

Environ. Biol. Fish. 2015, 98:1–12
doi:10.1007/s10641-015-0288-8
© Springer Science+Business Media Dordrecht 2015

Environ. Biol. Fish. 2015, 98:1–12
doi:10.1007/s10641-015-0288-8
© Springer Science+Business Media Dordrecht 2015

温州康宁
Wenzhou
Joint stock
Company (China)

Wenzhou
Joint stock
Company (China)

RESOLUTIONS OF THE AGM, THE DOMESTIC SHAREHOLDERS' CLASS MEETING AND THE H SHAREHOLDERS' CLASS MEETING

The AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting were all convened by the Board and chaired by Mr. Guan Weili, the chairman of the Board. All the proposed resolutions set out in the notices of the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, each dated April 28, 2017, were passed by way of poll. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM, any Domestic Shareholders casting votes on any of the proposed resolutions at the Domestic Shareholders' Class Meeting and any H Shareholders casting votes on any of the proposed resolutions at the H Shareholders' Class Meeting. The convening, holding and the voting process of each of the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting were in compliance with applicable laws and regulations, including the Company Law of the PRC and the Articles.

For details of the resolutions considered at the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, Shareholders may refer to the notice of the AGM, the notice of the Domestic Shareholders' Class Meeting, the notice of the H Shareholders' Class Meeting and the Circular, all dated April 28, 2017.

POLL RESULTS OF THE AGM

The total number of the Shares in issue as at the date of the AGM was 73,040,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the AGM. Shareholders and their proxies holding an aggregate 64,886,300 voting Shares attended the AGM, representing 88.84% of the total voting Shares.

All the resolutions contained in the notice of AGM have been passed by way of poll.
The poll results are set out below:

	ORDINAR RESOLUTIONS	Number of Shares (%)	Number of Votes (%)	Number of Votes (%)
1.	To consider and approve the financial report for the year 2016 (including the audited financial statements)	64,886,300 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the proposed profit distribution plan for the year 2016	64,886,300 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the proposed financial budget for the year 2017	64,886,300 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the proposed change of accounting standard adopted by the Company	64,886,300 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the proposed appointment of PricewaterhouseCoopers Zhong Tian LLP as the independent auditor of the Company for the year 2017, to hold office until the conclusion of the next annual general meeting of the Company	64,886,300 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the report of the Board for the year 2016	64,886,300 (100%)	0 (0%)	0 (0%)
7.	To consider and approve the report of the Supervisory Committee for the year 2016	64,886,300 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the report of the independent non-executive Directors for the year 2016	64,886,300 (100%)	0 (0%)	0 (0%)
9.	To consider and approve the proposed election of Mr. Guan Weili as the executive Director of the second session of the Board	46,529,950 (99.986892%)	6,100 (0.013108%)	0 (0%)

	ORDINAR RESOLUTIONS	Number of Shares (%)	Number of Votes (%)	Number of Votes (%)
10.	To consider and approve the proposed election of Ms. Wang Lianyue as the executive Director of the second session of the Board	61,091,800 (100%)	0 (0%)	0 (0%)
11.	To consider and approve the proposed election of Ms. Wang Hongyue as the executive Director of the second session of the Board	60,901,950 (100%)	0 (0%)	0 (0%)
12.	To consider and approve the proposed election of Mr. Yang Yang as the non-executive Director of the second session of the Board	64,880,200 (99.990599%)	6,100 (0.009401%)	0 (0%)
13.	To consider and approve the proposed election of Mr. Lin Lijun as the non-executive Director of the second session of the Board	64,880,200 (99.990599%)	6,100 (0.009401%)	0 (0%)
14.	To consider and approve the proposed election of Mr. Chong Yat Keung as the independent non-executive Director of the second session of the Board	64,886,300 (100%)	0 (0%)	0 (0%)
15.	To consider and approve the proposed election of Mr. Huang Zhi as the independent non-executive Director of the second session of the Board	64,880,200 (99.990599%)	6,100 (0.009401%)	0 (0%)
16.	To consider and approve the proposed election of Mr. Got Chong Key Clevin as the independent non-executive Director of the second session of the Board	64,886,300 (100%)	0 (0%)	0 (0%)
17.	To consider and approve the proposed election of Ms. Huang Jingou as the Shareholder representative Supervisor of the second session of the Supervisory Committee	64,886,300 (100%)	0 (0%)	0 (0%)

