

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Nayuki Holdings Limited

奈雪的茶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2150)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 21, 2023 AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON JUNE 21, 2023

References are made to the notice of annual general meeting (the “**AGM Notice**”) and the circular (the “**AGM Circular**”) of Nayuki Holdings Limited (the “**Company**”) both dated April 24, 2023, the announcement of the Company dated April 30, 2023 and the supplemental notice of the annual general meeting (the “**Supplemental AGM Notice**”) and the supplemental circular (the “**Supplemental AGM Circular**”) of the Company both dated June 2, 2023. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the AGM Circular and the Supplemental AGM Circular.

The board of directors (the “**Board**”) of the Company is pleased to announce that all the resolutions (the “**Resolutions**”) as set out in the AGM Notice and the Supplemental AGM Notice were duly passed by the shareholders (the “**Shareholders**”) of the Company as ordinary resolutions or special resolution by way of poll at the annual general meeting of the Company held on June 21, 2023 (the “**AGM**”).

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		No. of Votes Cast (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Directors ”) and auditor of the Company for the year ended December 31, 2022.	1,113,618,023 (99.996139%)	43,001 (0.003861%)
2.	(i) To re-elect Mr. Pan Pan as non-executive Director;	1,112,087,808 (99.858735%)	1,573,216 (0.141265%)
	(iii) To re-elect Ms. Zhang Rui as independent non-executive Director;	1,113,493,824 (99.984986%)	167,201 (0.015014%)
	(iv) To authorize the Board to fix remuneration of the Directors;	1,113,514,523 (99.986845%)	146,502 (0.013155%)
	(v) To re-elect Ms. Peng Xin as executive Director.	1,112,183,809 (99.867669%)	1,473,716 (0.132331%)
3.	To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix remuneration of auditor.	1,113,618,024 (99.996139%)	43,001 (0.003861%)
4.	(i) To grant a general mandate to the Directors to allot, issue and deal with the Company’s shares.	1,102,384,880 (98.987471%)	11,276,145 (1.012529%)
	(ii) To grant a general mandate to the Directors to repurchase the Company’s shares.	1,112,941,224 (99.935366%)	719,801 (0.064634%)
	(iii) To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by the total number of shares repurchased by the Company.	1,102,384,879 (98.987471%)	11,276,146 (1.012529%)
Special Resolution		No. of Votes Cast (%)	
		For	Against
5.	To approve the Proposed Amendments to the Articles of Association and to adopt the Amended Articles of Association in substitution for, and to the exclusion of, the Articles of Association.	1,113,618,024 (99.996139%)	43,001 (0.003861%)

Notes:

1. As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 4, the Resolutions numbered 1 to 4 proposed at the AGM were duly passed as ordinary resolutions of the Company.
2. As not less than three-fourths of votes were cast in favour of the Resolution numbered 5, the Resolution numbered 5 proposed at the AGM was duly passed as special resolution of the Company.
3. The full text of the Resolutions is set out in the AGM Notice and the Supplemental AGM Notice.
4. As at the date of the AGM, the total number of ordinary shares (the “**Shares**”) of the Company in issue was 1,715,126,147 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions proposed at the AGM. To the best of the knowledge, information and belief of the Board, and having made all reasonable enquiries:
 - (i) there were no Shareholders who were entitled to attend the AGM but was required to abstain from voting in favor of the Resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
 - (ii) none of the Shareholders was required under the Listing Rules to abstain from voting on any of the Resolutions proposed at the AGM; and
 - (iii) there was no restriction on any Shareholders to cast votes on any of the Resolutions proposed at the AGM and none of the Shareholders has stated his/her intention in the AGM Circular or Supplemental AGM Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.
5. Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong share registrar, was appointed as the scrutineer at the AGM for the purpose of vote-taking in respect of the Resolutions.
6. All Directors attended the AGM in person or by electronic means.

ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board is pleased to announce that pursuant to the above special resolution numbered 5, the Articles of Association has been amended pursuant to the Proposed Amendments with effect from June 21, 2023. Please refer to the AGM Circular for details of the Proposed Amendments. For the full text of the amended and restated articles of association of the Company, please refer to the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.naixuecha.com).

By order of the Board
Nayuki Holdings Limited
Mr. Zhao Lin
Chairman

Shenzhen, the PRC, June 21, 2023

As at the date of this announcement, the Board of the Company comprises Mr. Zhao Lin as Chairman and an Executive Director, Ms. Peng Xin and Mr. Deng Bin as Executive Directors, Mr. Pan Pan and Mr. Wong Tak-wai as Non-executive Directors, and Mr. Liu Yiwei and Ms. Zhang Rui as Independent Non-executive Directors.