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## **PROVIEW INTERNATIONAL HOLDINGS LIMITED**

**唯冠國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 334)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 23RD JULY, 2014**

#### **SGM RESULTS**

The Board announces that (i) Special Resolutions No. 1 and 4 as set out in the Notice were not approved; (ii) Special Resolutions No. 9 and 10 as set out in the Notice were passed; (iii) Ordinary Resolution No. 7 as set out in the Notice was not approved; and (iv) Ordinary Resolutions No. 2, 3, 5, 6, 8, 11, 12, 13 and 14 as set out in the Notice were passed, by Shareholders or the Independent Shareholders respectively (as the case may be) by way of poll at the SGM held on 23rd July, 2014.

#### **VALIDITY OF THE SGM RESULTS**

At the beginning of the SGM, a Shareholder objected to the disenfranchisement of its voting rights for certain resolutions at the SGM. Subsequent to the SGM, the Company received a written advice from such Shareholder alleging that the Company has deprived it of its voting rights in the SGM, and that it will take legal actions to invalidate the SGM. The Company is taking legal advice on the allegation, and its impact on the validity of the voting results of the SGM and will issue further announcement(s) as and when appropriate. **Shareholders and investors are therefore advised that the results of the SGM as set out in this announcement may or may not be valid.**

Reference is made to the circular of Proview International Holdings Limited dated 30th June, 2014 (the "Circular") in relation to, among other things, the Capital Restructuring, the Debt Restructuring (involving the Schemes and the Subscription Agreement for the subscription of the Bonds A), the acquisition of the entire equity interest of TCL Display by the Company, which constitutes a reverse takeover (including the issue of the Consideration Shares, the Convertible Bonds, Bond B, the

\* For identification purposes only

Unwinding, the Sale Shares Mortgage and the Continuing Connected Transactions), the Open Offer (including the Underwriting Agreement and the transactions contemplated thereunder), the Special Deal, the proposed Change of Company Name, the appointment of the Proposed Directors, the proposed adoption of the New Bye-laws and New Share Option Scheme and the grant of the Issue Mandate and Repurchase Mandate. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Circular.

## POLL RESULTS AT THE SGM

The poll results at the SGM in respect of the resolutions were as follows:

No.	Resolutions	Number of Votes (%)	
		For	Against
	<b>Special Resolution</b>		
1.	To approve the Capital Restructuring	24,612,429 (58.90%)	17,172,000 (41.10%)
	<b>Ordinary Resolutions</b>		
2.	To approve, confirm and ratify the implementation of the Schemes	24,612,429 (58.90%)	17,172,000 (41.10%)
3.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder (including the issue of the Bonds A)	24,612,429 (58.90%)	17,172,000 (41.10%)
	<b>Special Resolution</b>		
4.	To approve, confirm and ratify the Acquisition Agreement and the transactions contemplated thereunder (including but not limited to the issue and allotment of the Consideration Shares, the issue of the Convertible Bonds, the issue of the Bond B, the Unwinding, the Sale Shares Mortgage)	24,562,429 (58.78%)	17,222,000 (41.22%)
	<b>Ordinary Resolutions</b>		
5.	To approve, confirm and ratify the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Open Offer Shares, the underwriting of the Open Offer Shares and the application of the proceeds from the Open Offer to repay the Investor Loan)	24,612,429 (58.90%)	17,172,000 (41.10%)
6.	To approve the Special Deal	24,612,429 (58.90%)	17,172,000 (41.10%)

