

*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.*



寶業集團股份有限公司

**BAOYE GROUP COMPANY LIMITED\***

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock Code: 2355)

**POLL RESULTS OF  
AGM, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING**

The board (the “**Board**”) of directors (the “**Directors**”) of Baoye Group Company Limited\* (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company (the “**AGM**”), class meeting for holders of H shares (the “**H Shares Class Meeting**”) and class meeting for holders of domestic shares (the “**Domestic Shares Class Meeting**”) held at 2nd Floor, Baoye Group, No. 501 Shanyin West Road, Keqiao District, Shaoxing City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Friday, 15 June 2018. All resolutions as set out in the notice of the AGM (the “**AGM Notice**”), the notice of H Shares Class Meeting and the notice of Domestic Shares Class Meeting each dated 27 April 2018 duly passed by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). None of the shareholders of the Company has proposed any motion at the AGM pursuant to resolution No.6 as set out in the AGM Notice. Details of the resolutions were set out in the circular and the notices dated 27 April 2018.

**1、 ATTENDANCE OF THE MEETINGS**

**i. Attendance of the AGM**

The convening of the AGM was in accordance with the Company Law of the PRC and the articles of association (the “**Articles of Association**”) of the Company.

As at the date of the AGM, the total issued share capital of the Company comprised of 562,664,053 shares, which was the total number of shares entitling the holders to attend the AGM and vote on all the resolutions put forward at the AGM (the “**AGM Resolutions**”). Shareholders holding an aggregate of 372,192,610 voting shares, representing approximately 66.15% of the total issued shares of the Company, attended the AGM either in person or by proxy. No shareholder was required to abstain from voting on the AGM Resolutions. There was no share entitling the holder to attend the meeting and vote only against the AGM Resolutions.

Votes on all the AGM Resolutions were taken by poll. The Company’s H share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the AGM.

## **ii. Attendance of the H Shares Class Meeting**

The convening of the H Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the H Shares Class Meeting, the total issued H shares of the Company comprised 211,922,000 shares (the “**H Shares**”), which was the total number of H Shares entitling the holders to attend the H Shares Class Meeting and vote on the resolution put forward at the H Shares Class Meeting (the “**H Shares Class Meeting Resolution**”). Shareholders holding an aggregate of 21,450,557 voting H Shares, representing approximately 10.12% of the total issued H Shares of the Company, attended the H Shares Class Meeting either in person or by proxy. No holder of H Shares was required to abstain from voting on the H Shares Class Meeting Resolution. There was no H Share entitling the holder to attend the meeting and vote only against the H Shares Class Meeting Resolution.

Votes on the H Shares Class Meeting Resolution were taken by poll. The Company’s H Share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the H Shares Class Meeting.

## **iii. Attendance of the Domestic Shares Class Meeting**

The convening of the Domestic Shares Class Meeting was in accordance with the Company Law of the PRC and the Articles of Association.

As at the date of the Domestic Shares Class Meeting, the total issued domestic shares of the Company comprised 350,742,053 shares (the “**Domestic Shares**”), which was the total number of Domestic Shares entitling the holders to attend the Domestic Shares Class Meeting and vote on the resolution put forward at the Domestic Shares Class Meeting (the “**Domestic Shares Class Meeting Resolution**”). Shareholders holding an aggregate of 350,742,053 voting Domestic Shares, representing approximately 100.00% of the total issued Domestic Shares of the Company, attended the Domestic Shares Class Meeting either in person or by proxy. No holder of Domestic Shares was required to abstain from voting on the Domestic

Shares Class Meeting Resolution. There was no Domestic Share entitling the holder to attend the meeting and vote only against the Domestic Shares Class Meeting Resolution.

Votes on the Domestic Shares Class Meeting Resolution were taken by poll. The Company's H Share registrar, Tricor Tengis Limited, was appointed as scrutineer for the purpose of vote-taking at the Domestic Shares Class Meeting.

## 2、 POLL RESULTS OF THE MEETINGS

### i. Poll results in respect of the resolutions proposed at the AGM

The poll results in respect of the resolutions are as follows:

Resolutions		Number of Votes Cast and Approximate Percentage of Total Number of Votes Cast		Total Number of Votes
		For	Against	
<b>Ordinary Resolutions</b>				
1	To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2017	372,042,610 (100.00%)	0 (0.00%)	372,042,610
2	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017	372,042,610 (100.00%)	0 (0.00%)	372,042,610
3	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") and the report of the auditors of the Company for the year ended 31 December 2017	372,042,610 (100.00%)	0 (0.00%)	372,042,610
4	To consider and approve the matters relating to no payment of final dividend for the year ended 31 December 2017	347,215,381 (93.29%)	24,977,229 (6.71%)	372,192,610
5A	To re-appoint PricewaterhouseCoopers as the Company's international auditors and to authorise the Board to fix their remuneration	372,192,610 (100.00%)	0 (0.00%)	372,192,610
5B	To re-appoint PricewaterhouseCoopers Zhongtian CPAs as the Company's PRC statutory auditors and to authorise the Board to fix their remuneration	372,192,610 (100.00%)	0 (0.00%)	372,192,610
<b>Special Resolutions</b>				
7	To consider and approve the general mandate to allot and issue new shares	350,972,053 (94.30%)	21,220,557 (5.70%)	372,192,610
8	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of	372,192,610 (100.00%)	0 (0.00%)	372,192,610

	the aggregate nominal value of H Shares in issue as at the date of the AGM			
--	--	--	--	--

As more than 1/2 votes were casted in favour of the ordinary resolutions numbered 1 to 5B, the ordinary resolutions were duly passed as ordinary resolutions of the Company by way of poll.

As more than 2/3 votes were casted in favour of the special resolutions numbered 7 to 8, the special resolutions were duly passed as special resolutions of the Company by way of poll.

**ii. Poll results in respect of the special resolution proposed at the H Shares Class Meeting**

The poll results in respect of the special resolution are as follows:

Special Resolution		Number of Votes Cast and Approximate Percentage of Total Number of Votes Cast		Total Number of Votes
		For	Against	
1	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the H Shares Class Meeting	21,450,557 (100.00%)	0 (0.00%)	21,450,557

As more than 2/3 votes were casted in favour of the above special resolution, the special resolution was duly passed as special resolution of the Company by way of poll.

**iii. Poll results in respect of the special resolution proposed at the Domestic Shares Class Meeting**

The poll results in respect of the special resolution are as follows:

Special Resolution		Number of Votes Cast and Approximate Percentage of Total Number of Votes Cast		Total Number of Votes
		For	Against	
1	To authorise the Board to repurchase H Shares of the Company up to a maximum of 10% of the aggregate nominal value of H Shares in issue as at the date of the Domestic Shares Class Meeting	350,742,053 (100.00%)	0 (0.00%)	350,742,053

As more than 2/3 votes were casted in favor of the above special resolution, the special resolution was duly passed as special resolution of the Company by way of poll.

By order of the Board  
**Baoye Group Company Limited\***  
**Pang Baogen**  
Chairman

Zhejiang Province, the PRC  
15 June 2018

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Pang Baogen, Mr. Gao Lin, Mr. Gao Jiming, Mr. Gao Jun and Mr. Jin Jixiang; and one non-executive Director, namely Mr. Fung Ching, Simon and three independent non-executive Directors, namely Mr. Chan, Dennis Yin Ming, Mr. Li Wangrong and Ms. Liang Jing.*

\* *For identification purpose only*