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**PRINCE FROG INTERNATIONAL HOLDINGS LIMITED**  
**青蛙王子國際控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1259)**

**POLL RESULTS OF  
THE ANNUAL GENERAL MEETING HELD ON 23 MAY 2012**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 23 May 2012 have been passed.

The board of directors (the “**Board**”) of Prince Frog International Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 23 May 2012 (the “**AGM**”), all the resolutions proposed were duly passed by way of poll voting. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <sup>(Note (a))</sup>	
		For	Against
1.	To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2011.	684,477,106 (100.000000%)	0 (0.000000%)
2.	To declare a final dividend of HK4.5 cents per share of the Company for the year ended 31 December 2011, which shall be paid out of share premium account of the Company.	684,477,106 (100.000000%)	0 (0.000000%)
3.	To re-elect Mr. Li Zhenhui as an executive director of the Company.	634,630,109 (97.351001%)	17,268,797 (2.648999%)
4.	To re-elect Mr. Xie Jinling as an executive director of the Company.	645,599,684 (99.033712%)	6,299,222 (0.966288%)
5.	To re-elect Mr. Ge Xiaohua as an executive director of the Company.	645,599,684 (99.033788%)	6,298,722 (0.966212%)
6.	To authorize the Board to fix the respective directors’ remuneration.	684,176,106 (99.985561%)	98,800 (0.014439%)
7.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.	680,212,784 (99.833723%)	1,132,922 (0.166277%)
8.	To give a general mandate to the directors to repurchase the Company’s shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	684,477,106 (99.985714%)	97,800 (0.014286%)

Ordinary Resolutions		Number of Votes (%) <sup>(Note (a))</sup>	
		For	Against
9.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	615,020,200 (89.839723%)	69,554,706 (10.160277%)
10.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	616,850,200 (90.107042%)	67,724,706 (9.892958%)

*Notes:*

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 10, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 1,008,250,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,008,250,000 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 20 April 2012 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company’s Branch Share Registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board  
**Prince Frog International Holdings Limited**  
**Li Zhenhui**  
*Chairman of the Board*

Hong Kong, 23 May 2012

*As at the date of this announcement, the Board comprises (i) five executive directors, namely, Mr. Li Zhenhui, Mr. Xie Jinling, Mr. Ge Xiaohua, Mr. Huang Xinwen and Ms. Hong Fang; (ii) one non-executive director, namely Mr. Yang Feng; and (iii) three independent non-executive directors, namely, Mr. Chen Shaojun, Mr. Ren Yunan and Mr. Wong Wai Ming.*