

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **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 20 OCTOBER 2023**

The Board is pleased to announce that all the resolutions as set out in the notice of annual general meeting dated 29 September 2023 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 29 September 2023 (the “**Notice of AGM**”) and the circular of the Company dated 29 September 2023 (the “**Circular**”). Unless the context otherwise required, capitalised terms used in this announcement shall have the same meanings as defined in 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 20 October 2023 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 361,885,800 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 of the Company and the reports of the directors (the “ <b>Directors</b> ” and each a “ <b>Director</b> ”) and the auditor of the Company for the year ended 30 June 2023.	361,885,800 (100%)	0 (0%)
2.	(A) To re-elect Mr. Yi Cong as an executive Director;	361,885,800 (100%)	0 (0%)
	(B) To re-elect Mr. Liang Xing Jun as an executive Director;	361,885,800 (100%)	0 (0%)
	(C) To re-elect Mr. Ma Gary Ming Fai as an executive Director;	361,885,800 (100%)	0 (0%)
	(D) To re-elect Mr. Chan Wing Kit as an independent non-executive Director;	361,885,800 (100%)	0 (0%)
	(E) To authorise the board of Directors (the “ <b>Board</b> ”) to fix the remuneration of the Directors;	361,885,800 (100%)	0 (0%)
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.	361,885,800 (100%)	0 (0%)
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the shares of the Company in issue.	361,885,800 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the shares of the Company in issue.	361,885,800 (100%)	0 (0%)
	(C) Subject to resolutions 4(A) and 4(B) being passed, to extend the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company.	361,885,800 (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.

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 Sianti 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, 20 October 2023

*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 Sianti 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](http://www.hkexnews.hk), on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the Company's website at [www.qtbj.com](http://www.qtbj.com).*