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Wenye Group Holdings Limited

文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 10 OCTOBER 2024

References are made to (i) the announcement of Wenye Group Holdings Limited (the “**Company**”) dated 19 September 2024; (ii) the circular of the Company dated 4 September 2024 (the “**Circular**”); (iii) the notice of the annual general meeting of the Company dated 30 August 2024 (the “**Notice**”); (iv) the supplemental circular (the “**Supplemental Circular**”) and the supplemental notice (the “**Supplemental Notice**”) of the Company dated 17 September 2024, together with the first form of proxy (the “**First Proxy Form**”) published on 4 September 2024 and the second form of proxy (the “**Second Proxy Form**”) published on 17 September 2024. Unless otherwise defined in this announcement or the context requires, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Supplemental Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the resolutions set out in the Notice and the Supplemental Notice were duly passed by the shareholders (the “**Shareholders**”) of the Company attending and voting at the AGM held on 10 October 2024 by way of poll. The poll results are as follows: -

ORDINARY RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the Directors and auditor of the Company for the years ended 31 December 2021, 31 December 2022 and 31 December 2023.	173,200,350 (100%)	0 (0%)
2.	(a) To re-elect Mr. Fan Shaozhou as an executive Director.	173,200,350 (100%)	0 (0%)
	(b) To re-elect Mr. Kong Guojing as an executive Director.	173,200,350 (100%)	0 (0%)
	(c) To re-elect Mr. Chen Li as a non-executive Director.	173,200,350 (100%)	0 (0%)
	(d) To re-elect Mr. Shen Peng as a non-executive Director.	173,200,350 (100%)	0 (0%)
	(e) To re-elect Mr. Li Hongxing as a non-executive Director.	173,200,350 (100%)	0 (0%)
	(f) To re-elect Mr. Mak Ho Fai as a non-executive Director.	173,200,350 (100%)	0 (0%)
	(g) To re-elect Mr. Huang Wei as an independent non-executive Director.	173,200,350 (100%)	0 (0%)
	(h) To re-elect Mr. Ma Kin Ling as an independent non-executive Director.	173,200,350 (100%)	0 (0%)
	(i) To re-elect Ms. Ye Jinyu as an independent non-executive Director.	173,200,350 (100%)	0 (0%)
	(j) To authorize the Board to fix the remuneration of the Directors.	173,200,350 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
3(A).	To grant a general and unconditional mandate to the Directors to allot, issue and deal with the additional ordinary shares of the Company with an aggregate number of not exceeding 20% of the existing number of issued shares of the Company.	173,200,350 (100%)	0 (0%)
3(B).	To grant a general and unconditional mandate to the Directors of the Company to repurchase shares of the Company with an aggregate number of not exceeding 10% of the existing number of issued shares of the Company.	173,200,350 (100%)	0 (0%)
3(C).	To extend the general and unconditional mandate granted to the Directors of the Company to allot, issue and deal with additional shares of the Company under resolution numbered 3(A) to include the number of shares of the Company repurchased pursuant to the general and unconditional mandate to repurchase shares under resolution numbered 3(B).	173,200,350 (100%)	0 (0%)
4.	To appoint Beijing Xinghua Caplegend CPA Limited as the auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the auditor's remuneration.	173,200,350 (100%)	0 (0%)
SPECIAL RESOLUTION		Number of Votes (%)	
		FOR	AGAINST
5.	To approve the proposed amendments to the existing Memorandum of Association and Articles of Association of the Company and to adopt the second amended and restated Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum of Association and Articles of Association, and that any one director of the Company, the company secretary of the Company or	173,200,350 (100%)	0 (0%)

	<p>registered agent of the Company be and is hereby authorised to do all such things for the implementation of and giving effect to the adoption of the second amended and restated Memorandum and Articles of Association.</p>		
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As more than 50% of the votes were cast in favour of each of the ordinary resolutions above, and no less than 75% of the votes were cast in favour of the above special resolution numbered 5, all resolutions were duly passed by the Shareholders at the AGM.

The resolutions above are disclosed by way of a summary only and the full text of the resolutions as set out in the Notice and the Supplemental Notice for details.

As at the date of the AGM, the total number of shares (“**Shares**”) of the Company in issue was 594,000,000 ordinary shares. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against on all the resolutions proposed at the AGM is 594,000,000. Shareholders (in person or by proxy) holding an aggregate of 173,200,350 Shares, which represented approximately 29.16% of the total number of issued Shares, were present at the AGM.

There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour 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 (the “**Listing Rules**”). No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. In addition, no Shareholder has stated the intention in the Circular or the Supplemental Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The executive Directors, Mr. Fan Shaozhou and Mr. Kong Guojing, the non-executive Directors Mr. Chen Li, Mr. Li Hongxing and Mr. Mak Ho Fai and the independent non-executive Director Ms. Ye Jinyu attended the AGM either in person or by electronic means. The non-executive Director Mr. Shen Peng and independent non-executive Directors Mr. Huang Wei and Mr. Ma Kin Ling did not attend the AGM due to other commitments.

Beijing Xinghua Caplegend CPA Limited, the auditor of the Company, was appointed as the scrutineer for the poll at the AGM.

By order of the Board
Wenye Group Holdings Limited
Fan Shaozhou
Chairman and Executive Director

Shenzhen, PRC, 10 October 2024

As at the date of this announcement, the Board of the Company comprises (i) two executive directors, namely, Mr. Fan Shaozhou (Chairman and Chief Executive Officer) and Mr. Kong Guojing (Co-Chairman); (ii) four non-executive directors, namely, Mr. Chen Li, Mr. Shen Peng, Mr. Li Hongxing, and Mr. Mak Ho Fai; and (iii) three independent non-executive directors, namely, Mr. Huang Wei, Mr. Ma Kin Ling and Ms. Ye Jinyu.