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## **Zhongliang Holdings Group Company Limited**

**中梁控股集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2772)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 1 JUNE 2023 AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **POLL RESULTS OF ANNUAL GENERAL MEETING**

Zhongliang Holdings Group Company Limited (the “**Company**”) announces that at its annual general meeting held on 1 June 2023 (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the notice of the AGM dated 2 May 2023 (the “**AGM Notice**”) were taken by way of poll.

As at the date of the AGM, the total number of shares of the Company (the “**Shares**”) in issue was 3,581,791,500 Shares. The total number of Shares entitling the holder to attend and vote on the Resolutions at the AGM was 3,581,791,500 Shares. There was no Share entitling shareholder of the Company (the “**Shareholders**”) to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). No Shareholder was required under the Listing Rules to abstain from voting. None of the Shareholders had stated their intention to vote against or to abstain from voting on the Resolutions in the circular of the Company dated 2 May 2023.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of the Resolutions proposed at the AGM were as follow:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE %)	
		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and the reports of the board (the “ <b>Board</b> ”) of directors (the “ <b>Directors</b> ”) and auditor for the year ended 31 December 2022.	2,965,703,392 (99.856%)	4,270,837 (0.144%)
2.	(A) To re-elect Mr. Wang Kaiguo as an independent non-executive Director.	2,966,360,642 (99.878%)	3,618,587 (0.122%)
	(B) To re-elect Mr. Wu Xiaobo as an independent non-executive Director.	2,966,868,229 (99.895%)	3,111,000 (0.105%)
	(C) To re-elect Mr. Au Yeung Po Fung as an independent non-executive Director.	2,966,810,392 (99.893%)	3,168,837 (0.107%)
	(D) To authorise the Board to fix the Directors’ remuneration.	2,969,979,229 (100%)	0 (0%)
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.	2,969,479,142 (99.983%)	500,087 (0.017%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued Shares as at the date of passing this resolution.	2,951,166,142 (99.367%)	18,813,087 (0.633%)
5.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	2,969,979,229 (100%)	0 (0%)
6.	To extend, conditional upon the above ordinary resolution nos. 4 and 5 being duly passed, the general mandate to be granted to the Directors to issue and allot shares of the Company.	2,951,166,142 (99.367%)	18,813,087 (0.633%)
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve and adopt the amended and restated memorandum and articles of association of the Company (the “ <b>Memorandum and Articles of Association</b> ”) in substitution for and to the exclusion of the existing Memorandum and Articles of Association (in the terms as set out in the resolution in the notice convening the AGM).	2,969,157,229 (99.972%)	822,000 (0.028%)

The full text of the Resolutions are set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 6 at the AGM, all the Resolutions numbered 1 to 6 were duly passed by the Shareholders as ordinary resolutions. As more than three-fourths of the votes were cast in favour of Resolution numbered 7 at the AGM, Resolution numbered 7 was duly passed by the Shareholders as special resolution.

The executive Directors Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian, Mr. Yau Sze Ka (Albert); and the independent non-executive Directors Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung attended the AGM, either in person or by means of electronic facilities.

### **ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Upon approval of the Shareholders by way of a special resolution at the AGM, the amended and restated Memorandum and Articles of Association has come into effect. The full text of the amended and restated Memorandum and Articles of Association will be published on the websites of the Stock Exchange and the Company in due course.

By order of the Board  
**Zhongliang Holdings Group Company Limited**  
**Yang Jian**  
*Chairman*

Hong Kong, 1 June 2023

*As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. He Jian and Mr. Yau Sze Ka (Albert) are the executive Directors; and Mr. Wang Kaiguo, Mr. Wu Xiaobo and Mr. Au Yeung Po Fung are the independent non-executive Directors.*