GUOCANG GROUP LIMITED

國藏集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 559)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 25 AUGUST 2015

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the Shareholders and the Independent Shareholders respectively (as the case maybe) by way of poll at the SGM held on 25 August 2015.

Reference is made to the circular (the "**Circular**") incorporating the notice (the "**Notice**") of the SGM of Guocang Group Limited dated 6 August 2015 in relation to (i) the Refreshment of General Mandate; and (ii) the Refreshment of Scheme Mandate Limit. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

POLL RESULTS OF THE SGM

At the SGM held on 25 August 2015, the voting on all proposed resolutions as set out in the Notice was taken by poll. The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM:

(1) the total number of Shares entitling the holders to attend and vote for or against the resolutions at the SGM was 4,482,113,900 Shares;

(2) Mr. Chi Chi Hung, Kenneth, being an executive Director and chief executive officer of the Company, was interested in 23,000,000 Shares, representing approximately 0.51% of the total issued share capital of the Company. Pursuant to Rule 13.36(4) of the Listing Rules, Mr. Chi Chi Hung, Kenneth and his associates were required to abstain from voting on the resolution no. 1 at the SGM to approve the Refreshment of General Mandate;

(3) save for Mr. Chi Chi Hung, Kenneth and his associates, no other Shareholders were required to abstain from voting on the resolution no. 1 at the SGM to approve the Refreshment of General Mandate. No Shareholders were required to abstain from voting on the resolution no. 2 at the SGM to approve the Refreshment of Scheme Mandate Limit; and

(4) there were (i) a total of 4,459,113,900 Shares entitling the Independent Shareholders to vote for or against the resolution no. 1 approving the Refreshment of General Mandate; and (ii) a total of 4,482,113,900 Shares entitling the Shareholders to vote for or against the resolution no. 2 approving the Refreshment of Scheme Mandate Limit at the SGM accordingly.

The poll results in respect of the resolutions were as follows:

Ordinary Resolutions		**Number of Shares (Approximate percentage)**	
		For	**Against**
1.	To refresh a general mandate and authorise the directors of the Company to allot, issue and deal with new shares of the Company not exceeding 20% of its issued share capital (the full text of the resolution is set out in the Notice).	948,385,185 (100%)	0 (0%)
2.	To approve the refreshment of the scheme mandate limit under the share option scheme adopted by the Company on 13 December 2013 (the full text of the resolution is set out in the Notice).	948,385,185 (100%)	0 (0%)

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

By order of the Board
Guocang Group Limited
Wong Hin Shek
Chairman and Executive Director

Hong Kong, 25 August 2015

As at the date of this announcement, the executive Directors are Mr. Wong Hin Shek and Mr. Chi Chi Hung, Kenneth; and the independent non-executive Directors are Mr. Chiu Wai On, Mr. Man Kwok Leung and Dr. Wong Yun Kuen.