

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.



Zhong Ao Home Group Limited

中奧到家集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1538)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 MAY 2017 AND RETIREMENT OF DIRECTORS

Reference is made to the notice (the “**Notice of AGM**”) of the annual general meeting (the “**AGM**”) of Zhong Ao Home Group Limited (the “**Company**”) and the circular of the Company (the “**Circular**”) both dated 25 April 2017.

The AGM of the Company was held on 26 May 2017. The poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditor of the Company for the year ended 31 December 2016.	569,672,200 (100%)	0 (0%)
2.	To re-elect Mr. Lee Kwok Tung Louis as an independent non-executive director.	569,672,200 (100%)	0 (0%)
3.	To re-elect Mr. Zhang Weilun as an independent non-executive director.	569,672,200 (100%)	0 (0%)
4.	To re-elect Mr. Wu Haibing (“ Mr. Wu ”) as an independent non-executive director.	133,852,200 (23.50%)	435,820,000 (76.50%)
5.	To re-elect Mr. Yuan Boyin (“ Mr. Yuan ”) as an independent non-executive director.	133,852,200 (23.50%)	435,820,000 (76.50%)
6.	To re-elect Mr. Zheng Dong as a non-executive director.	569,672,200 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
7.	To authorise the board (the “ Board ”) of directors of the Company (the “ Director ”) to fix the remuneration of the Directors.	569,672,200 (100%)	0 (0%)
8.	To appoint Ernst & Young as the independent external auditor to hold office until conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.	569,672,200 (100%)	0 (0%)
9.	To grant a general mandate to the Directors to allot, issue and deal with unissued shares not exceeding 20% of the issued shares of the Company as at the date of passing this resolution.	557,648,200 (97.89%)	12,024,000 (2.11%)
10.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the issued shares of the Company as at the date of passing this resolution.	569,672,200 (100%)	0 (0%)
11.	To extend the general mandate granted to the Directors to allot, issue and deal with unissued shares of the Company by an amount not exceeding the amount of the shares bought back by the Company.	557,648,200 (97.89%)	12,024,000 (2.11%)

As at the date of the AGM, the total number of shares of the Company in issue was 794,172,000 shares, being the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There was no share entitling any 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 of Hong Kong Limited (the “**Listing Rules**”) and no shareholder was 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 Circular to vote against the ordinary resolutions at the AGM or to abstain had done so at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

As more than 50% of the votes were cast in favour of the ordinary resolutions numbered 1, 2, 3, 6, 7, 8, 9, 10 and 11 proposed at the AGM, such ordinary resolutions were duly passed by the shareholders of the Company.

As less than 50% of the votes were cast in favour of the ordinary resolutions numbered 4 and 5 proposed at the AGM, such ordinary resolutions were not passed by the shareholders of the Company.

All the aforesaid resolutions were put to the vote by way of poll at the AGM.

RETIREMENT OF DIRECTORS

Given that the re-election of Mr. Wu and Mr. Yuan as independent non-executive directors of the Company as set out in the ordinary resolutions numbered 4 and 5 were not passed by the shareholders of the Company, each of Mr. Wu and Mr. Yuan retired as an independent non-executive director of the Company with effect from the conclusion of the AGM.

Following the retirement of each of Mr. Wu and Mr. Yuan as an independent non-executive director of the Company, (i) each of Mr. Wu and Mr. Yuan also ceased to be a member of the audit committee, remuneration committee and nomination committee of the Board; and (ii) the Company has two independent non-executive Directors and the audit committee of the Board comprises only two members. It results in non-compliance with the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules.

As such, the Board will make its best endeavours to identify suitable candidate(s) to fill the vacancy as soon as practicable in order to ensure compliance by the Company with the requirements under the Listing Rules. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director(s).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wu and Mr. Yuan for their valuable contribution to the Company during their tenure of office.

By order of the Board of
Zhong Ao Home Group Limited
Yu Ho Ming
Company Secretary

Hong Kong, 26 May 2017

As at the date of this announcement and upon conclusion of the AGM, our executive directors are Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing, Mr. Long Weimin, our non-executive directors are Mr. Wei Zhe, Ms. Wu Qimin, Mr. Zheng Dong, and our independent non-executive directors are Mr. Zhang Weilun and Mr. Lee Kwok Tung Louis.