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*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1360)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 7 DECEMBER 2017  
AND  
INSUFFICIENT NUMBER OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS**

References are made to the notice of annual general meeting (the “**AGM**”) dated 25 October 2017 (the “**AGM Notice**”) of Mega Expo Holdings Limited (the “**Company**”), the circular of the Company dated 25 October 2017 (the “**Circular**”) and the announcement of the Company dated 6 December 2017 in relation to the resignation of an executive director of the Company (the “**Announcement**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular and the Announcement.

**POLL RESULTS OF THE AGM**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that, at the AGM held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Hong Kong on Thursday, 7 December 2017 at 11:00 a.m., poll voting was adopted for the resolutions set out in the AGM Notice and proposed at the AGM (the “**Resolutions**”).

The Board hereby announces that, except for the Resolution 2(c), other Resolutions were duly passed by the shareholders of the Company by poll voting at the AGM.

As stated in the Announcement of the Company dated 6 December 2017, Mr. Lu Linyu (“**Mr. Lu**”) has tendered his resignation as an executive director of the Company with effect from 6 December 2017 and accordingly, the Resolution 2(b), namely “2(b) To re-elect Mr. Lu Linyu as executive Director” is no longer be applicable at the AGM.

The poll results for the Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)		Total Votes
		FOR	AGAINST	
1.	To receive and approve the audited consolidated financial statements and the reports of the directors of the Company (the “ <b>Director(s)</b> ”) and auditors of the Company for the year ended 30 June 2017	942,091,469 (100%)	0 (0.00%)	942,091,469
2.	(a) To re-elect Mr. Deng Zhonglin as executive Director	924,226,469 (98.10%)	17,865,000 (1.90%)	942,091,469
	(b) To re-elect Mr. Lu Linyu as executive Director	Not applicable	Not applicable	Not applicable
	(c) To re-elect Mr. Yang Bo as independent non-executive Director	22,455,969 (2.38%)	919,635,500 (97.62%)	942,091,469
	(d) To re-elect Mr. Tsang Wing Ki as independent non-executive Director	924,226,469 (98.10%)	17,865,000 (1.90%)	942,091,469
	(e) To authorise the board of Directors (the “ <b>Board</b> ”) to fix (which authority may be further delegated to its duly authorised committee) the Directors’ remuneration	924,226,469 (98.10%)	17,865,000 (1.90%)	942,091,469
3.	To re-appoint HLM CPA Limited as the auditor and to authorise the Board to fix their Remuneration	942,091,469 (100%)	0 (0.00%)	942,091,469
4.	To grant the general mandate to the Directors to allot, issue and otherwise deal with unissued shares of the Company (the “ <b>Issue Mandate</b> ”)	941,630,969 (99.95%)	460,500 (0.05%)	942,091,469

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)		Total Votes
		FOR	AGAINST	
5.	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the “ <b>Repurchase Mandate</b> ”)	942,091,469 (100%)	0 (0.00%)	942,091,469
6.	To approve the addition to the Issue mandate of the number of shares repurchased by the Company under the Repurchase Mandate	941,630,969 (99.95%)	460,500 (0.05%)	942,091,469

\* The full text of the above Resolutions were set out in the AGM Notice.

The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

## INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to Rules 3.10 and 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board must include at least three independent non-executive Directors and it is required to appoint independent non-executive Directors representing at least one-third of the Board.

Pursuant to Rule 3.21 of the Listing Rules, the audit committee of the Company (the “**Audit Committee**”) must comprise a minimum of three members, the majority of which must be independent non-executive Directors.

Pursuant to Rule 3.25 of the Listing Rules, the remuneration committee of the Company (the “**Remuneration Committee**”) must be chaired by an independent non-executive Director and be comprised of a majority of independent non-executive Directors.

Pursuant to code provision A.5.1 of the Corporate Governance Code (the “**Code**”) in Appendix 14 to the Listing Rules, the nomination committee of the Company (the “**Nomination Committee**”) must comprise a majority of independent non-executive Directors.

A majority of votes were cast against the Resolution 2(c), such Resolution was not passed as ordinary resolution. As a result, Mr. Yang Bo (“**Mr. Yang**”) was no longer an independent non-executive Director after the AGM. In the meantime, Mr. Yang ceased to be the chairman of the Remuneration Committee, and a member of both the Audit Committee and the Nomination Committee. The Board would like to express its sincere gratitude to the contributions of Mr. Yang to the Company during their tenure of office.

Immediately after the AGM, the compositions of the Board and the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company are as follows:

**The Board:**

*Executive Directors*

Mr. Deng Zhonglin (*Chairman and Chief Executive Officer*)

Ms. Zhang Jun

*Independent Non-executive Directors*

Mr. Choi Hung Fai

Mr. Tsang Wing Ki

**The Audit Committee:**

Mr. Tsang Wing Ki (*Chairman*)

Mr. Choi Hung Fai

**The Remuneration Committee:**

Mr. Deng Zhonglin

Mr. Tsang Wing Ki

**The Nomination Committee:**

Mr. Deng Zhonglin (*Chairman*)

Mr. Choi Hung Fai

Immediately after the AGM and as at the date of this announcement,

- (1) since the number of independent non-executive Directors are less than three;
- (2) since the number of members of the Audit Committee is less than three;
- (3) since the Remuneration Committee does not comprise of a majority of independent non-executive Directors, the Company is not in compliance with Rule 3.25 of the Listing Rules; and
- (4) since the Nomination Committee does not comprise of a majority of independent non-executive Directors, the Company is not in compliance with code provision A.5.1 of the Code.

The Company has made endeavors however more time is required to identify suitable candidates to be additional independent non-executive Director in order to comply with the Listing Rules and the Code. The Company will continue with such endeavors and will comply with the Listing Rules and the Code as soon as possible.

*Notes:*

- (a) The total number of Shares in issue as at the date of the AGM: 1,376,900,000 Shares. No Shareholder was required to abstain from voting on the Resolutions at the AGM. No Shareholder has indicated their intention in the Circular to vote against the Resolutions or to abstain from voting at the AGM.
- (b) The total number of shares of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: nil.
- (c) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 1,376,900,000 Shares.

By Order of the Board  
**Mega Expo Holdings Limited**  
**Deng Zhonglin**  
*Chairman*

Hong Kong, 7 December 2017

*As at the date of this announcement, the Board comprises Mr. Deng Zhonglin and Ms. Zhang Jun as executive Directors; Mr. Choi Hung Fai and Mr. Tsang Wing Ki as independent non-executive Directors.*