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 **國投集團**
VESTATE
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 EXTRAORDINARY GENERAL MEETING
HELD ON 27 NOVEMBER 2017**

Reference is made to the circular of Vestate Group Holdings Limited (the “**Company**”) dated 31 October 2017 (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF EGM

The Board is pleased to announce that all the proposed resolutions set out in the notice of EGM dated 31 October 2017 (“**Notice of EGM**”) were duly passed by the Shareholders by way of poll at the EGM held on 27 November 2017. The poll results in respect of the ordinary resolutions proposed at the EGM were as follows:

Ordinary Resolutions		Number of Votes	
		For	Against
(a)	To approve, confirm and ratify the Preliminary Agreement entered into between the Company as purchaser and China Investment S.p.A. as vendor in relation to the purchase and sale of all commercial units at floor 00 and 01 and basement floor 1 with total gross floor area of 3281.38 square metres and all car parks at basement floor 5 and floor 6 with total gross floor area of 1830.43 square metres situated at 33, Giovanni Battista Pirelli Street, Milan, Italy and the transactions contemplated thereunder; and	32,363,455 (85.55%)	5,466,000 (14.45%)

Ordinary Resolutions		Number of Votes	
		For	Against
(b)	To authorise any one director of the Company for and on behalf of the Company to do all such further acts and things and execute all such further documents and take all steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the Preliminary Agreement and the transactions contemplated thereunder, and to approve any changes and amendments thereto as he/she may consider to be necessary, desirable or expedient.	32,363,455 (85.55%)	5,466,000 (14.45%)

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

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 EGM.

As at the date of the EGM, the total number of issued shares of the Company was 716,190,000. As the Vendor is beneficially owned as to 70% by Ms. Cai, an executive Director, the Vendor is a connected person of the Company. As such, Ms. Cai, Mr. Zhu Xiaojun (“**Mr. Zhu**”), the brother-in-law of Ms. Cai, and their associates had abstained from voting on the resolutions proposed at the EGM. As at the date of the EGM, Mr. Zhu and his associate held 513,300,002 Shares, representing approximately 71.67% of the entire issued share capital of the Company. Accordingly, the total number of Shares held by Independent Shareholders who were entitled to attend and vote for or against the resolutions at the EGM was 202,889,998.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries and save as disclosed above, there were no shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and there were no Shareholders who were required under the Listing Rules to abstain from voting at the EGM. There was no party who had stated his/her/its intention in the Circular to vote against the ordinary resolutions at the EGM or to abstain had done so at the EGM.

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

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

Hong Kong, 27 November 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