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## **E-COMMODITIES HOLDINGS LIMITED**

### **易大宗控股有限公司**

*(formerly known as “WINSWAY ENTERPRISES HOLDINGS LIMITED 永暉實業控股股份有限公司”)*

*(Incorporated in the British Virgin Islands with limited liability)*

**(Stock Code: 1733)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON 24 JULY 2017**

The Board is pleased to announce that at the EGM held on Monday, 24 July 2017, the resolution as set out in the Notice of EGM was duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of E-Commodities Holdings Limited (the “**Company**”) and the notice of EGM (“**Notice of EGM**”) both dated 6 July 2017. Unless the context otherwise specified, terms defined in the Circular shall have the same meaning when used herein.

The Board is pleased to announce that the resolution as set out in the Notice of EGM dated 6 July 2017 was duly passed by the Shareholders by way of poll at the EGM held on Monday, 24 July 2017.

### **POLL RESULTS OF THE EGM**

At the EGM, the proposed resolution as set out in the Notice of EGM was taken by poll. Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM. As at the date of the EGM, the total number of Shares in issue was 3,157,298,356 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolution put to vote at the EGM. There were no restrictions on any Shareholders to cast votes on the resolution put to vote at the EGM. No person had indicated in the Circular any intention to vote against or abstain from voting on the resolution at the EGM.

The Board is pleased to announce that the proposed resolution as set out in the Notice of EGM was duly passed by the Shareholders by way of poll at the EGM held on Monday, 24 July 2017. The poll results in respect of the resolution were as follows:

Ordinary Resolution		Number of Votes (% to the number of Shares voted at the EGM)	
		For	Against
1	(a) the subscription agreement dated 1 June 2017 (the “ <b>Subscription Agreement</b> ”, a copy of which is produced to the meeting and marked “ <b>A</b> ” and initialled by the chairman of this meeting for purpose of identification) entered into between the Company, Lord Central Opportunity VII Limited (the “ <b>Subscriber</b> ”) and the subsidiary guarantors in relation to the issue of the unlisted convertible bonds in an aggregate principal amount of US\$40,000,000 by the Company (the “ <b>Bonds</b> ”) and 118,060,606 unlisted warrants of the Company (the “ <b>Warrants</b> ”) by the Company to the Subscriber and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;	1,676,445,465 (99.958179%)	701,400 (0.041821%)
	(b) the creation and issue of the Bonds in accordance with the terms and conditions of the Subscription Agreement and the bond instrument (the agreed form of which is attached in the Subscription Agreement) be and are hereby approved and confirmed;		
	(c) the creation and issue of the Warrants in accordance with the terms and conditions of the Subscription Agreement and the warrant instrument (the agreed form of which is attached in the Subscription Agreement) be and are hereby approved and confirmed;		

Ordinary Resolution		Number of Votes (% to the number of Shares voted at the EGM)	
		For	Against
	(d) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company (subject to adjustments in accordance with the terms of the Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the conversion rights attached to the Bonds following adjustments to the conversion price of the Bonds) and to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Bonds;		
	(e) the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company (subject to adjustments in accordance with the terms of the Warrants) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be issued and allotted upon the exercise of the subscription rights attached to the Warrants following adjustments to the subscription price of the Warrants) and to issue and allot such number of shares of the Company as may be required to be issued and allotted upon exercise of the subscription rights attached to the Warrants; and		
	(f) any one or more directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary, desirable or expedient in connection with or to give effect to (1) the performance of the rights and/or obligations under the Subscription Agreement and in accordance with the terms of the Bonds and the Warrants; (2) the issue and allotment of the shares of the Company upon exercise of the conversion rights attached to the Bonds at the conversion price of the Bonds (subject to adjustments in accordance with the terms of the Bonds); and (3) the issue and allotment of the shares of the Company upon exercise of the subscription rights attached to the Warrants at the subscription price of the Warrants (subject to adjustments in accordance with the terms of the Warrants).		

As more than 50% of the votes were cast in favour of the above resolution, the above resolution put to vote at the EGM was passed as a resolution of members of the Company.

*# The description of the resolution is by way of summary only. The full text of the resolution is set out in the Notice of EGM dated 6 July 2017.*

By Order of the Board of  
**E-Commodities Holdings Limited**  
**Cao Xinyi**  
*Chairman*

Hong Kong, 24 July 2017

*As at the date of this announcement, the executive Directors are Ms. Cao Xinyi, Mr. Wang Wengang, Ms. Zhu Hongchan and Mr. Wang Yaxu, the non-executive Director is Mr. Guo Lisheng and the independent non-executive Directors are Mr. Ng Yuk Keung, Mr. Wang Wenfu and Mr. Gao Zhikai.*