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LAI FUNG HOLDINGS

Lai Fung Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1125)

POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 DECEMBER 2013

The Proposed Resolution was passed by way of poll at the EGM held on Tuesday, 17 December 2013.

Reference is made to the circular of Lai Fung Holdings Limited (“**Company**”) dated 26 November 2013 (“**Circular**”) and the notice of the extraordinary general meeting of the Company dated 26 November 2013 (“**EGM Notice**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings ascribed to them in the Circular.

Poll Result of the EGM

The board of directors (“**Board**”) of the Company is pleased to announce that the proposed resolution (“**Proposed Resolution**”) as set out in the EGM Notice was duly passed as an ordinary resolution by way of poll at the EGM held on Tuesday, 17 December 2013 at 10:00 a.m. and the poll result is as follows:

Ordinary Resolution	Number of votes cast (Approximate percentage of total number of votes cast)		Total number of votes cast
	For	Against	
To approve, confirm and ratify the subscription agreement dated 25 September 2013 (“ Subscription Agreement ”) between Lai Fung (Hengqin) Development Company Limited (“ LFHQ ”), Sunny Horizon Investments Limited (“ SHIL ”) and Rosy Commerce Holdings Limited (“ Rosy Commerce ”) in respect of (i) the respective subscriptions for 79 and 20 new ordinary shares in Rosy Commerce by LFHQ and SHIL; (ii) the assignment by LFHQ to SHIL of 20% of the total amount of loans, advances and other sums owing or payable to LFHQ by Rosy Commerce as at completion of the Subscription Agreement; and (iii) the entering into of a shareholders’ agreement in relation to Rosy Commerce by LFHQ, SHIL and Rosy Commerce (“ Shareholders’ Agreement ”), and the transactions contemplated under the Subscription Agreement and the Shareholders’ Agreement (collectively, “ Transaction ”); AND to authorise the directors of the Company to implement the Transaction.	5,016,557,025 (99.98%)	1,087,056 (0.02%)	5,017,644,081

As more than 50% of the votes were cast in favour of the Proposed Resolution, the Proposed Resolution was duly passed as an ordinary resolution of the Company.

Notes:

- 1) The full text of the Proposed Resolution was set out in the EGM Notice.
- 2) As at the date of the EGM, there were a total of 16,095,912,956 issued ordinary shares of HK\$0.10 each in the Company (“**Shares**”).
- 3) As at the date of the EGM, eSun Holdings Limited, the ultimate holding company of the Company, and its associates were beneficially interested in 8,271,101,422 Shares in aggregate, representing approximately 51.39% of the entire existing issued share capital of the Company, and they were required under the Listing Rules to and did abstain from voting on the Proposed Resolution at the EGM. Therefore, the total number of Shares entitling the holders (“**Shareholders**”) to attend and vote for or against the Proposed Resolution was 7,824,811,534 Shares, representing approximately 48.61% of the total issued share capital of the Company. Save as the aforesaid, there were no other restrictions on any Shareholders to cast votes on the Proposed Resolution at the EGM.
- 4) Tricor Tengis Limited, the branch share registrars of the Company in Hong Kong, was appointed the scrutineers for the purpose of vote-taking in respect of the Proposed Resolution at the EGM.

By Order of the Board
Lai Fung Holdings Limited
Chew Fook Aun
Chairman

Hong Kong, 17 December 2013

As at the date of this announcement, the Board comprises seven executive Directors, namely Mr. Chew Fook Aun (Chairman), Dr. Lam Kin Ming (Deputy Chairman), Mr. Lam Kin Hong, Matthew (Executive Deputy Chairman), Mr. Lam Hau Yin, Lester (Chief Executive Officer), Madam U Po Chu, Mr. Lau Shu Yan, Julius and Mr. Cheng Shin How; two non-executive Directors, namely Mr. Leow Juan Thong, Jason and Mr. Lucas Ignatius Loh Jen Yuh (also alternate to Mr. Leow Juan Thong, Jason); and five independent non-executive Directors, namely Messrs. Lam Bing Kwan, Ku Moon Lun, Law Kin Ho, Mak Wing Sum, Alvin and Shek Lai Him, Abraham.