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奧園健康生活集團有限公司

AOYUAN HEALTHY LIFE GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3662)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS HELD ON TUESDAY, 19 DECEMBER 2023

References are made to (a) the circular (the “**First Circular**”) and the notice (the “**First Notice**”) of the extraordinary general meeting (the “**First EGM**”) of Aoyuan Healthy Life Group Company Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) dated 14 November 2023 in relation to, among others, the 2024 Master CCT Agreements and (b) the circular (the “**Second Circular**”, together with the First Circular, the “**Circulars**”) and the notice (the “**Second Notice**”, together with the First Notice, the “**Notices**”) of the extraordinary general meeting (the “**Second EGM**”, together with the First EGM, the “**EGMs**”) of the Company dated 21 November 2023 in relation to, among others, the Proposed Change of Company Name and the Proposed Amendments. Save as defined herein, capitalised terms used in this announcement have the same meanings as defined in the Circulars and the Notices.

POLL RESULTS OF THE FIRST EGM

The Board is pleased to announce that the ordinary resolutions as set out in the First Notice (the “**Ordinary Resolutions**”) were duly passed by way of poll at the First EGM held at Event Room 1&2, Lower Ground Floor, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 19 December 2023 at 10 a.m.

As at the date of the First EGM, the total number of issued Shares of the Company was 726,250,000 Shares. In accordance with Rule 13.40 of the Listing Rules, any Shareholder with a material interest in the 2024 Master CCT Agreements and the transactions (including the proposed annual caps) contemplated thereunder and his/her/its close associate(s) is (are) required to abstain from voting at the First EGM. China Aoyuan Group Limited (“**China Aoyuan**”, together with its subsidiaries, collectively “**China Aoyuan Group**”) and its associates, indirectly holding 183,386,250 Shares, representing approximately 25.25% of the issued share capital of the Company as at the date of the First EGM, and having a material interest in the 2024 Master CCT Agreements, had abstained from voting on the Ordinary Resolutions in relation to the 2024 Master CCT Agreements and the transactions (including the proposed annual caps) contemplated thereunder at the First EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the Ordinary Resolutions was 542,863,750 Shares, representing approximately 74.75% of the issued share capital of the Company as at the date of the First EGM.

Save as disclosed above, (i) there were no Shares entitling the holders to attend and abstain from voting in favour of the Ordinary Resolutions at the First EGM as set out in Rule 13.40 of the Listing Rules; (ii) no Shareholders had stated their intention in the First Circular to vote against or abstain from voting on the Ordinary Resolutions at the First EGM; and (iii) no Shareholders were required under the Listing Rules to abstain from voting at the First EGM.

The poll results of the Ordinary Resolutions proposed at the First EGM were as follows:

Ordinary Resolutions		Number of Shares voted <i>(Approximate %)</i>	
		For	Against
1.	To consider and approve the 2024 Master Property Management Agreement dated 28 August 2023 entered into between the Company (for itself and as trustee for the benefit of other members of the Group) and China Aoyuan (for itself and as trustee for the benefit of other members of China Aoyuan Group) and the transactions (including the proposed annual caps) contemplated thereunder; and to authorise any one director of the Company (the “ Director ”) or any two Directors (if affixing the common seal of the Company (the “ Common Seal ”) required) to execute and deliver all such other documents and to do all such acts or things in connection with the 2024 Master Property Management Agreement.	229,684,084 (99.51%)	1,121,000 (0.49%)

Ordinary Resolutions		Number of Shares voted (Approximate %)	
		For	Against
2.	To consider and approve the 2024 Master Commercial Operational Agreement dated 28 August 2023 entered into between the Company (for itself and as trustee for the benefit of other members of the Group) and China Aoyuan (for itself and as trustee for the benefit of other members of China Aoyuan Group) and the transactions (including the proposed annual caps) contemplated thereunder; and to authorise any one Director or any two Directors (if affixing the Common Seal required) to execute and deliver all such other documents and to do all such acts or things in connection with the 2024 Master Commercial Operational Agreement.	229,684,084 (99.51%)	1,121,000 (0.49%)
3.	To consider and approve the 2024 Master Intelligent Engineering Agreement dated 28 August 2023 entered into between the Company (for itself and as trustee for the benefit of other members of the Group) and China Aoyuan (for itself and as trustee for the benefit of other members of China Aoyuan Group) and the transactions (including the proposed annual caps) contemplated thereunder; and to authorise any one Director or any two Directors (if affixing the Common Seal required) to execute and deliver all such other documents and to do all such acts or things in connection with the 2024 Master Intelligent Engineering Agreement.	229,684,084 (99.51%)	1,121,000 (0.49%)

