

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.



ZENSUN ENTERPRISES LIMITED

正商實業有限公司

(formerly known as 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 RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 20 DECEMBER 2019**

The Board is pleased to announce that the Resolution as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 20 December 2019.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Zensun Enterprises Limited (formerly known as ZH International Holdings Limited) (the “**Company**”) dated 3 December 2019 in relation to the Management and Sales Services Framework Agreement and the transactions contemplated thereunder and the Annual Caps. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM held on 20 December 2019, the voting on the proposed ordinary resolution (the “**Resolution**”) as set out in the Notice was taken by poll. The Company’s share registrar, Tricor Friendly Limited, was appointed as the scrutineer for vote-taking at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was

10,294,699,948. The Controlling Shareholder, Joy Town Inc. and its associates held in aggregate 7,697,492,188 Shares (representing approximately 74.77% of the issued share capital of the Company) who were required to abstain and had abstained from voting on the Resolution. To the best of the Directors’ knowledge and belief after having made all reasonable enquiries, other than the Controlling Shareholder, Joy Town Inc. and its associates, no other Shareholders have a material interest in the Resolution and are required to abstain from voting at the EGM under the Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution was 2,597,207,760 Shares (representing approximately 25.23% of the issued share capital of the Company). Saved as aforesaid, there was no Share entitling the Shareholders thereof to attend and abstain from voting in favour of any resolution at the EGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the EGM under the Listing Rules.

The Board is pleased to announce the Resolution proposed at the EGM was duly passed by the Independent Shareholders by way of poll at the EGM. The poll results of the Resolution are as follows:

Ordinary Resolution	Number of votes cast (percentage of total number of votes cast)	
	For	Against
<p>“THAT (a) the Management and Sales Services Framework Agreement (as defined and described in the circular of the Company dated 3 December 2019 (the “Circular”), a copy of the Circular marked “A” together with a copy of the Management and Sales Services Framework Agreement marked “B” are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder as described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed;</p>	<p>563,642,150 (100%)</p>	<p>0 (0%)</p>

<p>(b) the Annual Caps as defined and described in the Circular in respect of the Services to be provided by the Company and its subsidiaries under the transactions contemplated under the Management and Sales Services Framework Agreement for each of the financial years ending 31 December 2019, 2020 and 2021 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 Management and Sales Services Framework Agreement and the transactions contemplated thereunder and the Annual Caps and all matters incidental or ancillary thereto.”</p>		
---	--	--

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

By Order of the Board
Zensun Enterprises Limited
Zhang Jingguo
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 20 December 2019

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.