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CARPENTER TAN HOLDINGS LIMITED

譚木匠控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 837)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 MAY 2023

Reference is made to the circular (the “**Circular**”) of Carpenter Tan Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) both dated 20 April 2022. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the resolutions as set out in the Notice were duly passed at the AGM held at Building 10, Shang Island, No. 7, Dongchangzhong Road, Jurong City, Jiangsu Province, The PRC on Tuesday, 23 May 2023.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 248,714,000 Shares, which was the total number of Shares entitling shareholders (the “**Shareholders**”) to attend and vote for or against all the resolutions put forward at the AGM (the “**AGM Resolutions**”). Shareholders or their proxies holding an aggregate of 170,690,075 Shares with voting rights in the Company, representing approximately 68.6% of the total number of issued Shares, attended the AGM. No Shareholder was required under the Listing Rules to abstain from voting on the AGM Resolutions. There were no Shares entitling Shareholders to attend and abstain from voting in favour of the AGM Resolutions as set out in Rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the AGM Resolutions.

The AGM was chaired by Mr. Tan Chuan Hua, an executive Director. A poll was demanded by the chairman of the AGM for voting on the AGM Resolutions pursuant to the articles of association of the Company. After due consideration, the AGM Resolutions were passed at the AGM by way of poll by Shareholders and their proxies. The poll results in respect of the AGM Resolutions were as follows:

Ordinary Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2022.	170,690,075 (100%)	0 (0%)
2.	(A) To re-elect Ms. Liu Liting as an independent non-executive Director of the Company and to authorise the Board to fix her remuneration.	170,690,075 (100%)	0 (0%)
	(B) To re-elect Mr. Yang Tiannan as an independent non-executive Director of the Company and to authorise the Board to fix his remuneration.	170,690,075 (100%)	0 (0%)
3.	To appoint Crowe (HK) CPA Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix the remuneration of the auditor.	170,690,075 (100%)	0 (0%)
4.	To declare a final dividend for the year ended 31 December 2022 of HK25.03 cents per share to the Shareholders whose name appear on the register of the members of the Company on Tuesday, 6 June 2023.	170,690,075 (100%)	0 (0%)
5.	(A) To grant the general mandate to the Directors to allot, issue and deal with unissued shares of the Company (the “ Share Issue Mandate ”) as set out in item 5(A) of the Notice.	170,690,075 (100%)	0 (0%)
	(B) To grant a repurchase mandate to the Directors to repurchase shares of the Company (the “ Repurchase Mandate ”) as set out in item 5(B) of the Notice.	170,690,075 (100%)	0 (0%)
	(C) To approve the addition to the Share Issue Mandate of the number of shares repurchased by the Company under the Repurchase Mandate (the “ Extension Mandate ”) as set out in item 5(C) of the Notice.	170,690,075 (100%)	0 (0%)
Special Resolution		For	Against
6.	To approve and adopt the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, and to authorise any Director and the company secretary of the Company to do all such acts and things to implement and give effect to the adoption of the amended and restated memorandum and articles of association of the Company.	170,690,075 (100%)	0 (0%)

Please refer to the Notice for the full version of each of the above AGM Resolutions.

As more than half of the votes were cast in favour of the AGM Resolutions No. 1 to 5, AGM Resolutions No. 1 to 5 were duly passed as ordinary resolutions.

As not less than three-fourths of the votes were cast in favour of AGM Resolution No. 6, AGM Resolution No. 6 was duly passed as a special resolution.

The executive Directors, Mr. Tan Chuan Hua and Mr. Luo Hongping attended the AGM in person. The executive Director, Mr. Tan Di Fu, the independent non-executive Directors, Mr. Chau Kam Wing Donald, Ms. Liu Liting and Mr. Yang Tiannan attended the AGM by electronic means.

SCRUTINEER

The vote-taking and poll results of the AGM were scrutinised by Jiangsu Lixin Certified Public Accountants (江蘇立信會計師事務所) whose work was limited to certain procedures requested by the Company to agree the poll results summary to voting papers collected and provided by the Company. The work performed by Jiangsu Lixin Certified Public Accountants in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

By order of the Board
Carpenter Tan Holdings Limited
Tan Chuan Hua
Chairman

Hong Kong, 23 May 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Tan Chuan Hua, Mr. Tan Di Fu and Mr. Luo Hongping; and three independent non-executive Directors, namely Mr. Yang Tiannan, Ms. Liu Liting and Mr. Chau Kam Wing Donald.

* *For identification purpose only*