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TONGDA GROUP HOLDINGS LIMITED

通達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 698)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 MAY 2023 AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that at the AGM, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of Tongda Group Holdings Limited (the “**Company**”) dated 17 April 2023 incorporating the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of the Company. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

At the AGM held on 29 May 2023, all proposed resolutions as set out in the Notice were taken by poll. The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the AGM date, the total number of issued Shares of the Company was 9,735,607,645 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. There were no Shares entitling the holder to attend and abstain from voting in favor of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. 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 AGM.

The executive Directors of the Company, Mr. Wang Ya Nan, Mr. Wang Hung Man, Mr. Wong Ming Sik, Mr. Wong Ming Yuet and Mr. Hui Wai Man; non-executive Director of the Company, Ms. Chan Sze Man; and independent non-executive Directors of the Company, Dr. Yu Sun Say, Mr. Cheung Wah Fung, Christopher and Mr. Ting Leung Huel Stephen attended the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of each of the resolutions were as follows:

ORDINARY RESOLUTIONS		Number of Shares Voted (Approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December, 2022.	4,743,500,347 (99.4142%)	27,950,352 (0.5858%)
2.	(a) To re-elect Mr. Wang Ya Nan as executive Director of the Company;	4,583,086,832 (96.0523%)	188,363,867 (3.9477%)
	(b) To re-elect Dr. Yu Sun Say as independent non-executive Director of the Company;	4,590,411,461 (96.2058%)	181,039,238 (3.7942%)
	(c) To re-elect Mr. Ting Leung Huel Stephen as independent non-executive Director of the Company;	4,397,845,808 (92.1700%)	373,604,891 (7.8300%)
	(d) To appoint Mr. Sze Irons as independent non-executive Director of the Company;	4,397,845,808 (92.1700%)	373,604,891 (7.8300%)
	(e) To authorise the board of directors of the Company to determine the remuneration of the directors of the Company.	4,596,421,461 (96.3317%)	175,029,238 (3.6683%)
3.	To re-appoint the Company's auditors and to authorise the board of directors of the Company to determine their remuneration.	4,760,100,824 (99.7621%)	11,349,875 (0.2379%)

ORDINARY RESOLUTIONS		Number of Shares Voted (Approximate %)	
		For	Against
4.	(A) To grant an unconditional mandate to the directors to issue and allot additional shares not exceeding 20% of the issued shares of the Company.	4,402,735,808 (92.2725%)	368,714,891 (7.7275%)
	(B) To grant an unconditional mandate to the directors to repurchase the shares of the Company not exceeding 10% of the issued shares of the Company.	4,767,080,699 (99.9084%)	4,370,000 (0.0916%)
	(C) To extend the mandate granted under resolution No. 4(A) by including the number of shares repurchased by the Company pursuant to resolution No. 4(B).	4,400,085,808 (92.2169%)	371,364,891 (7.7831%)
SPECIAL RESOLUTION		Number of Shares Voted (Approximate %)	
		For	Against
5.	To approve the adoption of the amended and restated articles of association of the Company and to authorize any one director of the Company to do all things necessary to effect the same.	4,187,115,808 (91.8977%)	369,164,891 (8.1023%)

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that, upon consideration and approval by way of an ordinary resolution at the AGM, Mr. Sze Irons (“**Mr. Sze**”) has been appointed as an independent non-executive Director with effect from the conclusion of the AGM for a term of three years.

The biographical details of Mr. Sze and his information required to be disclosed under Rule 13.51(2) of Listing Rules were set out in the Circular. As Mr. Sze has been appointed at the AGM, the Company has entered into a letter of appointment with Mr. Sze for an initial term of 3 years and renewable automatically for successive term of one year, subject to retirement by rotation and re-election by the Shareholders in accordance with the requirements of the articles of association of the Company. As at the date of this announcement, save as disclosed herein, there was no change in such information.

The Board would like to welcome Mr. Sze in joining the Board.

By order of the Board
Tongda Group Holdings Limited
Wang Ya Nan
Chairman

Hong Kong, 29 May 2023

As at the date of this announcement, the Board comprises Mr. Wang Ya Nan, Mr. Wang Hung Man, Mr. Wong Ming Sik, Mr. Wong Ming Yuet and Mr. Hui Wai Man as executive directors; Ms. Chan Sze Man as non-executive director; and Dr. Yu Sun Say, GBM, GBS, SBS, JP, Mr. Cheung Wah Fung, Christopher, GBS, SBS, JP, Mr. Ting Leung Huel Stephen and Mr. Sze Irons, BBS, JP as independent non-executive directors.