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## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 MAY 2009**

The Board is pleased to announce that the Ordinary Resolutions as set out in the Notice of EGM were duly passed by the Independent Shareholders and Top Good CB Independent Shareholders by way of poll at the EGM.

Reference is made to the notice of extraordinary general meeting (the “EGM”) of China Fortune Group Limited (the “Company”) dated 8 May 2009 (the “Notice of EGM”) and the circular of the Company dated 8 May 2009 (the “Circular”) in relation to, amongst other things, (i) the entering into of the ESL Agreement between ESL Vendor and the Purchaser; (ii) the entering into of the EFL Agreement between the EFL Vendor and the Purchaser; (iii) the issuance of Top Good Convertible Bonds; (iv) the proposed refreshment of the Existing General Mandate; and (v) the proposed refreshment of the Existing Scheme Mandate Limit. Unless defined otherwise, terms used herein shall have the same meanings as those defined in the Circular.

## RESULTS OF THE EGM

The Board is pleased to announce that all the ordinary resolutions as set out in the Notice of EGM (the “Ordinary Resolutions”) were duly passed at the EGM held on Friday, 29 May 2009.

The Company’s registrar in Hong Kong, namely, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Based on the report issued by Union Registrars Limited, the poll results in respect of the Ordinary Resolutions considered at the EGM were as follows:

ORDINARY RESOLUTIONS	Number of votes		Total number of vote cast
	For	Against	
1. To approve, confirm and ratify the sale and purchase agreement dated 6 March 2009 entered into between Pioneer (China) Limited and Fortune Financial (Holdings) Ltd in relation to the acquisition of the remaining 49 per cent. of the issued share capital of Excalibur Securities Limited and the transactions contemplated thereby under resolution numbered 1 in the Notice of EGM	191,868,000 (100%)	0 (0%)	191,868,000
2. To approve, confirm and ratify the sale and purchase agreement dated 6 March 2009 entered into between Pioneer (China) Limited and Fortune Financial (Holdings) Ltd in relation to the acquisition of the remaining 49 per cent. of the issued share capital of Excalibur Futures Limited and the transactions contemplated thereby under resolution numbered 2 in the Notice of EGM	191,868,000 (100%)	0 (0%)	191,868,000

ORDINARY RESOLUTIONS	Number of votes		Total number of vote cast
	For	Against	
3. To approve, confirm and ratify the conditional subscription agreement dated 6 May 2009 entered into between the Company (as issuer) and Top Good Holdings Limited (as subscriber) in respect of the convertible bond to be issued by the Company in the principal amount of HK\$32 million to the subscriber and the transactions contemplated thereby under resolution numbered 3 in the Notice of EGM	191,868,000 (100%) <i>(Note)</i>	0 (0%)	191,868,000 <i>(Note)</i>
4. To grant a general mandate to the directors of the Company to allot, issue and deal with the securities in the share capital of the Company under resolution numbered 4 in the Notice of EGM	191,868,000 (100%)	0 (0%)	191,868,000
5. To approve the refreshment of the scheme limit of the share option scheme of the Company up to 10 per cent. of the number of Shares in issue as at the date of passing this resolution and to authorise the directors to do all such acts and execute all such documents as may be necessary or expedient to give effect to the refreshed scheme mandate limit under resolution numbered 5 in the Notice of EGM	191,868,000 (100%)	0 (0%)	191,868,000

*Note:* The Company was notified by the Subscriber that it had inadvertently placed a vote for the Ordinary Resolution number 3 due to clerical error. That said, even if the Subscriber's 53,738,000 Shares are to be subtracted from the existing number of Shares voted, 138,130,000 Shares of votes have been casted and voted in favour of and no Shares are voted against Ordinary Resolution number 3.

As at the date of the EGM, the issued share capital of the Company comprised 756,070,000 Shares.

As at the date of the EGM, (i) the ESL Vendor or the EFL Vendor (as the case may be) is interested in as to 49% of both of the issued share capital of Excalibur Securities and Excalibur Futures which are both 51% subsidiaries of the Company; and (ii) a substantial Shareholder, Mr. Lao Chio Kuan, is interested in as to approximately 50.92% of the ESL Vendor or the EFL Vendor (as the case may be), and thus the ESL Vendor or the EFL Vendor (as the case may be) is an associate of the Company. Accordingly, the ESL Vendor or the EFL Vendor (as the case may be), Mr. Lao Chio Kuan and their associates are required to abstain from voting to approve numbers 1 and 2 of the Ordinary Resolutions in relation to the ESL Agreement, the EFL Agreement at the EGM. As at the date of the EGM, Mr. Lao Chio Kuan is interested in 200,000,000 Shares, the total number of Shares entitling the holders to attend and vote for or against numbers 1 and 2 of the Ordinary Resolution at the EGM was 556,070,000 Shares, representing approximately 73.55% of the total issued share capital of the Company as at the date of the EGM. The ESL Vendor or the EFL Vendor (as the case may be), Mr. Lao Chio Kuan and their associates had abstained from voting at numbers 1 and 2 of the Ordinary Resolutions at the EGM.

As at the date of the EGM, the Subscriber is interested in 53,738,000 Shares. Accordingly, the Subscriber and its associates are required to abstain from voting to approve number 3 of the Ordinary Resolutions in relation to the Top Good Convertible Bonds at the EGM. The total number of Shares entitling the holders to attend and vote for or against number 3 of the Ordinary Resolution at the EGM was 702,332,000 Shares, representing approximately 92.89% of the total issued share capital of the Company as at the date of the EGM. The Company was notified by the Subscriber that it had inadvertently placed a vote for the Ordinary Resolution number 3 due to clerical error. That said, even if the Subscriber's 53,738,000 Shares are to be subtracted from the existing number of Shares voted, 138,130,000 Shares of votes have been casted and voted in favour of and no Shares are voted against Ordinary Resolution number 3. Accordingly, Ordinary Resolution number 3 has been duly passed by the Top Good CB Independent Shareholders.

In accordance to Rule 13.36(4) of the Listing Rules, the granting of the Refreshed General Mandate requires approval of the General Mandate Independent Shareholders at the EGM. As at the date of the EGM, the Company has no controlling Shareholders, and none of the Directors, the chief executive of the Company nor their respective associates are interested in any Shares. Accordingly, no Shareholders are required to abstain from voting at the EGM in favour of number 4 of the Ordinary Resolutions.

Save and except for the abovementioned, there were no restrictions on any Shareholders to cast votes on the Ordinary Resolutions.

By Order of the Board  
**China Fortune Group Limited**  
**Ng Cheuk Fan, Keith**  
*Managing Director*

Hong Kong, 29 May 2009

*As at the date of this announcement, the board of directors of the Company consists of three executive directors, namely Mr. Sun Tak Yan, Desmond (Chairman), Mr. Ng Cheuk Fan, Keith (Managing Director) and Mr. Yeung Kwok Leung; and three independent non-executive directors, namely Mr. Tam B Ray Billy, Mr. Ng Kay Kwok and Mr. Lam Ka Wai, Graham.*