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CNNC INTERNATIONAL LIMITED

中核國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2302)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND EXTRAORDINARY GENERAL MEETING HELD
ON 17TH JUNE, 2024;**
- (2) ADOPTION OF THE THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION; AND**
- (3) CHANGE OF AUDITOR**

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND
EXTRAORDINARY GENERAL MEETING HELD ON 17TH JUNE, 2024**

Reference is made to (i) the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of CNNC International Limited (the “**Company**”) both dated 21st May, 2024; and (ii) the circular (the “**EGM Circular**”, together with the AGM Circular, the “**Circulars**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) both dated 21st May, 2024. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circulars.

POLL RESULT OF THE AGM

As at the date of the AGM, the total number of issued Shares of the Company was 489,168,308 ordinary shares of HK\$0.01 each, being the total number of Shares entitling the holders to attend and vote for or against all resolutions proposed at the AGM. To the best knowledge and belief of the Directors having made all reasonable enquiries, (i) there

were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM; (ii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholders were required to abstain from voting at the AGM under the Listing Rules. No parties have indicated in the AGM Circular that they intend to vote against or to abstain from voting on any resolution at the AGM.

The poll results in respect of all the resolutions at the AGM are set out as follows:

Proposed ordinary resolutions at the AGM		No. of votes (Approx. %)	
		For	Against
1	To receive and consider the audited consolidated financial statements of the Company and the Reports of the Directors and the Auditors for the year ended 31st December, 2023.	336,496,941 (100%)	0 (0%)
2	To re-elect Mr. Chan Yee Hoi as Independent Non-executive Director.	336,496,941 (100%)	0 (0%)
3	To re-elect Mr. Sun Ruofan as Non-Executive Director.	336,496,941 (100%)	0 (0%)
4	To re-elect Mr. Wu Ge as Non-Executive Director.	336,496,941 (100%)	0 (0%)
5	To re-elect Mr. Zhang Lei as Independent Non-Executive Director.	336,496,941 (100%)	0 (0%)
6	To authorise the Board to fix the Directors' remuneration.	336,496,941 (100%)	0 (0%)
7	To appoint SHINEWING (HK) CPA Limited as auditor of the Company following the retirement of BDO Limited and to authorise the Board to fix their remuneration.	336,496,941 (100%)	0 (0%)
8A	To give a general mandate to the Directors to purchase Shares of the Company.	336,496,941 (100%)	0 (0%)
8B	To give a general mandate to the Directors to allot and issue Shares of the Company (including any sale or transfer of treasury shares out of treasury).	336,496,941 (100%)	0 (0%)
8C	To extend the general mandate granted to the Directors to issue new shares under resolution 8B by adding the number of shares repurchased by the Company under resolution 8A.	336,496,941 (100%)	0 (0%)

Proposed special resolution at the AGM		No. of votes (Approx. %)	
		For	Against
9	To approve the proposed amendments to the existing second amended and restated memorandum of association and articles of association of the Company and to adopt the third amended and restated memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing second amended and restated memorandum of association and articles of association of the Company with immediate effect and that any director, the registered office provider of the Company or company secretary of the Company be authorised severally to do all things necessary to give effect to the proposed amendments and the adoption of the third amended and restated memorandum and articles of association of the Company.	336,496,941 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 8C and not less than 75% of the votes were cast in favour of the special resolution numbered 9, all resolutions were duly passed.

The AGM was chaired and attended in person by Mr. Chan Yee Hoi, an independent non-executive Director of the Company, as elected by the Board of the Company to be the chairman of the AGM pursuant to the Articles. Mr. Zhang Lei, an independent non-executive Director of the Company, attended the AGM in person. The other Directors of the Company, namely non-executive Director and chairman Mr. Wang Cheng, executive Director and chief executive officer Mr. Zhang Yi, non-executive Directors Mr. Wu Ge and Mr. Sun Ruofan, and independent non-executive Director Mr. Cui Ligu, attended the AGM by electronic means.

