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寶業集團股份有限公司

**BAOYE GROUP COMPANY LIMITED\***

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock Code: 2355)

**POLL RESULTS OF  
AGM, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING**

The board (the **“Board”**) of directors (the **“Directors”**) of Baoye Group Company Limited\* (the **“Company”**) is pleased to announce the poll results of the annual general meeting of the Company (the **“AGM”**), class meeting for holders of H shares (the **“H Shares Class Meeting”**) and class meeting for holders of domestic shares (the **“Domestic Shares Class Meeting”**) held at 2nd Floor, Baoye Group, No. 1687 Guazhu East Road, Keqiao District, Shaoxing City, Zhejiang Province, the People's Republic of China (the **“PRC”**) on Friday, 14 June 2024. All resolutions as set out in the notice of the AGM (the **“AGM Notice”**), the notice of the H Shares Class Meeting and the notice of the Domestic Shares Class Meeting each dated 26 April 2024 were duly passed by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**). None of the shareholders of the Company has proposed any motion at the AGM pursuant to resolution No.7 as set out in the AGM Notice. Details of the resolutions were set out in the circular and the notices dated 26 April 2024.

**1、 ATTENDANCE OF THE MEETINGS**

**i. Attendance of the AGM**

The convening of the AGM was in accordance with the Company Law of the PRC and the articles of association (the **“Articles of Association”**) of the Company.

As at the date of the AGM, the total issued share capital of the Company comprised of 520,756,053 shares (including 128,000 H Shares (as defined below) which were repurchased but not yet cancelled). As at the date of the AGM, the total number of shares entitling the holders to attend the AGM and vote on all the resolutions put forward at the AGM (the “**AGM Resolutions**”) was 520,628,053. Shareholders holding an aggregate of 373,728,556 voting shares, representing approximately 71.77% of the total issued shares of the Company attended the AGM either in person or by proxy. No shareholder was required to abstain from voting on the AGM Resolutions. There was no share entitling the holder to attend the meeting and vote only against the AGM Resolutions.

Votes on all the AGM Resolutions were taken by poll. The Company’s H share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the AGM.

## **ii. Attendance of the H Shares Class Meeting**

The convening of the H Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the H Shares Class Meeting, the total issued H shares of the Company comprised 170,014,000 shares (the “**H Shares**”) (including 128,000 H Shares which were repurchased but not yet cancelled). As at the date of the H Shares Class Meeting, the total number of H Shares entitling the holders to attend the H Shares Class Meeting and vote on all the resolutions put forward at the H Shares Class Meeting (the “**H Shares Class Meeting Resolutions**”) was 169,886,000. Shareholders holding an aggregate of 22,992,503 voting H Shares, representing approximately 13.52% of the total issued H Shares of the Company, attended the H Shares Class Meeting either in person or by proxy. No holder of H Shares was required to abstain from voting on the H Shares Class Meeting Resolutions. There was no H Share entitling the holder to attend the meeting and vote only against the H Shares Class Meeting Resolutions.

Votes on the H Shares Class Meeting Resolutions were taken by poll. The Company’s H Share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the H Shares Class Meeting.

## **iii. Attendance of the Domestic Shares Class Meeting**

The convening of the Domestic Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the Domestic Shares Class Meeting, the total issued domestic shares of the Company comprised 350,742,053 shares (the “**Domestic Shares**”), which was the total number of Domestic Shares entitling the holders to attend the Domestic Shares Class Meeting and vote on all the resolutions put forward at the Domestic Shares Class Meeting (the “**Domestic Shares Class Meeting Resolutions**”). Shareholders holding an aggregate of

350,742,053 voting Domestic Shares, representing approximately 100% of the total issued Domestic Shares of the Company, attended the Domestic Shares Class Meeting either in person or by proxy. No holder of Domestic Shares was required to abstain from voting on the Domestic Shares Class Meeting Resolutions. There was no Domestic Share entitling the holder to attend the meeting and vote only against the Domestic Shares Class Meeting Resolutions.

Votes on the Domestic Shares Class Meeting Resolutions were taken by poll. The Company's H Share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the Domestic Shares Class Meeting.

