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SAGE INTERNATIONAL GROUP LIMITED

仁智國際集團有限公司

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 JUNE 2014;

(2) RETIREMENT AND APPOINTMENT OF DIRECTORS;

(3) CHANGE OF MEMBER OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE;

(4) CHANGE OF AUTHORISED REPRESENTATIVE; AND

(5) RETIREMENT OF AUDITORS

The Board would like to announce the poll results of the AGM and details of which are set out below in this announcement.

The Board would also like to announce that subsequent to the retirement of Mr. Chui and Mr. Chan with effect from the conclusion of the AGM, (i) Mr. Chui has been appointed as an executive Director and the chairman of the Board with effect from 26 June 2014; and (ii) Mr. Chan has been appointed as an independent non-executive Director, the chairman and member of the Audit Committee and the member of the Remuneration Committee and the Nomination Committee with effect from 26 June 2014.

The Board is also pleased to announce that Mr. Chui has been appointed as an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules with effect from 26 June 2014.

The Board also announce that PricewaterhouseCoopers has retired and ceased to be the auditors of the Company with effect from the conclusion of the AGM.

The Company will seek to fill the above vacancy as soon as practicable.

Reference is made to the circular (the “**Circular**”) of Sage International Group Limited (the “**Company**”) dated 27 May 2014. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the AGM held on 26 June 2014, all the proposed resolutions as set out in the notice of the AGM were voted by way of poll. The poll results 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 December 2013.	462,744,441 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Chui Bing Sun (“ Mr. Chui ”) as an executive Director.	194,758,000 (42.09%)	267,986,441 (57.91%)
	(b) To re-elect Mr. Chan Wai Man (“ Mr. Chan ”) as an independent non-executive Director.	194,758,000 (42.09%)	267,986,441 (57.91%)
	(c) To authorize the Board to fix Directors’ remuneration.	194,758,000 (42.09%)	267,986,441 (57.91%)
3.	To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the Board to fix their remuneration.	194,758,000 (42.09%)	267,986,441 (57.91%)
4.	To give a general mandate to the Directors to issue additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	194,758,000 (42.09%)	267,986,441 (57.91%)
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	194,758,000 (42.09%)	267,986,441 (57.91%)
6.	To extend the general mandate granted to the Directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.	194,758,000 (42.09%)	267,986,441 (57.91%)

The Board is pleased to announce that as more than 50% of the votes were cast in favour of resolution (1) above, resolution (1) was duly passed by the Shareholders as ordinary resolution.

However, as less than 50% of the votes were cast in favour of each of the resolutions (2) to (6) above, resolutions (2) to (6) were not passed by the Shareholders as ordinary resolutions.

As at the date of the AGM, the number of issued Shares was 1,517,837,994 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM. There was no Share entitling the Shareholder to attend and vote only against any of the resolutions proposed at the AGM. There were no Shareholders who are required to abstain from voting under the GEM Listing Rules. There were no restrictions on any Shareholder to cast votes on any of the proposed resolutions at the AGM.

The Company's branch share registrar, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT AND APPOINTMENT OF DIRECTORS

The Board further announces that since the resolutions in respect of the re-election of Mr. Chui as executive Director and Mr. Chan as independent non-executive Director have not been passed by the Shareholders at the AGM, each of Mr. Chui and Mr. Chan has retired from the Board with effect from the conclusion of the AGM. Mr. Chui has also ceased to be the chairman of the Board and an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules, and Mr. Chan has also ceased to be the chairman and member of audit committee (the "**Audit Committee**") and member of the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**") of the Company with effect from the conclusion of the AGM. Mr. Chui and Mr. Chan have confirmed that they have no disagreement with the Board and that they are not aware of any matter relating to their retirements that needs to be brought to the attention of the Shareholders.

Subsequently to the retirement of Mr. Chui and Mr. Chan as stated above, the Board is pleased to announce that (i) Mr. Chui has been appointed as an executive Director and the chairman of the Board with effect from 26 June 2014; and (ii) Mr. Chan has been appointed as an independent non-executive Director with effect from 26 June 2014.

The biographical details of Mr. Chui and Mr. Chan are as follows:

Mr. Chui Bing Sun

Mr. Chui, aged 37, joined the Group as an executive Director on 23 November 2007 and was retired as an executive Director with effect from the conclusion of the AGM. He was appointed as the chairman of the Board, the chief executive officer of the Company and an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules, and ceased to be the chairman of the Board and an authorised representative upon his said retirement at the AGM. Mr. Chui is also a director of several subsidiaries of the Company. Save as disclosed above, Mr. Chui does not hold any other position with the Company or any of its subsidiaries.

Mr. Chui leads the Board in strategic direction and overall business development in the deathcare industry. Mr. Chui has extensive experiences in funeral industry. Mr. Chui studied over 60 cemeteries and funeral homes in China, Taiwan, the United States, the United Kingdom and France. Prior to joining the Group, Mr. Chui had several years of experience in hedge fund and portfolio management. Mr. Chui had been a fund manager of two global hedge funds for five years and had worked for two international accounting firms. Mr. Chui is a member of the American Institute of Certified Public Accountants and is a Chartered Financial Analyst. Mr. Chui is also currently pursuing his PhD in financial engineering at the University of Warwick. Save as disclosed above, Mr. Chui does not hold any other directorship in other companies the securities of which are listed in Hong Kong or overseas in the past three years.

