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Zhong Jia Guo Xin Holdings Company Limited

中加國信控股股份有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 8 AUGUST 2025;
RETIREMENT OF DIRECTORS;
CHANGE OF AUTHORIZED REPRESENTATIVE;
CHANGE OF COMPOSITION OF BOARD COMMITTEES;
AND
NON-COMPLIANCE WITH LISTING RULES**

References are made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**AGM Notice**”) of Zhong Jia Guo Xin Holdings Company Limited (the “**Company**”) both dated 14 July 2025. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board wishes to announce that the proposed resolutions as set out in the AGM Notice were taken by poll at the AGM held on 8 August 2025. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The total number of issued Shares was 148,386,336 Shares as at the date of the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the AGM under the Listing Rules. There was no restriction on any Shareholders casting votes on any of the proposed resolutions at the AGM.

Ms. Ouyang Yanling (executive Director), Mr. Chan Wai Fung (executive Director), Mr. Huang Yilin (non-executive Director), and Dr. Liang Jinxiang (independent non-executive Director) have attended the AGM in person or by electronic means. All other Directors were absent due to work commitments.

The poll results in respect of the resolution put to the vote at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares (Approximate percentage)	
		For	Against
1	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 March 2025.	77,630,381 (100%)	0 (0%)
2A.	to re-elect Ms. Ouyang Yanling as an executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2B.	to re-elect Mr. Li Yuguo as an executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2C.	to re-elect Mr. Li Xiaoming as an executive Director;	77,630,381 (100%)	0 (0%)
2D.	to re-elect Mr. Liu Yan Chee, James as an executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2E.	to re-elect Mr. Chan Wai Fung as an executive Director;	77,630,381 (100%)	0 (0%)
2F.	to re-elect Mr. Yang Xiaoqiang as a non-executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2G.	to re-elect Mr. Huang Yilin as a non-executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2H.	to re-elect Mr. Chen Dong Yao as a non-executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2I.	to re-elect Mr. Ba Junyu as an independent non-executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2J.	to re-elect Mr. Xu Xingge as an independent non-executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2K.	to re-elect Mr. Wong Sung as an independent non-executive Director;	1,001 (0.01%)	77,629,380 (99.99%)
2L.	to re-elect Dr. Liang Jinxiang as an independent non-executive Director; and	77,630,381 (100%)	0 (0%)
2M.	To authorise the board of Directors to fix the remunerations of the Directors.	77,630,381 (100%)	0 (0%)
3	To re-appoint Reanda HK CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.	77,630,381 (100%)	0 (0%)
4A.	To grant a general mandate to the Directors to allot, issue and deal with the shares (including any sale or transfer of treasury shares out of treasury).	77,630,381 (100%)	0 (0%)
4B.	To grant a general mandate to the Directors to buy back the Company's own shares.	77,630,381 (100%)	0 (0%)
4C.	To include the number of the shares repurchased by the Company to the mandate granted to the Directors of the Company under resolution no. 4A.	77,630,381 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1, 2C, 2E, 2L, 2M, 3, 4A, 4B and 4C, such resolutions were duly passed by the Shareholders as ordinary resolutions of the Company at the AGM.

As less than 50% of the votes were cast in favour of ordinary resolutions numbered 2A, 2B, 2D, 2F, 2G, 2H, 2I, 2J and 2K, such resolutions were not passed as ordinary resolutions of the Company at the AGM.

RETIREMENT OF DIRECTORS

As the above resolutions (numbered 2A, 2B, 2D, 2F, 2G, 2H, 2I, 2J and 2K) in relation to the re-election of Ms. Ouyang Yanling, Mr. Li Yuguo and Mr. Liu Yan Chee, James as an executive Director, Mr. Yang Xiaoqiang, Mr. Huang Yilin and Mr. Chen Dong Yao as a non-executive Director and Mr. Ba Junyu, Mr. Xu Xingge and Mr. Wong Sung as an independent non-executive Director (collectively, the “**Retiring Directors**”) were not passed as an ordinary resolution at the AGM, the Retiring Directors have retired from their respective directorship and were not re-elected at the AGM with effect from the conclusion of the AGM.

