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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 5 JUNE 2020, RETIREMENT OF EXECUTIVE DIRECTOR AND CHANGE OF CHIEF EXECUTIVES

POLL RESULTS OF ANNUAL GENERAL MEETING

Zhongliang Holdings Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that at its annual general meeting held on 5 June 2020 (the “**AGM**”), all the proposed resolutions as set out in the notice of the AGM dated 6 May 2020 were taken by way of poll.

As at the date of the AGM, the total number of shares of the Company in issue was 3,581,791,500 shares. The total number of shares of the Company entitling the holder to attend and vote on the resolutions proposed at the AGM was 3,581,791,500 shares. There were no shareholders of the Company who were entitled to attend the AGM but were required to abstain from voting in favour of the resolutions proposed at the AGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there were no restrictions on any shareholders of the Company to cast votes on any of the resolutions proposed at the AGM.

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 respective resolutions proposed at the AGM were as follow:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE %)	
		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the board (the “ Board ”) of directors (the “ Directors ”) and auditor for the year ended 31 December 2019.	3,062,557,478 (100%)	0 (0%)
2.	To declare a final dividend of HK32.8 cents per share for the year ended 31 December 2019.	3,062,557,478 (100%)	0 (0%)
3A.	To re-elect Mr. Chen Hongliang as an executive Director.	3,062,173,477 (99.987%)	384,001 (0.013%)
3B.	To re-elect Mr. Li Heli as an executive Director.	3,062,173,477 (99.987%)	384,001 (0.013%)
3C.	To re-elect Mr. Yau Sze Ka (Albert) as an executive Director.	3,061,802,079 (99.975%)	755,399 (0.025%)
3D.	To re-elect Mr. Wang Kaiguo as an independent non-executive Director.	3,062,540,918 (99.999%)	16,560 (0.001%)
3E.	To authorize the Board to fix the Directors' remuneration.	3,062,557,478 (100%)	0 (0%)
4.	To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.	3,062,557,478 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase 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.	3,062,557,478 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.	3,051,188,719 (99.629%)	11,368,759 (0.371%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE %)	
		FOR	AGAINST
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company referred to in resolution no. 6 by the addition thereto the aggregate number of shares repurchased by the Company pursuant to the general mandate referred to in resolution no. 5.	3,051,188,719 (99.629%)	11,368,759 (0.371%)

As more than 50% of the votes were cast in favour of each of the above resolutions numbered 1 to 7 at the AGM, all of the above resolutions were duly passed by the shareholders of the Company as an ordinary resolutions.

RETIREMENT OF EXECUTIVE DIRECTOR AND CHANGE OF CHIEF EXECUTIVES

Reference is made to the circular of the Company dated 6 May 2020. The Board announces that Mr. Huang Chunlei (“**Mr. Huang**”) retired as an executive Director and resigned as the chief executive officer of the Company with effect from the conclusion of the AGM due to his other personal commitments. Mr. Huang has confirmed that he has no disagreement with the Board and there are no other matters in relation to his retirement and resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Huang for his valuable contribution and services to the Company.

Following the resignation of Mr. Huang as the chief executive officer of the Company, each of Mr. Chen Hongliang and Mr. Li Heli, being an executive Director and co-president of the Group, will be co-chief executive of the Company responsible for management of the Group’s business with effect from the conclusion of the AGM. Mr. Chen Hongliang will focus on business strategies, human resources, mechanism accounting, legal, risk and financial management, real estate information management and brand building of the Group, and Mr. Li Heli will focus on investment, product development, sales and customer services, and overseeing of the business operations of the Group.

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

Hong Kong, 5 June 2020

As at the date of this announcement, Mr. Yang Jian, Mr. Chen Hongliang, Mr. Li Heli 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.