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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 29 SEPTEMBER 2017**

Reference is made to the circular and supplemental circular of Vestate Group Holdings Limited (the “**Company**”) dated 27 July 2017 and 14 September 2017 respectively (the “**Circulars**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circulars.

POLL RESULTS OF AGM

The board of directors (the “**Board**”) of the Company is pleased to announce that all the resolutions set out in the notice of AGM and supplemental notice of the postponed AGM dated 27 July 2017 and 14 September 2017 respectively (“**Notices of AGM**”) were duly passed by the Shareholders by way of poll at the AGM held on 29 September 2017. The poll results in respect of the ordinary resolutions proposed at the AGM were as follows:

Ordinary Resolutions		No. of Votes (Approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2017.	513,412,617 (99.99%)	1,000 (0.01%)
2.(a)	(i) To re-elect Mr. ZHU Xiaojun as an executive director of the Company.	513,412,617 (99.99%)	1,000 (0.01%)
	(ii) To re-elect Mr. KANG Jianming as an executive director of the Company.	513,412,617 (99.99%)	1,000 (0.01%)
	(iii) To re-elect Ms. CAI Jiaying as an executive director of the Company.	513,412,617 (99.99%)	1,000 (0.01%)

Ordinary Resolutions		No. of Votes (Approximate %)	
		For	Against
	(iv) To re-elect Mr. CHAU Wai Hing as an independent non-executive director of the Company.	513,412,617 (99.99%)	1,000 (0.01%)
	(v) To re-elect Mr. LEUNG Man Ho as an independent non-executive director of the Company.	513,412,617 (99.99%)	1,000 (0.01%)
2.(b)	To authorize the board of directors of the Company to fix the directors' remuneration.	513,412,617 (99.99%)	1,000 (0.01%)
3.	To appoint BDO Limited as auditor of the Company and authorize the board of directors of the Company to fix their remuneration.	513,412,617 (99.99%)	1,000 (0.01%)
4.	To grant a general mandate to the directors of the Company to issue shares up to 20%.	513,412,617 (99.99%)	1,000 (0.01%)
5.	To grant a general mandate to the directors of the Company to repurchase shares up to 10%.	513,413,617 (100%)	0 (0.00%)
6.	To extend the share issue mandate given to the directors of the Company.	513,411,617 (99.99%)	2,000 (0.01%)

Note: The percentage of votes is based on the total number of Shares held by the Shareholders who voted at the AGM in person or by corporate representative or proxy. The full text of the above resolutions is set out in the Notices of AGM.

As more than 50% of the votes were cast in favour of each of the above resolutions, all such resolutions were duly passed as ordinary resolutions at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 716,190,000, being the total number of shares entitling the holders thereof (the “**Shareholders**”) to attend and vote for or against all resolutions proposed at the AGM. There were no shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and there were no Shareholders who were required under the Listing Rules to abstain from voting at the AGM. There was no party who had stated his/her/its intention in the Circulars to vote against the ordinary resolutions at the AGM or to abstain had done so at the AGM.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

By order of the Board
Vestate Group Holdings Limited
ZHU Xiaojun
Chairman

Hong Kong, 29 September 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