		Number of Shares Held by Shareholders (%)	Number of Shares Held by Shareholders (%)	Number of Shares Held by Shareholders (%)
	ORDINARY RESOLUTIONS			
18.	To consider and approve the proposed election of Mr. Qian Chengliang as the independent Supervisor of the second session of Supervisory Committee	64,886,300 (100%)	0 (0%)	0 (0%)
19.	To consider and approve the proposed election of Mr. Ma Jinlong as the independent Supervisor of the second session of Supervisory Committee	64,886,300 (100%)	0 (0%)	0 (0%)
20.	To consider and approve the proposed transfer of one of the Company's properties to Mr. Chen Yuanling	64,886,300 (100%)	0 (0%)	0 (0%)
	SPECIAL RESOLUTIONS			
1.	To consider and approve the proposed amendment II to the Articles	64,886,300 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the proposed amendment to the Articles (draft) (effective upon completion of the Proposed A Share Offering)	64,886,300 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the proposed extension of the validity period of the Proposed A Share Offering	64,886,300 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the proposed extension of the validity period of the Authorization by the Shareholders to the Board to deal with all matters related to the Proposed A Share Offering	64,886,300 (100%)	0 (0%)	0 (0%)

POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

The total number of Domestic Shares in issue as at the date of the Domestic Shareholders' Class Meeting was 52,800,000 Shares, which was the total number of Domestic Shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the Domestic Shareholders' Class Meeting. Domestic Shareholders and their proxies holding an aggregate 52,800,000 voting Domestic Shares attended the Domestic Shareholders' Class Meeting, representing 100% of the total voting Domestic Shares.

All the resolutions contained in the notice of Domestic Shareholders' Class Meeting have been passed by way of poll. The poll results are set out below:

	SPECIAL RESOLUTIONS	Number of Shares Voted For (%)	Number of Shares Voted Against (%)	Number of Shares Abstained (%)
1.	To consider and approve the proposed extension of the validity period of the Proposed A Share Offering	52,800,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the proposed extension of the validity period of the Authorization by the Shareholders to the Board to deal with all matters related to the Proposed A Share Offering	52,800,000 (100%)	0 (0%)	0 (0%)

POLL RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

The total number of H Shares in issue as at the date of the H Shareholders' Class Meeting was 20,240,000 Shares, which was the total number of H Shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the H Shareholders' Class Meeting. COT (proposed)-448.41 and their proxies holding an aggregate 12,086,300 voting H Shares attended the H Shareholders' Class Meeting, representing 59.71% of the total voting H Shares.

All the resolutions contained in the notice of H Shareholders' Class Meeting have been passed by way of poll. The poll results are set out below:

	SPECIAL RESOLUTIONS	Number of Shares Held by Shareholder(s) in Favor of the Resolution Number of Shares Held by Shareholder(s) in Favor of the Resolution (%)	Number of Shares Held by Shareholder(s) Opposed to the Resolution Number of Shares Held by Shareholder(s) Opposed to the Resolution (%)	Number of Shares Held by Shareholder(s) Abstained from Voting Number of Shares Held by Shareholder(s) Abstained from Voting (%)
1.	To consider and approve the proposed extension of the validity period of the Proposed A Share Offering	12,086,300 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the proposed extension of the validity period of the Authorization by the Shareholders to the Board to deal with all matters related to the Proposed A Share Offering	12,086,300 (100%)	0 (0%)	0 (0%)

Computershare Hong Kong Investor Services Limited (the H share registrar of the Company) acted as the scrutineer for the vote-taking at each of the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting.

PAYMENT OF FINAL DIVIDEND

The proposed final cash dividend of RMB0.25 per Share (inclusive of applicable tax) for the year ended December 31, 2016 (the "Final Dividend") has been approved by the Shareholders at the AGM. The dividend is expected to be paid on or about Friday, July 14, 2017 to the Shareholders whose name appear on the register of members of the Company at the close of business on Sunday, June 25, 2017.

The Final Dividend will be denominated and declared in RMB. The Domestic Shareholders will be paid in RMB and the H Shareholders will be paid in Hong Kong dollars. The exchange rate for the Final Dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of declaration of the Final Dividend (RMB0.87130 equivalent to HKD1). Based on the above exchange rate, the amount of dividend payable to H shares in Hong Kong dollars will be HKD0.2869 per Share (inclusive of applicable tax).

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on January 1, 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such Shareholders. If H Shareholders intend to change their Shareholder status, please enquire about the relevant procedures with their agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as of the Record Date.

