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Zhongliang Holdings Group Company Limited

中梁控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2772)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 JUNE 2024;
(2) CHANGE OF DIRECTORS, COMPOSITION OF THE ENVIRONMENTAL,
SOCIAL AND GOVERNANCE COMMITTEE, CHIEF FINANCIAL OFFICER,
AUTHORISED REPRESENTATIVE AND COMPANY SECRETARY; AND
(3) ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

POLL RESULTS OF ANNUAL GENERAL MEETING

Zhongliang Holdings Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that at its annual general meeting held on 20 June 2024 (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the notice of the AGM dated 28 May 2024 (the “**AGM Notice**”) were taken by way of poll.

As at the date of the AGM, the total number of shares of the Company (the “**Shares**”) in issue was 3,675,972,383 Shares and the Company does not have any treasury shares. The total number of Shares entitling the holder to attend and vote on the Resolutions at the AGM was 3,675,972,383 Shares. There was no Share entitling shareholder of the Company (the “**Shareholders**”) to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). No Shareholder was required under the Listing Rules to abstain from voting. None of the Shareholders had stated their intention to vote against or to abstain from voting on the Resolutions in the circular of the Company dated 28 May 2024.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of the Resolutions proposed at the AGM were as follow:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE %)	
		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the board (the “ Board ”) of directors (the “ Directors ”) and auditor for the year ended 31 December 2023.	2,953,772,609 (99.969%)	905,293 (0.031%)
2.	(A) To re-elect Mr. Yang Jian as an executive Director.	2,952,701,654 (99.933%)	1,976,248 (0.067%)
	(B) To re-elect Mr. Chen Hongliang as an executive Director.	2,954,677,902 (100%)	0 (0%)
	(C) To authorise the Board to fix the Directors’ remuneration.	2,954,677,902 (100%)	0 (0%)
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.	2,953,645,447 (99.965%)	1,032,455 (0.035%)
4.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.	2,949,027,566 (99.809%)	5,650,336 (0.191%)
5.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.	2,954,677,902 (100%)	0 (0%)
6.	To extend, conditional upon the above ordinary resolution nos. 4 and 5 being duly passed, the general mandate to be granted to the Board to issue and allot shares of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules).	2,949,027,566 (99.809%)	5,650,336 (0.191%)
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve and adopt the third amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company (in the terms as set out in the resolution in the notice convening the AGM).	2,954,677,902 (100%)	0 (0%)

The full text of the Resolutions are set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 6 at the AGM, all the Resolutions numbered 1 to 6 were duly passed by the Shareholders as ordinary resolutions. As more than three-fourths of the votes were cast in favour of Resolution numbered 7 at the AGM, Resolution numbered 7 was duly passed by the Shareholders as special resolution.

The executive Directors Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian, Mr. Yau Sze Ka (Albert) (“**Mr. Yau**”); and the independent non-executive Directors Mr. Wang Kaiguo and Mr. Au Yeung Po Fung attended the AGM, either in person or by means of electronic facilities; the independent non-executive Director Mr. Wu Xiaobo was unable to attend the AGM due to other business commitments.

CHANGE OF DIRECTORS, COMPOSITION OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE, CHIEF FINANCIAL OFFICER, AUTHORISED REPRESENTATIVE AND COMPANY SECRETARY

(i) Retirement of Director and member of the Environmental, Social and Governance Committee of the Company (the “ESG Committee”) and resignation of Chief Financial Officer of the Group (the “CFO”)

The Board announces that, with effect from the conclusion of the AGM, Mr. Yau has retired as an executive Director in order to devote more time on his other personal endeavours. Following his retirement, Mr. Yau has ceased to be a member of the ESG Committee and an authorised representative of the Company as required under the Listing Rules (the “**Authorised Representative**”) with immediate effect.

Mr. Yau will cease to be the CFO, vice president of the Group and directors of various subsidiaries of the Group on 10 July 2024, upon which he will cease to have any full time roles within the Group.

Mr. Yau has confirmed that he has no disagreement with the Board and there are no other matters in relation to his retirement and resignation that need to be brought to the attention of the Shareholders.

(ii) Appointment of Director, member of the ESG committee and CFO

Subsequent to the AGM, the Board held a Board meeting during which it resolved to appoint Mr. Yeung Tak Yip (“**Mr. Yeung**”), the existing company secretary (the “**Company Secretary**”), co-head of capital markets and investor relations of the Company, as an executive Director and a member of the ESG Committee with immediate effect.

