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China Jinhai International Group Limited

中國金海國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

- (1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 27 FEBRUARY 2015;
(2) SHARE CONSOLIDATION AND CAPITAL REORGANIZATION
BECOMING EFFECTIVE FROM 2 MARCH 2015;
(3) ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS; AND
(4) RE-DESIGNATION OF ROLE OF CHIEF EXECUTIVE OFFICER**

POLL RESULTS OF THE SGM

The Board is pleased to announce that (i) the proposed ordinary resolution to approve the Share Consolidation was duly passed by the Shareholders; (ii) the proposed ordinary resolutions to approve the Rights Issue with the Bonus Warrant Issue were duly passed by the Independent Shareholders; (iii) the proposed special resolution to approve Capital Reorganization was duly passed by the Shareholders; and (iv) the proposed ordinary resolutions to approve the Proposed Increase in Authorised Share Capital and the re-election of Directors were duly passed by the Shareholders at the SGM held on 27 February 2015 by way of poll.

Share Consolidation and Capital Reorganization will become effective on 2 March 2015 and adjustments have been made in relation to the Share Options.

RE-DESIGNATION OF ROLE OF CHIEF EXECUTIVE OFFICER

With effect from 27 February 2015, the role and duties of the Chief Executive Officer of the Company have been taken up by Dr. Kwong Kai Sing, Benny in place of Mr. Wong Howard.

Reference is made to the circular (the “**Circular**”) of China Jinhai International Group Limited (the “**Company**”) dated 23 January 2015 in relation to, among others, the Share Consolidation, the Rights Issue with the Bonus Warrant Issue, the Capital Reorganization, the Proposed Increase in Authorised Share Capital and the re-election of Directors. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

* For identification purposes only

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Share Consolidation and Capital Reorganization will become effective on 2 March 2015 and adjustments have been made in relation to the Share Options.

No Shareholders has material interest in the Share Consolidation, the Capital Reorganization, the Proposed Increase in Authorised Share Capital, the re-election of Directors and therefore no Shareholders are required to abstain from voting in relation to the relevant resolutions to approve, among other things, the Share Consolidation, the Capital Reorganization, the Proposed Increase in Authorised Share Capital and the re-election of Directors.

Pursuant to Rule 7.19(6) of the Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Rights Issue with Bonus Warrant Issue. As at the date of the SGM, the Company does not have any controlling Shareholders. Therefore, Mr. Wong Howard (Chairman), Dr. Kwong Kai Sing, Benny (Managing Director) and Mr. Wong Yat Fai, being the executive Directors, and their respective associates, together holding approximately 1.10% of the issued share capital of the Company as at the date of the SGM, have abstained from voting in favour of the proposed resolutions relating to the Rights Issue with Bonus Warrant Issue at the SGM.

As at the date of SGM, an associate of the Underwriter holds 275,000,000 Shares, representing approximately 4.59% of the total issued share capital of the Company. Accordingly, each of the Underwriter and/or its associate is considered to have a material interest in the Rights Issue with the Bonus Warrant Issue and has abstained from voting in favour of the proposed resolutions relating to the Rights Issue with the Bonus Warrant Issue to the extent of Shares it holds.

Save as disclosed above, no other Shareholders has material interest in the Rights Issue with the Bonus Warrant Issue and are required to abstain from voting in relation to the proposed resolutions to approve the Rights Issue with the Bonus Warrant Issue.

As such, a total of 5,645,575,391 Shares, representing approximately 94.31% of the issued share capital of the Company as at the date of the SGM, were held by Shareholders who were entitled to attend and to vote for or against the ordinary resolutions in relation to the Rights Issue with the Bonus Warrant Issue at the SGM.