## 2、 POLL RESULTS OF THE MEETINGS

### i. Poll Results in Respect of the Resolutions Proposed at the AGM

The poll results in respect of the resolutions are as follows:

Resolutions		Number of Votes Cast and Approximate Percentage of Total Number of Votes Cast		Total Number of Votes
		For	Against	
<b>Ordinary Resolutions</b>				
1	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2023	373,384,556 (99.91%)	344,000 (0.09%)	373,728,556
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023	373,384,556 (99.91%)	344,000 (0.09%)	373,728,556
3	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") and the report of the auditors of the Company for the year ended 31 December 2023	373,384,556 (99.91%)	344,000 (0.09%)	373,728,556
4	To authorise the Board to decide the matters relating to no payment of final dividend for the year ended 31 December 2023	352,616,691 (94.35%)	21,111,865 (5.65%)	373,728,556
5A	To re-appoint PricewaterhouseCoopers as the Company's international auditors and to authorise the Board to fix their remuneration	373,454,556 (99.93%)	274,000 (0.07%)	373,728,556
5B	To re-appoint PricewaterhouseCoopers Zhongtian CPAs as the Company's PRC statutory auditors and to authorise the Board to fix their remuneration	373,454,556 (99.93%)	274,000 (0.07%)	373,728,556
6	To consider and approve the re-election of Mr.	373,363,400	365,156	373,728,556

	Xia Feng as an executive Director of the Company and to authorise the Board to fix his remuneration	(99.90%)	(0.10%)	
<b>Special Resolutions</b>				
8	To consider and approve the general mandate to allot and issue new shares	367,608,555 (98.36%)	6,120,001 (1.64%)	373,728,556
9	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the AGM	373,454,556 (99.93%)	274,000 (0.07%)	373,728,556
10	To consider and approve the amendments to the Articles of Association of the Company	367,746,053 (98.40%)	5,982,503 (1.60%)	373,728,556

As more than 1/2 votes were cast in favour of the ordinary resolutions numbered 1 to 6, the ordinary resolutions were duly passed as ordinary resolutions of the Company by way of poll.

As more than 2/3 votes were cast in favour of the special resolutions numbered 8 to 10, the special resolutions were duly passed as special resolutions of the Company by way of poll.

**ii. Poll Results in Respect of the Special Resolutions Proposed at the H Shares Class Meeting**

The poll results in respect of the special resolutions are as follows:

Special Resolutions		Number of Votes Cast and Approximate Percentage of Total Number of Votes Cast		Total Number of Votes
		For	Against	
1	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the H Shares Class Meeting	22,536,503 (98.02%)	456,000 (1.98%)	22,992,503
2	To consider and approve the amendments to the Articles of Association of the Company	16,828,000 (73.19%)	6,164,503 (26.81%)	22,992,503

As more than 2/3 votes were cast in favour of the above special resolutions, the special resolutions were duly passed as special resolutions of the Company by way of poll.

**iii. Poll Results in Respect of the Special Resolutions Proposed at the Domestic Shares Class Meeting**

The poll results in respect of the special resolutions are as follows:

Special Resolutions		Number of Votes Cast and Approximate Percentage of Total	Total Number of Votes
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		Number of Votes Cast		
		For	Against	
1	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the Domestic Shares Class Meeting	350,742,053 (100.00%)	0 (0.00%)	350,742,053
2	To consider and approve the amendments to the Articles of Association of the Company	350,742,053 (100.00%)	0 (0.00%)	350,742,053

As more than 2/3 votes were cast in favor of the above special resolutions, the special resolutions were duly passed as special resolutions of the Company by way of poll.

All Directors attended the AGM, H Shares Class Meeting and Domestic Shares Class Meeting in person or by electronics means.

By order of the Board  
**Baoye Group Company Limited**\*  
**Pang Baogen**  
Chairman

Zhejiang Province, the PRC  
14 June 2024

*As at the date of this announcement, the Board comprises Mr. Pang Baogen as Chairman and non-executive Director, six executive Directors, namely, Mr. Gao Lin, Mr. Gao Jun, Mr. Jin Jixiang, Mr. Xu Gang, Mr. Wang Rongbiao and Mr. Xia Feng, and four independent non-executive Directors, namely, Mr. Li Wangrong, Ms. Liang Jing, Mr. Xiao Jianmu and Mr. Fung Ching, Simon.*

\* *For identification purpose only*