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ZH INTERNATIONAL HOLDINGS LIMITED

正恒國際控股有限公司

(formerly known as Heng Fai Enterprises Limited)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 NOVEMBER 2015

The Board is pleased to announce that the ordinary resolution proposed at the EGM held on 17 November 2015 was duly passed by way of poll.

POLL RESULTS OF THE EGM

Reference is made to the circular of ZH International Holdings Limited (the “Company”) dated 30 October 2015 (the “Circular”). Terms defined in the Circular shall have the same meanings when used herein unless the context requires otherwise.

The Board is pleased to announce the poll results in respect of the ordinary resolution proposed at the extraordinary general meeting of the Company (the “EGM”) held on 17 November 2015 as set out in the notice of the EGM dated 30 October 2015 as follows:

Ordinary Resolution	Number of votes cast (percentage of total number of votes cast)	
	For	Against
1. “THAT (a) the sale and purchase agreement dated 2 October 2015 (the “ Agreement ”) entered into between the Company (the “ Purchaser ”) as the purchaser and Ms. Huang Yanping (the “ Vendor ”) as the vendor, pursuant to which the Vendor has conditionally agreed to sell and	499,171,834 (100%)	0 (0%)

<p>the Purchaser has conditionally agreed to purchase the entire issued share capital of Vigor Capital Holdings Limited for a total consideration of HK\$405,000,000 (the “Acquisition”), and all transactions contemplated under the Agreement and the Acquisition and in connection with each of them be and are hereby approved, confirmed and ratified;</p> <p>(b) the allotment and issue to the Vendor of 1,350,000,000 shares of the Company credited as fully paid-up at the issue price of HK\$0.30 per share (the “Consideration Shares”), as the consideration for the Acquisition, be and is hereby approved; and</p> <p>(c) any one director of the Company be and is hereby authorized for and on behalf of the Company to sign, execute, perfect, perform and deliver all such agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or given effect to or otherwise in connection with or incidental to the Agreement and all the transactions contemplated thereunder (including without limitation, the allotment and issue of the Consideration Shares) and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company.”</p>		
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The Board is pleased to announce that all of the votes taken by poll were cast in favour of the ordinary resolution proposed at the EGM, and such resolution was duly passed.

As at the date of the EGM, the total number of issued shares of the Company was 4,031,419,969. Ms. Huang Yanping and her associates held in aggregate 2,229,612,209 shares of the Company (representing approximately 55.31% of the issued share capital of the Company as at the date of the EGM), and had abstained from voting on the ordinary resolution at the EGM. No other shareholders have stated their intention in the Circular to abstain from voting at the EGM. To the best of the directors’ knowledge and belief after having made all reasonable enquiries, other than Ms. Huang and her associates, no other shareholders have a material interest in the ordinary resolution.

Accordingly, the total number of shares entitling the shareholders of the Company to attend and vote for or against the ordinary resolution was 1,801,807,760 shares (representing approximately 44.69% of the issued share capital of the Company as at the date of the EGM). No shareholders were entitled to attend and vote only against the ordinary resolution at the EGM. No shareholders have stated their intention in the Circular to vote against the ordinary resolution at the EGM.

Tricor Friendly Limited, the Company's share registrars, acted as the scrutineer for the vote-taking at the EGM.

By Order of the Board
ZH International Holdings Limited
Zhang Jingguo
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 17 November, 2015

As at the date of this announcement, the executive Directors are Mr. Zhang Jingguo, Mr. Zhang Guoqiang, Mr. Eric Jackson Chang; the non-executive Director is Ms. Huang Yanping and the independent non-executive Directors are Mr. Liu Da, Dr. Liu Qiao and Mr. Ma Yuntao.