

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China Hongqiao Group Limited

中國宏橋集團有限公司

(Incorporated under the laws of Cayman Islands with limited liability)

(Stock Code: 1378)

ANNOUNCEMENT

POLL RESULTS FOR THE ANNUAL GENERAL MEETING HELD ON 16 MAY 2023, CHANGE IN MEMBERS OF THE BOARD

AND

CHANGES IN MEMBERS OF THE BOARD COMMITTEES

Reference is made to the circular of China Hongqiao Group Limited (the “**Company**”) dated 21 April 2023 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 16 May 2023, all the proposed resolutions as set out in the notice of the AGM dated 21 April 2023 (the “**Resolutions**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and the auditors of the Company for the year ended 31 December 2022;	7,779,726,968 99.88%	9,465,501 0.12%

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	(i) To re-elect Mr. Zhang Bo as an executive Director;	7,600,111,588 97.57%	189,080,881 2.43%
	(ii) To re-elect Ms. Zheng Shuliang as an executive Director;	7,754,985,167 99.56%	34,207,302 0.44%
	(iii) To re-elect Ms. Zhang Ruilian as an executive Director;	7,761,473,273 99.64%	27,719,196 0.36%
	(iv) To re-elect Ms. Wong Yuting as an executive Director;	7,754,985,167 99.56%	34,207,302 0.44%
	(v) To re-elect Mr. Yang Congsen as a non-executive Director;	7,649,965,545 98.21%	139,226,924 1.79%
	(vi) To re-elect Mr. Zhang Jinglei as a non-executive Director;	7,712,994,206 99.02%	76,198,263 0.98%
	(vii) To re-elect Mr. Liu Xiaojun (Mr. Zhang Hao as his alternate) as a non-executive Director;	7,714,387,510 99.04%	74,804,959 0.96%
	(viii) To re-elect Ms. Sun Dongdong as a non-executive Director;	7,717,179,901 99.08%	72,012,568 0.92%
	(ix) To re-elect Mr. Wen Xianjun as an independent non-executive Director;	7,724,451,173 99.17%	64,741,296 0.83%
	(x) To re-elect Mr. Han Benwen, who has served the Company for more than nine years, as an independent non-executive Director;	7,509,640,364 96.41%	279,552,103 3.59%
	(xi) To re-elect Mr. Dong Xinyi as an independent non-executive Director;	7,774,855,058 99.82%	14,337,411 0.18%
	(xii) To elect Ms. Fu Yulin as an independent non-executive Director;	7,789,165,469 99.9997%	27,000 0.0003%
	(xiii) To authorise the Board to fix the respective Directors' remuneration;	7,787,613,665 99.98%	1,578,804 0.02%
3.	To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;	7,769,721,600 99.75%	19,470,869 0.25%
4.	To declare a final dividend of HK10 cents per share for the year ended 31 December 2022 to the Shareholders;	7,789,192,469 100%	0 0%
5.	To give a general mandate to the Directors to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution;	7,783,898,905 99.93%	5,293,564 0.07%

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To give a general mandate to the Directors to issue, allot and deal with the Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution; and	7,214,633,913 92.62%	574,558,556 7.38%
7.	To extend the general mandate granted to the Directors to issue, allot and deal with the new Shares representing the total number of the Shares repurchased.	7,132,626,614 91.72%	643,902,855 8.28%

As at the date of the AGM, the Company had 9,475,538,425 Shares in issue. The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM were 9,475,538,425 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions at the AGM as set out in Rule 13.40 of Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

As more than one half of the votes were cast in favour of each of the above ordinary Resolutions, all the ordinary Resolutions were duly passed at the AGM.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

Pursuant to Rule 13.39(5A) of the Listing Rules, the Company would like to report that the AGM was chaired by Mr. Zhang Bo, the chairman of the Board and an executive Director. Executive Directors Mr. Zhang Bo, Ms. Zheng Shuliang, Ms. Zhang Ruilian and Ms. Wong Yuting, non-executive Directors Mr. Yang Congsen, Mr. Zhang Jinglei and Ms. Sun Dongdong and independent non-executive Directors Mr. Xing Jian and Mr. Han Benwen attended the AGM in person; non-executive Director Mr. Liu Xiaojun (Mr. Zhang Hao as his alternate) and independent non-executive Directors Mr. Wen Xianjun and Mr. Dong Xinyi attended the AGM by electronic means.

For the biographic details of the retiring Directors that were re-elected at the AGM, please refer to the Circular.

CHANGE IN MEMBERS OF THE BOARD

As stated in the Circular, Mr. Xing Jian (“**Mr. Xing**”), who also retired at the AGM, had informed the Company that he would not offer himself for re-election due to his health condition. Mr. Xing has confirmed that he had no disagreement with the Board and there were no matters in respect of his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board is pleased to announce that upon the approval of the Shareholders at the AGM, Ms. Fu Yulin (“**Ms. Fu**”) has been appointed as an independent non-executive Director for a term of three years commencing from the date of the AGM. Please refer to the Circular for the biographical details and other information of Ms. Fu. Save as disclosed in the Circular, there is no other matter relating to Ms. Fu’s appointment which shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which need to be brought to the attention of the Shareholders.

CHANGES IN MEMBERS OF THE BOARD COMMITTEES

Upon Mr. Xing’s retirement as a Director, he has also ceased to be the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Board.

Following the appointment of Ms. Fu as an independent non-executive Director, she has been appointed as a member of the Nomination Committee, with effect from the date of conclusion of the AGM.

The Board also announces that, with effect from the date of conclusion of the AGM, (i) Mr. Zhang Bo has been appointed as the chairman of the Nomination Committee; and (ii) Mr. Wen Xianjun has been appointed as a member of each of the Audit Committee and the Remuneration Committee.

By order of the Board
China Hongqiao Group Limited
Mr. Zhang Bo
Chairman

Hong Kong
16 May 2023

As at the date of this announcement, the Board comprises twelve Directors, namely Mr. Zhang Bo, Ms. Zheng Shuliang, Ms. Zhang Ruilian and Ms. Wong Yuting as executive Directors, Mr. Yang Congsen, Mr. Zhang Jinglei, Mr. Liu Xiaojun (Mr. Zhang Hao as his alternate) and Ms. Sun Dongdong as non-executive Directors, and Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin as independent non-executive Directors.