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CHINA HAIDIAN HOLDINGS LIMITED

中國海澱集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 31 MARCH 2014

Reference is made to the circular (the “**Circular**”) of China Haidian Holdings Limited dated 6 March 2014 and the notice of extraordinary general meeting (the “**Notice**”) of the same date as set out in the Circular. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULT OF THE EGM

The Board is pleased to announce that the special resolution in respect of Share Buy-back (the “**Resolution**”) was duly passed by the Independent Shareholders by way of poll at the EGM held on 31 March 2014.

As at the date of the EGM, a total number of 4,746,400,206 Shares were in issue. As stated in the Circular, the Resolution was subject to the approval by the Independent Shareholders by way of poll. The Vendors, their associates and parties acting in concert with any of them held 371,425,000 Shares, representing approximately 7.83% of the issued share capital of the Company as at the date of EGM. The Vendors, their associates and parties acting in concert with any of them were required to abstain from voting on the Resolution. The abovementioned parties had abstained from voting on the Resolution at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the EGM was 4,374,975,206 Shares. Save as aforementioned, no other Shareholder was required to abstain from voting on the Resolution pursuant to the Buy-back Code and there was no Share entitling the holder to attend and vote only against the Resolution.

The share registrar of the Company, Tricor Secretaries Limited, acted as the scrutineer for the purpose of vote-taking at the EGM. The poll result in respect of the Resolution was as follow:

| Special resolution (<i>Note</i>) | Number of votes (Approximate % of total number of votes cast) | | Total number of votes cast |
|--|---|-------------|-------------------------------|
| | For | Against | |
| To approve the Share Buy-back Agreement. | 2,828,739,189 (100%) | Nil (0%) | 2,828,739,189 |

Note: The full text of the Resolution was set out in the Notice.

As more than three-fourths of the votes were cast in favour of the Resolution, the Resolution was duly passed as a special resolution.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the date of this announcement and immediately following the completion of the Share Buy-back is set out as follow:

| | As at the date of this announcement | | Immediately upon cancellation of the Buy-back Shares | |
|--|--|--------|--|--------|
| | Number of Shares | % | Number of Shares | % |
| Sincere View International Limited (<i>Note 1</i>) | 1,163,247,515 | 24.51% | 1,163,247,515 | 26.40% |
| Full Day (<i>Note 1</i>) | 1,750,000,000 | 36.87% | 1,750,000,000 | 39.72% |
| Lam Suk Ying (<i>Note 1</i>) | 1,374,000 | 0.03% | 1,374,000 | 0.03% |
| Hon Kwok Lung (<i>Note 1</i>) | 3,500,000 | 0.07% | 3,500,000 | 0.08% |
| Sub-total of Full Day and parties acting in concert with it | 2,918,121,515 | 61.48% | 2,918,121,515 | 66.23% |
| Directors: | | | | |
| Fung Tze Wa (<i>Note 2</i>) | 3,500,000 | 0.07% | 3,500,000 | 0.08% |
| Lam Toi Man (<i>Note 3</i>) | 3,500,000 | 0.07% | 3,500,000 | 0.08% |
| Shang Jianguang (<i>Note 3</i>) | 8,000,000 | 0.17% | 8,000,000 | 0.18% |
| Shi Tao (<i>Note 3</i>) | 5,000,000 | 0.11% | 5,000,000 | 0.11% |
| Public Shareholders: | | | | |
| SPG | 267,675,000 | 5.64% | – | – |
| MW | 72,625,000 | 1.53% | – | – |
| Tomlin Management Company (<i>Note 4</i>) | 31,125,000 | 0.66% | 31,125,000 | 0.71% |

| | As at the date of this announcement | | Immediately upon cancellation of the Buy-back Shares | |
|---|--|----------------|---|----------------|
| | <i>Number of Shares</i> | <i>%</i> | <i>Number of Shares</i> | <i>%</i> |
| Sub-total of the Vendors and parties acting in concert with any of them | 371,425,000 | 7.83% | 31,125,000 | 0.71% |
| Other public Shareholders | <u>1,436,853,691</u> | <u>30.27%</u> | <u>1,436,853,691</u> | <u>32.61%</u> |
| Sub-total of public Shareholders | <u>1,808,278,691</u> | <u>38.10%</u> | <u>1,467,978,691</u> | <u>33.32%</u> |
| Total | <u>4,746,400,206</u> | <u>100.00%</u> | <u>4,406,100,206</u> | <u>100.00%</u> |

Notes:

1. Sincere View International Limited is owned as to 80% by Mr. Hon Kwok Lung and 20% by Ms. Lam Suk Ying, the spouse of Mr. Hon Kwok Lung. Full Day is wholly-owned by Mr. Hon Kwok Lung. Mr. Hon Kwok Lung is the Chairman of the Company.
2. Mr. Fung Tze Wa is an independent non-executive Director.
3. Mr. Lam Toi Man, Mr. Shang Jianguang and Mr. Shi Tao are executive Directors.
4. The sole beneficial owner of Tomlin Management Company is Mr. Tomlin.

Save for 16,710,000 Share Options, there are no outstanding convertibles, warrants or rights to subscribe for any Shares as at the date of this announcement.

By order of the Board
China Haidian Holdings Limited
Hon Kwok Lung
Chairman

Hong Kong, 31 March 2014

As at the date of this announcement, the Board comprises Mr. Hon Kwok Lung, Mr. Shang Jianguang, Mr. Shi Tao, Mr. Lam Toi Man, Mr. Bi Bo and Ms. Sit Lai Hei as the executive Directors; and Mr. Fung Tze Wa, Dr. Kwong Chun Wai, Michael and Mr. Li Qiang as the independent non-executive Directors.

All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that 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.