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# NationalInvestments

**National Investments Fund Limited**

**國盛投資基金有限公司**

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

**(Stock Code: 1227)**

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 13 JUNE 2019**

**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
MEMBER OF AUDIT COMMITTEE, MEMBER OF NOMINATION  
COMMITTEE AND MEMBER OF REMUNERATION COMMITTEE  
AND**

**(4) APPOINTMENT OF CHAIRMAN OF NOMINATION COMMITTEE  
AND CHAIRMAN OF REMUNERATION COMMITTEE**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The board (the “**Board**”) of directors (the “**Directors**”) of National Investments Fund Limited (the “**Company**”) is pleased to announce that all the proposed resolutions (other than resolutions no. 2(a)(iii) and 2(a)(vi)) as set out in the notice of AGM dated 29 April 2019 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the annual general meeting of the Company held on 13 June 2019 (the “**AGM**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 29 April 2019 (the “**Circular**”).

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2018.	68,307,908 (100%)	0 (0%)	68,307,908 (100%)
2(a).	(i) To re-elect Mr. Chan Cheong Yee as an executive director of the Company.	103,079,908 (100%)	0 (0%)	103,079,908 (100%)
	(ii) To re-elect Ms. Xie Xiangrong as a non-executive director of the Company.	103,079,908 (100%)	0 (0%)	103,079,908 (100%)
	(iii) To re-elect Ms. Chan So Fong as an independent non-executive director of the Company.	This resolution had been withdrawn, details of which are set out in the section headed "Retirement of independent non-executive Director" below.		
	(iv) To re-elect Mr. Li Li as an independent non-executive director of the Company.	103,079,908 (100%)	0 (0%)	103,079,908 (100%)
	(v) To re-elect Mr. Liao Kai as an independent non-executive director of the Company.	103,079,908 (100%)	0 (0%)	103,079,908 (100%)
	(vi) To re-elect Mr. Liu Jin as an independent non-executive director of the Company.	8,567,908 (8.31%)	94,512,000 (91.69%)	103,079,908 (100%)
2(b).	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	103,079,908 (100%)	0 (0%)	103,079,908 (100%)
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.	68,307,908 (66.27%)	34,772,000 (33.73%)	103,079,908 (100%)

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
4.	To grant a general unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued shares of the Company for an aggregate number not exceeding 20% of the number of the issued shares of the Company as at the date of the passing of this resolution.#	103,079,908 (100%)	0 (0%)	103,079,908 (100%)
5.	To grant a general unconditional mandate to the directors of the Company to purchase the Company's shares for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.#	103,079,908 (100%)	0 (0%)	103,079,908 (100%)
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the issue mandate under resolution numbered 4 by an amount representing the aggregate number of issued shares of the Company repurchased by the Company pursuant to the authority granted under resolution numbered 5 above (up to a maximum number equivalent to 10% of the number of the issued share of the Company as at the date of the passing of the said resolution no. 5).#	103,079,908 (100%)	0 (0%)	103,079,908 (100%)

# Full text of the relevant resolutions is set out in the notice of AGM dated 29 April 2019 convening the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions number 1 to 6 (except for resolutions number 2(a)(iii) and 2(a)(vi), all resolutions were duly passed as ordinary resolutions of the Company.

As a majority of votes was cast against resolution No. 2(a)(vi), such resolution was not passed as ordinary resolution. As a result, Mr. Liu Jin (“**Mr. Liu**”) was no longer an independent non-executive Director after the AGM. In the meantime, Mr. Liu ceased to be the chairman of remuneration committee and the member of audit committee and nomination committee of the Company. The Board would like to express its sincere gratitude to the contributions of Mr. Liu to the Company during his tenure of office.

As at the date of the AGM, the total number of issued Shares was 914,626,964 shares of HK\$0.10 each, which represented the total number of Shares entitling the holders to attend and vote for or against the proposed resolutions at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM.

The Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

#### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ms. Chan So Fong (“**Ms. Chan**”) has notified the Company before the commencement of the AGM that she had decided to retire and would not offer herself for re-election as an independent non-executive Director at the AGM in order to devote more time for her other business commitments. As such, resolution 2(a)(iii) was withdrawn by the chairman of the AGM and Ms. Chan had retired as an independent non-executive Director with effect from the close of the AGM held on 13 June 2019. In the meantime, Ms. Chan has also ceased to be the chairman of the nomination committee, member of audit committee and remuneration committee of the Company.

Ms. Chan confirmed that she had no disagreement with the Board and there are no matters relating to her retirement that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Ms. Chan for her valuable contributions to the Company during her tenure of office.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF AUDIT COMMITTEE, MEMBER OF NOMINATION COMMITTEE AND MEMBER OF REMUNERATION COMMITTEE**

The Board is pleased to announce that on 13 June 2019, Ms. Wu Xiaoxia (吳曉霞) (“**Ms. Wu**”) has been appointed as an independent non-executive Director, a member of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 13 June 2019.

Ms. Wu, aged 39, completed the course on Computer and Applications (計算機及應用) from Zhejiang Radio & TV University\* (浙江廣播電視大學) in June 2001. Ms. Wu has extensive experience in investments, mergers and acquisitions, and finance management. Since November 2010, she has worked as a general manager of Zhejiang Fifth Season Enterprises Limited\* (浙江第五季實業有限公司).

Ms. Wu will enter into a letter of appointment with the Company, pursuant to which Ms. Wu shall hold office for an initial term of three years commencing from 13 June 2019, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, she is entitled to a director’s fee of HK\$240,000 per annum. The emoluments of Ms. Wu are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and her duties and responsibilities within the Company.

As at the date of this announcement, save as disclosed above, Ms. Wu does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of this announcement or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Wu confirmed that there is no other information which is discloseable pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning her that need to be brought to the attention of the shareholders of the Company.

## **APPOINTMENT OF CHAIRMAN OF NOMINATION COMMITTEE AND CHAIRMAN OF REMUNERATION COMMITTEE**

Following Ms. Chan ceasing to be the chairman of the nomination committee and Mr. Liu ceasing to be the chairman of the remuneration committee, Mr. Li Li, an independent non-executive Director, has been appointed as the chairman of the nomination committee and the chairman of the remuneration committee of the Company.

The Board would also like to take this opportunity to express its warmest welcome to Ms. Wu for joining the Company.

By order of the Board  
**National Investments Fund Limited**  
**Xie Xiangrong**  
*Chairperson*

Hong Kong, 13 June 2019

*As at the date of this announcement, the Board comprises an executive Director, namely Mr. Chan Cheong Yee; a non-executive Director, namely Ms. Xie Xiangrong (Chairperson); and three independent non-executive Directors, namely Mr. Li Li, Mr. Liao Kai and Ms. Wu Xiaoxia.*

\* *for identification purpose only*