

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00980)

ANNOUNCEMENT

VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 27 AUGUST 2024 AND SUPPLEMENTAL ANNOUNCEMENT

Reference is made to the announcement dated 12 May 2024 (the “**Announcement**”), the circular dated 31 July 2024 (the “**Circular**”) and the notice of extraordinary general meeting dated 31 July 2024 (the “**Notice of EGM**”) of Lianhua Supermarket Holdings Co., Ltd. (the “**Company**”) in relation to, among other things, the Domestic Share Subscription (including the Share Subscription Agreement, and the Specific Mandate), the Whitewash Waiver and the proposed amendments to the Articles of Association). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

VOTING RESULTS OF THE EGM

The extraordinary general meeting of the Company (the “**EGM**”) was held on Tuesday, 27 August 2024 at the Conference Room, 13th Floor, Bailian Central Plaza, No. 1258 Zhen Guang Lu, Shanghai, the People’s Republic of China (the “**PRC**”). The EGM was convened in accordance with the requirements of the Company Law of the PRC (the “**Company Law**”) and the articles of association of the Company (the “**Articles of Association**”).

Mr. Xia Da-wei, an independent non-executive Director of the board (the “**Board**”) of director of the Company (the “**Director(s)**”), took the chair and the conduct of the EGM. Among our 11 Directors, Mr. Pu Shao-hua, Ms. Zhang Hui-qin, Mr. Chong Xiao-bing, Ms. Yang Qin, Mr. Wong Tak Hung, Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, Mr. Chen Wei and Mr. Zhao Xin-sheng attended the EGM, while Ms. Hu Xiao and Ms. Zhang Shen-yu were unable to attend the EGM.

There were a total of 1,119,600,000 shares of the Company in issue (the “**Shares**”) as at the date of the EGM, and no treasury Shares (including any treasury Shares held or deposited by the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) were held by the Company and as such no voting rights of treasury shares may be exercised at the EGM. As disclosed in the Circular, Bailian Group, Shanghai Bailian and parties acting in concert with any of them and their respective associates and any other shareholders of the Company (the “**Shareholders**”) who are interested or involved in the Domestic Share Subscription (including the grant of Specific Mandate and approval of the Share Subscription Agreement) and/or the Whitewash Waiver will be required to abstain, and have abstained, from voting on the resolutions No. 1 to 4 as set out in the Notice of EGM approving the Domestic Share Subscription (including the Share Subscription Agreement and the transaction contemplated thereunder, and the Specific Mandate) and the Whitewash Waiver at the EGM. As at the date of the EGM, Bailian Group and Shanghai Bailian were interested in an aggregate of 513,869,400 Shares, representing approximately 45.90% of the issued share capital of the Company. Save as disclosed above, none of the Shareholders was required to abstain from voting at the EGM. Therefore, the total number of Shares entitling the Shareholders to vote on the proposed resolutions No. 1 to 4 was 605,730,600 Shares, and the total number of Shares entitling the Shareholders to vote on the proposed resolution No. 5 was 1,119,600,000 Shares.

Save as disclosed above, there were no Shares in respect of which their holders were entitled to attend and vote only against any of the resolutions proposed at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of such resolutions at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at the EGM. No party has stated its intention in the Circular that it would vote against any proposed resolutions or that it would abstain from voting at the EGM.

Shareholders and authorised proxies of the Shareholders holding an aggregate of 768,319,859 Shares, representing approximately 68.62% of the total issued Shares as at the date of the EGM, were present at the EGM. The number of Shares held by the Shareholders in attendance was in compliance with the requirements of the Company Law and the provisions of the Articles of Association.

Computershare Hong Kong Investor Services Limited, the H shares share registrar of the Company, together with Grandall Law Firm (Shanghai), the legal advisers to the Company as to PRC laws, acted as the scrutineers for the vote-taking of the EGM.

After consideration by the Shareholders and authorised proxies of the Shareholders through voting by way of a poll on the proposed resolutions at the EGM, the voting results are as follows:

SPECIAL RESOLUTIONS		Number of Votes (approximately %)	
		FOR	AGAINST
1.	(a). To consider and approve the Domestic Share Subscription and the issuance of Subscription Shares, including the type, nominal value and number of Subscription Shares, the Subscriber and subject to the grant of Specific Mandate by passing of resolution no. 3 below, there is no pre-emptive arrangement of existing Shareholders, the Subscription Price and pricing basis, no transfer restrictions over the Subscription Shares, use of proceeds and the distribution plan for accumulated undistributed profits before the issuance.	250,450,459 (98.43%)	4,000,000 (1.57%)

SPECIAL RESOLUTIONS		Number of Votes (approximately %)	
		FOR	AGAINST
	(b). To consider and approve the issuance of Subscription Shares and to authorise any one executive Director(s) or its authorized person to implement and take all steps and to do acts and things which as he/she deems may be necessary or desirable to give effect and/or to complete or in connection with the Domestic Share Subscription and transactions contemplated thereunder, including but not limited to approving any changes or amendments thereto, to obtain all necessary approvals from, and making all relevant registrations and filings with, the relevant PRC and other authorities, and to sign and execute such further documents, or to doing any other things incidental thereto and/or as contemplated thereunder, and the abovementioned authorisation and resolutions regarding the Domestic Share Subscription and/or the issuance of Subscription Shares shall be valid for a period of 12 months from the date of approval by the Shareholders.	254,450,459 (100.00%)	0 (0.00%)
The resolution was duly passed as a special resolution.			
2.	To consider and approve the Share Subscription Agreement and transactions contemplated thereunder.	250,450,459 (98.43%)	4,000,000 (1.57%)
The resolution was duly passed as a special resolution.			

