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DEVGREAT GROUP LIMITED

大方廣瑞德集團有限公司

(formerly known as Shanghai Zendai Property Limited 上海証大房地產有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock code: 755)

(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING

HELD ON 7 MARCH 2025;

AND

(2) EXPECTED EFFECTIVE DATE OF THE CAPITAL REORGANISATION

POLL RESULTS OF THE SGM

The Resolutions as set out in the Notice were duly passed by way of poll at the SGM held on 7 March 2025.

EXPECTED EFFECTIVE DATE OF THE CAPITAL REORGANISATION

It is expected that the Capital Reorganisation will become effective on Tuesday, 11 March 2025. Dealings in the New Shares will commence at 9:00 a.m. on Tuesday, 11 March 2025. Details of the trading arrangement, the free exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation are set out in the Circular.

Reference is made to the circular (the “**Circular**”) of DevGreat Group Limited (the “**Company**”) dated 14 February 2025 and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) dated the even date. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The proposed resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by way of poll at the SGM held on 7 March 2025.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results of the SGM were as follows:

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast (%))	
		For	Against
1.	<p>(a) The Set-off Deed dated 29 November 2024 and the transactions contemplated thereunder including the Assignment be and are hereby approved, ratified and confirmed; and</p> <p>(b) Any one or more of the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Set-off Deed and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided thereunder) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>	6,942,000 (99.99%)	630 (0.01%)
2.	<p>(a) The Loan Extension Agreement dated 29 November 2024 and the transactions contemplated thereunder including the provision of the Financial Assistance be and are hereby approved, ratified and confirmed; and</p> <p>(b) Any one or more of the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Loan Extension Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided thereunder) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>	4,469,259,519 (99.99%)	630 (0.01%)

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast (%))	
		For	Against
3.	<p>(a) The Renewed Management Agreement dated 29 November 2024 and the transactions contemplated thereunder including the Renewal of the Management Agreement together with the relevant annual caps as set out in the Circular be and are hereby approved, ratified and confirmed; and</p> <p>(b) Any one or more of the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Renewed Management Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided thereunder) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>	4,469,259,519 (99.99%)	630 (0.01%)

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast (%))	
		For	Against
4.	<p>Subject to and conditional upon the passing of a special resolution at the SGM to approve the Capital Reorganisation:</p> <p>(a) the Subscription Agreement dated 2 December 2024 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) the Directors be and are hereby granted a specific mandate to allot and issue the Subscription Shares to the Subscriber pursuant to the Subscription Agreement (the “Specific Mandate”), provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any one or more of the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement and the Specific Mandate and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided thereunder) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.</p>	<p>4,469,259,519 (66.46%)</p>	<p>2,255,335,630 (33.54%)</p>
Special Resolution		Number of votes cast (Approximate percentage of total number of votes cast (%))	
		For	Against
5.	To approve the Capital Reorganisation and all such relevant actions contemplated thereunder as set out in the Notice.	<p>7,172,508,000 (76.08%)</p>	<p>2,255,335,630 (23.92%)</p>

Notes:

- 1) *Full texts of the Resolutions are set out in the Notice.*
- 2) *As more than 50% of the votes were cast in favour of all the ordinary Resolutions numbered 1 to 4, all the ordinary Resolutions were duly passed by the Independent Shareholders at the SGM.*
- 3) *As more than 75% of the votes were cast in favour of the special Resolution numbered 5, the special Resolution was duly passed by the Shareholders at the SGM.*

As at the date of the SGM, the total number of Shares in issue was 14,879,351,515 Shares and the Company did not hold any treasury Shares.

As stated in the Circular, certain Shareholders were required to abstain from voting on the ordinary Resolutions in respect of the Set-off Deed, the Loan Extension Agreement, the Renewed Management Agreement, the Subscription Agreement and the respective transactions contemplated thereunder (i.e. ordinary Resolutions numbered 1 to 4) at the SGM. Details were as below:

Ordinary Resolutions	Shareholders being required to abstain from voting (the “Abstained Shareholders”)	Total number of Shares held by the Abstained Shareholders as at the date of the SGM	Total number of Shares entitling the holders to attend and vote on the relevant ordinary Resolutions at the SGM
1	Nantong Sanjian, Smart Success and their respective associates	7,165,566,000	7,713,785,515
2 and 3	Smart Success and its respective associates	2,703,248,481	12,176,103,034
4	Smart Success, the Subscriber and their respective associates	2,703,248,481	12,176,103,034

It was further stated in the Circular that none of the Shareholders was required to abstain from voting on the special Resolution (numbered 5) in respect of the Capital Reorganisation, the total number of Shares entitling the holders to attend and vote on the special Resolution at the SGM was 14,879,351,515 Shares.

Save as disclosed above, no Shareholders were required under the Listing Rules to abstain from voting on the Resolutions at the SGM and none of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules.

The Directors namely Mr. Huang Yuhui, Ms. Li Zhen, Mr. Long Tianyu, Mr. Pi Minjie, Ms. Wang Zheng, Mr. Guo Haomiao, Dr. Guan Huanfei, Dr. Lin Xinzhu and Mr. Wang Yuzhou attended the SGM. All other Directors were unable to attend the SGM due to their other business commitments.

EXPECTED EFFECTIVE DATE OF THE CAPITAL REORGANISATION

It is expected that the Capital Reorganisation will become effective on Tuesday, 11 March 2025. Dealings in the New Shares will commence at 9:00 a.m. on Tuesday, 11 March 2025. Details of the trading arrangement, the free exchange of share certificates and matching services for odd lots in connection with the Capital Reorganisation are set out in the Circular.

By order of the Board
DevGreat Group Limited
Mr. Huang Yuhui
Chairman

Hong Kong, 7 March 2025

As at the date of this announcement, the executive Directors are Mr. Huang Yuhui, Mr. Wang Letian, Ms. Li Zhen, Mr. Long Tianyu and Mr. Pi Minjie, the non-executive Directors are Ms. Wang Zheng, Mr. Zou Yang and Mr. Guo Haomiao, and the independent non-executive Directors are Dr. Guan Huanfei, Mr. Cao Hailiang, Dr. Lin Xinzhu and Mr. Wang Yuzhou.

* *For identification purpose only.*