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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 12 FEBRUARY 2016

The Board is pleased to announce that the ordinary resolution proposed at the EGM held on 12 February 2016 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 22 January 2016 (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 12 February 2016 as set out in the notice of the EGM dated 22 January 2016 as follows:

Ordinary Resolution	Number of votes cast (percentage of total number of votes cast)	
	For	Against
“THAT (a) the Master Services Agreement (as defined and described in the circular of the Company dated 22 January 2016, a copy of the Circular marked “A” together with a copy of the Master Services	524,681,308 (100%)	0 (0%)

<p>Agreement marked “B” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the Transactions as defined and described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed;</p> <p>(b) the Annual Caps as defined and described in the Circular in respect of the consideration payable under the Master Services Agreement for each of the three financial years ending 31 December 2018 be and are hereby approved; and</p> <p>(c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Master Services Agreement and the transactions contemplated thereunder and all matters incidental or ancillary thereto.”</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 5,381,419,969. Mr. Zhang Jingguo and Ms. Huang Yanping and their associates held in aggregate 3,579,612,209 shares of the Company (representing approximately 66.52% 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 Mr. Zhang and Ms. Huang and their 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 33.48% 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, 12 February, 2016

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.