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## **CITYCHAMP WATCH & JEWELLERY GROUP LIMITED**

**冠城鐘錶珠寶集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 256)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 25 MARCH 2021**

**Independent financial adviser to the Independent Board Committee  
and the Independent Shareholders**



References are made to the circular of Citychamp Watch & Jewellery Group Limited (the “**Company**”) in relation to, among other things, the very substantial disposal and connected transaction and special dividend (the “**Circular**”), and the notice of extraordinary general meeting (the “**Notice of EGM**”) both dated 25 February 2021. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The board of directors (the “**Board**”) of the Company is pleased to announce that the ordinary resolutions set out in the Notice of EGM were duly passed by the Independent Shareholders by way of poll at the EGM held on 25 March 2021.

Tricor Secretaries Limited, the Hong Kong share registrar and transfer office of the Company, acted as scrutineer for the vote-taking at the EGM.

The poll results in respect of the resolutions proposed at the EGM were as follows:

Ordinary Resolutions <sup>(Note)</sup>		Number of Votes (%)	
		For	Against
1.	<p>(a) To approve, confirm and ratify the conditional sale and purchase agreement dated 16 December 2020 (the “<b>Agreement</b>”) entered into between the Company, Tycoon Idea Global Limited and Sincere View International Limited and the transactions contemplated thereunder; and</p> <p>(b) To authorize any one director of the Company to do all such further acts and things and to sign and execute all such documents, under hand or under the common seal of the Company (or otherwise as a deed) as appropriate, and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the Agreement and the transactions contemplated thereunder or incidental thereto.</p>	246,709,951 (99.9999%)	10 (0.0001%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.	Subject to passing of the above resolution no. 1 and Completion (as defined in the circular of the Company dated 25 February 2021) having taken place, a special dividend of not less than HK\$0.13 per share be declared and paid in the capital of the Company (the “ <b>Special Dividend</b> ”) to the shareholders of the Company whose names appear on the register of members of the Company on the record date to be fixed by the board of directors of the Company for determining the entitlements to the Special Dividend and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.	246,709,951 (99.9999%)	10 (0.0001%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

*Note:* Full text of the resolutions proposed at the EGM was set out in the Notice of EGM.

As more than 50% of the votes were cast in favour of the above resolutions, the above resolutions were passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of shares in issue of the Company is 4,351,888,206 shares. Based on the knowledge of the Company and after having made all reasonable enquiries, Mr. Hon, his associates and deemed connected persons as defined under Rule 14A.21 of the Listing Rules hold in aggregate 3,232,413,515 shares of the Company. Pursuant to Rule 14A.36 of the Listing Rules, they were required to, and did, abstain from voting on the resolutions numbered 1 to 2. Accordingly, the total number of shares of the Company entitling the Independent Shareholders to attend the EGM and vote for or against the resolutions numbered 1 to 2 was 1,119,474,691 shares.

Save as disclosed above, there were no Shares entitling the Shareholders to attend the EGM and abstain from voting in favour of the ordinary resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules and there were no other Shareholders required to abstain from voting under the Listing Rules. No Shareholder had stated his intention in the Circular to vote against the ordinary resolutions proposed at the EGM.

As the resolution numbered 1 was approved by the Independent Shareholders of the Company, part of the Conditions of the Sale and Purchase Agreement has been fulfilled. The Completion of the Disposal is subject to the satisfaction or waiver (where applicable) of a number of Conditions and, accordingly, may or may not proceed.

**Shareholders and potential investors should exercise caution when dealing in the Shares of the Company.**

By Order of the Board  
**Citychamp Watch & Jewellery Group Limited**  
**Fong Chi Wah**  
*Chief Financial Officer & Company Secretary*

Hong Kong, 25 March 2021

*As at the date of this announcement, the Board of the Company comprises Mr. Hon Kwok Lung, Mr. Shang Jianguang, Mr. Shi Tao, Mr. Lam Toi Man, Mr. Bi Bo, Ms. Sit Lai Hei, Mr. Hon Hau Wong and Mr. Teguh Halim as the Executive Directors and Dr. Kwong Chun Wai, Michael, Mr. Zhang Bin, Mr. Kam, Eddie Shing Cheuk and Mr. Li Ziqing as the Independent Non-Executive Directors.*