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Fenbi Ltd.

粉笔有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2469)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 14, 2023

Reference is made to the circular (the “**Circular**”) of Fenbi Ltd. (the “**Company**”) and the notice of the annual general meeting (the “**AGM Notice**”) of the Company both dated May 22, 2023. Terms used in this announcement shall have the same meanings as defined in the Circular and the AGM Notice unless otherwise stated.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the AGM held on June 14, 2023, the AGM Notice which was given to the Shareholders on May 22, 2023, each of the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were taken by poll. The poll results in respect of the Resolutions are as follows:

| Ordinary Resolutions | | Number of votes cast and approximate percentage (%) | |
|-----------------------------|--|--|----------------|
| | | For | Against |
| 1. | To receive, consider and adopt the audited financial statements and the reports of the Directors and the auditor of the Company for the year ended 31 December 2022. | 872,917,000 (100%) | 0 (0%) |
| 2(i). | To re-elect Mr. ZHANG Xiaolong as an executive Director. | 872,917,000 (100%) | 0 (0%) |
| 2(ii). | To re-elect Mr. LI Yong as a non-executive Director. | 872,917,000 (100%) | 0 (0%) |
| 2(iii). | To re-elect Mr. LI Xin as a non-executive Director. | 872,917,000 (100%) | 0 (0%) |

| Ordinary Resolutions | | Number of votes cast and approximate percentage (%) | |
|----------------------|--|---|--------------------|
| | | For | Against |
| 2(iv). | To authorise the Board to fix the remuneration of the Directors of the Company. | 872,917,000 (100%) | 0 (0%) |
| 3. | To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix its remuneration. | 872,917,000 (100%) | 0 (0%) |
| 4. | To approve and adopt the 2023 Restricted Share Unit Scheme and to authorize any director of the Company to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Restricted Share Unit Scheme. | 872,669,500 (99.97%) | 247,500 (0.03%) |
| 5. | To approve and adopt the Service Provider Sublimit under the 2023 Restricted Share Unit Scheme. | 872,669,500 (99.97%) | 247,500 (0.03%) |
| 6. | To approve and adopt the 2023 Share Option Scheme and to authorize any director of the Company to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme. | 872,669,500 (99.97%) | 247,500 (0.03%) |
| 7. | To approve and adopt the Service Provider Sublimit under the 2023 Share Option Scheme. | 872,669,500 (99.97%) | 247,500 (0.03%) |
| 8. | To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the Company's total number of issued shares as at the date of passing of this resolution. | 872,669,500 (99.97%) | 247,500 (0.03%) |
| 9. | To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the Company's total number of issued shares as at the date of passing of this resolution. | 872,917,000 (100%) | 0 (0%) |
| 10. | To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the aggregate number of shares repurchased by the Company. | 872,669,500 (99.97%) | 247,500 (0.03%) |

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares was 2,253,657,730 Shares, which was the total number of Shares of the Company entitling the holders thereof to attend and vote on all the Resolutions at the AGM.

There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the AGM under the Listing Rules. None of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on the Resolutions.

Directors namely Mr. ZHANG Xiaolong, Mr. WEI Liang, Mr. QIU Dongxiao Larry, Mr. YUEN Kai Yiu Kelvin and Ms. YUAN Jia attended the AGM in person or by electronic means, Mr. LI Yong and Mr. LI Xin were unable to attend the AGM due to their other business engagements.

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

By order of the Board
Fenbi Ltd.
ZHANG Xiaolong
Chairman

Hong Kong, June 14, 2023

As at the date of this announcement, the Board comprises Mr. ZHANG Xiaolong and Mr. WEI Liang as executive Directors; Mr. LI Yong and Mr. LI Xin as non-executive Directors; Mr. QIU Dongxiao Larry, Mr. YUEN Kai Yiu Kelvin and Ms. YUAN Jia as independent non-executive Directors.