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# China Youzan Limited

中國有贊有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

## POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 21 JUNE 2022

The Board is pleased to announce that all the resolutions set out in the notice of the AGM were duly passed by the Shareholders at the AGM held on 21 June 2022 by way of poll.

Reference is made to the circular (the “**Circular**”) dated 20 May 2022 of the Company. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions proposed at the AGM held on 21 June 2022 were duly passed by the Shareholders by way of poll.

The poll results at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
1.	To approve ordinary resolution no. 1 set out in the notice of the AGM (to approve, confirm and ratify the Supplemental Loan Agreement 2022 and the Revised Annual Caps as more particularly set out in the Circular and all the transactions contemplated or arising thereunder).	4,211,860,038 (92.03%)	364,622,205 (7.97%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		For	Against
2.	To approve ordinary resolution no. 2 set out in the notice of the AGM (to approve, confirm and ratify the Share Award Arrangement and Anti-dilution Issue Agreement as more particularly set out in the Circular and all the transactions contemplated or arising thereunder).	4,117,533,471 (99.96%)	1,728,000 (0.04%)
3.	To consider and approve the audited consolidated financial statements and the reports of the directors of the Company and the auditors of the Company (the “ <b>Auditors</b> ”) for the year ended 31 December 2021.	6,621,139,174 (99.98%)	1,000,000 (0.02%)
4.	(i) To re-elect Dr. FONG Chi Wah as an independent non-executive director and authorise the board of directors to fix his remuneration.	5,116,135,540 (77.26%)	1,506,003,634 (22.74%)
	(ii) To re-elect Mr. DENG Tao as an independent non-executive director and authorise the board of directors to fix his remuneration.	6,254,979,492 (94.46%)	367,159,682 (5.54%)
	(iii) To re-elect Mr. LI Shaojie as an independent non-executive director and authorise the board of directors to fix his remuneration.	6,621,139,174 (99.98%)	1,000,000 (0.02%)
5.	To re-elect RSM Hong Kong as Auditors of the Company and authorise the board of directors to fix their remuneration.	6,621,139,174 (99.98%)	1,000,000 (0.02%)
6.	To approve ordinary resolution no. 6 set out in the notice of the AGM (to give a general mandate to the directors to issue shares in the Company).	6,179,051,540 (93.31%)	443,087,634 (6.69%)
7.	To approve ordinary resolution no. 7 set out in the notice of the AGM (to give a general mandate to the directors to repurchase shares in the Company).	6,620,411,174 (99.97%)	1,728,000 (0.03%)
8.	To approve ordinary resolution no. 8 set out in the notice of the AGM (to extend the general mandate to issue shares under ordinary resolution no. 6 by adding the number of shares repurchased under ordinary resolution no. 7).	6,179,167,540 (93.31%)	442,971,634 (6.69%)
9.	To approve ordinary resolution no. 9 set out in the notice of the AGM (the Increase in Authorised Share Capital).	6,621,139,174 (99.98%)	1,000,000 (0.02%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 9 set out above at the AGM, each of these resolutions numbered 1 to 9 was duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued shares of the Company entitling the holders to attend and vote for or against on any of the resolutions at the AGM was 18,421,642,097 Shares. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Mr. Cui Yusong, V5.Cui Investment Ltd. and Youzan Teamwork Inc. (directly held 8,900,000 Shares, 241,885,127 Shares and 363,170,101 Shares, respectively, as at the date of AGM) were required to abstain and had abstained from voting on the resolution no. 1 at the AGM; and Mr. Zhu Ning and Whitecrow Investment Ltd. (directly held 28,000,000 Shares and 1,440,601,703 Shares, respectively, as at the AGM) were required to abstain and had abstained from voting on the resolutions no. 1 and no. 2 at the AGM.

Saved as disclosed above, 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 Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. None of the Shareholders had stated their intention to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the purpose of vote-taking of the poll at the AGM.

The following directors of the Company attended the AGM by electronic means, namely Mr. Yu Tao and Dr. Fong Chi Wah, while the other directors were unable to attend the AGM due to other work commitment.

By Order of the Board  
**China Youzan Limited**  
**Zhu Ning**  
*Chairman*

Hong Kong, 21 June 2022

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhu Ning, Mr. Cui Yusong, Mr. Yu Tao and Ms. Ying Hangyan; and three independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Deng Tao and Mr. Li Shaojie.*

*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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