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## **CHEUNG WO INTERNATIONAL HOLDINGS LIMITED**

**長和國際實業集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 00009)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 21 MARCH 2016**

The Board is pleased to announce that the proposed resolution set out in the Notice was duly passed by the Independent Shareholders as an ordinary resolution by way of poll at the SGM held on 21 March 2016.

Reference is made to the circular (the “**Circular**”) of Cheung Wo International Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) both dated 3 March 2016 in relation to the proposed acquisition of 49% of the entire issued share capital of Ever-Grand Development Limited pursuant to the sale and purchase agreement dated 16 November 2015 and as supplemented by the supplemental agreement dated 17 February 2016 (the “**Formal SP Agreement**”) entered into among the Company as purchaser, Sky-Linked International Limited (the “**Vendor**”) as vendor, Mr. Cheng Ngok Fai and Mr. Li Ruiguang as guarantors. Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Circular.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the proposed resolution in relation to the Formal SP Agreement and the transactions contemplated thereunder including the issue of the Convertible Notes and the Specific Mandate for the allotment and issue of the Conversion Shares as set out in the Notice was duly passed by the Independent Shareholders as an ordinary resolution by way of poll at the SGM held on 21 March 2016.

\* *For identification purpose only*

As at the date of the SGM, the Company had 1,682,537,504 Shares in issue. The entire issued share capital of the Vendor is beneficially owned as to 60% by Mr. Cheng Ngok Fai, the brother of Mr. Cheng Keung Fai, a substantial Shareholder, who is indirectly interested in 938,309,250 Shares through his wholly owned subsidiary, Full Dragon Group Limited, representing approximately 55.77% of the issued share capital of the Company as at the date of the SGM. Therefore the Vendor and Mr. Cheng Ngok Fai are associates of Mr. Cheng Keung Fai and the connected persons of the Company under Chapter 14A of the Listing Rules. Pursuant to the Listing Rules, Mr. Cheng Keung Fai and his associate(s) are required to abstain from voting at the SGM to approve the Formal SP Agreement and the transactions contemplated thereunder including the issue of the Conversion Notes and the Specific Mandate for the allotment and issue of the Conversion Shares.

Independent Shareholders holding a total of 744,228,254 Shares were entitled to attend and vote for or against the ordinary resolution to approve the Formal SP Agreement and the transactions contemplated thereunder including the issue of the Conversion Notes and the Specific Mandate for the allotment and issue of the Conversion Shares.

Save for the Shares held by Mr. Cheng Keung Fai and his associate(s), there were no other Shares entitling the Shareholders thereof to attend and abstain from voting in favour of the proposed resolution at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholders or their associates were required under the Listing Rules to abstain from voting on the proposed resolution at the SGM. There was no restriction on any Shareholders to cast votes on the proposed resolution at the SGM and there was no party who had stated his/her/its intention in the Circular to vote against or to abstain from voting on the proposed resolution at the SGM.

Tricor Standard Limited, the Company's Hong Kong branch share registrar, acted as the scrutineer at the SGM for the vote-taking. The poll results in respect of the resolution at the SGM are as follows:

<b>Ordinary Resolution</b> <sup>(Note 1)</sup>	<b>No. of Votes (%)</b> <sup>(Note 2)</sup>	
	<b>For</b>	<b>Against</b>
To approve the sale and purchase agreement dated 16 November 2015 (as supplemented by the supplemental agreement dated 17 February 2016) and the transactions contemplated thereunder (including the creation and issue of the Convertible Notes (as defined in the circular of the Company dated 3 March 2016 (“ <b>Circular</b> ”)) and the specific mandate to allot and issue the Conversion Shares (as defined in the Circular)).	115,968,853 (100%)	0 (0%)

*Notes:*

- (1) The full text of the ordinary resolution is set out in the Notice of SGM.
- (2) As more than 50% of the votes were cast in favour of the resolution, the above resolution was duly passed as ordinary resolution of the Company.

By order of the Board  
**Cheung Wo International Holdings Limited**  
**HUI WAI LEE, WILLY**  
*Chairman*

Hong Kong, 21 March 2016

*As at the date of this announcement, the Board comprises eight Directors, of which the executive Directors are Mr. Hui Wai Lee, Willy (Chairman), Ms. Law Kee, Alice (Chief Executive Officer), Mr. Tai Yat Chung, Mr. Li Wenjun and Mr. Zhong Yingchang; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chiu Sin Nang, Kenny.*