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# ClouDr Group Limited

## 智雲健康科技集團\*

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

**(Stock Code: 9955)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON THURSDAY, 6 JUNE 2024; RESIGNATION OF DIRECTOR AND CHANGE IN COMPOSITION OF AUDIT COMMITTEE; AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the circular (the “**Circular**”) and notice of annual general meeting (the “**AGM Notice**”) of ClouDr Group Limited (the “**Company**”) both dated 26 April 2024. Unless otherwise defined, capitalised terms used herein shall have the same meaning as in the Circular and AGM Notice.

#### **POLL RESULTS OF THE AGM**

At the AGM held on Thursday, 6 June 2024, voting on all the proposed resolutions as set out in the AGM Notice were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (approximate%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.	74,997,632 (100.00%)	0 (0.00%)

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes (approximate%)</b>	
		<b>For</b>	<b>Against</b>
2.	(a) To re-elect Mr. Zhang Saiyin as an independent non-executive director of the Company.	68,366,110 (91.16%)	6,631,522 (8.84%)
	(b) To re-elect Mr. Ang Khai Meng as an independent non-executive director of the Company.	74,863,332 (99.82%)	134,300 (0.18%)
	(c) To authorize the board of directors of the Company to fix the respective directors' remuneration.	74,912,432 (99.89%)	85,200 (0.11%)
3.	To re-appoint Messrs. KPMG as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	74,997,632 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the directors of the Company to buy-back shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares) as at the date of passing of this resolution.	74,997,632 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares out of treasury) of the Company not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.	67,123,203 (89.50%)	7,874,429 (10.50%)
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company by the aggregate number of the shares bought back by the Company.	67,123,203 (89.50%)	7,874,429 (10.50%)
<b>SPECIAL RESOLUTION</b>		<b>Number of Votes (approximate%)</b>	
		<b>For</b>	<b>Against</b>
7.	To approve and adopt the fifteenth amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing fourteenth amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and to authorize any one of the directors of the Company to do all things necessary to implement the adoption of the fifteenth amended and restated memorandum and articles of association.	74,997,632 (100.00%)	0 (0.00%)

*Notes:*

- (a) The full text of the above resolutions is set out in the AGM Notice dated 26 April 2024.
- (b) As a simple majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, all such resolutions were duly passed as ordinary resolutions.
- (c) As not less than three-fourths of the votes were cast in favour of the resolution numbered 7, the resolution was duly passed as a special resolution.
- (d) As at the date of the AGM, the total number of shares of the Company in issue was 587,038,219 shares.
- (e) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 587,038,219 shares.
- (f) There were no shares of the Company entitling the holder 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**”).
- (g) No shareholder of the Company was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM.
- (h) No party has stated his/her/its intention in the Circular dated 26 April 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company’s Hong Kong share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) All directors of the Company attended the AGM.

## **RESIGNATION OF DIRECTOR AND CHANGE IN COMPOSITION OF AUDIT COMMITTEE**

Mr. Lee Kar Chung Felix has informed the Company that due to his other work commitment which requires more of his time and dedication, Mr. Lee shall resign as a non-executive Director with effect from the conclusion of the AGM.

Mr. Lee has therefore resigned as a Director and is no longer a member of the Audit Committee with effect from the conclusion of the AGM. Mr. Lee has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its gratitude to Mr. Lee for his valuable efforts and contributions to the Company during his tenure of office.

The Board further announces that following Mr. Lee's resignation and Mr. Ang Khai Meng's re-election as an independent non-executive Director at the AGM, Mr. Ang has been appointed as a member of the Audit Committee from the conclusion of the AGM.

## **ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The adoption of the New Memorandum and Articles of Association has been approved by the Shareholders by way of a special resolution at the AGM. The full text of the New Memorandum and Articles of Association will be published on the websites of the Company and the Stock Exchange.

By Order of the Board  
**ClouDr Group Limited**  
**Kuang Ming**  
*Chairman, Executive Director and  
Chief Executive Officer*

Hong Kong, 6 June 2024

*As at the date of this notice, the Board of the Company comprises Mr. Kuang Ming as the executive Director, and Dr. Hong Weili, Mr. Zhang Saiyin and Mr. Ang Khai Meng as the independent non-executive Directors.*

\* *For identification purpose only*