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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)

DISCLOSEABLE TRANSACTIONS ACQUISITIONS OF LAND USE RIGHTS IN HENAN PROVINCE, THE PRC AND FINANCIAL ASSISTANCE FROM CONTROLLING SHAREHOLDER

ACQUISITIONS OF LAND USE RIGHTS

The Board is pleased to announce that on 10 November 2017, Henan Xinghan, an indirect wholly-owned subsidiary of the Company, made two successful bids for the land use rights of Land Parcel I and Land Parcel II through listing for sale process in the Auction held by Bureau of Land and Resources of Jianan District, Xuchang City* (許昌市建安區國土資源局) for transfer of state-owned land use rights at a consideration of RMB175,400,000 for Land Parcel I and RMB179,000,000 for Land Parcel II respectively.

Land Parcel I is located at north of Nongda Road, south of Gui Hua Nong Xuan Road, Jianan District, Xuchang City* (許昌市建安區農大路北側、規劃農軒路南側), Henan Province, the PRC with a total site area of 59,989 sq.m. and permitted plot ratio between 1.0 and 3.0. Land Parcel I is designated for residential usage with the term for 70 years.

Land Parcel II is located at north of Nongda Road, west of Gui Hua Han Lin Road, Jianan District, Xuchang City* (許昌市建安區農大路北側、規劃漢林路西側), Henan Province, the PRC with a total site area of 55,460 sq.m. and permitted plot ratio between 1.0 and 3.0. Land Parcel II is designated for residential usage with the term for 70 years.

FINANCIAL ASSISTANCE FROM CONTROLLING SHAREHOLDER

The Board further announces that on 10 November 2017, Zensun entered into two loan agreements with Henan Xinghan to provide Financial Assistance to Henan Xinghan each for a duration of two years in the amount of RMB175,400,000 for Land Parcel I and RMB179,000,000 for Land Parcel II respectively.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios calculated in respect of each of the Acquisitions under Rule 14.07 of the Listing Rules exceed 5% but is less than 25%, each of the Acquisitions

constitute a discloseable transaction for the Company under the Listing Rules.

As the Financial Assistance is not secured by any assets of the Group, and as the Directors consider that the Financial Assistance is on normal commercial terms or better, the Financial Assistance is fully-exempted from shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.90 of the Listing Rules.

ACQUISITIONS OF LAND USE RIGHTS

The board (“**Board**”) of directors (“**Directors**”) of ZH International Holdings Limited (“**Company**”) is pleased to announce that on 10 November 2017, Henan Xinghan Zensun Real Estate Company Limited* (河南興漢正商置業有限公司) (“**Henan Xinghan**”), an indirect wholly-owned subsidiary of the Company, made two successful bids for the land use rights of a land parcel with land code no. 1722 (“**Land Parcel I**”) and a land parcel with land code no. 1723 (“**Land Parcel II**”) located in Jianan District, Xuchang City, Henan Province, the People’s Republic of China (the “**PRC**”) through listing for sale process (the “**Acquisitions**”) in the public auction (“**Auction**”) held by Bureau of Land and Resources of Jianan District, Xuchang City* (許昌市建安區國土資源局) for transfer of state-owned land use rights at a consideration of RMB175,400,000 for Land Parcel I and RMB179,000,000 for Land Parcel II respectively. The consideration of each of the Acquisitions was determined based on the Auction documents issued by Bureau of Land and Resources of Jianan District, Xuchang City.

Land Parcel I is located at north of Nongda Road, south of Gui Hua Nong Xuan Road, Jianan District, Xuchang City* (許昌市建安區農大路北側、規劃農軒路南側), Henan Province, the PRC with a total site area of 59,989 sq.m. and permitted plot ratio between 1.0 and 3.0. Land Parcel I is designated for residential usage with the term for 70 years.

Land Parcel II is located at north of Nongda Road, west of Gui Hua Han Lin Road, Jianan District, Xuchang City* (許昌市建安區農大路北側、規劃漢林路西側), Henan Province, the PRC with a total site area of 55,460 sq.m. and permitted plot ratio between 1.0 and 3.0. Land Parcel II is designated for residential usage with the term for 70 years.

