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Madex International (Holdings) Limited

盛明國際(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00231)

**(i) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 15 JUNE 2012;
(ii) APPOINTMENT OF EXECUTIVE DIRECTOR; AND
(iii) CHANGE OF AUDITORS**

Reference is made to the notice of the annual general meeting (the “AGM”) of Madex International (Holdings) Limited (the “Company”) dated 17 May 2012 (the “Notice of AGM”) and the circular of the Company dated 17 May 2012 (the “Circular”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Circular.

(i) POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions as set out in the notice of AGM were duly passed by the Shareholders as ordinary resolutions of the Company at the AGM held on 15 June 2012 by way of poll.

As at the date of the AGM, the total number of Shares in issue was 10,844,367,390 Shares, which was the total number of shares in the Company entitling the holders to attend and vote on the resolutions at the AGM. As stated in the Circular, Mr. Liang Wenguan (“Mr. Liang”) and any of his associates shall abstain from voting on the Resolution No. 4 at the AGM. As at the date of the AGM, Mr. Liang and his respective associates were beneficially interested in an aggregate of 6,591,758,463 Shares, representing approximately 60.78% of the entire existing issued share capital of the Company, and the aforesaid persons had abstained from voting on the Resolution No. 4 at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the Resolution No. 4 was 4,252,608,927 Shares. Except Resolution No. 4, there were no shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Listing Rules. No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders have stated their intention in the Company’s circular dated 17 May 2012 to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's share registrar, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Set out below are the poll results in respect of the respective resolutions put to the vote at the AGM:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1	To receive and consider the audited financial statements and the directors' report and auditor's report for the year ended 31 December 2011	8,292,204,568 (100%)	0 (0%)
2	To re-elect Mr. Zhang Guodong as an Executive Director	8,292,198,339 (99.99992%)	6,229 (0.00008%)
3	To re-elect Ms. Liang Huixin as a Non-executive Director	8,292,198,339 (99.99992%)	6,229 (0.00008%)
4	To appoint Mr. Liang Wenguan as an Executive Director	3,520,442,421 (99.99990%)	3,684 (0.00010%)
5	To authorize the Board of Directors to fix the remuneration of Directors	8,292,200,884 (99.99996%)	3,684 (0.00004%)
6	To appoint auditors and to authorize the Board of Directors to fix their remuneration	8,292,200,884 (99.99996%)	3,684 (0.00004%)
7(A)	To grant a general mandate to the Directors to purchase the Company's shares	8,292,202,023 (99.99997%)	2,545 (0.00003%)
7(B)	To grant a general mandate to the Directors to issue additional shares	8,288,996,339 (99.96131%)	3,208,229 (0.03869%)
7(C)	To extend the general mandate to allot shares by adding the aggregate nominal amount of the purchased shares	8,288,996,339 (99.96131%)	3,208,229 (0.03869%)
As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions proposed at the AGM were duly passed by the Shareholders as ordinary resolutions of the Company.			

(ii) APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is also pleased to announce that Mr. Liang was appointed as an executive director of the Company at the AGM with effect from the conclusion of the AGM. Biographical details of Mr. Liang are set out below:

Mr. Liang, aged 52, has been engaged in infrastructure and property development in mainland China for more than 28 years. Equipped with a wealth of experience and excellent interpersonal relationship in the industry, Mr. Liang had been a vice president of Zhuhai City Private Enterprises Association (珠海市民營企業商會). Mr. Liang is the chairman of Zhuhai Port Plaza Development Company Limited (珠海口岸廣場發展有限公司), Madex Holdings Limited (盛明集團有限公司) and Madex International Company Limited (盛明國際有限公司).

Mr. Liang had not held any directorship in any publicly listed company in the past three years. He has been the honorary chairman (but not a member of the Board) of the Company since 6 June 2008, and is a director of a subsidiary of the Company, Binzhou Huifeng Three-Dimension Agriculture Development Limited. Mr. Liang is the controlling shareholder of the Company and is interested in a total of 6,491,758,463 shares of the Company (personally and via a controlled corporation, namely, Madax International Company Limited) representing approximately 59.87% of the issued share capital of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Besides being a director and the sole shareholder of Madex International Company Limited, which is the controlling shareholder of the Company and the father of Ms. Liang Huixin, a non-executive Director of the Company, Mr. Liang does not have any other relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

The Company will enter into a service agreement with Mr. Liang for a term of two years commencing from 15 June 2012, which will be renewable from time to time thereafter, provided that at any time during the term of appointment, either party may terminate the agreement by giving to the other not less than six months' prior notice in writing. Mr. Liang's remuneration be determined by the Board on recommendation of the Remuneration Committee of the Company by reference to his duties, responsibilities and experience, as well as the Company's remuneration policy and market benchmark.

On 12 December 2006, the People's Court of Xiangzhou District, Zhuhai City, Guangdong Province found that in 2002 Mr. Liang together with several co-defendants participated in transfers of sums of money in aggregate amount of around RMB50 million from a state-owned enterprise in the PRC without proper authorization. Mr. Liang was hence convicted of the offence of misappropriation of public funds. No criminal sanction was imposed on him as a result. Save as disclosed above, Mr. Liang has not been involved in any of the matters referred to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in relation to him that needs to be brought to the attention of the Shareholders.

CHANGE OF AUDITORS

The Board announces that SHINEWING (H.K.) CPA Limited (“SHINEWING”) has retired as the auditor of the Company at the conclusion of the AGM and has not sought the reappointment. By way of an ordinary resolution passed at the AGM, Pan-China (H.K.) CPA Limited has been appointed as the new auditor of the Company to hold office until the conclusion of the next AGM of the Company. The Board and SHINEWING confirmed that there were no circumstances in connection with the retirement of SHINEWING that should be brought to the attention of the shareholders of the Company.

The Board would like to take the opportunity to thank SHINEWING for their professional services and support in the past.

By Order of the Board of
Madex International (Holdings) Limited
Zhang Guodong
Executive Director

Hong Kong, 15 June 2012

As at the date of this announcement, the Board comprises Mr. Liang Wenguan, Mr. Zhong Guoxing and Mr. Zhang Guodong as Executive Directors; Ms. Liang Huixin as Non-executive Director; and Dr. Dong Ansheng, Mr. Hung Hing Man and Dr. Tam Hok Lam, Tommy JP as Independent Non-executive Directors.