Following the resignation of Mr. Yau as the CFO, Mr. Yeung will be appointed as the CFO with effect from 10 July 2024.

The biographical details of Mr. Yeung are set out below:

Mr. Yeung, aged 42, was appointed as the Company Secretary in July 2018. Mr. Yeung is mainly responsible for compliance and corporate governance as well as corporate finance, capital markets and investor relations in the Group. Mr. Yeung has more than 20 years of extensive experience in various aspects including accounting and finance, capital markets, investor relations and corporate management. Prior to joining the Group, he was the financial controller, director of investor relations and company secretary of Modern Land (China) Co., Limited, which mainly engages in green and sustainable property development and is listed on the Stock Exchange (stock code: 1107), from April 2016 to April 2018. From October 2012 to April 2016, Mr. Yeung was the company secretary and group financial controller of China City Infrastructure Group Limited which is listed on the Stock Exchange (stock code: 2349). Mr. Yeung previously worked at Deloitte Touche Tohmatsu as an audit manager from April 2008 to February 2011 and as an auditor from September 2003 to April 2008. He received his bachelor's degree in professional accountancy from The Chinese University of Hong Kong in Hong Kong in May 2003. He also obtained a master's degree in laws from King's College London in April 2022. He has also been a fellow member of the Association of Chartered Certified Accountants (ACCA) since March 2013 and a member of Hong Kong Institute of Certified Public Accountants (HKICPA) since July 2010.

Mr. Yeung has entered into a service contract with the Company for a fixed term of three years starting from 20 June 2024 and will be entitled to receive emolument of HK\$1.48 million per annum. Mr. Yeung will also be entitled to a discretionary bonus to be determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions. Mr. Yeung will hold office until the first annual general meeting of the Company after his appointment and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

As at the date of this announcement, save as disclosed above, Mr. Yeung (i) has not held any directorships or taken any major appointment in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years; (ii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any other interests in any Shares or underlying Shares or associated corporations of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter in relation to the appointment of Mr. Yeung that needs to be brought to the attention of the Shareholders.

(iii) Change of Company Secretary and Authorised Representative

The Board further announces that, following his appointment, Mr. Yeung has resigned as the Company Secretary in order to focus on his new roles as an executive Director and the CFO. The Board is pleased to announce that Mr. Cheung Sze Kan (“**Mr. Cheung**”) has been appointed as the Company Secretary and the Authorised Representative with immediate effect.

The biographical details of Mr. Cheung are set out below:

Mr. Cheung, aged 44, joined the Group as compliance and company secretarial director in August 2018. He is primarily responsible for corporate compliance, company secretarial matters and finance management of the Group. Mr. Cheung has over 20 years of extensive experience in corporate secretarial practice, corporate compliance and financial management. From December 2016 to July 2018, Mr. Cheung served as the compliance director of Modern Land (China) Co., Limited, a green and sustainable property developer and is listed on the Stock Exchange (stock code: 1107), where he was primarily responsible for compliance and company secretarial matters. From July 2011 to December 2016, Mr. Cheung worked for China City Infrastructure Group Limited which is listed on the Stock Exchange (stock code: 2349), where his last position held was company secretary and senior group financial manager. From February 2006 to July 2011, Mr. Cheung served as a senior auditor of Deloitte Touche Tohmatsu. Mr. Cheung served as an assistant senior auditor of Y. M. Hon & Co. from May 2002 to January 2006.

Mr. Cheung obtained a bachelor’s degree in business administration in accountancy from City University of Hong Kong in November 2002. He also obtained a master’s degree in corporate governance from The Hong Kong Polytechnic University in October 2014.

Mr. Cheung became a member of the HKICPA in July 2007, a fellow member of the ACCA in June 2011 and a member of The Hong Kong Chartered Governance Institute (HKCGI) in March 2015. In March 2023, he was also awarded the title of Certified Environmental, Social and Governance Analyst (CESGA) by the European Federation of Financial Analysts Societies.

The Board would like to take this opportunity to thank Mr. Yau for his valuable contributions to the Company during his tenure and extend its warm welcome to Mr. Yeung and Mr. Cheung for their new roles in the Group.

ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Upon approval of the Shareholders by way of a special resolution at the AGM, the third amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”) has come into effect. The full text of the Amended and Restated Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company in due course.

By order of the Board
Zhongliang Holdings Group Company Limited
Yang Jian
Chairman

Hong Kong, 20 June 2024

As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian and Mr. Yeung Tak Yip are the executive Directors; and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive Directors.