If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends to them with the PRC under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of less than 10% with the PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual H Shareholders wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to Computershare Hong Kong Investor Services Limited. The Company will assist with the tax refund after the approval of the competent tax authority. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual H shareholders are residents of the countries which had an agreed tax rate of 20% with the PRC, or which has not entered into any tax agreement with the PRC, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD

As approved by Shareholders at the AGM, Mr. Guan Weili, Ms. Wang Lianyue and Ms. Wang Hongyue were re-elected as the executive Directors of the second session of the Board, Mr. Yang Yang and Mr. Lin Lijun were re-elected/elected as the non-executive Directors of the second session of the Board, Mr. Chong Yat Keung, Mr. Huang Zhi and Mr. Got Chong Key Clevin were re-elected as the independent non-executive Directors of the second session of the Board.

The Directors of the second session of the Board will serve for a term of three years. The term of office of executive Directors, non-executive Directors, and independent non-executive Directors will take effect from June 14, 2017, the date of approval by the AGM.

The remuneration of the chairman, the vice chairman of the Company and the executive Directors shall follow the relevant regulations and the remuneration plans will be submitted to the general meeting of the Company for consideration and approval after being considered according to relevant procedures. The non-executive Directors will not receive any remuneration from the Company, and the independent non-executive Directors will receive remuneration from the Company in accordance with the remuneration standard approved by the general meeting of the Company. The details of the remuneration of Directors are available in the Company's annual reports.

Please refer to the Circular for biographical details and relevant information of the above Directors. As at the date of this announcement, there has been no change of such information.

Save as disclosed in the Circular, the above Directors neither held any directorships in the past three years in any public companies the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointments and professional qualifications, and they have no relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

At the date of this announcement, the above Directors have no interest in any Share of the Company within the meaning of Part XV of SFO. Besides, save as disclosed in the Circular, there is no information which is discloseable nor are/were the above Directors involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules. Save for the Circular, there is no other matter that needs to be brought to the attention of the Shareholders.

The first meeting of the second session of the Board was held on the same day and resolved to elect Mr. Guan Weili as the chairman of the second session of the Board, and resolved to appoint the chairman and members of each special committee under the second session of the Board as follows:

1. Audit Committee

Members: Mr. Huang Zhi (chairman), Mr. Lin Lijun and Mr. Got Chong Key Clevin

2. Remuneration Committee

Members: Mr. Chong Yat Keung (chairman), Mr. Yang Yang and Mr. Huang Zhi

3. Nominations Committee

Members: Mr. Got Chong Key Clevin (chairman), Mr. Chong Yat Keung and Mr. Guan Weili

4. Strategic & Risk Management Committee

Members: Mr. Guan Weili (chairman), Mr. Yang Yang and Mr. Huang Zhi

ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR AND INDEPENDENT SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISOR COMMITTEE

As approved by Shareholders at the AGM, Ms. Huang Jingou was re-elected as the Shareholder representative Supervisor of the second session of the Supervisory Committee, and Mr. Qian Chengliang and Mr. Ma Jinlong were elected as the independent Supervisors of the second session of the Supervisory Committee.

The Supervisors of the second session of the Supervisors Committee will serve for a term of three years, and the term of office of Shareholder representative Supervisor and independent Supervisors will take effect from June 14, 2017, the date of approval by the AGM. The Shareholder representative Supervisors and independent Supervisors will not receive any remuneration or allowance from the Company.

Please refer to the Circular for biographical details and relevant information of the above Supervisors. As at the date of this announcement, there has been no change of such information.

Save as disclosed in the Circular, the above Supervisors have not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong and/or overseas over the past three years and did not held any other major appointments and professional qualifications, nor do the above candidates have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company.

As at the date of this announcement, they have no interest in any Share of the Company within the meaning of Part XV of SFO. Besides, save as disclosed in the Circular, there is no information which is discloseable nor is/was the above Supervisors involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules. Save for the Circular, there is no other matter that needs to be brought to the attention of the Shareholders.

RETIREMENT OF THE DIRECTOR

iso82.9(Company)64.8(..1(of)-303.1ers)--382.9(Company)64.8(.TJ/F21Tf0-2.(As)-58aaNT)-36Tr

By order of the Board
W. J. K. H. C., Lt .
GUAN W .
C. J. J.

$A_1 \xrightarrow{\quad} A_2 \xrightarrow{\quad} A_3 \xrightarrow{\quad} A_4 \xrightarrow{\quad} A_5 \xrightarrow{\quad} A_6 \xrightarrow{\quad} A_7 \xrightarrow{\quad} A_8 \xrightarrow{\quad} A_9 \xrightarrow{\quad} A_{10}$