

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Cosmo Lady (China) Holdings Company Limited

都市麗人(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2298)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 MAY 2025; RETIREMENT OF DIRECTOR; AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that all the proposed resolutions as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM.

The board (the “**Board**”) of directors (the “**Directors**”) of Cosmo Lady (China) Holdings Company Limited (the “**Company**”) is pleased to announce that all the proposed resolutions as set out in the notice of AGM dated 9 May 2025 (the “**Notice of AGM**”) were duly passed by the shareholders (the “**Shareholders**”) of the Company by way of poll at the annual general meeting of the Company held on 30 May 2025 (the “**AGM**”).

As at the date of the AGM, the total number of issued shares (the “**Shares**”) of the Company was 2,249,457,213. The trustee of the Cosmo Lady Employee Benefit Trust, which held 70,102,737 Shares in relation to the share schemes of the Company, representing approximately 3.12% of the issued share capital of the Company as at the date of the AGM, was required to abstain and did abstain from voting on all the resolutions proposed at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM was 2,179,354,476 Shares. Save as disclosed above, (i) there were no shares of the Company entitling the Shareholders to attend and abstain from voting in favour of the 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 (the “**Listing Rules**”); (ii) no Shareholder was required under the Listing Rules to abstain from voting at the AGM; and (iii) no Shareholders has stated his/her intention in the circular of the Company dated 9 May 2025 to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

All the Directors, namely, Mr. Zheng Yaonan, Mr. Zhang Shengfeng, Ms. Wu Xiaoli, Mr. Xian Shunxiang, Mr. Zhu Hongbo, Mr. Lin Zonghong, Ms. Kong Xiangying, Mr. Yau Chi Ming, Dr. Dai Yiyi, Mr. Chen Zhigang and Dr. Lu Hong Te attended the AGM either in person or by electronic means.

Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, was appointed as the scrutineer for the purposes of vote-taking at the AGM.

The poll results in respect of all resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024 together with the reports of the Directors and the auditor of the Company	1,551,014,814 (100%)	0 (0%)
2.	To declare a final dividend of HK0.5 cents per share of the Company for the year ended 31 December 2024	1,551,014,814 (100%)	0 (0%)
3.	To re-elect the following retiring Directors:		
	(i) Ms. Wu Xiaoli	1,551,014,814 (100%)	0 (0%)
	(ii) Dr. Dai Yiyi who has served more than nine years as an independent non-executive Director	1,551,014,814 (100%)	0 (0%)
4.	To authorize the Board to fix the remuneration of the Directors	1,551,014,814 (100%)	0 (0%)
5.	To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix its remuneration	1,551,014,814 (100%)	0 (0%)
6.	To give a general mandate to the Board to allot, issue and deal with new shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the AGM	1,551,014,814 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (approximate %)	
		For	Against
7.	To give a general mandate to the Board to buy back the shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the AGM	1,551,014,814 (100%)	0 (0%)

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

Special Resolution		Number of Votes (approximate %)	
		For	Against
8.	To consider and approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company	1,396,284,814 (90%)	154,730,000 (10%)

As more than 75% of the votes were cast in favour of the above resolution, the above resolution was duly passed as a special resolution of the Company.

RETIREMENT OF DIRECTORS

The Board announces that with effect from the conclusion of the AGM, Ms. Kong Xiangying and Mr. Chen Zhigang retired from office as a non-executive Director and an independent non-executive Director, respectively, at the AGM and did not offer themselves for re-election as they intended to devote more time to their other personal commitments.

Ms. Kong Xiangying and Mr. Chen Zhigang have confirmed that they have no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange of Hong Kong Limited in relation to their retirement.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Kong Xiangying and Mr. Chen Zhigang for their valuable contributions to the Company during their term of office.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from the conclusion of the AGM, following the retirement of Mr. Chen Zhigang as an independent non-executive Director, Mr. Chen Zhigang ceased to be the chairman of the risk management committee of the Board and a member of each of the audit committee, the remuneration committee and the nomination committee of the Board. Mr. Yau Chi Ming was appointed as the chairman of risk management committee in place of Mr. Chen.

By Order of the Board
Cosmo Lady (China) Holdings Company Limited
Zheng Yaonan
Chairman

Hong Kong, 30 May 2025

As at the date of this announcement, the Board comprises Mr. Zheng Yaonan, Mr. Zhang Shengfeng, Ms. Wu Xiaoli, Mr. Xian Shunxiang and Mr. Zhu Hongbo as executive Directors; Mr. Lin Zonghong as non-executive Director; and Mr. Yau Chi Ming, Dr. Dai Yiyi and Dr. Lu Hong Te as independent non-executive Directors.