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Zhejiang Shibao Company Limited*

浙江世寶股份有限公司

(a joint stock company incorporated in the People’s Republic of China with limited liability)

(Stock Code: 8331)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 5 JUNE 2009 APPOINTMENT AND RETIREMENT OF DIRECTORS AND SUPERVISORS

Reference is made to the announcement dated 23 March 2009, the circular dated 25 March 2009 and the notice of the annual general meeting dated 25 March 2009 (“AGM Notice”) of Zhejiang Shibao Company Limited (the “Company”).

POLL RESULTS OF AGM

The board of directors (the “Board”) of the Company is pleased to announce the poll results in respect of the resolutions proposed at the annual general meeting of the Company held on 5 June 2009 (“AGM”). All the proposed resolutions set out in the AGM Notice were voted by way of poll.

Ordinary resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	To approve the report of the Board of the Company for the year ended 31 December 2008.	175,943,855 (100%)	0 (0%)	175,943,855
2.	To approve the report of the supervisory committee of the Company for the year ended 31 December 2008.	175,943,855 (100%)	0 (0%)	175,943,855
3.	To approve the audited financial statements and the auditors’ report of the Company and its subsidiaries for the year ended 31 December 2008.	175,943,855 (100%)	0 (0%)	175,943,855

4.	To approve the proposal for the distribution of final dividend for the year ended 31 December 2008 and to authorize the Board to conduct the distribution of final dividend.	175,943,855 (100%)	0 (0%)	175,943,855
5.	To approve the resolution for the appropriation of statutory surplus reserve and statutory public welfare fund for the year ended 31 December 2008.	175,943,855 (100%)	0 (0%)	175,943,855
6.	(a) To approve the appointment of Mr. Zhang Shi Quan as executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(b) To approve the appointment of Mr. Zhang Bao Yi as executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(c) To approve the appointment of Mr. Tang Hao Han as executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(d) To approve the appointment of Mr. Zhu Jie Rong as executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(e) To approve the appointment of Ms. Zhang Lan Jun as executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(f) To approve the appointment of Mr. Zhang Shi Zhong as non-executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(g) To approve the appointment of Ms. Zhang Mei Jun as non-executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(h) To approve the appointment of Mr. Gu Qun as non-executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(i) To approve the appointment of Mr. Chen Guo Feng as independent non-executive director of the Company;	175,943,855 (100%)	0 (0%)	175,943,855
	(j) To approve the appointment of Mr. Lui Wing Hong, Edward as independent non-executive director of the Company; and	175,943,855 (100%)	0 (0%)	175,943,855
	(k) To approve the appointment of Mr. Zhao Chun Zhi as independent non-executive director of the Company.	175,943,855 (100%)	0 (0%)	175,943,855
7.	(a) To approve the appointment of Mr. Wang Kui Quan as shareholder representative supervisor of the Company; and	175,943,855 (100%)	0 (0%)	175,943,855
	(b) To approve the appointment of Mr. Yang Di Shan as external supervisor of the Company.	175,943,855 (100%)	0 (0%)	175,943,855

8.	To authorize the Board to enter into service agreements with Mr. Zhao Chun Zhi, Mr. Yang Di Shan and Mr. Wu Lang Ping, and to do all acts and things in connection with the appointment of Mr. Zhao Chun Zhi as director of the Company and the appointment of Mr. Yang Di Shan and Mr. Wu Lang Ping as supervisors of the Company.	175,943,855 (100%)	0 (0%)	175,943,855
9.	To authorize the Board to fix the remuneration of the directors and supervisors of the Company for the year of 2009.	175,943,855 (100%)	0 (0%)	175,943,855
10.	To re-appoint Ernst & Young and Ernst & Young Hua Ming as the Company's international auditors and domestic auditors respectively, and to authorize the Board to fix their remuneration.	175,943,855 (100%)	0 (0%)	175,943,855
Special resolutions				
11.	To approve the proposal for the amendments to the articles of association under resolution no.11 in the AGM Notice.	175,943,855 (100%)	0 (0%)	175,943,855
12.	To approve the proposal for the grant of the general mandate to issue shares and authorize the Board to issue, allot and deal with additional domestic shares and/or overseas listed foreign shares not exceeding 20% of each existing shares in issue as at the date of passing this resolution under resolution no. 12 in the AGM Notice.	175,943,855 (100%)	0 (0%)	175,943,855

As at the date of the AGM, the issued share capital of the Company was 262,657,855 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 shareholders to cast votes on any of the resolutions at the AGM. Shareholders of the Company and authorized proxies holding an aggregate of 175,943,855 shares, representing approximately 66.99% of the total issued shares of the Company, were present at the AGM.

