

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



**雲南實業控股有限公司**

**YUNNAN ENTERPRISES HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0455)**

## **RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that the resolutions approving (1) the Acquisition Agreement and the transactions contemplated thereunder, (2) the Whitewash Waiver and (3) the increase in the authorised share capital of the Company, were duly passed by the Shareholders at the extraordinary general meeting of the Company held on 10 December 2007.

Reference is made to the circular of the Company dated 23 November 2007 (the “Circular”). Unless the context otherwise requires, terms used herein shall have the same meanings as those defined in the Circular.

### **RESULTS OF THE EGM**

At the EGM, the resolution number (1) approving the Acquisition Agreement and the transactions contemplated thereunder and the resolution number (2) approving the Whitewash Waiver were required to be taken on a poll and approved by Independent Shareholders. Mr. Fang, the Vendor, South Hong and their respective associates and concert parties, and all parties involved in or interested in the Acquisition and the Whitewash Waiver were required to

abstain, and had abstained, from voting on the proposed resolutions number (1) and (2) at the EGM. Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, had acted as the scrutineer at the EGM. The results of the voting are as follows:

Ordinary resolutions	Number of Shares (%)	
	For	Against
(1) To approve the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the acquisition of the Sale Share and the Sale Loan by the Company from Tianda Group Limited and the issuance and allotment of the Consideration Shares	35,818,150 (100%)	0 (0%)
(2) To approve the Whitewash Waiver	35,818,150 (100%)	0 (0%)

Resolution numbered (3) approving the increase in the authorised share capital of the Company was also duly passed by the Shareholders at the EGM on a show of hands.

The total number of Shares entitling the holders to attend and vote for or against the resolutions to approve the Acquisition Agreement and the transactions contemplated thereunder and the Whitewash Waiver at the EGM was 197,030,070.

The total number of Shares entitling the holder to attend and vote only against the resolutions to approve the Acquisition Agreement and the transactions contemplated thereunder and the Whitewash Waiver at the EGM was nil.

Upon Completion, the Vendor and party acting in concert with it will in aggregate hold 738,029,010 Shares, representing approximately 78.93% of the issued share capital of the Company as enlarged by the issue of the Consideration Shares.

By Order of the Board of  
**YUNNAN ENTERPRISES HOLDINGS LIMITED**  
**Ma Pizhi**  
*Managing Director*

Hong Kong, 10 December 2007

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would made any statement in this announcement misleading.*

*As at the date of this announcement, the board of the Company comprises five executive Directors, being Li Suiming, Ma Pizhi, Li Guanglin, Fang Wen Quan and Liu Huijiang, and three independent non-executive Directors, being Ho Wing Fun, Wu Wen Jing, Benjamin and Lam Yat Fai.*