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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 ANNUAL GENERAL MEETING HELD ON 23 JUNE 2017

The Board is pleased to announce that all the resolutions as set out in the Notice of AGM dated 31 March 2017 were duly passed by the Shareholders as ordinary resolutions by way of poll.

Reference is made to the notice of the annual general meeting (“**AGM**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 31 March 2017 (the “**Notice of AGM**”) and the circular of the Company dated 31 March 2017 (the “**Circular**”).

POLL RESULTS OF THE AGM

The board of directors of the Company (the “**Board**”) is pleased to announce that all the resolutions as set out in the Notice of AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) as ordinary resolutions at the AGM held on 23 June 2017 by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 670,000,000 shares, which represented the total number of shares entitling the holders to attend and vote on the proposed resolutions at the AGM. There were no Shareholders, who, pursuant to Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), were required to abstain from voting in favour of any of the proposed resolutions at the AGM, 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 AGM. For the above resolutions, the Shareholders, authorised proxies or authorised representatives holding in aggregate of 402,008,100 shares of the Company, representing approximately 60% of the total voting shares of the Company, were present at the AGM.

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

No.	Ordinary Resolutions	Number of votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements, the reports of the directors and the auditors of the Company for the year ended 31 December 2016.	402,008,100 (100.00%)	0 (0.00%)
2(A).	To re-elect Mr. Yi Cong as an executive director of the Company.	402,008,100 (100.00%)	0 (0.00%)
2(B).	To re-elect Mr. Liang Xing Jun as an executive director of the Company.	402,008,100 (100.00%)	0 (0.00%)
2(C).	To re-elect Mr. Ma Gary Ming Fai as a non-executive director of the Company.	402,008,100 (100.00%)	0 (0.00%)
2(D).	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	402,008,100 (100.00%)	0 (0.00%)
3.	To re-appoint BDO Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.	402,008,100 (100.00%)	0 (0.00%)
4(A).	To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with additional shares not exceeding 20% of the shares of the Company in issue (Ordinary Resolution No. 4A).	402,000,100 (99.99%)	8,000 (0.01%)
4(B).	To grant a general mandate to the directors of the Company to repurchase not exceeding 10% of the shares of the Company in issue (Ordinary Resolution No. 4B).	402,008,100 (100.00%)	0 (0.00%)
4(C).	To extend the general mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company (Ordinary Resolution No. 4C).	402,000,100 (99.99%)	8,000 (0.01%)

Note: The number of votes and percentage of the voting as stated above are based on the total number of shares held by the Shareholders voted at the AGM in person, by authorised corporate representative(s) or by proxies.

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 by the Shareholders of the Company at the AGM.

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 AGM.

On behalf of the Board
Zhi Sheng Group Holdings Limited
Yi Cong
Executive Director

Hong Kong, 23 June 2017

As at the date of this announcement, the Board comprises Mr. Yi Cong and Mr. Liang Xing Jun as executive directors; Mr. Ma Gary Ming Fai as non-executive director; and Mr. Chan Wing Kit, Ms. Cao Shao Mu and Mr. Kwok Sui Hung as independent non-executive directors.