

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Zhongmiao Holdings (Qingdao) Co., Ltd.
眾森控股(青島)股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1471)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD
ON 28 MAY 2026;**
- (2) DISTRIBUTION OF DIVIDEND;**
- (3) RETIREMENT OF DIRECTORS;**
- (4) APPOINTMENT OF DIRECTORS;**
- (5) CHANGE IN COMPOSITION OF BOARD COMMITTEE; AND**
- (6) ABOLISHMENT OF SUPERVISORY COMMITTEE**

The 2025 annual general meeting (the “AGM”) of Zhongmiao Holdings (Qingdao) Co., Ltd. (the “Company”) was convened at the conference room of the Company, Zhongxin Building, No. 1, Haier Road, Laoshan District, Qingdao, Shandong, PRC, at 2:00 p.m. on Thursday, 28 May 2026. References are made to the circular (the “Circular”) and the notice of annual general meeting (the “Notice of AGM”) of the Company both dated 30 April 2026. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

The AGM was convened by the Board in accordance with the Company Law of the PRC and the Articles of Association, and was chaired by Mr. Lu Yao, the chairman of the Board and an executive Director.

POLL RESULTS OF THE AGM

Attendance at the AGM

As at the date of the AGM, the total number of issued ordinary Shares is 141,195,600 Shares, comprising 35,300,000 H Shares and 105,895,600 Domestic Shares, which is the total number of Shares entitling the Shareholders to attend and vote on the proposed resolutions at the AGM.

Shareholders (or their proxies) who attended the AGM held a total of 105,897,100 Shares (comprising 1,500 H Shares and 105,895,600 Domestic Shares) with voting rights, representing approximately 75.00% of the total number of issued Shares as at the date of the AGM.

As at the date of the AGM, there are (i) no treasury Shares held by the Company (including any treasury Shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) and hence no voting rights of treasury Shares were exercised at the AGM; and (ii) no repurchased Shares which were to be cancelled and shall be excluded from the total number of issued Shares for the purpose of the AGM.

All the Directors attended the AGM either in person or by electronic means.

Poll Results of the AGM

The resolutions of the AGM were voted on by poll. The voting results of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of votes (%) ^{Note}		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the work report of the board of directors of the Company (the “ Board ”) for 2025.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
2.	To consider and approve the work report of the supervisory committee of the Company for 2025.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
3.	To consider and approve the profit distribution plan of the Company for 2025.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
4.	To consider and approve the audited consolidated financial statements of the Company for 2025.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
5.	To consider and approve the annual report of the Company for 2025.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
6.	To consider and approve the re-appointment of KPMG as the auditors of the Company for 2026 and authorise the Board to determine its remuneration.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)

ORDINARY RESOLUTION (BY CUMULATIVE VOTING)		Number of votes (%)^{Note}
7.	To consider and approve the proposal of the election of the director(s) of the Company of the second session of the Board:	
7(1)	To consider and approve the election of Mr. Lu Yao as an executive Director of the second session of the Board;	105,897,100 (100.00%)
7(2)	To consider and approve the election of Ms. Li Tian as an executive Director of the second session of the Board;	105,897,100 (100.00%)
7(3)	To consider and approve the election of Mr. Wang Heping as an executive Director of the second session of the Board;	105,897,100 (100.00%)
7(4)	To consider and approve the election of Mr. Sui Shichao as an executive Director of the second session of the Board;	105,897,100 (100.00%)
7(5)	To consider and approve the election of Ms. Fang Qiaoling as an independent non-executive Director of the second session of the Board;	105,897,100 (100.00%)
7(6)	To consider and approve the election of Mr. Chung Wai Man as an independent non-executive Director of the second session of the Board; and	105,897,100 (100.00%)
7(7)	To consider and approve the election of Mr. Wu Jiayao as an independent non-executive Director of the second session of the Board.	105,897,100 (100.00%)

SPECIAL RESOLUTION		Number of votes (%)^{Note}		
		FOR	AGAINST	ABSTAIN
8.	To consider and approve the proposed abolishment of the supervisory committee of the Company and the amendments to the articles of association of the Company currently in force.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
9.	To consider and approve the proposed amendments to the rules of procedures for general meetings of the Company, subject to the passing of resolution no.8.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
10.	To consider and approve the proposed amendments to the rules of procedures for board meetings of the Company, subject to the passing of resolution no.8.	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)
SPECIAL RESOLUTION		FOR	AGAINST	ABSTAIN
11.	To consider and approve the issue of additional Domestic Shares and/or H Share (excluding treasury shares) and to grant the Board a general mandate to issue additional shares (the full text of the resolution is set out in the Notice of AGM).	105,897,100 (100.00%)	0 (0.00%)	0 (0.00%)

Note: All percentages are rounded to two decimal places.

