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ZO FUTURE GROUP

大象未來集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2309)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 20 MARCH 2024

References are made to the circular (the “Circular”) and the notice of extraordinary general meeting (the “EGM Notice”) of ZO Future Group (the “Company”) both dated 1 March 2024. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed ordinary resolution numbered 1 as set out in the EGM Notice (the “Resolution no. 1”) was duly passed by the Independent Shareholders and the proposed ordinary resolution numbered 2 as set out in the EGM Notice (the “Resolution no. 2”) was duly passed by the Shareholders at the EGM held on Wednesday, 20 March 2024 by way of poll.

As at the date of the EGM, the total number of Shares in issue was 771,559,941 Shares. As at the date of the EGM, Mr. Vong Pech and his associates (including Ever Depot Limited) held 181,566,440 Shares, representing approximately 23.53% of the issued share capital of the Company, were required to abstain and have abstained from voting on the Resolution no. 1. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution no. 1 and the Resolution no. 2 at the EGM was 589,993,501 Shares and 771,559,941 Shares, respectively. Save as aforesaid, (i) there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the Resolution no. 1 and/or the Resolution no. 2 (together, the “Ordinary Resolutions”) at the EGM as set out in Rule 13.40 of the Listing Rules; and (ii) no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolutions at the EGM.

Details of the poll results are set out as follows:

Ordinary Resolutions <i>(Note)</i>		Number of votes (approximate%)	
		For	Against
1	To confirm, approve and ratify the First Subscription Agreement and the transactions contemplated thereunder including the grant of the First Specific Mandate for the allotment and issue of the 21,848,739 Shares at HK\$2.142 per Share.	348,819,864 (100.00%)	0 (0.00%)
2	To confirm, approve and ratify the Second Subscription Agreement and the transactions contemplated thereunder including the grant of the Second Specific Mandate for the allotment and issue of the 21,848,739 Shares at HK\$2.142 per Share.	348,819,864 (100.00%)	0 (0.00%)

Note: Please refer to the EGM Notice for full text of the Ordinary Resolutions.

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

Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for vote-taking at the EGM.

All Directors attended the EGM either in person or by electronic means.

By Order of the Board
ZO Future Group
Zhao Wenqing
Chairman

Hong Kong, 20 March 2024

As at the date of this announcement, the Board comprises eight Directors, namely Mr. Zhao Wenqing (Chairman), Mr. Huang Dongfeng (Chief Executive Officer), Mr. Yiu Chun Kong and Dr. Guo Honglin as Executive Directors; Mr. Sue Ka Lok as Non-executive Director; and Mr. Pun Chi Ping, Ms. Leung Pik Har, Christine and Mr. Yeung Chi Tat as Independent Non-executive Directors.