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SA SA INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 178)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 23 AUGUST 2012
RETIREMENT OF DIRECTOR
ADOPTION OF THE NEW SHARE OPTION SCHEME AND
TERMINATION OF THE 2002 SHARE OPTION SCHEME
AND
ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board is pleased to announce that all the resolutions set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held on Thursday, 23 August 2012.

Reference is made to the circular of the Company dated 10 July 2012 (the “Circular”) regarding the proposals involving (i) general mandates to issue and purchase shares; (ii) re-election of retiring directors; (iii) adoption of the New Share Option Scheme and termination of the 2002 Share Option Scheme; and (iv) amendments to the Memorandum and Articles of Association of the Company.

Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise. The Circular may be viewed at, and downloaded from, the website of the Company at www.sasa.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board of Directors of the Company is pleased to announce that all the resolutions proposed were duly passed by the Shareholders by way of poll at the AGM held on Thursday, 23 August 2012.

As at the date of the AGM, the total number of issued Shares of the Company was 2,821,750,062 Shares, which was also the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholder was required to abstain from voting on the resolutions and there was no Share entitling the holder of which to attend and vote only against the resolutions.

The Company had appointed Tricor Abacus Limited, the branch share registrar and transfer office of the Company in Hong Kong, as scrutineer for the vote-taking at the AGM. The poll results in respect of the resolutions proposed at the AGM are 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 auditors for the year ended 31 March 2012.	1,972,527,186 (99.99%)	8,000 (0.01%)
2	To consider and declare a final dividend of 3.5 HK cents and a special dividend of 8.0 HK cents for the year ended 31 March 2012.	1,972,535,186 (100%)	0 (0%)
3(1)	To re-elect the following retiring directors as independent non-executive directors of the Company:–		
	(a) Ms KI Man Fung Leonie; and	1,968,451,009 (99.79%)	4,084,177 (0.21%)
	(b) Mr TAN Wee Seng.	1,955,453,186 (99.13%)	17,082,000 (0.87%)
3(2)	To authorise the Board to fix the remuneration of the aforementioned directors.	1,970,677,186 (100%)	0 (0%)
4	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.	1,963,821,009 (99.56%)	8,714,177 (0.44%)
5(1)	To grant a general mandate to the directors to issue additional shares of the Company.	1,695,287,574 (85.94%)	277,247,612 (14.06%)
5(2)	To grant a general mandate to the directors to purchase shares of the Company.	1,970,785,186 (100%)	0 (0%)
5(3)	To add the aggregate nominal amount of shares which are purchased or otherwise acquired under the general mandate granted to the directors pursuant to Ordinary Resolution No. 5(2) to the aggregate nominal amount of the shares which may be issued under the general mandate in Ordinary Resolution No. 5(1).	1,748,187,678 (88.63%)	224,347,508 (11.37%)

	Ordinary Resolutions*	Number of votes (%)	
		For	Against
6(1)	To adopt the New Share Option Scheme of the Company.	1,708,993,434 (86.68%)	262,533,752 (13.32%)
6(2)	To terminate the 2002 Share Option Scheme of the Company.	1,922,980,614 (97.49%)	49,554,572 (2.51%)
	Special Resolutions*	Number of votes (%)	
		For	Against
7(1)	To approve the amendments to the Memorandum of Association of the Company.	1,971,725,386 (99.96%)	808,800 (0.04%)
7(2)	To approve the amendments to the Articles of Association of the Company.	1,971,725,386 (99.96%)	808,800 (0.04%)
7(3)	Conditional on the passing of Special Resolution Nos. 7(1) and 7(2), to adopt the amended and restated Memorandum and Articles of Association of the Company as the new Memorandum and Articles of Association of the Company.	1,971,725,386 (99.96%)	808,800 (0.04%)

* The full text of the resolutions referred to above are set out in the AGM Notice.

As more than 50% of the votes were cast in favour of the Ordinary Resolutions Nos. 1 to 6(2) and more than 75% of the votes were cast in favour of the Special Resolutions Nos. 7(1) to 7(3), all the resolutions were duly passed as ordinary resolutions and special resolutions respectively.

RETIREMENT OF DIRECTOR

The Board also announces that Mrs Lee Look Ngan Kwan Christina has retired as a non-executive director of the Company with effect from the conclusion of the AGM. Mrs Lee has decided to retire and did not offer herself for re-election at the AGM.

Mrs Lee has confirmed that she has no disagreement with the Board and there is no matter relating to her retirement that needs to be brought to the attention of the Shareholders of the Company.

The Board would like to express its sincere appreciation to Mrs Lee for her valuable contribution to the Company during her 15 years of service as an independent non-executive director of the Company from 1997 to 2004 and then as a non-executive director of the Company from 2004 to 2012.

ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE 2002 SHARE OPTION SCHEME

As the Ordinary Resolution no. 6 as set out in the AGM Notice was duly passed by the Shareholders at the AGM, the New Share Option Scheme is adopted on 23 August 2012 but the effectiveness of the New Share Option Scheme is subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval to the listing of, and permission to deal in, the Shares to be issued by the Company pursuant to the exercise of Options which may be granted under the New Share Option Scheme. The 2002 Share Option Scheme will be terminated with effect from the date on which the New Share Option Scheme becomes effective. All outstanding options granted pursuant to the 2002 Share Option Scheme shall continue to be valid and exercisable in accordance with the 2002 Share Option Scheme despite the termination of the 2002 Share Option Scheme.

ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

With the passing of the Special Resolutions Nos. 7(1) to 7(3) approving the proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association at the AGM, the Board announces that the amended and restated Memorandum and Articles of Association be formally adopted by the Company on 23 August 2012.

By Order of the Board
KWOK Siu Ming Simon
Chairman and chief executive officer

Hong Kong, 23 August 2012

As at the date of this announcement, the directors of the Company are:-

Executive Directors

Dr KWOK Siu Ming Simon, *BBS, JP* (Chairman and chief executive officer)

Dr KWOK LAW Kwai Chun Eleanor, *BBS* (Vice-chairman)

Mr LOOK Guy (Chief financial officer)

Independent Non-executive Directors

Professor CHAN Yuk Shee, *PhD, BBS, JP*

Dr LEUNG Kwok Fai Thomas, *PhD, BBS, JP*

Ms TAM Wai Chu Maria, *GBS, JP*

Ms KI Man Fung Leonie, *SBS, JP*

Mr TAN Wee Seng