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MEGAIN Holding (Cayman) Co., Ltd.

美佳音控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6939)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 9 JUNE 2023
AND
DISTRIBUTION OF THE FINAL DIVIDEND**

Reference is made to the circular (the “**Circular**”) of MEGAIN Holding (Cayman) Co., Ltd. (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) both dated 27 April 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The board of directors of the Company (the “**Board**” and the members of the Board, the “**Directors**”) is pleased to announce that the resolutions as set out in the Notice were duly passed at the AGM held via the e-Meeting System on Friday, 9 June 2023.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 518,750,000 Shares, which was the total number of Shares entitling shareholders of the Company (the “**Shareholders**”) to attend and vote for or against all the resolutions put forward at the AGM (the “**AGM Resolutions**”). Shareholders or their proxies holding an aggregate of 336,754,500 Shares with voting rights in the Company, representing approximately 64.92% of the total number of issued Shares, attended the AGM. No Shareholder was required under the Listing Rules to abstain from voting on the AGM Resolutions. There were no Shares entitling Shareholders to attend and abstain from voting in favour of the AGM Resolutions as set out in Rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the AGM Resolutions.

The AGM was chaired by Mr. Cheng Hsien-Wei, an executive Director. A poll was demanded by the chairman of the AGM for voting on the AGM Resolutions pursuant to the articles of association of the Company. The poll results in respect of the AGM Resolutions were as follows:

| ORDINARY RESOLUTIONS | | No. of Votes (approximate %) | |
|----------------------|---|---------------------------------|--------------------|
| | | For | Against |
| 1 | To consider and approve the audited consolidated financial statements of the Group and the reports of the directors (the “ Directors ”) of the Company and auditor of the Company for the year ended 31 December 2022. | 336,754,500 (100%) | 0 (0%) |
| 2 | To re-elect Ms. Yu Erhao as a non-executive Director of the Company and to authorise the board of Directors (the “ Board ”) of the Company to fix his remuneration. | 336,754,500 (100%) | 0 (0%) |
| 3 | To re-elect Mr. Li Huaxiong as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration. | 336,754,500 (100%) | 0 (0%) |
| 4 | To re-elect Mr. Kao Yi-Ping as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration. | 336,754,500 (100%) | 0 (0%) |
| 5 | To re-appoint BDO Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix its remuneration. | 336,754,500 (100%) | 0 (0%) |
| 6 | To declare a final dividend of RMB 3.46 cents per Share for the year ended 31 December 2022. | 336,754,500 (100%) | 0 (0%) |
| 7 | To grant a general mandate to the Directors to allot, issue and deal with additional Shares of the Company not exceeding 20% of the issued share capital of the Company. | 335,788,500 (99.71%) | 966,000 (0.29%) |
| 8 | To grant a general mandate to the Directors to repurchase the Company’s Shares not exceeding 10% of the issued share capital of the Company. | 336,754,500 (100%) | 0 (0%) |
| 9 | To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares of the Company by the number of Shares repurchased by the Company. | 335,788,500 (99.71%) | 966,000 (0.29%) |

| SPECIAL RESOLUTION | | No. of Votes (approximate %) | |
|---------------------------|--|---|----------------|
| | | For | Against |
| 10 | To approve the proposed amendments to the existing articles of association of the Company and to adopt the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company. | 336,754,500 (100%) | 0 (0%) |

Please refer to the Notice for the full version of the above AGM Resolutions.

As more than 50% of the votes were cast in favour of AGM Resolutions Nos. 1 to 9, AGM Resolutions Nos. 1 to 9 were duly passed as ordinary resolutions.

As not less than 75% of the votes were cast in favour of AGM Resolution No. 10, AGM Resolution No. 10 was duly passed as a special resolution.

In accordance with the Listing Rules, the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking at the AGM.

The executive Director, namely Mr. Cheng Hsien-Wei; the non-executive Directors, namely Mr. Lam Tsz Leung and Ms. Yu Erhao; and the independent non-executive Directors, namely Mr. Chen Mark Da-jiang, Mr. Kao Yi-Ping and Mr. Li Huaxiong attended the AGM by electronic means.

DISTRIBUTION OF THE FINAL DIVIDEND

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that the Company will distribute a final dividend of RMB 3.46 cents (equivalent to HK\$3.82 cents) per Share for the year ended 31 December 2022 on or before Friday, 30 June 2023 to the Shareholders whose names appear on the register of members of the Company at close of business on Wednesday, 21 June 2023.

For the purpose of ascertaining the Shareholders' entitlement to the final dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Friday, 16 June 2023 to Wednesday, 21 June 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for the final dividend, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 15 June 2023.

By order of the Board
MEGAIN Holding (Cayman) Co., Ltd.
Cheng Hsien-Wei
Chairman

Hong Kong, 9 June 2023

As at the date of this announcement, the Board comprises Mr. Cheng Hsien-Wei as executive Director; Mr. Lam Tsz Leung and Ms. Yu Erhao as non-executive Directors; and Mr. Chen Mark Da-jiang, Mr. Kao Yi-Ping and Mr. Li Huaxiong as independent non-executive Directors.

* *For identification purpose only*