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Fenbi Ltd.

粉筆有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2469)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 13, 2024

References are made to the circular (the “**Circular**”) of Fenbi Ltd. (the “**Company**”) and the notice of the annual general meeting (the “**AGM Notice**”) of the Company both dated May 13, 2024. Terms used in this announcement shall have the same meanings as defined in the Circular and the AGM Notice unless otherwise stated.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the AGM held on June 13, 2024, each of the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were taken by poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2023.	912,157,569 (100%)	0 (0%)
2(i).	To re-elect Mr. QIU Dongxiao as an independent non-executive Director.	880,773,856 (96.56%)	31,383,713 (3.44%)
2(ii).	To re-elect Mr. YUEN Kai Yiu Kelvin an independent non-executive Director.	880,773,856 (96.56%)	31,383,713 (3.44%)

Ordinary Resolutions		Number of votes cast and approximate percentage (%)	
		For	Against
2(iii).	To re-elect Ms. YUAN Jia as an independent non-executive Director.	911,135,373 (99.89%)	1,022,196 (0.11%)
2(iv).	To authorise the Board to fix the remuneration of the Directors of the Company.	912,083,969 (99.99%)	73,600 (0.01%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix its remuneration.	912,157,569 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the Company's total number of issued shares as at the date of passing of this resolution.	868,802,930 (95.25%)	43,354,639 (4.75%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the Company's total number of issued shares as at the date of passing of this resolution.	912,157,569 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the aggregate number of shares repurchased by the Company.	868,842,806 (95.25%)	43,314,763 (4.75%)
7.	To approve the proposed grant of 7,000,000 restricted share units (the "RSUs") to Mr. WEI Liang ("Mr. Wei") in accordance with the terms of the restricted share unit scheme of the Company adopted on 14 June 2023, subject to all applicable laws, rules, regulations and the grant letter, and to authorize the Board to exercise all rights and powers as it may in its sole discretion consider necessary or expedient to give full effect to such proposed grant of 7,000,000 RSUs to Mr. Wei, and to approve, confirm and ratify any and all such acts to effect the aforesaid grant of RSUs.	899,164,447 (98.58%)	12,993,122 (1.42%)

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 2,292,187,580 Shares, which was the total number of Shares of the Company entitling the holders thereof to attend and vote on all the Resolutions at the AGM.

As at the date of the AGM, there were (a) no treasury Shares held by the Company (including any treasury Shares held or deposited with CCASS); and (b) 23,984,000 repurchased Shares which are pending cancellation, and were excluded from the total number of issued Shares entitled to attend and vote on all the Resolutions at the AGM. The Company confirms that it did not exercise its voting rights of the treasury shares or repurchased shares pending cancellation at the AGM.

As disclosed in the Circular, save for (i) Mr. ZHANG Xiaolong and Mr. LI Xin, who directly held 491,500 Shares and 67,174,500 Shares, (ii) Chalk World Ltd, Chalk Sky Ltd, Green Creek Limited, Liang Ma Limited, which are ultimately controlled by Mr. Wei, Mr. ZHANG Xiaolong, Mr. LI Xin and Mr. LI Yong, held 85,165,000 Shares, 257,200,000 Shares, 51,058,000 Shares and 259,736,000 Shares, respectively, and (iii) ARK Trust (Hong Kong) Limited, the trustee of the 2023 RSU Scheme, which held 74,039,875 Shares, no other Shareholder is required to abstain from voting on the resolutions to approve among other things, the Grant of RSUs at the AGM. All Directors who held 720,825,000 Shares in aggregate who should have abstained from voting on the proposed ordinary resolutions contained in item 7 of the notice of the annual general meeting dated 13 May 2024 voted on such resolution. The said resolution would be passed in any event if such numbers of votes were excluded.

Save as disclosed in this announcement, there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the AGM under the Listing Rules. None of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the Resolutions.

ARK Trust (Hong Kong) Limited, as trustee, abstained from exercising voting rights in respect of 74,039,875 Shares held by it under trust for the 2023 RSU Scheme.

Directors namely Mr. ZHANG Xiaolong, Mr. WEI Liang, Mr. QIU Dongxiao Larry, Mr. YUEN Kai Yiu Kelvin and Ms. YUAN Jia attended the AGM in person, Mr. LI YONG and Mr. LI Xin were unable to attend the AGM due to their other business engagements.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board
Fenbi Ltd.
ZHANG Xiaolong
Chairman

Hong Kong, June 13, 2024

As at the date of this announcement, the Board comprises Mr. ZHANG Xiaolong and Mr. WEI Liang as executive Directors; Mr. LI Yong and Mr. LI Xin as non-executive Directors; Mr. QIU Dongxiao Larry, Mr. YUEN Kai Yiu Kelvin and Ms. YUAN Jia as independent non-executive Directors.