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## SUN ART RETAIL GROUP LIMITED

高鑫零售有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 06808)

### POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 24 SEPTEMBER 2021

Reference is made to the circular (the “**Circular**”) of Sun Art Retail Group Limited (the “**Company**”) dated 7 September 2021, incorporating, among others, the notice (the “**Notice**”) of extraordinary general meeting of the Company (the “**EGM**”) held on 24 September 2021. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

#### RESULTS OF THE EGM

At the EGM, the proposed ordinary resolutions (“**Ordinary Resolutions**”) and the proposed special resolution (“**Special Resolution**”) as set out in the Notice were taken by poll. The poll results in respect of the Ordinary Resolutions and the Special Resolution proposed at the EGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	<p>“<b>THAT</b></p> <p>(a) the form and substance of the 2021 Master Supply Agreement dated 22 June 2021 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;</p> <p>(b) the proposed annual caps for the transactions contemplated under the category of the “Sale of Goods and Services by the Group to Alibaba Affiliates” for the years ended 31 March 2022, 31 March 2023 and 31 March 2024 be and are hereby approved, confirmed and ratified;</p> <p>(c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above.”</p>	<p>777,539,738 (100.000000%)</p>	<p>0 (0.000000%)</p>

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	<p><b>“THAT</b></p> <p>(a) the form and substance of the 2021 Master Business Cooperation Agreement dated 22 June 2021 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;</p> <p>(b) the proposed annual caps for the transactions contemplated under the category of the “Business Cooperation between the Group and Alibaba Affiliates” for the years ended 31 March 2022, 31 March 2023 and 31 March 2024 be and are hereby approved, confirmed and ratified;</p> <p>(c) any one Director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds, instruments (including affixing the common seal of the Company thereon) and take all such steps and execute such other documents as the Director in his or her opinion and absolute direction may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with (a) and (b) above.”</p>	777,539,738 (100.000000%)	0 (0.000000%)
Special Resolution		Number of Votes (%)	
		For	Against
3.	<p><b>“THAT</b> the Proposed Amendment to the Articles of Association of the Company be and are hereby approved and that the Directors be and are hereby authorised to do all things necessary to implement the said proposed amendment to the articles of association of the Company.”</p>	8,132,504,982 (98.156940%)	152,701,337 (1.843060%)

As a majority of the votes were cast in favour of each of the Ordinary Resolutions, such resolutions were duly passed as ordinary resolutions of the Company. In addition, as more than 75% of the votes were cast in favour of the Special Resolution, such resolution was duly passed as a special resolution of the Company.

As at the date of the EGM, the total number of issued shares of the Company in issue was 9,539,704,700 Shares, which was the total number of shares of the Company entitling the holders to attend and vote on the Special Resolution at the EGM. As disclosed in the Circular, Alibaba Holding (through its subsidiaries and/or associates, indirectly holds 7,507,666,581 Shares, representing approximately 78.70% of the total issued Shares of the Company, in aggregation), and its Affiliates, being considered to have material interests in respect of the Ordinary Resolutions had abstained from voting in relation to the relevant resolutions. Accordingly, the Independent Shareholders holding a total of 2,032,038,119 Shares, representing approximately 21.30% of the total issued Shares, were entitled to attend and vote for or against the Ordinary Resolutions at the EGM.

Save as disclosed above, there was no restriction on any Shareholder casting votes on the Ordinary Resolutions and the Special Resolution at the EGM and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolutions and the Special Resolution at the EGM. There was no Share entitling the holder to attend and vote only against the Ordinary Resolutions and the Special Resolution at the EGM.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

By order of the Board  
**Sun Art Retail Group Limited**  
**LIN Xiaohai**  
*Executive Director and Chief Executive Officer*

Hong Kong, 24 September 2021

As at the date of this announcement, the Directors are:

*Executive Director:*

LIN Xiaohai (Chief Executive Officer)

*Non-executive Directors:*

HUANG Ming-Tuan (Chairman)

XU Hong

*Independent Non-executive Directors:*

Karen Yifen CHANG

Dieter YIH

Charles Sheung Wai CHAN