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Narnia (Hong Kong) Group Company Limited

納尼亞(香港)集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8607)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 14 MAY 2020

Reference is made to the circular (the “**Circular**”) of Narnia (Hong Kong) Group Company Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) both dated 1 April 2020. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the resolutions as set out in the Notice were duly passed at the AGM held at the Head Office conference room, Jiapu Economic Development Area, Changxing County, Huzhou City, Zhejiang Province, the PRC on Thursday, 14 May 2020.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) entitling the holders to attend and vote for or against the resolutions put forward at the AGM (the “**AGM Resolutions**”) was 800,000,000 Shares. Shareholders or their proxies holding an aggregate of 594,450,000 Shares with voting rights in the Company, representing approximately 74.3% of the total number of issued Shares, attended the AGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on the AGM Resolutions. There were no Shares entitling Shareholders to attend and abstain from voting in favour of the AGM Resolutions as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the AGM Resolutions.

The AGM was chaired by Mr. Dai Shunhua, the chairman of the Board and an executive Director. A poll was demanded by the chairman of the AGM for voting on the AGM Resolutions pursuant to the articles of association of the Company. After due consideration, the AGM Resolutions were passed at the AGM by way of poll by Shareholders and their proxies. The poll results in respect of the AGM Resolutions were as follows:

Ordinary Resolutions		Number of Votes (approximately %)	
		For	Against
1	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) of the Company and auditor of the Company for the year ended 31 December 2019.	594,450,000 (100%)	0 (0%)
2	To re-elect Mr. Dai Shunhua as an executive Director of the Company and to authorise the board (the “ Board ”) of Directors of the Company to fix his remuneration.	594,450,000 (100%)	0 (0%)
3	To re-elect Ms. Song Xiaoying as an executive Director of the Company and to authorise the Board to fix her remuneration.	594,450,000 (100%)	0 (0%)
4	To re-elect Mr. Song Jun as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.	594,450,000 (100%)	0 (0%)
5	To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration.	594,450,000 (100%)	0 (0%)
6	To grant a general mandate to the Directors to allot, issue and deal with additional Shares of the Company not exceeding 20% of the issued share capital of the Company (ordinary resolution numbered 6 in the notice of the AGM).	594,450,000 (100%)	0 (0%)
7	To grant a general mandate to the Directors to repurchase the Company’s Shares not exceeding 10% of the issued share capital of the Company (ordinary resolution numbered 7 in the notice of the AGM).	594,450,000 (100%)	0 (0%)
8	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares of the Company by the number of Shares repurchased by the Company (ordinary resolution numbered 8 in the notice of the AGM).	594,450,000 (100%)	0 (0%)

Please refer to the Notice for the full version of the above AGM Resolutions.

As more than half of the votes were cast in favour of each of the AGM Resolutions, all the AGM Resolutions were duly passed as ordinary resolutions.

SCRUTINEER

The vote-taking and poll results of the AGM were scrutinised by Huzhou Litian Certified Public Accountants (湖州立天會計師事務所) whose work was limited to certain procedures requested by the Company to agree the poll results summary to voting papers collected and provided by the Company. The work performed by Huzhou Litian Certified Public Accountants in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By order of the Board
Narnia (Hong Kong) Group Company Limited
Mr. Dai Shunhua
Chairman

Zhejiang, the PRC, 14 May 2020

As at the date of this announcement, the executive Directors are Mr. Dai Shunhua, Ms. Song Xiaoying and Mr. Wang Yongkang, and the independent non-executive Directors are Dr. Liu Bo, Mr. Song Jun and Mr. Yu Chung Leung.

*This announcement, for which the Directors of Narnia (Hong Kong) Group Company Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com and the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.narnia.hk.