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ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0922)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 AUGUST 2018, (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES AND (3) NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21

The Board is pleased to announce that:

- (1) all the resolutions set out in the Notice dated 20 July 2018 were duly passed by the Shareholders by way of poll at the AGM held on 28 August 2018; and
- (2) Mr. Lai retired as an independent non-executive Director and ceased to be a member of each of the audit committee, remuneration committee and the nomination committee of the Company with effect from the conclusion of the AGM on 28 August 2018.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of Anxian Yuan China Holdings Limited (the “**Company**”) both dated 20 July 2018 in relation to, among other matters, proposals in relation to the general mandates to issue and repurchase Shares, re-election of Directors and adoption of New Share Option Scheme. Terms used in this announcement shall have the same meanings as those defined in the Circular and the Notice unless defined otherwise herein.

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the Notice dated 20 July 2018 were duly passed by the Shareholders by way of poll at the AGM held on 28 August 2018.

* *For identification purposes only*

The Company's branch share registrar in Hong Kong, Tricor Abacus Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 March 2018.	4,417,566,023 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
2.	(i) (a) To re-elect Mr. Wang Hongjie as non-executive Director.	4,417,566,023 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
	(i) (b) To re-elect Mr. Chan Koon Yung as independent non-executive Director.	4,417,566,023 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
	(ii) To authorise the Board to fix the remuneration of the Directors.	4,417,566,023 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3.	To appoint Ernst & Young as auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration.	4,417,566,023 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the existing issued share capital.	4,414,426,023 (99.93%)	3,140,000 (0.07%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
5.	To grant a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	4,417,566,023 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
6.	To extend the general mandate granted to the Directors to issue and allot the shares repurchased by the Company under the mandate granted to the Directors under Resolution 5.	4,414,426,023 (99.93%)	3,140,000 (0.07%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
7.	To adopt the New Share Option Scheme.	4,414,426,023 (99.93%)	3,140,000 (0.07%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 7,405,452,600 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the AGM. There were no restrictions on any Shareholder casting votes on any of the Resolutions at the AGM. There was no party who has stated the intention in the Circular to vote against the relevant Resolutions or to abstain at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF BOARD COMMITTEES MEMBERS

Reference is made to the Circular regarding the resolutions for the re-election of Directors to be proposed at the AGM, pursuant to which, Mr. Lai Chun Yu (“**Mr. Lai**”) indicated that he would not offer himself for re-election as a Director at the AGM. Accordingly, the Board announces that Mr. Lai retired as an independent non-executive Director and ceased to be a member of each of the audit committee, remuneration committee and the nomination committee of the Company with effect from the conclusion of the AGM on 28 August 2018. Mr. Lai has confirmed that he has no disagreement with the Board and there is no matter of his retirement that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere appreciation to Mr. Lai for his valuable effort and contribution to the Company during his tenure of services with the Company.

NON-COMPLIANCE WITH RULE 3.10(1) AND RULE 3.21 OF THE LISTING RULES

Following the retirement of Mr. Lai, the Company has only two independent non-executive Directors, hence failing to meet the requirement of having at least three independent non-executive directors on the Board under Rule 3.10(1) of the Listing Rules. Further, the Company no longer fulfils the requirement on the minimum number of non-executive directors for the formation of the audit committee of the Board as stipulated in Rule 3.21 of the Listing Rules.

The Board is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive Director and will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within the three-month period from 28 August 2018 pursuant to Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By Order of the Board
ANXIAN YUAN CHINA HOLDINGS LIMITED
Shi Hua
Chairman

Hong Kong, 28 August 2018

Following the conclusion of the AGM, the Board comprises three executive directors, namely Mr. Shi Hua, Mr. Shi Jun and Mr. Law Fei Shing; one non-executive director, namely Mr. Wang Hongjie; and two independent non-executive directors, namely Mr. Chan Koon Yung and Mr. Lum Pak Sum.