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雲南實業控股有限公司*

YUNNAN ENTERPRISES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0455)

POLL RESULTS OF THE EGM HELD ON 13 JULY 2010 AND DESPATCH OF THE PROSPECTUS DOCUMENTS

The Board is pleased to announce that the ordinary resolutions approving, among others, (i) the Open Offer, (ii) the Authorised Share Capital Increase, (iii) the Asset Swap and (iv) the Share Option Scheme were duly passed at the EGM held on 13 July 2010 by the Independent Shareholders or the Shareholders, as the case maybe, by way of poll.

Reference is made to the circular of Yunnan Enterprises Holdings Limited (the “**Company**”) dated 22 June 2010 in relation to, inter alia, (i) the Open Offer, (ii) the Authorised Share Capital Increase, (iii) the Asset Swap and (iv) the Share Option Scheme (the “**Circular**”). Unless the context requires otherwise, terms used herein shall have the same meaning as those defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that, at the EGM held on 13 July 2010, (i) the ordinary resolutions approving the Open Offer (the “**Resolution No. 1**”) and the Asset Swap (the “**Resolution No. 3**”) were duly passed by the Independent Shareholders by way of poll; and (ii) the ordinary resolutions approving the Authorised Share Capital Increase (the “**Resolution No. 2**”) and the Share Option Scheme (the “**Resolution No. 4**”) were duly passed by the Shareholders by way of poll.

* *For identification purpose only*

As at the date of the EGM, a total number of 935,059,080 Shares were in issue. As stated in the Circular, the Resolution No. 1 was subject to the approval by the Independent Shareholders by way of poll. The controlling Shareholder and its party acting in concert, namely Tianda and South Hong, were interested in 475,586,080 Shares or approximately 50.86% and 214,992,930 Shares or approximately 22.99% respectively, of the issued share capital of the Company. Accordingly, Tianda, South Hong and those who are involved in or interested in the Underwriting Agreement and the Open Offer have abstained from voting in favour of the Resolution No. 1 at the EGM. A total of 244,480,070 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against Resolution No. 1 at the EGM. There was no Independent Shareholders who were entitled to attend and vote only against the Resolution No. 1 at the EGM.

As also stated in the Circular, the Resolution No. 3 was subject to the approval by the Independent Shareholders by way of poll. Those connected persons with a material interest in the Asset Swap, namely Tianda and South Hong, were interested in 475,586,080 Shares or approximately 50.86% and 214,992,930 Shares or approximately 22.99% respectively, of the issued share capital of the Company. Hongta, Yunnan Hongta, South Hong, Tianda (being a controlling shareholder holding 60% equity interest of Cheng Cheng), Mr. Fang and their respective associates have abstained from voting at the EGM in respect of the Resolution No. 3 for approving the Asset Swap. A total of 244,480,070 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against the Resolution No. 3 at the EGM. There was no Independent Shareholders who were entitled to attend and vote only against the Resolution No. 3 at the EGM.

For the Resolution No. 2 and the Resolution No. 4, no Shareholder was required to abstain from voting at the EGM to approve the Authorised Share Capital Increase and the Share Option Scheme respectively.

The results of the voting are as follows:

	Ordinary Resolutions	Number of votes cast (%)		Total number of votes cast
		FOR	AGAINST	
1.	To approve the Open Offer as set out in the Resolution No. 1 of the notice of the EGM (the “Notice”)	11,158,150 Shares (100.00%)	Nil (0.00%)	11,158,150 Shares
2.	To approve the Authorised Share Capital Increase as set out in the Resolution No. 2 of the Notice	701,497,160 Shares (99.97%)	240,000 Shares (0.03%)	701,737,160 Shares
3.	To approve the Asset Swap as set out in the Resolution No. 3 of the Notice	11,158,150 Shares (100.00%)	Nil (0.00%)	11,158,150 Shares
4.	To approve the adoption of the Share Option Scheme as set out in the Resolution No. 4 of the Notice	701,497,160 Shares (99.97%)	240,000 Shares (0.03%)	701,737,160 Shares

Accordingly, each of the aforesaid resolutions was duly passed by way of poll at the EGM. Tricor Secretaries Limited, the Company’s share registrar in Hong Kong, acted as the scrutinizer for vote taking at the EGM.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Open Offer in accordance with the expected timetable as set out in the Circular. The Prospectus Documents will be despatched on 14 July 2010 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date.

Based on the register of members of the Company on the Record Date, there is only one Overseas Shareholder situated in Spain. Having sought legal advice from the lawyer of the relevant jurisdiction, the Directors are of the view that the Offer Shares can be offered to the Overseas Shareholder in this jurisdiction. Accordingly, there are no Excluded Shareholders.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES

Shareholders and potential investors should note that the Open Offer is conditional upon, among the others, (i) the Underwriting Agreement having become unconditional; and (ii) the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed.

Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Qualifying Shareholders should note that the Latest Time for Acceptance of and payment for the Offer Shares is 4:00 p.m. on Wednesday, 28 July 2010. Details of the procedures for acceptance and payment thereof and the expected timetable for the Open Offer are set out in the Prospectus Documents.

By order of the Board
Yunnan Enterprises Holdings Limited
Fang Wen Quan
Chairman

Hong Kong, 13 July 2010

As at the date of this announcement, the executive Directors are Mr. Fang Wen Quan (the Chairman and Managing Director), Mr. Li Suiming and Mr. Liu Huijiang; and the independent non-executive Directors are Mr. Chiu Sung Hong, Mr. Chiu Fan Wa, and Mr. Lam Yat Fai.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website for at least seven days from the day of its posting and on the website of the Company at www.yunnan.com.hk.