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## **SHARE ECONOMY GROUP LIMITED**

**( 共享經濟集團有限公司 )**

*(Formerly known as Vitop Group Limited 天年集團有限公司\*)*

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

**(Stock Code: 1178)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 16 DECEMBER 2016**

**AND**

### **RETIREMENT AND RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that the ordinary resolution as set out in the Notice relating to the Subscription was duly passed by way of poll at the EGM held on 16 December 2016.

The Board also wishes to announce that Dr. Wang retired, and has been re-appointed, as an independent non-executive Director, a member of the Audit Committee and the Remuneration Committee of the Board with effect from 16 December 2016.

Reference is made to the circular (the “**Circular**”) and the notice of the EGM (the “**Notice**”) of Share Economy Group Limited (the “**Company**”) to its shareholders both dated 28 November 2016 in relation to the Subscription. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution as set out in the Notice relating to the Subscription was duly passed by the Shareholders by way of poll at the EGM held on 16 December 2016.

The total number of Shares entitling the Shareholders to attend and vote for or against the resolution at the EGM was 4,944,284,033 (representing 100% of the total issued Share capital of the Company as at the date of the EGM). No Shareholder was entitled to attend and vote only against the resolution at the EGM. None of the Shareholders was required to abstain from voting on the resolution at the EGM.

\* *For identification purpose only*

The Company's share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of the vote-taking. Set out below are the poll results of the EGM:

Ordinary resolution ( <i>Note</i> )		Number of votes cast (approximate % of votes cast)		Total number of Shares voted
		For	Against	
1.	<p>(a) To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder;</p> <p>(b) To authorise any Director to do such acts and things and take such steps he may consider necessary to give effect to or in connection with the Subscription Agreement and any transactions contemplated thereunder; and</p> <p>(c) To grant a specific mandate to the Directors to allot and issue shares in accordance with the terms and conditions of the Subscription Agreement.</p>	1,218,370,336 (100%)	0 (0%)	1,218,370,336

*Note:* The above description of the ordinary resolution is by way of summary only. Full text of the ordinary resolution is set out in the Notice.

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution of the Company.

## **RETIREMENT AND RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 14 December 2016 in relation to the appointment of Dr. Wang Edward Xu (“**Dr. Wang**”) as an independent non-executive Director, a member of the Audit Committee and the Remuneration Committee of the Board with effect from 14 December 2016.

Pursuant to article 83(3) of the articles of association of the Company, Dr. Wang was appointed by the Directors to fill a casual vacancy on the Board, and retired as an independent non-executive Director at the EGM. Following the retirement of Dr. Wang as an independent non-executive Director, he ceased to be a member of each of the Audit Committee and the Remuneration Committee of the Board.

The Board wishes to announce that Dr. Wang has been re-appointed as an independent non-executive Director, and a member of each of the Audit Committee and the Remuneration Committee of the Board with effect from 16 December 2016.

Dr. Wang has not entered into any service contract with the Company and shall retire and be subject to re-election in the next forthcoming annual general meeting, which is to be held on 29 December 2016. The annual emoluments payable to Dr. Wang is HK\$144,000 subject to annual adjustment to be determined by the Board with recommendation from the Remuneration Committee of the Board by reference to the performance of the Company and him. Dr. Wang's emoluments have been determined with reference to his relevant experience, qualifications, duties and responsibilities in the Company as well as prevailing market conditions.

Dr. Wang, aged 53, graduated from the Peking University. He received a master's degree from the Chinese Academy of Sciences, and a doctorate degree from Yale University. He had worked in a number of well-known United States software and internet companies and was responsible for the software development and the technical management. He is experienced in development and the management of software and internet projects. Dr. Wang was a non-executive director of Asia Investment Finance Group Limited, which is listed on Stock Exchange, during the period from 27 October 2015 to 8 December 2016.

Save as disclosed above, Dr. Wang has not held any other directorships in public companies listed on the Stock Exchange or any other major exchanges in the last three years preceding the date of this announcement. In addition, Dr. Wang does not hold any other position with the Company or other members of the Group.

As at the date of this announcement, Dr. Wang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). Dr. Wang has no relationships with any Directors, senior management or substantial or controlling shareholder of the Company. Save as disclosed above, Dr. Wang has confirmed that there is no other information required to be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and no matter regarding his appointment needs to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to welcome Dr. Wang.

By Order of the Board  
**SHARE ECONOMY GROUP LIMITED**  
**Xu Zhifeng**  
*Executive Director*

Hong Kong, 16 December 2016

*As at the date of this announcement, the Board comprises Mr. Xu Zhifeng, Mr. Liu Min, Mr. Zhou Guohua, Mr. Yip Tak Yin Parkson and Mr. Wang Jingan as executive Directors; Mr. Chan Shun Yee as non-executive Director; and Mr. Su Rujia, Mr. Wong Tat Yan Paul and Dr. Wang Edward Xu as independent non-executive Directors.*