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Jiyi Holdings Limited
集一控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1495)

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 3 SEPTEMBER 2024
AND RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

References are made to the notice of annual general meeting of Jiyi Holdings Limited (the “**Company**”) dated 12 August 2024, the supplemental notice of annual general meeting of the Company dated 21 August 2024 (the “**AGM Notice**”), the circular of the Company dated 12 August 2024 (the “**Circular**”) in relation to the Company’s annual general meeting held on 3 September 2024 (the “**AGM**”) and the clarification announcements of the Company dated 19 August 2024 and 20 August 2024 in relation to the Circular, the AGM Notice and the form of proxy for the AGM.

Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular, unless otherwise specified herein.

POLL RESULTS OF THE AGM

At the AGM, the voting of the resolutions as set out in the AGM Notice were taken by way of poll. The poll results in respect of the resolutions proposed at the AGM were as follows:

No.	Ordinary Resolutions	Number of votes (approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the “ Directors ”, and each a “ Director ”) and auditors of the Company for the year ended 31 December 2023.	106,270,441 (100.0%)	0 (0.0%)
2.	(a) To re-elect Ms. Hou Wei as executive Director (Chairlady).	106,270,441 (100.0%)	0 (0.0%)
	(b) To re-elect Mr. Hou Lianchang as independent non-executive Director.	106,270,441 (100.0%)	0 (0.0%)
	(c) To re-elect Mr. Chen Zenghua as independent non-executive Director.	106,270,441 (100.0%)	0 (0.0%)
	(d) To re-elect Ms. Chen Tao as independent non-executive Director.	16,231,355 (15.3%)	90,039,086 (84.7%)
3.	To authorise the board of Directors to fix the Directors’ remuneration.	106,270,441 (100.0%)	0 (0.0%)

No.	Ordinary Resolutions	Number of votes (approximate %)	
		For	Against
4.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.	106,270,441 (100.0%)	0 (0.0%)
5.	To grant a general mandate to the Directors to allot, issue and deal with unissued shares of HK\$0.01 each in the share capital of the Company, the total number of which shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution	16,231,355 (15.3%)	90,039,086 (84.7%)
6.	To grant a general mandate to the Directors to buy back the Company's shares up to 10% of the total number of shares of the Company as at the date of passing of this resolution.	106,270,441 (100.0%)	0 (0.0%)
7.	To add the total number of shares in the Company bought back by the Company under resolution no. 6 above to the general mandate granted to the Directors under resolution no. 5 above.	16,231,355 (15.3%)	90,039,086 (84.7%)

As more than 50% of the votes were cast in favour of resolutions nos. 1, 2(a), 2(b), 2(c), 3, 4 and 6 at the AGM, resolutions nos. 1, 2(a), 2(b), 2(c), 3, 4 and 6 were duly passed as ordinary resolutions of the Company. As more than 50% of the votes were cast against resolutions nos. 2(d), 5 and 7, resolutions nos. 2(d), 5 and 7 were not passed as ordinary resolutions at the AGM.

Asian Alliance (HK) CPA Limited have acted as the scrutineer and compared the poll results summary to the poll forms collected by the Company. The work performed by Asian Alliance (HK) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

As at the date of the AGM, the Company has 263,765,522 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the AGM. No Shareholder was required to abstain from voting in favour of any 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. No Shareholders are required to abstain from voting on any resolution at the AGM. No party has stated its intention in the Circular that it would vote against any resolutions or that it would abstain from voting at the AGM.

The attendance record of the Directors at the AGM is set out as follows:

- (a) The executive Directors, Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang, and the independent non-executive Directors, Mr. Hou Lianchang and Mr. Chen Zenghua attended the AGM in person;
- (b) The non-executive Director, Mr. Hou Bo, attended the AGM by teleconference; and
- (c) Ms. Chen Tao was unable to attend the AGM due to other business engagements.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the Circular, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his or her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

As such, Ms. Chen Tao shall hold office only until AGM and shall then be eligible for re-election. As the resolution in relation to the re-election of Ms. Chen Tao as an independent non-executive Director was voted down at the AGM, the Board announces that Ms. Chen Tao will retire as an independent non-executive Director at the conclusion of the AGM. The Board is not aware of any disagreements between Ms. Chen Tao and the Board and any matter in relation to her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its sincere gratitude to Ms. Chen Tao for her valuable contribution to the Company during her tenure of service.

The Board noted that, following the retirement of Ms. Chen Tao, the Company has two independent non-executive directors and two audit committee members. The number of independent non-executive director falls below the minimum number as required under Rule 3.10(1) of the Listing Rules and the number of the audit committee members also falls below the minimum number as required under Rule 3.21 of the Listing Rules. Further, the number of independent non-executive director falls below one-third of the Board members as required under Rule 3.10A of the Listing Rules.

The Company will endeavour to seek a suitable candidate to fill the vacancy of the independent non-executive director, the member of the Audit Committee as soon as possible and within three-months from the date of Ms. Chen Tao's retirement pursuant to Rule 3.11 and Rule 3.23 of the Listing Rules. The Company will make further announcement as and when appropriate.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024 and will remain suspended until further notice. The Company will make further announcement(s) as and when appropriate.

The Shareholders and potential investors of the Company should exercise caution when dealing in the Shares or other securities of the Company, and if they are in any doubt about their position, they should consult their independent professional adviser(s).

By order of the Board
Jiyi Holdings Limited
Hou Wei
Chairlady

Hong Kong, 3 September 2024

As at the date of this announcement, Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang are the executive directors of the Company, Mr. Hou Bo is the non-executive director of the Company, and Mr. Hou Lianchang and Mr. Chen Zenghua are the independent non-executive directors of the Company.