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首程控股有限公司
SHOUCHENG HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 697)

**POLL RESULTS OF THE 2025 ANNUAL GENERAL MEETING
HELD ON 30 APRIL 2025
AND
RETIREMENTS OF DIRECTORS
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that all the resolutions set out in the 2025 AGM Notice were duly passed by the Shareholders by way of poll at the 2025 AGM.

With effect from the conclusion of the 2025 AGM:

- (a) Mr. Xu Liang has retired as an Executive Director;
- (b) Mr. Choi Fan Keung Vic has retired as an Independent Non-executive Director and ceased to be a member of the Audit Committee and a member of the Remuneration Committee; and
- (c) Mr. Deng Yougao has retired as an Independent Non-executive Director and ceased to be a member of the Audit Committee and a member of the Nomination Committee.

Reference is made to the circular dated 5 April 2025 (the “**Circular**”) containing, inter alia, a notice of annual general meeting (the “**2025 AGM Notice**”), issued by Shoucheng Holdings Limited (the “**Company**”) to the shareholders of the Company (the “**Shareholders**”). Capitalized terms used herein shall have the same meanings as those defined in the Circular unless defined otherwise.

POLL RESULTS OF THE 2025 AGM

The Board is pleased to announce that the poll results in respect of all the resolutions proposed at the annual general meeting held on 30 April 2025 (the “2025 AGM”) are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited financial statements together with the reports of the directors and the independent auditor for the year ended 31 December 2024.	5,164,420,012 (99.99%)	727,620 (0.01%)
The resolution was duly passed.			
2.	To declare a final dividend for the year ended 31 December 2024.	5,164,879,632 (99.99%)	268,000 (0.01%)
The resolution was duly passed.			
3.	To re-elect Ms. Zhang Quanling as an independent non-executive director of the Company.	5,164,343,712 (99.98%)	803,920 (0.02%)
The resolution was duly passed.			
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the directors of the Company to fix the auditor’s remuneration.	5,164,419,212 (99.99%)	728,420 (0.01%)
The resolution was duly passed.			
5.	To give a general mandate to the directors of the Company to allot, issue and dispose of shares (including any sale or transfer of treasury shares) of the Company not exceeding 20% of the existing total number of shares (excluding treasury shares, if any) of the Company in issue.	5,105,709,987 (98.85%)	59,437,645 (1.15%)
The resolution was duly passed.			
6.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the existing total number of shares (excluding treasury shares, if any) of the Company in issue.	5,164,879,632 (99.99%)	268,000 (0.01%)
The resolution was duly passed.			
7.	To add, conditional upon the passing of resolution no. 6 above, the total number of shares of the Company bought back to the general mandate given to the directors of the Company to allot shares of the Company.	5,105,709,987 (98.85%)	59,437,645 (1.15%)
The resolution was duly passed.			

Special Resolution		Number of Votes (%)	
		For	Against
8.	To approve and adopt the new articles of association of the Company.	5,164,878,832 (99.99%)	268,800 (0.01%)
The resolution was duly passed.			

Note: The full text of the above resolutions nos. 5 to 8 were set out in the 2025 AGM Notice.

As at the date of the 2025 AGM, the total number of issued Shares was 7,284,855,440 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the 2025 AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the 2025 AGM as set out in Rule 13.40 of the Listing Rules. There were no Shares requiring the holders to abstain from voting at the 2025 AGM under the Listing Rules, and no parties had indicated in the Circular that they intended to vote against or to abstain from voting on any resolutions at the 2025 AGM. Mr. Zhao Tianyang and Mr. Xu Liang as Executive Directors; Mr. Ho Gilbert Chi Hang and Mr. Liu Jingwei as Non-executive Directors; Dr. Wang Xin, Mr. Choi Fan Keung Vic, Mr. Deng Yougao, Ms. Zhang Quanling and Ms. Zhuge Wenjing as Independent Non-executive Directors, attended the 2025 AGM in person or by electronic means.

Tricor Tengis Limited, the share registrar of the Company, acted as the scrutineer for the purpose of vote-taking at the 2025 AGM.

RETIREMENTS OF DIRECTORS

The Board announces that Mr. Xu Liang (“**Mr. Xu**”) had not stood for re-election and has retired as an Executive Director, and Mr. Choi Fan Keung Vic (“**Mr. Choi**”) and Mr. Deng Yougao (“**Mr. Deng**”) had not stood for re-election and have retired as Independent Non-executive Directors pursuant to the Articles of Association of the Company with effect from the conclusion of the 2025 AGM.

Mr. Xu, Mr. Choi and Mr. Deng have confirmed that they have no disagreement with the Board and that there is no matter relating to their retirements that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Xu, Mr. Choi and Mr. Deng for their valuable contributions to the Company during their tenure of service.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that, following the abovementioned retirements of directors, Mr. Choi ceased to be a member of the Audit Committee and a member of the Remuneration Committee and Mr. Deng ceased to be a member of the Audit Committee and a member of the Nomination Committee with effect from the conclusion of the 2025 AGM.

After the abovementioned retirements of directors took effect, the composition of each of the Audit Committee, Remuneration Committee and the Nomination Committee is as follows:

Audit Committee

Wang Xin (*Chairman*)
Ho Gilbert Chi Hang
Liu Jingwei
Zhang Quanling
Zhuge Wenjing

Remuneration Committee

Zhang Quanling (*Chairlady*)
Peng Jihai
Wang Xin

Nomination Committee

Zhao Tianyang (*Chairman*)
Wang Xin
Zhang Quanling

By order of the Board
Shoucheng Holdings Limited
Zhao Tianyang
Chairman

Hong Kong, 30 April 2025

As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman) as Executive Director; Mr. Wu Lishun, Mr. Li Hao (Vice Chairman), Mr. Peng Jihai, Mr. Ho Gilbert Chi Hang and Mr. Liu Jingwei as Non-executive Directors; Dr. Wang Xin, Ms. Zhang Quanling and Ms. Zhuge Wenjing as Independent Non-executive Directors.