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COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 5 SEPTEMBER 2011,
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
CESSATION OF MEMBER OF AUDIT COMMITTEE AND MEMBER OF
REMUNERATION COMMITTEE
AND
NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21
OF THE LISTING RULES**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 5 September 2011 were duly passed.

The Board further announces that Mr. Steven Julien Feniger retired as an independent non-executive director of the Company at the AGM. Upon his retirement, Mr. Feniger has also ceased to be a member of both the audit committee and the remuneration committee of the Company.

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 SEPTEMBER 2011

The board of directors (the “**Board**”) of Computime Group Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 5 September 2011 (the “**AGM**”), all the resolutions proposed were duly passed by the shareholders of the Company by way of poll voting. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of votes (%) <i>(Note (a))</i>	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2011.	506,152,000 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.031 per share for the year ended 31 March 2011.	506,152,000 (100%)	0 (0%)
3.	To re-elect Mr. Auyang Ho as an executive director of the Company.	506,152,000 (100%)	0 (0%)
4.	To re-elect Mr. Kam Chi Chiu, Anthony as a non-executive director of the Company.	506,152,000 (100%)	0 (0%)
5.	To authorize the Board to fix the respective directors' remuneration.	506,152,000 (100%)	0 (0%)
6.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the Board to fix auditors' remuneration.	506,152,000 (100%)	0 (0%)
7.	To grant a general mandate to the directors of the Company to repurchase the Company's own 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.	506,152,000 (100%)	0 (0%)
8.	To grant a general mandate to the directors of the Company to allot, issue and deal with new 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.	449,748,000 (88.856312%)	56,404,000 (11.143688%)
9.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	449,748,000 (88.856312%)	56,404,000 (11.143688%)

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 9, all such ordinary resolutions were duly passed.

- (c) The total number of shares of the Company in issue as at the date of the AGM: 830,000,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote for or against the resolutions at the AGM: 830,000,000 shares.
- (e) The total number of shares of the Company entitling the holder to attend and vote only against the resolutions at the AGM: Nil.
- (f) None of the shareholders of the Company have stated their intention in the Company's circular dated 18 July 2011 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) Computershare Hong Kong Investor Services Limited, the Company's Branch Share Registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CESSATION OF MEMBER OF AUDIT COMMITTEE AND MEMBER OF REMUNERATION COMMITTEE AND NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

Mr. Steven Julien Feniger (“**Mr. Feniger**”) retired as an independent non-executive director of the Company at the AGM since he wishes to focus on his other business commitments. Upon his retirement, Mr. Feniger has also ceased to be a member of both the audit committee and the remuneration committee of the Company.

Mr. Feniger has confirmed that he has no disagreement with the Board and is not aware of any matter which needs to be brought to the attention of the shareholders of the Company in respect of his retirement.

The Board would like to take this opportunity to express its gratitude to Mr. Feniger for his valuable contribution to the Company during his tenure of office.

Following the retirement of Mr. Feniger: (i) the Company has only two independent non-executive directors, which falls below the minimum number of three required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); and (ii) the audit committee of the Company, comprising two independent non-executive directors and two non-executive directors, does not meet the requirement of having a majority of members being independent non-executive directors of the Company as set out in Rule 3.21 of the Listing Rules. The Board will seek to appoint a new independent non-executive director to fill the above vacancies as soon as possible within three months from 5 September 2011 pursuant to Rules 3.11 and 3.23 of the Listing Rules. A further announcement will be made by the Company upon the relevant appointment is made.

By Order of the Board
Computime Group Limited
Auyang Ho
Chairman

Hong Kong, 5 September 2011

As at the date of this announcement, the Board comprises the following directors:

Executive Directors:

Mr. Auyang Ho (*Chairman*)

Dr. Owyang King (*Chief Executive Officer*)

Ms. Choi Po Yee, Alice

Non-executive Directors:

Mr. Kam Chi Chiu, Anthony

Mr. Arvind Amratlal Patel

Mr. Wong Chun Kong

Independent Non-executive Directors:

Mr. Luk Koon Hoo

Mr. Patrick Thomas Siewert

* *For identification purposes only*