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明源雲

Ming Yuan Cloud Group Holdings Limited

明源雲集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 909)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 10 MAY 2024

Reference is made to the circular of Ming Yuan Cloud Group Holdings Limited (the “**Company**”) dated 17 April 2024 (the “**Circular**”), incorporating, amongst others, the notice (the “**Notice**”) of annual general meeting of the Company (the “**AGM**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

POLL RESULTS OF THE AGM

As at the date of the AGM:

- (i) the total number of issued Shares was 1,967,095,020, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM; and
- (ii) the Company did not hold any treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024).

To the best knowledge information and belief of the Board after having made all reasonable enquiries, (i) there was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM; (ii) there was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM; and (iii) no party has stated its intention in the Circular that it would vote against any proposed resolution or that it would abstain from voting at the AGM.

The Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The Board is pleased to announce that at the AGM held on 10 May 2024, all the proposed resolutions as set out in the Notice were duly passed by way of poll. The poll results are 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 of the Company (the “ Directors ”) and independent auditor of the Company (the “ Auditor ”) for the year ended 31 December 2023.	851,193,994 100.000000%	0 0.000000%
2.	To approve the declaration and payment of a special dividend of HK\$0.1 per share out of share premium account of the Company (the “ Special Dividend ”) to the shareholders of the Company; and to authorize any one of the Directors to take such action, do such things and execute such further documents in connection with the implementation of the payment of the Special Dividend.	850,553,994 99.924812%	640,000 0.075188%
3.	To re-elect Mr. Jiang Haiyang as an executive Director.	848,705,928 99.707697%	2,488,066 0.292303%
4.	To re-elect Mr. Chen Xiaohui as an executive Director.	848,705,627 99.707662%	2,488,367 0.292338%
5.	To re-elect Mr. Zhao Liang as an independent non-executive Director.	849,301,072 99.777616%	1,892,922 0.222384%
6.	To authorise the Board to fix the remuneration of the Directors.	850,888,144 99.964068%	305,850 0.035932%
7.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board to fix its remuneration for the year ending 31 December 2024.	850,917,928 99.967567%	276,066 0.032433%
8.	(A) To give a general mandate to the Directors to allot, issue and deal with the additional shares not exceeding 20 per cent of the aggregate number of the issued shares of the Company.	794,301,364 93.206637%	57,892,630 6.793363%
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10 per cent of the aggregate number of the issued shares of the Company.	851,193,994 100.000000%	0 0.000000%
	(C) To extend the authority given to the Directors pursuant to ordinary resolution numbered 8(A) to issue shares by adding thereto the number of shares repurchased under ordinary resolution numbered 8(B).	793,903,364 93.159934%	58,290,630 6.840066%

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
9.	Conditional upon the passing of ordinary resolution numbered 12, to approve and adopt the proposed amendments to the Share Option Scheme of the Company.	795,961,806 93.511210%	55,232,188 6.488790%
10.	Conditional upon the passing of ordinary resolution numbered 12, to approve and adopt the proposed amendments to the Share Award Scheme of the Company.	795,961,806 93.511210%	55,232,188 6.488790%
11.	Conditional upon the passing of ordinary resolution numbered 12, to approve and adopt the proposed amendments to the Share Incentive Plan of the Company.	794,250,806 93.310199%	56,943,188 6.689801%
12.	To approve and adopt the Scheme Limit on the total number of Shares that may be issued in respect of all options, awards and RSUs to be granted to the Eligible Persons under the Amended Share Option Scheme, the Amended Share Award Scheme, the Amended Share Incentive Plan and any other schemes of the Company.	795,961,806 93.511210%	55,232,188 6.488790%
13.	Conditional upon the passing of ordinary resolution numbered 12, to approve and adopt the Service Provider Sublimit on the total number of Shares that may be issued in respect of all options, awards and RSUs to be granted to the Service Provider under the Amended Share Option Scheme, the Amended Share Award Scheme, the Amended Share Incentive Plan and any other schemes of the Company.	795,961,806 93.511210%	55,232,188 6.488790%
SPECIAL RESOLUTIONS		No. of Votes (%)	
		For	Against
14.	To approve the proposed amendments to the existing second amended and restated articles of association of the Company and to adopt the third amended and restated articles of association of the Company (Please refer to special resolution numbered 14 as set out in the notice of the Annual General Meeting for full text of the special resolution).	851,193,994 100.000000%	0 0.000000%

Note: All percentages are rounded up to six decimal places.

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

As more than 50% of votes were cast in favour of each of the resolutions no. 1 to 13, all the above resolutions were duly passed as ordinary resolutions. As more than 75% of the votes were cast in favour of the resolution no.14, the resolution was duly passed as special resolution.

Mr. Gao Yu, the chairman of the AGM, Mr. Jiang Haiyang, Mr. Chen Xiaohui, Mr. Liang Guozhi, Mr. Li Hanhui, Mr. Zhao Liang and Ms. Tong Naqiong attended the AGM in person or by electronics means.

REPURCHASE MANDATE

The Company hereby provides the following further information in relation to the Repurchase Mandate.

Upon the proposed amendments to the Listing Rules as to treasury shares coming into effect on 11 June 2024, following a repurchase of Shares pursuant to the Repurchase Mandate, the Company may opt to (A) cancel any repurchased Shares or (B) hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company.

By order of the Board
Ming Yuan Cloud Group Holdings Limited
GAO Yu
Chairman

Shenzhen, PRC, 10 May 2024

As of the date of this announcement, the Board comprises Mr. GAO Yu, Mr. JIANG Haiyang and Mr. CHEN Xiaohui as executive Directors, Mr. LIANG Guozhi as a non-executive Director, and Mr. LI Hanhui, Mr. ZHAO Liang and Ms. TONG Naqiong as independent non-executive Directors.