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CaoCao Inc.
曹操出行有限公司
(A company incorporated in the Cayman Islands with limited liability)
(Stock Code: 02643)

ANNOUNCEMENT

POLL RESULTS OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING BOTH HELD ON JUNE 8, 2026

The Board is pleased to announce that all the resolutions proposed at the AGM and the EGM held on June 8, 2026 were duly passed by way of poll.

References are made to (i) the circular (the "**AGM Circular**") of CaoCao Inc. (the "**Company**") and the notice (the "**AGM Notice**") of the annual general meeting (the "**AGM**") both dated May 13, 2026, and (ii) the circular (the "**EGM Circular**") of the Company and the notice (the "**EGM Notice**") of the extraordinary general meeting (the "**EGM**") both dated May 18, 2026. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the AGM Circular and the EGM Circular.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM and the EGM.

The following Directors of the Company attended the AGM and the EGM in person or by electronic means: Mr. Xin Gong, Mr. Jian Yang, Mr. Yang Li and Ms. Xin Liu.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions proposed at the AGM were duly passed by way of poll.

The poll results in respect of the resolutions proposed at the AGM are set out below:

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)	
		FOR	**AGAINST**
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Director(s)**") and the auditor of the Company for the year ended December 31, 2025.	445,583,948 (100.000000%)	0 (0.000000%)
2.	To re-elect Mr. Xin Gong as an executive Director.	445,583,948 (100.000000%)	0 (0.000000%)
3.	To re-elect Mr. Jinliang Liu as a non-executive Director.	445,583,797 (99.999966%)	151 (0.000034%)
4.	To re-elect Mr. Yang Li as a non-executive Director.	445,583,797 (99.999966%)	151 (0.000034%)
5.	To authorize the Board to fix the respective Directors' remuneration.	445,583,948 (100.000000%)	0 (0.000000%)
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2026.	445,458,797 (99.971913%)	125,151 (0.028087%)
7.	To grant a general mandate to the Directors to repurchase the Company's shares (the "**Shares**") not exceeding 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing this resolution (the "**Share Repurchase Mandate**").	445,583,948 (100.000000%)	0 (0.000000%)
8.	To grant a general mandate to the Directors to allot, issue and deal with new Shares (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing this resolution (the "**Share Issue Mandate**").	445,458,797 (99.971913%)	125,151 (0.028087%)

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)	
		FOR	AGAINST
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Share Issue Mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company by the total number of Shares repurchased by the Company under the Share Repurchase Mandate.	445,458,948 (99.971947%)	125,000 (0.028053%)

As at the date of the AGM, the total number of Shares in issue was 583,652,391, of which 662,900 Shares were held by the Company as Treasury Shares (including any Treasury Shares held or deposited with the CCASS). The Treasury Shares were excluded from the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM, and the Company confirmed that it had not exercised the voting rights of the Treasury Shares at the AGM. There were no repurchased Shares which are pending cancellation and should therefore be excluded from the total number of Shares in issue for the purposes of the AGM.

Save as disclosed above, no Shareholder was required to abstain from voting on any of the resolutions proposed at the AGM, and no Shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules. Accordingly, the total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the AGM was 582,989,491, representing 100% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the AGM.

None of the Shareholders has stated their intention in the AGM Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

As more than 50% of the votes were cast in favour of each resolution, all the resolutions were duly passed as ordinary resolutions. The full text of the resolutions was set out in the AGM Notice.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions proposed at the EGM were duly passed by way of poll.

The poll results in respect of the resolutions proposed at the EGM are set out below:

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)	
		FOR	**AGAINST**
1.	"**THAT** (a) the grant of 10,465,924 restricted share units (the "**RSUs**") (the principal terms of which are set out in the circular of the Company dated May 18, 2026 (the "**Circular**")) to Mr. Xin Gong, an executive director and the chief executive officer of the Company, under the share incentive scheme adopted by the Company on February 27, 2026 (the "**Share Incentive Scheme**") and the applicable award letter issued thereunder, be and is hereby approved, ratified and confirmed; and (b) any director of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing."	1,403,997 (91.791627%)	125,551 (8.208373%)
2.	"**THAT** (a) the grant of 6,977,283 RSUs (the principal terms of which are set out in the Circular) to Mr. Sensen Liu, the executive president and the chief financial officer of the Company, under the Share Incentive Scheme and the applicable award letter issued thereunder, be and is hereby approved, ratified and confirmed; and (b) any director of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing."	409,435,797 (99.969345%)	125,551 (0.030655%)

