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**CSMall Group Limited**  
**金貓銀貓集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1815)**

**POLL RESULTS OF THE EXTRAORDINARY  
GENERAL MEETING HELD ON 16 AUGUST 2019**

The Board is pleased to announce that the Resolutions set out in the EGM Notice dated 31 July 2019 to approve the Issuances, the Specific Mandate and the Whitewash Waiver were duly passed by the Independent Shareholders by way of poll at the EGM held on 16 August 2019.

Reference is made to the announcement jointly issued by CSMall Group Limited (the “**Company**”) and China Silver Group Limited (Stock Code: 815) (“**China Silver**”) on 6 May 2019 regarding, among other things, the Issuances, the Specific Mandate and the Whitewash Waiver (the “**Joint Announcement**”).

Reference is also made to the circular of the Company dated 31 July 2019 regarding the transactions disclosed in the Joint Announcement (the “**Circular**”) together with the notice (the “**EGM Notice**”) of the extraordinary general meeting of the Company (the “**EGM**”) and the announcements of the Company (i) dated 24 May 2019 and 2 July 2019 regarding, among other things, the extension of time for the despatch of the Circular to the Shareholders to a date falling on or before 31 July 2019; and (ii) dated 1 August 2019 regarding the despatch of the Circular.

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

## RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) as set out in the EGM Notice were duly passed as ordinary resolutions by the Independent Shareholders by way of poll at the EGM held on 16 August 2019 in accordance with the Takeovers Code, the Listing Rules and the articles of association of the Company.

Computershare Hong Kong Investor Services Limited, the Company’s share registrar and transfer office in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the EGM. The full text of the Resolutions was set out in the EGM Notice and the poll results in respect of the Resolutions are as follows:

	Ordinary resolutions proposed at the EGM	Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	<p>To approve the Whitewash Waiver, subject to and conditional upon the following:</p> <p>(a) the grant of the Whitewash Waiver by the Executive;</p> <p>(b) all necessary conditions attached to the Whitewash Waiver (if any) having been satisfied; and</p> <p>(c) the Whitewash Waiver not having been withdrawn by the Executive.</p>	374,312,278 (99.98%)	88,033 (0.02%)	374,400,311
<p><b>As at least 75% of the votes cast either in person or by proxy by the Independent Shareholders at the EGM were in favour of the above resolution, the resolution was duly passed as an ordinary resolution of the Company.</b></p>				

Ordinary resolutions proposed at the EGM	Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
	For	Against	
<p>2. To approve the following, subject to and conditional upon the passing of the resolution numbered 1 above:</p> <p>(a) the Employee Subscription Agreement, the Employee Trust Deed and the Strategic Investor Subscription Agreement;</p> <p>(b) the grant of the Specific Mandate to the Board to allot and issue 184,287,040 ordinary shares, being the Issuance Shares;</p> <p>(c) the allotment and issue of the Issuance Shares; and</p> <p>(d) the implementation of the Issuances.</p>	<p>374,312,278 (99.98%)</p>	<p>88,033 (0.02%)</p>	<p>374,400,311</p>
<p><b>As more than 50% of the votes cast either in person or by proxy by the Independent Shareholders at the EGM were in favour of the above resolution, the resolution was duly passed as an ordinary resolution of the Company.</b></p>			

\* *The above percentages are rounded to the nearest two decimal places.*

For details of the Resolutions, Shareholders may refer to the EGM Notice and the Circular.

As at the date of the EGM, the total number of Shares in issue was 1,053,588,000 Shares.

As disclosed on page 28 of the Circular, members of the Concert Group (comprising China Silver, Mr. CHEN Wantian (陳萬天) (“**Chairman Chen**”) and Ms. XUE Meiqi (薛美琪) (“**Ms. Xue**”)) and their respective associates (including Chairman Chen’s wholly-owned investment holding vehicle Rich Union Enterprises Limited, and Ms. Xue’s wholly-owned investment holding vehicle Ascend Delight Holdings Limited), as well as any other Shareholder who is involved or interested in or related to the transactions contemplated under the Strategic Investor Subscription Agreement, the Employee Subscription Agreement, the Issuances, the Specific Mandate and/or the Whitewash Waiver, would be required to abstain from voting in respect of the resolutions to approve the Issuances, the Specific Mandate and the Whitewash Waiver at the EGM.

