

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ZH INTERNATIONAL HOLDINGS LIMITED

正恒國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

TERMINATION OF THE MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF HONOR CHALLENGE INVESTMENT LIMITED

Reference is made to the announcements of ZH International Holdings Limited (the “**Company**”) dated 27 September 2017 (the “**Announcement**”), 19 October 2017, 8 November 2017, 28 November 2017, 28 December 2017, 30 January 2018 and 27 February 2018 (the “**Delay Despatch Announcements**”) in relation to the acquisition of the entire issued share capital of Honor Challenge Investment Limited. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Announcement.

Given the time elapsed since the signing of the Agreement, as far as the Board is aware, some of the Property Projects have already entered into completion phase, and the Acquisition is no longer in the best interests for both parties. As such, on 9 March 2018 (after trading hours), the Company and Ms. Huang Yanping (the “**Vendor**”) entered into a termination agreement (the “**Termination Agreement**”) pursuant to which the Agreement as amended by a supplemental agreement dated 30 January 2018 is terminated with immediate effect. As a result of the Termination Agreement, the Acquisition will not proceed and therefore, no circular will be despatched to the Shareholders and the EGM will not be convened. All respective duties and obligations of the Company and the Vendor under the Agreement shall be released and discharged.

The Board is of the view that the termination of the Agreement would not have any material adverse effect on the financial position or the operations of the Group. Subject to the availability of suitable investment or business opportunities, the Group will consider further acquisition, joint venture or investment opportunities in the PRC property development sector.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 9 March, 2018

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.