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Jiyi Holdings Limited
集一控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1495)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 9 DECEMBER 2022

The Board is pleased to announce that all the Resolutions as set out in the EGM Notice were duly passed by the Shareholders by poll at the EGM.

The Share Consolidation and the Change in Board Lot Size will become effective on 13 December 2022.

Upon the Share Consolidation becoming effective on 13 December 2022, adjustments will be made to (i) the exercise price of each of the Outstanding Convertible Bonds and the outstanding Share Options; and (ii) the number of the Consolidated Shares falling to be issued upon the exercise of each of the Outstanding Convertible Bonds and the outstanding Share Options.

References are made to the notice of extraordinary general meeting of Ji Yi Holdings Limited (the “**Company**”) dated 24 November 2022 (the “**EGM Notice**”) and the circular of the Company dated 24 November 2022 (the “**Circular**”) in relation to the Company’s extraordinary general meeting held on 9 December 2022 (the “**EGM**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING

The EGM was held at the conference room of Room 6408, 64/F, Tower A, Riverfront Times Square, 9289 Binhe Road, Futian District, Shenzhen (深圳市福田區濱河大道9289號京基濱河時代大廈A座64樓6408) on Friday, 9 December 2022 at 11:00 a.m. The Board comprises of seven Directors, and all directors of the Company, namely Ms. Hou Wei, Mr. Liu Xianxiu, Mr. Yang Baikang, Mr. Hou Bo, Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang attended the EGM. Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineer at the EGM for the purpose of vote-taking.

The number of issued Shares as at the date of the EGM was 1,318,827,612 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM (the “**Resolution(s)**”). To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, there were (i) no Shareholder that was required under the Listing Rules to abstain from voting at the EGM; (ii) no Shares entitling the Shareholder to attend and abstain from voting in favour of any of the Resolutions at the EGM; (iii) no restriction on any Shareholders casting votes on any of the Resolutions at the EGM; (iv) no Shareholder who was entitled to attend and vote at the EGM but was only entitled to vote against any of the Resolutions at the EGM; and (v) no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the EGM.

The Board is pleased to announce that all the Resolutions were duly passed by the Shareholders by poll at the EGM, and the poll results of voting at the EGM were as follows:

ORDINARY RESOLUTION	Number of votes cast (approximate percentage of total number of votes cast)	
	For	Against
To approve the Share Consolidation and all such relevant actions contemplated thereunder as set out in the notice convening the EGM.	578,596,209 95.46%	27,504,000 4.54%
SPECIAL RESOLUTION		
To approve the Capital Reduction, the Share Sub-Division and all such relevant actions contemplated thereunder as set out in the notice convening the EGM.	578,596,209 95.46%	27,504,000 4.54%

As more than 50% of the votes were cast in favour of the above Resolution in connection with the Share Consolidation, such Resolution was duly passed as an ordinary resolution of the Company.

As no less than 75% of the votes were cast in favour of the above Resolution in connection with the Capital Reduction and the Share Sub-Division, such Resolution was duly passed as a special resolution of the Company.

The Resolutions above are disclosed by way of a summary only. Please refer to the full text of the Resolutions as set out in the EGM Notice for details.

SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board is also pleased to announce that the Share Consolidation and the Change in Board Lot Size will become effective on 13 December 2022. Please refer to the Circular for (i) the timetable; (ii) the trading arrangements; (iii) the services provided regarding odd lot matching and the exchange of share certificates in respect of the Share Consolidation; and (iv) other details of the Share Consolidation and the Change in Board Lot Size. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from green to yellow.

ADJUSTMENTS TO OUTSTANDING CONVERTIBLE BONDS

As at the date of this announcement, there are Outstanding Convertible Bonds in the principal amount of HK\$41,555,555 which is convertible into 41,555,555 Existing Shares at the conversion price of HK\$1.0 per Share.

