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LAI FUNG HOLDINGS

Lai Fung Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1125)

POLL RESULTS OF THE 2012 ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING HELD ON 18 DECEMBER 2012

All the Proposed Resolutions were passed by way of poll at the 2012 AGM and EGM held on Tuesday, 18 December 2012.

The board of directors (the “**Directors**” and the “**Board**”, respectively) of Lai Fung Holdings Limited (the “**Company**”) is pleased to announce that all the proposed resolutions (the “**Proposed Resolutions**”) as set out in each of the notice of the 2012 Annual General Meeting of the Company (the “**2012 AGM**”) dated 19 November 2012 and the notice of the Extraordinary General Meeting of the Company (the “**EGM**”) dated 1 December 2012 (the “**EGM Notice**”) were duly passed as ordinary resolutions by way of poll at the 2012 AGM and the EGM both held on Tuesday, 18 December 2012 at 8:15 a.m. and 9:00 a.m., respectively and the poll results are set out as follows:

Poll Results of the 2012 AGM

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To consider and adopt the audited financial statements for the year ended 31 July 2012 and the reports of the Directors and the independent auditors of the Company thereon.	12,397,748,406 (99.89%)	14,031,738 (0.11%)	12,411,780,144
2.	To declare a final dividend of HK\$0.0028 per Share.	11,857,848,406 (95.54%)	553,931,738 (4.46%)	12,411,780,144

3.	(A)	To elect the following Directors who retire and have offered themselves for election:			
	(i)	Mr. Chew Fook Aun as an executive Director.	12,172,332,706 (98.07%)	239,447,438 (1.93%)	12,411,780,144
	(ii)	Mr. Mak Wing Sum, Alvin as an independent non-executive Director.	12,397,848,406 (99.89%)	13,931,738 (0.11%)	12,411,780,144
	(B)	To re-elect the following Directors who retire and have offered themselves for re-election:			
	(i)	Madam U Po Chu as an executive Director.	12,072,490,706 (97.27%)	339,289,438 (2.73%)	12,411,780,144
	(ii)	Mr. Ku Moon Lun as an independent non-executive Director.	12,397,848,406 (99.89%)	13,931,738 (0.11%)	12,411,780,144
	(iii)	Mr. Law Kin Ho as an independent non-executive Director.	12,397,848,406 (99.89%)	13,931,738 (0.11%)	12,411,780,144
	(C)	To authorise the Board to fix the Directors' remuneration.	12,397,748,406 (99.89%)	14,031,738 (0.11%)	12,411,780,144
	4.	To re-appoint Ernst & Young, Certified Public Accountants of Hong Kong, as the independent auditors of the Company for the year ending 31 July 2013 and to authorise the Board to fix their remuneration.	12,397,848,406 (99.89%)	13,931,738 (0.11%)	12,411,780,144

Poll Results of the EGM

Ordinary Resolutions	Number of votes cast (Approximate percentage of total number of votes cast)			Total number of votes cast
	For	Against	Abstain	
1. To grant a general mandate to the Directors to repurchase the Company's Shares not exceeding 10% of the issued share capital of the Company.	12,286,790,434 (99.89%)	13,931,738 (0.11%)		12,300,722,172

2.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the issued share capital of the Company.	11,319,052,706 (92.02%)	981,669,466 (7.98%)		12,300,722,172
3.	To extend the general mandate granted to the Directors to issue Shares of the Company by adding the number of Shares repurchased.	11,319,052,706 (92.02%)	981,669,466 (7.98%)		12,300,722,172
4.	To approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme.	12,040,269,406 (97.88%)	260,452,766 (2.12%)		12,300,722,172
5.	To approve, confirm and ratify the Deed of Conditional Waiver (as supplemented by the Supplemental Deed) and all transactions contemplated thereunder (“ EGM Resolution No. 5 ”).	4,121,824,284 (94.72%)	229,621,466 (5.28%)	7,949,276,422 (Notes 3 and 4)	4,351,445,750

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions at the 2012 AGM and the EGM, all the Proposed Resolutions were duly passed as ordinary resolutions of the Company.

Notes:

- 1) The full text of each of the Proposed Resolutions No. 1 to 5 of the EGM was set out in the EGM Notice.
- 2) As at the date of the 2012 AGM and the EGM, there were a total of 16,095,912,956 issued ordinary shares of HK\$0.10 each in the Company (the “**Shares**”) entitling the holders thereof (the “**Shareholders**”) to attend and vote on all the Proposed Resolutions at the 2012 AGM and the Proposed Resolutions No. 1 to 4 at the EGM.
- 3) No Shareholder was required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) to abstain from voting on any of the Proposed Resolutions (except EGM Resolution No. 5) at the 2012 AGM and the EGM and no Shareholder entitled to attend the 2012 AGM and the EGM may vote only against any of the Proposed Resolutions thereat.

As at the date of the 2012 AGM and the EGM, eSun and its associates were beneficially interested in 7,949,276,422 Shares in aggregate, representing approximately 49.39% of the entire existing issued share capital of the Company, and they were required under the Listing Rules to abstain, and did abstain, from voting on EGM Resolution No. 5 at the EGM. The total number of Shares entitling the Shareholders to attend and vote for or against EGM Resolution No. 5 was 8,146,636,534 Shares. There were no Shares entitling the Shareholders to attend and vote only against such resolution at the EGM.

- 4) The number of Shares abstained from voting has not been counted in the calculation of the required majority of voting.
- 5) 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 Resolutions at the 2012 AGM and the EGM.

By Order of the Board
Lai Fung Holdings Limited
Kwok Siu Man
Company Secretary

Hong Kong, 18 December 2012

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 four independent non-executive Directors, namely Messrs. Lam Bing Kwan, Ku Moon Lun, Law Kin Ho and Mak Wing Sum, Alvin.