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KAI YUAN HOLDINGS LIMITED

開源控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 1215)

POLL RESULT OF THE SPECIAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Kai Yuan Holdings Limited (the “**Company**”) is pleased to announce that at the special general meeting of the Company held on 19 September 2014, the proposed resolution (the “**Resolution**”) set out in the notice of SGM dated 29 August 2014 was duly passed by the shareholders of the Company by way of poll. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those used in the circular of the Company dated 29 August 2014 (the “**Circular**”).

As at the date of SGM, the total number of Shares in issue was 12,778,879,806 Shares. As set out in the Circular, Mr. Du Shuang Hua and his associates, as well as Mr. Zhang He Yi and Mr. Qi Shi An were required to abstain from voting at the SGM. At the SGM, (i) Happy Sino International Limited, a company which is owned as to 85% by Mr. Du Shuang Hua and as to 15% by Mr. Zhang He Yi, is interested in 708,000,000 Shares, representing approximately 5.54% of the issued share capital of the Company; (ii) Mr. Zhang He Yi is interested in 1,400,000,000 Shares, representing approximately 10.96% of the issued share capital of the Company; and (iii) Mr. Qi Shi An is interested in 600,000,000 Shares, representing approximately 4.70% of the issued share capital of the Company. Accordingly, the total number of Shares entitling holders thereof to attend and vote for or against the Resolution was 10,070,879,806 Shares. No Shareholder was entitled to attend but could only vote against the Resolution. Happy Sino International Limited, Mr. Zhang He Yi and Mr. Qi Shi An had abstained from voting at the SGM.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed to act and acted as the scrutineer for the vote-taking at the SGM. The poll results of the SGM were as follows:

Resolution	Number of Shares represented by votes cast and percentage of total number of votes cast	
	For	Against
To approve the Agreements and the respective transactions contemplated thereunder	5,725,696,716 Shares (100.00%)	0 Share (0.00%)

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

By order of the Board
Kai Yuan Holdings Limited
Law Wing Chi, Stephen
Executive Director

Hong Kong, 19 September 2014

As at the date of this announcement, the Board comprises Mr. Xue Jian and Mr. Law Wing Chi, Stephen (both being executive Directors), Mr. Hu Yishi (being non-executive Director) and Mr. Tam Sun Wing, Mr. Ng Ge Bun and Mr. He Yi (all being independent non-executive Directors).