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**ZH INTERNATIONAL HOLDINGS LIMITED**

正恒國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

**POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 16 MAY 2017**

The Board is pleased to announce that the ordinary resolution proposed at the EGM held on 16 May 2017 was duly passed by way of a poll.

**POLL RESULT OF THE EGM**

Reference is made to the circular (the “**Circular**”) and the notice convening the extraordinary general meeting held on 16 May 2017 (the “**EGM**”) of ZH International Holdings Limited (the “**Company**”) both dated 26 April 2017. Unless the context requires otherwise, terms used herein this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce the poll result in respect of the ordinary resolution proposed at the EGM as set out in the notice of the EGM as follows:

| Ordinary Resolution <i>(Note)</i>   | Number of votes cast<br>(percentage of total number of votes cast) |           |
|---|--|-----------|
|   | For  | Against   |
| “THAT<br><br>(a) the Supplemental Agreement (as defined and described in the circular of the Company dated 26 April 2017, a copy of the Circular marked “A” together with a copy of the Supplemental Agreement marked “B” are tabled before the | 755,786,873<br>(100%)  | 0<br>(0%) |

|   |  |  |
|---|--|--|
| <p>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 Revised Annual Caps as defined and described in the Circular in respect of the consideration payable under the Transactions (as defined in the Circular) for each of the three financial years ending 31 December 2019 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 Supplemental Agreement, the Revised Annual Caps and the transactions contemplated thereunder and all matters incidental or ancillary thereto.”</p> |  |  |
|---|--|--|

*Note:* The full text of the proposed resolution was set out in the notice of the EGM.

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, such resolution was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the Company had an aggregate of 6,176,819,969 Shares in issue. Mr. Zhang Jingguo and Ms. Huang Yanping and their associates held in aggregate of 3,579,612,209 Shares (representing approximately 57.95% 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 and are required to abstain from voting at the EGM under the Listing Rules.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution was 2,597,207,760 Shares (representing approximately 42.05% of the issued share capital of the Company as at the date of the EGM). There are no Shares entitling the holders to attend and abstain from voting in favour on the ordinary resolution at the EGM as set out in Rule 13.40 of the Listing Rules. 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 registrar, was appointed 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, 16 May, 2017

*As at the date of this announcement, the executive Directors are Mr. Zhang Jingguo and Mr. Zhang Guoqiang; 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.*