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China LotSynergy Holdings Limited

華彩控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1371)

**POLL RESULTS OF  
ANNUAL GENERAL MEETING HELD ON 13 JUNE 2019,  
SHARE CONSOLIDATION,  
CHANGE IN BOARD LOT SIZE,  
ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE  
OUTSTANDING SHARE OPTIONS,  
AND  
ADJUSTMENT TO CONVERSION PRICE OF  
CONVERTIBLE BONDS DUE 2019**

References are made to an announcement dated 18 April 2019 of China LotSynergy Holdings Limited (the “Company”) in relation to the Share Consolidation and Change in Board Lot Size, a circular dated 30 April 2019 of the Company in relation to, among others, the Share Consolidation and the notice of AGM and announcements dated 22 March 2019 and 28 March 2019 respectively of the Company in relation to the amendments to the terms and conditions of convertible bonds due 2019 (the collectively, the “Announcements and Circular”). Unless otherwise defined herein, capitalised terms used herein shall have the meaning ascribed to them in this announcement.

**POLL RESULTS OF THE AGM**

At the AGM, all the resolutions were approved by shareholders by poll voting. The number of shares represented by votes for and against the respective resolutions at the AGM was as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive the Audited Financial Statements of the Company and the Reports of the Directors and Auditors for the year ended 31 December 2018 of the Company.	2,201,723,057 (99.20%)	17,740,000 (0.80%)
2.	(i) To re-elect Mr. WU Jingwei as a Director.	2,201,723,057 (99.20%)	17,740,000 (0.80%)
	(ii) To re-elect Mr. HUANG Shenglan as a Director.	2,201,223,057 (99.18%)	18,240,000 (0.82%)
3.	To authorise the Board to fix the remuneration of Directors.	2,201,723,057 (99.20%)	17,740,000 (0.80%)
4.	To re-appoint Auditor and to authorise the Board to fix its remuneration.	2,201,723,057 (99.20%)	17,740,000 (0.80%)
5.	To grant a general mandate to the Board to repurchase shares of the Company.	2,206,583,057 (99.42%)	12,880,000 (0.58%)
6.	To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company.	2,138,352,083 (96.35%)	81,110,974 (3.65%)
7.	To increase the maximum number of shares which the Board is authorised to allot pursuant to the general mandate set out in resolution 6 by the number of shares of the Company repurchased.	2,140,832,083 (96.46%)	78,630,974 (3.54%)
8.	To refresh the Scheme Mandate Limit under the Share Option Scheme.	2,138,352,083 (96.35%)	81,110,974 (3.65%)
9.	To approve the Share Consolidation.	2,201,723,057 (99.20%)	17,740,000 (0.80%)

The total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 9,929,807,333 shares. None of these 9,929,807,333 shares were shares entitling the holders to attend and vote only against the resolutions at the AGM.

No shareholders were required to abstain from voting on any of the resolutions at the AGM. No person has indicated in the circular containing the notice of the AGM that it/he/she intends to abstain from voting on or vote against any of the resolutions at the AGM.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the AGM.

## **SHARE CONSOLIDATION**

Pursuant to the expected timetable set out in the Announcements and Circular, the Share Consolidation will take effect on Friday, 14 June 2019, which is also the first day for the free exchange of existing share certificates for the Existing Shares for new share certificates for the Consolidated Shares. The last day for the free exchange of existing share certificates for the Existing Shares for new share certificates for the Consolidated Shares will be Tuesday, 23 July 2019. Shareholders may during the office opening hour in aforesaid period submit share certificates for the Existing Shares to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of yellow) at the expense of the Company.

## **CHANGE IN BOARD LOT SIZE**

Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will be changed from 20,000 Existing Shares to 10,000 Consolidated Shares. Please refer to the expected timetable set out in the Announcements and Circular for details of the trading arrangement.

## **ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE OUTSTANDING SHARE OPTIONS**

As at the date of this announcement, options carrying rights to subscribe for 521,250,000 Existing Shares remain outstanding and yet to be exercised under the 2012 Option Scheme. As stated in this announcement, the Share Consolidation will take effect on 14 June 2019. As a result of the Share Consolidation and in accordance with the terms and conditions of the 2012 Option Scheme and the Listing Rules, the exercise price and the number of Shares subject to the outstanding share options granted under the 2012 Option Scheme will be adjusted in the following manner with effect from 14 June 2019, being the effective date of the Share Consolidation:

Date of grant	Immediately prior to the adjustments as a result of the Share Consolidation becoming effective		Immediately after the adjustments as a result of the Share Consolidation becoming effective	
	Exercise price per Existing Share (HK\$)	Number of Existing Shares to be issued upon fully exercise of the share options	Exercise price per Consolidated Share (HK\$)	Adjusted number of Consolidated Shares to be issued upon fully exercise of the share options
29 October 2014	0.840	11,600,000	8.40	1,160,000
19 January 2018	0.172	77,650,000	1.72	7,765,000
8 January 2019	0.080	100,000,000	0.80	10,000,000
31 May 2019	0.036	332,000,000	0.36	33,200,000
<b>Total</b>		<b>521,250,000</b>		<b>52,125,000</b>

The adjusted exercise price and number of Shares subject to outstanding share options set out above have been reviewed and confirmed in writing by the auditor of the Company. Save for the above adjustments, all other terms and conditions of the 2012 Option Scheme remain unchanged.

#### **ADJUSTMENT TO CONVERSION PRICE OF CONVERTIBLE BONDS DUE 2019**

Pursuant to the terms and conditions of the New Option 1 Bonds (being the Convertible Bonds due 2019), if there shall be an alteration to the nominal value of the Shares as a result of consolidation, the conversion price of New Option 1 Bonds (the “Conversion Price”) shall be adjusted pursuant to the terms and conditions of the New Option 1 Bonds and shall become effective on the date the alteration takes effect.

Notice is hereby given that based on the adjustment provisions stipulated under condition 6(C)(1) of the terms and conditions of the New Option 1 Bonds, an adjustment is made to the Conversion Price as a result of the Share Consolidation. The Conversion Price, currently HK\$0.2 per Share, will be adjusted to HK\$2 per Share with effect from 14 June 2019. With reference to the total outstanding principal amount of the New Option 1 Bonds of HK\$174,800,000 at the date of this announcement, the maximum number of Shares that will be issued upon conversion of all the outstanding New Option 1 Bonds at the previous Conversion Price and the adjusted Conversion Price is 874,000,000 Existing Shares and 87,400,000 Consolidated Shares respectively.

By order of the Board  
**China LotSynergy Holdings Limited**  
**CHAN Tan Na, Donna**  
*Chairperson of the Board*

Hong Kong, 13 June 2019

As at the date of this announcement, the Board comprises Ms. CHAN Tan Na, Donna, Mr. WU Jingwei and Mr. LI Zi Kui as Executive Directors; and Mr. HUANG Shenglan, Mr. CHAN Ming Fai and Mr. CUI Shuming as Independent Non-executive Directors.

*\* For identification purposes only*