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JIN MI FANG GROUP HOLDINGS LIMITED

今米房集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8300)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 14 AUGUST 2024; (2) RETIREMENT OF DIRECTORS; AND (3) CHANGE OF CHIEF EXECUTIVE OFFICER

Reference is made to the notice of annual general meeting (the “AGM”) dated 23 July 2024 (the “AGM Notice”) of JIN MI FANG GROUP HOLDINGS LIMITED (the “Company”) and the circular of the Company dated 23 July 2024 (the “Circular”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE AGM

The board (the “Board”) of directors (the “Directors”) of the Company is pleased to announce that at the AGM of the Company held on Wednesday, 14 August 2024, all resolutions (the “Resolution(s)”) set out in the AGM Notice were duly proposed to the shareholders of the Company (the “Shareholders”).

Except Mr. Wong Man Wai and Mr. Wang Yongqiang who were unable to attend the AGM due to other business engagement, all other Directors, namely Mr. Zhou Feng, Ms. Zhang Miao, Ms. Mak Suet Man, Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing had attended the AGM either in person or via electronic means.

The Company had appointed Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, as scrutineer for the vote-taking at the AGM.

The poll results in respect of all the Resolutions at the AGM are set out as follows:

Ordinary Resolutions		Number of votes casted (%)	
		For	Against
1.	To receive, consider and approve the financial statements of the Company and the reports of the Directors and the independent auditors for the year ended 31 March 2024.	1,599,646,900 (100%)	0 (0%)
2.	(A) To re-elect Mr. Zhou Feng as an executive Director;	1,599,646,900 (100%)	0 (0%)
	(B) To re-elect Mr. Wang Yongqiang as an executive Director;	94,900 (0.01%)	1,599,552,000 (99.99%)
	(C) To re-elect Ms. Zhang Miao as an executive Director;	1,599,646,900 (100%)	0 (0%)
	(D) To re-elect Mr. Ho Lik Kwan Luke as an independent non-executive Director;	1,599,646,900 (100%)	0 (0%)
	(E) To re-elect Mr. Lam Lap Sing as an independent non-executive Director;	1,599,646,900 (100%)	0 (0%)
	(F) To re-elect Ms. Lau Wai Hing as an independent non-executive Director; and	1,599,646,900 (100%)	0 (0%)
	(G) To authorise the Board to fix the remuneration of the Directors.	1,599,646,900 (100%)	0 (0%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.	1,599,646,900 (100%)	0 (0%)
4.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution.	1,599,646,900 (100%)	0 (0%)

Ordinary Resolutions		Number of votes casted (%)	
		For	Against
	(B) To grant to the Directors a general mandate to exercise the power of the Company to repurchase issued shares of the Company not exceeding 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution.	1,599,646,900 (100%)	0 (0%)
	(C) To extend, conditional upon the above Resolution nos. 4(A) and 4(B) being duly passed, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares of the Company by the addition to it of an amount representing the total number of the shares of the Company repurchased by the Company.	1,599,646,900 (100%)	0 (0%)

The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the total valid votes were cast in favour of Resolutions numbered 1, 2(A), 2(C), 2(D), 2(E), 2(F), 2(G), 3 and 4, these Resolutions were duly passed by the Shareholders by way of poll as ordinary resolutions of the Company. As more than 50% of the total valid votes were cast against Resolution numbered 2(B), Resolution numbered 2(B) was not passed as an ordinary resolution of the Company at the AGM.

As at the date of the AGM, there were a total of 2,643,360,000 issued Shares entitling the Shareholders to attend and vote for or against all the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder was required to abstain from voting at the AGM under the GEM Listing Rules. There was no restriction on any Shareholder to cast vote on any of the Resolutions at the AGM. There was no Share that was actually voted but excluded from calculating the poll results of the Resolutions. No Shareholder had stated his/her/its intention in the Circular to

vote against or to abstain from voting on any Resolutions at the AGM. The Company did not have any treasury Shares or any repurchased Shares pending cancellation as at the date of the AGM.

