

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**VESTATE GROUP HOLDINGS LIMITED**  
**國投集團控股有限公司**

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

**(Stock code: 1386)**

**(1) PROPOSED CHANGE OF AUDITORS;**  
**(2) POSTPONEMENT AND CHANGE IN THE VENUE OF ANNUAL GENERAL MEETING; AND**  
**(3) REVISED DATE FOR CLOSURE OF REGISTER OF MEMBERS**

The announcement is made by Vestate Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Reference is made to the circular (the “**Circular**”), the notice of annual general meeting (the “**AGM Notice**”) and the form of proxy (the “**Proxy Form**”) dated 27 July 2017 in relation to, among other matters, the proposed re-appointment of PricewaterhouseCoopers as auditors of the Company (the “**Auditors**”) and the date of the forthcoming annual general meeting of the Company to be held on 29 August 2017 (the “**Original AGM**”).

**PROPOSED CHANGE OF AUDITORS**

The board of directors (the “**Board**”) of the Company has received a letter dated 24 August 2017 (the “**PwC Letter**”) from PricewaterhouseCoopers, the auditors of the Company, in respect of their decision not to stand for re-appointment as auditors of the Company at the upcoming annual general meeting of the Company. According to the PwC letter, in reaching a conclusion on whether to continue with an audit engagement, they have taken into consideration many factors, including but not limited to the level of audits fees and their available internal resources.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the retiring auditors to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the shareholders of the Company (the “**Shareholders**”). Therefore, PricewaterhouseCoopers has not issued such confirmation. The Board and the audit committee of the Company also confirm that there are no other matters or circumstances in connection with the termination of audit appointment of PricewaterhouseCoopers that need to be brought to the attention of the Shareholders.

The Board and the audit committee of the Board have resolved to propose the appointment of ZHONGHUI ANDA CPA Limited as the new Auditors following the retirement of PwC and such proposed appointment is subject to the approval by the Shareholders at the forthcoming annual general meeting of the Company. An ordinary resolution will be proposed to the Shareholders at the forthcoming annual general meeting of the Company for their consideration and approval.

The Board would like to take this opportunity to express its gratitude to PricewaterhouseCoopers for their professional services rendered to the Company in the past years.

#### **POSTPONEMENT AND CHANGE IN THE VENUE OF ANNUAL GENERAL MEETING**

The Board hereby announces that the date and venue of the Original AGM, which was scheduled to be held on Tuesday, 29 August 2017 at 2:30 p.m. at Room 638, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong as set out in the AGM Notice, will be postponed to be held **on Friday, 29 September 2017 at 2:30 p.m at Room 639, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong** (the “Re-Scheduled AGM”).

#### **REVISED DATE FOR CLOSURE OF REGISTER OF MEMBERS**

The Board further announces that for the purposes of determining the entitlement of Shareholders to attend and vote at the Re-Scheduled AGM, the register of members of the Company will be closed from Tuesday, 26 September 2017 to Friday, 29 September 2017 (both days inclusive) (instead of the original period commencing from Thursday, 24 August 2017 to Tuesday, 29 August 2017 (both days inclusive) as set out in the Circular), during which period no transfer of shares of the Company will be registered. Shareholders whose name appear on the register of members of the Company on Monday, 25 September 2017 not later than 4:30 p.m. are entitled to attend and vote at the Re-Scheduled AGM.

As set out in the Circular, the register of members of the Company was originally scheduled to be closed from Thursday, 24 August 2017 to Tuesday, 29 August 2017 (both days inclusive). The Company will arrange for the re-open of the register of members on Friday, 25 August 2017 and transfer of shares of the Company can be registered from 9:00 a.m. on Friday, 25 August 2017.

A supplemental circular containing, among other matters, the information on the change of Auditors together with a notice of the Re-Scheduled AGM and form of proxy will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**Vestate Group Holdings Limited**  
**Zhu Xiaojun**  
*Chairman*

Hong Kong, 24 August 2017

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

*Executive Directors:*

Mr. ZHU Xiaojun

Mr. KANG Jianming

Ms. CAI Jiaying

Mr. YIN Wansun

*Independent non-executive Directors:*

Ms. ZHAO Hong

Mr. CHAU Wai Hing

Mr. LEUNG Man Ho