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COGOBUY GROUP

科通芯城集團

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 400)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 10 JUNE 2020
AND
RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting (the “AGM”) of Cogobuy Group (the “Company”) held on 10 June 2020, all the proposed resolutions as set out in the notice of the AGM dated 29 April 2020 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2019.	989,357,090 (100.00%)	0 (0.00%)
2(a).	To re-elect Mr. Ye Xin as an independent non-executive director of the Company.	989,199,179 (99.98%)	181,213 (0.02%)
2(b).	To re-elect Dr. Ma Qiyuan as an independent non-executive director of the Company.	989,277,179 (99.99%)	103,213 (0.01%)
2(c).	To re-designate Ms. Ni Hong, Hope as a non-executive director of the Company.	989,271,179 (99.99%)	109,213 (0.01%)
3.	To authorize the board of directors of the Company to fix the respective remuneration of the directors of the Company.	989,380,392 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To re-appoint SHINEWING (HK) CPA Limited as the Company's auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix their remuneration.	989,277,179 (99.99%)	103,213 (0.01%)
5.	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	989,380,392 (100.00%)	0 (0.00%)
6.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	985,911,477 (99.65%)	3,468,915 (0.35%)
7.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares of the Company under resolution number 6 to include the aggregate number of the shares repurchased by the Company pursuant to the general mandate to repurchase shares under resolution number 5.	985,911,477 (99.65%)	3,468,915 (0.35%)
8.	To give a specific mandate to the directors of the Company to issue, allot, procure the transfer of and otherwise deal with not more than 3% of the total number of issued shares of the Company as at the date of passing of this resolution in connection with the restricted share unit scheme of the Company.	986,092,690 (99.67%)	3,287,702 (0.33%)

* The full text of the resolutions nos. 5, 6, 7 and 8 above are set out in the notice of the AGM dated 29 April 2020.

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 1,420,098,732 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 1,420,098,732 shares.

- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

None of the shareholders is required under the Listing Rules to abstain from voting on any of the resolution at the AGM.

- (e) The trustees of the restricted share unit scheme, Computershare Hong Kong Trustees Limited and The Core Trust Company Limited, had not exercised the voting rights in respect of any shares held under trust and had therefore abstained from voting on the resolution numbered 8 at the AGM.
- (f) Save as disclosed above, none of the shareholders of the Company have stated their intention in the Company’s circular dated 29 April 2020 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR

Following the approval of the resolution numbered 2(c) above by the shareholders of the Company at the AGM, the board of directors of the Company is pleased to announce that Ms. Ni Hong, Hope (“**Ms. Ni**”) has been formally re-designated as a non-executive director of the Company with effect from 10 June 2020.

The biographical details of Ms. Ni are set out below:

Ms. Ni, aged 48, is currently serving as an independent director of ATA Creativity Global (formerly known as ATA Inc.), a NASDAQ listed company (NASDAQ: AACG). Ms. Ni is also currently serving as an independent non-executive director of Digital China Holdings Limited (stock code: 861), a company listed on the Stock Exchange.

Previously, Ms. Ni served as a director of ATA Online (Beijing) Education Technology Co., Limited, a company formerly listed on NEEQ (NEEQ: 835079), from July 2015 to August 2018, an independent director of JA Solar Holdings, Co. Ltd, a NASDAQ listed company (NASDAQ: JASO) from August 2009 to July 2018, a director of KongZhong Corporation, a company formerly listed on NASDAQ, from January 2007 to March 2017 and the chief financial officer and director of Viewtran Group, Inc. (“**Viewtran**”), a former NASDAQ listed company (OTCMKTS: VIEWF) from August 2004 to January 2008 and subsequently served as its vice chairman until early 2009. Prior to joining Viewtran, Ms. Ni spent six years serving as a practicing attorney at Skadden, Arps, Slate, Meagher & Flom LLP in New York and Hong Kong, specializing in corporate finance. Prior to that, Ms. Ni worked at Merrill Lynch’s investment banking division in New York.

Ms. Ni obtained her Juris Doctor degree from the University of Pennsylvania Law School in 1998 and her bachelor’s degree in applied economics and business management from Cornell University in 1994.

The Company has entered into a letter of appointment with Ms. Ni regarding her re-designation as a non-executive director of the Company for a period of three years commencing from 10 June 2020, subject to retirement as and when required under the articles of association of the Company and subject to the terms and conditions specified in the appointment letter. Ms. Ni is entitled to a director's fee of HK\$300,000 per annum and a discretionary bonus in accordance with her appointment letter which is determined in accordance with the policy reviewed by the Remuneration Committee of the Company, based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers.

Save as disclosed above, at the date of this announcement, Ms. Ni (i) does not hold any other position with the Company and other members of the Company and its subsidiaries; (ii) is not related to any directors, senior management, substantial or controlling shareholders of the Company; (iii) has not held other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualifications; and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with Ms. Ni and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

By Order of the Board

COGOBUY GROUP

KANG Jingwei, Jeffrey

Chairman, Executive Director and Chief Executive Officer

Shenzhen, the People's Republic of China, 10 June 2020

As at the date of this announcement, the executive directors of the Company are Mr. KANG Jingwei, Jeffrey and Mr. WU Lun Cheung Allen; the non-executive director of the Company is Ms. NI Hong, Hope; and the independent non-executive directors of the Company are Mr. YE Xin, Dr. MA Qiyuan and Mr. HAO Chunyi, Charlie.