Moreover, no Shareholder has indicated in the Circular to vote against any of the resolutions at the SGM.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong acted as the scrutineer for the purpose of vote-taking at the SGM. The results of the voting taken by way of poll in respect of the proposed resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes (%) <i>(Note)</i>	
		FOR	AGAINST
1.	To approve the Share Consolidation of every ten (10) Existing Shares in the issued and unissued share capital of the Company of HK\$0.01 each into one (1) Consolidated Share of HK\$0.10.	1,867,250,448 (96.50%)	67,799,580 (3.50%)
2.	Subject to the passing of ordinary resolutions numbered 1 and 3, to approve the Rights Issue and the issue of the Rights Shares and to authorise the Directors to do all acts and things in connection with the allotment and issue of the Rights Shares on the basis of six Rights Shares for every Consolidated Share, or where the special resolution numbered 4 is passed, the Adjusted Share (as defined below) (the Consolidated Share or the Adjusted Share, as the case maybe, are hereinafter referred to as the "New Shares") at the Subscription Price of HK\$0.15 per Rights Share, the implementation of the Rights Issue, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement including any variation thereof.	1,824,371,648 (95.54%)	85,119,580 (4.46%)
3.	Subject to the passing of ordinary resolutions numbered 1 and 2 above, to approve the Bonus Warrant Issue and to authorise the Directors to do all acts and things in connection with the allotment and issue of the Bonus Warrants on the basis of one Bonus Warrant for every six fully paid Rights Shares taken up, at the Exercise Price of HK\$0.1 per Bonus Warrant, the implementation of the Bonus Warrant Issue.	1,824,401,628 (95.54%)	85,089,600 (4.46%)
As more than 50% of the votes were cast in favour of each of the above resolutions, the above resolutions were duly passed as ordinary resolutions.			
SPECIAL RESOLUTION			
4.	Subject to and conditional upon the passing of resolution numbered 1 above, to approve the Capital Reorganisation and to authorise the Directors generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reorganisation.	1,854,160,448 (95.82%)	80,889,580 (4.18%)
As more than 75% of the votes were cast in favour of the above resolution, the resolution was duly passed as a special resolution.			
ORDINARY RESOLUTIONS			
5.	Subject to and conditional upon the passing of resolutions numbered 1 and 4 above, to approve the increase in authorised share capital of the Company from HK\$600,000,000.00 divided into 60,000,000,000 ordinary shares of HK\$0.01 each to HK\$800,000,000.00 divided into 80,000,000,000 Adjusted Shares of HK\$0.01 each by the creation of an additional 20,000,000,000 unissued Adjusted Shares.	1,854,160,448 (95.82%)	80,889,580 (4.18%)
6.	(a) to re-elect Ms. Chen Wei as an executive director of the Company.	1,867,350,028 (96.50%)	67,700,000 (3.50%)
	(b) to re-elect Mr. Zhan Jianzhou as an executive director of the Company.	1,867,350,028 (96.50%)	67,700,000 (3.50%)
	(c) to re-elect Mr. Frank H. Miu as an independent non-executive director of the Company.	1,867,350,028 (96.50%)	67,700,000 (3.50%)
	(d) to re-elect Mr. Tsang Wing Ki as an independent non-executive director of the Company.	1,867,350,028 (96.50%)	67,700,000 (3.50%)
As more than 50% of the votes were cast in favour of each of the above resolutions, the above resolutions were duly passed as ordinary resolutions.			

Note: The full text of the above proposed resolutions is set out in the notice of the SGM dated 23 January 2015. The number and percentage of votes are based on the total number of the issued Shares voted by the Independent Shareholders/Shareholders at the SGM in person or by proxy.

SHARE CONSOLIDATION AND CAPITAL REORGANIZATION BECOMING EFFECTIVE FROM 2 MARCH 2015

Following the passing of the proposed resolution approving the Share Consolidation at the SGM and the granting of approval for the listing of, and the permission to deal in, the Consolidated Shares from the Listing Division of the Stock Exchange on 10 February 2015, all the conditions of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on 2 March 2015. Please refer to the Circular for details of the trading arrangements and free exchange of new share certificates in relation to the Share Consolidation.

Following the passing of the proposed resolutions approving the Share Consolidation and the Capital Reorganization at the SGM, compliance by the Company with the requirements under the Companies Act and the granting of approval for the listing of, and the permission to deal in, the Adjusted Shares from the Listing Division of the Stock Exchange on 10 February 2015, all the conditions of the Capital Reorganization have been fulfilled, the Capital Reorganization will become effective on 2 March 2015.

ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS

Pursuant to the terms and conditions of the Share Option Schemes and the requirements set out in the Listing Rules, the exercise price per Share Option and the number of Shares to be allotted and issued upon Share Consolidation/Capital Reorganization attaching to the outstanding Share Options should be adjusted as a result of the Share Consolidation/Capital Reorganization becoming effective. The summary of the adjustments is set out in the table below:

Date of grant of share options	Immediately before completion of Share Consolidation/Capital Reorganization		Immediately after completion of Share Consolidation/Capital Reorganization	
	Number of Shares to be allotted and issued if fully exercised	Exercise price per Share (HK\$)	Adjusted number of Shares to be allotted and issued if fully exercised	Adjusted exercise price per Share (HK\$)
18 July 2011	12,206,560	0.4822	1,220,656	4.8220
8 January 2013	31,710,807	0.2528	3,171,078	2.5280
18 February 2014	19,730,000	0.1950	1,973,000	1.9500

The adjustments to the Share Options will become effective on 2 March 2015. Save for the above adjustments, all other terms and conditions of the Share Option Schemes remain unchanged. Veda Capital Limited, the independent financial adviser of the Company, has confirmed that the above adjustments of the Share Options were made in accordance with the respective terms and conditions of the Share Option Schemes and the Listing Rules or guidelines issued by the Stock Exchange.

RE-DESIGNATION OF ROLE OF CHIEF EXECUTIVE OFFICER

The Board announces that with effect from 27 February 2015, the role and duties of the Chief Executive Officer of the Company have been taken up by Dr. Kwong Kai Sing, Benny (executive Director and the Managing Director) in place of Mr. Wong Howard, who will be focusing on his role as the Chairman of the Company. Mr. Wong Howard has confirmed that he has no disagreement with the Board and there is no matter relating to the said change that needs to be brought to the attention of the Shareholders.

The biographical details of Dr. Kwong Kai Sing, Benny (“**Dr. Kwong**”) are set out below:

Dr. Kwong, aged 56, holds a Bachelor Degree in Arts from Simon Fraser University in British Columbia, Canada and was awarded the Honor Degree of Doctor of Commerce by The University of West Alabama in 2008. Dr. Kwong held senior positions with major international banks in Hong Kong in respective lending departments and China department for many years. For the past several years, he has served as executive director of over 10 publicly listed companies both in Hong Kong, Canada and the United Kingdom. Dr. Kwong has extensive knowledge in corporate finance and banking.

Dr. Kwong was a director of the Tung Wah Group of Hospitals from 2008 to 2010 and was a member of the Campaign Committee of The Community Chest from 2006 to 2010. Dr. Kwong was nominated as 中國企業創作新優秀人物 in China in 2006 and was an appointed member of the China People’s Political Consultative Conference of the Hubei Province in 1995 to 1996. He is currently an appointed member of the China People’s Political Consultative Conference of the Zhaoqing City.

During the last three years, Dr. Kwong was an executive director of Heritage International Holdings Limited (a company listed on the Stock Exchange, stock code: 412). Save as disclosed above, Dr. Kwong has not held other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Kwong has not been appointed for any fixed term but is subject to retirement and re-election in accordance with the Bye-laws. Pursuant to the service agreement entered into between the Company and Dr. Kwong, Dr. Kwong is entitled to receive a monthly salary of HK\$200,000 plus a discretionary bonus as may be determined by the Board with reference to his performance. The foregoing emolument of Dr. Kwong is recommended by the Company’s Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

As far as the Board is aware, as at the date of this announcement, Dr. Kwong has an interest of 40,717,565 Shares, representing approximately 0.68% of the issued share capital of the Company. Save as disclosed above, Dr. Kwong does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company pursuant to Part XV of the SFO. In addition, Dr. Kwong does not have any relationships with any other directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As confirmed by Dr. Kwong and as far as the Board is aware, Dr. Kwong has no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the said change that need to be brought to the attention of the Shareholders.

On behalf of the Board
China Jinhai International Group Limited
Wong Howard
Chairman

Hong Kong, 27 February 2015

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Wong Howard (*Chairman*)
Dr. Kwong Kai Sing, Benny (*Managing Director*)
Mr. Wong Yat Fai
Ms. Davis Angela Hendricks
Ms. Chen Wei
Mr. Zhan Jianzhou

Independent non-executive Directors

Mr. Li Chi Ming
Mr. Kwok Chi Kwong
Mr. Chen Youchun
Mr. Frank H. Miu
Mr. Tsang Wing Ki