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SUN ART

Retail Group Limited

SUN ART RETAIL GROUP LIMITED

高鑫零售有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 06808)

(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 AUGUST 2022 (II) PAYMENT OF THE FINAL DIVIDEND

Reference is made to the circular of Sun Art Retail Group Limited 高鑫零售有限公司 (the “**Company**”) dated 20 June 2022 (the “**Circular**”) and the notice of annual general meeting of the Company (the “**Notice**”) dated 20 June 2022. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

At the annual general meeting of the Company held on 18 August 2022 (the “**AGM**”), all the proposed resolutions as set out in the Notice were taken by poll. The poll results were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors (the “ Directors ”) and auditors for the year ended 31 March 2022.	8,244,300,659 (99.978390%)	1,782,000 (0.021610%)
2.	To declare a final dividend of HK\$0.045 per share for the year ended 31 March 2022.	8,246,082,659 (100.000000%)	0 (0.000000%)
3.	(a) To re-elect Mr. LIN Xiaohai as an Executive Director.	8,109,330,956 (98.341616%)	136,751,703 (1.658384%)
	(b) To re-elect Mr. HAN Liu as a Non-Executive Director.	8,221,778,582 (99.705265%)	24,304,077 (0.294735%)
	(c) To re-elect Mr. LIU Peng as a Non-Executive Director.	8,226,237,703 (99.759341%)	19,844,956 (0.240659%)
	(d) To re-elect Mr. Dieter YIH as an Independent Non-Executive Director.	8,085,880,209 (98.057230%)	160,202,450 (1.942770%)
	(e) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	8,244,824,359 (99.984741%)	1,258,300 (0.015259%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.	8,246,082,659 (100.000000%)	0 (0.000000%)
5.	To give a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	8,240,143,785 (99.927979%)	5,938,874 (0.072021%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	7,715,333,385 (93.563619%)	530,749,274 (6.436381%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.	7,679,725,415 (93.131802%)	566,357,244 (6.868198%)

As a majority of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of shares of the Company in issue was 9,539,704,700 shares, which was the total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM. 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders of the Company have stated their intention in the Company’s circular dated 20 June 2022 to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

All Directors attended the AGM.

PAYMENT OF THE FINAL DIVIDEND

Reference was made to the 2021/2022 Annual Report of the Company published on 17 June 2022, the Board wishes to inform the Company's shareholders that a final dividend of HK\$0.045 (equivalent to RMB0.038) per ordinary share for the year ended 31 March 2022 is expected to be paid on 30 September 2022 (Friday) to the shareholders of the Company whose names appear on the Company's register of members at the close of business at 4:30 p.m. on 23 August 2022 (Tuesday).

By Order of the Board
Sun Art Retail Group Limited
LIN Xiaohai
Executive Director and Chief Executive Officer

Hong Kong, 18 August 2022

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

Executive Director:

Mr. LIN Xiaohai (*Chief Executive Officer*)

Non-Executive Directors:

Mr. HUANG Ming-Tuan (*Chairman*)

Mr. HAN Liu

Mr. LIU Peng

Independent Non-Executive Directors:

Ms. Karen Yifen CHANG

Mr. Charles Sheung Wai CHAN

Mr. Dieter YIH