

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.

中国忠旺控股有限公司*

China Zhongwang Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01333)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2016

Reference is made to the circular (the “**Circular**”) of China Zhongwang Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the Annual General Meeting (the “**AGM**”) issued to the Shareholders, both dated 27 April 2016. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Notice.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce the poll results of the Company’s AGM held at Conference Room, 1st Floor, Financial Tower, Liaoning Zhongwang Group Co., Ltd., No. 299, Wensheng Road, Hongwei District, Liaoyang City, Liaoning Province, China on Tuesday, 28 June 2016 at 10:00 a.m.

The AGM was presided over by Mr. Lu Changqing, executive director and president of the Company.

As at the date of the AGM, the total number of issued Shares of the Company was 5,449,473,140 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against all the proposed resolutions at the AGM. There were no shares entitling the holder(s) to attend and abstain from voting in favour of any resolutions proposed to the Shareholders at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholders of the Company was required under the Listing Rules to abstain from voting at the AGM. All the resolutions at the AGM were put to vote by the Shareholders by way of poll and were duly passed as ordinary resolutions.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
1	To receive and approve the audited consolidated financial statements and the reports of the Directors and the independent auditor for the year ended 31 December 2015.	4,158,585,376 (100%)	0 (0%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
2	To declare a final dividend for the financial year ended 31 December 2015 to the shareholders of the Company.	4,158,585,376 (100%)	0 (0%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
3(i)(a)	To re-elect Mr. LIU Zhongtian (劉忠田) as an executive Director of the Company.	4,133,092,871 (99.39%)	25,492,505 (0.61%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
3(i)(b)	To re-elect Mr. LU Changqing (路長青) as an executive Director of the Company.	4,158,585,376 (100%)	0 (0%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
3(i)(c)	To re-elect Mr. CHEN Yan (陳岩) as an executive Director of the Company.	4,158,585,376 (100%)	0 (0%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
3(ii)	To authorise the Board to fix the remuneration of the Directors.	4,158,585,376 (100%)	0 (0%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
4	To re-appoint KPMG as auditor of the Group and to authorise the Board to fix their remuneration.	4,158,585,376 (100%)	0 (0%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
5(A)	To grant a general mandate to the Directors to allot, issue and deal with the Shares in accordance with ordinary resolution number 5(A) as set out in the Notice of Annual General Meeting.	4,087,858,494 (98.30%)	70,726,882 (1.70%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Votes (%)		Total Number of Votes
		For	Against	
5(B)	To grant a general mandate to the Directors to repurchase the Shares in accordance with ordinary resolution number 5(B) as set out in the Notice of Annual General Meeting.	4,158,585,376 (100%)	0 (0%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
5(C)	Conditional upon passing of ordinary resolutions number 5(A) and 5(B), to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the number of Shares repurchased in accordance with ordinary resolution number 5(B) as set out in the Notice of Annual General Meeting.	4,127,169,067 (99.24%)	31,416,309 (0.76%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				
5(D)	To refresh the scheme mandate limit of the share option scheme of the Company in accordance with ordinary resolution number 5(D) as set out in the Notice of Annual General Meeting.	4,128,010,380 (99.26%)	30,574,996 (0.74%)	4,158,585,376
The resolution was duly passed as an ordinary resolution.				

This announcement is available for viewing on the designated website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Company at www.zhongwang.com.

By Order of the Board
China Zhongwang Holdings Limited
Liu Zhongtian
Chairman

Hong Kong, 28 June 2016

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

Executive directors

Mr. Liu Zhongtian, Mr. Lu Changqing, Mr. Chen Yan, Ms. Zhong Hong and Mr. Gou Xihui

Independent non-executive directors

Mr. Wong Chun Wa, Mr. Wen Xianjun, Mr. Shi Ketong and Mr. Lo Wa Kei, Roy

* For identification purposes only