As at the date of the EGM, the shareholding of members of the Concert Group and their respective associates in the Company was as follows: (i) China Silver held 500,000,033 Shares, representing approximately 47.46% of the existing issued share capital of the Company; (ii) Chairman Chen (partly in his own name and partly through Rich Union Enterprises Limited) held 10,479,536 Shares, representing approximately 0.99% of the existing issued share capital of the Company; and (iii) Ms. Xue and Ascend Delight Holdings Limited did not hold any Shares. China Silver and Chairman Chen abstained from voting on the Resolutions at the EGM. Apart from China Silver and Chairman Chen, there were no other Shareholders who were required to abstain from voting on the Resolutions at the EGM under the Takeovers Code.

Accordingly, the total number of Shares held by Independent Shareholders entitled to attend and vote for or against the Resolutions was 543,108,431 Shares.

There were no Shares entitling the Shareholders to attend but where such Shareholders were required to abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, (i) no Shareholders were required to abstain from voting on the Resolutions at the EGM under the Listing Rules and the Takeovers Code; and (ii) no parties have stated their intention in the Circular to abstain from voting on or to vote against the Resolutions at the EGM.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Employee Issuance but before completion of the Strategic Investor Issuance; (iii) immediately after completion of both the Employee Issuance and the Strategic Investor Issuance; and (iv) immediately after completion of the Strategic Investor Issuance only (assuming that completion of the Employee Issuance does not take place):

	(i) As at the date of this announcement		(ii) Immediately after completion of the Employee Issuance but before completion of the Strategic Investor Issuance		(iii) Immediately after completion of both the Employee Issuance and the Strategic Investor Issuance		(iv) Immediately after completion of the Strategic Investor Issuance only (assuming that completion of the Employee Issuance does not take place)	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
<i>Controlling Shareholder</i>								
China Silver	500,000,033	47.46%	500,000,033	43.94%	500,000,033	40.39%	500,000,033	43.34%
<i>China Silver Director</i>								
Chairman Chen <sup>(1)</sup> , partly in his own name and partly through Rich Union Enterprises Limited <sup>(2)</sup>	10,479,536	0.99%	10,479,536	0.92%	10,479,536	0.85%	10,479,536	0.91%
<i>Trustee in respect of the New Employee Share Scheme</i>								
Ms. Xue, through Ascend Delight Holdings Limited <sup>(3)</sup> (holding the Shares for the benefit of 40 New Scheme Participants)	-	-	84,287,040	7.41%	84,287,040	6.81%	-	-
<b>Concert Group subtotal<sup>(6)</sup></b>	<b>510,479,569</b>	<b>48.45%</b>	<b>594,766,609</b>	<b>52.27%<sup>(5)</sup></b>	<b>594,766,609</b>	<b>48.05%</b>	<b>510,479,569</b>	<b>44.25%</b>
<i>Directors</i>								
Mr. CHEN He (陳和) <sup>(1)</sup> , through Silver Apex Holdings Limited <sup>(3)</sup>	21,250,000	2.02%	21,250,000	1.87%	21,250,000	1.72%	21,250,000	1.84%
Mr. QIAN Pengcheng (錢鵬程), through Treasure Delight International Limited <sup>(3)</sup>	14,500,000	1.38%	14,500,000	1.27%	14,500,000	1.17%	14,500,000	1.26%
Mr. ZHANG Jinpeng (張金鵬), through Diamond Port Holdings Limited <sup>(3)</sup>	12,500,000	1.19%	12,500,000	1.10%	12,500,000	1.01%	12,500,000	1.08%
<i>Trustee in respect of the Existing Employee Share Scheme<sup>(4)</sup></i>								
Mr. LIN Ting (林挺), through Blaze Loop Limited <sup>(3)</sup> (holding the Shares for the benefit of himself)	14,500,000	1.38%	14,500,000	1.27%	14,500,000	1.17%	14,500,000	1.26%
Mr. LIN Ting (林挺), through Blaze Loop Limited <sup>(3)</sup> (holding the Shares for the benefit of other 57 Existing Scheme Participants)	151,525,000	14.38%	151,525,000	13.32%	151,525,000	12.24%	151,525,000	13.14%
<i>Strategic investor</i>								
Mr. YAO Runxiong (姚潤雄)	-	-	-	-	100,000,000	8.08%	100,000,000	8.67%
<i>Others</i>								
Other public Shareholders	328,833,431	31.21%	328,833,431	28.90%	328,833,431	26.56%	328,833,431	28.51%
<b>Non-Concert Group subtotal<sup>(6)</sup></b>	<b>543,108,431</b>	<b>51.55%</b>	<b>543,108,431</b>	<b>47.73%</b>	<b>643,108,431</b>	<b>51.95%</b>	<b>643,108,431</b>	<b>55.75%</b>
<b>Total<sup>(6)</sup></b>	<b>1,053,588,000</b>	<b>100%</b>	<b>1,137,875,040</b>	<b>100%</b>	<b>1,237,875,040</b>	<b>100%</b>	<b>1,153,588,000</b>	<b>100%</b>
<b>Of which, total of Shares held in public hands<sup>(6)(7)</sup></b>	<b>505,337,967</b>	<b>47.96%</b>	<b>505,337,967</b>	<b>44.41%</b>	<b>605,337,967</b>	<b>48.90%</b>	<b>605,337,967</b>	<b>52.47%</b>

