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SHIMAO GROUP HOLDINGS LIMITED

世茂集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 813)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 15 JANUARY 2025**

References are made to the notice of the extraordinary general meeting of Shimao Group Holdings Limited (the “**Company**”) dated 30 December 2024 (the “**EGM Notice**”) and the circular of the Company dated 30 December 2024 (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

The Board hereby announces that at the EGM held on 15 January 2025, all the proposed resolutions as set out in the EGM Notice (the “**Resolutions**”) were duly approved and passed by the Shareholders by way of poll. The poll results are as follows:

| Ordinary Resolutions |                                                                                                                                                                                                                                                                                                                  | Number of Votes (%)       |                       |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------------------|
|                      |                                                                                                                                                                                                                                                                                                                  | For                       | Against               |
| 1.                   | To approve the issue of MCB, to grant a specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with any new Shares that might be issued upon the conversion of the MCB and any one Director be and is authorised to do all acts and things to give effect to the same. | 2,446,307,291<br>(99.86%) | 3,411,802<br>(0.14%)  |
| 2.                   | To approve the issue of Controlling Shareholder Notes and any one Director be and is authorised to do all acts and things to give effect to the same.                                                                                                                                                            | 22,888,631<br>(87.03%)    | 3,411,802<br>(12.97%) |

| Ordinary Resolutions |                                                                                                                                                                                                                                                                                                                                                                  | Number of Votes (%)       |                       |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------------------|
|                      |                                                                                                                                                                                                                                                                                                                                                                  | For                       | Against               |
| 3.                   | To approve the issue of Controlling Shareholder MCB, to grant a specific mandate to the Directors to exercise the powers of the Company to allot, issue and deal with any new Shares that might be issued upon the conversion of the Controlling Shareholder MCB and any one Director be and is authorised to do all acts and things to give effect to the same. | 24,429,669<br>(92.89%)    | 1,870,764<br>(7.11%)  |
| 4.                   | To approve the increase of the authorised share capital of the Company from HK\$500,000,000 divided into 5,000,000,000 Shares to HK\$2,500,000,000 divided into 25,000,000,000 Shares by creating an additional 20,000,000,000 unissued Shares and any one Director be and is authorised to do all acts and things to give effect to the same.                   | 2,425,712,199<br>(99.02%) | 24,006,894<br>(0.98%) |

*Note: The description of the Resolutions above is by way of summary only. For the full text and details of the Resolutions, please refer to the EGM Notice and the Circular.*

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1 to 4 at the EGM, such resolutions were duly passed as ordinary resolutions of the Company.

The total number of issued Shares as at the date of the EGM was 3,797,831,888 Shares, which was the total number of Shares entitling the holders to attend and vote on Resolutions No. 1 and No. 4 proposed at the EGM.

As disclosed in the Circular, the Controlling Shareholder and Mr. Hui Sai Tan, Jason (the son of the Controlling Shareholder), holding in aggregate 2,426,522,784 Shares, representing approximately 63.9% of the total number of Shares in issue as at the date of the EGM, are considered to be interested in the proposed issue of the Controlling Shareholder Notes and the proposed issue of the Controlling Shareholder MCB (including the grant of a specific mandate for the issue of the Controlling Shareholder MCB Conversion Shares). They were required to abstain and had abstained, from voting on Resolution No. 2 (to approve the issue of Controlling Shareholder Notes) and Resolution No. 3 (to approve the issue of Controlling Shareholder MCB (including the grant of a specific mandate for the issue of the Controlling Shareholder MCB Conversion Shares)) proposed at the EGM.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and to vote for or against Resolutions No. 2 and No. 3 at the EGM were 1,371,309,104 Shares, representing approximately 36.1% of the total number of Shares in issue as at the date of the EGM.

Save as disclosed above, (i) no Shareholder was required to abstain from voting on the Resolutions proposed at the EGM under the Listing Rules; (ii) there was no Shareholder who was entitled only to vote against any of the Resolutions proposed at the EGM; and (iii) none of the Shareholders stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions proposed at the EGM.

All the Directors had attended the EGM either in person or by electronic means.

Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the EGM for the purposes of vote-taking.

By order of the Board  
**Shimao Group Holdings Limited**  
**Lam Yee Mei, Katherine**  
*Company Secretary*

Hong Kong, 15 January 2025

*As at the date of this announcement, the Board comprises three Executive Directors, namely, Mr. Hui Sai Tan, Jason (Chairman and President), Mr. Xie Kun and Mr. Zhao Jun; two Non-executive Directors, namely, Ms. Hui Mei Mei, Carol and Mr. Shao Liang; and three Independent Non-executive Directors, namely, Mr. Lyu Hong Bing, Mr. Lam Ching Kam and Mr. Fung Tze Wa.*