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## **Zhixin Group Holding Limited**

**智欣集團控股有限公司**

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

**(Stock code: 2187)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 JUNE 2023 AND ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board is pleased to announce that, at the Annual General Meeting held on 27 June 2023, all the Resolutions were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) incorporating the notice of Annual General Meeting of Zhixin Group Holding Limited (the “**Company**”) dated 21 April 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

As at the date of the Annual General Meeting, there were a total of 748,000,000 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the Annual General Meeting (the “**Resolutions**”). There were no Shares entitling the Shareholders to attend the AGM and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on or to vote only against the Resolutions at the Annual General Meeting. There was no party who had stated his/her/its intention in the Circular to vote against the Resolutions or to abstain from voting had done so at the Annual General Meeting.

## POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce the poll results in respect of the Resolutions at the Annual General Meeting held on 27 June 2023 as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2022.	511,352,800 (100.00%)	0 (0.00%)
2a.	To re-elect Mr. Ye Zhijie as an executive director of the Company.	511,352,800 (100.00%)	0 (0.00%)
2b.	To re-elect Mr. Lai Quanshui as an executive director of the Company.	511,352,800 (100.00%)	0 (0.00%)
2c.	To re-elect Mr. Huang Kaining as an executive director of the Company.	511,352,800 (100.00%)	0 (0.00%)
2d.	To re-elect Mr. Cai Huinong as an independent non-executive director of the Company.	511,352,800 (100.00%)	0 (0.00%)
2e.	To authorise the board of directors to fix the respective directors' remuneration.	511,352,800 (100.00%)	0 (0.00%)
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix their remuneration.	511,352,800 (100.00%)	0 (0.00%)
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	511,352,800 (100.00%)	0 (0.00%)
5.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	511,352,800 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	511,352,800 (100.00%)	0 (0.00%)

SPECIAL RESOLUTION		Number of votes (%)	
		FOR	AGAINST
7.	To approve the amendments to the existing amended and restated articles of association of the Company and the adoption of the second amended and restated articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect.	511,352,800 (100.00%)	0 (0.00%)

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

All Directors attended the Annual General Meeting in person or by electronic means except Mr. Lai Quanshui who was absent at the Annual General Meeting due to his other business commitment.

As more than 50% of the votes were cast in favour of each of the ordinary Resolutions numbered 1 to 6, all such Resolutions were duly passed by way of poll as ordinary resolutions of the Company at the Annual General Meeting.

As more than 75% of the votes were cast in favour of the special Resolution numbered 7, such Resolution was duly passed by way of poll as special resolution of the Company at the Annual General Meeting.

## **ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board hereby announces that the resolution on the adoption of the second amended and restated articles of association of the Company has been duly passed as a special resolution at the Annual General Meeting. For details of the proposed amendments, please refer to Appendix III to the Circular.

The second amended and restated articles of association of the Company will take effect immediately, the full text of which is available on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.xiamenzhixin.com](http://www.xiamenzhixin.com).

By Order of the Board  
**Zhixin Group Holding Limited**  
**Ye Zhijie**  
*Chairman and Executive Director*

Hong Kong, 27 June 2023

*As at the date of this announcement, the Board comprises Mr. Ye Zhijie, Mr. Huang Wengui, Mr. Lai Quanshui, Mr. Qiu Limiao, Mr. Ye Dan and Mr. Huang Kaining as executive directors; and Ms. Wong Tuen Sau, Mr. Cai Huinong and Mr. Jiang Qinjian as independent non-executive directors.*