SPECIAL RESOLUTIONS		Number of Votes (approximately %)	
		FOR	AGAINST
3.	To consider and approve a specific mandate to issue 360,000,000 Domestic Shares at the Subscription Price of RMB1.00 per Subscription Share in accordance with the terms and conditions of the Share Subscription Agreement and the authorisation to the Board and the person(s) authorised thereby to deal with all matters relating to the Domestic Share Subscription and issuance of the Subscription Shares.	250,450,459 (98.43%)	4,000,000 (1.57%)
The resolution was duly passed as a special resolution.			
4.	To consider and approve the Whitewash Waiver granted or to be granted by the Executive pursuant to the Takeovers Code for waiving any obligation on the part of Bailian Group and Shanghai Bailian to make a mandatory general offer for all the issued Shares of the Company not already owned or agreed to be acquired by Bailian Group, Shanghai Bailian or parties acting in concert with any of them as a result of the issuance of Subscription Shares by the Company to Bailian Group.	254,450,459 (100.00%)	0 (0.00%)
The resolution was duly passed as a special resolution.			
5.	To consider and approve the authorization to the Board and its authorized person(s) to change the registered capital and amend relevant provisions of the Articles of Association correspondingly upon the completion of the Domestic Share Subscription.	768,319,859 (100.00%)	0 (0.00%)
The resolution was duly passed as a special resolution.			

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company (a) as at the date of the EGM; and (b) immediately after the completion of the Domestic Share Subscription (assuming no other changes to the issued share capital of the Company prior to Completion):

	Share class	As at the date of the EGM		Immediately after the completion of Domestic Share Subscription (Note 5)	
		Number of Shares held	Percentage of total issued Shares	Number of Shares held	Percentage of total issued Shares
Bailian Group and parties acting in concert with it					
Bailian Group	Domestic	289,661,400	25.87%	649,661,400	43.91%
Shanghai Bailian (Note 1)	Domestic	<u>224,208,000</u>	<u>20.03%</u>	<u>224,208,000</u>	<u>15.15%</u>
Sub-total		<u>513,869,400</u>	<u>45.90%</u>	<u>873,869,400</u>	<u>59.06%</u>
Other Domestic Shareholders					
Alibaba (China) Technology Co., Ltd. (Note 2)	Domestic	<u>201,528,000</u>	<u>18.00%</u>	<u>201,528,000</u>	<u>13.62%</u>
Sub-total		<u>201,528,000</u>	<u>18.00%</u>	<u>201,528,000</u>	<u>13.62%</u>
Unlisted foreign Shareholders					
Wong Sun Hing Investment Limited (Note 3)	Unlisted foreign shares	<u>31,602,600</u>	<u>2.82%</u>	<u>31,602,600</u>	<u>2.14%</u>
Sub-total		<u>31,602,600</u>	<u>2.82%</u>	<u>31,602,600</u>	<u>2.14%</u>
Total domestic and unlisted foreign Shares		<u>747,000,000</u>	<u>66.72%</u>	<u>1,107,000,000</u>	<u>74.82%</u>
H Shareholders					
H Shareholders (Note 4)	H Shares	<u>372,600,000</u>	<u>33.28%</u>	<u>372,600,000</u>	<u>25.18%</u>
Total H Shares		<u>372,600,000</u>	<u>33.28%</u>	<u>372,600,000</u>	<u>25.18%</u>
Total issued Shares		<u>1,119,600,000</u>	<u>100.00%</u>	<u>1,479,600,000</u>	<u>100.00%</u>

Notes:

