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CHEERWIN

Cheerwin Group Limited

朝雲集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6601)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 19 JUNE 2024

Reference is made to the circular of Cheerwin Group Limited (the “**Company**”) dated 30 April 2024 (the “**Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

As at the date of the annual general meeting (the “**AGM**”) of the Company, (i) the total number of issued Shares was 1,333,333,500, 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 (as defined under the Listing Rules). There was no restriction on any Shareholder casting votes on any of the proposed resolutions at the AGM. There was no Share entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM. 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 19 June 2024, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		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.	1,026,544,500 100.000000%	0 0.000000%

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		For	Against
2.	To declare a final dividend of RMB0.0640 per share (equivalent to HK\$0.0705 per share) of the Company for the year ended 31 December 2023.	1,026,544,500 100.000000%	0 0.000000%
3.	(a) To re-elect the following retiring Directors:		
	(i) Mr. Chen Zexing as a non-executive Director;	1,026,429,000 99.988749%	115,500 0.011251%
	(ii) Mr. Guo Sheng as an independent non-executive Director; and	1,026,544,500 100.000000%	0 0.000000%
	(iii) Mr. Chan Wan Tsun Adrian Alan as an independent non-executive Director.	1,026,544,500 100.000000%	0 0.000000%
	(b) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	1,026,544,500 100.000000%	0 0.000000%
4.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board to fix their remuneration for the year ending 31 December 2024.	1,026,544,500 100.000000%	0 0.000000%
5.	(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.	1,001,521,500 97.562405%	25,023,000 2.437595%
	(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.	1,026,544,500 100.000000%	0 0.000000%
	(C) To extend the authority given to the Directors pursuant to ordinary resolution numbered 5(A) to issue shares by adding thereto the number of shares repurchased under ordinary resolution numbered 5(B).	1,025,796,500 99.927134%	748,000 0.072866%

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

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

Ms. Chen Danxia, the chairman of the AGM, Mr. Xie Rusong, Mr. Zhong Xuyi, Mr. Chen Zexing, Dr. Yu Rong, Mr. Guo Sheng and Mr. Chan Wan Tsun Adrian Alan attended the AGM in person or by electronics means.

By order of the Board
Cheerwin Group Limited
Chen Danxia

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 19 June 2024

As at the date of this announcement, the Board comprises Ms. Chen Danxia, Mr. Xie Rusong and Mr. Zhong Xuyi as executive Directors; Mr. Chen Zexing as non-executive Director; and Dr. Yu Rong, Mr. Guo Sheng and Mr. Chan Wan Tsun Adrian Alan as independent non-executive Directors.