

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## Broad Greenstate International Company Limited

### 博大綠澤國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1253)

### POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON THURSDAY, 8 OCTOBER 2015

Reference is made to the circular of Broad Greenstate International Company Limited (the “**Company**”) dated 21 September 2015 (the “**Circular**”) in relation to the proposed issue of notes (“**Proposed Issue of Notes**”) and proposed grant of share options to executives (“**Proposed Grant of Share Option to Executives**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the extraordinary general meeting (“**EGM**”) held on 8 October 2015, the ordinary resolutions (the “**Resolutions**”) as set out in the notice of EGM dated 21 September 2015 (“**EGM Notice**”) were passed by the Shareholders by way of poll as more than 50% of the votes were cast in favour of the Resolutions.

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. “ <b>THAT:</b>  (a) the note purchase agreement dated 20 August 2015 (the “ <b>Note Purchase Agreement</b> ”) entered into between the Company and Greenland Financial Leasing Co., Ltd. 綠地融資租賃有限公司 (the “ <b>Greenland Leasing</b> ”), in respect of the proposed issue (the “ <b>Proposed Issue of Notes</b> ”) of a redeemable fixed coupon promissory note due 2016 with a principal amount of US\$40,000,000 (equivalent to approximately RMB258.4 million based on the conversion rate of US\$1 to RMB6.46) at the rate of 9.00% per annum to Greenland Leasing (a copy of the Note Purchase Agreement marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved and confirmed and ratified;	2,494,703,558 (100.00%)	0 (0.00%)

Ordinary Resolutions	Number of Votes (%)	
	For	Against
<p>(b) the deed of novation dated 11 September 2015 (the “<b>Deed of Novation</b>”) entered into between the Company, Greenland Leasing and Greenland Financial Overseas Investment Group Co., Ltd. (綠地金融海外投資集團有限公司) (the “<b>Purchaser</b>”) pursuant to which Greenland Leasing shall novate all its rights, obligations and liabilities under the Note Purchase Agreement to the Purchaser;</p> <p>(c) the creation and issue of the promissory note due 2016 with a principal amount of US\$40,000,000 (equivalent to approximately RMB258.4 million based on the conversion rate of US\$1 to RMB6.46) at the rate of 9.00% per annum in favour of the Purchaser pursuant to the Note Purchase Agreement (the “<b>Note Instrument</b>”) (a copy of the final form of the Note Instrument marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM) be and is hereby approved;</p> <p>(d) the share charge (the “<b>Company Share Charge</b>”) relating to the charge by way of a first fixed charge all rights, entitlements, interests and benefits in the Company Charged Shares (as defined in the Note Purchase Agreement) and all derived interests proposed to be made by the Company in favor of the Purchaser (a copy of execution version of the Company Share Charge marked “C” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved;</p> <p>(e) the share charge (the “<b>Greenstate Times Share Charge</b>”) relating to the charge by way of a first fixed charge all rights, entitlements, interests and benefits in the Greenstate Times Charged Shares (as defined in the Note Purchase Agreement) and all derived interests proposed to be made by the Greenstate Times International Company Limited (綠澤時代國際有限公司) (“<b>Greenstate Times</b>”), a wholly-owned subsidiary of the Company, in favor of the Purchaser (a copy of execution version of the Greenstate Times Share Charge marked “D” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM), and the transactions contemplated thereunder be and are hereby approved;</p> <p>(f) any director of the Company (the “<b>Director</b>”) be and is hereby authorized to do all such things and acts, including but not limited to the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements, as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation and/or giving effect to any matters relating to the Note Purchase Agreement, the Deed of Novation, the Note Instrument, the Company Share Charge, the Greenstate Times Share Charge and all transactions contemplated thereunder.”</p>		

