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Ziyuanyuan Holdings Group Limited

紫元元控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8223)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 9 MAY 2019

The Board is pleased to announce that the AGM was held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 9 May 2019 at 11:00 a.m. and all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the circular of Ziyuanyuan Holdings Group Limited (the “**Company**”) dated 29 March 2019 (the “**Circular**”) in relation to, inter alia, proposals for general mandates to issue new shares and to repurchase shares of the Company, and re-election of retiring directors of the Company. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS

The Board is pleased to announce that the AGM was held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 9 May 2019 at 11:00 a.m. and all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM.

As at the date of the AGM, a total of 400,000,000 Shares were in issue, which entitled the holders thereof (“**Shareholders**”) to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

Details of the poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) of the Company and the auditor of Company for the year ended 31 December 2018.	317,136,000 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Zhang Junshen as an executive Director;	317,136,000 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Zhang Junwei as an executive Director;	317,136,000 (100.00%)	0 (0.00%)
	(c) To re-elect Ms. Shen Qingli as a non-executive Director;	317,136,000 (100.00%)	0 (0.00%)
	(d) To re-elect Mr. Chan Chi Fung Leo as an independent non-executive Director;	317,136,000 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Li Zhensheng as an independent non-executive Director; and	317,136,000 (100.00%)	0 (0.00%)
	(f) To re-elect Mr. Chow Siu Hang as an independent non-executive Director	317,136,000 (100.00%)	0 (0.00%)
3.	To authorise the board of Directors of the Company to fix the respective remuneration of the Directors.	317,136,000 (100.00%)	0 (0.00%)
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of the Directors of the Company to fix their remuneration.	317,136,000 (100.00%)	0 (0.00%)
5	To grant a general mandate to the Directors to allot, issue and deal with the Company’s shares.	317,136,000 (100.00%)	0 (0.00%)
6	To grant a general mandate to the Directors to repurchase the Company’s shares.	317,136,000 (100.00%)	0 (0.00%)
7	To add the total number of shares repurchased by the Company under repurchase mandate granted under resolution numbered 6 to the issue mandate granted to the Directors under resolution numbered 5.	317,136,000 (100.00%)	0 (0.00%)

As more than 50% of the votes were casted in favour of each of the resolutions, all the resolutions proposed at the AGM were duly passed as ordinary resolutions of the Company.

By order of the Board
Ziyuanyuan Holdings Group Limited
Zhang Junshen
Chairman and Chief Executive Officer

Hong Kong, 9 May 2019

As at the date of this announcement, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer) and Mr. Zhang Junwei, the non-executive Director is Ms. Shen Qingli, and the independent non-executive Directors are Mr. Chan Chi Fung Leo, Mr. Li Zhensheng and Mr. Chow Siu Hang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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.

This announcement will remain on the “Latest Listed Company Information” page of the website website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.ziyygroup.com.