng Jing Yi and Mr. Tse Tung Leung, Tony were appointed as Independent Non-executive Directors.

After the conclusion of the SGM, the Board comprises two Executive Directors, namely Mr. Poon Chun Yin and Mr. Lin Chih Chia, and two Independent Non-executive Directors, namely Miss Peng Jing Yi and Mr. Tse Tung Leung, Tony.

The Board announces that (1) Mr. Lin Chih Chia was appointed as the Authorized Representative, a member of each of the Nomination Committee and the Remuneration Committee; (2) Miss Peng Jing Yi was appointed as a member of the Audit Committee, the chairlady of each of the Nomination Committee and the Remuneration Committee; and (3) Mr. Tse Tung Leung, Tony was appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

The respective particulars of Mr. Poon Chun Yin, Mr. Lin Chih Chia, Miss Peng Jing Yi and Mr. Tse Tung Leung, Tony as required to be disclosed under rule 13.51 of the Hong Kong Listing Rules are set out below.

### **Mr. Poon Chun Yin 潘俊彥**

Mr. Poon Chun Yin, aged 43, holds a Bachelor of Science degree in Business from University of London in 2005. Mr. Poon is a founder of a learning centre under the brand name of “Modern Continuing Education Centre (現代持續教育中心)” in Hong Kong.

Mr. Poon Chun Yin was currently a member of HKSAR Sai Kung District Fight Crime Committee. Mr. Poon was awarded the Chief Executive's Commendation for Community Service by the Chief Executive of the Hong Kong Special Administrative Region in recognition of his community service, particularly his contributions to promoting civic education and crime prevention in 2023. Mr. Poon was also the Vice Chairperson of Yan Oi Tong Limited (2017-2019), the president of Lions Club of Tsuen Wan (2019-2020), the honorary vice president of Federation of Hong Kong Guangdong Community Organisations (2016-2018), the director of Yan Oi Tong Chan Wong Suk Fong Memorial Secondary School (2016-2020), Yan Oi Tong Tin Ka Ping Secondary School (2018-2019) and Yan Oi Tong Madam Lau Wong Fat Primary School (2019-2020).

Save as disclosed above, Mr. Poon has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

Save as Mr. Poon's personal interests in 125,940,000 Shares, Mr. Poon does not have any interests or short positions in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Poon does not have any relationship with any director, senior management, or substantial or controlling shareholders of the Company.

Mr. Poon will be subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with the Bye-laws. Mr. Poon will be entitled to a director's remuneration (including a director's fee) to be determined by the Board, which is with reference to his duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

**Mr. Lin Chih Chia 林志嘉**

Mr. Lin Chih Chia, aged 29, holds an Associate's Degree in Management from Kang-Ning Junior College of Medical Care and Management (康寧醫護暨管理專科學校) in Taiwan in 2015.

Save as disclosed above, Mr. Lin has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

As at the date of this announcement, Mr. Lin does not have any interests or short positions in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lin does not have any relationship with any director, senior management, or substantial or controlling shareholders of the Company.

Mr. Lin will be subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with the Bye-laws. Mr. Lin will be entitled to a director's remuneration (including a director's fee) to be determined by the Board, which is with reference to his duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

**Miss Peng Jing Yi 彭靜怡**

Miss Peng Jing Yi, aged 36, has over 7 years of experience in the banking industry in the PRC. Miss Peng holds a Degree from Hunan Mass Media Vocational and Technical College (湖南大眾傳媒職業技術學院) in 2010.

Save as disclosed above, Miss Peng has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

As at the date of this announcement, Miss Peng does not have any interests or short positions in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance.

Miss Peng does not have any relationship with any director, senior management, or substantial or controlling shareholders of the Company.

Miss Peng will be subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with the Bye-laws. Miss Peng will be entitled to a director's remuneration (including a director's fee) to be determined by the Board, which is with reference to her duties and responsibilities in the Company and the prevailing market conditions.

Miss Peng has confirmed (a) her independence as regards to each of the factors contained in rule 3.13(1) to (8) of the Hong Kong Listing Rules; (b) that she had no past or present financial or other interest in the business of the Company or its subsidiaries nor any connection with any core connected persons of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

**Mr. Tse Tung Leung, Tony 謝東良**

Mr. Tse Tung Leung, aged 44, holds a BBA in Marketing from Monash University in 2005.

Save as disclosed above, Mr. Tse has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

As at the date of this announcement, Mr. Tse does not have any interests or short positions in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Tse does not have any relationship with any director, senior management, or substantial or controlling shareholders of the Company.

Mr. Tse will be subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with the Bye-laws. Mr. Tse will be entitled to a director's remuneration (including a director's fee) to be determined by the Board, which is with reference to his duties and responsibilities in the Company and the prevailing market conditions.

Mr. Tse has confirmed (a) his independence as regards to each of the factors contained in rule 3.13(1) to (8) of the Hong Kong Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries nor any connection with any core connected persons of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

### **NON-COMPLIANCE WITH RULES 3.10 AND 3.21 OF THE HONG KONG LISTING RULES**

Since the date of the Announcement, the Company does not meet (a) the minimum number of independent non-executive directors as required under rule 3.10(1) of the Hong Kong Listing Rules; (b) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise as required under 3.10(1) of the Hong Kong Listing Rules; and (c) the minimum number of members of the audit committee as required under rule 3.21 of the Hong Kong Listing Rules.

The Company will ensure its compliance with the number and the composition of the Independent Non-executive Directors and the Board committees under the Hong Kong Listing Rules. The Company will make further announcement(s) as and when appropriate.

By Order of the Board  
**China e-Wallet Payment Group Limited**  
**Lin Chih Chia**  
*Executive Director*

Hong Kong, 31 January 2024

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors:*

Mr. Poon Chun Yin  
Mr. Lin Chih Chia

*Independent Non-executive Directors:*

Miss Peng Jing Yi  
Mr. Tse Tung Leung, Tony