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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 EXTRAORDINARY GENERAL MEETING HELD ON 15 DECEMBER 2020

Reference is made to the circular (the “**Circular**”) of Xiezhong International Holdings Limited (the “**Company**”) dated 24 November 2020 with the inclusion of the notice (the “**Notice**”) of the extraordinary general meeting of the Company held on 15 December 2020 (the “**EGM**”). 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 the proposed resolution as set out in the Notice (the “**Resolution**”) was duly passed by the Shareholders by way of poll at the EGM.

As at the date of the EGM, the number of issued Shares was 800,000,000 Shares. There were no Shares entitling the holders to attend and abstain from voting in favour 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 EGM. There was also no restriction on any Shareholder to cast votes on the Resolution at the EGM. No Shareholder has stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM was 800,000,000 Shares, representing the entire issued share capital of the Company. The total number of issued Shares held by the Shareholders or their proxies who have attended the EGM and are entitled to vote is 360,507,400 Shares, representing approximately 45.1% of the issued share capital of the Company as at the date of this announcement.

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

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 Resolution proposed at the EGM are as follows:

ORDINARY RESOLUTION		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
1.	<p>(a) the entering into of the land resumption agreement dated 8 May 2020 and the supplemental agreement dated 10 August 2020 (the “Land Resumption Agreement” and the “Supplemental Agreement”, a copy of which has been produced to the EGM marked “A”) between Nanjing Xiezhong Auto-Airconditioner (Group) Co., Ltd.* (南京協眾汽車空調集團有限公司) and Nanjing Jiangning High and New Technology Industrial Development Zone Management Committee* (南京江寧高新技術產業開發區管理委員會) and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified.</p> <p>(b) any one of the directors of the Company (the “Director(s)”) be and is hereby authorised to do all such acts and things, and to sign, execute and seal (where required) all such further documents, instruments or agreements and to take all steps as such Director may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give full effect to or in connection with the Land Resumption Agreement, the Supplemental Agreement and the Land Resumption contemplated thereunder.</p>	<p>360,507,400 100%</p>	<p>0 0%</p>

* For identification purposes only

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

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

Hong Kong, 15 December 2020

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. Guo Zhenjun; and two independent non-executive Directors, namely Mr. Cheung Man Sang and Mr. Zhang Shulin.