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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 ANNUAL GENERAL MEETING HELD ON 18 DECEMBER 2019**

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM on 18 December 2019.

Reference is made to the circular (the “**Circular**”) of Xinyang Maojian Group Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 20 November 2019. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular and the Notice.

### **POLL RESULTS OF THE AGM**

At the AGM held on 18 December 2019, all proposed resolutions as set out in the Notice were taken by poll. The Company’s share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued Shares in the Company was 1,335,427,319 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions proposed at the AGM. No Shareholder was required to abstain from voting in favour of any of the resolutions at the AGM, and there was no Share entitling the Shareholders to attend and vote only against any of the resolutions at the AGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of each of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the report of the directors (the “ <b>Directors</b> ”) of the Company, the report of the independent auditor of the Company and the audited consolidated financial statements of the Company for the year ended 30 June 2019	223,057,651 (99.26%)	1,666,250 (0.74%)
2.	(a) To re-elect Mr. Yu Defa as an executive Director	223,057,651 (99.26%)	1,666,250 (0.74%)
	(b) To re-elect Mr. Chen Lei as an executive Director	223,057,651 (99.26%)	1,666,250 (0.74%)
	(c) To re-elect Mr. Tam Ching Ho as an independent non-executive Director who has already served as a Director for more than nine years as an independent non-executive Director	223,057,651 (99.26%)	1,666,250 (0.74%)
	(d) To authorise the board of Directors to fix the Directors’ remuneration	223,067,651 (99.26%)	1,656,250 (0.74%)
3.	To re-appoint Elite Partners CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration	223,067,651 (99.26%)	1,656,250 (0.74%)
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Company’s shares (the “ <b>Shares</b> ”)	223,044,120 (99.25%)	1,679,781 (0.75%)
5.	To grant the general mandate to the Directors to repurchase the Shares	223,046,651 (99.25%)	1,677,250 (0.75%)
6.	To approve the refreshment of 10% scheme mandate limit to issue share options under the share option scheme of the Company adopted on 20 December 2012	223,044,120 (99.25%)	1,679,781 (0.75%)
7.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4	223,006,620 (99.24%)	1,717,281 (0.76%)

As more than 50% of the votes were cast in favour of all of the proposed resolutions, each of the above resolutions was duly passed as ordinary resolutions of the Company by way of poll at the AGM.

By Order of the Board of  
**Xinyang Maojian Group Limited**  
**Chan Yuk Foebe**  
*Chairman and Executive Director*

Hong Kong, 18 December 2019

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