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**ZMAY HOLDINGS LIMITED**

**中民安園控股有限公司**

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

(Stock Code: 8085)

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 2 AUGUST 2011**

The Board of Directors of the ZMAY Holdings Limited (the “**Company**”) is pleased to announce that the polls results of the Annual General Meeting (the “**AGM**”) of the Company held on 2 August 2011. References are made to the notice of the AGM dated 30 June 2011, all the proposed resolutions at the AGM were voted on by poll. The Company’s branch share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the vote-taking at the AGM.

Terms used in the circular of the Company dated 30 June 2011 in relation to, among other things, the notice of the AGM shall have the same meanings when used herein unless the context requires otherwise. The above-mentioned circular may be viewed and downloaded from the Company’s website at <http://www.zmayholdings.com> or the website of GEM at <http://www.hkgem.com>.

**POLL RESULTS OF THE AGM**

As at the date of the AGM, the total number of issued Shares was 2,077,786,138, representing the total number of Shares entitling the holders thereof to attend and vote for or against all the ordinary resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM. There were no restrictions on the Shareholders to cast votes on any proposed resolutions at the AGM.

All resolutions at the AGM were approved by the Shareholders. Details of the poll results in respect of the ordinary resolutions proposed at the AGM are as follows:-

Ordinary Resolutions		No. of votes cast and percentage of total number of votes cast	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and the Company's auditors for the year ended 31 March 2011	1,495,532,128 (100%)	0 (0%)
2	(a) To re-elect Mr. Chu Hon Pong as executive director	1,495,532,128 (100%)	0 (0%)
	(b) To re-elect Mr. Lam Wing Tai as executive director	1,495,532,128 (100%)	0 (0%)
	(c) To authorize the board of directors to fix the directors' remuneration	1,495,532,128 (100%)	0 (0%)
3	To re-appoint Pan-China (H.K.) CPA Limited as auditors of the Company and to authorize the board of directors to fix their remuneration	1,495,532,128 (100%)	0 (0%)
4	To grant a general mandate to the directors to issue, allot and deal with additional shares of the Company	1,495,532,128 (100%)	0 (0%)
5	To grant a general mandate to the directors to repurchase shares of the Company	1,495,532,128 (100%)	0 (0%)
6	To extend the general mandate to the directors to allot, issue and deal with the additional shares of the Company by an amount equal to the nominal amount of shares repurchased by the Company	1,495,532,128 (100%)	0 (0%)

As majority of the votes were cast in favour of the resolution, such resolutions were duly passed as ordinary resolutions at the AGM.

By Order of the Board  
**ZMAY HOLDINGS LIMITED**  
**Lam Wing Tai**  
*Executive Director*

Hong Kong, 2 August 2011

*As at the date of this announcement, the Board comprises (i) three Executive Directors, namely Mr. Chu Hon Pong, Mr. Lam Wing Tai and Mr. Chui Kwong Kau and (ii) three Independent Non-executive Directors, namely Dr. Wong Yun Kuen, Mr. Man Kwok Leung and Mr. Chi Chi Hung, Kenneth.*

*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 Company Announcements" page of the GEM website <http://www.hkgem.com> for at least seven days from the date of its publication and on the website of the Company at <http://www.zmayholdings.com>.*