Zhongke Group Holdings Limited
中科集團控股有限公司

(formerly known as Wai Hung Group Holdings Limited 偉鴻集團控股有限公司)
(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3321)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 22 APRIL 2026;
(2) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE;
AND
(3) ADJUSTMENTS TO THE SHARE OPTIONS

Reference is made to the circular (the "**Circular**") of Zhongke Group Holdings Limited (the "**Company**") dated 30 March 2026 incorporating the notice (the "**Notice**") of the extraordinary general meeting (the "**EGM**") of the Company. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

(1) POLL RESULTS OF THE EGM

At the EGM held on 22 April 2026, the proposed resolution as set out in the Notice was taken by poll. The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued Shares of the Company was 726,696,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution at the EGM. There were no Shares entitling the holder to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolution at the EGM. There were no restrictions on any Shareholders to cast votes on any of the resolution at the EGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolution at the EGM.

There were (a) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) as at the date of the EGM and as such no voting rights of treasury shares have been exercised at the EGM; and (b) no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the EGM.

Save for Mr. Li Kam Hung and Mr. Yu Ming Ho, who are currently suspended from their duties, the executive Directors, Mr. Song Yanyang, Mr. Yau Yik Ming Leao, Ms. Chen Jianyu and Mr. Kwan Hung Chun Curtus; non-executive Director, Mr. Li Chun Ho; and independent non-executive Directors, Mr. Tam Tsz Hin, Mr. Yu Kwan Tseung, Alvin, Mr. Yuan Fangjun and Mr. Zhou Zhengcheng attended the EGM.

The Board is pleased to announce that the proposed resolution was duly passed by the Shareholders by way of poll at the EGM. The poll results in respect of the resolution were as follows:

ORDINARY RESOLUTION	**Number of Shares voted (%)**	
	For	**Against**
To approve the share consolidation of every ten (10) issued and unissued ordinary shares in the share capital of the Company into one (1) consolidated ordinary share in the issued and unissued share capital of the Company and to authorise any one or more Directors and such person or persons authorised by the Directors to do all such acts as it considers necessary to give effect to the share consolidation.	357,126,500 (100.0%)	0 (0.0%)

The full text of the resolution is set out in the Notice.

As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as ordinary resolution of the Company.

(2) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board is also pleased to announce that, subject to the grant of the listing approval by the Stock Exchange, the Share Consolidation will become effective on Friday, 24 April 2026. Dealings in the Consolidated Shares will commence at 9:00 a.m. on Friday, 24 April 2026. As a result of the Share Consolidation becoming effective, the Change in Board Lot Size will come into effect on Monday, 11 May 2026. The board lot size for trading on the Stock Exchange will be changed from 2,500 Existing Shares to 10,000 Consolidated Shares. The original counter for trading in the Consolidated Shares in the new board lot size of 10,000 Consolidated Shares will re-open at 9:00 a.m. on Monday, 11 May 2026. Please refer to the Circular for details on the trading arrangement, the free exchange of share certificates and matching services for odd lots in connection with the Share Consolidation and the Change in Board Lot Size. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates for the Consolidated Shares in green colour will be issued to the Shareholders in order to distinguish them from the existing share certificates for the Existing Shares in blue colour.

(3) ADJUSTMENTS TO THE SHARE OPTIONS

As at the date of this announcement, the Company had outstanding share options entitling the holders thereof to subscribe for a total of 50,000,000 Existing Shares under the Share Option Scheme. As a result of the Share Consolidation and in accordance with the Share Option Scheme, the exercise price and the number of Consolidated Shares to be issued upon exercise of the outstanding Share Options will be adjusted in accordance with the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Note to the Rule set out in Appendix 1 to the Frequently Asked Question FAQ13 – No.120 issued by the Stock Exchange in November 2020 and updated in June 2024 (the "**Supplementary Guidance**") as follows with effect from the effective date of the Share Consolidation:

Before adjustment		**After adjustment**	
Exercise price per outstanding share options	**Number of Existing Shares to be allotted and issued upon full exercise of outstanding Share Options**	**Exercise price per outstanding Share Option**	**Number of Consolidated Shares to be allotted and issued upon full exercise of outstanding Share Options**
HK$0.049	50,000,000	HK$0.49	5,000,000

Merdeka Corporate Finance Limited, the independent financial adviser of the Company, has confirmed in writing that the adjustments made to the exercise price and the number of Shares to be issued upon the exercise of the outstanding Share Options are in compliance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Supplementary Guidance.

Save for the above adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Scheme remain unchanged.

By order of the Board
Zhongke Group Holdings Limited
Mr. Li Chun Ho
Chairman

Hong Kong, 22 April 2026

As at the date of this announcement, the Board comprises Mr. Li Kam Hung, Mr. Yu Ming Ho, Mr. Yau Yik Ming Leao, Ms. Chen Jianyu, Mr. Song Yanyang and Mr. Kwan Hung Chun Curtus as executive directors; Mr. Li Chun Ho as non-executive director; and Mr. Tam Tsz Hin, Mr. Yu Kwan Tseung, Alvin, Mr. Yuan Fangjun and Mr. Zhou Zhengcheng as independent non-executive directors.