Ordinary Resolutions	Number of Votes (%)	
	For	Against
<p>2. <b>“THAT:</b></p> <p>(a) the grant of 112,750,000 share options (the <b>“Share Options”</b>) by the board (the <b>“Board”</b>) of Directors on 1 September 2015 pursuant to the share option scheme of the Company adopted on 25 June 2014 (the <b>“Share Option Scheme”</b>) to certain eligible participants (the <b>“Grantees”</b>), including 30,000,000 Share Options, 22,500,000 Share Options, 5,000,000 Share Options and 5,000,000 Share Options to Mr. Wu Zhengping (<b>“Mr. Wu”</b>), Ms. Xiao Li (<b>“Ms. Xiao”</b>), Ms. Zhu Wen (<b>“Ms. Zhu”</b>) and Mr. Wang Lei (<b>“Mr. Wang”</b>) respectively, to subscribe for a total of 112,750,000 ordinary shares of HK\$0.025 each in the share capital of the Company (the <b>“Shares”</b>) at the exercise price of HK\$1.24 per Share subject to such terms and conditions as imposed by the Board be approved, confirmed and ratified;</p> <p>(b) any one Director be and is hereby authorized to approve and execute all documents, instruments and agreements and to do all such acts and things deemed by him/her absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the grant of the 112,750,000 Share Options to the Grantees, including the Share Options granted to each of Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang.”</p>	<p>4,435,078,114 (98.69%)</p>	<p>5,804,000 (1.31%)</p>

As at the date of the EGM, the total number of Shares in issue was 3,306,616,000 Shares, which is the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the EGM.

With respect to ordinary resolution numbered 1 set out in the EGM Notice of the EGM (**“Resolution 1”**) and as disclosed in the Circular, as Greenland Financial has a material interest in the Proposed Issue of Notes and is a party to certain transactions contemplated thereunder, Greenland Financial is required to abstain from voting on the resolutions approving the Proposed Issue of Notes and the transactions contemplated thereunder at the EGM. Greenland wholly owns Greenland Financial Holdings Company Limited which in turn wholly owns Greenland Financial. As a result, Greenland and Greenland Financial Holdings Company Limited are also required to abstain from voting on the resolutions approving the Proposed Issue of Notes and the transactions contemplated thereunder at the EGM.

Save as disclosed above, no Shareholders is required to abstain from voting on Resolution 1 at the EGM and there were no Shares entitling the Shareholders to attend and vote only against Resolution 1 at the EGM as set out in Rule 13.40 of the Listing Rules. A total of 2,879,992,000 Shares were held by Independent Shareholders who were entitled to attend, either in person or by proxy, to vote for or against Resolution 1.

With respect to ordinary resolution numbered 2 set out in the EGM Notice of the EGM (**“Resolution 2”**) and as disclosed in the Circular, as the total number of Shares to be issued upon exercise of the Share Options offered to be granted to each of Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang represents in

aggregate over 0.1% of the Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$1.19 on the Date of Grant, as such, pursuant to Rules 17.04(1) and 13.40 of the Listing Rules, Mr. Wu, Ms. Xiao, Ms. Zhu and Mr. Wang, their associates, and all core connected persons of the Company shall abstain from voting in favour at the EGM on the resolutions for the Proposed Grant of Share Options to Executives and the transactions contemplated thereunder at the EGM. In addition, as Broad Landscape International is wholly-owned by Mr. Wu, and Ms. Xiao has control of more than one third of the voting power of Eastern Greenstate International, Broad Landscape International and Eastern Greenstate International are also required to abstain from voting in favour of the resolutions approving the Proposed Grant of Share Options to Executives at the EGM as set out in Rules 17.04(1) and 13.40 of the Listing Rules.

Save as disclosed above, no Shareholders is required to abstain from voting on Resolution 2 at the EGM and there were no Shares entitling the Shareholders to attend and vote only against Resolution 2 at the EGM as set out in Rule 13.40 of the Listing Rules. A total of 1,255,420,256 Shares were held by Independent Shareholders who were entitled to attend, either in person or by proxy, to vote for or against Resolution 2.

The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

By Order of the Board  
**Broad Greenstate International Company Limited**  
**WU Zhengping**  
*Chairman and Executive Director*

Shanghai, the People's Republic of China  
8 October 2015

*As at the date of this announcement, our executive Directors are Mr. Wu Zhengping, Ms. Xiao Li, Ms. Zhu Wen and Mr. Wang Lei and our independent non-executive Directors are Mr. Dai Guoqiang, Mr. Zhang Qing and Dr. Jin Hexian.*