Upon the Share Consolidation becoming effective on 13 December 2022, the following adjustments will be made to the exercise price of the Outstanding Convertible Bonds and the number of Consolidated Shares falling to be issued upon the exercise of the Outstanding Convertible Bonds:

	Prior to adjustment		Upon adjustment	
	Exercise price per Existing Share (HK\$)	Number of Existing Shares to be issued upon full exercise of the Outstanding Convertible Bonds	Adjusted exercise price per Consolidated Share (HK\$)	Adjusted number of Consolidated Shares to be issued upon full exercise of the Outstanding Convertible Bonds
Outstanding Convertible Bonds	1.00	41,555,555	5.00	8,311,111

The auditor of the Company, McMillan Woods (Hong Kong) CPA Limited, has confirmed to the Directors in writing that the adjustments made to the exercise price of the Outstanding Convertible Bonds and the number of the Consolidated Shares falling to be issued upon the exercise of the Outstanding Convertible Bonds are in compliance with the requirements set out in the relevant terms of the Outstanding Convertible Bonds.

ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS

As at the date of this announcement, there are outstanding Share Options exercisable into 37,118,000 Existing Shares pursuant to the terms and conditions of the Share Option Scheme. There were 9,000,000 of such outstanding Share Options granted to the Directors or substantial Shareholder(s), or any of their respective associates (as defined in the Listing Rules), details of which can be referred from the announcement of the Company dated 27 July 2022.

Upon the Share Consolidation becoming effective on 13 December 2022, the following adjustments will be made to the exercise price of the outstanding Share Options and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding Share Options in accordance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note immediately after the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 (the “**Stock Exchange Supplementary Guidance**”):

Date of grant	Prior to adjustment		Upon adjustment	
	Exercise price per Existing Share (HK\$)	Number of Existing Shares to be issued upon full exercise of the outstanding Share Options	Adjusted exercise price per Consolidated Share (HK\$)	Adjusted number of Consolidated Shares to be issued upon full exercise of the outstanding Share Options
27 July 2022	0.56	37,118,000	2.80	7,423,600

5,000,000 out of the 37,118,000 outstanding Share Options stipulated above were granted to and unexercised by the Directors. Details of those Directors and the adjustments to be made to the exercise price of those outstanding Share Options and the number of Consolidated Shares falling to be issued upon full exercise of those outstanding Share Options are as follows:

Name of director	Date of grant	Prior to adjustment		Upon adjustment	
		Exercise price per Existing Share (HK\$)	Number of Existing Shares to be issued upon full exercise of the outstanding Share Options	Adjusted exercise price per Consolidated Share (HK\$)	Adjusted number of Consolidated Shares to be issued upon full exercise of the outstanding Share Options
Mr. Liu Xianxiu	27 July 2022	0.56	1,000,000	2.80	200,000
Mr. Yang Baikang	27 July 2022	0.56	1,000,000	2.80	200,000
Mr. Ye Yihui	27 July 2022	0.56	1,000,000	2.80	200,000
Mr. Hou Lianchang	27 July 2022	0.56	1,000,000	2.80	200,000
Mr. Ho Hin Yip	27 July 2022	0.56	1,000,000	2.80	200,000
			5,000,000		1,000,000

Among them, Mr. Liu Xianxiu and Mr. Yang Baikang are executive Directors, Mr. Ye Yihui, Mr. Hou Lianchang and Mr. Ho Hin Yip are independent non-executive Directors.

The auditor of the Company, McMillan Woods (Hong Kong) CPA Limited, has confirmed to the Directors in writing that the adjustments made to the exercise prices of the outstanding Share Options and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding Share Options are in accordance with the terms of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Stock Exchange Supplementary Guidance.

Save and except for the above adjustments with respect to the Outstanding Convertible Bonds and the outstanding Share Options, all other terms and conditions on the Outstanding Convertible Bonds and the outstanding Share Options remain unchanged.

UPDATE ON THE CAPITAL REDUCTION AND THE SHARE SUB-DIVISION

Subsequent to the passing of the special resolution in connection with the Capital Reduction and the Share Sub-Division, the Capital Reduction and the Share Sub-Division are still subject to certain conditions as set out in the paragraph headed “**Letter from the Board – Proposed Capital Reorganisation – Conditions of the Capital Reduction and the Share Sub-Division**” in the Circular.

Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Capital Reduction and the Share Sub-Division as and when appropriate and in accordance with the Listing Rules.

By order of the Board
Jiyi Holdings Limited
Hou Wei
Chairlady

Hong Kong, 9 December 2022

As at the date of this announcement, the Board comprised Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang as executive directors of the Company, Mr. Hou Bo as the non-executive director of the Company, and Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang are the independent non-executive directors of the Company.