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CHANGYOU ALLIANCE GROUP LIMITED

暢由聯盟集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1039)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 APRIL 2024

Reference is made to the circular of Changyou Alliance Group Limited (the “**Company**”) dated 15 March 2024 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed ordinary resolution (the “**Resolution**”) as set out in the notice of EGM dated 15 March 2024 (the “**EGM Notice**”) was duly passed by the Independent Shareholders by way of poll at the EGM held on 10 April 2024.

As at the date of the EGM, the number of issued Shares was 1,810,953,272. CIH and its associates were interested in 670,252,818 Shares, representing approximately 37.01% of the issued share capital of the Company. Poly Platinum was interested in 52,647,000 Shares, representing approximately 2.91% of the issued share capital of the Company. CIH, its associate and Poly Platinum were required to abstain and had abstained from voting in respect of the Resolution at the EGM. As such, a total of 1,088,053,454 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against the Resolution at the EGM.

Save as disclosed above, (i) there were no Shares (a) entitling the holder to attend but to abstain from voting in favour of the Resolution at the EGM; or (b) of which the holder is required under the Listing Rules to abstain from voting on the Resolution at the EGM; and (ii) no Shareholders have stated their intention in the Circular to vote against the Resolution or to abstain from voting at the EGM.

All of the Directors attended the EGM in person or by electronic means, except Cheng Jerome who was unable to attend the EGM due to his other business commitments.

The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed and acted as the scrutineer at the EGM for the purpose of vote-taking.

POLL RESULTS

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

Ordinary Resolution		Number of votes (Approximate %)	
		For	Against
1.	<p>“THAT:</p> <p>(a) the Subscription Agreement (as defined in the circular of the Company dated 15 March 2024 (the “Circular”)), a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for identification purposes, in relation to the subscription for the 2024 Convertible Bonds in an aggregate principal amount of HK\$126,000,000 and the transactions contemplated thereunder, including the issue of the 2024 Convertible Bonds (as defined in the Circular) and the allotment and issue of the Conversion Shares (as defined in the Circular) upon conversion of the 2024 Convertible Bonds under the Specific Mandate (as defined in the Circular), be and is hereby considered, approved, confirmed and ratified;</p> <p>(b) the instrument constituting the 2024 Convertible Bonds, a copy of which has been produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purposes, and the transactions contemplated thereunder, be and are hereby considered, approved, confirmed and ratified;</p> <p>(c) subject to and conditional upon the listing committee approving the listing of, and granting the permission to deal in, the Conversion Shares, the directors of the Company (“Directors”) be and are hereby authorised to: (i) issue the 2024 Convertible Bonds to the Subscriber; and (ii) allot and issue the Conversion Shares on the terms and subject to the conditions of the 2024 Convertible Bonds;</p> <p>(d) an unconditional Specific Mandate be and is hereby granted to the Directors to exercise the powers to allot, issue and deal with such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attaching to the 2024 Convertible Bonds pursuant to the terms of the 2024 Convertible Bonds; and</p>	224,890,591 (98.74%)	2,870,600 (1.26%)

Ordinary Resolution		Number of votes (Approximate%)	
		For	Against
	(e) any one Director be and is hereby authorised to, for and on behalf of the Company, do all such further acts and things and to sign and execute all such documents, instruments and agreements, and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient for the purpose of, or in connection with, implementing and/or giving effect to the Subscription Agreement and the transactions contemplated thereunder, including the issue of the 2024 Convertible Bonds and the allotment and issue of the Conversion Shares upon conversion of the 2024 Convertible Bonds under the Specific Mandate.”		

As the majority of the votes were cast in favour of the Resolution, the Resolution was duly passed at the EGM.

By order of the Board
Changyou Alliance Group Limited
Mr. Cheng Jerome
Chairman

Hong Kong, 10 April 2024

As at the date of this announcement, the executive Directors are Mr. Cheng Jerome and Mr. Yuan Weitao; the non-executive Director is Mrs. Guo Yan; and the independent non-executive Directors are Mr. Wong Chi Keung, Mr. Ip Wai Lun, William and Mr. Chan Chi Keung, Alan.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.