

Stock Code: 000055, 200055 Stock ID: Fangda Group, Fangda B Announcement No. 2022-26

China Fangda Group Co., Ltd.
Notice on the Resolution of the 1st Annual General Meeting 2022

The members of the Board and the Company acknowledge being responsible for the truthfulness, accuracy, and completeness of the announcement. No false record, misleading statement or significant omission is carried in this announcement.

I. Special Prompts

1. There was no veto proposal at this general shareholders' meeting.
2. This general shareholders' meeting did not involve changes to the resolutions passed by previous shareholders' meetings.

II. About the meeting

1. Time:

(1) Time of the on-site meeting: 2:30 PM on September 14, 2022

(2) Online voting time: September 14, 2022

Among them, the specific time of voting through the trading system of Shenzhen Stock Exchange is 9:15-9:25, 9:30-11:30 and 13:00-15:00; The specific time of voting through the Internet voting system of Shenzhen Stock Exchange is any time from 9:15 to 15:00 on September 14, 2022.

2. Place: Multi-functional meeting room on the 1st floor of Fangda Building

3. Holding method: field and online voting

4. Caller: The Board of Directors of the Company

5. Chaired by: Chairman Xiong Jianming

6. The convening of the meeting complies with the related laws, regulations, rules, stipulating documents as well as the Articles of Association 6

III. Presence

1. Presence of shareholders (proxies):

Type	Number of people present	Number of shares held	Percentage of the Company's total voting shares
General situation	31	305,396,012	28.44%
Including: field voting	5	272,070,710	

Type	Number of people present	Number of shares held	Percentage in the total number of domestic shares with voting rights
Overall situation of domestic shares	29	182,846,387	26.90%
Including: field voting	3	149,521,112	22.00%
Online voting	26	33,325,275	4.90%

3. Presence of domestic listed foreign capital shares (B share) shareholders (proxies):

Type	Number of people present	Number of shares held	Percentage in the total number of foreign shares with voting rights
Overall situation of foreign shares	2	122,549,625	31.09%
Including: field voting	2	122,549,625	31.09%
Online voting	0	0	0.00%

4. Presence of of minority shareholders (proxies):

Type	Number of people present	Number of shares held	Percentage of Company's total voting shares
General situation of small-to-middle shareholders	27	72,364,791	6.74%
Including: field voting	2	39,048,316	3.64%
Online voting	25	33,316,475	3.10%

5. Presence at the meeting: Directors, supervisors, senior executives, lawyer were present at the shareholders' meeting.

IV. Voting of proposals

The following proposals are reviewed and voted during the meeting:

1. Reviewing and approving the proposal on spin off of its subsidiary Fangda Zhiyuan

Technology Co., Ltd. for initial public offering and listing on the growth enterprise market

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

2. Reviewing and approving the proposal on the listing of the subsidiary Fangda Zhiyuan Technology Co., Ltd. on the growth enterprise market of Shenzhen Stock Exchange in compliance with relevant laws and regulations

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

3. Reviewing and approving the proposal on the plan of China Fangda Group Co., Ltd. to spin off its subsidiary Fangda Zhiyuan Technology Co., Ltd. to be listed on the GEM

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

4. Reviewing and approving the proposal on the listing of Fangda Zhiyuan Technology Co., Ltd., a subsidiary of China Fangda Group Co., Ltd. on the growth enterprise market in compliance with the Rules for the Spin Off of Listed Companies (Trial Implementation).

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

5. Reviewing and approving the proposal on spin-off of the subsidiary Fangda Zhiyuan Technology Co., Ltd. to the Growth Enterprise Market to safeguard the legitimate rights and interests of shareholders and creditors.

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

6. Reviewing and approving the "Resolution on Maintaining the Independence and Sustainable Operation Ability of the Company".

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

7. Reviewing and approving the proposal on Fangda Zhiyuan Technology Co., Ltd. having the corresponding standardized operation capability.

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting.

attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

8. Reviewing and approving the proposal on the completeness and compliance of the legal procedures for the spin-off and the validity of the legal documents submitted

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

9. Reviewing and approving the proposal on purpose, commercial rationality, necessity and feasibility analysis of the spin-off

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting;

0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

10. Reviewing and approving the "Resolution in relation to proposing to the shareholders' general meeting to authorize the board of directors and authorized persons of the board of directors to deal with matters relating to the spin-off of the Company".

Voting result:

305,394,312 shares agreed, accounting for 99.9994% of the shares held by all shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0006% of the shares held by all shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all shareholders attending the meeting.

Voting by shareholders of domestic listed foreign shares (B share):

122,549,625 shares agreed, accounting for 100.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares opposed, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all foreign share shareholders attending the meeting.

Voting by small-to-middle shareholders:

72,363,091 shares agreed, accounting for 99.9977% of the shares held by all small-to-middle shareholders attending the meeting; 1,700 shares opposed, accounting for 0.0023% of the shares held by all small-to-middle shareholders attending the meeting; 0 shares abstained, accounting for 0.0000% of the shares held by all small-to-middle shareholders attending the meeting.

All the above proposals are special resolutions, which have been approved by more than 2/3 of the voting rights held by shareholders (including shareholders' proxies) attending the general meeting of shareholders, and by more than 2/3 of the voting rights held by minority shareholders attending the meeting.

V. Lawyer's opinion

1. Law office: V&T LAW FIRM
2. Lawyers: Guo Leiming and Wang Ziyi

3. **Concluding comments:** The convening and convening procedures of this general meeting of shareholders comply with the provisions of relevant laws, regulations and the Articles of Association. The qualifications of the personnel and convener attending this general meeting of shareholders are legal and valid. The voting procedures and other matters of this general meeting of shareholders comply with the provisions of relevant laws, regulations and the articles of association. The resolutions of this general meeting of shareholders are legal and valid.

VI. Reference

1. Legal Opinion
2. Resolutions of the shareholders' meeting

The above is for the attention of the shareholders.

Board of Directors of China Fangda Group Co., Ltd.

September 15, 2022