

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.



CHINA TANGSHANG HOLDINGS LIMITED

中國唐商控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 10 JULY 2020

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of China Tangshang Holdings Limited (the “**Company**”) dated 22 June 2020. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

At the SGM held on 10 July 2020, the voting on the proposed ordinary resolution (the “**Resolution**”) as set out in the Notice was taken by poll. The Company’s share registrar, Tricor Secretaries Limited, was appointed as the scrutineer for vote-taking at the SGM.

As at the date of the SGM, the total number of issued Shares of the Company was 1,077,778,570. Mr. Chen Weiwu, holding 579,806,977 Shares as at the date of the SGM, was required to abstain from voting on the resolution proposed at the SGM under Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against on the Resolution was 497,971,593 (representing approximately 46.2% of the issued share capital of the Company). Save as disclosed above, there was no Share entitling the Shareholders thereof to attend and abstain from voting in favour of any resolution at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the SGM under the Listing Rules.

The Board is pleased to announce the Resolution proposed at the SGM was duly passed by the Independent Shareholders by way of poll at the SGM. The poll results of the Resolution are as follows:

ORDINARY RESOLUTION	Number of Shares voted (percentage of total number of votes cast)	
	For	Against
“THAT (a) the conditional Equity Sale and Purchase Agreement dated 9 April 2020 (the “Agreement”) entered into between the Company as purchaser and Mr. Chen Weiwu as the vendor (the “Vendor”), in relation to the acquisition of the entire issued share capital in Topper Genius Investments Limited at the consideration of HK\$196,861,538 (or the equivalent Renminbi), which shall be partly satisfied by cash and partly satisfied by the Company’s issue and allotment of 800,000,000 consideration shares (each a “Consideration Share”) in the share capital of the Company to the Vendors (or at their direction) at the issue price of approximately HK\$0.2 per Consideration Share (a copy of the Agreement has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the issue and allotment of the Consideration Shares), be and are hereby approved, confirmed and ratified; (b) the allotment and issue of the Consideration Shares by the Company to the Vendor (or at their direction) to settle part of the consideration payable by the Company in accordance with the terms and conditions of the Agreement and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (c) the board of directors of the Company (the “Directors”) be and is hereby granted a specific mandate to allot and issue of the Consideration Shares in accordance with the terms and conditions of the Agreement; and	24,673,280 (100%)	0 (0%)

ORDINARY RESOLUTION	Number of Shares voted (percentage of total number of votes cast)	
	For	Against
(d) any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”		

Note: Please refer to the Circular and the Notice for the full text of the above resolution.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

By order of the Board
China Tangshang Holdings Limited
Chen Weiwu
Chairman

Hong Kong, 10 July 2020

As at the date of this announcement, the executive directors of the Company are Mr. Chen Weiwu (Chairman) and Mr. Zhou Houjie; and the independent non-executive directors of the Company are Mr. Chen Youchun, Ms. Lui Mei Ka and Mr. Zhou Xin.