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China PengFei Group Limited

中国鹏飞集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3348)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 6 JUNE 2024

AND

ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board announces that all the resolutions as set out in the Notice were duly passed by the Shareholders as ordinary resolutions/special resolution by way of poll at the Annual General Meeting.

The board of directors (the “**Board**”) of China PengFei Group Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company (the “**Annual General Meeting**”) held at Grand Meeting Room at 9/F, Jiangsu Pengfei Group, Benjiaji, Northern Suburb, Haian City, Jiangsu Province, the People’s Republic of China on Thursday, 6 June 2024 at 9:30 a.m.

Reference is made to the Company’s circular (the “**Circular**”) in connection with the Annual General Meeting and notice of the Annual General Meeting (the “**Notice**”) dated 29 April 2024. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The voting results in respect of the resolutions proposed at the Annual General Meeting were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2023.	397,543,727 (100.00%)	0 (0.00%)
2.	To declare and pay a final dividend of RMB0.0857 per ordinary share for the year ended 31 December 2023 out of the share premium account of the Company.	397,543,727 (100.00%)	0 (0.00%)

Ordinary Resolutions			Number of Votes (%)	
			For	Against
3.	(a)	To re-elect the following retiring directors of the Company:		
	(i)	Mr. Wang Jiaan, executive director	397,543,727 (100.00%)	0 (0.00%)
	(ii)	Mr. Ben Daolin, executive director	397,543,727 (100.00%)	0 (0.00%)
	(iii)	Ms. Zhang Lanrong, independent non-executive director	397,543,727 (100.00%)	0 (0.00%)
3.	(b)	To authorise the board of directors of the Company to fix the remuneration of the directors.	397,543,727 (100.00%)	0 (0.00%)
4.		To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.	397,543,727 (100.00%)	0 (0.00%)
5.	(A)	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	397,543,727 (100.00%)	0 (0.00%)
	(B)	To give a general mandate to the directors of the Company to buy-back shares not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	397,543,727 (100.00%)	0 (0.00%)
	(C)	To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares bought back under ordinary resolution no. 5(B).	397,543,727 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were passed as ordinary resolutions at the Annual General Meeting.				
Special Resolution			Number of Votes (%)	
			For	Against
6.		To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the third amended and restated memorandum and articles of association of the Company.	397,543,727 (100.00%)	0 (0.00%)
As more than 75% of the votes were cast in favour of the above resolution, it was passed as a special resolution at the Annual General Meeting.				

Please refer to the Notice for the full text of the resolutions proposed at the Annual General Meeting.

The total number of issued Shares as at the date of the Annual General Meeting was 500,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all resolutions. There were no Shares entitling the holders to attend and abstain from voting in favour at the Annual General Meeting as set out in rule 13.40 of the Listing Rules. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the Annual General Meeting. No person was required under the Listing Rules to abstain from voting on the resolutions proposed at the Annual General Meeting and no party has stated its intention in the Circular to vote against or to abstain from voting the resolutions proposed at the Annual General Meeting.

The executive directors of the Company, Mr. Wang Jiaan, Mr. Zhou Yinbiao and Mr. Ben Daolin, the independent non-executive directors of the Company, Ms. Zhang Lanrong, Mr. Ding Zaiguo and Mr. Mak Hing Keung, Thomas attended the Annual General Meeting, either in person or by means of telecommunication. The executive director of the Company, Mr. Dai Xianru was unable to attend the Annual General Meeting due to his other commitments.

Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, acted as the scrutineer for counting of votes at the Annual General Meeting.

ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board hereby announces that, pursuant to the special resolution no. 6 above, the third amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) have been adopted in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association with effect from the conclusion of the Annual General Meeting. The full text of the Memorandum and Articles of Association is made available on websites of The Stock Exchange of Hong Kong Limited and the Company.

By order of the Board
China PengFei Group Limited
Wang Jiaan
Chairman and Executive Director

Hong Kong, 6 June 2024

As of the date of this announcement, the Board comprises Mr. Wang Jiaan, Mr. Zhou Yinbiao, Mr. Dai Xianru, and Mr. Ben Daolin as executive directors, and Ms. Zhang Lanrong, Mr. Ding Zaiguo, and Mr. Mak Hing Keung, Thomas as independent non-executive directors.