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喜尚控股有限公司

**GAYETY HOLDINGS LIMITED**

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

(Stock Code : 8179)

## **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 10 MAY 2013**

Reference is made to the circular (the “**AGM Circular**”) of Gayety Holdings Limited (the “**Company**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) dated 28 March 2013. Capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular unless otherwise defined herein.

As at the date of the AGM, the total number of issued shares in the Company was 3,200,000,000, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. No Shareholder was required to abstain from voting on any resolutions proposed at the AGM as required by the GEM Listing Rules, and no Shareholder has stated his or her intention in the AGM Circular to vote against the resolutions proposed at the AGM or to abstain from voting. No Shareholders was entitled to attend and abstain from voting in favour of any resolutions at the AGM as required by the Rule 17.47A of the GEM Listing Rules.

The Company’s Hong Kong share registrar, Union Registrars Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

At the AGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

Ordinary resolutions proposed at the AGM		Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2012.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
2.	(a) (i) to re-elect Mr. Wong Kwan Mo as an executive Director.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
	(ii) to re-elect Ms. Lau Lan Ying as an executive Director.	1,160,048,000 (100%)	0 (0%)	1,160,048,000

	(iii) to re-elect Mr. Ho Chun Fai as an independent non-executive Director.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
	(b) to authorise the Board to fix the Directors' remuneration.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
3.	To re-appoint SHINEWING (HK) CPA Limited as the Company's auditor and to authorise the Board to fix their remuneration.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
4.	To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
5.	To grant a general unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
6.	Conditional on the passing of resolutions nos. 4 and 5, to extend the general mandate granted by resolution no. 4 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 5.	1,160,048,000 (100%)	0 (0%)	1,160,048,000
7.	To increase the authorised share capital of the Company from HK\$10,000,000 divided into 10,000,000,000 Shares to HK\$100,000,000 divided into 100,000,000,000 Shares by creation of 90,000,000,000 unissued Shares.	1,160,048,000 (100%)	0 (0%)	1,160,048,000

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

By order of the Board  
**Gayety Holdings Limited**  
**Wong Kwan Mo**  
*Chairman and executive Director*

Hong Kong, 10 May 2013

*As at the date of this announcement, the Board comprises Mr. Wong Kwan Mo and Ms. Lau Lan Ying as executive Directors, and Mr. Li Fu Yeung, Ms. Chiu Man Yee and Mr. Ho Chun Fai as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement*

*is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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