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Dowway Holdings Limited

天平道合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8403)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 24 MAY 2024

References are made to the circulars of the Annual General Meeting of Dowway Holdings Limited (the “**Company**”) dated 19 April 2024 and 2 May 2024 (the “**AGM Circulars**”) and the notices of the Annual General Meeting dated 19 April 2024 and 2 May 2024 (the “**AGM Notices**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Circulars and the AGM Notices.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the proposed resolutions as set out in the AGM Notices were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the Annual General Meeting held on 24 May 2024.

As at the date of the Annual General Meeting, the total number of issued shares of the Company (the “**Shares**”) was 120,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Annual General Meeting. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the Annual General Meeting as set out in Rule 17.47A of the GEM Listing Rules and no Shareholders were required under the GEM Listing Rules to abstain from voting at the Annual General Meeting.

Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer for the vote-taking at the Annual General Meeting. The poll results in respect of all the resolutions proposed at the Annual General Meeting are as follows:

| Ordinary Resolutions | | Number of Shares Voted (Approximate %) | |
|----------------------|--|---|--------------|
| | | For | Against |
| 1. | To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2023. | 43,645,000 (100.00%) | 0 (0.00%) |
| 2. | (A) To re-elect Mr. Yan Jinghui as an executive director of the Company; | 43,645,000 (100.00%) | 0 (0.00%) |
| | (B) To re-elect Ms. Xu Shuang as an independent non-executive director of the Company; and | 43,645,000 (100.00%) | 0 (0.00%) |
| | (C) To re-elect Mr. Tsoi Ka Shing as an independent non-executive director of the Company. | 43,645,000 (100.00%) | 0 (0.00%) |
| 3. | To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company (the “ Directors ”). | 43,645,000 (100.00%) | 0 (0.00%) |
| 4. | To appoint Moore CPA Limited (formerly known as Moore Stephens CPA Limited) as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration. | 43,645,000 (100.00%) | 0 (0.00%) |
| 5. | (A) To grant a general mandate to the Directors to allot, issue and/or otherwise deal with additional securities not exceeding 20% of the issued shares of the Company. * | 43,645,000 (100.00%) | 0 (0.00%) |
| | (B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued shares of the Company. * | 43,645,000 (100.00%) | 0 (0.00%) |

| Ordinary Resolutions | | Number of Shares Voted (Approximate %) | |
|----------------------|---|---|--------------|
| | | For | Against |
| | (C) Conditional upon the passing of the ordinary resolutions number 5(A) and 5(B), to extend the authority given to the Directors pursuant to ordinary resolution number 5(A) to issue securities by adding to the number of issued shares of the Company which may be allotted by the Directors pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution number 5(B). * | 43,645,000 (100.00%) | 0 (0.00%) |
| 6. | (A) To re-elect Mr. Chen Xicheng as an executive director of the Company. | 43,645,000 (100.00%) | 0 (0.00%) |
| | (B) To re-elect Mr. Lian Mingcheng as a non-executive director of the Company. | 43,645,000 (100.00%) | 0 (0.00%) |

* The full text of resolutions 5(A), 5(B) and 5(C) is set out in the AGM Notices and the AGM Circulars.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions as set out above were duly passed as ordinary resolutions at the Annual General Meeting.

The Company would like to report that the executive Directors, namely Mr. Huang Xiaodi, Mr. Yan Jinghui, Mr. Chen Xicheng and Mr. Shum Ngok Wa, the non-executive Director, namely Mr. Lian Mingcheng and the independent non-executive Directors, namely Ms. Xu Shuang and Mr. Tsoi Ka Shing attended the Annual General Meeting by electronic means. The executive Director, namely Mr. Dong Kejia and the independent non-executive Director, namely Mr. Gao Hongqi were absent due to their other business commitments.

By Order of the Board
Dowway Holdings Limited
Huang Xiaodi

Chairman, Chief Executive Officer and Executive Director

Beijing, China, 24 May 2024

As at the date of this announcement, the executive Directors are Mr. Huang Xiaodi, Mr. Chen Xicheng, Mr. Yan Jinghui, Mr. Dong Kejia and Mr. Shum Ngok Wa; the non-executive Director is Mr. Lian Mingcheng; and the independent non-executive Directors are Ms. Xu Shuang, Mr. Gao Hongqi and Mr. Tsoi Ka Shing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange at <https://www.hkexnews.hk> for at least 7 days from the date of its publication and published on the website of the Company at www.dowway-exh.com.