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CHINA JINHAI INTERNATIONAL GROUP LIMITED

中國金海國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

(Stock Code of Warrants: 1436)

(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 23 JULY 2015 (2) GRANT OF THE WHITEWASH WAIVER

SUMMARY

Poll results of the SGM

The Board is pleased to announce that, on 23 July 2015, the Company held the SGM at which all Resolutions set out in the notice of the SGM dated 7 July 2015 were duly passed by the Independent Shareholders by way of poll.

Grant of the Whitewash Waiver

The Executive has granted the Whitewash Waiver on 21 July 2015, subject to the fulfillment of the conditions set out therein and the compliance by the Subscriber and his concert parties with the Takeovers Code. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder.

References are made to the announcement dated 27 May 2015, the circular dated 7 July 2015 (the “**Circular**”) and the notice of the SGM dated 7 July 2015 of the Company in relation to the SGM Matters (which include (i) the Subscription contemplated under the Subscription Agreement; (ii) the grant of the Specific Mandate; (iii) the Whitewash Waiver; (iv) the appointment of the Subscriber’s nominees as executive Directors to the Board; and (v) the re-election of existing Director).

Unless the context otherwise requires, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

* For identification purposes only

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolutions (each a “**Resolution**” and collectively, the “**Resolutions**”) approving the SGM Matters were duly passed by the Independent Shareholders at the SGM held on 23 July 2015 by way of poll.

Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for vote-taking at the SGM.

As at the date of the SGM:

- (1) the total number of issued Shares was 4,405,339,605;
- (2) as disclosed in the Circular, Mr. Wang Haixiong (“**Mr. Wang**”) (being the chairman of the Board, an executive Director and a substantial Shareholder) was involved in the negotiation of the Subscription, he would abstain, and had abstained, from voting on the Resolutions at the SGM. As at the date of the SGM, Mr. Wang held an aggregate of 460,000,000 Shares (representing approximately 10.44% of the issued share capital of the Company. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions was 3,945,339,605, representing approximately 89.56% of the total issued share capital of the Company as at the date of the SGM;
- (3) as at the date of the SGM, the Subscriber and parties acting in concert with him did not hold any Shares and, accordingly, the Subscriber and parties acting in concert with him would not be entitled to, and did not, vote on any of the Resolutions at the SGM; and
- (4) there was no Share entitling the holder to attend and vote only against any of the Resolutions at the SGM.

Set out below are the poll results in respect of the Resolutions put to votes at the SGM:

ORDINARY RESOLUTIONS (Note 2)		No. of votes (%) (Note 1)	
		FOR	AGAINST
1.	<p>(a) To approve, confirm and ratify the Whitewash Waiver (as defined in the circular of the Company dated 7 July 2015 (the “Circular”)) granted or to be granted by the Executive (as defined in the Circular) to Mr. Wei Zhenyu (韋振宇) (being the Subscriber referred to in the Circular) and parties acting in concert with him, and to authorize any one director of the Company to do all such things and take all such action and execute all documents as he may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Whitewash Waiver;</p> <p>(b) to approve, confirm and ratify the Subscription Agreement (as defined in the Circular) and the Specific Mandate (as defined in the Circular), and to authorize any one director of the Company to do all such things and take all such action and execute all documents as he may consider to be necessary or desirable to implement any of the matters relating to or incidental to the Subscription Agreement and the Specific Mandate, and further to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate; and</p> <p>(c) to authorize any one director of the Company to do all such acts and things and execute such documents and take all steps which, in his opinion deemed necessary, desirable or expedient to implement and/or effect the transactions contemplated under the Whitewash Waiver, the Subscription Agreement and the Specific Mandate for and on behalf of the Company.</p>	1,701,495,227 (97.13%)	50,281,000 (2.87%)
2.	To appoint Mr. Wei Zhenyu (韋振宇) as an executive director and authorize the board of directors of the Company to fix his remuneration.	1,701,495,227 (97.13%)	50,281,000 (2.87%)
3.	To appoint Ms. Zhang Yiwen (張一文) as an executive director and authorize the board of directors of the Company to fix her remuneration.	1,701,495,227 (97.13%)	50,281,000 (2.87%)
4.	To re-elect Mr. Wang Haixiong (王海雄) as an executive director and to authorize the board of directors of the Company to fix his remuneration.	1,746,960,227 (99.73%)	4,816,000 (0.27%)

Notes:

- (1) The number of votes and percentage of voting Shares are based on the total number of the issued Shares held by the Independent Shareholders who voted at the SGM in person or by proxy.
- (2) The full text of each of the Resolutions is set out in the notice of the SGM dated 7 July 2015.

EFFECT ON THE SHAREHOLDING STRUCTURE

Set out below, for illustrative purposes, are the shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Subscription (assuming that there is no other change in the issued share capital of the Company):

Shareholders	Shareholding as at the date of this announcement		Shareholding immediately after completion of the Subscription	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Joyous Keen Limited (<i>Note 1</i>)	631,530,000	14.34	631,530,000	7.51
Subscriber (namely Mr. Wei Zhenyu) and parties acting in concert with him (<i>Note 2</i>)	0	0	4,000,000,000	47.59
Directors				
Wang Haixiong	460,000,000	10.44	460,000,000	5.47
Wong Howard	1,277,940	0.03	1,277,940	0.02
Wong Yat Fai	1,277,940	0.03	1,277,940	0.02
<i>Sub-total of non-public Shareholders:</i>	<i>1,094,085,880</i>	<i>24.84</i>	<i>5,094,085,880</i>	<i>60.61</i>
Public Shareholders	<u>3,311,253,725</u>	<u>75.16</u>	<u>3,311,253,725</u>	<u>39.39</u>
Total:	<u>4,405,339,605</u>	<u>100</u>	<u>8,405,339,605</u>	<u>100</u>

Notes:

1. Joyous Keen Limited is a company incorporated in Hong Kong and owned as to 50% by Chen Anfeng and Chong In Peng.
2. As at the date of this announcement, save for the Subscription (which, if successfully completed, would involve the allotment and issue of 4,000,000,000 new Shares to the Subscriber), the Subscriber and parties acting in concert with him do not hold, control or have direction over any outstanding options, warrants, or any securities that are convertible into Shares or any derivatives in respect of securities of the Company, or hold any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 21 July 2015, subject to the fulfillment of the conditions set out therein and the compliance by the Subscriber and his concert parties with the Takeovers Code. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder.

Shareholders and potential investors of the Company should note that the completion of the Subscription is still subject to the fulfillment or waiver (as the case may be) of the other Conditions set out under the section headed “*Conditions of the Subscription*” in the Circular. Further announcement will be made by the Company upon the completion of the Subscription.

By Order of the Board
China Jinhai International Group Limited
Wang Haixiong
Chairman

Hong Kong, 23 July 2015

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Wang Haixiong (*Chairman*)
Mr. Wong Howard
Mr. Wong Yat Fai
Ms. Chen Wei
Mr. Zhan Jianzhou

Independent non-executive Directors

Mr. Li Chi Ming
Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Frank H. Miu
Mr. Tsang Wing Ki

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, 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.