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Silver Base Group Holdings Limited

銀基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(stock code: 886)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 11 APRIL 2017

The Board is pleased to announce that the ordinary resolutions as set out in the Notice of EGM dated 22 March 2017 were duly passed by the Shareholders by way of poll at the EGM held on 11 April 2017.

Reference is made to the circular (the “**Circular**”) of Silver Base Group Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) dated 22 March 2017 in relation to, among other matters, the 2017 Distribution Agreement and the Renewal of the Scheme Mandate under the Share Option Scheme. Unless the context requires otherwise, capitalised terms in this announcement shall have the same meanings as defined in the Circular.

POLL RESULT OF THE EGM

The Board is pleased to announce that the ordinary resolutions as set out in the Notice of EGM to approve, among other matters, the 2017 Distribution Agreement (“**Ordinary Resolution No. 1**”) and the Renewal of the Scheme Mandate under the Share Option Scheme (“**Ordinary Resolution No. 2**”) were duly passed by Shareholders by way of poll at the EGM held on Tuesday, 11 April 2017.

The poll result of the ordinary resolution was as follows:

Ordinary Resolutions		Number of Shares voted (percentage of total number of Shares voted)	
		For	Against
1.	To approve:		
	(a) the distribution agreement (the “ 2017 Distribution Agreement ”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) dated 14 February 2017 and entered into between 銀基貿易發展(深圳)有限公司 (Silver Base Trading and Development (Shenzhen) Co. Limited) (“ Silver Base Shenzhen ”), as purchaser, and 貴州鴨溪窖酒銷售有限公司 (Guizhou Yaxi Cellar Liquors Distribution Co., Ltd.) (“ Guizhou Yaxi ”), as supplier, in relation to the purchase and supply of baijiu (白酒) Yaxi (鴨溪) series with 52 degree alcohol content (the “ Products ”) for a term of three years commencing from 1 April 2017 to 31 March 2020 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified ^(Note 1) ;	560,753,791 (100.0000%) ^(Note 2)	0 (0.0000%) ^(Note 2)
	(b) the annual caps (excluding value added tax) of RMB170,000,000, RMB205,000,000 and RMB250,000,000 for the purchase of the Products by Silver Base Shenzhen from Guizhou Yaxi pursuant to the 2017 Distribution Agreement for the financial years of the Group ending 31 March 2018, 31 March 2019 and 31 March 2020 respectively, be and are hereby approved, confirmed and ratified ^(Note 1) ; and	560,753,791 (100.0000%) ^(Note 2)	0 (0.0000%) ^(Note 2)

Ordinary Resolutions		Number of Shares voted (percentage of total number of Shares voted)	
		For	Against
	(c) any one or more of the directors of the Company be and is/are hereby authorised to take all steps he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the 2017 Distribution Agreement and the transactions contemplated thereunder ^(Note 1) .	560,753,791 (100.0000%) ^(Note 2)	0 (0.0000%) ^(Note 2)
2.	To renew the maximum number of shares in respect of which options may be granted under the share option scheme of the Company adopted on 20 February 2009 ^(Note 1) .	1,538,749,790 (98.8299%) ^(Note 2)	18,217,751 (1.1701%) ^(Note 2)

Notes:

1. Full text of the resolutions were set out in the Notice of EGM.
2. Rounded to 4 decimal places.

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

As at the date of the EGM, the total number of issued shares of the Company was 2,272,808,946. Mr. Liang Guoxing and his associates, held in aggregate 996,213,750 Shares, representing approximately 43.83% of the entire issued share capital of the Company as at the date of the EGM, had abstained from voting for the Ordinary Resolution No. 1 at the EGM to approve the 2017 Distribution Agreement and the transactions contemplated thereunder, including the Annual caps due to their interests in the 2017 Distribution Agreement. There were a total of 1,276,595,196 Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution No. 1 approving the 2017 Distribution Agreement and the transactions contemplated thereunder, including the Annual Caps at the EGM. Apart from aforesaid, no Shareholder was entitled to attend but was required to abstain from voting in favour of the resolutions proposed at the EGM as set out in Rule 13.40 of the Listing Rules. Accordingly, no Shareholder was required under the Listing Rules to abstain from voting on the Ordinary Resolution No. 2 at the EGM. There were a total of 2,272,808,946 Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution No. 2 at the EGM. No parties have stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolution No. 2 at the EGM.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as scrutineer in respect of the voting at the EGM and performed calculation to obtain the above poll voting results based on the completed and signed poll voting forms collected by the Company.

By Order of the Board
Silver Base Group Holdings Limited
Liang Guoxing
Chairman

Hong Kong, 11 April 2017

As at the date of this announcement, the Board comprises Mr. Liang Guoxing (Chairman), Mr. Wang Jindong and Ms. Cheung Mei Sze as executive Directors; Mr. Wu Jie Si and Mr. Chen Sing Hung Johnny as non-executive Directors; and Mr. Hung Sui Kwan, Mr. Ma Lishan and Mr. Lee Kwok Keung Edward as independent non-executive Directors.