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TIAN CHANG GROUP HOLDINGS LTD.

天長集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2182)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 MAY 2019

Reference is made to the circular (the “**Circular**”) of Tian Chang Group Holdings Ltd. (the “**Company**”) dated 25 April 2019, the notice of annual general meeting (the “**Notice**”) contained therein and the supplemental circular of the Company (the “**Supplemental Circular**”, together with the Circular, the “**Circulars**”) dated 10 May 2019. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS

The Board announces that all the resolutions proposed were duly passed by way of poll at the Annual General Meeting held on 28 May 2019.

As at the date of the Annual General Meeting, the total number of issued shares in the Company was 620,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote on all the resolutions at the Annual General Meeting. There was no Share entitling the holder to attend and abstain from voting in favour of the resolutions at the Annual General Meeting as set out in Rule 13.40 of the Listing Rules, and there was no Share the holder of which was required under the Listing Rules to abstain from voting at the Annual General Meeting. There was no restriction on Shareholders to cast votes on any of the resolutions at the Annual General Meeting. No Shareholder had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the Annual General Meeting.

The poll results in respect of all the resolutions proposed at the Annual General Meeting were as follows:

	RESOLUTIONS	Number of Shares represented by votes cast (and percentage of total number of Shares represented by votes cast)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors and auditor of the Company thereon for the year ended 31 December 2018.	466,856,000 (100.00%)	0 (0.00%)
2.	(a) To elect Ms. Poon Po Han Lisa as an executive Director.	466,856,000 (100.00%)	0 (0.00%)
	(b) To elect Mr. Ng Chi Wai as an independent non-executive Director.	466,856,000 (100.00%)	0 (0.00%)
	(c) To authorise the board of Directors to fix all of the Director's remuneration.	466,476,000 (99.92%)	380,000 (0.08%)
3.	To re-appoint Mazars CPA Limited as the auditor of the Company and authorise the board of Directors to fix its remuneration.	465,508,000 (99.71%)	1,348,000 (0.29%)
4.	To declare and approve a final dividend of HK3.0 cents per share for the year ended 31 December 2018.	466,856,000 (100.00%)	0 (0.00%)
5.	To adopt ordinary resolution no. 5 as set out in the Notice (to give a general mandate to the directors to issue shares in the Company).	465,012,000 (99.61%)	1,844,000 (0.39%)
6.	To adopt ordinary resolution no. 6 as set out in the Notice (to give a general mandate to the directors to repurchase shares in the Company).	466,856,000 (100.00%)	0 (0.00%)
7.	To adopt ordinary resolution no. 7 as set out in the Notice (to extend the general mandate to the directors to issue shares of the Company).	465,012,000 (99.61%)	1,844,000 (0.39%)
8.	To approve the adoption of the Share Option Scheme of the Company (as defined in the Circular and the amendments to which as set out in the Supplemental Circular) and authorise the directors of the Company to do all such acts to implement the Share Option Scheme.	466,476,000 (99.92%)	380,000 (0.08%)

Note: Full text of the resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of each of the proposed resolutions, all resolutions were duly passed as ordinary resolutions by way of poll at the Annual General Meeting.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the vote-taking at the Annual General Meeting.

CHANGE OF EXECUTIVE DIRECTOR

Mr. Cheng Chak retired from office as an executive Director with effect from the conclusion of the AGM. The Board is pleased to announce that Ms. Poon Po Han Lisa was elected by the Shareholders at the AGM as an executive Director with effect from the conclusion of the AGM in order to fill the casual vacancy created by the retirement of Mr. Cheng Chak. The biography of Ms. Poon Po Han Lisa and other relevant information required to be disclosed under Rule 13.51(2) of the Listing Rules were set out in the Circular. As at the date of this announcement, there has been no change of such information.

The Board would like to take this opportunity to express its gratitude to Mr. Cheng for his valuable contribution and support towards the Company during his term of service.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF BOARD COMMITTEES

Mr. Lo Ka Ki retired from office as an independent non-executive Director with effect from the conclusion of the AGM. The Board is pleased to announce that Mr. Ng Chi Wai was elected by the Shareholders at the AGM as an independent non-executive Director with effect from the conclusion of the AGM in order to fill the casual vacancy created by the retirement of Mr. Lo Ka Ki. The biography of Mr. Ng Chi Wai and other relevant information required to be disclosed under Rule 13.51(2) of the Listing Rules were set out in the Circular. As at the date of this announcement, there has been no change of such information.

Following his retirement at the AGM, Mr. Lo Ka Ki automatically ceased to act as the chairman of the audit committee and as a member of the remuneration committee and the nomination committee. Mr. Ng Chi Wai has been appointed by the Board as the chairman of the audit committee and as a member of the remuneration committee and the nomination committee with effect from the conclusion of the AGM.

The Board would like to take this opportunity to express its gratitude to Mr. Lo for his valuable contribution and support towards the Company during his term of service.

By Order of the Board
Tian Chang Group Holdings Ltd.
Chan Tsan Lam
Chairman

Hong Kong, 28 May 2019

As at the date of this announcement, the Board comprises Mr. Chan Tsan Lam, Ms. Chan Yin Yan and Ms. Poon Po Han Lisa as executive Directors; and Mr. Hung Chun Leung, Mr. Chan Bing Kai and Mr. Ng Chi Wai as independent non-executive Directors.