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CAROTE LTD

卡 羅 特 (商 業) 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2549)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 MAY 2025 AND FINAL DIVIDEND

The Board (as defined below) of CAROTE LTD (the “**Company**”) hereby announces that at the annual general meeting (the “**AGM**”) held on 30 May 2025, all resolutions (the “**Resolutions**”) proposed at the AGM as set out in the notice of the AGM dated 29 April 2025 were taken by way of poll. The poll results of the AGM are as follows:

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast) ^{Note (a)}		Passed by Shareholders
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and the auditor of the Company for the year ended 31 December 2024.	420,905,500 (100.00%)	0 (0.00%)	Yes
2.	To declare a final dividend for the year ended 31 December 2024.	420,905,500 (100.00%)	0 (0.00%)	Yes
3.	(a) To re-elect Ms. Lyu Yili as an executive Director.	420,905,500 (100.00%)	0 (0.00%)	Yes
	(b) To re-elect Mr. Xia Chenhao as an executive Director.	420,905,500 (100.00%)	0 (0.00%)	Yes
	(c) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	420,905,500 (100.00%)	0 (0.00%)	Yes

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast) ^{Note (a)}		Passed by Shareholders
		For	Against	
4.	To re-appoint PricewaterhouseCoopers as the Company's auditors and to authorise the Board to fix its remuneration.	420,905,500 (100.00%)	0 (0.00%)	Yes
5.	To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares and/or to sell or transfer treasury shares of the Company, not exceeding 20% of the number of issued shares of the Company (excluding treasury shares).	11,251,500 (2.67%)	409,654,000 (97.33%)	No
6.	To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company (excluding treasury shares).	420,905,500 (100.00%)	0 (0.00%)	Yes
7.	To extend the authority given to the Directors pursuant to the ordinary resolution No. 5 to issue shares and/or to sell or transfer treasury shares of the Company by adding the number of shares repurchased under the ordinary resolution No. 6 to the number of issued shares of the Company (excluding treasury shares).	393,374,000 (93.46%)	27,531,500 (6.54%)	Yes ^{Note (b)}

*For details of the above-mentioned Resolutions, please refer to the circular of the Company dated 29 April 2025 (the “**Circular**”).*

FINAL DIVIDEND

As approved by the shareholders of the Company (the “**Shareholders**”) at the AGM, the Board is pleased to announce the following details in respect of the payment of final dividend for the year ended 31 December 2024 to the Shareholders.

For the purposes of determining the entitlement of the Shareholders to the final dividend, the register of members of the Company will be closed from Wednesday, 9 July 2025 to Friday, 11 July 2025 (both days inclusive), during which period no transfer of shares of the Company (the “**Shares**”) will be registered. All properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 8 July 2025, for registration.

Notes:

- (a) All percentages are rounded to two decimal places.
- (b) As more than 50% of the valid votes were cast in favour of each of the ordinary resolutions numbered 1 to 4, 6 and 7, such resolutions were duly passed as ordinary resolutions at the AGM. As less than 50% of the valid votes were cast in favor of resolution numbered 5, such resolution was not passed by way of poll as ordinary resolution at the AGM. However, since the condition of resolution numbered 7, being the passing of resolution numbered 5, has not been fulfilled, resolution numbered 7 will not take effect.
- (c) As at the date of the AGM, the total issued share capital of the Company was 554,161,600 Shares (excluding 841,000 treasury shares at the date of this announcement), which was the total number of Shares entitling the holders to attend and vote for or against all Resolutions at the AGM. Save as disclosed above, to the best knowledge, information and belief of the Directors: (1) no other Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions; (2) there were no Shares entitling the holders to attend and abstain from voting in favor of any of the resolutions under Rule 13.40 of the Listing Rules; and (3) there was no restriction on any Shareholders to cast votes on any of the resolutions proposed at the AGM and no other Shareholders have indicated in the Circular that they intend to vote against or to abstain from voting on any of the resolutions.
- (d) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy.
- (e) The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (f) Mr. ZHANG Guodong, Chairman of the Board and chief executive officer of the Company, acted as the chairman of the AGM and presided over the AGM. All Directors of the Company attended the AGM in person or by electronic means.

By order of the Board of
CAROTE LTD
Mr. ZHANG Guodong
Chairman of the Board

Hong Kong, 30 May 2025

As at the date of this announcement, the directors are: Mr. ZHANG Guodong, Ms. LYU Yili and Mr. XIA Chenhao as executive directors and Ms. YEUNG Shuet Fan Pamela, Dr. CHAN Tin Wai David and Mr. SHI Zhoufeng as independent non-executive directors.