Mr. Chui has not entered into any service agreement with the Company. In accordance with the articles of association of the Company, Mr. Chui is subject to retirement by rotation and re-election at the Company's general meeting. Mr. Chui will receive a Director's fee of HK\$80,000 per month which was determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. The Director's fee for Mr. Chui will be reviewed annually by the Board with reference to the abovementioned factors.

As at the date of this announcement, save as disclosed above, Mr. Chui does not have any other relationships with any other senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Chui was interested in or deemed to be interested in 1,309,824,593 Shares or underlying Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), which includes (i) 6,000 Shares beneficially owned by him; (ii) 183,594,000 Shares beneficially owned by New Brilliant Investments Limited; (iii) 522,653,165 underlying Shares in respect of the share options (each an "Option") granted to him and the convertible bonds issued by the Company to New Brilliant Investments Limited; and (iv) 603,571,428 underlying Shares in respect of the convertible bonds issued by the Company to AXA Direct Asia II, L.P., a party acting in concert with him, which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chan Wai Man

Mr. Chan, aged 49, joined the Group as an independent non-executive Director on 23 November 2007. He was also appointed as the chairman and member of the Audit Committee and the member of the Remuneration Committee and the Nomination Committee, and ceased to act as the chairman and member of the Audit Committee and the member of the Remuneration Committee and the Nomination Committee upon his said retirement at the AGM. Save as disclosed above, Mr. Chan does not hold any other position with the Company or any of its subsidiaries.

Mr. Chan is a member of the Institute of Chartered Accountants in England and Wales and also a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Chan has experiences in auditing, taxation and finance. Mr. Chan is currently an independent non-executive director of Bestway International Holdings Limited (stock code: 718) and Well Way Group Limited (stock code: 8063). Mr. Chan was an independent non-executive director of China Mobile Games and Cultural Investment Limited (formerly known as Computech Holdings Limited (stock code: 8081) from May 2011 to December 2011. Save as disclosed above, Mr. Chan does not hold any other directorship in other public listed companies in the past three years.

Mr. Chan has not entered into any service agreement with the Company. In accordance with the articles of association of the Company, Mr. Chan is subject to retirement by rotation and re-election at the Company's general meeting. Mr. Chan will receive a Director's fee of HK\$45,000 per quarter which was determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. The Director's fee for Mr. Chan will be reviewed annually by the Board with reference to the abovementioned factors.

As at the date of this announcement, save as disclosed above, Mr. Chan does not have any other relationships with any other senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Chan has interest in 270,000 Shares and Options to subscribe for 1,340,816 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information relating to Mr. Chui and Mr. Chan that is required to be disclosed pursuant to any of the requirements of the provisions under items (h) to (v) of Rules 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the appointment of Mr. Chui and Mr. Chan.

After considering the qualification, experiences and their understandings to the Company and also the foreseeable difficulties for the Company to seek replacement within a short period of time, in order to mitigate any potential adverse impact on the operation of the Group as well as to ensure the uninterrupted compliance with Rule 5.25(1) and Rule 5.05(1), 5.28 and 5.34 of the GEM Listing Rules respectively, the Board considered that the appointment of Mr. Chui as executive Director and Mr. Chan as independent non-executive Director with immediate effect are suitable both in terms of the continuity of leadership and good corporate governance, and are therefore in the interests of the Company and the Shareholders as a whole.

CHANGE OF MEMBERS OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE

The Board further announces that Mr. Chan has been appointed as the chairman and member of the Audit Committee and the member of the Remuneration Committee and the Nomination Committee with effect from 26 June 2014.

APPOINTMENT OF AUTHORISED REPRESENTATIVE

The Board is also pleased to announce that Mr. Chui has been appointed as an authorised representative of the Company for the purpose of Rule 5.25(1) of the GEM Listing Rules with effect from 26 June 2014.

RETIREMENT OF AUDITORS

As indicated above, since the resolution in respect of the re-appointment of PricewaterhouseCoopers as auditors of the Company has not been passed by the Shareholders at the AGM, PricewaterhouseCoopers has retired and ceased to be the auditors of the Company with effect from the conclusion of the AGM.

The Company will seek to fill the above vacancy as soon as practicable. A further announcement will be made by the Company in relation to the change of auditors of the Company in due course.

The Board would like to take this opportunity to thank PricewaterhouseCoopers for their services rendered to the Company during their tenure of office.

On behalf of the board of
Sage International Group Limited
Chui Bing Sun
Chairman and executive Director

Hong Kong, 26 June 2014

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chui Bing Sun (Chairman) and Mr. Kwok Kwan Hung, and three independent non-executive Directors, namely, Mr. Chan Wai Man, Mr. Law Yee Man, Thomas and Mr. Siu Hi Lam, Alick.

This announcement, for which the Directors 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcement” page of the GEM website for at least 7 days from the day of its publication and on the website of the Company at www.sig.hk.