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## **FRASER HOLDINGS LIMITED**

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

**(Stock Code: 8366)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 AUGUST 2016**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Fraser Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions as set out in the notice (the “**Notice**”) of annual general meeting of the Company dated 22 July 2016 were duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll at the annual general meeting of the Company held on 23 August 2016 (the “**AGM**”).

As at the date of the AGM, the total number of ordinary shares of the Company in issue (“**Shares**”) was 1,440,000,000, being all the Shares which entitled the Shareholders to attend and vote for or against the resolutions proposed at the AGM. None of the shareholders were required to abstain from voting at the AGM under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). In addition, there were no Shares entitling the holders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No parties had stated in the circular of the Company dated 22 July 2016 that they intend to vote against or to abstain from voting on any resolution at the AGM.

Tricor Investor Services Limited, the share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of the vote-taking.

The poll results in respect of all the resolutions proposed at the AGM are set out as follows:

Ordinary resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors of the Company for the year ended 30 April 2016.	1,080,049,990 (100.00%)	0 (0.00%)	1,080,049,990 (100.00%)
2.	To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the Board to fix their remuneration.	1,080,049,990 (100.00%)	0 (0.00%)	1,080,049,990 (100.00%)

Ordinary resolutions		Number of Votes (%)		Total Votes
		For	Against	
3.	(a) To re-elect Mr. Yu Shek Man Ringo as an executive Director and the Board be authorised to fix his Director's remuneration.	1,080,049,990 (100.00%)	0 (0.00%)	1,080,049,990 (100.00%)
	(b) To re-elect Ms. Wong So Wah as an executive Director and the Board be authorised to fix her Director's remuneration.	1,080,049,990 (100.00%)	0 (0.00%)	1,080,049,990 (100.00%)
4.	To grant a general unconditional mandate to the Directors 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 passing this resolution.	1,080,049,990 (100.00%)	0 (0.00%)	1,080,049,990 (100.00%)
5.	To grant a general unconditional mandate to the Directors 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 passing this resolution.	1,080,049,990 (100.00%)	0 (0.00%)	1,080,049,990 (100.00%)
6.	To extend the general unconditional mandate granted to the Directors 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).	1,080,049,990 (100.00%)	0 (0.00%)	1,080,049,990 (100.00%)

*Notes:*

- i. The above table only provides a summary of the resolutions. The full text of these resolutions is set out in the Notice.
- ii. The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders voted at the AGM in person, by authorised corporate representative(s) or by proxies.

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

By order of the Board  
**Fraser Holdings Limited**  
**Yu Shek Man Ringo**  
*Chairman and Executive Director*

Hong Kong, 23 August 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Yu Shek Man Ringo and Ms. Wong So Wah, the non-executive director of the Company is Mr. Cheung Kin Keung Martin, and the independent non-executive directors of the Company are Mr. Law Yiu Sing, Mr. Wong Kwok Chuen and Mr. Wong Law Fai.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 “Latest Company Announcements” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at [www.fraserholdings.com](http://www.fraserholdings.com).*