A sum of RMB90,000,000 for Land Parcel I and RMB85,000,000 for Land Parcel II respectively have been paid as the security deposit for the Auction. Pursuant to the procedures under the listing for sale process in the Auction, with three working days following the successful bid, Henan Xinghan shall submit qualification documents to Bureau of Land and Resources of Jianan District, Xuchang City for verification. Upon completion of the verification process, Bureau of Land and Resources of Jianan District, Xuchang City will issue a confirmation notice (“**Confirmation Notice**”) in respect of Land Parcel I and Land Parcel II to Henan Xinghan. The land use rights grant contracts in respect of Land Parcel I and Land Parcel II containing the details of the payment terms of the consideration of each of the Acquisitions, are expected to be entered between Henan Xinghan and Bureau of Land and Resources of Jianan District, Xuchang City in respect of the Acquisitions within 10 working days from the date of the Confirmation Notice.

INFORMATION ON PARTIES TO THE ACQUISITIONS

Henan Xinghan is a company established in the PRC, an indirect wholly-owned subsidiary

of the Company and its principal activity is property development.

Bureau of Land and Resources of Jianan District, Xuchang City, being the seller of Land Parcel I and Land Parcel II is a PRC Governmental body and is responsible for, among other things, administering the examination and approval of land planning, assignment and transfer of the land use rights of the state-owned land in Jianan District, Xuchang City, Henan Province, the PRC, and the issue of various types of land certificates.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Bureau of Land and Resources of Jianan District, Xuchang City and its beneficial owner are third parties independent of the Group and its connected persons.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

The Company and its subsidiaries ("**Group**") are principally engaged in property development, property investment and management, hotel operations and securities trading and investment. The Board believes that each of the Acquisitions complements the Group's strategy in expanding its development in Henan Province and other first and second tier cities in the PRC.

The Directors further consider that each of the Acquisitions is a transaction of revenue nature is carried out in the ordinary and usual course of business and is on normal commercial terms, which is fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Company will continue to seek viable business opportunities in accordance with its overall strategy. The Company will make use of the Group's financial, human and technological resources to enhance its portfolio, asset base and brand image.

FINANCIAL ASSISTANCE FROM CONTROLLING SHAREHOLDER

On 10 November 2017, Zensun Real Estate Co., Ltd* (河南正商置業有限公司) ("**Zensun**"), a company ultimately controlled by Ms. Huang Yanping who is a Director and the controlling shareholder of the Company, entered into two loan agreements ("**Loan Agreements**") with Henan Xinghan pursuant to which Zensun has agreed to provide, upon Henan Xinghan's request, unsecured loan(s) of RMB175,400,000 for Land Parcel I and RMB179,000,000 for Land Parcel II, each for a duration of two years from the date of the Loan Agreements ("**Financial Assistance**"), with discretionary right on Zensun to demand immediate repayment. Such loan(s) will be available for drawdown by Henan Xinghan in accordance with actual needs within two years from the date of the Loan Agreements at an interest rate of no more than 4% per annum on the loan(s) actually drawdown. The proceeds from the Financial Assistance will be used to finance the Acquisitions and the development of Land Parcel I and Land Parcel II.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios calculated in respect of each of the Acquisitions under Rule 14.07 of the Listing Rules exceed 5% but is less than 25%, each of the Acquisitions constitute a discloseable transaction for the Company under the Listing Rules.

As Ms. Huang Yanping is a Director and the controlling shareholder of the Company, the Financial Assistance will constitute a connected transaction in the form of financial assistance from Zensun in favour of Henan Xinghan. However, as the Financial Assistance is not secured by any assets of the Group, and as the Directors consider that the Financial Assistance is on normal commercial terms or better, the Financial Assistance is fully-exempted from shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.90 of the Rules Governing Listing of the Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

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

Hong Kong, 10 November 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.

** For identification purpose only.*