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THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 JUNE 2022;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS**

Reference is made to the notice of annual general meeting dated 27 May 2022 (“**AGM Notice**”) made by Theme International Holdings Limited (the “**Company**”), a copy of which is set out in the circular of the Company dated 27 May 2022 (the “**Circular**”). Unless otherwise specified in this announcement, capitalised terms used herein shall have the same meanings as those defined in the AGM Notice and the Circular.

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 JUNE 2022

The Board is pleased to announce that all proposed ordinary resolutions (other than resolution numbered 2(v)) set out in the AGM Notice were duly passed by the Shareholders by way of poll at the annual general meeting held on 30 June 2022 (the “**AGM**”).

For resolutions numbered 1, 2(i), 2(ii), 2(iii), 2(iv), 2(vi), 3, 4, 5 and 6, as more than 50% of the votes were cast in favour of each of such resolutions, resolutions numbered 1, 2(i), 2(ii), 2(iii), 2(iv), 2(vi), 3, 4, 5 and 6 were duly passed as ordinary resolutions by way of poll at the AGM. For resolution numbered 2(v), as less than 50% of the votes were cast in favour of that resolution, resolution numbered 2(v) was not passed as ordinary resolution at the AGM.

As at the date of the AGM, the total number of issued Shares in the Company was 13,471,344,631 Shares, which was the total number of issued Shares entitling the holders to attend and vote on all the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM, as set out in Rule 13.40 of the Listing Rules and no Shareholders are required under the Listing Rules to abstain from voting.

The Directors namely, Mr. Jiang Jiang, Mr. Wu Lei, Ms. Chen Jing, Mr. Ding Lin, Mr. Wang Zhenhui, Mr. Kang Jian, Mr. Liu Song and Ms. Kent Shun Ming, attended the AGM. Mr. Wu Shiming was unable to attend the AGM due to other business engagements.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer agent in Hong Kong, acted as the scrutineer at the AGM for the purpose of vote-taking. The voting results of the poll taken at the AGM in respect of all resolutions are set out in the following table:

| Ordinary resolutions | | Number of Shares voted (percentage of total number of Shares voted) | | Total number of Shares voted |
|----------------------|--|---|-------------------------------|------------------------------------|
| | | For | Against | |
| 1. | To receive, consider and adopt the audited financial statements and reports of the directors and auditors of the Company for the year ended 31 December 2021 | 9,448,129,688 (99.970128%) | 2,823,176 (0.029872%) | 9,450,952,864 (100%) |
| 2. | (i) To re-elect Mr. Wang Zhenhui as a non-executive director | 9,447,446,847 (99.962903%) | 3,506,017 (0.037097%) | 9,450,952,864 (100%) |
| | (ii) To re-elect Ms. Kent Shun Ming as an independent non-executive director | 9,447,506,848 (99.963538%) | 3,446,016 (0.036462%) | 9,450,952,864 (100%) |
| | (iii) To re-elect Ms. Chen Jing as an executive director | 9,447,656,847 (99.965125%) | 3,296,017 (0.034875%) | 9,450,952,864 (100%) |
| | (iv) To re-elect Mr. Jiang Jiang as an executive director | 9,447,656,847 (99.965125%) | 3,296,017 (0.034875%) | 9,450,952,864 (100%) |
| | (v) To re-elect Mr. Wu Shiming as an independent non-executive director | 881,399,672 (9.326040%) | 8,569,553,192 (90.673960%) | 9,450,952,864 (100%) |
| | (vi) To authorize the board of directors to fix their remuneration | 9,450,952,864 (100%) | 0 (0%) | 9,450,952,864 (100%) |
| 3. | To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and authorize the board of directors to fix auditors' remuneration | 9,450,952,864 (100%) | 0 (0%) | 9,450,952,864 (100%) |

| Ordinary resolutions | | Number of Shares voted (percentage of total number of Shares voted) | | Total number of Shares voted |
|----------------------|--|---|---------------------------|------------------------------------|
| | | For | Against | |
| 4. | To grant general mandate to issue shares in the capital of the Company as more particularly set out in the AGM Notice | 9,353,120,231 (98.964838%) | 97,832,633 (1.035162%) | 9,450,952,864 (100%) |
| 5. | To grant general mandate to repurchase shares in the capital of the Company as more particularly set out in the AGM Notice | 9,450,772,864 (99.998095%) | 180,000 (0.001905%) | 9,450,952,864 (100%) |
| 6. | To extend the general mandate to issue shares in the capital of the Company as repurchased pursuant to above Resolution 5 as more particularly set out in the AGM Notice | 9,359,546,381 (99.032833%) | 91,406,483 (0.967167%) | 9,450,952,864 (100%) |

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As the resolution numbered 2(v) regarding the re-election of Mr. Ng Shiming (“**Mr. Ng**”) as an independent non-executive director was not passed at the AGM, Mr. Ng retired as an independent non-executive Director at the conclusion of the AGM. Following the retirement of Mr. Ng, he would cease to be a member of the audit committee, remuneration committee and nomination committee of the Company, with immediate effect on 30 June 2022.

The Board is not aware of any disagreement with Mr. Ng or any matters relating to his retirement that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board expresses its sincere gratitude to Mr. Ng for his contribution to the Company during the tenure of his service.

(3) NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

Following the retirement of Mr. Ng with effect from 30 June, 2022, the Company has two independent non-executive Directors. Also, the audit committee of the Company comprises only two members.

It results that:

- (i) total number of independent non-executive Directors accounts for less than one-third of Board members, and hence the Company fails to meet the requirement of Rule 3.10A of the Listing Rule;
- (ii) the number of independent non-executive Directors will fall below the minimum number required under Rule 3.10(1) of the Listing Rules; and
- (iii) the number of members of the audit committee of the Company will fall below the minimum number and the audit committee does not comprise a majority of independent non-executive directors, as required under Rule 3.21 of the Listing Rules.

As such, the Board will make its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and within three months from June 30, 2022 in order to ensure compliance by the Company with the requirements under the Listing Rules. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director.

By Order of the Board
Theme International Holdings Limited
Wu Lei
Executive Director

Hong Kong, 30 June 2022

As at the date of this announcement, the executive Directors are Mr. Jiang Jiang, Mr. Wu Lei and Ms. Chen Jing; the non-executive Directors are Mr. Ding Lin, Mr. Wang Zhenhui and Mr. Kang Jian; and the independent non-executive Directors are Mr. Liu Song and Ms. Kent Shun Ming.