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ZHI SHENG GROUP HOLDINGS LIMITED

智昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8370)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 9 DECEMBER 2022

The Board is pleased to announce that all the resolutions as set out in the Notice of AGM dated 27 September 2022 were duly passed by the Shareholders by way of poll.

Reference is made to the notice of the annual general meeting (“**AGM**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 27 September 2022 (the “**Notice of AGM**”) and the circular of the Company dated 27 September 2022 (the “**Circular**”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “**Board**”) is pleased to announce that all the resolutions as set out in the Notice of AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) at the AGM held on 9 December 2022 by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 907,333,333 shares, which represented the total number of shares entitling the holders to attend and vote on the proposed resolutions at the AGM. There were no Shareholders, who, pursuant to Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), were required to abstain from voting in favour of any of the proposed resolutions at the AGM, nor were there any Shareholders who were required under the GEM Listing Rules to abstain from voting. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM. For the above resolutions, the Shareholders, authorized proxies or authorised representatives holding an aggregate of 361,880,400 shares of the Company, representing approximately 40% of the total voting shares of the Company, were present at the AGM.

Full text of the resolutions is set out in the Notice of AGM. The poll results in respect of all the resolutions proposed at the AGM are as follows:

No.	Ordinary Resolutions	Number of votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements, the reports of the directors and the auditor of the Company for the eighteen months ended 30 June 2022.	361,880,400 (100%)	0 (0%)
2(A).	To re-elect Mr. Lai Ningning as an executive director of the Company.	361,880,400 (100%)	0 (0%)
2(B).	To re-elect Mr. Luo Guoqiang as a non-executive director of the Company.	361,880,400 (100%)	0 (0%)
2(C).	To re-elect Ms. Cao Shao Mu as an independent non-executive director of the Company.	361,880,400 (100%)	0 (0%)
2(D).	To re-elect Mr. Li Saint Chi Sainti as an independent non-executive director of the Company.	361,880,400 (100%)	0 (0%)
2(E).	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	361,880,400 (100%)	0 (0%)
3.	To re-appoint ZHONGGHUI ANDA CPA Limited as auditor of Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.	361,880,400 (100%)	0 (0%)
4(A).	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the shares of the Company in issue.	361,880,400 (100%)	0 (0%)
4(B).	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the shares of the Company in issue.	361,880,400 (100%)	0 (0%)
4(C).	Subject to resolutions 4(A) and 4(B) being passed, to extend the general mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company.	361,880,400 (100%)	0 (0%)
	Special Resolution	For	Against
5.	To approve and adopt the new amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company.	361,880,400 (100%)	0 (0%)

Please refer to the Notice of AGM for the full text of the resolution.

As more than 50% of the votes were cast in favour of each of the above resolutions numbered 1 to 4(C), all the resolutions numbered 1 to 4(C) were duly passed as ordinary resolutions by the Shareholders by way of poll at the AGM. As more than 75% of the votes were cast in favour of the above resolution numbered 5, resolution numbered 5 was duly passed as a special resolution by the Shareholders by way of poll at the AGM.

All the Directors, namely Mr. Yi Cong, Mr. Liang Xing Jun, Mr. Ma Gary Ming Fai, Mr. Lai Ningning, Mr. Luo Guoqiang, Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Li Saint Chi Sainti attended the AGM in person or by electronic means.

SCRUTINEER

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

On behalf of the Board
Zhi Sheng Group Holdings Limited
Ma Gary Ming Fai
Executive Director

Hong Kong, 9 December 2022

As at the date of this announcement, the Board comprises Mr. Yi Cong, Mr. Liang Xing Jun, Mr. Ma Gary Ming Fai and Mr. Lai Ningning as executive directors; Mr. Luo Guoqiang as non-executive director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Li Saint Chi Sainti as independent non-executive directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk, on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.qtbj.com.