No.	Resolutions	Number of Votes (%)	
		For	Against
7.	To approve the Master Sale and Purchase Agreement, the Master Sourcing and Import Handling Services Agreement, the Master Financial Services Agreement, the Licensing Agreement, the Lease Agreement and annual caps respectively contemplated thereunder	17,328,429 (41.47%)	24,456,000 (58.53%)
8.	(a) To approve the appointment of Ms. Yang Yunfang as an executive Director to take effect upon the earliest date after Completion permitted under the Takeovers Code	256,055,153 (93.72%)	17,172,000 (6.28%)
	(b) (i) To approve the appointment of Mr. Li Yuguo as an executive Director to take effect upon Resumption	248,771,153 (91.05%)	24,456,000 (8.95%)
	(ii) To approve the appointment of Mr. Li Jian as an executive Director to take effect upon Resumption	248,771,153 (91.05%)	24,456,000 (8.95%)
	(iii) To approve the appointment of Ms. Jing Chunmei as an executive Director to take effect upon Resumption	256,055,153 (93.72%)	17,172,000 (6.28%)
	(iv) To approve the appointment of Mr. Ouyang Hongping as an executive Director to take effect upon Resumption	256,055,153 (93.72%)	17,172,000 (6.28%)
	(v) To approve the appointment of Ms. Hsu Wai Man Helen as an independent non-executive Director to take effect upon Resumption	248,771,153 (91.05%)	24,456,000 (8.95%)
	(vi) To approve the appointment of Mr. Xu Yan as an independent non-executive Director to take effect upon Resumption	256,055,153 (93.72%)	17,172,000 (6.28%)
	(vii) To approve the appointment of Mr. Li Yang as an independent non-executive Director to take effect upon Resumption	256,055,153 (93.72%)	17,172,000 (6.28%)
	(c) To authorise the Board to fix remuneration of Directors	254,521,153 (93.15%)	18,706,000 (6.85%)
	<b>Special Resolutions</b>		
9.	To approve the change of English name of the Company and the adoption of a new secondary name of the Company	256,175,153 (93.72%)	17,172,000 (6.28%)
10.	To approve and adopt the new bye-laws of the Company	256,175,153 (93.72%)	17,172,000 (6.28%)

No.	Resolutions	Number of Votes (%)	
		For	Against
<b>Ordinary Resolutions</b>			
11.	To approve and adopt the New Share Option Scheme	248,891,153 (91.05%)	24,456,000 (8.95%)
12.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company	248,891,153 (91.05%)	24,456,000 (8.95%)
13.	To grant a general mandate to the Directors to repurchase shares of the Company	256,175,153 (93.72%)	17,172,000 (6.28%)
14.	To extend the general mandate granted to the Directors with additional shares repurchased by the Company	248,891,153 (91.05%)	24,456,000 (8.95%)

**At the SGM:**

- (i) for Special Resolutions No. 1 and 4, as less than 75% of the votes were cast in favour of each of such special resolution by Independent Shareholders, each of such special resolution was not approved as a special resolution of the Company;
- (ii) for Special Resolutions No. 9 and 10, as more than 75% of the votes were cast in favour of each of such special resolution by Shareholders, each of such special resolution was passed as a special resolution of the Company;
- (iii) for Ordinary Resolution No. 7, as less than 50% of the votes were cast in favour of such ordinary resolution by Independent Shareholders, such ordinary resolution was not approved as an ordinary resolution of the Company; and
- (iv) for Ordinary Resolutions No. 2, 3, 5, 6, 8, 11, 12, 13 and 14, as more than 50% of the votes were cast in favour of each of such ordinary resolution by the Shareholders or the Independent Shareholders respectively (as the case may be), each of such ordinary resolution was passed as an ordinary resolution of the Company.

As at the date of the SGM, the total number of issued Shares was 772,008,992 Shares, which was the total number of Shares entitling all the Shareholders to attend and vote for or against resolutions numbered 8, 9, 10, 11, 12, 13 and 14 set out in the Notice.

The resolutions numbered 1, 2, 3, 4, 5, 6 and 7 set out in the Notice were required to be voted by the Independent Shareholders by way of poll. The Investor and TCL Industries and their respective concert parties and associates and the Interested Shareholders (including Tatung Company and its associates) required to abstain from voting on resolutions in relation to the Capital Restructuring, the Acquisition Agreement and transactions contemplated thereunder (including the issue of the Consideration Shares, the Convertible Bonds, the Bond B, the Unwinding (being off-market Share buy-backs under the Share Buy-backs Code), the Sale Shares Mortgage and the Continuing Connected Transactions), the Debt

Restructuring and the Subscription Agreement and the respective transactions contemplated thereunder, the Open Offer (including the Underwriting Agreement and the transactions contemplated thereunder) and the Special Deal. As at the date of the SGM, the Investor and TCL Industries and their respective concert parties and associates and the Interested Shareholders (including Tatung Company and its associates), held an aggregate of 356,752,724 Shares, representing approximately 46.21% of the total issued share capital of the Company. Each of the Investor and TCL Industries and their respective concert parties and associates has abstained from voting on such resolutions. Tatung Company and its associates have not voted on any resolution proposed at the SGM.

