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**Vision Fame International Holding Limited**  
**允升國際控股有限公司**

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

**(Stock Code: 1315)**

**(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL  
MEETING HELD ON 29 APRIL 2016;**  
**(II) ADJUSTMENTS TO THE CONVERSION PRICE AND NUMBER OF SHARES  
IN RELATION TO THE CONVERTIBLE BOND;**  
**AND**  
**(III) CHANGE OF COMPANY NAME OF PRINCIPAL SHARE REGISTRAR  
AND TRANSFER OFFICE IN THE CAYMAN ISLANDS**

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 29 April 2016.

As all of the conditions of the Share Subdivision have been fulfilled, the Share Subdivision will become effective on Monday, 3 May 2016. Upon the Share Subdivision becoming effective, adjustments shall be made to the conversion price of the Convertible Bond and the number of Shares falling to the allotted and issued to the holder of the Convertible Bond in accordance with the terms and conditions of the Convertible Bond.

In addition, the Company's principal share registrar and transfer office in the Cayman Islands changed its company name from Appleby Trust (Cayman) Ltd. to Estera Trust (Cayman) Limited with effect from 15 April 2016.

Reference is made to the notice of the EGM (the "**Notice**") and the circular of the Company dated 13 April 2016 (the "**Circular**") regarding the proposed Share Subdivision. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution in relation to the Share Subdivision (the "**Resolution**") as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 29 April 2016.

Union Registrars Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer for the vote-taking at the EGM.

The poll results in respect of the Resolution were as follows:

Ordinary resolution	Number of votes (Approximate percentage of total voting shares)	
	For	Against
To approve the Share Subdivision	617,602,210 (100%)	0 (0%)

*Note:* The full text of the Resolution is set out in the Notice.

The Resolution was duly passed as ordinary resolution as more than 50% of the votes were cast by way of poll in favour of the Resolution.

As at the date of the EGM, the total number of Shares in issue was 1,200,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolution at the EGM. No Shareholder was required to abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required to abstain from voting on the Resolution at the EGM. Also, there was no restriction on any Shareholder to cast votes on the Resolution at the EGM.

No party had indicated in the Circular that they intended to vote against or to abstain from voting on the Resolution at the EGM.

#### **EFFECTIVE DATE OF THE SHARE SUBDIVISION**

As all of the conditions of the Share Subdivision as stated in the Circular have been fulfilled as at the date of this announcement, the Share Subdivision will become effective on Tuesday, 3 May 2016, being the next Business Day immediately following the fulfilment of the conditions of the Share Subdivision. Upon the Share Subdivision having become effective, the total number of Shares in issue will be 6,000,000,000 Subdivided Shares.

Dealing of the Subdivided Shares will commence from 9:00 a.m. on Tuesday, 3 May 2016. Shareholders may exchange their existing share certificates for the Shares for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:00 p.m. on any Business Day from Tuesday, 3 May 2016 to Wednesday, 8 June 2016 (both days inclusive). Please refer to the Circular for further details of the timetable and the trading arrangement in respect of the Share Subdivision.

## **ADJUSTMENTS TO THE CONVERSION PRICE AND NUMBER OF SHARES IN RELATION TO THE CONVERTIBLE BOND**

Upon the Share Subdivision becoming effective, adjustments shall be made to the conversion price of the Convertible Bond and the number of Shares falling to the allotted and issued to the holder of the Convertible Bond in accordance with the terms and conditions of the Convertible Bond, which is set out below (the “**CB Adjustment**”).

Pursuant to the terms and conditions of the Convertible Bond, the conversion price of the Convertible Bond shall be adjusted from HK\$0.3 per Share to HK\$0.06 per Subdivided Share as a result of the Share Subdivision. Based on the issued and outstanding Convertible Bond in the principal amount of HK\$24,000,000 as at the date of this announcement, the number of Shares to be allotted and issued to Mega Start, being the holder of the Convertible Bond, would be adjusted from 80,000,000 Shares to 400,000,000 Subdivided Shares as a result of the Share Subdivision assuming the conversion rights attaching thereto were exercised in full.

The CB Adjustment is in accordance with the terms and conditions of the Convertible Bond and is agreed by the auditor of the Company. The CB Adjustment will be effective on Tuesday, 3 May 2016, which is the effective date of the Share Subdivision.

Save and except for the CB Adjustment, there is no alteration to the rights of the holder of the Convertible Bond.

## **CHANGE OF COMPANY NAME OF PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS**

The Company’s principal share registrar and transfer office in the Cayman Islands changed its company name from Appleby Trust (Cayman) Ltd. to Estera Trust (Cayman) Limited with effect from 15 April 2016. Its address remains unchanged.

By order of the Board  
**Vision Fame International Holding Limited**  
**Chau Chit**  
*Chairman*

Hong Kong, 29 April 2016

*As at the date of this announcement, the Board comprises three executive directors, namely Mr. Chau Chit, Mr. Hu Baoyue and Mr. Kwan Ngai Kit; one non-executive director, Mr. Chen Guobao; and three independent non-executive directors, namely Mr. Tam Tak Kei Raymond, Mr. Wong Kai Tung Simon and Mr. Wong Wai Kwan.*