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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 31 MAY 2013

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 31 May 2013 by way of poll.

Reference is made to the circular of BaWang International (Group) Holding Limited (the “**Company**”) dated 29 April 2013 (the “**Circular**”) and the Ordinary Resolutions set out in the notice of the annual general meeting dated 29 April 2013 (the “**AGM Notice**”), which were dispatched to the Shareholders on 29 April 2013. Reference is also made to the announcement made by the Company dated 28 May 2013 in relation to the resignations of Mr. SHEN Xiaodi and Ms. GUO Jing (the “**Announcement**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Announcement.

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 31 May 2013 (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 “ Directors ”) and auditors of the Company (the “ Auditors ”) for the year ended 31 December 2012	1,941,944,972 (99.999794%)	4,000 (0.000206%)
2.	(A) (i) To re-elect Ms. WAN Yuhua as executive Director.	1,940,056,972 (99.902572%)	1,892,000 (0.097428%)
	(ii) To re-elect Ms. GUO Jing as non-executive Director.	N/A ¹	N/A ¹
	(iii) To re-elect Mr. CHEN Kaizhi as independent non-executive Director.	1,912,728,000 (98.495276%)	29,220,972 (1.504724%)
	(B) To authorise the board of directors (the “ Board ”) to determine the Directors’ remuneration.	1,941,944,972 (99.999794%)	4,000 (0.000206%)
3.	To re-appoint KPMG as auditors and authorise the Board to determine their remuneration.	1,939,056,972 (99.851077%)	2,892,000 (0.148923%)

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.	1,912,452,000 (98.481063%)	29,496,972 (1.518937%)
	(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.	1,941,944,972 (99.999794%)	4,000 (0.000209%)
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.	1,912,452,000 (98.481063%)	29,496,972 (1.518937%)

Notes:

¹ As a result of the resignation of Ms. Guo, Ms. GUO Jing was not offered for re-election at the AGM and accordingly, Resolution 2(A)(ii) regarding the re-election of Ms. GUO Jing as a non-executive director of the Company as set out in the AGM Notice and the Circular was not considered at the AGM.

As a majority of the votes were cast in favour of each of the above resolutions, all such resolutions were duly passed.

As at the date of the AGM, the number of issued shares of the Company was 2,910,970,720 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.

The Shareholders and authorised proxies holding an aggregate of 1,941,948,972 shares, representing 66.71% of the total issued share capital of the Company were present at the AGM.

W. K. Pang & Co. - Certified Public Accountants, an external auditor in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

By order of the Board
BaWang International (Group) Holding Limited
CHEN Qiyuan
Chairman

Hong Kong, 2 June 2013

As at the date of this announcement, the board of directors of the Company comprises of three executive directors, namely, Mr. CHEN Qiyuan, Ms. WAN Yuhua and Mr. WONG Sin Yung and three independent non-executive directors, namely, Mr. NGAI Wai Fung, Mr. LI Bida and Mr. CHEN Kaizhi.

**For identification purpose only*