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## **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 ANNUAL GENERAL MEETING HELD ON 23 MAY 2019**

The Board is pleased to announce that all the Resolutions were duly passed by the Shareholders by way of poll at the AGM held on 23 May 2019.

Reference is made to the circular (the “**Circular**”) and notice (the “**AGM Notice**”) in relation to the annual general meeting (the “**AGM**”) both dated 12 April 2019 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 AGM, the total number of Shares in issue was 600,000,000, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholders were required under the Listing Rules to abstain from voting at the AGM. No parties have indicated in the Circular that they intend to vote against or to abstain from voting on any of the Resolutions at the AGM.

At the AGM, all of the resolutions as set out in the AGM Notice (the “**Resolutions**”) were approved by the Shareholders by way of the Poll.

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions. The poll results for the respective Resolutions are set out as follows:

Ordinary Resolutions		No. of Votes (Approximate %)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 31 December 2018.	450,015,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Yang Jinming as an executive Director.	450,015,000 (100%)	0 (0%)
	(b) To re-elect Ms. Tong Wai Man as an executive Director.	450,015,000 (100%)	0 (0%)
	(c) To re-elect Mr. Su Baihan as an executive Director.	450,015,000 (100%)	0 (0%)
	(d) To re-elect Mr. Yang Fan as a non-executive Director.	450,015,000 (100%)	0 (0%)
	(e) To re-elect Mr. Pang Hon Chung as an independent non-executive Director.	450,015,000 (100%)	0 (0%)
	(f) To re-elect Professor Wu Jinwen as an independent non-executive Director.	450,015,000 (100%)	0 (0%)
	(g) To re-elect Mr. Huang Yaohui as an independent non-executive Director.	450,015,000 (100%)	0 (0%)
	(h) To authorise the Board to fix the remuneration of the Directors.	450,012,000 (99.99%)	3,000 (0.01%)
3.	To re-appoint PricewaterhouseCoopers as the Company's auditor and to authorise the Board to fix their remuneration.	450,015,000 (100%)	0 (0%)
4.	To approve the proposed final dividend of RMB0.013 per ordinary share for the year ended 31 December 2018.	450,015,000 (100%)	0 (0%)
5.	To grant an unconditional general mandate to the Directors to allot, issue and otherwise deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company (the "Issue Mandate").	450,015,000 (100%)	0 (0%)
6.	To grant an unconditional general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company.	450,015,000 (100%)	0 (0%)

Ordinary Resolutions		No. of Votes (Approximate %)	
		For	Against
7.	To extend the Issue Mandate by the number of Shares repurchased by the Company.	450,015,000 (100%)	0 (0%)

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

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

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

Hong Kong, 23 May 2019

*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.*