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**Zibuyu Group Limited**  
**子不语集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2420)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**  
**HELD ON MONDAY, 13 MAY 2024**

References are made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Zibuyu Group Limited (the “**Company**”) both dated 19 April 2024. Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE AGM**

At the AGM held on Monday, 13 May 2024, pursuant to the Listing Rules requirements and the provisions of the Articles of Association, a poll was demanded by the chairman of the AGM for voting on all the proposed resolutions (the “**Proposed Resolutions**”) at the AGM as set out in the AGM Notice.

As at the date of the AGM, the total number of issued Shares was 500,000,000 Shares. The trustee of the share award scheme adopted by the Company on 15 September 2023 and funded by existing Shares only, which either directly or indirectly held a total of 3,446,500 Shares as at the opening of business on the date of the AGM, was required to abstain and had abstained from voting on the Proposed Resolutions at the AGM pursuant to Rule 17.05A of the Listing Rules. Henceforth, the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the AGM was 496,553,500 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. Save for above, no Shareholder was required under the Listing Rules to abstain from voting on the Proposed Resolutions. None of the Shareholders have indicated in the Circular that they intended to vote against or to abstain from voting on any Proposed Resolutions at the AGM.

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

The poll results of the AGM in respect of all the Proposed Resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Director") and the auditors of the Company for the year ended 31 December 2023.	273,917,822 (100%)	0 (0%)
2.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of Directors to fix their remuneration.	273,917,822 (100%)	0 (0%)
3.	(a) To re-elect Mr. Wang Weiping as an executive Director;	273,917,822 (100%)	0 (0%)
	(b) To re-elect Mr. Dong Zhenguang as an executive Director; and	273,917,822 (100%)	0 (0%)
	(c) To re-elect Ms. Hua Hui as a non-executive Director.	273,917,822 (100%)	0 (0%)
4.	To authorise the board of Directors to fix the remuneration of the Directors.	273,917,822 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	273,917,822 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	273,917,822 (100%)	0 (0%)
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	273,917,822 (100%)	0 (0%)

Special Resolution		Number of Votes (%)	
		For	Against
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.	273,917,822 (100%)	0 (0%)

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

As more than 50% of the votes attaching to the Shares held by the Shareholders present and voting in person or by proxy at the AGM were cast in favour of each of the above ordinary resolutions numbered 1 to 7 and more than 75% of the votes were cast in favour of the special resolution numbered 8, all the Proposed Resolutions were duly passed as ordinary resolutions and special resolution of the Company at the AGM.

#### **AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 27 March 2024 regarding the Proposed Amendments and the Circular.

The Board is pleased to announce that, the Proposed Amendments and the adoption of the New Memorandum and Articles of Association were duly approved by the Shareholders at the AGM, and the New Memorandum and Articles of Association becomes effective on the AGM date and is published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.zbycorp.com>).

By order of the Board  
**Zibuyu Group Limited**  
**Mr. Hua Bingru**  
*Chairman*

Hong Kong, 13 May 2024

*As at the date of this announcement, the Board comprises Mr. Hua Bingru, Mr. Wang Weiping and Mr. Dong Zhenguo as the executive Directors; Ms. Hua Hui as the non-executive Director; and Mr. Yu Kefei, Mr. Shen Tianfeng and Dr. Lau Kin Shing Charles as the independent non-executive Directors.*