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(Stock Code: 1360)

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 9 FEBRUARY 2018**

The Board is pleased to announce that the ordinary resolutions regarding the Sale and Purchase Agreement and the Placing Agreement were duly passed at the EGM held on 9 February 2018 by way of poll.

Reference is made to the circular of Mega Expo Holdings Limited (the “**Company**”) dated 19 January 2018 (the “**Circular**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as those defined in the Circular.

As at the date of the EGM, there were 1,376,900,000 issued Shares entitling the holders to attend and vote at the EGM. There were no Shareholders that are required under the Listing Rules to abstain from voting at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM pursuant to Rule 13.40 of the Listing Rules. No Shareholders had stated their intention in the Circular to vote against the resolutions or to abstain from voting at the EGM.

Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGM.

The Board is pleased to announce that the ordinary resolutions regarding the Sale and Purchase Agreement and the Placing Agreement were duly passed by the Shareholders by way of poll at the EGM held on 9 February 2018. The poll results are as follows:

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
1.	<p>(a) To approve, confirm and ratify the conditional Sale and Purchase Agreement dated 24 November 2017 entered into between the Company and Mr. Liu Jianping in relation to the acquisition of the entire issued share capital of Cheer Sino Investment Holdings Limited (as detailed in the Circular) and the transactions contemplated thereunder;</p> <p>(b) To authorise the Directors to issue the CNs in the aggregate principal amount of HK\$168,000,000 convertible into ordinary shares of the Company, conditional upon the fulfillment of the conditions set out in the Sale and Purchase Agreement;</p> <p>(c) To grant the Directors a specific mandate to allot and issue such number of Conversion Shares upon exercise of the conversion rights attached to the CNs to the holder of the CNs, conditional upon the listing committee of the Stock Exchange granting the listing of and permission to deal in the Conversion Shares; and</p> <p>(d) To authorise the Directors to implement and take all such steps and do all such acts and things and execute all such documents which they consider necessary, desirable or expedient to give effect to the Sale and Purchase Agreement, the CNs and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company and the Shareholders as a whole.</p>	<p>598,020,259 (98.22%)</p>	<p>10,835,000 (1.78%)</p>

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
2.	<p>(a) To approve, confirm and ratify the conditional Placing Agreement dated 24 November 2017 entered into between the Company and Kingston Securities Limited in relation to the placing of up to 68,600,000 ordinary shares of the Company at the placing price of HK\$1.5 per Placing Share on a best effort basis (as detailed in the Circular) and the transaction contemplated thereunder;</p> <p>(b) To authorise the Directors to issue the Placing Shares in accordance with the terms and conditions of the Placing Agreement, conditional upon the fulfillment of the conditions set out in the Placing Agreement;</p> <p>(c) To grant the Directors a specific mandate to allot and issue the Placing Shares in accordance with the terms and conditions of the Placing Agreement, conditional upon the listing committee of the Stock Exchange granting the listing of and permission to deal in the Placing Shares; and</p> <p>(d) To authorise the Directors to implement and take all such steps and do all such acts and things and execute all such documents which they consider necessary, desirable or expedient to give effect to the Placing Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as are, in the opinion of the Directors, in the interests of the Company and the Shareholders as a whole.</p>	<p>581,560,259 (98.17%)</p>	<p>10,835,000 (1.83%)</p>

*Note:* The full text of the ordinary resolutions is set out in the Notice of the EGM.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1 and 2 at the EGM, each of these resolutions was duly passed as an ordinary resolution of the Company.

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

Hong Kong, 9 February 2018

*As at the date of this announcement, the board of Directors comprises Mr. Deng Zhonglin, Ms. Zhang Jun and Mr. Au-Yong Shong Samuel as executive Directors; and Mr. Choi Hung Fai, Mr. Tsang Wing Ki and Dr. Wong Kong Tin, JP as independent non-executive Directors.*