As more than 50% of the votes were cast in favour of the Ordinary Resolutions at the First EGM, the Ordinary Resolutions were duly passed as ordinary resolutions of the Company.

POLL RESULTS OF THE SECOND EGM

The Board is pleased to further announce that the special resolution as set out in the Second Notice (the “**Special Resolution**”, together with the Ordinary Resolutions, the “**Resolutions**”) was duly passed by way of poll at the Second EGM held at Event Room 1&2, Lower Ground Floor, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 19 December 2023 at 10:15 a.m.

As at the date of the Second EGM, the total number of issued Shares of the Company was 726,250,000 Shares, which was the total number of Shares entitling the holders to attend and vote on the Special Resolution at the Second EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Special Resolution at the Second EGM as set out in Rule 13.40 of Listing Rules. No Shareholders had stated their intention in the Second Circular to vote against or to abstain from voting on the Special Resolution at the Second EGM or were required under the Listing Rules to abstain from voting at the Second EGM.

The poll results of the Special Resolution proposed at the Second EGM were as follows:

Special Resolution		Number of Shares voted (Approximate %)	
		For	Against
1.	To change the English name of the Company from “Aoyuan Healthy Life Group Company Limited” to “Starjoy Wellness and Travel Company Limited” and the dual foreign name in Chinese of the Company from “奧園健康生活集團有限公司” to “星悦康旅股份有限公司”; to approve the proposed amendments to the existing amended and restated memorandum of association and third amended and restated articles of association of the Company and the adoption of the second amended and restated memorandum of association and fourth amended and restated articles of association of the Company containing all such proposed amendments; and to authorise any one or more of the Directors or the company secretary of the Company to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing matters and to attend to any registration and/or filing for and on behalf of the Company as may be necessary in connection therewith.	409,043,316 (99.97%)	120,000 (0.03%)

As not less than 75% of the votes were cast in favour of the Special Resolution at the Second EGM, the Special Resolution was duly passed as a special resolution of the Company.

Full text of the Ordinary Resolutions and the Special Resolution are set out in the First Notice and the Second Notice respectively. For details of the Resolutions, please refer to the Circulars and the Notices.

The Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed by the Company and acted as the scrutineer for the vote-taking at the EGMs.

All Directors attended the EGMs in person or by means of electronic facilities.

PROGRESS OF CHANGE OF COMPANY NAME

The Special Resolution was duly passed by the Shareholders at the Second EGM, the Proposed Change of Company Name remains subject to the approval of the Registrar of Companies in the Cayman Islands. The Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the current English name and the current dual foreign name in Chinese of the Company. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. Upon the Proposed Change of Company Name becoming effective, the Company will then comply with the necessary registration and/or filing procedures with Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

PROGRESS OF ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As the Special Resolution in relation to, among others, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association was duly passed by the Shareholders at the Second EGM, the Proposed Amendments and the New Memorandum and Articles of Association shall become effective when the Proposed Change of Company Name takes effect.

Further announcement(s) will be made by the Company to inform the Shareholders of, among others, the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange and the details of the new website of the Company as and when appropriate.

By the order of the Board
Aoyuan Healthy Life Group Company Limited
Li Huiqiang
Chairman

Hong Kong, 19 December 2023

As at the date of this announcement, the executive Director is Mr. Cheng Siu Fai; the non-executive Directors are Mr. Li Huiqiang, Mr. Ruan Yongxi, Ms. Zhu Yunfan and Ms. Jiang Nan; and the independent non-executive Directors are Mr. Hung Ka Hai Clement, Dr. Li Zijun and Mr. Wang Shao.