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**China Hongqiao Group Limited**  
**中國宏橋集團有限公司**

*(Incorporated under the laws of Cayman Islands with limited liability)*  
**(Stock Code: 1378)**

**ANNOUNCEMENT**  
**POLL RESULTS FOR THE EXTRAORDINARY GENERAL MEETING**  
**HELD ON 20 NOVEMBER 2017**

Reference is made to the circular of China Hongqiao Group Limited (the “**Company**”) dated 2 November 2017 (the “**Circular**”).

**RESULTS OF THE EGM**

The board of directors of the Company is pleased to announce that at the extraordinary general meeting (the “**EGM**”) of the Company held on 20 November 2017, all the proposed resolutions as set out in the notice of the EGM dated 2 November 2017 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. The poll results in respect of all the resolutions proposed at the EGM are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	“ <b>THAT</b> , (a) the share subscription agreement (the “ <b>Share Placing Agreement</b> ”), entered into between the Company and CTI Capital Management Limited (中信信惠國際資本有限公司) as the share subscriber, on 15 August 2017 in relation to, among other things, the placing of 806,640,670 new shares (the “ <b>Placing Shares</b> ”) of the Company at a price of HK\$6.80 per Placing Share and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;	6,065,306,431 99.999%	68,633 0.001%

Ordinary Resolutions		Number of Votes (%)	
		For	Against
	<p>(b) the director(s) of the Company (the “<b>Director(s)</b>”) be and are hereby granted the specific mandate to exercise the powers of the Company and authorised to allot and issue the Placing Shares pursuant to the Share Placing Agreement (the “<b>Share Specific Mandate</b>”), such Placing Shares shall rank equally in all respects among themselves and with all fully paid shares of the Company (the “<b>Shares</b>”) in issue as at the date of allotment and issue. The Share Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and</p> <p>(c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Placing Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”</p>		
2.	<p>“<b>THAT,</b></p> <p>(a) the bond subscription and purchase agreement (the “<b>CB Placing Agreement</b>”), entered into among the Company, CNCB (Hong Kong) Investment Limited (信銀(香港)投資有限公司), as the bond subscriber, and CNCB (Hong Kong) Capital Limited (信銀(香港)資本有限公司), as the lead manager on 15 August 2017 in relation to, among other things, the subscription of the US dollar denominated 5.0% convertible bonds due 2022 (the “<b>Convertible Bonds</b>”, each a “<b>Convertible Bond</b>”) with an initial principal amount of US\$320,000,000 (the “<b>CB Placing</b>”) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;</p>	<p>6,065,375,064 100.000%</p>	<p>0 0.000%</p>

Ordinary Resolutions		Number of Votes (%)	
		For	Against
	<p>(b) the Directors be and are hereby granted the specific mandate to exercise the powers of the Company and authorised to issue the Convertible Bonds pursuant to the CB Placing Agreement (the “<b>CB Specific Mandate</b>”). The CB Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;</p> <p>(c) the allotment and issue of new shares (the “<b>Conversion Shares</b>”) of US\$0.01 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Bonds, pursuant to the terms of the Convertible Bonds, be and is hereby approved. Such Conversion Shares shall rank equally in all respects among themselves and with all fully paid Shares in issue as at the date of allotment and issue; and</p> <p>(d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the CB Placing Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”</p>		

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

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

As at the date of the EGM, the Company had 7,259,766,023 Shares in issue. The total number of Shares held by the Shareholders entitled to attend and vote for or against all the ordinary resolutions were 7,259,766,023 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM. The total numbers of Shares entitled to attend and vote at the EGM and the number of Shares present in person or by authorized representative or by proxy were set out below:

<b>Resolutions</b>	<b>Number of Shares entitled to vote</b>	<b>Number of Shares entitled to vote and present in person or by authorized representative or by proxy</b>
1.	7,259,766,023	6,065,375,064
2.	7,259,766,023	6,065,375,064

By order of the Board  
**China Hongqiao Group Limited**  
**Zhang Shiping**  
*Chairman*

Shandong, the People’s Republic of China  
20 November 2017

*As at the date of this announcement, the board of Directors comprises eight Directors, namely Mr. Zhang Shiping, Ms. Zheng Shuliang and Mr. Zhang Bo as executive Directors, Mr. Yang Congsen and Mr. Zhang Jinglei as non-executive Directors, and Mr. Chen Yinghai, Mr. Xing Jian and Mr. Han Benwen as independent non-executive Directors.*