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Jiumaojiu International Holdings Limited

九毛九国际控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9922)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 6, 2024 AND (2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board announces that,

- (1) all the resolutions proposed at the AGM held on June 6, 2024 were duly passed;
- (2) Mr. Deng Tao (鄧濤) has retired as an independent non-executive Director, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee at the conclusion of the AGM; and
- (3) Ms. Wang Xiaomei (王曉梅) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee with effect from June 6, 2024.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Jiumaojiu International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on June 6, 2024 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (a))}	
		For	Against
1.	To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended December 31, 2023.	930,504,145 (99.9287%)	664,187 (0.0713%)
2.	To declare a final dividend of HKD0.15 per ordinary share of the Company for the year ended December 31, 2023.	931,168,332 (100.0000%)	0 (0.0000%)

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
3.	To re-elect Mr. He Chengxiao as an executive director of the Company.	930,707,297 (99.9505%)	461,035 (0.0495%)
4.	To re-elect Mr. Su Danman as an executive director of the Company.	807,927,895 (86.7650%)	123,240,437 (13.2350%)
5.	To authorize the Board to fix the respective directors' remuneration.	930,827,540 (99.9634%)	340,792 (0.0366%)
6.	To re-appoint KPMG as auditor of the Company and to authorize the Board to fix the auditor's remuneration.	924,077,332 (99.2385%)	7,091,000 (0.7615%)
7.	To give a general mandate to the directors of the Company to repurchase the Company's shares (and to hold the repurchased shares in treasury on or after June 11, 2024 (the " Listing Rules Amendment Effective Date ")) not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares of the Company) as at the date of passing this resolution (the " Repurchase Mandate ").	931,167,332 (99.9999%)	1,000 (0.0001%)
8.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company (including any sale and transfer of shares out of treasury that are held as treasury shares on or after the Listing Rules Amendment Effective Date) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares of the Company) as at the date of passing this resolution (the " Issuance Mandate ").	692,920,432 (74.4141%)	238,247,900 (25.5859%)
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company (including any sale and transfer of shares out of treasury that are held as treasury shares on or after the Listing Rules Amendment Effective Date) by the total number of shares repurchased by the Company under the Repurchase Mandate.	681,283,432 (73.1644%)	249,884,900 (26.8356%)

Special Resolution		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
10.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the third amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company.	879,070,585 (94.4051%)	52,097,747 (5.5949%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company (the “**Shareholders**”) at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 9, all such ordinary resolutions were duly passed. As not less than $\frac{3}{4}$ of the votes were cast in favour of resolution no. 10, such special resolution was duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 1,436,567,700 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,432,383,700 shares. As at the AGM, 4,184,000 shares were repurchased by the Company and not yet cancelled.
- (e) The total number of 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**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the Shareholders have stated their intention in the Company’s circular dated April 30, 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company’s share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited, acted as the scrutineer for the vote-taking at the AGM.
- (i) Executive Directors, namely Mr. Guan Yihong, Mr. He Chengxiao, Ms. Cui Longyu and Mr. Su Danman; and independent non-executive Directors, namely Mr. Deng Tao, Ms. Tang Zhihui and Ms. Zhu Rui attended the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. Deng Tao (鄧濤) (“**Mr. Deng**”) has retired as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”), a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) at the conclusion of the AGM in order to devote more time to pursue his other work commitments.

Mr. Deng has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Shareholders.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Wang Xiaomei (王曉梅) (“**Ms. Wang**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee with effect from June 6, 2024. The biographical details of Ms. Wang are as follows:

Ms. Wang, aged 45, has extensive experience in accounting and auditing. Ms. Wang has been a founder and the managing partner of Guangzhou Ray Consulting Co., Ltd. (廣州睿鋒諮詢有限公司) since February 2019. Prior to that, Ms. Wang was a chief financial officer of Guangzhou Cool Trip Travel Agency Co., Ltd. (廣州酷旅旅行社有限公司) from April 2016 to September 2018. From July 2000 to March 2016, Ms. Wang worked at the Guangzhou branch of KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合伙)) and her last position was a partner.

Ms. Wang graduated with a bachelor of economics degree, specializing in international finance, from the Guangdong University of Foreign Studies (廣東外語外貿大學) in June 2000. She is also a member of the Association of Chartered Certified Accountants and a senior member of the Chinese Institute of Certified Public Accountants.

The Company has entered into an appointment letter with Ms. Wang for a term of three years commencing from June 6, 2024 subject to re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company (“**Articles of Association**”). Ms. Wang is also subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Ms. Wang is entitled to a director’s fee of RMB120,000 per annum, which is determined by the Board with reference to her duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, as of the date of this announcement, Ms. Wang does not hold (i) any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (ii) any other position in the Company, and (iii) any other major appointments or professional qualifications. She does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As of the date of this announcement, Ms. Wang does not have any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, the Board is not aware of any other matters relating to the appointment of Ms. Wang that need to be brought to the attention of the Shareholders, nor is there any other information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The Board would like to express its sincere gratitude to Mr. Deng for his valuable contributions to the Group during his tenure of office and express its warm welcome to Ms. Wang for her new appointment.

By order of the Board
Jiumaojiu International Holdings Limited
九毛九国际控股有限公司
Guan Yihong
Chairman

Hong Kong, June 6, 2024

As at the date of this announcement, the Board comprises Mr. Guan Yihong as chairman and executive Director, Mr. He Chengxiao as chief executive officer and executive Director, Ms. Cui Longyu and Mr. Su Danman as executive Directors, and Ms. Tang Zhihui, Ms. Zhu Rui and Ms. Wang Xiaomei as independent non-executive Directors.