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CHICMAX

Shanghai Chicmax Cosmetic Co., Ltd.

上海上美化妝品股份有限公司

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

(Stock code: 2145)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 30 SEPTEMBER 2024; PAYMENT OF INTERIM DIVIDEND; AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Shanghai Chicmax Cosmetic Co., Ltd. (the “**Company**”) is pleased to announce the poll results of the extraordinary general meeting (the “**First 2024 EGM**”) held at Meeting Room, 25 Floor, Building B, No. 3300 Zhongshan North Road, Putuo District, Shanghai, the PRC on Monday, 30 September 2024 at 2:00 p.m.. The First 2024 EGM was convened by the Board in accordance with the Company Law of the PRC and the Articles of Association, and was chaired by Mr. Lyu Yixiong, the Chairman of the Board.

References are made to the notice of the First 2024 EGM and the circular of the Company both dated 13 September 2024 (the “**Circular**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Circular.

Poll Results of Resolutions Proposed at the First 2024 EGM

All proposed resolutions as set out in the notice of the First 2024 EGM dated 13 September 2024 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes (%)	
		For	Against
1.	To consider and approve the proposed distribution of an interim dividend of RMB0.75 per share for the six months ended 30 June 2024.	358,519,672 100%	0 0%

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes (%)	
		For	Against
2.	To consider and approve the terms of the Product Sales Framework Agreement and the proposed annual caps for such transactions for each of the three years ending 31 December 2024, 2025 and 2026; and any Director or authorised representative of the chairman of the Board be and is hereby authorised to implement and take all steps and to do all acts and things as may be necessary or desirable to give effect and/or to complete the continuing connected transactions contemplated thereunder and all other matters ancillary thereto, and to sign and execute such further documents, or to do any other matters incidental thereto and/or as contemplated thereunder and to make changes or amendments to the aforesaid agreement, as such Director or authorised representative may in his/her absolute discretion deem fit.	29,918,812 100%	0 0%
3.	To consider and approve the adjustment to remuneration of the independent non-executive Directors.	358,519,672 100%	0 0%
Special Resolutions		Number of votes cast and approximate percentage of total number of votes (%)	
		For	Against
1.	To consider and approve the proposed amendments to the articles of association of the Company as set out in Appendix II to the Circular.	358,519,672 100%	0 0%
2.	To consider and approve the proposed amendments to the Rules of Procedure for the General Meetings as set out in Appendix III to the Circular.	356,332,864 99.86%	503,108 0.14%
3.	To consider and approve the proposed amendments to the Rules of Procedure for the Board of Directors as set out in Appendix IV to the Circular.	356,858,272 100%	0 0%
4.	To consider and approve the proposed amendments to the Rules of Procedures for the Supervisory Committee as set out in Appendix V to the Circular.	358,519,672 100%	0 0%

Notes:

- (a) As at the date of the First 2024 EGM, the total number of issued ordinary Shares was 398,024,940 Shares (comprising 206,272,380 H Shares and 191,752,560 Unlisted Shares), including 23,960 Shares issued on 30 September 2024 under the RSU Scheme, details of which are set out in the announcement of the Company dated 30 September 2024. The total number of Shares entitling the holders to attend and vote for or against any resolution except for the ordinary resolution no.2 proposed at the First 2024 EGM was 398,000,980 Shares (comprising 206,248,420 H Shares and 191,752,560 Unlisted Shares).
- (b) As disclosed in the Circular, Mr. Lyu Yixiong, who is considered to have a material interest in the transactions contemplated under the Product Sales Framework Agreement, and his associates, who collectively held 328,629,260 Shares (comprising 136,876,700 H Shares and 191,752,560 Unlisted Shares), representing approximately 82.56% of the total issued Shares as at the date of this announcement, are required to abstain from and have abstained from voting on the ordinary resolution no.2 proposed at the First 2024 EGM pursuant to Rule 14A.36 of the Listing Rules.
- (c) As more than half of the voting rights held by the Shareholders (including their proxies) present at the First 2024 EGM were cast in favour of the ordinary resolutions no.1 and no.3, and more than half of the voting rights held by the Independent Shareholders (including their proxies) present at the First 2024 EGM were cast in favour of the ordinary resolution no.2, all ordinary resolutions were duly passed.
- (d) As more than two thirds of the voting rights held by the Shareholders (including their proxies) present at the First 2024 EGM were cast in favour of each of the special resolutions, all special resolutions were duly passed.
- (e) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the First 2024 EGM as set out in rule 13.40 of the Listing Rules.
- (f) Saved as disclosed above, no shares of holders were required under the Listing Rules to abstain from voting on the resolutions at the First 2024 EGM.
- (g) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the First 2024 EGM.
- (h) The Company's H share registrar, Tricor Investor Services Limited, the Company's legal advisor as to PRC Laws, Commerce & Finance Law Offices, the representatives of the Supervisors and Shareholders acted as the counter and scrutineer for the vote-taking at the First 2024 EGM.
- (i) All Directors attended the First 2024 EGM in person or by electronic means.

PAYMENT OF INTERIM DIVIDEND

The payment of interim dividends of RMB0.75 per share for the six months ended 30 June 2024 was approved at the First 2024 EGM. The interim dividend will be paid on or around Tuesday, 19 November 2024 to the Shareholders whose names appear on the register of members of the Company at close of business on Wednesday, 9 October 2024.

The exchange rate for the interim dividend to be paid in Hong Kong dollar (“**HKD**”) will be 1.104533, i.e., HKD1.104533 is converted to RMB1.00. Based on the above exchange rate, the amount of the interim dividend per H Share is HKD0.8284 (tax inclusive).

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The resolutions in relation to the Proposed Amendments were duly passed by way of a special resolution at the First 2024 EGM. The amended Articles of Association, the Rules of Procedure for the General Meetings, the Rules of Procedure for the Board of Directors, and the Rules of Procedures for the Supervisory Committee will come into effect on 30 September 2024. The full text of the amended Articles of Association is available on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.chicmaxgroup.com).

By order of the Board
Shanghai Chicmax Cosmetic Co., Ltd.
上海上美化妝品股份有限公司

Mr. Lyu Yixiong

Chairman of the Board, Executive Director and Chief Executive Officer

Shanghai, the PRC
30 September 2024

As at the date of this announcement, the Board comprises Mr. Lyu Yixiong, Ms. Luo Yan (羅燕), Mr. Feng Yifeng and Ms. Song Yang as executive Directors; Ms. Li Hanqiong and Mr. Sun Hao as non-executive Directors; Mr. Leung Ho Sun Wilson, Ms. Luo Yan (羅妍) and Mr. Li Yang as independent non-executive Directors.