1. Shanghai Bailian is a joint stock limited company incorporated in the PRC, the shares of which are listed on Shanghai Stock Exchange (stock code: 600827/900923). Based on the disclosure of the first quarterly report of 2024 of Shanghai Bailian for the three months ended 31 March 2024, as at 31 March 2024, the shares of Shanghai Bailian were held as to approximately 47.62% by Bailian Group, as to approximately 2.88% by Shanghai Bailian Holding Co., Ltd.* (上海百聯控股有限公司), as to approximately 2.66% by Shanghai Yuying Enterprise Management Co., Ltd.* (上海豫贏企業管理有限公司) and as to approximately 0.01% by Bailian Omni-channel International Procurement Co., Ltd.* (百聯全渠道國際採購有限公司), and Shanghai Bailian Holding Co., Ltd.* (上海百聯控股有限公司), Shanghai Yuying Enterprise Management Co., Ltd.* (上海豫贏企業管理有限公司) and Bailian Omni-channel International Procurement Co., Ltd.* (百聯全渠道國際採購有限公司) are subsidiaries of Bailian Group. In addition to the aforementioned shares held directly and/or indirectly by Bailian Group and its subsidiaries, the rest of top 10 shareholders of Shanghai Bailian are Hong Kong Securities Clearing Company Limited (holding approximately 0.60%), Industrial and Commercial Bank of China Limited – CSI Shanghai State-owned Enterprises Traded Open-ended Index Securities Investment Fund* (中國工商銀行股份有限公司—中證上海國企交易型開放式指數證券投資基金)(holding approximately 0.57%), Agricultural Bank of China Limited – CSI 500 Traded Open-End Index Securities Investment Fund* (中國農業銀行股份有限公司—中證500交易型開放式指數證券投資基金)(holding approximately 0.55%), Schroder International Selection Fund (holding approximately 0.32%), Beijing Tingquan Private Equity Fund Management Co. Ltd.* (北京霆泉私募基金管理有限公司—霆泉新紀元一號私募證券投資基金)(holding approximately 0.30%), Liu Jia* (劉佳)(holding approximately 0.24%) and Shanghai South Shanghai Commercial Real Estate Company Limited* (上海南上海商業房地產有限公司)(holding approximately 0.22%), all of which are Independent Third Parties. Therefore, as at the date of this announcement, for the purpose of the SFO, Bailian Group is deemed to be interested in the 224,208,000 Domestic Shares held by Shanghai Bailian and Shanghai Bailian is a party acting in concert with Bailian Group.
2. As at the date of this announcement, the entire shares of Alibaba (China) Technology Co., Ltd.* (阿里巴巴(中國)網絡技術有限公司) are held as to approximately 57.59% by Taobao (China) Software Co., Ltd.* (淘寶(中國)軟件有限公司)(an indirect wholly-owned subsidiary of Alibaba Group Holding Limited* (阿里巴巴集團控股有限公司)), held as to approximately 35.75% by Zhejiang Tmall Technology Company Limited* (浙江天貓技術有限公司) and held as to approximately 6.66% by Alibaba.com China Limited* (阿里巴巴網絡中國有限公司)(both of which are wholly-owned or controlled by Alibaba Group Holding Limited* (阿里巴巴集團控股有限公司)), respectively. Alibaba (China) Technology Co., Ltd.* (阿里巴巴(中國)網絡技術有限公司) holds 201,528,000 shares of the Company, representing 18.00% share capital of the Company.
3. Wong Sun Hing Investment Limited is a private company incorporated in Hong Kong with limited liability, holds approximately 2.82% equity interest in the Company as at the date of this announcement.
4. The H Shareholders are public Shareholders.
5. Figures shown above are calculated assuming that no other Shares will be issued or transferred after the date of this announcement until the completion of the Domestic Share Subscription.

6. The Company confirms that it will continue to meet the minimum public float requirements under the Listing Rules immediately after the Domestic Share Subscription.
7. Any discrepancies in this table between totals and sums of amounts listed in the table above are due to rounding.

GRANT OF THE WHITEWASH WAIVER

The Executive has, on 21 August 2024, granted the Whitewash Waiver, subject to fulfilment of the following conditions: (i) the approval by at least 75% and more than 50% of the votes cast by the Independent Shareholders either in person or by proxy by way of poll in respect of the Whitewash Waiver and the Domestic Share Subscription and the transactions contemplated thereunder (including the grant of the Specific Mandate and the approval of the Share Subscription Agreement), respectively, at the EGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Bailian Group, Shanghai Bailian and parties acting in concert with any of them between the Announcement and the Completion. The aforementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement.

Further announcement(s) in respect of the progress of the Domestic Share Subscription will be made by the Company as and when appropriate in accordance with the requirements of the Listing Rules and other applicable requirements.

Shareholders and potential investors of the Company should note that the Domestic Share Subscription is subject to the fulfilment of the conditions as set out in the Share Subscription Agreement, the Domestic Share Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

SUPPLEMENTAL ANNOUNCEMENT

Reference is made to the announcement of the Company dated 31 July 2024 in relation to, among other things, the despatch of the circular (the “**Despatch Announcement**”). The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in the Despatch Announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Despatch Announcement have been arrived at after due and careful consideration and there are no other facts not contained in the Despatch Announcement the omission of which would make any statement in the Despatch Announcement misleading.

By order of the Board
Lianhua Supermarket Holdings Co., Ltd.
Pu Shao-hua
Chairman

Shanghai, the PRC, 27 August 2024

As at the date of this announcement, the Directors of the Company are:

Executive Directors: Chong Xiao-bing and Zhang Hui-qin;

Non-executive Directors: Pu Shao-hua, Hu Xiao, Zhang Shen-yu, Yang Qin and Wong Tak Hung;

Independent non-executive Directors: Xia Da-wei, Lee Kwok Ming, Don, Chen Wei and Zhao Xin-sheng.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.