

*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.*



**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 RESULTS OF**  
**2016 ANNUAL GENERAL MEETING**

References are made to the circular (the “**Circular**”) of Zhong Fa Zhan Holdings Limited and the notice of the AGM both dated 28 July 2016. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular, unless the context requires otherwise.

**POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the proposed resolutions as set out in the notice of the AGM (the “**Resolutions**”) were duly passed at the AGM held on 9 September 2016 by the Shareholders by way of poll. The poll results are set out as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (approximately %)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2016.	212,932,140 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (approximately %)	
		For	Against
2A.	a. To re-elect Mr. Wu Hao as executive director.	210,196,140 (100.00%)	0 (0.00%)
	b. To re-elect Ms. Kwong Wai Man, Karina as executive director.	212,932,140 (100.00%)	0 (0.00%)
	c. To re-elect Mr. Li Wei Qi, Jacky as non-executive director.	212,932,140 (100.00%)	0 (0.00%)
2B.	To authorize the Board to appoint additional directors not exceeding the maximum number.	212,932,140 (100.00%)	0 (0.00%)
2C.	To authorize the Board to fix the Directors' remuneration.	212,932,140 (100.00%)	0 (0.00%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration.	212,932,140 (100.00%)	0 (0.00%)
4A.	To grant a general mandate to the Directors to issue and allot shares <sup>Note</sup> .	212,932,140 (100.00%)	0 (0.00%)
4B.	To grant a general mandate to the Directors to repurchase the Company's own shares <sup>Note</sup> .	212,932,140 (100.00%)	0 (0.00%)
4C.	To extend the mandate granted under resolution 4A by including nominal amount of the shares repurchased by the Company pursuant to resolution 4B <sup>Note</sup> .	212,932,140 (100.00%)	0 (0.00%)
5.	To adopt the New Share Option Scheme and to terminate the Share Option Scheme 2007 <sup>Note</sup> .	212,932,140 (100.00%)	0 (0.00%)
<b>SPECIAL RESOLUTIONS</b>			
6.	To adopt the amended and restated memorandum of association of the Company <sup>Note</sup> .	212,932,140 (100.00%)	0 (0.00%)
7.	To adopt the amended and restated articles of association of the Company <sup>Note</sup> .	212,932,140 (100.00%)	0 (0.00%)

*Note:* Please refer to the notice of the AGM for the full version of the above Resolutions.

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

As at the date of the AGM, the number of issued shares of the Company was 330,054,000 shares, which was the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM. There were no restrictions on any shareholder to cast votes on any of the Resolutions at the AGM.

As more than 50% of the votes were casted in favour of each of Resolutions 1, 2A to 2C, 3, 4A to 4C and 5 and more than 75% of the votes were casted in favour of Resolutions 6 and 7, Resolutions 1, 2A to 2C, 3, 4A to 4C and 5 were passed as ordinary resolutions and Resolutions 6 and 7 were passed as special resolutions of the Company.

By Order of the Board  
**Zhong Fa Zhan Holdings Limited**  
**Chow Chi Shing**  
*Company Secretary*

Hong Kong, 9 September 2016

*As at the date of this notice, 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.*