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**Keep Inc.**

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

**(Stock code: 3650)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON JUNE 19, 2024  
AND AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION  
AND ADOPTION OF THE THIRTEENTH AMENDED  
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

References are made to the circular (the “**Circular**”) and notice (the “**Notice**”) of annual general meeting (the “**AGM**”) of Keep Inc. (the “**Company**”) dated May 28, 2024. Capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notice unless the content otherwise requires.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the AGM held on June 19, 2024, the Notice of which was given to the Shareholders on May 28, 2024, all the proposed resolutions (“**Resolution(s)**”) as set out in the Notice were taken by poll. The full text of the Resolutions is set out in the Notice. The poll results are as follows:

| Ordinary Resolutions |   | Number of Votes (%)          |                  |
|----------------------|---|------------------------------|------------------|
|                      |   | For                          | Against          |
| 1.                   | To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the “ <b>Directors</b> ”) and auditors for the year ended December 31, 2023. | 230,471,767<br>(100.000000%) | 0<br>(0.000000%) |
| 2.                   | (a) To re-elect Mr. Peng Wei as an executive Director.  | 230,471,767<br>(100.000000%) | 0<br>(0.000000%) |
|                      | (b) To re-elect Mr. Liu Dong as an executive Director.  | 230,471,767<br>(100.000000%) | 0<br>(0.000000%) |
|                      | (c) To re-elect Mr. Li Haojun as a non-executive Director.  | 230,471,767<br>(100.000000%) | 0<br>(0.000000%) |
|                      | (d) To authorise the board of Directors (the “ <b>Board</b> ”) to fix the Directors’ remuneration.  | 230,471,767<br>(100.000000%) | 0<br>(0.000000%) |

| Ordinary Resolutions |   | Number of Votes (%)          |                      |
|----------------------|---|------------------------------|----------------------|
|                      |   | For                          | Against              |
| 3.                   | To ratify, confirm and approve the appointment of RSM Hong Kong as the auditor of the Company during the period from February 9, 2024 to the date of the Annual General Meeting, to authorise the Board to fix its remuneration and to ratify, confirm, approve and adopt previously taken by any and all of the Directors in connection with the foregoing; and to re-appoint RSM Hong Kong as the auditor of the Company and to authorise the Board to fix its remuneration.                                  | 230,471,767<br>(100.000000%) | 0<br>(0.000000%)     |
| 4.                   | To give a general mandate to the Directors to repurchase shares not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) (Ordinary Resolution No. 4 as set out in the notice of the Annual General Meeting).  | 230,471,767<br>(100.000000%) | 0<br>(0.000000%)     |
| 5.                   | To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) (Ordinary Resolution No. 5 as set out in the notice of the Annual General Meeting).  | 230,468,167<br>(99.998438%)  | 3,600<br>(0.001562%) |
| 6.                   | Conditional upon passing the Ordinary Resolutions No. 4 and 5, to extend the authority given to the directors pursuant to Ordinary Resolution No. 5 to issue shares by adding to the aggregate nominal amount of the issued share capital of the Company (including any sale or transfer of treasury shares out of treasury) which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of shares repurchased under Ordinary Resolution No. 4. | 230,468,167<br>(99.998438%)  | 3,600<br>(0.001562%) |
| 7.                   | To approve the conditional grant of a total of 1,500,000 RSUs to Mr. Wang Ning pursuant to the Post-IPO Share Incentive Plan and that any one Director (except for Mr. Wang Ning) and the company secretary of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.   | 128,535,370<br>(100.000000%) | 0<br>(0.000000%)     |

