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**HONGHUA GROUP LIMITED**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 196)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 16 FEBRUARY 2017**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Honghua Group Limited (the “**Company**”) dated 24 January 2017 in relation to, among other things, the CASIC Subscription Agreement and the Jianhong Subscription Agreement. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Circular and the Notice.

**POLL RESULTS OF THE EGM**

At the EGM held on 16 February 2017, the proposed resolutions as set out in the Notice were put to the vote by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	<p><b>In relation to the CASIC Subscription Agreement</b></p> <p><b>“THAT:</b></p> <p>a) the subscription agreement dated 19 December 2016 (the “<b>CASIC Subscription Agreement</b>”) and entered into between the Company as the issuer and China Aerospace Science and Industry Corporation* (中國航天科工集團公司)(“<b>CASIC</b>”) as the subscriber in respect of the allotment and issue of an aggregate of 1,606,000,000 new shares of the Company (the “<b>CASIC Subscription Shares</b>”) at a subscription price of HK\$0.77 per share to be subscribed by CASIC or its successor or nominee and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>b) any director of the Company (“<b>Director</b>”) be and is hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Board may be necessary, appropriate, desirable or expedient, to give effect to the CASIC Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith; and</p> <p>c) subject to fulfilment of the conditions set out in the</p>	<p>1,686,901,557 (99.137696%)</p>	<p>14,672,742 (0.862304%)</p>

	CASIC Subscription Agreement, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the CASIC Subscription Shares pursuant to the terms and conditions of the CASIC Subscription Agreement, where such CASIC Subscription Shares shall rank <i>pari passu</i> with the existing shares in issue. This specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”		
2.	<p><b>In relation to the Jianhong Subscription Agreement</b></p> <p><b>“THAT:</b></p> <p>a) the subscription agreement dated 19 December 2016 (the “<b>Jianhong Subscription Agreement</b>”) and entered into between the Company as the issuer and Jianhong Capital Fund I L.P. (“<b>Jianhong</b>”) as the subscriber in respect of the allotment and issue of an aggregate of 508,000,000 new shares of the Company (the “<b>Jianhong Subscription Shares</b>”) at a subscription price of HK\$0.77 per share to be subscribed by Jianhong and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>b) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Board may be necessary, appropriate, desirable or expedient, to give effect to the Jianhong Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith; and</p> <p>c) subject to fulfilment of the conditions set out in the Jianhong Subscription Agreement, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Jianhong Subscription Shares pursuant to the terms and conditions of the Jianhong Subscription Agreement, where such Jianhong Subscription Shares shall rank <i>pari passu</i> with the existing shares in issue. This specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”</p>	1,689,500,117 (99.290411%)	12,074,182 (0.709589%)

As a simple majority of the votes cast at the EGM were in favour of each of the resolutions proposed at the EGM, the resolutions were duly passed as ordinary resolutions.

As at the date of the EGM, the total number of shares of the Company in issue was 3,241,056,900 shares, which was the total number of shares of the Company entitling the holder to attend and vote on the resolutions at the EGM. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the EGM. No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the EGM. None of the shareholders of the Company have stated their intention in the Company’s Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

The Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

By Order of the Board  
Zhang Mi  
Chairman

Hong Kong, 16 February 2017

As at the date of this announcement, *the executive directors of the Company are Mr. Zhang Mi (Chairman), Mr. Ren Jie and Mr. Liu Zhi, the non-executive director of the Company is Mr. Siegfried Meissner (Mr. Popin Su as his alternate) and the independent non-executive directors of the Company are Mr. Liu Xiaofeng, Mr. Qi Daqing, Mr. Chen Guoming, Mr. Shi Xingquan and Mr. Guo Yanjun.*