

*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.*



## EVERCHINA INT'L HOLDINGS COMPANY LIMITED

潤中國國際控股有限公司

*(incorporated in Hong Kong with limited liability)*

(Stock Code: 202)

### POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 AUGUST 2016

Reference is made to the circular (the “**Circular**”) of EverChina Int'l Holdings Company Limited (the “**Company**”) dated 29 July 2016.

#### POLL RESULTS OF THE AGM

The board of directors of the Company (the “**Board**”) is pleased to announce that all the resolutions as set out in the notice of the AGM were duly passed by the shareholders by way of poll at the annual general meeting of the Company held on 31 August 2016 at 10:30 a.m. (the “**AGM**”).

As at the date of the AGM, the total number of shares of the Company in issue was 6,078,669,363 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There was no share entitling the shareholder of the Company to attend and abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM and no shareholder was required under the Listing Rules to abstain from voting on any resolutions proposed at the AGM. No person had indicated in the Circular of his/her intention to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The share registrar of the Company, Tricor Tengis Limited, acted as the scrutineer for the poll at the AGM.

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

| Ordinary Resolutions |  | Number of votes (%)        |                       |
|----------------------|--|----------------------------|-----------------------|
|                      |  | For                        | Against               |
| 1.                   | To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31 March 2016. | 2,376,457,083<br>(99.937%) | 1,487,502<br>(0.063%) |
| 2.                   | (1) To re-elect Mr. Jiang Zhaobai as an executive Director.  | 2,376,457,083<br>(99.937%) | 1,487,502<br>(0.063%) |

| Ordinary Resolutions |     |   | Number of votes (%)        |                         |
|----------------------|-----|---|----------------------------|-------------------------|
|                      |     |   | For                        | Against                 |
| 2                    | (2) | To re-elect Mr. Lam Cheung Shing, Richard as an executive Director.   | 2,334,155,944<br>(98.159%) | 43,788,641<br>(1.841%)  |
|                      | (3) | To re-elect Mr. Ko Ming Tung, Edward as an independent non-executive Director.  | 2,376,457,083<br>(99.937%) | 1,487,502<br>(0.063%)   |
|                      | (4) | To authorise the Board to fix their remuneration.   | 2,376,457,083<br>(99.937%) | 1,487,502<br>(0.063%)   |
| 3.                   |     | To appoint HLB Hodgson Impey Cheng Limited as auditors and to authorise the Board to fix the auditors' remuneration.  | 2,376,457,083<br>(99.937%) | 1,487,502<br>(0.063%)   |
| 4.                   | (1) | <p>To consider and pass "THAT:</p> <p>(a) subject to paragraph (c) below, the exercise by the directors of the Company (the "<b>Directors</b>") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (the "<b>Shares</b>") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;</p> <p>(b) the approval in paragraph (a) above shall be in addition to any other authorizations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;</p> <p>(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:</p> <p>(i) a Rights Issue (as hereinafter defined);</p> <p>(ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;</p> <p>(iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or right to acquire Shares;</p> <p>(iv) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;</p> <p>shall not exceed 20% of the aggregate number of the Shares in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;</p> | 2,276,676,300<br>(95.741%) | 101,268,285<br>(4.259%) |

| Ordinary Resolutions |     |   | Number of votes (%)        |                       |
|----------------------|-----|---|----------------------------|-----------------------|
|                      |     |   | For                        | Against               |
| 4.                   | (1) | <p>(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and</p> <p>(e) for the purpose of this Resolution:</p> <p>“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or</p> <p>(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting;</p> <p>“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”</p> |                            |                       |
| 4                    | (2) | <p>To consider and pass “THAT:</p> <p>(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back the Shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Buy-backs, and subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;</p> <p>(b) the aggregate number of Shares which the Company is authorised to buy-back pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the Shares in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;</p>   | 2,376,457,083<br>(99.937%) | 1,487,502<br>(0.063%) |

| Ordinary Resolutions |     |  | Number of votes (%)        |                         |
|----------------------|-----|--|----------------------------|-------------------------|
|                      |     |  | For                        | Against                 |
| 4.                   | (2) | <p>(c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and</p> <p>(d) for the purpose of this Resolution,</p> <p>“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or</p> <p>(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”</p> |                            |                         |
| 4.                   | (3) | <p>To consider and pass “THAT:</p> <p>conditional upon the passing of the Resolutions 4(1) and 4(2) as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4(1) above be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted by the Directors pursuant to such general mandate of a number representing the aggregate number of the Shares in issue bought back by the Company under the authority granted pursuant to Resolution 4(2) above, provided that such extended number shall not exceed 10% of the aggregate number of the Shares in issue at the date of passing of this Resolution.”</p>   | 2,276,676,300<br>(95.741%) | 101,268,285<br>(4.259%) |

As more than 50% of the votes were cast in favour of each of resolutions no. 1, 2(1) to 2(4), 3, 4(1) to 4(3), these resolutions were duly passed as ordinary resolutions of the Company.

By order of the Board of  
**EverChina Int’l Holdings Company Limited**  
**Lau Chi Lok, Freeman**  
*Company Secretary*

Hong Kong, 31 August 2016

*As at the date of this announcement, the executive Directors are Mr. Jiang Zhaobai, Mr. Shen Angang, Mr. Lam Cheung Shing, Richard and Mr. Chen Yi, Ethan and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Professor Shan Zhemin.*