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Vision Fame International Holding Limited
允升國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1315)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 2 FEBRUARY 2016**

Reference is made to the circular of the Company dated 15 January 2016 in relation to, among other things, the Share Subscriptions and the issue of the Convertible Bond (the “**Circular**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolutions as set out in the notice of the EGM dated 15 January 2016 (the “**Ordinary Resolutions**”) were duly passed by the Independent Shareholders by way of poll at the EGM held on Tuesday, 2 February 2016.

The poll results are as follows:

Ordinary Resolutions <i>(Note)</i>		Number of votes <i>(approximate %)</i>	
		For	Against
1	Subject to the Ordinary Resolutions numbered 2 and 3 and such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Dai Subscription Agreement and all transactions contemplated thereunder, to approve the allotment and issue of 120,000,000 new Shares to Mr. Dai pursuant to the Dai Subscription Agreement and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)

Ordinary Resolutions (Note)		Number of votes (approximate %)	
		For	Against
2	Conditional on the Ordinary Resolution numbered 1 having been approved, and subject to the Ordinary Resolution numbered 3 and such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the MS Subscription Agreement and all transactions contemplated thereunder, to approve the allotment and issue of 90,000,000 new Shares to Mega Start pursuant to the MS Subscription Agreement and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)
3	Conditional on the Ordinary Resolutions numbered 1 and 2 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the MS CB Agreement and all transactions contemplated thereunder, and to approve the issue of the Convertible Bond to Mega Start, the terms and conditions of the Convertible Bond and the allotment and issue of Conversion Shares to the holder of the Convertible Bond and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)
4	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor A and all transactions contemplated thereunder, to approve the allotment and issue of 110,000,000 new Shares to Investor A pursuant to the Investor Subscription Agreement with Investor A and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)

Ordinary Resolutions (Note)		Number of votes (approximate %)	
		For	Against
5	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor B and all transactions contemplated thereunder, to approve the allotment and issue of 108,000,000 new Shares to Investor B pursuant to the Investor Subscription Agreement with Investor B and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)
6	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor C and all transactions contemplated thereunder, to approve the allotment and issue of 96,000,000 new Shares to Investor C pursuant to the Investor Subscription Agreement with Investor C and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)
7	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor D and all transactions contemplated thereunder, to approve the allotment and issue of 95,000,000 new Shares to Investor D pursuant to the Investor Subscription Agreement with Investor D and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)

Ordinary Resolutions <i>(Note)</i>		Number of votes <i>(approximate %)</i>	
		For	Against
8	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor E and all transactions contemplated thereunder, to approve the allotment and issue of 85,000,000 new Shares to Investor E pursuant to the Investor Subscription Agreement with Investor E and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)
9	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor F and all transactions contemplated thereunder, to approve the allotment and issue of 72,000,000 new Shares to Investor F pursuant to the Investor Subscription Agreement with Investor F and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)
10	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor G and all transactions contemplated thereunder, to approve the allotment and issue of 67,000,000 new Shares to Investor G pursuant to the Investor Subscription Agreement with Investor G and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)

Ordinary Resolutions (Note)		Number of votes (approximate %)	
		For	Against
11	Conditional on the Ordinary Resolutions numbered 1, 2 and 3 having been approved, and subject to such number of agreements contemplated under the Ordinary Resolutions numbered 4 to 11 with an aggregate subscription monies amounting to at least HK\$147 million being approved, to approve, confirm and ratify the Investor Subscription Agreement with Investor H and all transactions contemplated thereunder, to approve the allotment and issue of 57,000,000 new Shares to Investor H pursuant to the Investor Subscription Agreement with Investor H and to authorise any one Director to do all things necessary to give effect thereto.	136,330,260 (100%)	0 (0%)

Note: The full text of each of the Ordinary Resolutions has been set out in the notice of the EGM dated 15 January 2016.

As at the date of the EGM, the number of Shares in issue was 300,000,000 Shares. As disclosed in the Circular, Mega Start and its associates were required to abstain from voting on the Ordinary Resolutions at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of the EGM, Mega Start and its associates were beneficially interested in 30,000,000 Shares (representing 10% of the existing issued share capital of the Company) and they had abstained from voting on the Ordinary Resolutions at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolutions at the EGM was 270,000,000. Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary Resolutions at the EGM under Rule 13.40 of the Listing Rules.

No other parties had indicated in the Circular that they intended to vote against or to abstain from voting on any of the Ordinary Resolutions at the EGM.

A total of 136,330,260 Shares were held by the Independent Shareholders who attended, either in person or by proxy, and voted for or against the Ordinary Resolutions at the EGM.

As more than 50% of the votes were cast in favour of the Ordinary Resolutions, the Ordinary Resolutions were duly passed by way of poll at the EGM.

The Company's branch share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

A further announcement will be made by the Company in relation to the completion of the Share Subscriptions and the issue of the Convertible Bond as and when appropriate.

By order of the Board
Vision Fame International Holding Limited
Kwan Ngai Kit
Executive Director

Hong Kong, 2 February 2016

As at the date of this announcement, the Board consists of three executive Directors, namely Mr. Chau Chit, Mr. Hu Baoyue, and Mr. Kwan Ngai Kit; one non-executive Director, namely Mr. Chen Guobao; and three independent non-executive Directors, namely Mr. Tam Tak Kei Raymond, Mr. Wong Kai Tung Simon and Mr. Wong Wai Kwan.