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ACTIVE GROUP HOLDINGS LIMITED

動感集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1096)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

AND

CHANGE OF AUDITORS

References are made to the announcement of Active Group Holdings Limited (the “**Company**”) dated 31 March 2015 and the circular of the Company dated 30 April 2015 (the “**Circular**”). Capitalised terms shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed resolutions (the “**Resolutions**”) as set out in the notice of Annual General Meeting were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 5 June 2015.

POLL RESULTS

The poll results in respect of the Resolutions are as follows:

Ordinary resolutions		Number of votes (Approximate %)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2014	665,924,000 (99.8%)	1,322,000 (0.2%)
2.	(a) To re-elect Ms. Cai Xiuman as Director	667,246,000 (100.0%)	0 (0.00%)
	(b) To re-elect Mr. Zhang Wenbin as Director	667,246,000 (100.0%)	0 (0.00%)
	(c) To re-elect Mr. Huang Jianren as Director	665,924,000 (99.8%)	1,322,000 (0.2%)
	(d) To authorise the Board to fix the respective Directors’ remuneration	667,246,000 (100.0%)	0 (0.00%)

Ordinary resolutions		Number of votes (Approximate %)	
		For	Against
3.	To grant the Share Repurchase Mandate to the Directors	667,246,000 (100.0%)	0 (0.00%)
4.	To grant the Issuance Mandate to the Directors	665,924,000 (99.8%)	1,322,000 (0.2%)
5.	To extend the Issuance Mandate by adding thereto the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate	665,924,000 (99.8%)	1,322,000 (0.2%)
6.	To refresh the Existing Scheme Limit	665,924,000 (99.8%)	1,322,000 (0.2%)

As at the date of the Annual General Meeting, the issued share capital of the Company comprised 1,361,498,422 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all Resolutions. Shareholders present at the Annual General Meeting holding an aggregate of 667,246,000 Shares, representing approximately 49.0% of the total number of Shares in issue, voted either in person, by their duly authorised representatives or by proxy at the Annual General Meeting. There were no restrictions on any Shareholders to cast votes on any of the Resolutions at the Annual General Meeting.

Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, was appointed as the scrutineer at the Annual General Meeting for the purpose of vote-taking.

CHANGE OF AUDITORS

The Board announces that KPMG has retired as the auditors of the Company at the conclusion of the Annual General Meeting and has not sought for reappointment. KPMG has provided a letter to the Company, in which it confirmed that other than the audit issues as detailed in the independent auditors' report dated 31 March 2015 as disclosed in the Company's 2014 annual report, which caused KPMG to issue a disclaimer of opinion on the consolidated financial statements of the Group for the year ended 31 December 2014, there were no matters in connection with their retirement which they considered necessary to be brought to the attention of the Shareholders.

Save as disclosed above, the Board also confirmed that there are no matters in respect of KPMG's retirement as auditors that should be brought to the attention of the Shareholders.

The Board has confirmed that ZHONGHUI ANDA CPA Limited would be prepared to accept the appointment as the auditors of the Company, subject to the approval by the Shareholders at an extraordinary general meeting to be held. The Company will publish a circular containing details of the appointment of auditors in accordance with the Listing Rules as and when appropriate.

By order of the board of
Active Group Holdings Limited
Yau Suk Yan
Company Secretary

Hong Kong, 5 June 2015

As at the date of this announcement, the executive Directors are Ms. Cai Xiuman, Mr. Zhang Wenbin, Mr. Huang Jianren, and Mr. Chen Yuanjian, and the independent non-executive Directors are Mr. Wu Xiaoqiu, Mr. Ye Lin and Mr. Lee Ho Yiu Thomas.