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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 RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 10 JANUARY 2020

The Board is pleased to announce that the resolution as set out in the Notice of EGM dated 13 December 2019 was duly passed by the Shareholders as ordinary resolution by way of poll.

Reference is made to the announcements of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 21 October 2019, 11 November 2019 and 12 December 2019 respectively, the notice of the extraordinary general meeting (“**EGM**”) of the Company dated 13 December 2019 (the “**Notice of EGM**”) and the circular of the Company dated 13 December 2019 (the “**Circular**”) in relation to, among other things, the acquisition of the entire issued share capital of Polyqueue Limited. Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the Circular.

POLL RESULT OF THE EGM

The Board is pleased to announce that the proposed resolution as set out in the Notice of EGM was duly passed by the Shareholders as ordinary resolution at the EGM held on 10 January 2020 by way of poll.

As at the date of the EGM, the total number of issued Shares was 804,000,000 Shares, which represented the total number of Shares entitling the holders to attend and vote on the proposed resolution at the EGM. 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 the proposed resolution at the EGM, 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 the proposed resolution at the EGM. For the above resolution, the Shareholders, authorized proxies or authorised representatives holding an aggregate of 361,880,500 Shares, representing approximately 45% of the total voting Shares, were present at the EGM.

Full text of the resolution is set out in the Notice of EGM. The poll result in respect of the resolution proposed at the EGM is as follows:

No.	Ordinary Resolution*	Number of votes (%)	
		For	Against
1.	To approve, confirm and ratify the Sale and Purchase Agreement (as amended and supplemented by the Extension Letter) and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Bonds, the allotment and issue of the Consideration Shares and the Conversion Shares, and to authorise any one or more of directors of the Company to do all such acts and things and execute all such documents for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement, including but not limited to the issue of the Convertible Bonds, the allotment and issue of the Consideration Shares and the Conversion Shares and the transactions ancillary thereto and of administrative nature which they consider necessary, desirable or expedient.	361,880,500 (100%)	0 (0%)

* Please refer to the Notice of EGM for full text of the resolution.

Note: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders voted at the EGM in person, by authorised corporate representative(s) or by proxies.

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution by the Shareholders at the EGM.

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 EGM.

On behalf of the Board
Zhi Sheng Group Holdings Limited
Yi Cong
Executive Director

Hong Kong, 10 January 2020

As at the date of this announcement, the Board comprises Mr. Yi Cong and Mr. Liang Xing Jun as executive Directors; Mr. Luo Guoqiang as non-executive Director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Kwok Sui Hung 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.qtbgj.com.