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**ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED**

**中昌國際控股集團有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock code: 859)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 19 JUNE 2020;  
(2) RETIREMENT OF EXECUTIVE DIRECTOR; AND  
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Reference is made to the circular (the “**Circular**”) of Zhongchang International Holdings Group Limited (the “**Company**”) dated 18 May 2020 and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of the Company dated 18 May 2020 (as supplemented by and to be read in conjunction with the announcement of the Company dated 27 May 2020) (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

**POLL RESULTS**

The board of directors (the “**Board**”) of the Company hereby announces that other than proposed resolutions numbered 2(ii) and 2(iii) which have not been put forward to Shareholders for approval, all the proposed resolutions as set out in the AGM Notice (the “**Resolutions**” and each a “**Resolution**”) except for the Resolution numbered 2(i) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM of the Company held on 19 June 2020.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 1,125,027,072 Shares, representing the total number of Shares entitling the holders to attend and vote for or against all the Resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the Resolutions and there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules.

Further, as disclosed in the Announcement, due to the resignation of Mr. Sun Meng and Ms. Li Guang as executive Directors with effect from 27 May 2020, the Resolution numbered 2(ii) in respect of the re-election of Mr. Sun Meng as an executive Director and the Resolution numbered 2(iii) in respect of the re-election of Ms. Li Guang as an executive Director as set out in the AGM Notice and the proxy form accompanying the AGM Notice were no longer applicable and were not put forward for consideration and approval by the shareholders of the Company at the AGM.

Tricor Standard Limited, the branch share registrar of the Company in Hong Kong, was appointed to act and acted as the scrutineer for the vote-taking at the AGM.

The poll results in respect of the Resolutions were as follows:

<b>ORDINARY RESOLUTIONS*</b>		<b>Number of Shares represented by valid votes cast and approximate percentage of total number of valid votes cast</b>		<b>Total number of valid votes cast</b>
		<b>FOR</b>	<b>AGAINST</b>	
1.	To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2019.	955,240,142 (100%)	0 (0%)	955,240,142
2.	(i) To re-elect Mr. Fan Xuerui as an executive Director.	12,100 (0.01%)	955,228,042 (99.99%)	955,240,142
	(iv) To re-elect Mr. Ma Yilin as an executive Director.	955,240,142 (100%)	0 (0%)	955,240,142
	(v) To re-elect Mr. Tang Lunfei as an executive Director.	955,240,142 (100%)	0 (0%)	955,240,142
	(vi) To re-elect Ms. Huang Limei as an executive Director.	955,240,142 (100%)	0 (0%)	955,240,142
	(vii) To re-elect Mr. Chen Zhiwei as an executive Director.	955,240,142 (100%)	0 (0%)	955,240,142

ORDINARY RESOLUTIONS*		Number of Shares represented by valid votes cast and approximate percentage of total number of valid votes cast		Total number of valid votes cast
		FOR	AGAINST	
	(viii) To re-elect Dr. Huang Qiang as a non-executive Director.	955,240,142 (100%)	0 (0%)	955,240,142
	(ix) To re-elect Mr. Wong Wai Leung as an independent non-executive Director.	955,240,142 (100%)	0 (0%)	955,240,142
	(x) To re-elect Mr. Yip Tai Him as an independent non-executive Director.	955,240,142 (100%)	0 (0%)	955,240,142
	(xi) To authorise the Board to fix the Directors' remuneration.	955,240,142 (100%)	0 (0%)	955,240,142
3.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.	955,240,142 (100%)	0 (0%)	955,240,142
4A.	To grant a general mandate to the Directors to repurchase the Company's own shares as set out in item 4A of the AGM Notice.	955,240,142 (100%)	0 (0%)	955,240,142
4B.	To grant a general mandate to the Directors to issue, allot and deal with unissued shares of the Company as set out in item 4B of the AGM Notice.	955,240,142 (100%)	0 (0%)	955,240,142
4C.	To add the repurchased shares to the mandate granted to the Directors under resolution 4B as set out in item 4C of the AGM Notice.	955,240,142 (100%)	0 (0%)	955,240,142

\* The full text of the Resolutions is set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1, 2(iv) to 2(xi), 3, 4A, 4B and 4C as set out in the AGM Notice, each of the Resolutions numbered 1, 2(iv) to 2(xi), 3, 4A, 4B and 4C was duly passed as an ordinary resolution at the AGM.

As more than 50% of the votes were cast against the Resolution numbered 2(i) as set out in the AGM Notice, the Resolution numbered 2(i) was not passed at the AGM.

## **RETIREMENT OF EXECUTIVE DIRECTOR**

As the Resolution numbered 2(i) regarding the re-election of Mr. Fan Xuerui (“**Mr. Fan**”) as an executive Director was not passed at the AGM, Mr. Fan retired by rotation as an executive Director and ceased to be a member of the nomination committee (the “**Nomination Committee**”) and a member of the remuneration committee (the “**Remuneration Committee**”) of the Company at the conclusion of the AGM. Mr. Fan will remain as the chief executive officer of the Company.

Mr. Fan has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

## **CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

With effect from the conclusion of the AGM held on 19 June 2020, the composition of the Board committees has been changed as follows:

### **Audit Committee**

Mr. Liew Fui Kiang and Mr. Wong Sai Tat ceased to be members of the audit committee of the Company. Dr. Huang Qiang and Mr. Wong Wai Leung have been appointed as members of the audit committee of the Company respectively.

### **Nomination Committee**

Mr. Fan and Mr. Wong Sai Tat ceased to be members of the Nomination Committee. Mr. Liew Fui Kiang has been re-designated from the chairman to a member of the Nomination Committee. Mr. Ma Yilin has been appointed as the chairman of the Nomination Committee and Mr. Wong Wai Leung has been appointed as a member of the Nomination Committee respectively.

### **Remuneration Committee**

Mr. Fan ceased to be a member of the Remuneration Committee. Ms. Huang Limei has been appointed as a member of the Remuneration Committee.

By order of the Board  
**Zhongchang International Holdings Group Limited**  
**Ma Yilin**  
*Chairman and Executive Director*

Hong Kong, 19 June 2020

*As at the date of this announcement, the Board comprises Mr. Ma Yilin (Chairman), Mr. Tang Lunfei, Ms. Huang Limei and Mr. Chen Zhiwei as executive Directors; Mr. Wang Xin and Dr. Huang Qiang as non-executive Directors; and Mr. Liew Fui Kiang, Mr. Wong Sai Tat, Mr. Wong Wai Leung and Mr. Yip Tai Him as independent non-executive Directors.*