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XinXiang Era Group Company Limited

新享時代集團有限公司

(formerly known as Jia Group Holdings Limited (佳民集團有限公司))

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8519)

POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD ON 21 MARCH 2024

Reference is made to the circular (the “**Circular**”) of XinXiang Era Group Company Limited (formerly known as Jia Group Holdings Limited) (the “**Company**”) and the notice of the extraordinary general meeting (the “**EGM Notice**”) of the Company to be held on 21 March 2024 (the “**EGM**”), both dated 4 March 2024. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

POLL RESULTS OF THE EGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the EGM, the proposed resolution as set out in the EGM Notice was duly passed by way of a poll. Details of the poll results of the EGM are as follows:

ORDINARY RESOLUTION		Number of votes cast (percentage of total number of votes cast, approximate %)	
		For	Against
1.	<p>“THAT:</p> <p>subject to and conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):</p>	702,023,600 (99.99%)	5,000 (0.01%)

ORDINARY RESOLUTION	Number of votes cast (percentage of total number of votes cast, approximate %)	
	For	Against
<p>(a) every two (2) issued and unissued existing ordinary shares of the Company of HK\$0.01 (the “Existing Shares”) be consolidated into one (1) ordinary share of HK\$0.02 each (each a “Consolidated Share”), such Consolidated Shares shall rank pari passu in all respects with each other (the “Share Consolidation”) so that following the Share Consolidation the authorised share capital of the Company will be changed from HK\$50,000,000 divided into 5,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$50,000,000 divided into 2,500,000,000 Consolidated Shares of par value of HK\$0.02 each;</p> <p>(b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit; and</p> <p>(c) the Directors be and are hereby authorised to issue new share certificates in respect of the Consolidated Shares and the Directors and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”</p>		

* The full texts of the above resolution are set out in the EGM Notice dated 4 March 2024.

As more than 50% of the votes were cast in favour of resolution no. 1, resolution no. 1 was duly passed as ordinary resolution of the Company.

As at the date of the EGM, the total number of issued shares of the Company was 1,159,780,000 shares of HK\$0.01 each, which represented the total number of shares entitling the shareholders to attend and vote for or against the resolution at the EGM. There was no share entitling the shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and no shareholder was required to abstain from voting at the EGM under the GEM Listing Rules. There were no restrictions on any shareholder to cast votes on the proposed resolution at the EGM. None of the shareholders had stated his/her/its intention in the Circular to vote against the proposed resolution as set out in the EGM Notice or to abstain from voting at the EGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

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

By order of the Board
XinXiang Era Group Company Limited
Liu Enyu
Chairman and Non-executive Director

Hong Kong, 21 March 2024

As at the date of this announcement, the Board comprises Ms. Wan Suet Yee Cherry and Mr. Kong Linglei as executive Directors; Mr. Peng Ben and Mr. Liu Enyu (Chairman) as non-executive Directors; Ms. Deng Yongling, Ms. Mao Xiaobi and Ms. Ma Lina as independent non-executive Directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Announcement” page of the Stock Exchange website (www.hkexnews.hk) for at least seven days from the date of its posting and on the Company’s website (www.xinxiangera.com).