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## **Zhongshen Jianye Holding Limited**

**中 深 建 業 控 股 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2503)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING HELD ON 18 MAY 2026**

The Board is pleased to announce that, at the AGM held on 18 May 2026, all the AGM Resolutions were duly passed by the Shareholders by way of poll.

The Board is pleased to further announce that, at the EGM held on 18 May 2026, all the EGM Resolutions were duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular incorporating the notice of annual general meeting (the “**AGM**”) of Zhongshen Jianye Holding Limited (the “**Company**”) dated 21 April 2026 (the “**AGM Circular**”) and the circular incorporating the notice of extraordinary general meeting of the Company dated 30 April 2026 (the “**EGM Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular and the EGM Circular.

The Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, was appointed as the scrutineer for vote-taking at the AGM and the EGM.

All Directors attended the AGM and the EGM in person or by electronic means.

#### **POLL RESULTS OF THE AGM**

As at the date of the AGM, there were a total of 1,144,283,698 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM (the “**AGM Resolutions**”). There were no Shares entitling the Shareholders to attend the AGM and abstain from voting in favour of the AGM Resolutions as set out in Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on or to vote only against the AGM Resolutions at the AGM. There was no party who had stated his/her/its intention in the AGM Circular to vote against the AGM Resolutions or to abstain from voting had done so at the AGM.

The poll results in respect of the AGM Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2025.	791,133,192 (100.00%)	0 (0.00%)
2(a).	To re-elect Mr. Xian Yurong as an executive director of the Company.	791,133,192 (100.00%)	0 (0.00%)
2(b).	To re-elect Ms. Liu Zhihong as an independent non-executive director of the Company.	791,133,192 (100.00%)	0 (0.00%)
3.	To authorise the board of directors to fix the respective directors' remuneration.	791,133,192 (100.00%)	0 (0.00%)
4.	To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.	791,133,192 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional Shares as set out in resolution no. 5 of the notice of the AGM.	791,133,192 (100.00%)	0 (0.00%)
6.	To grant a general mandate to the directors of the Company to repurchase Shares as set out in resolution no. 6 of the notice of the AGM.	791,133,192 (100.00%)	0 (0.00%)
7.	To extend the general mandate to the directors of the Company to allot, issue and deal with such number of additional Shares as may be repurchased by the Company as set out in resolution no. 7 of the notice of the AGM.	791,133,192 (100.00%)	0 (0.00%)

As more than 50% of the votes were cast in favour of the above ordinary AGM Resolutions, the AGM Resolutions were duly passed by way of poll as ordinary resolution of the Company at the AGM.

## POLL RESULTS OF THE EGM

As at the date of the EGM, there were a total of 1,144,283,698 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM (the “**EGM Resolutions**”). As at the date of the EGM, Mr. Sang and Mr. Xian, both an executive Director, are interested in 284,172,240 and 71,040,560 Shares held by Zhongshen Hengtai and Zhongshen Chitai, respectively (representing approximately 24.83% and 6.21% of the total issued share capital of the Company, respectively). Mr. Sang, Mr. Xian and their associates abstained from voting in favour of the EGM Resolutions at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the EGM Resolutions at the EGM was 789,070,898, representing approximately 68.96% of the total number of issued Shares.

Save for the above, (i) there were no other Shares entitling the Shareholders to attend and abstain from voting in favour of the EGM Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules; (ii) no Shareholders were required under the Listing Rules to abstain from voting on or to vote only against the EGM Resolutions at the EGM; and (iii) there was no party who had stated his/her/its intention in the EGM Circular to vote against the EGM Resolutions or to abstain from voting had done so at the EGM.

The poll results in respect of the EGM Resolutions are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To approve the proposed Increase in Authorised Share Capital as set out in the notice of the EGM.	436,036,392 (99.99%)	40,000 (0.01%)
2.	To approve the proposed Rights Issue, the Placing Agreement and the transactions contemplated thereunder as set out in the notice of the EGM.	436,036,392 (99.99%)	40,000 (0.01%)

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

#### **COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS**

Upon passing of the EGM Resolutions, the Rights Issue will proceed in accordance with the expected timetable set out in the EGM Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis relating to the Rights Issue will be Tuesday, 19 May 2026 and the Shares will be dealt in on an ex-rights basis from Wednesday, 20 May 2026. The Prospectus Documents are expected to be despatched to the Qualifying Shareholders (in the case of Non-Qualifying Shareholders, the Prospectus only) on Tuesday, 2 June 2026.

#### **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM**

**The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in the letter from the Board in the EGM Circular for further details.**

**Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.**

By order of the Board  
**Zhongshen Jianye Holding Limited**  
**Sang Xianfeng**  
*Chairman and executive director*

Hong Kong, 18 May 2026

*As at the date of this announcement, the executive directors of the Company are Mr. Sang Xianfeng (Chairman) and Mr. Xian Yurong; and the independent non-executive directors of the Company are Ms. Liu Zhihong, Mr. Zeng Qingli and Mr. Xie Huagang.*