

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.



China Jinmao Holdings Group Limited
中國金茂控股集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 00817)

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD
ON 17 JUNE 2025,
RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHANGE OF COMPOSITION OF THE BOARD COMMITTEES
AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of China Jinmao Holdings Group Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the 2024 annual general meeting (the “**AGM**”) held on 17 June 2025 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

References are made to the Company’s circular (the “**Circular**”) and the notice of AGM (the “**Notice**”) both dated 26 May 2025. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

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

ORDINARY RESOLUTIONS		Number of votes cast and percentage (%)	
		FOR	AGAINST
1.	To consider and receive the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2024.	8,291,665,205 (99.921763%)	6,492,225 (0.078237%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		

ORDINARY RESOLUTIONS		Number of votes cast and percentage (%)	
		FOR	AGAINST
2.	To re-elect Mr. CHEN Yijiang as a non-executive director of the Company.	7,692,351,131 (92.699508%)	605,806,299 (7.300492%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
3.	To re-elect Mr. GAO Shibin as an independent non-executive director of the Company.	8,280,798,923 (99.790815%)	17,358,507 (0.209185%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
4.	To elect Mr. LIU Feng as an independent non-executive director of the Company.	8,252,000,839 (99.443773%)	46,156,591 (0.556227%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
5.	To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.	8,294,930,866 (99.961117%)	3,226,564 (0.038883%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
6.	To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	8,291,198,064 (99.916134%)	6,959,366 (0.083866%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		
7.	To consider and approve a general mandate to the directors to buy back shares (Ordinary resolution No. 7 as set out in the Notice).	8,298,157,335 (99.999999%)	95 (0.000001%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.		

ORDINARY RESOLUTIONS		Number of votes cast and percentage (%)	
		FOR	AGAINST
8.	To consider and approve a general mandate to the directors to issue new shares (Ordinary resolution No. 8 as set out in the Notice).	7,320,102,357 (88.213587%)	978,055,073 (11.786413%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			
9.	To consider and approve the extension of the general mandate to the directors to issue new shares based on the number of shares bought back (Ordinary resolution No. 9 as set out in the Notice).	7,863,102,615 (94.756651%)	435,103,904 (5.243349%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed.			

SPECIAL RESOLUTION		Number of votes cast and percentage (%)	
		FOR	AGAINST
10.	To propose the adoption of the new articles of association of the Company (Resolution No. 10 as set out in the Notice).	8,225,467,629 (99.321709%)	56,173,636 (0.678291%)
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed.			

The full text of the resolutions was set out in the Notice.

The total number of shares of the Company entitling the Shareholders to attend and vote on the resolutions proposed at the AGM was 13,505,971,218 shares. There were no restrictions on any Shareholder casting votes on any of the proposed resolutions at the AGM. No party has stated its intention in the Circular that it would vote against any resolution or that it would abstain from voting at the AGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, was appointed as the scrutineer for the AGM.

The following directors attended the AGM: Mr. TAO Tianhai, Mr. ZHANG Hui, Ms. QIAO Xiaojie, Ms. CHEN Aihua, Mr. CHEN Yijiang, Ms. WANG Wei, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei.

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 23 May 2025. The Board announces that Mr. SU Xijia has resigned as an independent non-executive Director, chairman of the Audit Committee, chairman of the Independent Board Committee, and a member of the Remuneration and Nomination Committee of the Company upon conclusion of the AGM as he wishes to devote more dedication to other commitments. Mr. SU has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

Since the Company's listing, Mr. SU has served as a Director and chairman of the Audit Committee for the past 18 years, diligently fulfilling his duties and making significant contributions to the Group's achievements today and to the Group's high-quality sustainable development achieved in the real estate industry. The Board would like to take this opportunity to express its sincere gratitude to Mr. SU for his years of dedicated service and wish him a happy and smooth life in the future.

The Board is pleased to announce that Mr. LIU Feng has been appointed by the Shareholders as an independent non-executive Director at the AGM with effect from conclusion of the AGM. For the biographical details of Mr. LIU, please refer to Appendix II to the Circular and the announcement of the Company dated 23 May 2025.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that Mr. LIU has also been appointed as the chairman of the Audit Committee, the chairman of the Independent Board Committee, and a member of the Remuneration and Nomination Committee of the Company with effect from conclusion of the AGM.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board is pleased to announce that pursuant to the special resolution No. 10 above, the existing Articles of Association of the Company has been amended pursuant to the amendments set out in the Circular with effect from 17 June 2025. Details of the Proposed Amendments are set out in the Circular.

By order of the Board
China Jinmao Holdings Group Limited
TAO Tianhai
Chairman

Hong Kong, 17 June 2025

As at the date of this announcement, the Directors of the Company are Mr. TAO Tianhai (Chairman), Mr. ZHANG Hui and Ms. QIAO Xiaojie as Executive Directors; Ms. CHEN Aihua, Mr. CHEN Yijiang and Ms. WANG Wei as Non-executive Directors; and Mr. LIU Feng, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.