| Ordinary Resolutions |   | Number of Votes (%)          |                  |
|----------------------|---|------------------------------|------------------|
|                      |   | For                          | Against          |
| 8.                   | To approve the conditional grant of a total of 1,500,000 RSUs to Mr. Peng Wei pursuant to the Post-IPO Share Incentive Plan and that any one Director (except for Mr. Peng Wei) and the company secretary of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing. | 128,535,370<br>(100.000000%) | 0<br>(0.000000%) |
| 9.                   | To approve the conditional grant of a total of 1,500,000 RSUs to Mr. Liu Dong pursuant to the Post-IPO Share Incentive Plan and that any one Director (except for Mr. Liu Dong) and the company secretary of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing. | 128,535,370<br>(100.000000%) | 0<br>(0.000000%) |
| Special Resolution   |   | Number of Votes (%)          |                  |
|                      |   | For                          | Against          |
| 10.                  | To approve the amendments to the Twelfth Amended and Restated Memorandum and Articles of Association of the Company; and to adopt the Thirteenth Amended and Restated Memorandum and Articles of Association of the Company (Special Resolution No. 10 as set out in the notice of the Annual General Meeting).   | 230,471,767<br>(100.000000%) | 0<br>(0.000000%) |

*Notes:*

- (a) As more than 50% of the votes were cast in favour of each of the above ordinary Resolutions numbered 1 to 9 and more than 75% of the votes were cast in favour of the above special Resolution numbered 10, all Resolutions proposed at the AGM were duly passed by the Shareholders by way of poll.
- (b) As at the date of the AGM, (i) the total number of issued Shares was 525,671,987; and (ii) there were no treasury Shares held by the Company (including any treasury Shares held or deposited with CCASS). As at 4:30 p.m. on Thursday, June 13, 2024, there were 3,290,600 repurchased Shares which are pending cancellation. The Company confirmed that no voting rights of such repurchased Shares had been exercised at the AGM.
- (c) Futu Trustee Limited, being the trustee for Share Incentive Plans, held 54,296,000 Shares as at the date of this announcement, abstained from voting under Rule 17.05A of the Listing Rules on matters that require Shareholders' approval under the Listing Rules and on all the Resolutions proposed at the AGM.
- (d) The Director Grantees, namely, Mr. Wang Ning, Mr. Peng Wei and Mr. Liu Dong, their respective associates, and all core connected persons of the Company who are entitled to exercise control over the voting rights in respect of an aggregate of 103,572,097 Shares were required to abstain and had abstained from voting in favour of the Resolutions numbered 7, 8 and 9 in respect of the Grant proposed at the AGM.

- (e) Save as disclosed, no other Shareholder is required to abstain from voting in respect of any of the Resolutions proposed at the AGM and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM. There was no Shares entitling the holders of which to attend and abstain from voting in favour of the Resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules.
- (f) Accordingly, the number of Shares entitling the holders of which to attend and vote on the Resolutions numbered 1 to 6 and 10 at the AGM was 468,085,387 Shares. The number of Shares entitling the holders of which to attend and vote on the Resolutions numbered 7, 8 and 9 at the AGM was 364,523,290 Shares.
- (g) Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.
- (h) All Directors of the Company, namely Mr. Wang Ning, Mr. Peng Wei, Mr. Liu Dong, Mr. Li Haojun, Ms. Ge Xin, Mr. Shan Yigang and Mr. Wang Haining attended the AGM in person (or by electronic means).

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE THIRTEENTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board hereby announces that the Resolution numbered 10 in relation to the amendments to the Twelfth Amended and Restated Memorandum and Articles of Association and adoption of the Thirteenth Amended and Restated Memorandum and Articles of Association was duly passed as a special Resolution at the AGM. The Thirteenth Amended and Restated Memorandum and Articles of Association will take effect from June 19, 2024, the full text of which is available on the websites of the Stock Exchange and the Company.

By Order of the Board

**Keep Inc.**

**Wang Ning**

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, June 19, 2024

*As at the date of this announcement, the executive Directors are Mr. Wang Ning, Mr. Peng Wei and Mr. Liu Dong; the non-executive Director is Mr. Li Haojun; and the independent non-executive Directors are Ms. Ge Xin, Mr. Shan Yigang and Mr. Wang Haining.*