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Tree Holdings Limited

齊家控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8395)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 3 AUGUST 2018

The Board is pleased to announce that all the resolutions proposed at the AGM held on 3 August 2018 have been passed.

The board of directors (the “**Board**”) of Tree Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 3 August 2018 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 March 2018.	1,168,760,000 (100.00%)	0 (0.00%)
2.(a)(i)	To re-elect Ms. Mary Kathleen Babington as an executive director of the Company.	1,168,760,000 (100.00%)	0 (0.00%)
2.(a)(ii)	To re-elect Mr. Tsui Wing Tak as an executive director of the Company.	1,168,760,000 (100.00%)	0 (0.00%)
2.(a)(iii)	To re-elect Mr. Tong Tang Joseph as a non-executive director of the Company.	1,168,760,000 (100.00%)	0 (0.00%)
2.(a)(iv)	To re-elect Ms. Nicole Lucy Haslock as a non-executive director of the Company.	1,168,760,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
2.(a)(v)	To re-elect Mr. Yeung Man Chung Charles as an independent non-executive director of the Company.	1,168,760,000 (100.00%)	0 (0.00%)
2.(a)(vi)	To re-elect Mr. Tsang Wai Yin as an independent non-executive director of the Company.	1,168,760,000 (100.00%)	0 (0.00%)
2.(a)(vii)	To re-elect Mr. Sit Hoi Wah Kenneth as an independent non-executive director of the Company	1,168,760,000 (100.00%)	0 (0.00%)
2.(b)	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.	1,168,760,000 (100.00%)	0 (0.00%)
3.	To re-appoint Grant Thornton Hong Kong Limited as the independent auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.	1,168,760,000 (100.00%)	0 (0.00%)
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue, and deal with shares of the Company for an aggregate number not exceeding 20% of the number of the issued shares of the Company as at the date of the passing of this resolution.	1,168,760,000 (100.00%)	0 (0.00%)
5.	To grant a general and unconditional mandate to the directors of the Company to repurchase shares of the Company for a total number not exceeding 10% of the number of the issued shares of the Company as at the date of the passing of this resolution.	1,168,760,000 (100.00%)	0 (0.00%)
6.	To extend the general and unconditional mandate granted to the directors of the Company under resolution no.4 above by an amount representing the number of the issued shares of the Company repurchased by the Company pursuant to the general mandate under resolution no.5 above (up to a maximum number equivalent to 10% of the number of the issued shares of the Company as at the date of the passing of the said resolution no.5).	1,168,760,000 (100.00%)	0 (0.00%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions no. 1 to 6, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue at the date of the AGM: 1,584,000,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,584,000,000 shares.

- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47 of the GEM Listing Rules: Nil.
- (f) The total number of shares of the Company that are required under the GEM Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated 29 June 2018 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's Hong Kong Branch Share Registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board
Tree Holdings Limited
TONG Tang Joseph
Chairman

Hong Kong, 3 August 2018

As at the date of this announcement, the Board comprises Ms. Mary Kathleen BABINGTON, and Mr. TSUI Wing Tak as executive Directors, Mr. TONG Tang Joseph, and Ms. Nicole Lucy HASLOCK as non-executive Directors; and Mr. YEUNG Man Chung Charles, Mr. TSANG Wai Yin, and Mr. SIT Hoi Wah Kenneth as the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company's website at www.treeholdings.com/.