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Zhou Hei Ya International Holdings Company Limited

周黑鴨國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1458)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON MAY 31, 2019

At the annual general meeting (the “**AGM**”) of Zhou Hei Ya International Holdings Company Limited (the “**Company**”) held on May 31, 2019, all the proposed resolutions as set out in the notice of the AGM dated April 30, 2019 (the “**AGM Notice**”) were duly passed by way of poll.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 2,383,140,500 Shares of US\$0.000001 each, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any shareholders of the Company casting votes on any of the proposed resolutions at the AGM. There were no shares entitling the shareholders of the Company to attend and abstain from voting in favour of the proposed resolutions at the AGM 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 on any of the resolutions proposed at the AGM.

According to the requirements of the Listing Rules, 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 AGM was chaired by Mr. Zhou Fuyu, the chairman of the Board (the “**Board**”) of directors (the

“**Directors**”) of the Company, an executive Director and Chief Executive Office of the Company. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended December 31, 2018.	1,823,507,969 (100%)	0 (0%)
2.	To declare and pay a final dividend of HK\$0.16 per ordinary share out of the share premium account of the Company for the year ended December 31, 2018.	1,823,507,969 (100%)	0 (0%)
3	(a) (i) To re-elect Mr. HAO Lixiao as an executive Director.	1,822,031,566 (99.92%)	1,476,403 (0.08%)
	(ii) To re-elect Mr. CHAN Kam Ching as an independent non- executive Director.	1,823,507,969 (100%)	0 (0%)
	(iii) To re-elect Mr. LU Weidong as an independent non-executive Director.	1,823,507,969 (100%)	0 (0%)
	(b) To authorize the Board to fix the remuneration of the Directors.	1,822,795,040 (99.99%)	2,000 (0.01%)
4.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.	1,823,505,969 (99.99%)	2,000 (0.01%)
5.	To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the number of the issued shares of the Company.	1,822,792,540 (99.99%)	4,500 (0.01%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares in the Company not exceeding 20% of the number of the issued shares of the Company.	1,772,935,147 (97.26%)	49,861,893 (2.74%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.	1,772,935,147 (97.23%)	50,572,822 (2.77%)

The description of the above resolutions is by way of summary only. Please refer to the AGM Notice for the full text of the resolutions.

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

By order of the Board
Zhou Hei Ya International Holdings Company Limited
Zhou Fuyu
Chairman

Hong Kong, May 31, 2019

As at the date of this announcement, Mr. Zhou Fuyu, Mr. Hao Lixiao, Ms. Li Ying and Mr. Wen Yong are the executive Directors; Mr. Pan Pan is the non-executive Director; and Mr. Wu Chi Keung, Mr. Chan Kam Ching, Paul and Mr. Lu Weidong are the independent non-executive Directors.