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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)

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 JUNE 2017**

<p>The Board is pleased to announce that all resolutions proposed at the AGM held on 23 June 2017 were duly passed by way of a poll.</p>
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#### **POLL RESULTS OF THE AGM**

Reference is made to the circular (the “**Circular**”) and the notice convening the annual general meeting held on 23 June 2017 (the “**AGM**”) of ZH International Holdings Limited (the “**Company**”) both dated 26 April 2017. Unless the context otherwise requires, terms used herein this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all proposed resolutions as set out in the notice of the AGM were duly passed by way of a poll at the AGM.

As at the date of the AGM, the Company had an aggregate of 6,176,819,969 Shares in issue. The total number of Shares entitling the Shareholders to attend and vote for or against each resolution proposed at the AGM was 6,176,819,969 Shares.

There are no Shares entitling the holders to attend and abstain from voting in favour of any of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. To the best of the Directors' knowledge and belief after having made all reasonable enquiries, no Shareholders are required to abstain from voting on any of the proposed resolutions at the AGM under the Listing Rules. No party has stated its

intention in the Circular to vote against any of the proposed resolutions or to abstain from voting at the AGM.

The poll results in respect of the respective resolution proposed at the AGM as set out in the notice of AGM are as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes cast (percentage of total number of votes cast)	
		For	Against
1.	To receive, consider and adopt the audited financial statements, the directors' report and auditors' report of the Company and its subsidiaries for the year ended 31 December 2016.	3,582,467,885 (100.00%)	0 (0.00%)
2.(a)(i)	Re-election of Ms. Huang Yanping as a non-executive Director;	3,582,467,885 (100%)	0 (0.00%)
2.(a)(ii)	Re-election of Mr. Ma Yuntao as an independent non-executive Director;	3,582,467,885 (100.00%)	0 (0.00%)
2.(b)	To authorise the board of directors of the Company (the "Board") to fix the Directors' fees.	3,582,467,885 (100.00%)	0 (0.00%)
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix auditors' remuneration.	3,582,467,885 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares.	3,581,144,110 (99.96%)	1,323,775 (0.04%)
5.	To grant a general mandate to the Directors to repurchase the Company's shares.	3,582,467,885 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by addition of the number of the shares repurchased.	3,581,144,110 (99.96%)	1,323,775 (0.04%)

*Note:* The full text of all proposed resolutions were set out in the notice of the AGM.

As more than one-half of the votes were cast in favour of each ordinary resolution at the AGM, all resolutions as set out in the notice of the AGM were duly passed as ordinary resolutions of the Company.

Tricor Friendly Limited, the Company's share registrar, was appointed as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 23 June, 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 Dr. Liu Qiao, Mr. Liu Da and Mr. Ma Yuntao.*