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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 / Warrant Code: 8359)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 24 JULY 2009

The Board is pleased to announce that all the resolutions proposed in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 24 July 2009.

References are made to the notice of annual general meeting (the “Notice”) and the circular (the “Circular”) of ZMAY Holdings Limited (the “Company”) dated 23 June 2009. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions proposed in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 24 July 2009. Tricor Standard Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results are as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1	To receive, consider and approve the audited consolidated financial statements of the Company and the reports of the directors and the independent auditors for the year ended 31 March 2009.	647,470,651 (100%)	0 (0%)	647,470,651
2	(a) To re-elect Ms. Tong Pui Chi Lucia as director.	647,470,651 (100%)	0 (0%)	647,470,651
	(b) To re-elect Mr. Chu Kar Wing as director.	647,470,651 (100%)	0 (0%)	647,470,651
	(c) To re-elect Mr. Ku Ling Yu John as director.	647,470,651 (100%)	0 (0%)	647,470,651
	(d) To authorize the board of directors to fix the remuneration of the directors.	647,470,651 (100%)	0 (0%)	647,470,651

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
3	To re-appoint NCN CPA Limited as the Company's independent auditors and to authorize the board of directors to fix their remuneration.	647,470,651 (100%)	0 (0%)	647,470,651
4	(a) To grant a general mandate to the directors to repurchase securities.	647,470,651 (100%)	0 (0%)	647,470,651
	(b) To grant a general mandate to the directors to issue new securities.	647,470,651 (100%)	0 (0%)	647,470,651
	(c) To extend the general mandate to the directors to issue new securities by adding the number of securities repurchased.	647,470,651 (100%)	0 (0%)	647,470,651

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

At the date of the AGM, the total number of issued shares of the Company was 1,203,786,138 Shares, the holders of which were entitled to attend and vote for or against all the resolutions proposed at the AGM. No Shareholders were required to abstain from voting on any of the resolutions at the AGM. There were no Shares of the Company entitling the holders to attend and vote only against the resolutions at the AGM.

By Order of the Board
ZMAY Holdings Limited
Chu Hon Pong
Chairman

Hong Kong, 24 July 2009

As at the date of this announcement, the Board comprises (i) four Executive Directors, namely Mr. Chu Hon Pong, Dr. Neil K. Gu, Ms. Tong Pui Chi Lucia and Mr. Law Kwok Chung; and (ii) three Independent Non-executive Directors, namely Mr. Chu Kar Wing, Dr. Loke Hoi Lam and Mr. Ku Ling Yu John.

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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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>.