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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 16 NOVEMBER 2026

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 28 October 2026, in relation to, among others, the Acquisition. 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 16 November 2026 by way of poll.

As at the date of the EGM, the total number of issued shares of the Company was 186,388,529 Shares. Mr. Ma (through Sun Universal Limited), Mr. Chatchaval (through GraceBao Co., Ltd.) and Mr. Man are beneficially interested in 26,330,040 Shares, 22,500,000 Shares and 3,153,600 Shares, representing approximately 14.13%, 12.07% and 1.69% respectively of the issued share capital of the Company as at the date of the EGM. Save as Mr. Ma, Mr. Chatchaval and Mr. Man and their respective associates, to the best of the knowledge, information and belief of the Directors, no other Shareholder has a material interest in the Acquisition and the transactions contemplated thereunder and no other Shareholder is required to abstain from voting on the Resolution to approve the Sale and Purchase 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 134,404,889 Shares, representing approximately 72.11% of the total issued Shares.

There were no other 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 other Shareholders who were required under the GEM Listing Rules to abstain from voting save as mentioned above. 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.

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:

Ordinary Resolution	**Number of votes (%)**	
	For	**Against**
(a) To approve, confirm and ratify the Sale and Purchase Agreement dated 18 September 2026 and the transactions contemplated thereunder; and (b) To authorise any one or more of the Directors to do such acts and things, and to execute all such documents, deeds or instruments, and to take all such steps as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to, or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder.	86,899,604 (100%)	0 (0%)

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.

Save for Ms. Chan Pui Shan, all other Directors, namely Mr. Lai Ningning, Mr. Yi Cong, Mr. Liang Xing Jun, Mr. Ma Gary Ming Fai, Mr. Luo Guoqiang, Mr. Chan Wing Kit 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, 16 November 2026

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.

This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at www.qtbgjj.com.