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新城发展

SEAZEN GROUP LIMITED

新城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1030)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 JUNE 2024;
(2) RETIREMENT AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR;
AND
(3) CHANGES IN THE COMPOSITION OF BOARD COMMITTEES**

At the annual general meeting (the “AGM”) of Seazen Group Limited (the “Company”) held on 28 June 2024, voting on all the proposed resolutions as set out in the circular (the “Circular”) incorporating the notice of the AGM dated 6 June 2024 (the “AGM Notice”) was taken by poll. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

As at the date of the AGM, the total number of issued shares of the Company was 7,065,741,521 Shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. The trustee of the share award scheme of the Company, which held a total of 22,158,258 Shares as at the date of the AGM, was required under Rule 17.05A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) to abstain from voting on matters that require shareholders’ approval under the Listing Rules. Save as disclosed above, (i) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules; (ii) there were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM; and (iii) no Shareholders were required under the Listing Rules to abstain from voting on any of the proposed resolutions at the AGM. No party has indicated in the Circular that he/she intends to vote against or abstain from voting on any of the resolutions at the AGM.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

| ORDINARY RESOLUTIONS ^(Note) | | No. of Votes (Approximate %) | |
|--|--|---------------------------------|----------------------|
| | | For | Against |
| 1. | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and auditor for the year ended 31 December 2023. | 3,132,991,553 99.92% | 2,362,951 0.08% |
| 2. | To consider the re-election of the Directors, each as a separate resolution: | | |
| (A) | To re-elect Mr. Wang Xiaosong as non-executive Director. | 3,125,525,553 99.69% | 9,828,951 0.31% |
| (B) | To re-elect Mr. Lv Xiaoping as executive Director. | 3,129,361,633 99.81% | 5,992,871 0.19% |
| (C) | To re-elect Mr. Zhu Zengjin (who has served more than nine years) as independent non-executive Director. | 3,067,052,350 97.82% | 68,302,154 2.18% |
| (D) | To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors. | 3,131,618,304 99.88% | 3,736,200 0.12% |
| 3. | To consider and approve the appointment of Ms. Wu Ke as an independent non-executive Director, and authorise the Board to fix the remuneration of the Director. | 3,135,354,504 100.00% | 0 0.00% |
| 4. | To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix its remuneration. | 3,134,490,636 99.98% | 863,868 0.02% |
| 5. | (A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the number of the issued shares of the Company as at the date of this resolution. | 2,930,395,612 93.46% | 204,958,892 6.54% |
| | (B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the number of the issued shares of the Company as at the date of this resolution. | 3,135,354,504 100.00% | 0 0.00% |
| | (C) To extend the authority given to the Directors pursuant to ordinary resolution no. 5(A) to issue shares by adding to the issued shares of the Company the number of shares repurchased under ordinary resolution no. 5(B). | 2,931,253,612 93.49% | 204,100,892 6.51% |

| SPECIAL RESOLUTION ^(Note) | | No. of Votes (Approximate %) | |
|--------------------------------------|---|---------------------------------|------------|
| | | For | Against |
| 6. | To approve the proposed amendments to the existing third amended and restated memorandum and articles of association and the adoption of the fourth amended and restated memorandum and articles of association of the Company and to authorise any one Director or joint company secretary of the Company to do all things necessary to implement the adoption of the fourth amended and restated memorandum and articles of association of the Company. | 3,135,354,504 100.00% | 0 0.00% |

Note: The full text of the resolutions is set out in the AGM Notice.

As more than 50% of the votes cast were in favour of each of the resolutions nos. 1 to 5, such resolutions were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes cast were in favour of the resolution no. 6, such resolution was duly passed as a special resolution of the Company.

Those attended the AGM in person or by telecommunication means included the executive Directors, Mr. Lv Xiaoping and Mr. Lu Zhongming, non-executive Directors, Mr. Wang Xiaosong and Mr. Zhang Shengman, and independent non-executive Directors, Mr. Chen Huakang, Mr. Zhu Zengjin and Mr. Zhong Wei.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As set out in the announcement of the Company dated 4 June 2024 and the Circular, Mr. Chen Huakang would retire from office upon the conclusion of the AGM and would not offer himself for re-election at the AGM in order to maintain good corporate governance practices of the Company as he had served on the Board for more than eleven years and to devote more time to his personal endeavors. Accordingly, with effect from the conclusion of the AGM, Mr. Chen retired as an independent non-executive Director and ceased to be the chairman of the Audit Committee and a member of the Remuneration Committee.

Mr. Chen Huakang has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

APPOINTMENT OF OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is please to announce that Ms. Wu Ke was duly appointed as an independent non-executive Director at the AGM for a term of two years commencing from the conclusion of the AGM.

The biographical details of Ms. Wu Ke are set out in the announcement of the Company dated 4 June 2024, regarding, among others, the retirement and appointment of Directors and the Circular.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board further announces that following the retirement of Mr. Chen Huakang and the appointment of Ms. Wu Ke as an independent non-executive Director, Ms. Wu Ke was appointed as the chairman of the Audit Committee and a member of the Remuneration Committee.

By order of the Board
Seazen Group Limited
Wang Xiaosong
Chairman

The PRC, 28 June 2024

As at the date of this announcement, the Directors are Mr. Lv Xiaoping and Mr. Lu Zhongming as executive Directors, Mr. Wang Xiaosong and Mr. Zhang Shengman as non-executive Directors, and Mr. Zhu Zengjin, Mr. Zhong Wei and Ms. Wu Ke as independent non-executive Directors.