

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



**(1) POLL RESULTS OF THE EGM HELD ON 7 JUNE 2018
AND ADJOURNMENT OF THE EGM; AND
(2) GRANT OF WHITEWASH WAIVER**

Financial Adviser to Cosmos Machinery Enterprises Limited



**Independent Financial Adviser to the Code Independent Board Committee,
the LR Independent Board Committee and the Independent Shareholders**



POLL RESULTS OF THE EGM

The Board announces that at the EGM held today, the chairman of the EGM had, in compliance with the articles of association of the Company, proposed and obtained consent from the Shareholders who were present at the EGM, to adjourn the EGM to Wednesday, 20 June 2018 at 9:30 a.m. to be held at Ballroom A, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong.

GRANT OF WHITEWASH WAIVER

A conditional grant of waiver has been made by the Executive on 6 June 2018, whereby the Executive waives the obligation of the Subscribers to make a general offer for the Shares as a result of the issue of the Subscription Shares subject to (i) the issue of the new securities being approved by a vote of the independent shareholders at an extraordinary general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscribers and their respective concert parties between the announcement of the proposed issue of the new securities and the completion of the issue.

Reference is made to the circular (the “**Circular**”), the announcement (the “**Announcement**”) and the supplemental circular (the “**Supplemental Circular**”) of Cosmos Machinery Enterprises Limited (the “**Company**”) dated 19 May 2018, 1 June 2018 and 2 June 2018, respectively, in relation to, among other things, the proposed adjournment of the EGM. Capitalised terms used herein shall have the same meanings as defined in the Circular, the Announcement and the Supplemental Circular unless the context requires otherwise.

POLL RESULTS OF THE EGM

In light of the reasons as mentioned in the Announcement and the Supplemental Circular, at the EGM held today at which a quorum was present, the chairman of the EGM had, in compliance with the articles of association of the Company, proposed and obtained consent from the Shareholders who were present (whether in person, by proxy or by duly authorised corporate representative) and voted by way of poll at the EGM, to adjourn the EGM to Wednesday, 20 June 2018 at 9:30 a.m. to be held at Ballroom A, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The resolution set forth in the notice of the EGM (the “**EGM Notice**”) dated 19 May 2018 was not submitted at the EGM for voting.

As at the date of the EGM, the Company had 716,930,692 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote on the ordinary resolution in relation to the adjournment of the EGM (the “**Resolution**”) proposed at the EGM. Pursuant to Rule 13.41 of the Listing Rules, where a meeting is required to be adjourned by resolution under Rule 13.73 of the Listing Rules, all Shareholders are permitted to vote on the Resolution at the EGM. Accordingly, there were no shares entitling the holders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules. Each of the Subscribers, their associates and parties acting in concert with them who were present at the EGM, being Shareholders who would have been required to abstain from voting on the resolution which was set out in the EGM Notice, have voted in favour of the Resolution at the EGM. No Shareholders have stated their intention in the Circular or the Supplemental Circular to vote against or abstain from voting on the Resolution at the EGM.

The Company’s share registrar, Tricor Secretaries Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

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

Ordinary Resolution	Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
	For	Against	
To approve the adjournment of the EGM to Wednesday, 20 June 2018 at 9:30 a.m. at Ballroom A, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong	304,871,938 (100%)	0 (0%)	304,871,938

The Resolution was duly passed as an ordinary resolution.

The Board announces that the adjourned EGM will be held on Wednesday, 20 June 2018 at 9:30 a.m. at Ballroom A, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsim Sha Tsui, Kowloon, Hong Kong to consider, and if thought fit, pass the resolution as set out in the EGM Notice. According to the articles of association of the Company, it shall be unnecessary to give notice of the adjournment as the EGM is adjourned for less than 14 days. The proxy form which was enclosed with the Circular is still valid to be used by the Shareholders for the adjourned EGM. **If you have duly completed and submitted any form(s) of proxy for the EGM and you wish the submitted proxy form(s) to remain in place for the adjourned EGM, there is no need for you to take any further action.**

GRANT OF WHITEWASH WAIVER

A conditional grant of waiver has been made by the Executive on 6 June 2018, whereby the Executive waives the obligation of the Subscribers to make a general offer for the Shares as a result of the issue of the Subscription Shares subject to:

- (i) the issue of the new securities being approved by a vote of the independent shareholders at an extraordinary general meeting of the Company, to be taken on a poll; and
- (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscribers and their respective concert parties between the announcement of the proposed issue of the new securities and the completion of the issue.

By order of the Board
Cosmos Machinery Enterprises Limited
TANG To
Chairman

Hong Kong, 7 June 2018

As at the date of hereof, the board of directors of the Company is comprised of nine directors, of which three are executive directors, namely Mr. Tang To, Mr. Wong Yiu Ming and Mr. Tang Yu, Freeman, and two are non-executive directors, namely Mr. Kan Wai Wah and Mr. Qu Jinping and four are independent non-executive directors, namely Ms. Yeung Shuk Fan, Mr. Cheng Tak Yin, Mr. Ho Wei Sem and Mr. Huang Zhi Wei.

The Directors jointly and severally accept full responsibility for the accuracy of information (other than those relating to the Subscribers and the parties acting in concert with it) contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the Subscribers) in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the First Subscriber, namely Mr. Tang To, Mr. Tang Siu Fai, Mr. Tang Yu, Freeman, Mr. Tang Chi Tung, Mr. Chui Kwok Lau and Mr. Kan Wai Wah, jointly and severally accept full responsibility for the accuracy of the information relating to the First Subscriber and the parties acting in concert with it contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed by the First Subscriber in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the Second Subscriber, namely Mr. Tang To and Mr. Tang Yu, Freeman, jointly and severally accept full responsibility for the accuracy of the information relating to the Second Subscriber and the parties acting in concert with it contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed by the Second Subscriber in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.