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Shanyu Group Holdings Company Limited
善裕集團控股有限公司

(Formerly known as Zhao Xian Business Ecology International Holdings Limited 照現生態國際控股有限公司)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8245)

POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 17 AUGUST 2023

Reference is made to the notice of the AGM and the circular (the “**Circular**”) of Shanyu Group Holdings Company Limited (the “**Company**”) dated 18 July 2023. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on 17 August 2023, all the resolutions except for resolution no. 2(b) and 2(f) set out in the notice dated 18 July 2023 convening the AGM were duly passed by Shareholders by way of poll.

As at the date of the AGM, there were a total of 718,136,364 Shares in issue. None of Shareholders were required to abstain from voting on any of the resolutions at the AGM. As such, there were a total of 718,136,364 Shares, representing the entire issued share capital of the Company, entitling Shareholders to attend and vote for or against the resolutions proposed at the AGM.

Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar and transfer agent in Hong Kong, acted as the scrutineer for poll vote at the AGM. For all the following resolutions, Shareholders, authorised proxies and authorised representatives holding in aggregate of 198,350,628 Shares, representing approximately 27.6% of the total voting Shares, were present at the AGM. The voting results of the poll taken at the AGM in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Shares voted (%) (Approximate percentage)	
		For	Against
1.	To receive, consider and adopt audited consolidated financial statements and the reports of the directors of the Company and independent auditor's report for the year ended 31 March 2023.	198,350,628 (100%)	0 (0%)
2.	(a) To re-elect Mr. Yeung Shing Wai as an executive director of the Company.	198,350,628 (100%)	0 (0%)
	(b) To re-elect Ms. Zhu Xiu Zhi as an executive director of the Company.	2,880,870 (1.5%)	195,469,758 (98.5%)
	(c) To re-elect Ms. Wong Ming Kwan Victoria as an executive director of the Company.	198,350,628 (100%)	0 (0%)
	(d) To re-elect Ms. Zhu Yuanyan as an executive director of the Company	198,350,628 (100%)	0 (0%)
	(e) To re-elect Mr. Choi Pun Lap as an independent non-executive director of the Company	198,350,628 (100%)	0 (0%)
	(f) To re-elect Mr. Sheng Wei as an independent non-executive director of the Company	2,880,870 (1.5%)	195,469,758 (98.5%)
	(g) To re-elect Ms. Ip Sin Nam as an independent non-executive director of the Company.	198,350,628 (100%)	0 (0%)
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	198,350,628 (100%)	0 (0%)
4.	To re-appoint Fan, Chan & Co. Limited as the auditor of the Company and to authorise the board of directors to fix its remuneration.	198,350,628 (100%)	0 (0%)
5.	(A) To grant a general mandate to the directors to allot and issue new shares of the Company (Ordinary Resolution No. 5(A) of the notice of annual general meeting).	198,350,628 (100%)	0 (0%)
	(B) To grant a general mandate to the directors to repurchase shares of the Company (Ordinary Resolution No. 5(B) of the notice of annual general meeting).	198,350,628 (100%)	0 (0%)
	(C) To extend the general mandate granted to the directors to issue new shares of the Company (Ordinary Resolution No. 5(C) of the notice of annual general meeting).	198,350,628 (100%)	0 (0%)

Special Resolution		Number of Shares voted (%) (Approximate percentage)	
		For	Against
6.	To approve the adoption of the second amended and restated articles of association of the Company.	198,350,628 (100%)	0 (0%)

Directors namely, Ms. Wong Ming Kwan Victoria and Mr. Choi Pun Lap attended the AGM in person. Directors namely, Mr. Yeung Shing Wai, Ms. Zhu Xiu Zhi and Mr. Sheng Wei attended the AGM by electronic means. Directors namely, Ms. Zhu Yuanyan and Ms. Ip Sin Nam were unable to attend the AGM due to other business commitments.

As more than 50% of the votes were casted in favour of the above resolutions except for resolution no. 2(b) and 2(f), all the above resolutions except for resolution no. 2(b) and 2(f) were duly passed as Ordinary Resolutions of the Company.

As a majority of votes were casted against resolution no. 2(b) and 2(f), such resolutions were not passed as Ordinary Resolution. Accordingly, Ms. Zhu Xiu Zhi and Mr. Sheng Wei have retired as the executive Director and independent non-executive Director of the Company with effect from the conclusion of the AGM. Mr. Sheng Wei also retired as the chairman and member of Remuneration Committee, member of Audit Committee and member of Nomination Committee.

As more than 75% of the votes were casted in favour of resolution no. 6 above, the said resolution was duly passed as Special Resolution of the Company.

By order of the Board
Shanyu Group Holdings Company Limited
Wong Ming Kwan Victoria
Executive Director

Hong Kong, 17 August 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Yeung Shing Wai, Ms. Wong Ming Kwan Victoria and Ms. Zhu Yuanyan; and two independent non-executive Directors, namely Mr. Choi Pun Lap and Ms. Ip Sin Nam.

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, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and be posted on the website of the Company at www.shanyugroup.com.