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## **XINYANG MAOJIAN GROUP LIMITED**

### **信陽毛尖集團有限公司**

*(formerly known as China Zenith Chemical Group Limited 中國天化工集團有限公司)*

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 362)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 30 NOVEMBER 2018**

The Board is pleased to announce that the ordinary resolutions as set out in the SGM Notice were duly passed by the Shareholders by way of poll at the SGM held on 30 November 2018.

Reference is made to the notice of the SGM of Xinyang Maojian Group Limited (the “**Company**”) and the circular (the “**Circular**”) both dated 15 November 2018 to its shareholders regarding connected transaction in relation to the issue of new shares to a connected person under specific mandate.

Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

## POLL RESULTS OF THE SGM

ORDINARY RESOLUTIONS		No. of shares (%)	
		For	Against
(i)	To approve, confirm and ratify the subscription agreement dated 5 October 2018 (the “ <b>Subscription Agreement</b> ”) entered into between the Company and Mr. Sha Tao (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) in respect of the subscription of 220,000,000 new shares of HK\$0.10 each in the share capital of the Company (the “ <b>Subscription Shares</b> ”) at a subscription price of HK\$0.315 per Subscription Share and the transactions contemplated thereunder.	366,454,923 (99.99%)	23,531 (0.01%)
(ii)	To approve the allotment and issue of the Subscription Shares by the Company to Mr. Sha Tao.	366,454,923 (99.99%)	23,531 (0.01%)
(iii)	To authorise the Directors to do all such acts and things and execute all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.	366,454,923 (99.99%)	23,531 (0.01%)

The Board is pleased to announce that as more than one-half of the votes were cast in favour of the ordinary resolutions set out above, all the ordinary resolutions proposed at the SGM were duly passed by the Shareholders by way of poll at the SGM.

As at the date of the SGM, the Company had 1,110,427,319 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the SGM. There were no Shares entitling the Shareholder to attend and abstain from voting in favour of the ordinary resolutions at the SGM and no Shareholder was required under the Listing Rules to abstain from voting at the SGM. None of the Shareholders has stated his/her intention in the Circular to vote against the resolutions proposed at the SGM or to abstain from voting. Tricor Tengis Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer at the SGM for the purpose of vote-taking.

On behalf of the board of  
**Xinyang Maojian Group Limited**  
**Chan Yuk Foebe**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 November 2018

*As at the date of this announcement, Ms. Chan Yuk Foebe, Mr. Law Tze Ping Eric and Mr. Yu Defa are the executive Directors and Mr. Ma Wing Yun Bryan, Mr. Tam Ching Ho, and Mr. Hau Chi Kit are the independent non-executive Directors.*