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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 EXTRAORDINARY GENERAL MEETING HELD ON 12 JUNE 2019

The Board is pleased to announce that the Resolutions no. 1 and no. 2 as set out in the Notice were duly passed by the Independent Shareholders and Shareholders respectively by way of poll at the EGM held on 12 June 2019.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of ZH International Holdings Limited (the “**Company**”) dated 23 May 2019 in relation to the Subscription and the Proposed Change of Company Name. 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 12 June 2019, the voting on the proposed resolutions (the “**Resolutions**” and each a “**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 6,176,819,969. The Subscriber and its associates held in aggregate 3,579,612,209 Shares (representing approximately 57.95% of the issued share capital of the Company) who were required to abstain and had abstained from voting on the Resolution no. 1 regarding the Subscription at the EGM. To the best of the Directors’ knowledge and belief after having made all reasonable enquiries, other than the Subscriber and its associates, no other Shareholders have a material interest in the Resolution no.1 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 ordinary Resolution no. 1 was 2,597,207,760 Shares (representing approximately 42.05% of the issued share capital of the Company). None of the Shareholders is required under the Listing Rules to abstain from voting on the Resolution no. 2 regarding the Proposed Change of Company Name at the EGM. 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 Resolutions no. 1 and no. 2 proposed at the EGM were duly passed by the Independent Shareholders and Shareholders respectively by way of poll at the EGM. The poll results of the Resolutions were as follows:

Ordinary Resolution	Number of votes cast (percentage of total number of votes cast)	
	For	Against
<p>1. “THAT</p> <p>(a) the subscription agreement dated 2 May 2019 entered into between the Company as issuer and Joy Town Inc. as subscriber in respect of the subscription of 4,117,879,979 shares of the Company (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) (the “Subscription Agreement”) and the transactions contemplated thereunder (the “Subscription”), be and are hereby approved, confirmed and ratified;</p> <p>(b) the directors of the Company (the “Directors”) be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph 1 (a) above;</p>	<p>999,900,538 (100%)</p>	<p>0 (0%)</p>

<p>(c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Subscription Shares (as defined in the Subscription Agreement) to be allotted and issued pursuant to the terms and conditions of the Subscription Agreement, the Directors be and are hereby granted a specific mandate (the “Specific Mandate”) to allot and issue 4,117,879,979 ordinary shares in the share capital of the Company, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 12 June 2018 and the general mandate contained in the ordinary resolution 4 of the annual general meeting; and</p> <p>(d) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph 1(c) above.”</p>		
<p>Special Resolution</p>		
<p>2. “THAT subject to and conditional upon the approval of the Companies Registry in Hong Kong by way of issuing a certificate of change of name, the English name of the Company be changed from “ZH International Holdings Limited” to “Zensun Enterprises Limited” and the Chinese name of the Company from 「正恒國際控股有限公司」 to 「正商實業有限公司」 with effect from the date of the certificate of</p>	<p>4,579,498,747 (100%)</p>	<p>0 (0%)</p>

<p>change of name issued by the Companies Registry in Hong Kong, and that any one director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as she/he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and give effect to the change of company name and to attend to any necessary registration and / or filing for and on behalf of the Company.”</p>		
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As more than 50% of the votes were cast in favour of the Resolution no. 1, the Resolution no. 1 was duly passed as an ordinary resolution of the Company.

As not less than 75% of the votes were cast in favour of the Resolution no. 2, the Resolution no. 2 was duly passed as a special resolution of the Company.

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

Hong Kong, 12 June 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.