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HONGHUA GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 196)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 21 JUNE 2018**

At the annual general meeting (the “AGM”) of Honghua Group Limited (the “Company”) held on 21 June 2018, all the proposed resolutions as set out in the notice of the AGM dated 9 May 2018 and the supplemental notice of the AGM dated 5 June 2018 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the auditors of the Company (the “Auditors”) for the year ended 31 December 2017.	3,102,687,348 (98.976828%)	32,074,000 (1.023172%)
2. (i)	(a) To re-elect Mr. Zhang Mi as executive director.	3,058,054,461 (96.562728%)	108,855,287 (3.437272%)
	(b) To re-elect Mr. Ren Jie as executive director.	3,120,457,448 (98.533198%)	46,452,300 (1.466802%)
	(c) To re-elect Mr. Liu Xiaofeng as independent non-executive director.	3,098,845,748 (98.428277%)	49,483,000 (1.571723%)
	(d) To re-elect Mr. Chen Guoming as independent non-executive director.	3,102,189,748 (98.534492%)	46,139,000 (1.465508%)
	(e) To re-elect Mr. Poon Chiu Kwok as independent non-executive director.	3,033,349,145 (96.347916%)	114,979,603 (3.652084%)
	(f) To re-elect Mr. Chang Qing as independent non-executive director.	3,102,189,748 (98.534492%)	46,139,000 (1.465508%)
	(g) To re-elect Mr. Wu Yuwu as independent non-executive director.	3,084,799,008 (97.982112%)	63,529,740 (2.017888%)
2. (ii)	To authorize the Board of Directors to fix Directors’ remuneration.	3,116,243,748 (98.981139%)	32,077,000 (1.018861%)
3.	To re-appoint PricewaterhouseCoopers as Auditors for the year ending 31 December 2018 and authorise the Board of Directors to fix their remuneration.	3,134,832,748 (98.987120%)	32,077,000 (1.012880%)
4.	To give a general mandate to the Directors to buy back the Company’s shares not exceeding 10% of total number of shares of the Company in issue as at the date of passing of this resolution.	3,116,255,448 (98.981260%)	32,073,300 (1.018740%)
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	2,888,876,245 (91.759040%)	259,452,503 (8.240960%)

6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the number of the shares bought back by the Company.	3,012,536,645 (95.686912%)	135,790,103 (4.313088%)
7.	<p>(a) The Lease Framework Agreement (as defined in the Supplemental Circular to the shareholders of the Company dated 5 June 2018 (the ‘‘Supplemental Circular’’)) and the sales and finance lease transactions contemplated thereunder be and are hereby approved.</p> <p>(b) The Proposed Revised Annual Caps for the periods concerned under the Supplemental Circular be and are hereby approved.</p> <p>(c) Any one director be and is hereby authorised on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the aforesaid Lease Framework Agreement and the transactions contemplated thereunder (including the Proposed Revised Annual Caps).</p>	1,510,253,748 (97.920353%)	32,075,000 (2.079647%)
8.	<p>(a) The Lease Framework Agreement and the sales and operating lease transactions contemplated thereunder be and are hereby approved.</p> <p>(b) The Proposed Annual Caps for the periods concerned under the Supplemental Circular be and are hereby approved.</p> <p>(c) Any one director be and is hereby authorised on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the aforesaid Lease Framework Agreement and the transactions contemplated thereunder (including the Proposed Annual Caps).</p>	1,528,835,748 (97.945173%)	32,074,000 (2.054827%)
9.	<p>(a) The deposit service under the Financial Cooperation Agreement (as defined in the Supplemental Circular) be and are hereby approved.</p> <p>(b) The Proposed Annual Caps for the periods concerned under the Supplemental Circular be and are hereby approved.</p> <p>(c) Any one director be and is hereby authorised on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with or to give effect to the aforesaid Financial Cooperation Agreement and the deposit services transactions contemplated thereunder (including the Proposed Annual Caps).</p>	1,315,539,345 (84.280295%)	245,370,403 (15.719705%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 9, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 5,355,739,900 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions numbered 1 to 6 at the AGM was 5,355,739,900 shares.

The total number of shares of the Company entitling the holder to attend and vote on the resolutions numbered 7 to 9 at the AGM was 3,749,739,900 shares and 1,606,000,000 shares of holders were required to abstain from voting on resolutions numbered 7 to 9 at the AGM.

- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions 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”).
- (e) Reference is made to the circular dated 9 May 2018 (the “Circular”) and the supplemental circular dated 5 June 2018 (the “Supplemental Circular”) issued by the Company in connection with the AGM. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

As set out in the Supplemental Circular, CASIC indirectly holds 29.98% of the shares in the Company through its wholly-owned subsidiary Kehua, and therefore is a substantial shareholder and connected person of the Company. CASIC and its subsidiaries together hold a 46.5% equity interest in ASIFL, thus ASIFL is an associate of CASIC and in turn a connected person of the Company. Therefore, CASIC, being a substantial shareholder and connected person of the Company, and its associates have abstained from voting on the ordinary resolutions numbered 7 to 9 regarding the approval of the proposed transactions under the Lease Framework Agreement and the proposed deposit services under Financial Cooperation Agreement at the AGM.

- (f) Save as disclosed above, none of the shareholders of the Company have stated their intention in the Company’s Circular dated 9 May 2018 and Supplemental Circular dated 5 June 2018 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board
Chen Yajun
Chairman

Hong Kong, 21 June 2018

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Chen Yajun
Zhang Mi
Ren Jie

Non-executive Directors:

Han Guangrong
Chen Wenle

Independent Non-executive Directors:

Liu Xiaofeng

Chen Guoming

Su Mei

Poon Chiu Kwok

Chang Qing

Wu Yuwu