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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 12 APRIL 2022**

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 12 April 2022.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 25 March 2022, in relation to, among others, the Agreement. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the proposed resolution as set out in the Notice (the “**Resolution**”) was duly passed by the Shareholders by way of poll at the EGM held on 12 April 2022.

As at the date of the EGM, the Company has 907,333,333 Shares in issue. To the best of Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Agreement and no Shareholders was required to abstain from voting at the EGM under the GEM Listing Rules. There were no Shareholders, who, pursuant to the GEM Listing Rules, were required to abstain from voting in favour of the Resolution at the EGM, nor were there any other 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 Resolution at the EGM. For the Resolution, the Shareholders, authorized proxies or authorised representatives holding an aggregate of 361,880,400 Shares, representing approximately 40% of the total issued Shares, were present at the EGM.

Mr. Ma, Gary Ming Fai, the chairman of the EGM, and Mr. Yi Cong, the Chief Executive Officer of the Company, attended the EGM via electronic means. The other Directors did not attend the EGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

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

Ordinary Resolution	Number of Shares represented by votes (%)	
	For	Against
To approve, confirm and ratify the conditional Agreement dated 25 January 2022 and entered into between the Company and 東莞市耀邦集團有限公司 (Dongguan Yaobang Group Co., Ltd.) as the Borrower in relation to, among others, the procurement of pledge of the Properties by the Group and the transactions contemplated thereunder	361,880,400 (100%)	0 (0%)

*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 resolutions by the Shareholders at the EGM.

By order of the Board  
**Zhi Sheng Group Holdings Limited**  
**Ma, Gary Ming Fai**  
*Executive Director*

Hong Kong, 12 April 2022

*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. 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 Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) 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).*