*Notes:*

- (1) Mr. CHEN He (陳和) is the nephew of Chairman Chen. It should be noted that Chairman Chen, being a director of China Silver (the holding company of the Company) but not the Company itself, is not a core connected person of the Company. Therefore, the Shares held by Chairman Chen are not excluded from the Shares held in public hands pursuant to Rule 8.24 of the Listing Rules.
- (2) Among the 10,479,536 Shares owned by Chairman Chen, 17,500 Shares are held in his own name, and 10,462,036 Shares are held through his wholly-owned investment holding vehicle Rich Union Enterprises Limited.
- (3) Each of these named companies is a wholly-owned investment holding vehicle of the relevant individual.
- (4) As stated on page 88 of the Prospectus, Mr. LIN Ting (林挺) as trustee shall seek irrevocable directions from each Existing Scheme Participant regarding the exercise of voting rights attached to his/her interest in the Shares and shall comply with such directions, provided that if he does not receive an Existing Scheme Participant's directions by any deadline specified in writing, he shall abstain from voting that Existing Scheme Participant's interest in the Shares.
- (5) In the event that only the Employee Issuance but not the Strategic Investor Issuance is completed, the aggregate shareholding of the Concert Group in the Company will exceed 50%. Under such circumstances, the Concert Group may further increase its shareholding without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.
- (6) Due to rounding, individual percentages may not add up to the total or subtotal shown in the table.
- (7) The Shares held in public hands (as defined in Rule 8.24 of the Listing Rules) are denoted by dotted rectangles in the table.

## **GRANT OF THE WHITEWASH WAIVER**

The Executive has granted the Whitewash Waiver on 12 August 2019, subject to the fulfillment of the conditions set out therein.

Further announcement(s) will be made by the Company upon the completion of the Issuances.

By Order of the Board  
**CSMall Group Limited**  
**CHEN He**  
*Chairman*

Hong Kong, 16 August 2019

*As at the date of this announcement, the executive directors of the Company are Mr. Chen He, Mr. Zhang Jinpeng and Mr. Qian Pengcheng; and the independent non-executive directors of the Company are Mr. Fu Lui, Mr. Hu Qilin and Mr. Zhang Zuhui.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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