The Company's domestic auditors, Ernst & Young Hua Ming, Certified Public Accountants, was appointed as scrutineer at the AGM for the purpose of vote-taking.

As more than one half of the total number of the votes held by the shareholders and authorized proxies who attended the AGM were cast in favour of the resolution nos.1 to 10 in the AGM Notice, these resolutions were duly passed by shareholders as ordinary resolutions.

In addition, as more than two-thirds of the total number of the votes held by the shareholders and authorized proxies who attended the AGM were cast in favour of the resolution nos.11 to 12 in the AGM Notice, these resolutions were duly passed by shareholders as special resolutions.

CHANGES IN DIRECTORS

The Board also announces that the following changes in directors of the Company (the “**Directors**”) took effect from 5 June 2009: -

(i) Retirement

Mr. Bao Zhi Chao (“Mr. Bao”) had notified the Board that he was not intended to be re-elected and will resign as independent non-executive Director on the date of the AGM due to health reason. Accordingly, Mr. Bao’s resignation took effect from 5 June 2009. Mr. Bao has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company.

(ii) Appointment

Mr. Zhao Chun Zhi (“Mr. Zhao”) was appointed as independent non-executive Director with effect from 5 June 2009. The particulars of the newly elected Director are set out below:

Mr. Zhao, aged 62, senior economist. Mr. Zhao was the deputy plant manager of the steering gear plant and the general manager of Liao Beng sub-company (遼泵分公司) of China FAW Group Corporation (中國第一汽車集團公司) before he retired in 2006.

Mr. Zhao will enter into a service agreement with the Company for a term of three years and shall be eligible for re-election. It is proposed that the annual remuneration of Mr. Zhao is RMB30,000 (including basic salary, other benefits and pension contributions) and the exact amount will be determined by the Board (subject to shareholders’ authorization) with reference to his responsibility, experience, workload and the time devoted to the Group.

Save as disclosed above, to the best knowledge and belief of the Board, (i) Mr. Zhao has not been a director of any other listed company, and had no prior relationship, business or otherwise, with the Company or its subsidiaries in the past three years; (ii) Mr. Zhao has no relationship with any members of the Board, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Zhao does not have any interests in shares of the Company (within the meanings of Part XV of the Securities and Futures Ordinance (the “**SFO**”)) as at the date of this announcement; and (iv) Mr. Zhao does not hold any position in the Company and its subsidiaries.

Save as disclosed herein, there is no information relating to Mr. Zhao's appointment that is required to be disclosed under Rule 17.50(2)(h) to (w) of the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Exchange ("GEM Listing Rules"), nor any other matters that need to be brought to the attention of the shareholders of the Company.

CHANGES IN SUPERVISORS

The Board also announces that the following changes in supervisors of the Company (the "Supervisors") took effect from 5 June 2009: -

(i) Retirement

- (a) Mr. Ge Bao Shan ("Mr. Ge") had notified the Board and the supervisory committee of the Company that he was not intended to be re-elected and will resign as external Supervisor on the date of the AGM due to the reason of change of job arrangement. Accordingly, Mr. Ge's resignation took effect from 5 June 2009. Mr. Ge has confirmed that he has no disagreement with the Board and the supervisory committee, and there are no matters that need to be brought to the attention of the shareholders of the Company.

- (b) In accordance with the announcement published on 23 March 2009, Mr. Feng Ping ("Mr. Feng") will resign as external Supervisor upon the re-election of new Supervisor for replacement at the AGM due to the reason of change of job arrangement. Accordingly, Mr. Feng's resignation took effect from 5 June 2009. Mr. Feng has confirmed that he has no disagreement with the Board and the supervisory committee, and there are no matters that need to be brought to the attention of the shareholders of the Company.

(ii) Appointment

- (a) Mr. Yang Di Shan ("Mr. Yang") was appointed as external Supervisor with effect from 5 June 2009. The particulars of the newly elected Supervisor are set out below:

Mr. Yang, aged 71, was the deputy manager of chassis department and light car department at Changchun Auto Research Institute (長春汽車研究所) (now known as FAW Group Corporation R&D Center (一汽集團公司技術中心)) and retired from there in 1998. Mr. Yang is the deputy general manager of Beijing Keguan Vehicle Hi-tech Development Co., Ltd. currently.

Mr. Yang will enter into a service agreement with the Company for a term of three years and shall be eligible for re-election. It is proposed that the annual remuneration of Mr. Yang is RMB24,000 (including basic salary, other benefits and pension contributions) and the exact amount will be determined by the Board (subject to shareholders' authorization) with reference to his responsibility, experience, workload and the time devoted to the Group.

