

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED

美麗中國控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 706)

RESULTS OF SPECIAL GENERAL MEETING HELD ON 27 DECEMBER 2013

The Board is pleased to announce that the ordinary resolutions proposed to approve the Subscription Agreement and the transaction contemplated thereunder and the Whitewash Waiver were duly passed by the Independent Shareholders by way of poll at the SGM held on 27 December 2013. The ordinary resolution proposed to approve the Capital Increase was also duly passed by the Shareholders.

Reference are made to the announcement of the Company dated 23 December 2013 (the “December Announcement”), the announcement of the Company dated 22 October 2013 (the “October Announcement”) and the circular of the Company dated 6 December 2013 (the “Circular”) in relation to, among other things, the Subscription, the Whitewash Waiver and the Capital Increase. Unless otherwise stated, capitalized terms used herein shall bear the same meanings as defined in the Circular.

RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 27 DECEMBER 2013

The SGM was held on 27 December 2013 for the purpose of considering and, if thought fit, approving (i) the Subscription Agreement and the transactions contemplated thereunder; (ii) the Whitewash Waiver; and (iii) the Capital Increase.

As at the date of the SGM, there were a total of 2,138,084,922 Shares in issue. The Subscriber, Mr. Sze and parties acting or presumed to be acting in concert with anyone of them (including Global Prize Limited) and their respective associates were interested in an aggregate of 476,909,906 Shares. The Subscriber, Mr. Sze and parties acting or presumed to be acting in concert with anyone of them

(including Global Prize Limited) and their respective associates had abstained from voting on the resolutions to approve (i) the Subscription Agreement and the transactions contemplated thereunder; and (ii) the Whitewash Waiver. Accordingly, a total of 1,661,175,016 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against the resolutions to approve (i) the Subscription Agreement and the transactions contemplated thereunder; and (ii) the Whitewash Waiver at the SGM. No Shareholder was required to abstain from voting on the ordinary resolution to approve the Capital Increase. No Shareholder was entitled to attend and vote only against the resolutions at the SGM, nor did any Shareholder state their intention in the Circular to vote against any of the ordinary resolutions. Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results at the SGM are as follows:

ORDINARY RESOLUTION		Number of Shares voted (Approximate %)	
		For	Against
1	To approve the Capital Increase	873,284,077 (87.08%)	129,600,000 (12.92%)
2	To approve the Subscription Agreement and the transactions contemplated thereunder	398,424,077 (75.46%)	129,600,000 (24.54%)
3	To approve the Whitewash Waiver	398,424,077 (75.46%)	129,600,000 (24.54%)

Note: The full text of the ordinary resolutions is set out in the notice of the SGM dated 6 December 2013.

As more than 50% of the votes were cast in favour of each of the above resolutions, they were duly passed as ordinary resolutions at the SGM.

The Executive has granted the Whitewash Waiver subject to (i) the approval by a vote of the Independent Shareholders taken by way of poll at the SGM; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber and parties acting in concert with it between the date of the October Announcement and the date of completion of the Subscription. The Subscriber, Mr. Sze and parties acting or presumed to be acting in concert with any one of them have confirmed to the Company that they have not dealt in any securities of the Company between the date of the October Announcement and the date of the SGM.

EFFECTS OF THE SUBSCRIPTION

The shareholdings in the Company as at the Latest Practicable Date and the date of this announcement and immediately after the Capital Increase becomes effective and Completion (assuming that there is no change in the issued share capital of the Company other than the issue of the Subscription Shares since the Latest Practicable Date up to Completion) are summarised as follows:

	As at the Latest Practicable Date and the date of this announcement		Assuming (i) the Capital Increase becomes effective; (ii) completion of the Subscription; and (iii) the subscription rights attaching to the Outstanding Options were not exercised at all		Assuming (i) the Capital Increase becomes effective; (ii) completion of the Subscription; and (iii) full exercise of the Outstanding Options (Note 5)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Subscriber (Note 1)	474,869,906	22.21	2,474,869,906	59.81	2,474,869,906	59.31
Global Prize Limited (Note 1)	2,040,000	0.10	2,040,000	0.05	2,040,000	0.05
Mr. Sze (Note 2)	–	–	–	–	2,500,000	0.06
Sub-total of the Subscriber and persons acting in concert with it (Note 3)	476,909,906	22.31	2,476,909,906	59.86	2,479,409,906	59.42
Executive Director(s)						
Mao Zhenhua	–	–	–	–	2,500,000	0.06
Tan Shu Jiang	–	–	–	–	4,000,000	0.10
Independent non-executive Director(s)						
Chong Yiu Kan, Sherman	650,000	0.03	650,000	0.01	2,650,000	0.06
Public:						
Grantees of Outstanding Options (other than Mr. Sze and the Directors) (Note 4)	–	–	–	–	23,700,000	0.57
Other Shareholders	<u>1,660,525,016</u>	<u>77.66</u>	<u>1,660,525,016</u>	<u>40.13</u>	<u>1,660,525,016</u>	<u>39.79</u>
	<u>2,138,084,922</u>	<u>100.00</u>	<u>4,138,084,922</u>	<u>100.00</u>	<u>4,172,784,922</u>	<u>100.00</u>

Notes:

1. The Subscriber and Global Prize Limited are companies wholly owned by Mr. Sze.
2. Mr. Sze is the executive Director, chairman and chief executive officer of the Company.
3. The persons acting in concert with the Subscriber comprises Mr. Sze and Global Prize Limited.
4. None of these grantees of the Outstanding Options is a director, chief executive or substantial shareholder of the Company, or any of their respective associates or parties acting in concert with the Subscriber.
5. Full exercise of the Outstanding Options would result in a maximum of 34,700,000 new Shares being fallen to be allotted and issued to its holders.

Further announcement(s) will be made by the Company upon Completion.

For and on behalf of
Beautiful China Holdings Company Limited
Tan Shu Jiang
Executive Director

Hong Kong, 27 December 2013

As at the date of this announcement, the Board comprises Mr. Sze Wai, Marco, Mr. Tan Shu Jiang, Mr. Mao Zhenhua and Mr. Shentu Jun as executive Directors, and Mr. Lai Yip Wing, Mr. Chan Ming Sun, Jonathan and Mr. Chong Yiu Kan, Sherman as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.