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SHANGHAI MIN

**Xiao Nan Guo Restaurants Holdings Limited**

**小南國餐飲控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3666)**

## **POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 24 JULY 2014**

### **POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING**

At the extraordinary general meeting (the “EGM”) of Xiao Nan Guo Restaurants Holdings Limited (the “Company”) held on 24 July 2014, the proposed resolution as set out in the notice of the EGM dated 7 July 2014 was taken by way of poll.

As at the date of the EGM, the total number of issued shares of the Company was 1,478,826,000 shares. So far as the Directors are aware, Ms. WANG Huimin, Ms. WANG Huili and Mr. WANG Hairong and their associates, which in aggregate controlled or were entitled to exercise control over the voting rights in respect of 782,400,000 shares, representing approximately 52.91% of the total issued share capital of the Company as at the date of the EGM, were required to abstain and did abstain from voting on the resolution at the EGM. Accordingly, the total number of shares entitling the independent shareholders to attend and vote for or against the resolution at the EGM was 696,426,000 shares.

There were no shares of the Company entitling the shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. The resolution was approved by the shareholders of the Company as ordinary resolution. The poll result in respect of the resolution proposed at the EGM was as follows:

ORDINARY RESOLUTION	No. of Votes (%)	
	For	Against
To approve the Framework Agreement referred to in “II. Framework Agreement” in the “Letter from the Board” contained in the circular (the “Circular”) of the Company dated 7 July 2014 and the proposed annual caps as disclosed in the Circular.	422,365,000 100.000000%	0 0.000000%

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

By order of the board of directors  
**Xiao Nan Guo Restaurants Holdings Limited**  
**KANG Jie**  
*Executive Director*

Hong Kong, 24 July 2014

*As at the date of this announcement, the board of directors of the Company consists of: Ms. WANG Huimin, Ms. WU Wen and Mr. KANG Jie as executive directors; Ms. WANG Huili, Mr. WENG Xiangwei and Mr. WANG Hairong as non-executive directors; and Mr. TSANG Henry Yuk Wong, Mr. WANG Chiwei and Mr. WANG Yu as independent non-executive directors.*