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# SMART UNION GROUP (HOLDINGS) LIMITED (Provisional Liquidators Appointed) 合 俊 集 團 ( 控 股 ) 有 限 公 司 (已委任臨時清盤人) (Incorporated in the Cayman Islands with limited liability) (Stock Code: 2700)

## POLL RESULTS OF THE 2009 AGM, 2010 AGM AND 2011 AGM

Reference is made to the circular dated 27 September 2011 (the "**Circular**") of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (the "**Company**") in relation to the (1) reelection of the Directors; (2) notice of 2009 AGM; (3) notice of 2010 AGM; and (4) notice of 2011 AGM. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

#### **RESULTS OF THE AGMS**

The Company is pleased to announce that at the 2009 AGM, 2010 AGM and 2011 AGM held on 31 October 2011, the resolutions as set out in the notices of the 2009 AGM, 2010 AGM and 2011 AGM respectively dated 27 September 2011 have been duly passed by way of poll.

Tricor Investor Services Limited, the Company's share registrar, was appointed as the scrutineer for the purpose of counting the votes at the 2009 AGM, 2010 AGM and 2011 AGM.

As at the date of the AGMs, there were 552,586,000 Shares in issue which entitled the Shareholders to vote for or against the resolutions proposed at the AGMs. To the best of the knowledge, information available to and belief of the Provisional Liquidators: (i) there were no Shareholders who were entitled to attend the AGMs but that were only entitled to vote against any of the resolutions proposed at the AGMs under the Listing Rules; and (ii) none of the Shareholders were required to abstain from voting on any of the resolutions proposed at the AGMs.

Results of the poll are set out as follows:

## **Results of 2009 AGM:**

| Ordinary Resolution (Note) |  | Number of votes cast<br>(percentage of total<br>number of votes cast) |              | Total number<br>of votes cast |
|----------------------------|--|---|--------------|-------------------------------|
|                            |  | For   | Against      |                               |
| 1                          | To approve ordinary resolution no. 1 as<br>set out in the notice of 2009 AGM (in<br>relation to the holding of the 2009 AGM)                 | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 2                          | To approve ordinary resolution no. 2 as<br>set out in the notice of 2009 AGM (in<br>relation to the re-election of a director)               | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 3                          | To approve ordinary resolution no. 3 as<br>set out in the notice of 2009 AGM (in<br>relation to the adoption of the financial<br>statements) | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 4                          | To approve ordinary resolution no. 4 as<br>set out in the notice of 2009 AGM (in<br>relation to the appointment of auditor)                  | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |

### **Results of 2010 AGM:**

|   | <b>Ordinary Resolution</b> (Note)  | Number of votes cast<br>(percentage of total<br>number of votes cast) |              | Total number<br>of votes cast |
|---|--|---|--------------|-------------------------------|
|   |  | For   | Against      |                               |
| 1 | To approve ordinary resolution no. 1 as<br>set out in the notice of 2010 AGM (in<br>relation to the holding of the 2010 AGM)                 | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 2 | To approve ordinary resolution no. 2 as<br>set out in the notice of 2010 AGM (in<br>relation to the re-election of a director)               | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 3 | To approve ordinary resolution no. 3 as<br>set out in the notice of 2010 AGM (in<br>relation to the adoption of the financial<br>statements) | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 4 | To approve ordinary resolution no. 4 as<br>set out in the notice of 2010 AGM (in<br>relation to the appointment of auditor)                  | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |

| Ordinary Resolution (Note) |  | Number of votes cast<br>(percentage of total<br>number of votes cast) |              | Total number<br>of votes cast |
|----------------------------|--|---|--------------|-------------------------------|
|                            |  | For   | Against      |                               |
| 1                          | To approve ordinary resolution no. 1 as<br>set out in the notice of 2011 AGM (in<br>relation to the re-election of a director)               | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 2                          | To approve ordinary resolution no. 2 as<br>set out in the notice of 2011 AGM (in<br>relation to the adoption of the financial<br>statements) | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |
| 3                          | To approve ordinary resolution no. 3 as<br>set out in the notice of 2011 AGM (in<br>relation to the appointment of auditor)                  | 179,330,000<br>(100.00%)  | 0<br>(0.00%) | 179,330,000                   |

Note:

- 1. The above tables only provide a summary of the resolutions. The full text of the resolutions is set out in the notices of the 2009 AGM, 2010 AGM and 2011 AGM.
- 2. The numbers of shares as referred in this announcement are cast on the basis before the proposed capital restructuring of the Company (as disclosed in the Company's circular dated 24 August 2011) becoming effective.

As more than 50% of the votes were cast in favour of the ordinary resolution, all the above resolutions were duly passed at the AGMs.

#### CONTINUED SUSPENSION OF TRADING IN THE SHARES

Trading in the Shares has been suspended since 9:44 a.m. on 15 October 2008 and will remain suspended until further notice. The release of this announcement is not an indication that the trading in the Shares will be resumed.

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

For and on behalf of **Smart Union Group (Holdings) Limited** (Provisional Liquidators Appointed) John Robert Lees Mat Ng Joint and Several Provisional Liquidators acting as agents for and on behalf of the Company without personal liability

Hong Kong, 31 October 2011

As at the date of this announcement, the board of Directors comprises three executive Directors: Mr. Wu Kam Bun, Mr. Ho Wai Wah and Mr. Wong Wai Chuen.