- (b) The staff of the Company has elected Mr. Wu Lang Ping (“Mr. Wu”) as staff representative Supervisor with effect from the conclusion of the AGM. Accordingly, Mr. Wu’s appointment took effect from 5 June 2009. The particulars of the newly elected Supervisor are set out below:

Mr. Wu, aged 46, joined the Company in 1985 and worked in the area of steering gear manufacturing. He is the manager of manufacturing process department of Hangzhou Shibao.

Mr. Wu will enter into a service agreement with the Company for a term of three years and shall be eligible for re-election. It is proposed that the annual remuneration of Mr. Wu is RMB24,000 (including basic salary, other benefits and pension contributions) and the exact amount will be determined by the Board (subject to shareholders’ authorization) with reference to his responsibility, experience, workload and the time devoted to the Group.

Save as disclosed above, to the best knowledge and belief of the Board and the supervisory committee, (i) Mr. Yang and Mr. Wu have not been directors of any other listed company, and had no prior relationship, business or otherwise, with the Company or its subsidiaries in the past three years; (ii) Mr. Yang and Mr. Wu have no relationship with any members of the Board, Supervisors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company; (iii) Mr. Yang and Mr. Wu do not have any interests in shares of the Company (within the meanings of Part XV of the SFO) as at the date of this announcement; and (iv) Mr. Yang and Mr. Wu do not hold any position in the Company and its subsidiaries.

Save as disclosed herein, there are no information relating to Mr. Yang’s and Mr. Wu’s appointment that are required to be disclosed under Rule 17.50(2)(h) to (w) of the GEM Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company..

The Board would like to express its sincere gratitude to Mr. Bao Zhi Chao, Mr. Ge Bao Shan and Mr. Feng Ping for their contributions to the Company during their tenure of service.

PAYMENT OF THE FINAL DIVIDEND

The Board also wishes to notify shareholders of the Company the details of the payment of the final dividend for the year ended 31 December 2008 are as follows:

The Company will pay final dividend of RMB0.05 per share (before deduction of corporate income tax for non-resident enterprise shareholders) for the year ended 31 December 2008. The payment shall be made to shareholders, whose names appeared on the register of members of the Company at close of business on 5 June 2009 (Friday) (the “**Record Date**”), on or about 19 June 2009.

For distribution of the final dividend, dividend for holders of domestic shares will be distributed and paid in Renminbi, while dividend for holders of H shares will be declared in Renminbi but paid in Hong Kong dollars (conversion rate of Renminbi into Hong Kong dollars shall be calculated on the average price of the conversion of Renminbi into Hong Kong dollars in five (5) days as announced by the People's Bank of China five (5) working days preceding 5 June 2009).

The average of the exchange rates for RMB to Hong Kong dollar as announced by the People's Bank of China for the five (5) working days prior to 5 June 2009, that is the date of the AGM at which the final dividend is declared, is RMB0.88128 to HK\$1.00. Accordingly, the amount of final dividend payable per H share is HK\$0.0567 (before deduction of corporate income tax for non-resident enterprise shareholders).

In accordance with the Corporate Income Tax Law of the PRC and the Implementation Regulation of the Corporate Income Tax Law of the PRC both effective on 1 January 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing dividend to non-resident enterprise shareholders whose names appear on the H share register of members of the Company. Any shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax. The Company will not withhold and pay income tax in respect of the dividend payable to any natural person shareholders whose names appear on the Company's register of members for H shares on the Record Date.

Accordingly, the final dividend per H share after deduction of corporate income tax for non-resident enterprise shareholders in RMB is RMB0.0450 or in HKD is HK\$0.0511.

The Company will withhold payment of the corporate income tax strictly in accordance with the relevant laws or requirements of the relevant governmental departments and strictly based on what has been registered on the Company's H share register of members on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding of corporate income tax.

By order of the Board
Zhejiang Shibao Company Limited
Zhang Shi Quan
Chairman and General Manager

Hangzhou, Zhejiang, the PRC
5 June 2009

As at the date of this announcement, the Board of the Company comprises Mr. Zhang Shi Quan, Mr. Zhang Bao Yi, Mr. Tang Hao Han, Mr. Zhu Jie Rong and Ms. Zhang Lan Jun as executive Directors, Mr. Zhang Shi Zhong, Ms. Zhang Mei Jun and Mr. Gu Qun as non-executive Directors, and Mr. Zhao Chun Zhi, Mr. Chen Guo Feng, and Mr. Lui Wing Hong, Edward as independent non-executive Directors.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” of the GEM website (<http://www.hkgem.com>) for at least 7 (seven) days from the date of its posting.

** For identification purpose only*