

*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.*



## **TIAN YUAN GROUP HOLDINGS LIMITED**

### **天源集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6119)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 16 JANUARY 2023**

The Board is pleased to announce that the Resolution was duly passed by the Shareholders by way of poll at the EGM held on 16 January 2023.

Reference is made to the circular (the “**Circular**”) and notice (the “**EGM Notice**”) in relation to the extraordinary general meeting (the “**EGM**”) both dated 29 December 2022 of Tian Yuan Group Holdings Limited (the “**Company**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Circular, unless otherwise defined.

As at the date of the EGM, the total number of Shares in issue was 600,000,000. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, save and except for Mr. Yang and his associates which hold 423,000,000 Shares in aggregate, representing approximately 70.5% of the issued share capital of the Company as at the date of the EGM, were required to and did abstain from voting on the resolution as set out in the EGM Notice (the “**Resolution**”) at the EGM as a result of having material interests therein, no other Shareholder is required to abstain from voting on the Resolution at the EGM nor stated its intention to vote against or to abstain from voting on the Resolution in the Circular. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the Resolution at the EGM was 177,000,000. There was no Share entitling the holder to attend and vote only against the Resolution at the EGM.

At the EGM, the Resolution as set out in the EGM Notice was approved by the Shareholders by way of poll.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution. The poll results for the Resolution is set out as follows:

Ordinary Resolution		Number of Votes (Approximate %)	
		For	Against
1.	<p>(i) the trade of goods agreement (the “<b>Trade Framework Agreement</b>”) entered into between the Company and Maoming Tianyuan Trade Development Company Limited* (茂名市天源商貿發展有限公司) on 1 November 2022, and the relevant transactions and annual caps contemplated thereunder as set out in the Company’s circular dated 29 December 2022 be and are hereby confirmed, ratified and approved; and</p> <p>(ii) any one or more of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Trade Framework Agreement and the transactions contemplated thereunder.</p>	<p>32,559,000 (100%)</p>	<p>0 (0%)</p>

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

All Directors have attended the EGM in person or by way of electronic means.

By order of the Board  
**Tian Yuan Group Holdings Limited**  
**Yang Jinming**  
*Chairman and Chief Executive Officer*

Hong Kong, 16 January 2023

*As at the date of this announcement, the executive Directors are Mr. Yang Jinming, Ms. Tong Wai Man and Mr. Su Baihan, the non-executive Director is Mr. Yang Fan, and the independent non-executive Directors are Mr. Pang Hon Chung, Professor Wu Jinwen and Mr. Huang Yaohui.*