

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares.*



## **CULTURE LANDMARK INVESTMENT LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 674)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 29 JULY 2016 AND GRANT OF THE WHITEWASH WAIVER**

Reference is made to the circular of Culture Landmark Investment Limited (the “**Company**”) dated 8 July 2016 (the “**Circular**”). Capitalised terms used herein shall have the same meaning as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that at the SGM held on 29 July 2016, the resolutions set out in the notice of SGM dated 8 July 2016 (the “**Resolutions**”) were duly passed as ordinary resolutions by the Independent Shareholders by way of poll. The poll results are set out as follows:

<b>Resolutions</b>	<b>Number of Shares represented by votes cast and percentage of total number of votes cast</b>	
	<b>For</b>	<b>Against</b>
To approve the Underwriting Agreement	88,000,054 Shares (56.90%)	66,666,666 Shares (43.10%)
To approve the Open Offer (including the allotment and issue of Offer Shares as well as absence of arrangements for excess application for Offer Shares by the Qualifying Shareholders)	88,000,054 Shares (56.90%)	66,666,666 Shares (43.10%)
To approve the Whitewash Waiver	88,000,054 Shares (56.90%)	66,666,666 Shares (43.10%)

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed at the SGM.

As at the date of the SGM, the issued share capital of the Company comprised 718,519,047 Shares.

As set out in the Circular, the Underwriter, Ms. Bai, any of their respective associates or parties acting in concert with them, and persons who are involved in or interested in the Open Offer (other than in the sole capacity as a Shareholder), the Underwriting Agreement and the Whitewash Waiver would abstain from voting at the SGM. As at the date of the SGM, the Underwriter, Ms. Bai and their associates or parties acting in concert with them were interested in 89,349,000 Shares, representing approximately 12.44% of the issued share capital of the Company. They had abstained from voting on the Resolutions at the SGM. Lei Lei, an executive Director who was involved in the negotiations of the Underwriting Agreement on behalf of the Company, has not exercised any Options to subscribe for 5,388,903 Shares held by her and has not become a Shareholder. Accordingly, the number of Shares entitling the holders to attend and vote on the Resolutions at the SGM was 629,170,047 Shares. There were no Shares entitling the holder to attend but abstain from voting in favour pursuant to Rule 13.40 of the Listing Rules. Save as set out above, no Shareholders had stated in the Circular their intention to abstain from voting at the SGM or to vote against the Resolutions.

The Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed to act and acted as the scrutineer for the vote-taking at the SGM.

## **EFFECT ON SHAREHOLDING STRUCTURE**

Set out below is the shareholding structure of the Company immediately before and upon completion of the Open Offer, assuming no Shares will be issued or bought back by the Company after the date of this announcement and upon the close of the Open Offer (save for the exercise of Options held by option holders other than the Underwriter):

	As at the date of this announcement		Immediately after the close of the Open Offer (assuming all Qualifying Shareholders have taken up their respective entitlements under the Open Offer and assuming no Options have been exercised)		Immediately after the close of the Open Offer (assuming none of the Qualifying Shareholders other than the Underwriter and Ms. Bai (in their capacity as a Shareholder) have taken up their respective entitlements under the Open Offer and assuming no Options have been exercised)		Immediately after the close of the Open Offer (assuming all Qualifying Shareholders have taken up their respective entitlements under the Open Offer and assuming all Options (other than those held by the Underwriter) have been exercised)		Immediately after the close of the Open Offer (assuming none of the Qualifying Shareholders other than the Underwriter and Ms. Bai (in their capacity as a Shareholder) have taken up their respective entitlements under the Open Offer and assuming all Options (other than those held by the Underwriter) have been exercised)	
	Approximate Shares	%	Approximate Shares	%	Approximate Shares	%	Approximate Shares	%	Approximate Shares	%
<i>The Underwriter and parties acting in concert with him</i>										
The Underwriter	89,300,000	12.43	133,950,000	12.43	448,535,023	41.61	133,950,002	12.01	461,109,132	41.33
Ms. Bai	49,000	0.01	73,500	0.01	73,500	0.01	73,500	0.01	73,500	0.01
Subtotal	89,349,000	12.44	134,023,500	12.44	448,608,523	41.62	134,023,502	12.02	461,182,632	41.34
<b>Directors</b>										
Idea Elite Investments Limited (Note 1)	88,000,000	12.25	132,000,000	12.25	88,000,000	8.16	132,000,000	11.83	88,000,000	7.89
Lei Lei (Note 2)	—	—	—	—	—	—	8,083,354	0.72	5,388,903	0.48
Tong Jingguo (Note 2)	—	—	—	—	—	—	449,076	0.04	299,384	0.03
Yang Rusheng (Note 2)	—	—	—	—	—	—	449,076	0.04	299,384	0.03
So Tat Keung (Note 2)	—	—	—	—	—	—	449,076	0.04	299,384	0.03
Subtotal	88,000,000	12.25	132,000,000	12.25	88,000,000	8.16	141,430,582	12.67	94,287,055	8.46
<b>Others</b>										
Commotra Company Limited (Note 3)	66,666,666	9.28	99,999,999	9.28	66,666,666	6.19	99,999,999	8.96	66,666,666	5.98
Other public Shareholders	474,503,381	66.03	711,755,071	66.03	474,503,381	44.03	740,046,813	66.35	493,364,543	44.22
Subtotal	541,170,047	75.31	811,755,070	75.31	541,170,047	50.22	840,046,812	75.31	560,031,209	50.20
Total	<u>718,519,047</u>	<u>100.00</u>	<u>1,077,778,570</u>	<u>100.00</u>	<u>1,077,778,570</u>	<u>100.00</u>	<u>1,115,500,896</u>	<u>100.00</u>	<u>1,115,500,896</u>	<u>100.00</u>

**Notes:**

- Idea Elite Investments Limited is controlled by Wang Ming, the spouse of Tsoi Tung, who in turn is an executive Director.
- These Directors have been granted with Options.
- Commotra Company Limited is controlled by China Resources (Holdings) Company Limited, which is controlled by CRC Bluesky Limited, which is in turn controlled by China Resources Co., Limited, which is in turn controlled by China Resources National Corporation.

## GRANT OF THE WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 28 July 2016, subject to (i) the Open Offer and Whitewash Waiver being approved by a vote of the Independent Shareholders at the SGM to be taken on poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Underwriter and parties acting in concert with him between the announcement of the Open Offer and its completion. As at the date of this announcement, the condition in the aforesaid paragraph (i) has been satisfied.

**The Open Offer is conditional upon the fulfilment of all conditions set out under the paragraph headed “Conditions precedent” under the sub-section headed “The Underwriting Agreement” in section headed “Letter from the Board” of the Circular. As at the date of this announcement, only the conditions (1) and (2) as set out in the aforesaid paragraph headed “Conditions precedent” of the Circular have been fulfilled. The Open Offer is also subject to the Underwriter not terminating the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed.**

**Any Shareholders or other persons contemplating selling or purchasing the Shares up to the date on which the conditions of the Open Offer are fulfilled will accordingly bear the risk that the Open Offer may or may not become unconditional and may or may not proceed.**

By Order of the Board  
Culture Landmark Investment Limited  
**Cheng Yang**  
*Chairman*

Hong Kong, 29 July 2016

*As at the date of this announcement, the executive Directors are Mr. Cheng Yang (the Chairman), Mr. Tsoi Tung, Ms. Lei Lei and Mr. Huang Ranfei; and the independent non-executive Directors are Mr. Tong Jingguo, Mr. Yang Rusheng and Mr. So Tat Keung.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*