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**ZHONG FA ZHAN HOLDINGS LIMITED**  
**中發展控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 475)**

**POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 13 FEBRUARY 2015**

Reference is made to the circular of Zhong Fa Zhan Holdings Limited (the “**Company**”) dated 29 January 2015 (the “**Circular**”) and the notice of the extraordinary general meeting dated 29 January 2015 (the “**Notice of the EGM**”) in relation to the refreshment of the Share Option Scheme Mandate Limit. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

The Board is pleased to announce that at the EGM held on 13 February 2015, the proposed resolution as set out in the Notice of the EGM (the “**Resolution**”) was duly passed by way of poll.

As at the date of the EGM, the number of issued shares of the Company was 293,754,000 shares, which was the total number of shares entitling the holders to attend and vote for or against the Resolution at the EGM. There were no restrictions on any shareholder to cast votes on the Resolution at the EGM.

The Company’s branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the poll at the EGM.

The poll result is set out as follows:

<b>Ordinary Resolution</b>		<b>Number of Votes (approximately %)</b>	
		<b>For</b>	<b>Against</b>
1.	To refresh the Share Option Scheme Mandate Limit of the Share Option Scheme and to authorize the Directors to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the refreshment of the Share Option Scheme Mandate Limit.	215,736,320 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

By Order of the Board  
**Zhong Fa Zhan Holdings Limited**  
**Chan Wing Yuen, Hubert**  
*Chief Executive & Executive Director*

Hong Kong, 13 February 2015

*As at the date of this announcement, the Board consists of five executive Directors, namely Mr. Wu Hao, Mr. Hu Yangjun, Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert and Ms. Kwong Wai Man, Karina; a non-executive Director, namely Mr. Li Wei Qi, Jacky; and three independent non-executive Directors, namely Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha.*