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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 RESULTS OF
2018 ANNUAL GENERAL MEETING
AND
RETIREMENT OF DIRECTOR
AND
NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21
OF THE LISTING RULES**

The Board is pleased to announce that all resolutions proposed at the Annual General Meeting were duly passed by the Shareholders of the Company by way of poll.

The Board announces that Ms. Kwok Pui Ha ceased to be an independent non-executive Director, and a member of each of the audit committee and nomination committee of the Company with effect from the conclusion of the Annual General Meeting. Following her retirement, the Company has only two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules respectively.

References are made to the circular (the “**Circular**”) of Zhong Fa Zhan Holdings Limited and the notice of the Annual General Meeting both dated 26 July 2018. 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 ANNUAL GENERAL MEETING

The Board is pleased to announce that all the proposed resolutions as set out in the notice of the Annual General Meeting (the “**Resolutions**”) were duly passed at the Annual General Meeting held on 6 September 2018 by the Shareholders by way of poll. The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (approximately %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2018.	221,226,250 (100.00%)	0 (0.00%)
2A.	a. To re-elect Mr. Wu Hao as executive director.	221,226,250 (100.00%)	0 (0.00%)
	b. To re-elect Mr. Hu Yangjun as executive director.	221,226,250 (100.00%)	0 (0.00%)
	c. To re-elect Mr. Chan Wing Yuen, Hubert as executive director.	221,226,250 (100.00%)	0 (0.00%)
	d. To re-elect Mr. Li Wei Qi, Jacky as non-executive director.	221,226,250 (100.00%)	0 (0.00%)
	e. To re-elect Mr. Wu Chi Keung as independent non-executive director.	221,226,250 (100.00%)	0 (0.00%)
	f. To re-elect Mr. Jin Qingjun as independent non-executive director.	221,226,250 (100.00%)	0 (0.00%)
2B.	To authorize the Board to appoint additional directors not exceeding the maximum number.	221,226,250 (100.00%)	0 (0.00%)
2C.	To authorize the Board to fix the Directors’ remuneration.	221,226,250 (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.	221,226,250 (100.00%)	0 (0.00%)
4A.	To grant a general mandate to the Directors to issue and allot shares.	221,226,250 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (approximately %)	
		For	Against
4B.	To grant a general mandate to the Directors to repurchase the Company's own shares.	221,226,250 (100.00%)	0 (0.00%)
4C.	To extend the mandate granted under resolution 4A by including the aggregate number of the shares repurchased by the Company pursuant to resolution 4B.	221,226,250 (100.00%)	0 (0.00%)
5.	To approve the refreshment of the scheme limit under the Share Option Scheme of the Company adopted on 9 September 2016.	221,226,250 (100.00%)	0 (0.00%)

Note: Please refer to the notice of the Annual General Meeting 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 Annual General Meeting.

As at the date of the Annual General Meeting, 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 Annual General Meeting. There were no restrictions on any shareholder to cast votes on any of the Resolutions at the Annual General Meeting.

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, Resolutions 1, 2A to 2C, 3, 4A to 4C and 5 were passed as ordinary resolutions of the Company.

RETIREMENT OF DIRECTOR

Reference is made to the Circular. Ms. Kwok Pui Ha (“**Ms. Kwok**”) indicated that she would not offer herself for re-election as an independent non-executive Director of the Company at the Annual General Meeting. As such, the Board announces that Ms. Kwok ceased to be an independent non-executive Director, and a member of each of the audit committee and nomination committee of the Company with effect from the conclusion of the Annual General Meeting.

Ms. Kwok has confirmed that she has no disagreement with the Board and there is no matter relating to her retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to thank Ms. Kwok for her valuable contributions to the Company throughout the term of her service.

Following the retirement of Ms. Kwok, the Company has only two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rule 3.10(1) and 3.21 of the Listing Rules respectively. The Company is in the course of identifying a suitable candidate to fill in the vacancy as soon as practicable and in compliance with the relevant Listing Rules requirements. Further announcement will be made by the Company upon fulfillment of the aforesaid requirements.

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

Hong Kong, 6 September 2018

As at the date of this announcement, the Board consists of three executive Directors, namely Mr. Wu Hao, Mr. Hu Yangjun and Mr. Chan Wing Yuen, Hubert; a non-executive Director, namely Mr. Li Wei Qi, Jacky; and two independent non-executive Directors, namely Mr. Wu Chi Keung and Mr. Jin Qingjun.