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HAN TANG INTERNATIONAL HOLDINGS LIMITED

漢唐國際控股有限公司

(Incorporated in the British Virgin Islands and continued in Bermuda with limited liability)

(Stock Code: 01187)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 27 JUNE 2016;
(2) RETIREMENT OF DIRECTORS; AND
(3) RETIREMENT OF AUDITOR**

(1) POLL RESULTS OF THE AGM

The Board announces that save and except for the resolution numbered 1 relating to receive and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and reports of the Directors and auditor of the Company thereon, all the resolutions as set out in the Notice were not passed by the Shareholders by way of poll at the AGM held on 27 June 2016.

(2) RETIREMENT OF DIRECTORS

With effect from the conclusion of the AGM, Mr. Wang Xiao Chuan and Mr. Liu Hongjun retired as independent non-executive Directors.

(3) RETIREMENT OF AUDITOR

With effect from the conclusion of the AGM, ZHONGHUI ANDA CPA Limited retired as auditor of the Company.

Reference is made to the announcement (the “**Announcement**”) of Han Tang International Holdings Limited (the “**Company**”) dated 24 June 2016, in relation to, among other matters, the resignation of executive director of the Company (the “**Director**”) and the circular of the Company dated 8 April 2016 (the “**Circular**”) setting out, inter alia, the notice of annual general meeting (the “**AGM**”) of the Company held on 27 June 2016 (the “**Notice**”).

(1) POLL RESULTS OF THE AGM

The board of Directors (the “**Board**”) announces that save and except for the resolution numbered 1 relating to receive and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and reports of the Directors and auditor of the Company thereon, all the resolutions proposed at the AGM, as set out in the Notice, were not passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 27 June 2016.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results of the AGM are as follows:

Ordinary Resolutions (<i>Note 1</i>)		Number of Shares Voted (approximate %)	
		For	Against
1.	To receive and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2015 and reports of the Directors and auditor of the Company thereon.	66,331,688 (84.16%)	12,484,000 (15.84%)

Ordinary Resolutions (<i>Note 1</i>)		Number of Shares Voted (approximate %)	
		For	Against
2.	(a) To re-elect Mr. Lo Ka Wai as a Director.	N/A (<i>Note 2</i>)	N/A (<i>Note 2</i>)
	(b) To re-elect Mr. Wang Xiao Chuan as a Director.	4,000,200 (5.08%)	74,815,488 (94.92%)
	(c) To re-elect Mr. Liu Hongjun as a Director.	4,000,200 (5.08%)	74,815,488 (94.92%)
	(d) To authorise the Board to fix the Directors' remuneration.	4,000,200 (5.08%)	74,815,488 (94.92%)
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorize the Board to fix its remuneration.	4,000,200 (5.08%)	74,815,488 (94.92%)
4.	To grant a general mandate to the Directors to issue, allot and deal with new shares of the Company not exceeding 20% of the total number of issued shares of the Company.	4,000,200 (5.08%)	74,815,488 (94.92%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company.	4,000,200 (5.08%)	74,815,488 (94.92%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with new shares of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	4,000,200 (5.08%)	74,815,488 (94.92%)

Notes:

1. Please refer to the Notice for the full version of the above resolutions.

2. *As set out in the Announcement, since Mr. Lo Ka Wai has resigned as an executive Director with effect from 24 June 2016, the proposed resolution numbered 2(a) in respect of re-election of Mr. Lo Ka Wai as a Director had been withdrawn and was not put to the AGM.*

As majority of the votes were cast in favour of the resolution numbered 1, such resolution was duly passed as ordinary resolution. As less than 50% of the votes were cast in favour of each of the resolutions numbered 2(b), 2(c), 2(d), 3, 4, 5 and 6, such resolutions were not passed as ordinary resolutions.

As at the date of the AGM, the total number of issued shares of the Company was 158,127,908 shares, which was the total number of shares entitling the Shareholders to attend and vote on the resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

(2) RETIREMENT OF DIRECTORS

As indicated above, the resolutions numbered 2(b) and 2(c) relating to the re-election of Mr. Wang Xiao Chuan (“**Mr. Wang**”) and Mr. Liu Hongjun (“**Mr. Liu**”) as Directors were not passed at the AGM. Accordingly, Mr. Wang and Mr. Liu have retired as independent non-executive Directors with effect from the conclusion of the AGM.

The Board is not aware of any disagreement with each of Mr. Wang and Mr. Liu or any matters relating to their retirement that need to be brought to the attention of the Shareholders and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Following the retirement of Mr. Wang and Mr. Liu as independent non-executive Directors, Mr. Wang also ceased to be the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and Mr. Liu also ceased to be the member of each of the audit committee of the Company (the “**Audit Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”). As a result, the number of independent non-executive Directors reduced to two which is below the minimum number required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Audit Committee comprised two members which is below the minimum number required under Rule 3.21 of the Listing Rules and the chairman of the Remuneration Committee falls vacant and the members of the Remuneration Committee do not comprise a majority of independent non-executive Directors as required under Rule 3.25 of the Listing Rules. The Company will use its best endeavour to identify suitable candidate(s) to fill up the abovementioned vacancies as soon as practicable and in any event within three months as required under Rules 3.11, 3.23 and 3.27 of the Listing Rules, and will make further announcement(s) as and when appropriate.

The Board extends its appreciation to Mr. Wang and Mr. Liu for their valuable contribution to the Company during their tenure of office.

(3) RETIREMENT OF AUDITOR

As the ordinary resolution numbered 3 regarding the re-appointment of ZHONGHUI ANDA CPA Limited as auditor of the Company was not passed at the AGM, ZHONGHUI ANDA CPA Limited retired as auditor of the Company with effect from the conclusion of the AGM. The Company will further announce the appointment of the auditor of the Company in due course.

The Board and ZHONGHUI ANDA CPA Limited confirm that there is no disagreement between the Company and ZHONGHUI ANDA CPA Limited, and are not aware of any matter in respect of the retirement of ZHONGHUI ANDA CPA Limited that need to be brought to the attention of the Shareholders.

By Order of the Board
Han Tang International Holdings Limited
Yang Liu
Chairman and Chief Executive Officer

Hong Kong, 27 June 2016

As at the date of this announcement, the Board comprises executive Director, namely, Mr. Yang Liu (Chairman and Chief Executive Officer), non-executive Director, namely, Mr. Xu Lei, and independent non-executive Directors, namely, Mr. Lai Ho Man, Dickson and Mr. Wong Lit Chor, Alexis.