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**Arrail Group Limited**

**瑞爾集團有限公司**

*(Incorporated in the British Virgin Islands with limited liability and continued in the Cayman Islands)*

**(Stock Code: 6639)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON SEPTEMBER 26, 2024;  
RETIREMENT OF EXECUTIVE DIRECTOR;  
AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION; AND  
CHANGE OF AUTHORIZED REPRESENTATIVE**

**POLL RESULTS OF AGM**

At the annual general meeting (the “AGM”) of Arrail Group Limited (the “Company”) held on September 26, 2024, all the proposed resolutions put to the vote have been taken by way of poll, as set out in the notice of AGM (the “AGM Notice”) dated July 26, 2024.

As at the date of the AGM, the total number of issued shares of the Company was 564,030,950 shares of US\$0.02 each, which was the total number of shares entitling the holder to attend and vote on the resolutions at the AGM. The Company did not hold treasury shares (as defined under the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”)) and no voting right of treasury shares has been exercised at the AGM. Kastle Limited, the trustee of the restricted share unit schemes adopted by the Company on August 3, 2021 and September 3, 2022, respectively, who is currently holding 120,308,100 unvested shares with voting rights attached (representing approximately 21.33% of the issued share capital of the Company) has abstained from voting on any of the resolutions at the AGM. Save as disclosed above, there were no shares entitling the holder 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 nor any holders of shares required under the Listing Rules to abstain from voting at the AGM. None of the shareholders of the Company (the “Shareholder(s)”) had stated their intention in the circular of the AGM (the “Circular”) dated July 26, 2024 to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

All the directors of the Company were present at the AGM either in person or by means of telecommunication.

The Company’s branch share registrar in Hong Kong, 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 resolutions proposed at the AGM were as follows:

| ORDINARY RESOLUTIONS |   | No. of Votes (%)            |                            |
|----------------------|---|-----------------------------|----------------------------|
|                      |   | For                         | Against                    |
| 1.                   | To consider and adopt the audited consolidated financial statements of the Company, its subsidiaries and VIE entities and the reports of the directors of the Company (the “ <b>Director(s)</b> ”) and auditor of the Company for the year ended March 31, 2024.  | 51,774,289<br>(100.000000%) | 0<br>(0.000000%)           |
| 2.                   | (A) To re-elect Mr. Zhang Bang as an independent non-executive Director.  | 48,862,889<br>(94.376746%)  | 2,911,400<br>(5.623254%)   |
|                      | (B) To authorize the board of Directors (the “ <b>Board</b> ”) to fix remuneration of the Directors.  | 51,774,289<br>(100.000000%) | 0<br>(0.000000%)           |
| 3.                   | To re-appoint PricewaterhouseCoopers, Certified Public Accountants, as the auditor of the Company and authorize the Board to fix remuneration of auditor.   | 51,774,289<br>(100.000000%) | 0<br>(0.000000%)           |
| 4.                   | (A) To give a general and unconditional mandate to the Directors to allot, issue and deal with additional shares (including any sale or transfer of the treasury shares, if any) not exceeding 20% of the number of the issued shares of the Company (excluding the treasury shares, if any).   | 32,622,211<br>(63.008516%)  | 19,152,078<br>(36.991484%) |
|                      | (B) To give a general and unconditional mandate to the Directors to repurchase shares not exceeding 10% of the number of the issued shares of the Company (excluding the treasury shares, if any).  | 51,774,289<br>(100.000000%) | 0<br>(0.000000%)           |
|                      | (C) To extend the authority given to the Directors pursuant to the ordinary resolution No. 4(A) to issue shares by adding the number of shares repurchased under the ordinary resolution No. 4(B).  | 32,622,211<br>(63.008516%)  | 19,152,078<br>(36.991484%) |
| SPECIAL RESOLUTION   |   | No. of Votes (%)            |                            |
|                      |   | For                         | Against                    |
| 5.                   | To approve the proposed amendments (the “ <b>Proposed Amendments</b> ”) to the existing memorandum and articles of association of the Company (the “ <b>Memorandum and Articles of Association</b> ”); to adopt the fourth amended and restated memorandum and articles of association of the Company (the “ <b>New M&amp;A</b> ”) in substitution for and to the exclusion of the Memorandum and Articles of Association; and to authorize any one of the Directors severally to do all things necessary or expedient to give effect to the Proposed Amendments and implement the adoption of the New M&A. | 51,774,289<br>(100.000000%) | 0<br>(0.000000%)           |

Please refer to the AGM Notice for the full text of the resolutions above.

As more than 50% of votes were casted in favour of each of the above ordinary resolutions numbered 1 to 4, all of the above ordinary resolutions were approved by the Shareholders.

As not less than three-fourths of votes were casted in favour of the above special resolution numbered 5, such resolution was approved by the Shareholders.

#### **RETIREMENT OF EXECUTIVE DIRECTOR**

As stated in the Circular, Ms. Xin Qin Jessie (“**Ms. Xin**”) retired as an executive Director at the conclusion of the AGM in order to focus on her management commitment as the chief financial officer of the Group. Ms. Xin has confirmed that she has no disagreement with the Board and that there is no matter relating to her retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders. The Board would like to express its most sincere gratitude to Ms. Xin for her valuable contributions to the Board during her tenure of office.

#### **AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The resolution on the amendments to the Memorandum and Articles of Association was approved at the AGM and will take immediate effect. The full text of the new M&A will be published on the websites of the Stock Exchange and the Company.

#### **CHANGE OF AUTHORIZED REPRESENTATIVES**

The Board further announces that, following the retirement of Ms. Xin as an executive Director, she also ceased to act as an authorized representative of the Company under the Listing Rules (the “**Authorized Representative**”) and Mr. Zou Qifang has been appointed as the Authorised Representative in place of Ms. Xin with immediate effect.

By order of the Board  
**Arrail Group Limited**  
**Zou Qifang**  
*Chairman*

Hong Kong, September 26, 2024

*As at the date of this announcement, the Board comprises Mr. Zou Qifang and Mr. Zhang Jincui as executive directors, and Ms. Liu Xiaomei Michelle, Mr. Sun Jian and Mr. Zhang Bang as independent non-executive directors.*