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CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 162)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 29 DECEMBER 2022**

The Board is pleased to announce that the proposed special resolution was duly passed by the Independent Shareholders by way of poll at the SGM held on 29 December 2022.

References are made to the circular (the “**Circular**”) and the notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of Century Ginwa Retail Holdings Limited (the “**Company**”) both dated 7 December 2022. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the special resolution (the “**Resolution**”) set out in the SGM Notice was duly passed by way of poll by the Independent Shareholders at the SGM held on 29 December 2022. The Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer for vote-taking at the SGM. Mr. Qin Chuan, an executive Director and the chief executive officer of the Company, and Mr. Tsang Kwok Wai, an independent non-executive Director of the Company, attended the SGM physically. Mr. Tsang Kwok Wai chaired the SGM.

Details of the poll results in respect of the Resolution are as follows:

SPECIAL RESOLUTION ¹	Number of votes (%) ²	
	FOR	AGAINST
(a) the Agreement entered into between Glory Keen and the Company in relation to the proposed Share Buy-back at the consideration of HK\$247,184,318 be and is hereby approved;	336,173,755 (89.72%)	38,502,000 (10.28%)
(b) the Share Buy-back and the transactions contemplated under the Agreement be and are hereby approved; and		
(c) the directors of the Company be and are hereby authorised to do all such acts for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder (including the cancellation of the Buy-back Shares).		

Notes:

1. The full text of the Resolution is set out in the SGM Notice.
2. All percentages are rounded to 2 decimal places.

As more than 75% of the votes were cast in favour of the Resolution by the Independent Shareholders, the Resolution was duly passed as a special resolution by the Independent Shareholders at the SGM.

As at the date of the SGM, there were 1,149,694,715 Ordinary Shares in issue, and Glory Keen directly holds 322,727,272 Ordinary Shares, representing approximately 28.07% of the total number of Ordinary Shares in issue. Since Glory Keen was materially interested in the Agreement and the transactions contemplated thereunder, it had abstained from voting at the SGM as required under the Share Buy-backs Code and the Listing Rules.

Accordingly, the total number of Ordinary Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the SGM was 826,967,443 Ordinary Shares, representing approximately 71.93% of the total number of Ordinary Shares in issue. Save as disclosed above, no other Shareholder was required to abstain from voting on the Resolution at the SGM.

As at the date of the SGM, Mr. Ge Xin, the spouse of Ms. Wan Qing, an executive Director, was beneficially interested in 123,500 Ordinary Shares. As disclosed in the Circular, Mr. Ge Xin had indicated to the Company that he did not intend to vote his Ordinary Shares at the SGM. Save as disclosed above, there were no parties who had stated their intention in the Circular to vote against the Resolution proposed at the SGM or to abstain from voting.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the Company's shareholding structure (i) as at the date of this announcement and (ii) immediately upon Completion and cancellation of the Preferred Shares assuming there is no other change in the issued share capital and the shareholding structure of the Company from the date of this announcement up to Completion and cancellation of the Preferred Shares:

Name of Shareholder	As at the date of this announcement		Immediately upon Completion and cancellation of the Preferred Shares	
	Number of Shares held	Approximate%	Number of Shares held	Approximate%
Ordinary Shares				
Qujiang Investment ⁽¹⁾	336,166,156	29.24	336,166,156	29.24
Glory Keen and its parties acting in concert ⁽²⁾	322,727,272	28.07	322,727,272	28.07
Mr. Ge Xin ⁽³⁾	123,500	0.01	123,500	0.01
Public Shareholders	490,677,787	42.68	490,677,787	42.68
Total	1,149,694,715	100	1,149,694,715	100
Preferred Shares				
Glory Keen ⁽²⁾	1,177,068,181	100	–	–
Total	1,177,068,181	100	–	–

Notes:

- (1) Qujiang Investment held 336,166,156 Ordinary Shares. Xi'an Qujiang Cultural Financial Holdings (Group) Co. Ltd. holds the entire issued share capital of Qujiang Investment. Each of Xi'an Qujiang New District Management Committee and Xi'an Qujiang Cultural Holding Company Limited beneficially owns 80.05% and 19.95% equity interests in Xi'an Qujiang Cultural Financial Holdings (Group) Co. Ltd., respectively. Each of Xi'an Qujiang New District Management Committee and Xi'an Qujiang Cultural Industry Development Center owns 99.90% and 0.10% equity interest in Xi'an Qujiang Cultural Holding Company Limited, respectively. As such, Xi'an Qujiang Cultural Financial Holdings (Group) Co. Ltd. and Xi'an Qujiang New District Management Committee (each a state-owned enterprise) were deemed to be interested in 336,166,156 Ordinary Shares by virtue of the shareholding in Qujiang Investment.

- (2) *The long position of 322,727,272 Ordinary Shares represents the 322,727,272 Ordinary Shares held by Glory Keen. Hony Capital Fund 2008, L.P. holds the entire issued share capital of Glory Keen. Hony Capital Fund 2008 GP, L.P. is the sole general partner of Hony Capital Fund 2008, L.P. Hony Capital Fund 2008 GP Limited, a wholly-owned subsidiary of Hony Group Management Limited, is the sole general partner of Hony Capital Fund 2008 GP, L.P. Hony Managing Partners Limited and Right Lane Limited owns 80% and 20% equity interests in Hony Group Management Limited, respectively. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited. Exponential Fortune Group Limited is a company held as to 49% by Mr. Zhao John Huan, 25.5% by Mr. Cao Yonggang and 25.5% by Mr. Xu Minsheng. Right Lane Limited is a company wholly-owned by Legend Holdings Corporation (聯想控股股份有限公司), a joint stock limited liability company incorporated under the laws of PRC and its overseas listed shares are listed on the Main Board of the Stock Exchange (Stock Code: 03396). Each of the above-mentioned parties is therefore deemed to be interested in the interest held by Glory Keen.*
- (3) *Mr. Ge Xin, the spouse of Ms. Wan Qing, an executive Director, was beneficially interested in 123,500 Ordinary Shares. Therefore, Ms. Wan Qing was deemed to be interested in 123,500 Ordinary Shares in the Company.*

GRANT OF APPROVAL FOR THE SHARE BUY-BACK

On 28 December 2022, the Executive has granted approval for the Share Buy-back, conditional upon, among other things, approval of the Share Buy-back by at least three-fourths of the votes cast on a poll by the Independent Shareholders in attendance in person or by proxy at the SGM.

By order of the Board
Century Ginwa Retail Holdings Limited
Leung Kee Wai
Company Secretary

Hong Kong, 29 December 2022

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Yao Jiangang, Mr. Qin Chuan and Ms. Wan Qing; two non-executive Directors, being Mr. Huang Zhihua and Mr. Chen Shuai, and three independent non-executive Directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Ms. Song Hong.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.