As at the date of this announcement, the Company has not received any notice of disagreement with the Board by any of the Retiring Directors. The Board is not aware of any disagreement with any of the Retiring Directors or any matters relating to their retirement that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to extend its appreciation to the Retiring Directors for their valuable contribution to the Company during their tenure of office.

CHANGE OF AUTHORIZED REPRESENTATIVE

The Board wishes to announce Mr. Liu Yan Chee, James (“**Mr. Liu**”) has retired an executive Director and therefore he is ceased to be an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the authorised representative of the Company for the acceptance of services of process and notice in Hong Kong (the “**Process Agent**”) under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 8 August 2025.

The Board is also pleased to announce that Mr. Cheng King Yip (“**Mr. Cheng**”), being a company secretary of the Company, has been appointed as the Authorised Representative under Rule 3.05 of the Listing Rules, and the Process Agent under Part 16 of the Companies Ordinance (Chapter 622 of

the Laws of Hong Kong) with effect from 8 August 2025.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The change of composition of Board committees is as below, with effect from 8 August 2025,

- 1) Mr. Li Yuguo, ceased to be a member of the Nomination Committee of the Company;
- 2) Mr. Ba Junyu, ceased to be a member of the Audit Committee of the Company, the chairman of the Nomination Committee and the Remuneration Committee of the Company;
- 3) Mr. Wong Sung ceased to be a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company;
- 4) Mr. Xu Xingge, ceased to be a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company; and
- 5) Dr. Liang Jinxiang has been appointed as the chairman of the Nomination Committee of the Company and the Remuneration Committee of the Company.

NON-COMPLIANCE WITH LISTING RULES

Pursuant to Rule 3.10 of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive Directors (the “**INED**”) and at least one of the INED must have appropriate professional qualifications or accounting or related financial management expertise (the “**Financial Expertise**”). Pursuant to Rule 3.21 of the Listing Rules, the audit committee must comprise a minimum of three members, at least one of whom is an INED with Financial Expertise. Pursuant to the terms of reference of the Remuneration Committee, the Remuneration Committee shall consist of not less than three members.

Pursuant to Rule 3.27A of the Listing Rules, an issuer must establish a nomination committee which is chaired by the chairman of the board or an INED and comprising a majority of INEDs. Pursuant to the terms of reference of the Nomination Committee, the Nomination Committee shall consist of not less than three members.

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board.

As at the date of this announcement, the Company has:

1. only one INED with Financial Expertise;
2. only one member in each of the Audit Committee and the Remuneration Committee, comprising one INED;
3. only two members in the Nomination Committee, comprising one executive Director and one INED;
4. the Company has a single gender board since 8 August 2025.

The above Board composition fails to satisfy the minimum number of INEDs under Rule 3.10 of the Listing Rules, the minimum number of members of the audit committee under Rule 3.21 of the Listing Rules, the majority of INED requirement of the Nomination Committee under Rule 3.27A of the Listing Rules and the minimum number of members of the Remuneration Committee and the Nomination Committee under the respective terms of reference. Following Ms. Ouyang Yanling, the former executive Director's retirement on 8 August 2025, the Company has a single gender board and does not meet the requirement under Rule 13.92 of the Listing Rules since 8 August 2025.

The Company is now in the course of identifying suitable candidates as INED and a suitable female candidate for appointment as a director will publish further announcement as and when appropriate.

By order of the Board
Zhong Jia Guo Xin Holdings Company Limited
Chan Wai Fung
Executive Director & chief executive officer

Hong Kong, 8 August 2025

As at the date of this announcement, the Board consists of two executive Directors, Mr. Li Xiaoming and Mr. Chan Wai Fung; and one independent non-executive Director, Dr. Liang Jinxiang.