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## **Silverman Holdings Limited**

### **銀仕來控股有限公司**

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

(Stock Code: 1616)

#### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 21 JUNE 2013 AND DIVIDEND PAYMENT**

As more than 50% of votes were casted in favour of each of the resolutions numbered 1 to 5 (except for withdrawal of resolution numbered 3(a)(iv)), all resolutions were duly approved by the shareholders of the Company at the AGM and passed as ordinary resolutions.

The proposal for the payment of final dividend of RMB0.00625 per ordinary share to shareholders of the Company was duly passed and approved at the AGM. Accordingly, the amount of final dividend payable in Hong Kong dollars will be 0.00787 per share. The dividend will be distributed to the shareholders of the Company on or around 19 July 2013.

#### **RESULTS OF THE AGM**

The annual general meeting (the “AGM”) of Silverman Holdings Limited (the “Company”) was held on 21 June 2013. All the proposed resolutions (except for withdrawal of resolution numbered 3(a)(iv)), as set out in the notice of AGM dated 30 April 2013 were duly passed by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 800,000,000 of US\$0.01 each, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

The auditors of the Company, namely KPMG, Certified Public Accountants, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the AGM were as follow:

Shareholders of the Company in person, by proxy and by its duly authorised representatives and holding an aggregate of 726,272,000 shares, representing approximately 90.78% of the total issued shares of the Company were present at the AGM.

ORDINARY RESOLUTIONS		No. 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 of the Company and auditors of the Company for the year ended 31 December 2012.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
2.	To approve and declare a final dividend of the Company of RMB0.00625 per share for the year ended 31 December 2012.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
3.	(a)(i) To re-elect Mr. LIU Dong, as an executive director of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(ii) To re-elect Mr. LIU Zongjun, as an executive director of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(iii) To re-elect Mr. TIAN Chengjie, as an executive director of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(iv) To re-elect Mr. YAN Tangfeng, as a non-executive director of the Company.	N/A (Note 1)	N/A (Note 1)
	(v) To re-elect Ms. ZHU Beina, as an independent non-executive director of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(vi) To re-elect Mr. ZHU Ping, as an independent non-executive director of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(vii) To re-elect Mr. LAM Kai Yeung, as an independent non-executive director of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(b) To authorize the board of directors of the Company (the “Board”) to fix their remuneration	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
4.	To re-appoint KPMG Certified Public Accountants as the auditors of the Company and authorise the Board to fix their remuneration.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
5.	(A) To give a general and unconditional mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(B) To give a general and unconditional mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company.	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 5(B).	639,420,000 shares (88.04%)	86,852,000 shares (11.96%)

*Note:*

1. As announced by the Company on 15 May 2013, Mr. YAN Tangfeng has resigned as a non-executive director of the Company with effect from 15 May 2013, and therefore did not stand for re-election at the AGM. Accordingly, the proposed resolution no. 3(a)(iv) had been withdrawn and was not put forward at the AGM for voting.

As more than 50% of votes were casted in favour of each of the resolutions numbered 1 to 5 (except for withdrawal of resolution numbered 3(a)(iv)), all resolutions were duly approved by the shareholders of the Company at the AGM and passed as ordinary resolutions.

## **SCOPE OF WORK OF KPMG**

The poll results were subject to scrutiny by KPMG, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

## **DIVIDEND PAYMENT**

The proposal for the payment of final dividend of RMB0.00625 per ordinary share to shareholders of the Company was duly passed and approved at the AGM. The exchange rate adopted for conversion was the average middle exchange rate of Renminbi to Hong Kong dollars as published by the People's Bank of China for the 5 business days prior to the AGM at which dividends were declared (i.e. 14 June 2013 to 20 June 2013) (RMB1 = HK\$1.2588). Accordingly, the amount of final dividend payable in Hong Kong dollars will be 0.00787 per ordinary share. The dividend will be distributed to the shareholders of the Company on or around 19 July 2013.

As announced on 27 March 2013, the register of members of the Company will be closed from 27 June 2013 (Thursday) to 28 June 2013 (Friday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for entitlement to the final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 26 June 2013 (Wednesday).

By order of the Board  
**Silverman Holdings Limited**

**LIU Dong**  
*Chairman*

Shandong, the PRC  
21 June 2013

*As at the date of this announcement, the board of directors of the Company comprises 6 directors, namely Mr. LIU Dong, Mr. LIU Zongjun and Mr. TIAN Chengjie as executive directors of the Company; and Ms. ZHU Beina, Mr. ZHU Ping and Mr. LAM Kai Yeung as independent non-executive directors of the Company.*