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Xiezhong International Holdings Limited

協眾國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3663)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 24 MAY 2019

Reference is made to the circular (the “**Circular**”) of Xiezhong International Holdings Limited (the “**Company**”) dated 23 April 2019 with the inclusion of the notice (the “**Notice**”) of the annual general meeting of the Company held on 24 May 2019 (the “**AGM**”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM.

The auditor of the Company, namely KPMG, certified public accountants (“**KPMG**”), was appointed as the scrutineer for the vote-taking at the AGM.

SCOPE OF WORK OF KPMG

The poll results were subject to scrutiny by KPMG, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

The poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
1.	To receive and consider the audited consolidated financial statements, the Directors' report and the independent auditor's report of the Company for the year ended 31 December 2018.	481,107,400 100%	— 0%
2.	To re-elect the following retiring Directors and to authorise the Board to fix their remuneration:		
	(1) To re-elect Ms. Chen Xiaoting as an executive Director;	481,107,400 100%	— 0%
	(2) To re-elect Mr. Shen Jun as an executive Director;	481,107,400 100%	— 0%
	(3) To re-elect Mr. Huang Yugang as a non-executive Director;	481,107,400 100%	— 0%
	(4) To re-elect Mr. Zhang Shulin as an independent non-executive Director;	481,107,400 100%	— 0%
	(5) To authorise the Board to fix their remuneration.	481,107,400 100%	— 0%
3.	To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix its remuneration.	481,107,400 100%	— 0%
4.	To grant a general and unconditional mandate to the Directors to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued share capital of the Company.	481,107,400 100%	— 0%
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with the additional shares of the Company with an aggregate number not exceeding 20% of the aggregate number of the issued share capital of the Company.	481,107,400 100%	— 0%

ORDINARY RESOLUTIONS		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
6.	To extend the general and unconditional mandate granted to the Directors to issue, allot and deal with additional Shares under resolution No. 5 to include the number of Shares repurchased pursuant to the general and unconditional mandate to repurchase Shares under resolution No. 4.	481,107,400 100%	— 0%

Note: The full text of resolutions No. 4 to 6 are set out in the Notice.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As at the date of the AGM, the total number of Shares in issue being the total number of Shares entitling the holders thereof to attend and vote for or against the resolutions No. 1 to 6 at the AGM, was 800,000,000 Shares.

Save as disclosed above, there were no Shares entitling the holders to attend the AGM and abstain from voting in favor as set out in rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting at the AGM. There was also no restriction on any Shareholder to cast votes on any of the proposed resolutions at the AGM. No Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

For and on behalf of
Xiezhong International Holdings Limited
Chen Cunyou
Chairman

Hong Kong, 24 May 2019

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Chen Cunyou, Mr. Ge Hongbing, Ms. Chen Xiaoting and Mr. Shen Jun; one non-executive Director, namely Mr. Huang Yugang; and four independent non-executive Directors, namely Mr. Lau Ying Kit, Mr. Cheung Man Sang, Mr. Zhang Shulin and Mr. Lin Lei.