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TIAN CHENG HOLDINGS LIMITED

天成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2110)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 OCTOBER 2023

The board (the “**Board**”) of directors (the “**Directors**”) of Tian Cheng Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at Rooms 506-507A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 31 October 2023 at 10:30 a.m. (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 25 September 2023 (the “**AGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

Ordinary Resolutions <i>(Note 1)</i>		Number of votes cast (approximate % of votes cast)	
		For	Against
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company and auditor of the Company for the year ended 31 May 2023.	1,316,400,000 (100%)	0 (0%)
2.	To re-appoint Prison Hong Kong and Shanghai Limited as auditor of the Company and to authorise the board of Directors of the Company to fix its remuneration.	1,316,400,000 (100%)	0 (0%)

Ordinary Resolutions <i>(Note 1)</i>		Number of votes cast (approximate % of votes cast)	
		For	Against
3.	(a) To re-elect Ms. Zheng Yanling as an executive director of the Company.	1,316,400,000 (100%)	0 (0%)
	(b) To re-elect Mr. Luo Hao as an executive director of the Company.	1,316,400,000 (100%)	0 (0%)
	(c) To re-elect Mr. Wong Yuk as an executive director of the Company.	1,316,400,000 (100%)	0 (0%)
	(d) To re-elect Mr. Zhao Dongquan as an executive director of the Company.	1,316,400,000 (100%)	0 (0%)
	(e) To re-elect Mr. Wan San Fai, Vincent as independent non-executive Director.	1,316,400,000 (100%)	0 (0%)
	(f) To re-elect Mr. Zhang Wenyong as independent non-executive Director. <i>(Note 2)</i>	–	–
	(g) To re-elect Mr. Luo Sheng as independent non-executive Director.	1,316,400,000 (100%)	0 (0%)
	(h) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.	1,316,400,000 (100%)	0 (0%)
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing this resolution	1,316,400,000 (100%)	0 (0%)
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing this resolution.	1,316,400,000 (100%)	0 (0%)
6.	Conditional upon the passing of resolutions nos. 4 and 5 above, to extend the general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company by an amount not exceeding the amount of the shares repurchased by the Company pursuant to the general mandate granted under resolution no. 5 above.	1,316,400,000 (100%)	0 (0%)

Note 1: The full text of the Resolutions appears in the AGM Notice.

Note 2: As disclosed in the announcement of the Company dated 19 October 2023, Mr. Zhang Wenyong resigned as an independent non-executive Director with effect from 19 October 2023, as such, Resolution 3(f) was not put forward for consideration and approval by the Shareholders at the AGM.

As more than 50% of the votes were cast in favour of Resolutions no. 1 to no. 6, all such Resolutions were duly passed as ordinary resolutions.

As at the date of the AGM:

- (a) the total number of the Shares in issue and entitling the holders to attend and vote for or against all the Resolutions at the AGM: 2,668,800,000 Shares.
- (b) the total number of Shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules: Nil.
- (c) none of the Shareholders stated his intention in the Circular to vote for or against any of the Resolutions at the AGM.
- (d) none of the Shareholders is required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM.

There was no restriction on any Shareholder casting votes on any of the Resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote taking at the AGM.

Save for Mr. Zhao Dongquan, all Directors attended the AGM in person or by electronic means.

By Order of the Board
Yue Kan Holdings Limited
Zheng Yanling
Chairman and Executive Director

Hong Kong, 31 October 2023

As at the date of this announcement, the executive Directors of the Company are Ms. Zheng Yanling (Chairman), Mr. Heung Yue Wing, Mr. Ouyang Jianwen, Mr. Luo Hao, Mr. Wong Yuk and Mr. Zhao Dongquan; and the independent non-executive Directors of the Company are Mr. Wan San Fai, Vincent and Mr. Luo Sheng.