

*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.*



## **TESSON HOLDINGS LIMITED**

**天臣控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 1201)**

### **POLL RESULTS OF SPECIAL GENERAL MEETING**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of special general meeting (the “**SGM**”) of Tesson Holdings Limited (the “**Company**”) both dated 24 August 2023. Unless the context otherwise requires, capitalized terms used in this announcement shall have the meanings as those defined in the Circular and Notice.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the ordinary resolutions as set out in the Notice (the “**Resolutions**”) were duly passed by way of poll at the SGM held on 18 September 2023. The poll results are as follows:

<b>Ordinary Resolutions<sup>#</sup></b>		<b>Number of Vote (Approximate%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Increase in Authorised Share Capital.	199,426,057 (100%)	- (0%)
2.	To approve the Rights Issue and the transactions contemplated thereunder.	199,426,057 (100%)	- (0%)

<sup>#</sup> *The full texts of the Resolutions were set out in the Notice.*

As more than 50% of the votes were cast in favour of the Resolutions numbered 1 to 2, each of the Resolutions numbered 1 to 2 was duly passed as an ordinary resolution of the Company. For details of the Resolutions, please refer to the Circular and the Notice respectively.

As at the date of the SGM, the total issued share capital of the Company was 1,483,486,700 Shares.

In accordance with Rule 7.19A and Rule 7.27A of the Listing Rules, as the Rights Issue will increase the total number of issued Shares of the Company by more than 50% within 12 months period immediately preceding the Latest Practicable Date, the Rights Issue is conditional upon the minority Shareholders' approval at the SGM, and any controlling shareholders of the Company and their associates, or where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution(s) in relation to the Rights Issue at the SGM.

As at the date of the SGM, Double Key International Limited, being a Controlling Shareholder, directly holds 775,894,533 Shares (representing approximately 52.30% of the issued share capital of the Company as at the Latest Practicable Date). Double Key International Limited is a company wholly owned by Ms. Cheng Hung Mui who is an executive Director. Accordingly, Double Key International Limited, Ms. Cheng Hung Mui and their respective associates shall abstain from voting in favour of the Rights Issue in accordance with Rule 7.27A of the Listing Rules. The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the SGM was 707,592,167 Shares.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting in favour of the Resolutions at the SGM, and there was no Share entitling the holders thereof to attend and vote only against the Resolutions at the SGM. None of the Independent Shareholders had indicated in the Circular of his/her intention to vote against or to abstain from voting on any of the Resolutions at the SGM.

The Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer at the SGM for the purpose of vote-taking.

Mr. Tin Kong, Mr. Chan Wei, Mr. See Tak Wah and Dr. Ng Ka Wing attended the SGM in person or by electronic means. The other directors of the Company were unable to attend the SGM due to their other work commitments.

By Order of the Board  
**Tesson Holdings Limited**  
**Tin Kong**  
Chairman

Hong Kong, 18 September 2023

*As at the date of this announcement, the Board comprises Mr. Tin Kong, Mr. Chan Wei, Ms. Cheng Hung Mui and Ms. Liu Liu as executive directors; and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin as independent non-executive directors.*