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SHENYIN WANGUO (H.K.) LIMITED

申銀萬國(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code : 218)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING HELD ON 15 MAY 2015**

At the Annual General Meeting of Shen Yin Wanguo (H.K.) Limited (the “Company”) held at the the TALK Meeting Room at 2nd Floor, OZO Wesley Hong Kong, 22 Hennessy Road, Wanchai, Hong Kong, on 15 May 2015 (the “AGM”), a poll was taken for voting on all the proposed resolutions as set out in the Notice of Annual General Meeting dated 1 April 2015.

As at the date of the AGM, the number of shares in issue of the Company was 796,138,689 shares, which was the total number of shares entitling the holders to attend and vote for or against all resolutions at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

The poll results are set out as follows:

Ordinary Resolutions		Number of Shares Voted (%)	
		For	Against
1.	To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Independent Auditors for the year ended 31 December 2014	417,842,292 (100.00%)	0 (0.00%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Shares Voted (%)	
		For	Against
2.	To declare a final dividend	417,842,292 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
3.	(a) To re-elect Mr. Guo Chun as Director	417,842,292 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(b) To re-elect Mr. Lee Man Chun Tony as Director	417,842,292 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(c) To re-elect Mr. Ng Wing Hang Patrick as Director	417,673,682 (99.96%)	168,610 (0.04%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(d) To re-elect Mr. Kwok Lam Kwong Larry as Director	417,719,933 (99.97%)	122,359 (0.03%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(e) To re-elect Mr. Zhuo Fumin as Director	417,812,292 (99.99%)	30,000 (0.01%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
	(f) To authorise the Board of Directors to fix Directors' remuneration for the year ending 31 December 2015	417,749,933 (99.98%)	92,359 (0.02%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
4.	To re-appoint auditors and to authorise the Board of Directors to fix their remuneration	417,842,292 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
5.	To grant a general mandate to the Board of Directors to allot, issue and deal with shares not exceeding 20 per cent of the number of shares in issue of the Company as at the date of the passing of this resolution*	411,391,775 (98.46%)	6,450,517 (1.54%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
6.	To grant a repurchase mandate to the Board of Directors to repurchase shares to a maximum of 10 per cent of the number of shares in issue of the Company as at the date of the passing of this resolution*	417,842,292 (100.00%)	0 (0.00%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
7.	Conditional upon the passing of Resolutions 5 and 6, the general mandate to allot, issue and deal with shares pursuant to Resolution 5 be extended by the addition of any shares repurchased under the repurchase mandate pursuant to Resolution 6*	411,391,775 (98.46%)	6,450,517 (1.54%)
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

Special Resolution		Number of Shares Voted (%)	
		For	Against
8.	To approve the change of the name of the Company from “Shenyin Wanguo (H.K.) Limited 申銀萬國(香港)有限公司” to “Shenwan Hongyuan (H.K.) Limited 申萬宏源(香港)有限公司”*	417,842,292 (100.00%)	0 (0.00%)
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

* The full text of the Resolution is set out in the Notice of the Annual General Meeting.

The Company’s share registrar, Tricor Tengis Limited, was appointed as scrutineer for the vote-taking at the AGM.

By order of the Board
Shenyin Wanguo (H.K.) Limited
Wong Che Keung Leslie
Company Secretary

Hong Kong, 15 May 2015

As at the date of this announcement, the Board of the Company comprises 8 directors, of which Mr. Chu Xiaoming, Mr. Lu Wenqing, Mr. Guo Chun and Mr. Lee Man Chun Tony are the executive directors, Mr. Zhang Lei is the non-executive director, Mr. Ng Wing Hang Patrick, Mr. Kwok Lam Kwong Larry and Mr. Zhuo Fumin are the independent non-executive directors.