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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 3 JUNE 2021

POLL RESULTS OF ANNUAL GENERAL MEETING

Zhongliang Holdings Group Company Limited (the “**Company**”) announces that at its annual general meeting held on 3 June 2021 (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the notice of the AGM dated 3 May 2021 (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 to attend the AGM and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholder of the Company was required under the Listing Rules to abstain from voting. None of the shareholders of the Company had stated their intention to vote against or to abstain from voting on the Resolutions in the circular of the Company dated 3 May 2021.

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 “ Board ”) of directors (the “ Directors ”) and auditor for the year ended 31 December 2020.	2,567,579,391 (100%)	0 (0%)
2.	To declare a final dividend of HK32.5 cents per share for the year ended 31 December 2020 out of the share premium account of the Company.	2,567,579,391 (100%)	0 (0%)
3A.	To re-elect Mr. Yang Jian as an executive Director.	2,545,859,120 (99.154%)	21,720,271 (0.846%)
3B.	To re-elect Mr. Wu Xiaobo as an independent non-executive Director.	2,567,579,391 (100%)	0 (0%)
3C.	To re-elect Mr. Au Yeung Po Fung as an independent non-executive Director.	2,535,869,883 (98.765%)	31,709,508 (1.235%)
3D.	To authorise the Board to fix the Directors’ remuneration.	2,567,579,391 (100%)	0 (0%)
4.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.	2,565,549,572 (99.921%)	2,029,819 (0.079%)
5.	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.	2,525,833,784 (98.374%)	41,745,607 (1.626%)
6.	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.	2,565,978,969 (99.938%)	1,600,422 (0.062%)
7.	To extend, conditional upon the above ordinary resolution nos. 5 and 6 being duly passed, the general mandate to be granted to the Board to issue and allot shares of the Company.	2,526,085,228 (98.384%)	41,494,163 (1.616%)

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 at the AGM, all of the above Resolutions were duly passed by the shareholders of the Company as ordinary resolutions.

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

Hong Kong, 3 June 2021

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.