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Sanxun Holdings Group Limited

三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 JUNE 2024;
(2) RETIREMENT OF AUDITORS; AND
(3) ADOPTION OF THE THIRD AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

References are made to the notice of annual general meeting of Sanxun Holdings Group Limited (the “**Company**”) dated 5 June 2024 (the “**AGM Notice**”) and the circular of the Company dated 5 June 2024 (the “**Circular**”) in relation to the Company’s annual general meeting held on 28 June 2024 (the “**AGM**”) and the announcement of the Company dated 11 June 2024 in relation to the retirement of auditors and withdrawal of the ordinary resolution numbered 4 at the AGM (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Announcement.

(1) POLL RESULTS OF THE AGM

At the AGM, except for the resolution numbered 4 which had been withdrawn, all the proposed resolutions as set out in the AGM Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll.

The poll results taken at the AGM are as follows:

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.	184,027,000 (100%)	0 (0%)
2(a).	To re-elect Mr. Wang Zizhong as an executive director of the Company.	184,027,000 (100%)	0 (0%)
2(b).	To re-elect Mr. Chen Sheng as an independent non-executive director of the Company.	184,027,000 (100%)	0 (0%)
2(c).	To re-elect Mr. Wang Ye as an independent non-executive director of the Company.	184,027,000 (100%)	0 (0%)
3.	To authorise the board of directors to fix the respective directors' remuneration.	184,027,000 (100%)	0 (0%)
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	Withdrawn (Note (1))	Withdrawn (Note (1))
5.	To grant a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.	184,027,000 (100%)	0 (0%)
6.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares or resell treasury shares (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.	184,027,000 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (Approximate %)	
		For	Against
7.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company or resell treasury shares (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) by adding the aggregate number of the shares to be bought back by the Company.	184,027,000 (100%)	0 (0%)
Special Resolution		Number of Votes (Approximate %)	
		For	Against
8.	To approve the proposed amendments to the existing articles of association of the Company and adopt the third amended and restated articles of association of the Company.	184,027,000 (100%)	0 (0%)

Notes:

- (1) As disclosed in the Announcement, Ernst & Young would retire as the auditors of the Company with effect from the conclusion of the AGM and did not seek re-appointment as auditors of the Company, ordinary resolution numbered 4 has been withdrawn and has not been put forward for consideration by the Shareholders at the AGM.
- (2) As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1, 2(a), 2(b), 2(c), 3, 5, 6 and 7, and no less than 75% of the votes were cast in favour of the above special resolution numbered 8, such resolutions were duly passed by the Shareholders at the AGM. The Resolutions above are disclosed by way of a summary only. Please refer to the full text of the Resolutions as set out in the AGM Notice for details.
- (3) As at the date of the AGM, (i) the total number of Shares in issue was 675,529,000 Shares; (ii) there were no treasury Shares held by the Company; and (iii) there were no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the AGM.

Accordingly, the total number of Shares entitling the holders thereof to attend and vote on all the resolutions proposed at the AGM is 675,529,000.

- (4) There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

- (5) No Shareholder was required to abstain from voting on any of the Resolutions proposed at the AGM.
- (6) No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the Resolutions.
- (7) The executive Directors Mr. Qian Kun and Ms. An Juan attended the AGM in person. The executive Directors Mr. Wang Zizhong and Mr. Zhang Xiaohui and the independent non-executive Directors Mr. Wang Ye and Mr. Tong Yu attended the AGM by way of video conference.
- (8) The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

(2) RETIREMENT OF AUDITORS

As Ernst & Young did not seek re-appointment as auditors of the Company at the AGM, Ernst & Young have retired as the auditors of the Company at the conclusion of the AGM.

The Board is in the process of identifying new auditor to fill the vacancy following the retirement of Ernst & Young. Further announcement in relation to the appointment of the Group's new auditor will be made by the Company as and when appropriate in accordance with the Listing Rules.

(3) ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution on the proposed amendments on the Existing Articles and the adoption of the New Articles has been duly passed as a special resolution by the Shareholders at the AGM. The New Articles will take effect from 28 June 2024, the full text of which is available respectively on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.sanxungroup.com).

By Order of the Board
Sanxun Holdings Group Limited
Qian Kun
Chairman

Hong Kong, 28 June 2024

As at the date of this announcement, the board of the Company consists of Mr. Qian Kun, Ms. An Juan, Mr. Wang Zizhong and Mr. Zhang Xiaohui, being the executive Directors, and Mr. Chen Sheng, Mr. Wang Ye and Mr. Tong Yu, being the independent non-executive Directors.