RETIREMENT OF DIRECTORS

As Resolution numbered 2(B) was not passed by the Shareholders at the AGM, Mr. Wang Yongqiang (“**Mr. Wang**”) retired as an executive Director with effect from the conclusion of the AGM. Mr. Wang also ceased to be the chief executive officer of the Company and a member of the investment committee of the Board with effect from the conclusion of the AGM.

Reference is made to the Circular. At the AGM, Mr. Wong Man Wai (“**Mr. Wong**”) and Ms. Mak Suet Man (“**Ms. Mak**”), the then executive Director and non-executive Director respectively, although eligible to stand for re-election, did not offer themselves for re-election as Directors as they wish to devote more time to pursue their personal business, and therefore, ceased to be an executive Director and a non-executive Director, respectively, with effect from the conclusion of the AGM.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang, Mr. Wong and Ms. Mak for their past valuable contribution to the Company during their tenure of service with the Company.

CHANGE OF CHIEF EXECUTIVE OFFICER

The Board hereby announces that, following the cessation of Mr. Wang as the chief executive officer of the Company with effect from the conclusion of the AGM, Ms. Zhang Miao (“**Ms. Zhang**”) has been appointed as the chief executive officer of the Company with effect from the conclusion of the AGM. The biographical details of Ms. Zhang are set out below:

Ms. Zhang, aged 61, has been an executive Director since 23 November 2023. She is also a director of certain subsidiaries of the Company, namely Centric Cloud Investment Limited, Fulton Asia Investment Limited and Jin Mi Fang (Nanjing, Jiangsu) Liquor Co., Ltd.* (今米房(江蘇南京)酒業有限公司). Ms. Zhang is responsible for overseeing the day-to-day business operation in the People’s Republic of China operated by the Group.

Ms. Zhang has extensive experience in corporate management, operation and risk management. From October 2009 to January 2013, she served as the sole director and general manager of Xuzhou Yaobang Commerce and Trading Co., Ltd.* (徐州耀邦商貿有限公司), a company principally engaged in the wholesale and sales of pre-packaged food.

There is no separate service contract in relation to Ms. Zhang's appointment as the chief executive officer of the Company. Ms. Zhang has entered into a service contract with the Company for an initial fixed term of three years commencing on 23 November 2023, which is renewable automatically for successive terms of three years upon expiry unless otherwise terminated in accordance with the terms of her service agreement. Pursuant to the relevant service contract, Ms. Zhang is entitled to a remuneration of HK\$1,080,000 per annum, by reference to her background, qualifications, experience, level of responsibilities undertaken with the Company, prevailing market conditions and the remuneration policy of the Company. Ms. Zhang may also receive such discretionary bonus as may be determined by the Board from time to time with reference to the operating results of the Group and her performance. Ms. Zhang's appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Ms. Zhang is the spouse of Mr. Zhou Feng, the controlling shareholder of the Company and an executive Director. She is deemed to be interested in all the 1,879,540,000 Shares in which Mr. Zhou Feng is interested or deemed to be interested under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

Save as disclosed in this announcement, as at the date of this announcement, Ms. Zhang:

- (i) does not hold any position in the Company or other members of the Group;
- (ii) does not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this announcement;
- (iii) is not interested in and does not have any interest in any Shares or underlying Shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and
- (iv) is not connected and has no relationship with any Directors, senior management, substantial shareholders of the Company (as defined in the GEM Listing Rules) or controlling shareholders of the Company (as defined in the GEM Listing Rules).

Save as disclosed in this announcement, the Board is not aware of other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to the appointment of Ms. Zhang as the chief executive officer of the Company that need to be brought to the attention of the Shareholders.

* *For identification purpose only*

By order of the Board
JIN MI FANG GROUP HOLDINGS LIMITED
Zhou Feng
Chairman and Executive Director

Hong Kong, 14 August 2024

As at the date of this announcement, the executive Directors are Mr. Zhou Feng and Ms. Zhang Miao and the independent non-executive Directors are Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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