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BaWang International (Group) Holding Limited

霸王國際(集團)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01338)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 MAY 2011

The Board is pleased to announce that the ordinary resolutions set out in the AGM Notice were duly passed by the Shareholders at the AGM held on 23 May 2011 by way of poll.

Reference is made to the circular of the Company dated 18 April 2011 (the “**Circular**”) and the ordinary resolutions set out in the notice of the annual general meeting dated 18 April 2011 (the “**AGM Notice**”), which were despatched to the Shareholders on 18 April 2011. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the ordinary resolutions set out in the AGM Notice were duly passed by the Shareholders at the annual general meeting held on 23 May 2011 (the “**AGM**”) by way of poll. The poll results are as follows:

Ordinary Resolution		Number of Votes (Approximate %)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the “ Director(s) ”) and auditors of the Company (the “ Auditors ”) for the year ended 31 December 2010.	2,210,966,656 (99.9999%)	2,080 (0.0001%)
2.	(A) (i) To re-elect Mr. CHEN Qiyuan as executive Director.	2,204,825,983 (99.7212%)	6,164,753 (0.2788%)
	(ii) To re-elect Ms. GUO Jing as non-executive Director.	2,185,353,983 (98.8405%)	25,636,753 (1.1595%)
	(iii) To re-elect Mr. NGAI Wai Fung as independent non-executive Director.	2,205,820,616 (99.7662%)	5,170,120 (0.2338%)
	(B) To authorise the board of Directors (the “ Board ”) to determine the directors’ remuneration.	310,140,616 (99.9967%)	10,120 (0.0033%)

3.	To re-appoint KPMG as Auditors and authorise the Board to determine their remuneration.	2,210,988,616 (99.9999%)	2,120 (0.0001%)
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	1,931,951,000 (87.3802%)	279,019,736 (12.6198%)
	(B) To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	2,190,632,616 (99.9736%)	578,120 (0.0264%)
5.	To extend the general mandate to the Directors to issue shares by the addition thereto the shares repurchased by the Company under the ordinary resolution No. 4(B) above.	1,932,051,000 (87.3839%)	278,939,736 (12.6161%)

As at the date of the AGM, the number of issued shares of the Company was 2,907,820,720 shares, which was the total number of shares entitling the Shareholders to attend and vote for or against the ordinary resolutions proposed at the AGM.

There were no restrictions on any Shareholders to cast votes on any of the ordinary resolutions proposed at the AGM and there were no shares entitling the Shareholders to attend and only vote against the ordinary resolutions proposed at the AGM. No party has stated the intention in the Circular to vote against the relevant resolutions or to abstain at the AGM.

Mr. CHEN Qiyuan, being the substantial Shareholder, has abstained from voting on ordinary resolution No. 2(A)(i) set out in the AGM Notice.

The Shareholders and authorised proxies holding an aggregate of [2,210,990,736] shares, representing [76.04]% of the total issued share capital of the Company, were present at the AGM.

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

By order of the Board
BaWang International (Group) Holding Limited
WONG Sin Yung
Company Secretary

Hong Kong, 23 May 2011

As at the date of this announcement, the board of Directors comprises four executive Directors, namely, Mr. CHEN Qiyuan, Ms. WAN Yuhua, Mr. SHEN Xiaodi and Mr. WONG Sin Yung, one non-executive Director, namely, Ms. GUO Jing, and three independent non-executive Directors, namely, Mr. NGAI Wai Fung, Mr. LI Bida and Mr. CHEN Kaizhi.

* *For identification purpose only*