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

POLL RESULT OF THE EGM

As at the date of the EGM, the number of issued Shares of the Company was 489,168,308, being the total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the EGM. Pursuant to Rule 14A.36 of the Listing Rules and as stated in the EGM Circular, CNOL and its associates were required to abstain from voting on the relevant resolution in relation to the 2024 Framework

Agreement (together with the Proposed Annual Caps) and the transactions contemplated thereunder to be proposed at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of the EGM, CNOL and its associates were interested in 326,372,273 Shares. Save as disclosed above, to the best of the Directors' knowledge, information and belief, no other Shareholders had material interest in the resolution proposed at the EGM and were required to abstain from voting at the EGM. Accordingly, as at the date of the EGM, there were a total of 162,796,035 Shares held by the Independent Shareholders who were entitled to attend and vote for or against the ordinary resolution proposed at the EGM. Save as disclosed above, (i) there were no restrictions on any Shareholders casting votes on the proposed resolution at the EGM; (ii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholders were required to abstain from voting at the EGM under the Listing Rules. No parties have indicated in the EGM Circular that they intend to vote against or to abstain from voting on the resolution at the EGM.

The poll results in respect of the resolution at the EGM are set out as follows:

Proposed ordinary resolution at the EGM		No. of votes (Approx. %)	
		For	Against
1	To approve, confirm and ratify the Framework Agreement, the transactions contemplated thereunder, and the Proposed Annual Caps.	6,531,668 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the above ordinary resolution, the above resolution of the Company was duly passed.

The EGM was chaired and attended in person by Mr. Chan Yee Hoi, an independent non-executive Director of the Company, as elected by the Board of the Company to be the chairman of the EGM pursuant to the Articles. Mr. Zhang Lei, an independent non-executive Director of the Company, attended the EGM in person. The other Directors of the Company, namely non-executive Director and chairman Mr. Wang Cheng, executive Director and chief executive officer Mr. Zhang Yi, non-executive Directors Mr. Wu Ge and Mr. Sun Ruofan, and independent non-executive Director Mr. Cui Ligu, attended the EGM by electronic means.

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

(2) ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board hereby announces that the resolution on the proposed amendments to the Existing Memorandum and Articles of Association of the Company has been duly passed as a special resolution at the AGM. For details of the amendments, please refer to Appendix III to the AGM circular of the Company dated 21st May, 2024.

The New Memorandum and Articles of Association will take effect from 17th June, 2024, the full text of which is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cnnintl.com).

(3) CHANGE OF AUDITOR

As disclosed in the announcement of the Company dated 20th May, 2024 and the AGM Circular, (i) BDO Limited (“**BDO**”) would retire as auditor of the Company upon expiration of its current term of office at the conclusion of the AGM and would not offer itself for re-appointment as auditor of the Company; and (ii) the Board had resolved, with the recommendation of the audit committee of the Company, that SHINEWING (HK) CPA Limited (“**SHINEWING**”) be proposed to be appointed as the auditor of the Company following the retirement of BDO, subject to the approval by the Shareholders at the AGM. Following the passing of resolution no. 7 at the AGM, the Board is pleased to announce that SHINEWING has been appointed as the auditor of the Company with effect from the conclusion of the AGM to hold the office until the conclusion of the next annual general meeting of the Company.

By order of the Board
CNNC International Limited
中核國際有限公司
Li Philip Sau Yan
Company Secretary

Hong Kong, 17th June, 2024

As at the date of this announcement, the Board comprises non-executive Director and chairman, namely, Mr. Wang Cheng, executive Director and chief executive officer, namely, Mr. Zhang Yi, non-executive Directors, namely, Mr. Wu Ge and Mr. Sun Ruofan, and independent non-executive Directors, namely, Mr. Cui Liguu, Mr. Zhang Lei and Mr. Chan Yee Hoi.