

*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.*



**天順證券集團有限公司\***  
**SKYWAY SECURITIES GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1141)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING**

The Board is pleased to announce that the ordinary resolutions as set out in the notice of SGM were duly passed by the Independent Shareholders by way of poll at the SGM held on 28 April 2017.

References are made to the circular (the “**Circular**”) of Skyway Securities Group Limited (the “**Company**”) and the notice of the special general meeting (the “**SGM**”) of the Company dated 10 April 2017 in relation to, among others, the Subscription Agreement, the Distribution, the Special Dividend, the CSPT Disposal (as a discloseable and connected transaction under Chapter 14 and 14A of the Listing Rules and as a special deal under Note 4 to Rule 25 of the Takeovers Code), and the CSPT Supplemental Agreement (as a special deal under Note 4 to Rule 25 of the Takeovers Code) and the transactions contemplated thereunder. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

**POLL RESULTS AT THE SGM**

The Board is pleased to announce that the Resolutions to approve the Subscription Agreement, the Distribution, the Special Dividend, the CSPT Disposal (as a discloseable and connected transaction under Chapter 14 and 14A of the Listing Rules and as a special deal under Note 4 to Rule 25 of the Takeovers Code), and the CSPT Supplemental Agreement (as a special deal under Note 4 to Rule 25 of the Takeovers Code) and the transactions contemplated thereunder were duly passed by the Independent Shareholders at the SGM held on 28 April 2017 by way of poll.

As at the date of the SGM, a total of 18,828,757,729 Shares were in issue. The Selling Shareholders, the Offeror, China Huarong, their respective associates and parties acting in concert with them have abstained from voting on the Resolutions at the SGM.

\* For identification purpose only

As at the date of the SGM, the Selling Shareholders hold an aggregate of 3,687,200,000 Shares, representing approximately 19.58% of the existing issued Shares of the Company. Save for the interests in the Sale and Purchase Agreements and the Subscription Agreement, none of the Offeror, Brilliant Decent and parties acting in concert with any them held any Shares as at the date of the SGM.

As at the date of SGM, CSPT together with its subsidiaries hold 2,996,505,829 Shares, representing approximately 15.91% of the issued share capital of the Company and CSPT and its subsidiaries have abstained from voting at the SGM regarding the CSPT Disposal and the CSPT Supplemental Agreement.

Therefore, there were a total of 15,141,557,729 Shares, representing approximately 80.42% of the issued share capital of the Company as at the date of the SGM, entitling the Independent Shareholders to attend and vote on the Resolution nos. 1-3 proposed at the SGM. Also, there were a total of 12,145,051,900 Shares, representing approximately 64.50% of the issued share capital of the Company as at the date of the SGM, entitling the Independent Shareholders to attend and vote on the Resolution no. 4 proposed at the SGM.

Other than the Selling Shareholders, the Offeror, China Huarong, CSPT, their respective associates and parties acting in concert with any of them, no other Shareholder has a material interest in the Subscription Agreement, the Distribution, the Special Dividend, the CSPT Disposal (as a discloseable and connected transaction under Chapter 14 and 14A of the Listing Rules and as a special deal under Note 4 to Rule 25 of the Takeovers Code), and the CSPT Supplemental Agreement (as a special deal under Note 4 to Rule 25 of the Takeovers Code), accordingly no other Shareholder was required to abstain from voting on the Resolutions. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer for the vote-taking at the SGM.

CSPT and its subsidiaries cast votes in respect of the 2,897,935,829 Shares in respect of Resolution nos. 1-3 proposed at the SGM. CSPT and its subsidiaries, their associates and parties acting in concert with any of them have abstained from voting in respect of Resolution no. 4 proposed at the SGM. Each of the Selling Shareholders, the Offeror, China Huarong, their respective associates and parties acting in concert with any of them have abstained from voting on all the Resolutions proposed at the SGM.

Detail of the poll results of the SGM is set out below:–

ORDINARY RESOLUTIONS		Number of votes (approximate%)	
		For	Against
1.	To approve the Subscription Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Subscription Shares	11,479,099,237 (99.98%)	2,414,000 (0.02%)
2.	To approve the Distribution of CSPT Shares and FW Shares and the transactions contemplated thereunder	11,481,513,237 (100%)	0 (0%)
3.	To approve the payment of the Special Dividend and the transactions contemplated thereunder	11,481,513,237 (100%)	0 (0%)
4.	To approve the CSPT Disposal Agreement and the CSPT Supplemental Agreement as special deal and the transactions contemplated thereunder	8,583,577,408 (100%)	0 (0%)

*Note: The full text of the resolutions is set out in the notice convening the SGM.*

As more than 50% of the votes were cast for the Resolutions, the Resolutions were duly passed as the ordinary resolutions at the SGM.

**As of the date of this announcement, the Subscription Conditions, the Distribution Conditions and the conditions precedent of the Special Dividend remain to be fulfilled and there is no assurance that the Subscription Conditions, the Distribution Conditions and the conditions precedent of the Special Dividend will be fulfilled.**

**Any Shareholder or other person contemplating transferring, selling or purchasing the Shares is advised to exercise caution when dealing in the Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser.**

By Order of the Board  
**Skyway Securities Group Limited**  
**Lin Yuehe**  
*Chairlady*

Hong Kong, 28 April 2017

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors:*

Ms. Lin Yuehe (*Chairlady*)  
Mr. Wang Haixiong (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Chan Kwan Pak  
Mr. Siu Gee Tai  
Mr. Siu Siu Ling Robert

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.*