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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 EXTRAORDINARY GENERAL MEETING HELD ON 19 MAY 2025

RESULTS OF THE EGM

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 19 May 2025.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (“**EGM**”) of Zhi Sheng Group Holdings Limited (the “**Company**”) dated 30 April 2025, in relation to, among others, the proposed issue of the Bonds under the Specific Mandate. Unless the context otherwise required, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Shareholders at the EGM held on 19 May 2025 by way of poll.

As at the date of the EGM, the total number of issued shares of the Company was 153,888,529 Shares. To the best of the knowledge, information and belief of the Directors, no existing Shareholder has a material interest in the Subscription Agreement and the transactions contemplated thereunder (including the proposed issue of the Bonds and the grant of the Specific Mandate) and no Shareholder is required to abstain from voting on the Resolution to approve the Subscription Agreement and the transactions contemplated thereunder at the EGM. Accordingly, the total number of issued Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM was 153,888,529 Shares, representing 100% of the total issued Shares.

There were no Shareholders who, pursuant to Rule 17.47A of the GEM Listing Rules, were required to abstain from voting in favour of the Resolution at the EGM, 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 the Resolution at the EGM. Shareholders, authorised proxies or authorised representatives holding an aggregate of 79,370,040 Shares, representing approximately 51.58% of the total issued Shares, were present at the EGM.

Full text of the Resolution is set out in the Notice. The poll results in respect of the Resolution proposed at the EGM is as follows:

No.	Ordinary Resolution	Number of votes (%)	
		For	Against
1	(a) To approve, confirm and ratify the Subscription Agreement dated 27 March 2025 and the transactions contemplated thereunder;	79,370,040 (100%)	0 (0%)
	(b) To approve, subject to and conditional upon the GEM Listing Committee granting approval for the listing of, and permission to deal in, the Conversion Shares, the grant of the specific mandate to the Board for the allotment and issue of such Conversion Shares as may be required to be allotted and issued upon exercise of the conversion right attached to the Bonds; and		
	(c) To authorise any one or more of the Directors to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.		

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

All the Directors, namely Mr. Lai Ningning, Mr. Yi Cong, Mr. Liang Xing Jun, Mr. Ma Gary Ming Fai, Mr. Luo Guoqiang, Mr. Chan Wing Kit, Ms. Chan Pui Shan and Mr. Lin Xiaodong attended the EGM in person or by electronic means.

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 EGM.

By order of the Board
Zhi Sheng Group Holdings Limited
Lai Ningning
Chief Executive Officer and Executive Director

Hong Kong, 19 May 2025

As at the date of this announcement, the Board comprises Mr. Lai Ningning, Mr. Yi Cong, Mr. Liang Xing Jun and Mr. Ma Gary Ming Fai as executive Directors; Mr. Luo Guoqiang as non-executive Director; and Mr. Chan Wing Kit, Ms. Chan Pui Shan and Mr. Lin Xiaodong as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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