

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PINE TECHNOLOGY HOLDINGS LIMITED

松景科技控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1079)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 29 MAY 2017
AND
UPDATE ON THE SPECIAL DEAL**

The Board is pleased to announce that the proposed ordinary resolution as set out in the notice of the SGM was duly passed by the Independent Shareholders by way of poll at the SGM held on 29 May 2017.

On 24 May 2017, the Executive has conditionally granted its consent to the special deal subject to the special deal being approved by the Independent Shareholders at the SGM by way of poll. The condition to the special deal imposed by the Executive was duly fulfilled and the Sale and Purchase Agreement has become unconditional in all respects as at the date of this announcement.

References are made to the joint announcements of PINE Technology Holdings Limited (the “**Company**”) and Sage Global Holdings Limited dated 24 March 2017 and 13 April 2017 respectively and the circular of the Company dated 9 May 2017 (the “**Circular**”) in relation to, among other things, the Sale and Purchase Agreement and the Disposal Agreement and the Offers. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

* For identification purpose only

POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed ordinary resolutions as set out in the notice of the SGM were duly passed by the Independent Shareholders by way of poll at the SGM held on 29 May 2017 and the poll results are as follows:

Ordinary resolution	Number of votes (%)	
	For	Against
<p>(a) To approve, confirm and ratify the conditional sale and purchase agreement dated 22 March 2017 (the “Disposal Agreement” entered into between the Company as the vendor and Simply Perfect Group Limited (“Simply Perfect”) as the purchaser for the acquisition of 15% of the issued share capital of Pine Technology (BVI) Limited (“Pine Technology BVI”) and the transactions contemplated thereunder (including but not limited to the entering into of the shareholders’ agreement amongst the Company, Simply Perfect and Pine Technology BVI); and</p> <p>(b) the Board be authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Disposal Agreement and the transactions contemplated thereunder (including but not limited to entering into of the shareholders’ agreement).</p>	<p>45,322,900 (100%)</p>	<p>0 (0%)</p>

Note: The full text of the ordinary resolution is set out in the notice of the SGM dated 9 May 2017.

Tricor Secretaries Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the SGM. As more than 50% of the votes attaching to the Shares held by the Independent Shareholders present and voted in person or by proxy at the SGM were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.

As at the date of the SGM, the total number of issued Shares was 921,584,783.

As disclosed in the Circular, (i) the Shares Vendors, Simply Perfect, their respective associates and parties acting in concert with any of them; (ii) the Offeror, the Guarantor, their respective associates and parties acting in concert with any of them; and (iii) any Shareholders who are involved in or interested in the Sale and Purchase Agreement and the Disposal Agreement were required to, and did, abstain from voting on the resolution at the SGM. As at the date of

the SGM, the Shares Vendors were interested in, control or were entitled to exercise control over the voting rights in respect of 539,964,042 Shares (representing approximately 58.59% of the total issued Shares).

Accordingly, the total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the resolution at the SGM was 381,620,741 Shares, representing approximately 41.41% of the total issued Share as at the date of the SGM. Save for the aforesaid, there were no other Shareholders who were required to abstain from voting at the SGM as required under the Takeovers Code and the Listing Rules and no Shareholders were entitled to attend but required to abstain from voting in favour of the ordinary resolution at the SGM as set out in Rule 13.40 of the Listing Rules.

UPDATE ON THE SPECIAL DEAL

On 24 May 2017, the Executive has conditionally granted its consent to the special deal subject to the special deal being approved by the Independent Shareholders at the SGM by way of poll. As the ordinary resolution in relation to the special deal was duly passed by the Independent Shareholders by way of poll at the SGM, the condition to the special deal imposed by the Executive was duly fulfilled and the Sale and Purchase Agreement has become unconditional in all respects as at the date of this announcement.

By order of the Board
PINE Technology Holdings Limited
Chiu Hang Tai
Chairman

Hong Kong, 29 May 2017

As at the date of this announcement, the executive directors are Mr. Chiu Hang Tai and Mr. Chiu Samson Hang Chin, the non-executive directors are Mr. Chiu Herbert Hang Tat and Mr. Li Chi Chung and the independent non-executive directors are Mr. So Stephen Hon Cheung, Dr. Huang Zhijian and Dr. Chung Wai Ming.

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