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SUNLEY HOLDINGS LIMITED

新利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

RESULTS OF THE 2013 ANNUAL GENERAL MEETING HELD ON 5 SEPTEMBER 2013

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 5 September 2013.

Reference is made to the notice of the 2013 annual general meeting (the “**AGM**”) dated 25 July 2013 (the “**AGM Notice**”) of Sunley Holdings Limited (the “**Company**”, together with its subsidiaries, collectively known as the “**Group**”).

RESULTS OF AGM

The board (the “**Board**”) of directors (the “**Directors**”) is pleased to announce that, at the AGM held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 5 September 2013 at 10:30 a.m., all resolutions as set out in the AGM Notice (the “**Resolutions**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results for the Resolutions passed at the AGM are as follows:

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
1. To receive, consider and adopt the audited consolidated accounts and reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 March 2013	225,000,000 (100%)	0 (0%)	225,000,000 (100%)

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
2. To declare a final dividend of HK7 cents per share for the year ended 31 March 2013	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
4. (a) To re-elect Dr. Ho Kar Chung as an executive Director of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
(b) To re-elect Mr. Cheng Wing On, Michael as an executive Director of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
(c) To re-elect Mr. Ho Chi Ling as an executive Director of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
(d) To re-elect Mr. Leung Chee Hon as a non-executive Director of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
(e) To re-elect Mr. Chuck Winston Calptor as an independent non-executive Director of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
(f) To re-elect Mr. Ching Kwok Hoo, Pedro as an independent non-executive Director of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
(g) To re-elect Mr. Tam Tak Kei, Raymond as an independent non-executive Director of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
(h) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
5. To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
6. To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution	225,000,000 (100%)	0 (0%)	225,000,000 (100%)
7. To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	225,000,000 (100%)	0 (0%)	225,000,000 (100%)

Note: The description of the Resolutions is by way of summary only. The full text appears in the AGM Notice.

As at the date of the AGM, the issued share capital of the Company comprised 300,000,000 shares, which was the total number of shares entitling the holders to attend and vote for or against all the Resolutions at the AGM. There was no restriction on any shareholder to cast votes on any of the Resolutions at the AGM. No person had indicated in the circular containing the AGM Notice any intention to vote against or to abstain from voting on any of the Resolutions at the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed and acted as the scrutineer for the poll voting at the AGM.

By order of the board of
Sunley Holdings Limited
Ho Kar Chung
Chairman

Hong Kong, 5 September 2013

As at the date of this announcement, the Company has (i) three executive Directors, namely Dr. Ho Kar Chung, Mr. Cheng Wing On, Michael and Mr. Ho Chi Ling; (ii) one non-executive Director, namely Mr. Leung Chee Hon; and (iii) three independent non-executive Directors, namely Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond.