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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 RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 13 DECEMBER 2024**

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

The Board is pleased to announce that all the Resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM held on 13 December 2024.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (“**EGM**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 26 November 2024, in relation to, among others, the Subscriptions. 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 EGM**

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the Shareholders at the EGM held on 13 December 2024 by way of poll.

As at the date of the EGM, the total number of issued shares of the Company was 90,733,332 Shares. To the best of the knowledge, information and belief of the Directors, no existing Shareholder has a material interest in the transactions contemplated under the Subscription Agreement I and/or Subscription Agreement II and no Shareholder is required to abstain from voting on the resolution(s) to approve the Subscription Agreement I and/or Subscription Agreement II and the transactions contemplated thereunder at the EGM. Accordingly, the total number of issued Shares entitling the Shareholders to attend and vote for or against both Resolutions number 1 and 2 at the EGM was 90,733,332 Shares, representing 100% of the total issued Shares.

There were no Shareholders who, pursuant to Rule 17.47A of the GEM Listing Rules, were required to abstain from voting in favour of any of the proposed Resolutions 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 any of the proposed Resolutions at the EGM. Shareholders, authorised proxies or authorised representatives holding an aggregate of 36,370,580 Shares, representing approximately 40.09% of the total issued Shares, were present at the EGM.

Full text of the Resolutions is set out in the Notice. The poll results in respect of all the Resolutions proposed at the EGM are as follows:

No.	Ordinary Resolutions	Number of votes (%)	
		For	Against
1.	To confirm, approve and ratify the Subscription Agreement I and the transactions contemplated thereunder including the grant of the Specific Mandate I for the allotment and issue of the 33,000,000 Shares at HK\$0.30 per Share.	36,370,580 (100%)	0 (0%)
2.	To confirm, approve and ratify the Subscription Agreement II and the transactions contemplated thereunder including the grant of the Specific Mandate II for the allotment and issue of the 12,000,000 Shares at HK\$0.30 per Share.	36,370,580 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the Resolutions number 1 and 2, all the Resolutions were duly passed as ordinary resolutions by the Shareholders by way of poll at the EGM.

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. Chan Pui Shan and Mr. Lin Xiaodong attended the EGM 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 EGM.

On behalf of the Board  
**Zhi Sheng Group Holdings Limited**  
**Ma Gary Ming Fai**  
*Executive Director*

Hong Kong, 13 December 2024

*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. Chan Pui Shan and Mr. Lin Xiaodong 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.*

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