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## **SUPPLEMENTAL NOTICE OF POSTPONED AGM**

Reference is made to the notice of annual general meeting of Vestate Group Holdings Limited (the “**Company**”) dated 27 July 2017 (the “**Initial Notice**”), by which the Company intended to convene an annual general meeting to be held at Room 638, 6th Floor, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong, on Tuesday, 29 August 2017 at 2:30 p.m. (the “**Original AGM**”) and this supplemental notice shall be read together with the Initial Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Original AGM will be postponed and be held at Room 639, 6th Floor, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 29 September 2017 at 2:30 p.m. (the “**Postponed AGM**”) for the purpose of considering and, if thought fit, passing with or without modifying the proposed resolutions set out in the Initial Notice and this supplemental notice. Details of the proposed resolutions to be considered at the Postponed AGM were set out in the Initial Notice and this supplemental notice.

Due to the matters set out in the supplemental circular of the Company dated 14 September 2017, the resolution numbered 3 stated in the Initial Notice should be deleted in its entirety and replaced by the following:

- “3. To appoint BDO Limited as auditor of the Company and authorise the Board to fix their remuneration.”

Apart from the amendments stated above, all the information contained in the Initial Notice remains valid and effective.

By Order of the Board  
**Vestate Group Holdings Limited**  
**FUNG Wing Kam Terence**  
*Company Secretary*

Hong Kong, 14 September 2017

*Head office and principal place of  
business in Hong Kong:*

7th Floor  
Hope Sea Industrial Centre  
26 Lam Hing Street  
Kowloon Bay, Kowloon  
Hong Kong

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

*Notes:*

- (1) Please refer to the Company's circular dated 27 July 2017 (the "**Circular**") and the Initial Notice for detailed information in respect of other resolutions to be put forward at the Postponed AGM.
- (2) Since the proxy form enclosed with the Circular and the Initial Notice (the "**Initial Proxy Form**") does not contain the amended resolution as set out in this supplemental notice, a new proxy form has been prepared and is enclosed with this supplemental notice (the "**Supplemental Proxy Form**").
- (3) Shareholders of the Company (the "**Shareholders**") who intend to appoint a proxy to attend the Postponed AGM but are yet to lodge the Initial Proxy Form with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited (the "**Share Registrar**"), should complete the Supplemental Proxy Form in accordance with the instructions printed thereon and return it to the Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 2:30 p.m. on Wednesday, 27 September 2017 (Hong Kong time), being 48 hours before the time appointed for the holding of the Postponed AGM or any adjournment thereof. In this case, the Initial Proxy Form should no longer be lodged with the Share Registrar.
- (4) Shareholders who have already lodged the Initial Proxy Form with the Share Registrar should note that:
  - (i) If no Supplemental Proxy Form is lodged with the Share Registrar, the Initial Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the Shareholders. In addition to the resolutions as set out in the Initial Notice and the Initial Proxy Form, the proxy duly appointed by the Shareholders will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the Postponed AGM, including the amended resolution no. 3 as set out in this supplemental notice;

- (ii) If the Supplemental Proxy Form is lodged with the Share Registrar of not less than 48 hours before the time appointed for holding the Postponed AGM, the Supplemental Proxy Form, if duly completed, will revoke and supersede the Initial Proxy Form previously lodged by the Shareholder. The Supplemental Proxy Form, if duly completed, will be treated as a valid proxy form; and
- (iii) If the Supplemental Proxy Form is lodged with the Share Registrar of less than 48 hours appointed for holding the Postponed AGM, the Supplemental Proxy Form will be treated as an invalid proxy form and the Initial Proxy Form previously lodged by the Shareholder will not be revoked. The Initial Proxy Form, if duly completed, will be treated as a valid proxy form. In addition to the resolutions as set out in the Initial Notice and the Initial Proxy Form, the proxy duly appointed by the Shareholders will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the Postponed AGM, including the amended resolution no. 3 as set out in this supplemental notice.
- (5) A member entitled to attend and vote at the Postponed AGM is entitled to appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (6) In case of joint registered holders of any share in the Company, any one of such persons may vote at the Postponed AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Postponed AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall be entitled to vote in respect thereof.
- (7) For the purpose of ascertaining shareholders' rights of attending and voting at the Postponed AGM, the register of members of the Company will be closed from Tuesday, 26 September 2017 to Friday, 29 September 2017, both days inclusive, during which period no transfer of shares shall be effected. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Postponed AGM will be Monday, 25 September 2017. In order to entitle to attend and vote at the Postponed AGM, all transfer documents accompanied by the relevant share certificates, must be lodged with the Share Registrar for registration not later than 4:30 p.m. on Monday, 25 September 2017.
- (8) Completion and return of the Supplemental Proxy Form will not preclude members from attending and voting at the Postponed AGM or any adjournment thereof, if you so wish.

As at the date of this notice, the board of directors of the Company 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