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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 AUGUST 2015**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 12 August 2015 have been passed.

The board of directors (the “**Board**”) of China Jinhai International Group Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company held on 12 August 2015 (the “**AGM**”) as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)<sup>(Note (a))</sup></b>	
		<b>For</b>	<b>Against</b>
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2015.	1,772,694,354 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Wong Yat Fai as an executive director of the Company.	N/A <i>(Note (b))</i>	N/A <i>(Note (b))</i>
3.	To re-elect Mr. Li Chi Ming as an independent non-executive director of the Company.	1,769,138,354 (99.80%)	3,556,000 (0.20%)
4.	To re-elect Mr. Kwok Chi Kwong as an independent non-executive director of the Company.	1,769,138,354 (99.80%)	3,556,000 (0.20%)
5.	To authorize the Board to appoint additional directors as and when the Board considers necessary and appropriate.	1,765,778,354 (99.80%)	3,556,000 (0.20%)
6.	To authorize the Board to fix the respective directors’ remuneration.	1,772,694,354 (100.00%)	0 (0.00%)

\* for identification purposes only

Ordinary Resolutions		Number of Votes (%) <sup>(Note (a))</sup>	
		For	Against
7.	To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix auditors' remuneration.	1,769,012,354 (99.79%)	3,682,000 (0.21%)
8.	To give a general mandate to the directors of the Company to purchase the Company's shares and warrants not exceeding 10% of the total number of issued shares of the Company and 10% of the total number of warrants of the Company, as at the date of passing of this resolution (the " <b>Buyback Mandate</b> ").	1,772,694,354 (100.00%)	0 (0.00%)
9.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution (the " <b>Issuance Mandate</b> ").	1,723,030,911 (97.20%)	49,663,443 (2.80%)
10.	Conditional upon the passing of resolutions nos. 8 and 9, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by adding the number of shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.	1,723,030,911 (97.20%)	49,663,443 (2.80%)
11.	To approve the refreshment of the total number of share options to be granted under the share option scheme of the Company.	1,731,430,911 (97.67%)	41,263,443 (2.33%)

*Notes:*

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As announced by the Company on 31 July 2015, Mr. Wong Yat Fai has resigned as an executive director of the Company with effect from 1 August 2015 and therefore did not stand for re-election at the AGM. Accordingly, the proposed resolution no. 2 had been withdrawn and was not put to the AGM.
- (c) As all or a majority of the votes were cast in favour of each of the resolutions no. 1 and nos. 3 to 11, all such ordinary resolutions were duly passed.
- (d) The total number of shares of the Company in issue as at the date of the AGM: 4,407,095,605 shares.
- (e) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 4,407,095,605 shares.

- (f) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (g) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (h) None of the shareholders of the Company have stated their intention in the Company’s circular dated 14 July 2015 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 12 August 2015

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

**Executive Directors**

Mr. Wang Haixiong (*Chairman*)  
Ms. He Xuan  
Mr. Li Yao

**Independent non-executive Directors**

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