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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Tian Cheng Holdings Limited (the “**Company**”) hereby announces that Mr. Luo Sheng (“**Mr. Luo**”) has resigned as the independent non-executive Director and a member of the Audit Committee, the Nomination Committee and chairman of the Remuneration Committee of the Company with effect from 1 August 2024 (the “**Resignation**”).

After the Resignation, Mr. Luo is hired as Vice President – Capital Planning & Management by the Company, effective 1 August 2024, where he is mainly responsible for fund raising and related matters.

Mr. Luo has confirmed that he did not have any disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its gratitude to Mr. Luo for his valuable contributions to the Group during his tenure of office.

After the Resignation, the total number of the independent non-executive Directors of the Company has been reduced to two, which represent less than three independent non-executive Directors as required under Rule 3.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Following the Resignation, the number of members of the Audit Committee, Remuneration Committee and Nomination Committee of the Board would also be reduced to two and fall below the minimum number required under Rule 3.21 of the Listing Rules and the respective terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee.

The Board will commence a process to identify replacement so as to fulfil the requirements as set out in Rules 3.10 and 3.21 of the Listing Rules, and in the respective terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee as regards the minimum number of members.

By order of the Board
Tian Cheng Holdings Limited
Zheng Yanling
Chairman and Executive Director

Hong Kong, 31 July 2024

As at the date of this announcement, the Board comprises seven Directors, namely Ms. Zheng Yanling, Mr. Ouyang Jianwen, Mr. Luo Hao and Mr. Wong Yuk as executive Directors; and Mr. Wan San Fai Vincent, Mr. Luo Sheng and Mr. Wen Xiaoxiao as independent non-executive Directors.