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)	
		FOR	**AGAINST**
3.	"**THAT** (a) the Service Framework Agreements (as defined and described in the Circular) and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed; (b) the proposed annual caps of the transactions contemplated under the Service Framework Agreements be and are hereby approved, ratified and confirmed; and (c) any director of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Service Framework Agreements and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Service Framework Agreements which in his opinion is not of a material nature and to effect or implement any other matters referred to in this resolution."	37,551,948 (99.998935%)	400 (0.001065%)

ORDINARY RESOLUTIONS		Number of votes cast (percentage of total number of votes cast)	
		FOR	**AGAINST**
4.	"**THAT** (a) the New Vehicle Procurement Framework Agreements (as defined and described in the Circular) and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed; (b) the proposed annual caps of the transactions contemplated under the New Vehicle Procurement Framework Agreements be and are hereby approved, ratified and confirmed; and (c) any director of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the New Vehicle Procurement Framework Agreements and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the New Vehicle Procurement Framework Agreements which in his opinion is not of a material nature and to effect or implement any other matters referred to in this resolution."	37,551,948 (99.998935%)	400 (0.001065%)

As at the date of the EGM, the total number of Shares in issue was 583,652,391, of which 662,900 Shares were held by the Company as Treasury Shares (including any Treasury Shares held or deposited with the CCASS). The Treasury Shares were excluded from the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM, and the Company confirmed that it had not exercised the voting rights of the Treasury Shares at the EGM. There were no repurchased Shares which are pending cancellation and should therefore be excluded from the total number of Shares in issue for the purposes of the EGM.

As disclosed in the EGM Circular and as at the date of the EGM:

(a) Mr. Xin Gong, his associates and all core connected persons of the Company are required to abstain from voting in favor of the resolution numbered 1 for approving the Conditional Grant to Mr. Xin Gong at the EGM. As at the date of the EGM, (i) Mr. Xin Gong held 9,525,888 Shares, and none of his associates held any Shares, and (ii) core connected persons of the Company, including Ugo Investment and Oceanpine Marvel, held an aggregate of 436,062,000 Shares. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the resolution numbered 1 at the EGM was 137,401,603, representing approximately 23.57% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the EGM.

(b) Mr. Sensen Liu and his close associates are required to abstain from voting on the resolution numbered 2 for approving the Conditional Grant to Mr. Sensen Liu at the EGM. As at the date of the EGM, Mr. Sensen Liu held 3,627,633 Shares, and none of his close associates held any Shares. Accordingly, the total number of Shares entitling the holders to attend and vote on the resolution numbered 2 at the EGM was 579,361,858, representing approximately 99.38% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the EGM.

(c) In view of Mr. Li's interests in the transactions under the Service Framework Agreements and the New Vehicle Procurement Framework Agreements, Ugo Investment and Oceanpine Marvel, which in aggregate held 436,062,000 Shares, are required to abstain from voting on the resolutions numbered 3 and 4 at the EGM. Accordingly, the total number of Shares entitling the holders to attend and vote on the resolutions numbered 3 and 4 at the EGM was 146,927,491, representing approximately 25.20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the EGM.

Save as disclosed above, no Shareholder was required to abstain from voting on any of the resolutions proposed at the EGM, no Shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules, and no Shareholders have stated their intention in the EGM Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

As more than 50% of the votes were cast in favour of each resolution, all the resolutions were duly passed as ordinary resolutions. The full text of the resolutions was set out in the EGM Notice.

By order of the Board
CaoCao Inc.
Mr. Jian Yang
Chairman of the Board

Hong Kong, June 8, 2026

As of the date of this announcement, the Board comprises (i) Mr. Xin Gong as an executive Director; (ii) Mr. Jian Yang, Mr. Quan Zhang, Mr. Jinliang Liu, Mr. Yang Li and Ms. Xiaohong Zhou as non-executive Directors; and (iii) Ms. Xin Liu, Ms. Ning Liu and Mr. Qiang Fu as independent non-executive Directors.