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JIMU GROUP LIMITED
積木集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8187)

POLL RESULT OF EXTRAORDINARY GENERAL MEETING HELD ON 27 JULY 2023

Reference is made to the notice of extraordinary general meeting (the “**EGM Notice**”) of Jimu Group Limited (the “**Company**”) and the circular of the Company dated 7 July 2023 (the “**EGM Circular**”) in relation to, among others, the proposed increase in authorised share capital and Rights Issue. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the EGM Circular.

POLL RESULTS OF THE EGM

The EGM was convened and held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 27 July 2023 at 11:00 a.m. At the EGM, the proposed resolution as set out in the EGM Notice had been taken by poll. Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares of the Company was 36,115,200 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution numbered 1 proposed at the EGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on the resolution numbered 1 at the EGM, or to abstain from voting in favor of the resolution numbered 1 at the EGM as set out in Rules 17.47A of the GEM Listing Rules.

As the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to approval by the Independent Shareholders at the EGM by poll in accordance with the requirements of Rule 10.29 of the GEM Listing Rules and any Controlling Shareholder and their respective associates or where there is no Controlling Shareholder, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) relating to the Rights Issue.

As at the date of the EGM, the Company had no controlling Shareholder as defined under the GEM Listing Rules and Mr. Shum Tsz Yeung (“**Mr. Shum**”), a non-executive Director, is interested in 6,750 Shares. Accordingly, Mr. Shum was required under the GEM Listing Rules to abstain from voting on the proposed resolution numbered 2 to approve the Rights Issue. As such, Mr. Shum had abstained from voting on the proposed resolution numbered 2 as stated in the Circular. Therefore, the total number of Shares entitling the Shareholders and the Independent Shareholders to attend and vote on the resolution numbered 1 and numbered 2 was 36,115,200 Shares and 36,108,450 Shares respectively.

Save as disclosed above, there was no restriction on any other Independent Shareholders casting votes on any of the resolutions at the EGM. There was no Share entitling the Independent Shareholders to attend and abstain from voting in favour of any of the resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules. No party has stated its intention in the Circular that it would vote against any of the resolutions or that it would abstain from voting at the EGM.

The poll result in respect of the resolution proposed at the EGM is as follows:

Ordinary Resolutions		Number of votes and approximate percentage of total number of votes	
		For	Against
1.	To approve the increase in authorised share capital of the Company.	3,900,900 (100%)	0 (0%)
2.	To approve the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.	3,900,900 (100%)	0 (0%)

Note: The description of the above resolution is by way of summary only. Full text of the resolution is set out in the EGM Circular and the EGM Notice.

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed by the Independent Shareholders as ordinary resolutions.

Apart from Mr. Shum who was unable to attend the EGM due to other business engagement, all the remaining Directors attended the EGM either in person or by electronic means.

Rights Issue

The Company will proceed with the Rights Issue in accordance with the expected timetable in the EGM Circular. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders, and the Prospectus only will be despatched to the Non-Qualifying Shareholders (if any, for their information only), on Wednesday, 9 August 2023. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Wednesday, 23 August 2023.

Dealings in the nil-paid Rights Shares are expected to take place from Friday, 11 August 2023 to Friday, 18 August 2023 (both days inclusive). If the conditions of the Rights Issue are not fulfilled in full, the Rights Issue will not proceed. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or the nil-paid rights is advised to exercise caution when dealing in the Shares and/or the nil-paid rights.

By order of the Board
Jimu Group Limited
Tsang Hing Bun
Executive Director

Hong Kong, 27 July 2023

As at the date of this announcement, the executive Director of the Company is Mr. Tsang Hing Bun; the non-executive Director of the Company is Mr. Shum Tsz Yeung; and the independent non-executive Directors of the Company are Mr. Hung Wai Che, Mr. Choi Ho Yan and Mr. Yiu Yu Hong John.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Announcements” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the Company’s website at <http://www.jimugroup8187.com>.