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寶業集團股份有限公司

**BAOYE GROUP COMPANY LIMITED\***

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock Code: 2355)

**POLL RESULTS OF  
AGM, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING**

The board (the “**Board**”) of directors (the “**Directors**”) of Baoye Group Company Limited\* (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company (the “**AGM**”), class meeting for holders of H shares (the “**H Shares Class Meeting**”) and class meeting for holders of domestic shares (the “**Domestic Shares Class Meeting**”) held at 2nd Floor, Baoye Group, No. 1687 Guazhu East Road, Keqiao District, Shaoxing City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Friday, 16 June 2023. All resolutions as set out in the notice of the AGM (the “**AGM Notice**”), the notice of H Shares Class Meeting and the notice of Domestic Shares Class Meeting each dated 28 April 2023 duly passed by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). None of the shareholders of the Company has proposed any motion at the AGM pursuant to resolution No.8 as set out in the AGM Notice. Details of the resolutions were set out in the circular and the notices dated 28 April 2023.

**1、 ATTENDANCE OF THE MEETINGS**

**i. Attendance of the AGM**

The convening of the AGM was in accordance with the Company Law of the PRC and the articles of association (the “**Articles of Association**”) of the Company.

As at the date of the AGM, the total issued share capital of the Company comprised of

520,756,053 shares, which was the total number of shares entitling the holders to attend the AGM and vote on all the resolutions put forward at the AGM (the “**AGM Resolutions**”). Shareholders holding an aggregate of 340,845,907 voting shares, representing approximately 65.45% of the total issued shares of the Company, attended the AGM either in person or by proxy. No shareholder was required to abstain from voting on the AGM Resolutions. There was no share entitling the holder to attend the meeting and vote only against the AGM Resolutions.

Votes on all the AGM Resolutions were taken by poll. The Company’s H share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the AGM.

## **ii. Attendance of the H Shares Class Meeting**

The convening of the H Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the H Shares Class Meeting, the total issued H shares of the Company comprised 170,014,000 shares (the “**H Shares**”), which was the total number of H Shares entitling the holders to attend the H Shares Class Meeting and vote on the resolution put forward at the H Shares Class Meeting (the “**H Shares Class Meeting Resolution**”). Shareholders holding an aggregate of 6,466,680 voting H Shares, representing approximately 3.80% of the total issued H Shares of the Company, attended the H Shares Class Meeting either in person or by proxy. No holder of H Shares was required to abstain from voting on the H Shares Class Meeting Resolution. There was no H Share entitling the holder to attend the meeting and vote only against the H Shares Class Meeting Resolution.

Votes on the H Shares Class Meeting Resolution were taken by poll. The Company’s H Share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the H Shares Class Meeting.

## **iii. Attendance of the Domestic Shares Class Meeting**

The convening of the Domestic Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the Domestic Shares Class Meeting, the total issued domestic shares of the Company comprised 350,742,053 shares (the “**Domestic Shares**”), which was the total number of Domestic Shares entitling the holders to attend the Domestic Shares Class Meeting and vote on the resolution put forward at the Domestic Shares Class Meeting (the “**Domestic Shares Class Meeting Resolution**”). Shareholders holding an aggregate of 334,379,227 voting Domestic Shares, representing approximately 95.33% of the total issued Domestic Shares of the Company, attended the Domestic Shares Class Meeting either in person or by proxy. No holder of Domestic Shares was required to abstain from voting on the Domestic Shares Class Meeting Resolution. There was no Domestic Share entitling the holder to attend

the meeting and vote only against the Domestic Shares Class Meeting Resolution.

Votes on the Domestic Shares Class Meeting Resolution were taken by poll. The Company's H Share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the Domestic Shares Class Meeting.

## 2、 POLL RESULTS OF THE MEETINGS

### i. Poll Results in Respect of the Resolutions Proposed at the AGM

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

Resolutions		Number of Votes Cast and Approximate Percentage of Total Number of Votes Cast		Total Number of Votes
		For	Against	
<b>Ordinary Resolutions</b>				
1	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2022	340,775,907 (99.98%)	70,000 (0.02%)	340,845,907
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022	340,775,907 (99.98%)	70,000 (0.02%)	340,845,907
3	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") and the report of the auditors of the Company for the year ended 31 December 2022	340,775,907 (99.98%)	70,000 (0.02%)	340,845,907
4	To authorise the Board to decide the matters relating to no payment of final dividend for the year ended 31 December 2022	332,243,296 (97.48%)	8,602,611 (2.52%)	340,845,907
5A	To re-appoint PricewaterhouseCoopers as the Company's international auditors and to authorise the Board to fix their remuneration	340,845,907 (100.00%)	0 (0.00%)	340,845,907
5B	To re-appoint PricewaterhouseCoopers Zhongtian CPAs as the Company's PRC statutory auditors and to authorise the Board to fix their remuneration	340,845,907 (100.00%)	0 (0.00%)	340,845,907
6A	To consider and approve the re-election of Mr. Gao Lin as an executive Director of the Company and to authorise the Board to fix his remuneration	340,843,907 (99.99%)	2,000 (0.01%)	340,845,907
6B	To consider and approve the re-election of Mr. Gao Jun as an executive Director of the	340,843,907 (99.99%)	2,000 (0.01%)	340,845,907

