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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 ANNUAL GENERAL MEETING HELD ON 19 MAY 2015**

Reference is made to the circular of China Hongqiao Group Limited (the “**Company**”) dated 17 April 2015 (the “**Circular**”).

#### **RESULTS OF THE AGM**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 19 May 2015, all the proposed resolutions as set out in the notices of the AGM dated 17 April 2015 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 AGM are as follows:

<b>Resolution</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditors of the Company for the year ended 31 December 2014.	5,206,073,874 100%	0 0%
2.	(i) To re-elect Ms. Zheng Shuliang as an executive director of the Company.	5,204,262,118 99.97%	1,811,756 0.03%
	(ii) To re-elect Mr. Yang Congsen as a non-executive director of the Company.	5,204,262,118 99.97%	1,811,756 0.03%

Resolution		Number of Votes (%)	
		For	Against
	(iii) To re-elect Mr. Zhang Jinglei as a non-executive director of the Company.	5,204,262,118 99.97%	1,811,756 0.03%
	(iv) To re-elect Mr. Xing Jian as an independent non-executive director of the Company.	5,201,435,201 99.91%	4,638,673 0.09%
	(v) To re-elect Mr. Chen Yinghai as an independent non-executive director of the Company.	5,201,435,201 99.91%	4,638,673 0.09%
	(vi) To re-elect Mr. Han Benwen as an independent non-executive director of the Company.	5,180,209,856 99.50%	25,864,018 0.50%
	(vii) To authorize the board of directors of the Company to fix the respective directors' remuneration.	5,206,073,874 100%	0 0%
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	5,206,073,874 100%	0 0%
4.	To declare a final dividend of HK\$28.0 cents per share for the year ended 31 December 2014 to the shareholders of the Company.	5,206,073,874 100%	0 0%
5.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	5,206,073,874 100%	0 0%
6.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	5,044,204,968 96.89%	161,868,906 3.11%
7.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the share capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	5,046,144,566 96.93%	159,929,308 3.07%

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

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

As at the date of the AGM, the Company had 6,160,880,000 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 6,160,880,000 shares. There were no shares entitling the Shareholders to attend and abstain from voting in favour 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**"). No Shareholders of the Company were required under the Listing Rules to abstain from voting on the resolutions at the AGM. 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 AGM. The total numbers of shares entitled to attend and vote at the AGM and the number of shares present in person or by authorized representative or by proxy were set out below:

<b>Resolution</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.	6,160,880,000	5,206,073,874
2.(i)	6,160,880,000	5,206,073,874
2.(ii)	6,160,880,000	5,206,073,874
2.(iii)	6,160,880,000	5,206,073,874
2.(iv)	6,160,880,000	5,206,073,874
2.(v)	6,160,880,000	5,206,073,874
2.(vi)	6,160,880,000	5,206,073,874
2.(vii)	6,160,880,000	5,206,073,874
3.	6,160,880,000	5,206,073,874
4.	6,160,880,000	5,206,073,874
5.	6,160,880,000	5,206,073,874
6.	6,160,880,000	5,206,073,874
7.	6,160,880,000	5,206,073,874

For the biographic details of the retiring Directors that were re-elected at the AGM, please refer to the 2014 annual report of the Company dated 17 April 2015.

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

Shandong, the People's Republic of China  
19 May 2015

*As at the date of this announcement, the board of Directors of the Company 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.*