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寶源控股有限公司
Bao Yuan Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 692)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD AT 9:00 A.M. ON 3 FEBRUARY 2012**

POLL RESULTS OF SGM

The Board is pleased to announce that the ordinary resolutions as set out in the Notice contained in the Circular were duly approved by the Shareholders by way of poll at the SGM held on 3 February 2012.

References are made to the Company's circular (the "**Circular**") and notice of SGM (the "**Notice**") both dated 14 January 2012 in relation to the Refreshment of Existing General Mandate and the Refreshment of the Scheme Mandate Limit. Terms used in this announcement shall have the same meanings as defined in the Circular unless defined otherwise.

POLL RESULTS OF SGM

The SGM was held at 9:00 a.m. on 3 February 2012 to consider the ordinary resolutions to approve the Refreshment of Existing General Mandate and the Refreshment of the Scheme Mandate Limit, which were subject to the approval of the Shareholders (where applicable, the Independent Shareholders) by way of poll at the SGM. Details of the ordinary resolutions were set out in the Notice contained in the Circular.

The Board is pleased to announce that the ordinary resolutions as set out in the Notice contained in the Circular were duly approved by the Shareholders by way of poll at the SGM.

The Company's branch share registrars and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll results of the resolutions are as follows:

ORDINARY RESOLUTIONS	Number of votes (%)	
	FOR	AGAINST
To approve the Refreshment of Existing General Mandate	110,919,100 (99.24%)	851,836 (0.76%)
To approve the Refreshment of the Scheme Mandate Limit	110,919,100 (99.24%)	851,836 (0.76%)

As at the date of the SGM, the total number of Shares in issue was 404,941,844. Pursuant to Rule 13.36(4)(a) of the Listing Rules, any controlling Shareholders and their respective associates, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the Refreshment of Existing General Mandate to be proposed at the SGM. As there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the Refreshment of Existing General Mandate. As at the date of the SGM, Mr. Yiu Kwok Ming, Tommy, being the non-executive Director, interested in 51,811 Shares, has abstained from voting on the relevant resolution to approve the Refreshment of Existing General Mandate. The remaining total number of Shares in issue entitling the holders to attend and vote for or against the relevant resolution to approve the Refreshment of Existing General Mandate at the SGM was 404,890,033 Shares, representing approximately 99.99% of the total issued share capital of the Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to approve the Refreshment of the Scheme Mandate Limit at the SGM. There was no Share entitling the holders to attend and vote only against the ordinary resolutions at the SGM.

By order of the Board
Bao Yuan Holdings Limited
Wong Man Pan
Executive Director

Hong Kong, 3 February 2012

As at the date of this announcement, the Board comprises three executive Directors namely, Mr. Yim Hin Keung, Mr. Wong Man Pan and Mr. Tsang King Sun, one non-executive Director, Mr. Yiu Kwok Ming, Tommy, and three independent non-executive Directors namely, Mr. Ng Lok Kei, Mr. Liang Jin An and Mr. Chan Hon Yuen.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.