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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 AND EXTRAORDINARY GENERAL MEETING HELD ON 4 AUGUST 2010**

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**”) and the Extraordinary General Meeting (the “**EGM**”) of the Company held on 4 August 2010. References are made to the notices of the AGM dated 29 June 2010 and the EGM dated 20 July 2010 respectively, all the proposed resolutions at the AGM and EGM 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 and EGM.

Terms used in the circular of the Company dated 29 June 2010 in relation to, among other things, the notice of the AGM and the circular of the Company dated 20 July 2010 in relation to the Termination of the Existing Share Option Scheme and Adoption of the Share Option Scheme shall have the same meanings when used herein unless the context requires otherwise. The above-mentioned circulars 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 1,731,786,138, 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, 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 2010	1,098,828,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Lam Wing Tai as executive director	1,098,828,000 (100%)	0 (0%)
	(b) To re-elect Mr. Chui Kwong Kau as executive director	1,098,828,000 (100%)	0 (0%)
	(c) To re-elect Dr. Wong Yun Kuen as independent non-executive director	1,098,828,000 (100%)	0 (0%)
	(d) To re-elect Mr. Man Kwok Leung as independent non-executive director	1,098,828,000 (100%)	0 (0%)
	(e) To re-elect Mr. Chi Chi Hung, Kenneth as independent non-executive director	1,098,828,000 (100%)	0 (0%)
	(f) To authorize the board of directors to fix the directors' remuneration	1,098,828,000 (100%)	0 (0%)
3	To re-appoint the independent auditors and to authorize the board of directors to fix their remuneration	1,098,828,000 (100%)	0 (0%)
4.	To grant a general mandate to the directors to issue new shares	1,098,828,000 (100%)	0 (0%)
5.	To grant a general mandate to the directors to repurchase shares	1,098,828,000 (100%)	0 (0%)
6.	To extend the general mandate to the directors to issue new shares by adding the number of shares repurchased	1,098,828,000 (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.

## POLL RESULT OF THE EGM

As at the date of the EGM, the total number of issued Shares was 1,731,786,138, representing the total number of Shares entitling the holders thereof to attend and vote for or against the ordinary resolution at the EGM. No Shareholder was entitled to attend and vote only against any resolutions at the EGM. There were no restrictions on the Shareholders to cast votes on any proposed resolution at the EGM.

The resolution at the EGM was approved by the Shareholders. Details of the poll result in respect of the ordinary resolution proposed at the EGM are as follows:-

Ordinary Resolution	No. of votes cast and percentage of total number of votes cast	
	For	Against
To consider and approve the adoption of the Share Option Scheme and the termination of the Existing Share Option Scheme	1,098,828,000 (100%)	0 (0%)

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

By Order of the Board  
**ZMAY Holdings Limited**  
**Lam Wing Tai**  
Executive Director

Hong Kong, 4 August 2010

*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: (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>.*