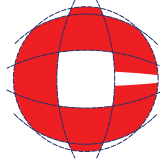


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中持基業控股有限公司
Kate China Holdings Limited

KATE CHINA HOLDINGS LIMITED
中持基業控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8125)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
17 SEPTEMBER 2015
CHANGE OF DIRECTORS
AND
CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

POLL RESULTS

Kate China Holdings Limited (the “Company”) is pleased to announce that at the annual general meeting of the Company held at The Royal Garden Chinese Restaurant, B2, The Royal Garden, 69 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 17 September 2015 at 2:00 p.m. (the “AGM”), all the proposed resolutions (the “Resolutions”) as set out in the circular (the “Circular”) incorporating a notice of the AGM dated 29 June 2015 (the “Original Notice”) and the supplemental notice of the AGM dated 1 September 2015 (the “Supplemental Notice”) were duly passed as ordinary resolutions by the shareholders of the Company (the “Shareholders”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2015	190,964,300 100%	0 0%
2.	(a) To re-elect Mr. Fok Chun Kit as an executive director of the Company	190,964,300 100%	0 0%
	(b) To re-elect Mr. Tsang Kei Cheong as an executive director of the Company	190,964,300 100%	0 0%
	(c) To appoint Mr. Chan Chiu Hung Alex as an independent non-executive director of the Company	190,964,300 100%	0 0%

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company	190,964,300 100%	0 0%
4.	To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration	190,964,300 100%	0 0%
5.	To give a general mandate to the board of directors of the Company to repurchase shares of the Company not exceeding 10% of its issued shares as at the date of this resolution	190,964,300 100%	0 0%
6.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of its issued shares as at the date of this resolution	190,964,300 100%	0 0%
7.	Conditional on the passing of resolutions nos. 5 and 6, to extend the general mandate given to the directors of the Company to allot, issue and deal with shares not exceeding the aggregate number of shares repurchased pursuant to the general mandate granted under resolution no. 5	190,964,300 100%	0 0%

The description of the Resolutions above is by way of summary only. The full text appears in the Original Notice and the Supplemental Notice.

As at the date of the AGM:

- (a) The total number of the Shares in issue and entitling the holder to attend and vote for or against all resolutions at the AGM: 330,000,000.
- (b) The total number of Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 17.47A of the Rules Governing the Listing of Securities of the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”): Nil.
- (c) None of the Shareholders have stated their intention in the Circular to vote against any of the resolutions at the AGM.
- (d) None of the Shareholders is required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

The Company’s share registrar, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote taking.

CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

The Board also wishes to announce that following the approval by the Shareholders at the AGM and with effect from 17 September 2015, Mr. Chan Chiu Hung Alex (“Mr. Chan”) has been appointed as an independent non-executive Director to fill the casual vacancy created by the resignation of Mr. Lam Yiu Kin and is subject to re-election in accordance with the articles of association of the Company or pursuant to the GEM Listing Rules. Please refer to the Supplemental Notice for Mr. Chan’s biographical details.

The Board would like to welcome Mr. Chan to join the Board.

With effect from 17 September 2015, following the change of Directors as mentioned above:

- (1) the audit committee of the Company (the “Audit Committee”) comprises Mr. Lu Tak Ming (“Mr. Lu”), Prof. Lai Kin Keung (“Prof. Lai”) and Mr. Chan. Mr. Chan acts as the chairman of the Audit Committee;
- (2) the remuneration committee of the Company (the “Remuneration Committee”) comprises Mr. Lu, Prof. Lai and Mr. Chan. Mr. Lu remains to act as the chairman of the Remuneration Committee;
- (3) the nomination committee of the Company (the “Nomination Committee”) comprises Mr. Lu, Prof. Lai and Mr. Chan. Prof. Lai remains to act as the chairman of the Nomination Committee; and
- (4) the compliance committee of the Company (the “Compliance Committee”) comprises Mr. Lu, Prof. Lai and Mr. Chan. Mr. Chan acts as the chairman of the Compliance Committee.

By order of the Board
Kate China Holdings Limited
Chan Tat Wah
Chairman and Executive Director

Hong Kong, 17 September 2015

As at the date of this announcement, the executive Directors are Mr. Chan Tat Wah (Chairman), Mr. Fok Chun Kit (CEO) and Mr. Tsang Kei Cheong; and the independent non-executive Directors are Mr. Lu Tak Ming, Prof. Lai Kin Keung and Mr. Chan Chiu Hung Alex.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at www.katechina.hk.