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## **TEXHONG INTERNATIONAL GROUP LIMITED**

**天虹國際集團有限公司**

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

**(Stock Code: 2678)**

**(1) VOTING RESULTS OF THE ANNUAL GENERAL MEETING**  
**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**AND**  
**(4) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that all ordinary resolutions proposed at the Annual General Meeting were duly passed by way of poll.

Mr. Ting Leung Huel, Stephen, an independent non-executive Director, did not offer himself for re-election at the Annual General Meeting and therefore he has retired at the conclusion of the Annual General Meeting.

Mr. Shu Wa Tung, Laurence was elected as an independent non-executive Director at the Annual General Meeting and with effect from the conclusion of the Annual General Meeting held on 25 May 2023, Mr. Shu Wa Tung, Laurence, has been appointed as an independent non-executive Director and has been appointed by the Board as the chairman of each of the audit committee and remuneration committee of the Board, and a member of each of the nomination committee and environmental, social and governance committee of the Board.

Reference is made to the circular (“**Circular**”) of Texhong International Group Limited (“**Company**”) dated 21 April 2023. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

## VOTING RESULTS OF THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(5) of the Listing Rules, the Board is pleased to announce that the following ordinary resolutions (“**Resolutions**”) were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 25 May 2023:

Ordinary Resolutions		Number of votes (%)	
		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2022	769,166,396 shares (99.9712%)	221,421 shares (0.0288%)
2.	(a) To re-elect Mr. Hong Tianzhu as an executive director of the Company	755,018,165 shares (98.1323%)	14,369,652 shares (1.8677%)
	(b) To re-elect Professor Tao Xiaoming as an independent non-executive director of the Company	768,954,803 shares (99.9437%)	433,014 shares (0.0563%)
	(c) To elect Mr. Shu Wa Tung, Laurence as an independent non-executive director of the Company	761,901,016 shares (99.0269%)	7,486,801 shares (0.9731%)
3.	To authorise the board of directors of the Company to fix the directors’ remuneration	769,305,272 shares (99.9893%)	82,545 shares (0.0107%)
4.	To re-appoint PricewaterhouseCoopers as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration	769,359,304 shares (99.9963%)	28,513 shares (0.0037%)
5.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with Company’s shares	728,135,457 shares (94.6383%)	41,252,360 shares (5.3617%)
6.	To grant a general mandate to the directors of the Company to purchase the Company’s shares	769,346,804 shares (99.9947%)	41,013 shares (0.0053%)
7.	To add the total number of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 5	697,853,945 shares (90.7025%)	71,533,872 shares (9.2975%)

As at the date of the Annual General Meeting, the total issued share capital of the Company was HK\$91,800,000 divided into 918,000,000 Shares. The total number of Shares entitling the Shareholders to attend and vote for or against any of the Resolutions at the Annual General Meeting was 918,000,000 Shares, representing 100% of the total issued share capital of the Company as at the date of the Annual General Meeting. There was no Share entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the Annual General Meeting. No Shareholder was required under the Listing Rules to abstain from voting on any of the Resolutions at the Annual General Meeting.

None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the Annual General Meeting.

The Company's branch share registrar, Boardroom Share Registrars (HK) Limited, was appointed as the scrutineer at the Annual General Meeting for the vote-taking.

Mr. Hong Tianzhu, Prof. Tao Xiaoming, Prof. Cheng Longdi and Mr. Ting Leung Huel, Stephen (“**Mr. Ting**”) attended the Annual General Meeting in person; while Mr. Zhu Yongxiang and Mr. Tang Daoping attended the Annual General Meeting by electronic means.

#### **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Ting, an independent non-executive Director, did not offer himself for re-election at the Annual General Meeting as he wants to focus on his family and other personal engagements. Therefore, he has retired as an independent non-executive Director with effect from the conclusion of the Annual General Meeting held on 25 May 2023.

Mr. Ting has confirmed that there is no disagreement between him and the Board and there are no other matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ting for his long and dedicated services to the Company during his tenure of service.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Shu Wa Tung, Laurence (“**Mr. Shu**”) has been elected as an independent non-executive Director by the Shareholders at the Annual General Meeting with effect from the conclusion of the Annual General Meeting held on 25 May 2023.

Please refer to the Circular for the biographical details and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of Mr. Shu. As at the date of this announcement, there has been no change to such information.

The Board would like to take this opportunity to welcome Mr. Shu to join the Board.

## CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

With effect from the conclusion of the Annual General Meeting, the composition of Board committees were changed as follows:

- (a) Mr. Ting ceased to be the Chairman of each of the remuneration committee (“**Remuneration Committee**”) and the audit committee of the Board (the “**Audit Committee**”), and a member of each of the Nomination Committee and the environmental social and governance committee of the Board (“**Environmental Social and Governance Committee**”); and
- (b) Mr. Shu, an independent non-executive Director, has been appointed the chairman of each of the Audit Committee and the Remuneration Committee, and a member of each of the Nomination Committee and the Environmental Social and Governance Committee.

By order of the Board  
**Texhong International Group Limited**  
**Hong Tianzhu**  
*Chairman*

Hong Kong, 25 May 2023

*As at the date of this announcement and after the conclusion of the Annual General Meeting, the executive Directors are Mr. Hong Tianzhu, Mr. Zhu Yongxiang and Mr. Tang Daoping and the independent non-executive Directors are Prof. Tao Xiaoming, Prof. Cheng Longdi and Mr. Shu Wa Tung, Laurence.*