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## **ZHONGTIAN INTERNATIONAL LIMITED**

### **中天國際控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 02379)**

**(I) RESULTS OF EXTRAORDINARY GENERAL MEETING;  
(II) LAPSE OF RIGHTS ISSUE  
AND  
(III) RESUMPTION OF TRADING**

#### **POLL RESULTS OF THE FIRST EGM**

The Directors announced that the ordinary resolution in relation to the Rights Issue was not approved by way of poll by the Independent Shareholders at the First EGM held on 26 January 2011.

As the Rights Issue was not approved by the Independent Shareholders at the First EGM, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed based on the conditions of the Rights Issue as set out in the Circular. Accordingly, the Rights Issue Documents will not be despatched.

#### **RESUMPTION OF TRADING**

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 11:33 a.m. on 26 January 2011 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 27 January 2011.

**Shareholders and potential investors should exercise caution when dealing in the Shares.**

Reference is made to the announcement of Zhongtian International Limited (the “Company”) dated 17 December 2010, the circular of the Company (the “Circular”) and the notice (“Notice”) of the First EGM, both dated 10 January 2011. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

## POLL RESULTS OF THE FIRST EGM

The First EGM was held on 26 January 2011 to consider the ordinary resolution (the “Resolution”) approving the Rights Issue. The Directors announced that the Resolution was not approved by way of poll by the Independent Shareholders at the First EGM.

As at the date of the First EGM, the total number of issued Shares was 180,859,122 Shares. Mr. Chen Jun (“Mr. Chen”, the Chairman of the Company and an executive Director) and Fine Mean Investments Limited (“Fine Mean”, a company wholly and beneficially owned by Mr. Chen) were required to abstain, and have abstained, from voting at the First EGM. As at the date of the First EGM, Mr. Chen and Fine Mean together held 113,567,781 Shares, representing approximately 62.79% of the existing issued share capital of the Company. Other than Mr. Chen and Fine Mean, there was no Shareholder required to abstain from voting at the First EGM. The total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the Resolution at the First EGM was 67,291,341 Shares, and there were no Shares which entitled the holders thereof to attend and vote only against the Resolution at the First EGM.

The poll results of the First EGM are as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
To approve the Rights Issue	6,913,893 (28.79%)	17,102,631 (71.21%)

The description of the resolution above is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast against the Resolution, the Resolution was not passed as an ordinary resolution of the Company.

CCIF CPA Limited, the Company’s auditors, was appointed as the scrutineer at the First EGM for the purpose of vote-taking.

As the Rights Issue was not approved by the Independent Shareholders at the First EGM, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed based on the conditions of the Rights Issue as set out in the Circular. Accordingly, the Rights Issue Documents will not be despatched. As the Rights Issue will not proceed, the Second EGM for the Shareholders to consider and approve the New Repurchase Mandate and the Refreshment of the Issue Mandate which is scheduled to be held on 2 March 2011 will not be convened and held.

Although the Rights Issue will not proceed, the Directors consider that there is no material adverse impact on the financial position and operation of the Company. As stated in the Circular, the Company intended to use part of the proceeds from the Rights Issue to finance its establishment of a new line of business in trading of precious metals and coal. As the Rights Issue will not proceed, the Company is considering other way of financing for the new line of business. As at the date of this announcement, there is no concrete plan decided by the Company as to the way of financing of the new line of business.

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By order of the Board of  
**Zhongtian International Limited**  
**中天國際控股有限公司\***  
**Chen Jun**  
*Chairman*

Qingdao City, Shandong Province, the PRC, 26 January 2011

As at the date of this announcement, the Board comprises:

<i>Executive Directors:</i>	Mr. Chen Jun ( <i>Chairman</i> ) Mr. Zhao Yun
<i>Independent non-executive Directors:</i>	Mr. Hung, Randy King Kuen Mr. Liu Jinlu Mr. Chen Wenping

*\* for identification purpose only*