As more than half of the votes were cast in favour of Ordinary Resolutions No. 1 to No. 7 and No. 9 to No. 10, and more than two-thirds of the votes were cast in favour of Special Resolutions No. 8 and No. 11, all resolutions proposed at the AGM were duly passed by way of poll by the Shareholders. The Company's H share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

DISTRIBUTION OF DIVIDEND

Upon approval by the Shareholders at the AGM, the Board is pleased to announce that details related to payment of final dividend to the Shareholders are as follows:

The Company will distribute a dividend for the year ended 31 December 2025 of RMB0.16 in cash per Share (inclusive of tax) to Shareholders (the “**Final Dividend**”) to the Shareholders whose names appear on the register of members of the Company on Monday, 8 June 2026. The Final Dividend will be distributed on or around Friday, 26 June 2026 and denominated and announced in RMB, of which Domestic Shareholders will be paid in RMB and H Shareholders will be paid in HK dollars. The Final Dividend payable to each H Share is calculated at the average benchmark exchange rate of RMB against HK dollars (i.e. RMB0.872084 : HK\$1.00) published by the People’s Bank of China for five working days prior to the date of the AGM. Accordingly, the cash dividend per H Shares is approximately HK\$0.183469 (inclusive of tax).

For H Shareholders, the Company would pay the declared Final Dividend to the receiving agent for their onward payment to H Shareholders. The dividend is expected to be paid to the relevant Shareholders by the receiving agent on or around Friday, 26 June 2026, and the relevant cheques will be despatched on the same day to H Shareholders who are entitled to receive such dividend by ordinary post while the risk of the delivery shall be borne by the receivers.

RETIREMENT OF DIRECTORS

Reference is made to the Circular. Mr. Zhang Zhiquan (“**Mr. Zhang**”) had informed the Board that he would not seek election as a candidate for the second session of the Board and would retire as an executive Director after the conclusion of the AGM, due to his personal work adjustments. Following the conclusion of the AGM, Mr. Zhang has retired from office as an executive Director.

Ms. Ng Sin Kiu (“**Ms. Ng**”) had informed the Board that she would not seek election as a candidate for the second session of the Board and would retire as an independent non-executive Director, a member of the audit committee (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) after the conclusion of the AGM, due to her personal work adjustments. Following the conclusion of the AGM, Ms. Ng had retired from office as an independent non-executive Director.

Each of Mr. Zhang and Ms. Ng has confirmed that he/she has no disagreement with the Board and there is no matter in respect of their respective retirements that needs to be brought to the attention of the Shareholders.

The Company would like to express heartfelt gratitude to Mr. Zhang and Ms. Ng for their contribution to the Company during their tenures.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that following the conclusion of the AGM, (i) Mr. Sui Shichao (“**Mr. Sui**”) has been appointed as an executive Director; and (ii) Mr. Wu Jiayao (“**Mr. Wu**”) has been appointed as an independent non-executive Director.

Mr. Sui will enter into a service contract with the Company, while Mr. Wu will enter into a letter of appointment with the Company. The biographies and emolument information of Mr. Sui and Mr. Wu has been set out in the Circular.

Mr. Wu confirmed that (i) he has met the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above and in the Circular, as at the date of this announcement, (i) each of Mr. Sui and Mr. Wu have not held any directorships in the last three years in publicly companies the securities of which are listed on any securities market in Hong Kong or overseas or other major appointments and professional qualifications; (ii) each of Mr. Sui and Mr. Wu does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iii) each of Mr. Sui and Mr. Wu does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other matter relating to the appointment of Mr. Sui and Mr. Wu that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Sui and Mr. Wu to join the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEE

Following (i) the retirement of Ms. Ng as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee; and (ii) the appointment of Mr. Wu as an independent non-executive Director, the Board further announces that Mr. Wu has been appointed as a member of the Audit Committee and a member of the Nomination Committee with effect from the conclusion of the AGM.

ABOLISHMENT OF SUPERVISORY COMMITTEE

References are made to the announcement of the Company dated 27 March 2026 and the Circular in relation to, among others, the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) and the abolishment of the supervisory committee of the Company (the “**Supervisory Committee**”). The Board announces that the proposed amendments to the Articles of Association and the abolishment of the Supervisory Committee were approved by the Shareholders at the AGM. Accordingly, Mr. Zhu Rongwei, Ms. Wang Jiesi and Ms. Wang Yangyang, being the supervisors of the Company (the “**Supervisors**”) has tendered their resignations to the Company. The Company will no longer have any supervisor or the Supervisory Committee and the relevant corporate governance systems of the Supervisory Committee such as the Procedural Rules of the Supervisory Committee of Zhongmiao Holdings (Qingdao) Co., Ltd. will be repealed simultaneously. Each of the Supervisors has confirmed that he/she has no disagreement with the Board and Supervisory Committee, and that there is no other matter in relation to his/her resignation that needs to be brought to the attention of the Shareholders.

The Company would like to express heartfelt gratitude to all the supervisors for their contributions to the Company during their tenures.

By Order of the Board
Zhongmiao Holdings (Qingdao) Co., Ltd.
Lu Yao
Chairman and executive Director

Qingdao, the PRC, 28 May 2026

As at the date of this announcement, the Board comprises Mr. Lu Yao, Ms. Li Tian, Mr. Wang Heping and Mr. Sui Shichao as executive Directors; and Ms. Fang Qiaoling, Mr. Chung Wai Man and Mr. Wu Jiayao as independent non-executive Directors.