In addition, Mr. Yang Long-san (“Mr. Yang”) was required to abstain from voting in favour of any resolution approving the Acquisition in respect of all of his shareholdings in the Company as at the SGM according to Rule 14.55 of the Listing Rules. As at the date of the SGM, 7,000,000 Shares were registered in the name of Mr. Yang, representing approximately 0.91% of the total issued share capital of the Company. However, the Company has been notified by the Hong Kong Official Receiver (“Official Receiver”) that it is the trustee-in-bankruptcy of Mr. Yang against whom a bankruptcy order was made by the High Court of Hong Kong in 2010. Therefore, pursuant to the Bye-laws of the Company, the Official Receiver instead of Mr. Yang was entitled to vote in the SGM in respect of the 7,000,000 Shares registered in the name of Mr. Yang. Save as mentioned above, none of the other Shareholders was required to abstain from voting on resolutions no. 1, 2, 3, 4, 5, 6 and 7 at the SGM. In light of the above, as at the date of the SGM, the total number of issued Shares entitling the Independent Shareholders to attend and vote for such resolutions was 415,256,268 Shares.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purposes of vote-taking.

## **STATUS OF THE CAPITAL REDUCTION, SHARE CONSOLIDATION AND INCREASE IN AUTHORISED CAPITAL**

As set out in the Circular, the Capital Reduction, Share Consolidation and Increase in Authorised Capital were expected to be effective on 24th July, 2014 upon, inter alia, approval by Shareholders by way of a special resolution at the SGM. As Special Resolution No. 1 was not approved as a special resolution of the Company, the Capital Reduction, Share Consolidation and Increase in Authorised Capital has not become unconditional and thus will not become effective on 24th July, 2014.

## **VALIDITY OF THE SGM RESULTS**

At the beginning of the SGM, a Shareholder objected to the disenfranchisement of its voting rights for certain resolutions at the SGM. Subsequent to the SGM, the Company received a written advice from such Shareholder alleging that the Company has deprived it of its voting rights in the SGM, and that it will take legal actions to invalidate the SGM.

The Company is taking legal advice on the allegation, and its impact on the validity of the voting results of the SGM and will issue further announcement(s) as and when appropriate.

Shareholders and investors are therefore advised that the results of the SGM as set out in this announcement may or may not be valid.

#### **CONTINUED SUSPENSION OF TRADING IN THE SHARES**

Trading in the Shares on the Stock Exchange has been suspended since 2:30 p.m. on 2nd August, 2010. Until fulfilment of all the Resumption Requirements set by the Listing Committee, trading in the Shares will continue to be suspended.

The transactions contemplated under the Revised Resumption Proposal are subject to a number of conditions to be fulfilled, including Shareholders, third party and regulatory approvals, which may or may not be satisfied on or before the Long Stop Date and as relevant ordinary resolutions and special resolutions in relation to certain transactions contemplated under the Revised Resumption Proposal had not been approved by the Independent Shareholders at the SGM and as such, Completion may or may not take place.

Trading in the Shares or New Shares will remain suspended until further notice.

Shareholders should note that the Shares may be delisted from the Stock Exchange if Completion does not take place. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board  
**PROVIEW INTERNATIONAL HOLDINGS LIMITED**  
**Sun Min**  
*Chairlady*

Hong Kong, 23rd July, 2014

*As at the date of this announcement, the Directors of the Company are Mr. Lu Gui-fang, Mr. Chang I-Sun, Mr. Han Su, Mr. Yu Genming and Ms. Sun Min. 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 statements in this announcement misleading.*