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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: 00922)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING**

The Board is pleased to announce that all the Resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the SGM held on 28 May 2020.

Pursuant to the expected timetable as set out in the Circular, (a) the last day of dealings in the Shares on a cum-rights basis will be Monday, 15 June 2020; (b) the Shares will be dealt with on an ex-rights basis from Tuesday, 16 June 2020; and (c) the Prospectus Documents will be despatched to the Qualifying Shareholders on Friday, 26 June 2020.

Reference is made to the circular (the “**Circular**”) of Anxian Yuan China Holdings Limited (the “**Company**”) in relation to the proposed Rights Issue and the notice (the “**Notice**”) of special general meeting of the Company (the “**SGM**”) both dated 29 April 2020. Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the Notice were duly passed by the Shareholders by way of poll at the SGM held on 28 May 2020.

\* For identification purposes only

As at the date of the SGM, the Company had a total of 888,545,260 Shares in issue. There were no Shares entitling the Shareholders to attend and vote only against any of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates have abstained from voting on the resolution approving the Rights Issue at the SGM. Save for the Concert Group and Mr. Law (being an executive Director), no Shareholder has abstained from voting on the resolution approving the Whitewash Waiver at the SGM. Save for the aforesaid, none of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the SGM. As such, there were a total of 671,367,260 Shares, representing 75.56% of the total issued shares of the Company as at the date of SGM, entitling holders to attend and vote for or against the Resolutions proposed at the SGM.

Tricor Abacus Limited, the Company's Hong Kong branch share registrar and transfer office, acted as the scrutineer for the purpose of vote-taking at the SGM.

The full text of the Resolutions was set out in the Notice. The poll results in respect of the Resolutions as set out in the Notice are as follows:

<b>ORDINARY RESOLUTION</b> <i>(note 1)</i>		<b>Number of votes</b> <i>(approximate %) (note 2)</i>		<b>Total number of votes</b>
		<b>For</b>	<b>Against</b>	
1.	To approve the Rights Issue	385,390,733 (100%)	0 (0%)	385,390,733
<b>SPECIAL RESOLUTION</b> <i>(note 1)</i>				
2.	To approve the Whitewash Waiver	385,390,733 (100%)	0 (0%)	385,390,733

*Note 1: Please refer to the Notice for full version of the Resolutions.*

*Note 2: The number and approximate percentage of votes as stated above are based on the total number of Shares held by the Independent Shareholders who attended and voted at the SGM in person, by authorised corporate representative or by proxy.*

As more than 50% of the votes were casted in favour of the Resolution 1, the Resolution 1 was duly passed as an ordinary resolution of the Company.

As more than 75% of the votes were casted in favour of Resolution 2, the Resolution 2 was duly passed as a special resolution of the Company.

## **GRANT OF WHITEWASH WAIVER**

The executive has granted the Whitewash Waiver on 26 May 2020, subject to (i) the Whitewash Waiver and the Rights Issue being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by Mr. H Shi and his concert parties between the date of the Announcement and the completion of the Rights Issue.

## EFFECT OF SHAREHOLDING STRUCTURE

### Effects on the Shareholding Structure of the Company

Set out below is the shareholding structure of the Company (i) as at the date of the SGM; and (ii) immediately after completion of the Rights Issue (assuming no further Shares will be issued or repurchased from the date of the SGM up to the Record Date):

	As at the date of the SGM		Immediately after completion of the Rights Issue					
			Assuming all Shareholders have taken up the Rights Shares		Assuming only Mr. H Shi and Mr. J Shi had taken up their Rights Shares entitlement		Assuming only Mr. H Shi and Mr. J Shi had taken up their Rights Shares entitlement and Mr. H Shi had taken up the maximum number of excess Rights Shares (i.e. 1,011,250,890 Shares)	
			<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Mr. H Shi <i>(Notes 1 and 2)</i>	202,178,000	22.75	505,445,000	22.75	505,445,000	41.77	1,516,695,890	68.28
Mr. J Shi <i>(Note 3)</i>	12,200,000	1.37	30,500,000	1.37	30,500,000	2.52	30,500,000	1.37
Sub-total of the Concert Group	214,378,000	24.12	535,945,000	24.12	535,945,000	44.29	1,547,195,890	69.65
Mr. Law Fei Shing <i>(Note 4)</i>	2,800,000	0.32	7,000,000	0.32	2,800,000	0.23	2,800,000	0.13
Public Shareholders	671,367,260	75.56	1,678,418,150	75.56	671,367,260	55.48	671,367,260	30.22
<b>Total</b>	<b>888,545,260</b>	<b>100.0</b>	<b>2,221,363,150</b>	<b>100.0</b>	<b>1,210,112,260</b>	<b>100.0</b>	<b>2,221,363,150</b>	<b>100.0</b>

#### Notes:

- The 180,000,000 Shares out of 202,178,000 Shares are held by Master Point Overseas Limited, which is a company incorporated under the laws of the British Virgin Islands, the entire issued share capital of which is legally and beneficially owned by Mr. H Shi, an executive Director. The remaining 22,178,000 Shares out of the 202,178,000 Shares are held by Mr. H Shi in personal interests.
- Mr. H Shi is the chairman of the Company and an executive Director.
- Mr. J Shi is the chief executive officer of the Company and an executive Director. Mr. J Shi is the son of Mr. H Shi.
- Mr. Law Fei Shing is an executive Director.
- Save as disclosed above, none of the Directors have any shareholding in the Company.

## COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS

The Rights Issue will proceed in accordance with the expected timetable as set out in the Circular dated 29 April 2020. Pursuant to the expected timetable, the last day of dealings in the Shares on a cum-rights basis will be Monday, 15 June 2020 and the Shares will be dealt with on an ex-rights basis from Tuesday, 16 June 2020.

**The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms and the Executive granting the Whitewash Waiver to Mr. H Shi. Please refer to the paragraph headed “Conditions of the Rights Issue” under the section headed “Proposed Rights Issue” in the Circular. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders or transferees of nil-paid Rights Shares will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.**

**Any dealings in the Shares up to the date on which all conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

By Order of the Board  
ANXIAN YUAN CHINA HOLDINGS LIMITED  
SHI HUA  
Chairman

Hong Kong, 28 May 2020

*As at the date of this announcement, 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 three independent non-executive Directors, namely Mr. Chan Koon Yung, Mr. Lum Pak Sum and Mr. Yao Hong.*

*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.*