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PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1263)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to (1) the circular (the “**Circular**”) dated 23 May 2018 of PC Partner Group Limited (the “**Company**”) in relation to, among others, the Share Buy-back Agreement and the Share Buy-back and (2) the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) dated 23 May 2018 of the Company convening the EGM held on 22 June 2018. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular, unless the context otherwise requires.

POLL RESULTS OF THE EGM

At the EGM, a poll was demanded by the Chairman for voting on the proposed resolution set out in the EGM Notice. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

Set out below are the poll results of the resolution put to the vote at the EGM:

SPECIAL RESOLUTION	Number of votes (%)	
	For	Against
To approve the share buy-back agreement dated 23 April 2018 between Perfect Choice Limited and Classic Venture International Inc. as vendors and the Company as purchaser in relation to 74,700,000 shares in the issued share capital of the Company and the transactions contemplated thereunder.	56,951,039 (100%)	0 (0%)

As at the date of the EGM, a total of 446,193,668 Shares were in issue, which entitled the holders thereof to attend and vote at the EGM. Since the Vendors are materially interested in the Share Buy-back Agreement, the Vendors Concert Group are required to abstain from voting at the EGM as required under the Share Buy-backs Code, the Takeovers Code and the Listing Rules. Save as aforesaid, no other Shareholder is required to abstain from voting at the EGM.

None of the Disinterested Shareholders had stated their intention in the Circular to vote against the resolution put to vote at the EGM and there were no Shares entitling the Shareholders to attend and vote only against the resolution put to vote at the EGM.

As more than 75% of the votes were validly cast in favour of the resolution put to vote at the EGM, such resolution was duly passed as a special resolution of the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming there are no changes in the shareholding of the Vendors Concert Group and the issued share capital of the Company from the date of this announcement up to Completion):

Shareholder	As at the date of this announcement		Immediately upon Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Perfect Choice (Note 1)	74,700,000	16.74	54,850,000	14.76
Classic Venture (Note 1)	54,850,000	12.29	—	—
Mr. Wong Shik Ho Tony (Note 2)	54,405,750	12.20	54,405,750	14.65
Mr. Wong Fong Pak (Note 2)	28,265,750	6.33	28,265,750	7.61
Mr. Leung Wah Kan (Note 2)	23,500,500	5.27	23,500,500	6.33
Mr. Ho Nai Nap (Note 2)	20,784,538	4.66	20,784,538	5.59
Mr. Man Wai Hung (Note 2)	<u>5,577,065</u>	<u>1.25</u>	<u>5,577,065</u>	<u>1.50</u>
Sub-total of the Vendors Concert Group	262,083,603	58.74	187,383,603	50.44
Public Shareholders	<u>184,110,065</u>	<u>41.26</u>	<u>184,110,065</u>	<u>49.56</u>
Total	<u>446,193,668</u>	<u>100.00</u>	<u>371,493,668</u>	<u>100.00</u>

Notes:

1. The entire issued share capital of each of Perfect Choice and Classic Venture is beneficially owned by Mrs. Ho Wong Mary Mee-Tak, who is a non-executive Director.
2. Each of Mr. Wong Shik Ho Tony, Mr. Wong Fong Pak, Mr. Leung Wah Kan, Mr. Ho Nai Nap and Mr. Man Wai Hung is an executive Director.

By Order of the Board
PC PARTNER GROUP LIMITED
WONG Shik Ho Tony
Chairman

Hong Kong, 22 June 2018

As at the date of this announcement, the Executive Directors are Mr. WONG Shik Ho Tony, Mr. WONG Fong Pak, Mr. LEUNG Wah Kan, Mr. HO Nai Nap, Mr. MAN Wai Hung; the Non-executive Director is Mrs. HO WONG Mary Mee-Tak (Mr. CHIU Wing Yui is Alternate Director to Mrs. HO WONG Mary Mee-Tak); and the Independent Non-executive Directors are Mr. IP Shing Hing, Mr. LAI Kin Jerome and Mr. CHEUNG Ying Sheung.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, 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.

This announcement will be published and remains on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.pcpartner.com.

The English text of this announcement shall prevail over its Chinese text.

** For identification purposes only*