	Company and to authorise the Board to fix his remuneration			
6C	To consider and approve the re-election of Mr. Jin Jixiang as an executive Director of the Company and to authorise the Board to fix his remuneration	340,843,907 (99.99%)	2,000 (0.01%)	340,845,907
6D	To consider and approve the election of Mr. Xu Gang as an executive Director of the Company and to authorise the Board to fix his remuneration	340,843,907 (99.99%)	2,000 (0.01%)	340,845,907
6E	To consider and approve the election of Mr. Wang Rongbiao as an executive Director of the Company and to authorise the Board to fix his remuneration	340,843,907 (99.99%)	2,000 (0.01%)	340,845,907
6F	To consider and approve the election of Mr. Pang Baogen as a non-executive Director of the Company and to authorise the Board to fix his remuneration	340,845,907 (100.00%)	0 (0.00%)	340,845,907
6G	To consider and approve the re-election of Mr. Fung Ching, Simon, as a non-executive Director of the Company and to authorise the Board to fix his remuneration	340,584,115 (99.92%)	261,792 (0.08%)	340,845,907
6H	To consider and approve the re-election of Mr. Chan, Dennis Yin Ming as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration	340,584,115 (99.92%)	261,792 (0.08%)	340,845,907
6I	To consider and approve the re-election of Mr. Li Wangrong as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration	340,202,115 (99.81%)	643,792 (0.19%)	340,845,907
6J	To consider and approve the re-election of Ms. Liang Jing as an independent non-executive Director of the Company and to authorise the Board to fix her remuneration	340,845,907 (100.00%)	0 (0.00%)	340,845,907
6K	To consider and approve the election of Mr. Xiao Jianmu as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration	340,845,907 (100.00%)	0 (0.00%)	340,845,907
7A	To consider and approve the re-election of Mr. Zhang Xindao as an independent Supervisor of the Company and to authorize the Board to fix his remuneration	340,845,907 (100.00%)	0 (0.00%)	340,845,907
7B	To consider and approve the re-election of Mr. Kong Xiangquan as a Supervisor of the	340,592,115 (99.93%)	253,792 (0.07%)	340,845,907

	Company and to authorise the Board to fix his remuneration			
<b>Special Resolutions</b>				
9	To consider and approve the general mandate to allot and issue new shares	334,425,227 (98.12%)	6,420,680 (1.88%)	340,845,907
10	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the AGM	340,845,907 (100.00%)	0 (0.00%)	340,845,907
11	To consider and approve the general mandate to issue green bond not exceeding RMB2 billion	335,858,796 (98.54%)	4,987,111 (1.46%)	340,845,907
12	To consider and approve the amendments to the articles of association of the Company	340,845,907 (100.00%)	0 (0.00%)	340,845,907

As more than 1/2 votes were casted in favour of the ordinary resolutions numbered 1 to 7B, the ordinary resolutions were duly passed as ordinary resolutions of the Company by way of poll.

As more than 2/3 votes were casted in favour of the special resolutions numbered 9 to 12, the special resolutions were duly passed as special resolutions of the Company by way of poll.

**ii. Poll Results in Respect of the Special Resolution Proposed at the H Shares Class Meeting**

The poll results in respect of the special resolution are as follows:

Special Resolution		Number of Votes Cast and Approximate Percentage of Total Number of Votes Cast		Total Number of Votes
		For	Against	
1	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the H Shares Class Meeting	6,426,680 (99.38%)	40,000 (0.62%)	6,466,680

As more than 2/3 votes were casted in favour of the above special resolution, the special resolution was duly passed as special resolution of the Company by way of poll.

**iii. Poll Results in Respect of the Special Resolution Proposed at the Domestic Shares Class Meeting**

The poll results in respect of the special resolution are as follows:

Special Resolution		Number of Votes Cast and Approximate Percentage of Total		Total Number of Votes
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		Number of Votes Cast		
		For	Against	
1	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the Domestic Shares Class Meeting	334,379,227 (100.00%)	0 (0.00%)	334,379,227

As more than 2/3 votes were casted in favor of the above special resolution, the special resolution was duly passed as special resolution of the Company by way of poll.

All Directors attended the AGM, H Shares Class Meeting and Domestic Shares Class Meeting in person or by electronics means.

By order of the Board  
**Baoye Group Company Limited\***  
**Pang Baogen**  
Chairman

Zhejiang Province, the PRC  
16 June 2023

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Gao Lin, Mr. Gao Jun, Mr. Jin Jixiang, Mr. Xu Gang and Mr. Wang Rongbiao; and two non-executive Director, namely Mr. Pang Baogen and Mr. Fung Ching, Simon and four independent non-executive Directors, namely Mr. Chan, Dennis Yin Ming, Mr. Li Wangrong, Ms.Liang Jing and Mr. Xiao Jianmu.*

\* *For identification purpose only*