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EYANG HOLDINGS (GROUP) CO., LIMITED

宇陽控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 117)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 14 JUNE 2016;**

**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND**

**(3) NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10A AND
RULE 3.25 OF THE LISTING RULES**

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular of EYANG Holdings (Group) Co., Limited (the “**Company**”) incorporating the notice (the “**Notice**”) of the annual general meeting of the Company (the “**AGM**”) dated 13 May 2016 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

The Board of Directors (the “**Board**”) of the Company is pleased to announce the poll results in respect of the resolutions proposed at the AGM held on 14 June 2016 as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the auditor for the year ended 31 December 2015.	259,841,350 (100%)	0 (0%)
2.	(a) to re-elect Mr. Huang Mingxiang as an Executive Director of the Company;	259,841,350 (100%)	0 (0%)
	(b) to re-elect Mr. Zhou Chunhua as an Executive Director of the Company;	259,839,350 (99.999%)	2,000 (0.001%)
	(c) to re-elect Mr. Zhu Xiaodong as an Executive Director of the Company;	259,839,350 (99.999%)	2,000 (0.001%)
	(d) to re-elect Mr. Kwok Oi Lung Roy as an Executive Director of the Company;	259,839,350 (99.999%)	2,000 (0.001%)
	(e) to re-elect Mr. Sue Ka Lok as an Executive Director of the Company;	259,839,350 (99.999%)	2,000 (0.001%)
	(f) to re-elect Mr. Xu Xuechuan as an Independent Non-executive Director of the Company; and	259,841,350 (100%)	0 (0%)
	(g) to authorise the Board of Directors to fix the directors’ remuneration of the Company.	259,841,350 (100%)	0 (0%)
3.	To re-appoint Crowe Horwath (HK) CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix its remuneration.	259,841,350 (100%)	0 (0%)
4.	To grant a general mandate to the directors to allot, issue and deal with the Company’s shares, in terms as set out in ordinary resolution no. 4 in the notice of the AGM.	259,835,350 (99.998%)	6,000 (0.002%)
5.	To grant a general mandate to the directors to repurchase the Company’s shares, in terms as set out in ordinary resolution no. 5 in the notice of the AGM.	259,841,350 (100%)	0 (0%)
6.	To approve the extension of the general mandate to be granted to the directors to allot, issue and deal with the Company’s shares, in terms as set out in ordinary resolution no. 6 in the notice of the AGM.	259,837,350 (99.998%)	4,000 (0.002%)

Remarks:

- (a) As the majority of votes were casted in favour of each of the ordinary resolutions, all ordinary resolutions were duly passed by way of poll.
- (b) The total number of shares of the Company in issue as at the date of the AGM was 496,500,000.
- (c) The total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 496,500,000. There were no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM.
- (d) There is no share entitling the holder to attend and vote only against any of the resolutions at the AGM.
- (e) None of the Shareholder was required to abstain from voting on any of the resolutions at the AGM.
- (f) The Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, acted as the scrutineer for the vote-taking at the AGM.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Mr. Liang Rong (“**Mr. Liang**”) did not offer himself for re-election as the Independent Non-executive Director at the AGM as he would like to devote more time to his other business engagements. Accordingly, Mr. Liang retired as the Independent Non-executive Director of the Company with effect from the conclusion of the AGM. Following the retirement of Mr. Liang, he also ceased to be the Chairman of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”).

(3) NON-COMPLIANCE WITH RULE 3.10(1), RULE 3.10A AND RULE 3.25 OF THE LISTING RULES

Pursuant to Rule 3.10(1) and Rule 3.10A of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors and the independent non-executive directors of a listed issuer must represent at least one-third of the board of directors. According to the Rule 3.25 of the Listing Rules, the remuneration committee of a listed issuer must be chaired by an independent non-executive director and comprising a majority of independent non-executive directors. Following the retirement of Mr. Liang, the composition of the Board comprises six Executive Directors and two Independent Non-executive Directors and the Remuneration Committee comprised two members, namely Chu Kin Wang Peleus, an Independent Non-executive Director and Mr. Sue Ka Lok, an Executive Director. As a result, the number of Independent Non-executive Directors of the Board reduced to two which is below the minimum number prescribed under Rule 3.10(1) of the Listing Rules and the number of Independent Non-executive Directors falls below one-third of the Board as required under Rule 3.10A of the Listing Rules. The Chairman of the Remuneration Committee falls vacant and the members of the Remuneration Committee do not comprise of a majority of Independent Non-executive Directors as required under Rule 3.25 of the Listing Rules.

In order to comply with Rule 3.10(1), Rule 3.10A, and Rule 3.25 of the Listing Rules, the Company is currently identifying a suitable candidate to fill up the abovementioned vacancies as soon as practicable and in any event within three months from the date of this announcement and will publish further announcements as and when appropriate.

The Board would like to take this opportunity to express its gratitude to Mr. Liang for his valuable contribution and support towards the Company during his term of service.

By Order of the Board
EYANG Holdings (Group) Co., Limited
Sue Ka Lok
Executive Director

Hong Kong, 14 June 2016

As at the date of this announcement, the Board comprises Mr. Huang Mingxiang (Chairman and Chief Executive Officer), Mr. Zhou Chunhua, Mr. Zhu Xiaodong, Mr. Kwok Oi Lung Roy, Mr. Sue Ka Lok and Mr. Jing Wenping as Executive Directors and Mr. Chu Kin Wang, Peleus and Mr. Xu Xuechuan as Independent Non-executive Directors.