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China TianYF Holdings Group Limited

中國天億福控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8196)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING
HELD ON 10 MAY 2023**

The Board is pleased to announce that all the Resolutions as set out in the Notice of AGM dated 31 March 2023 were duly passed by the Shareholders by way of a poll at the AGM held on 10 May 2023.

Reference is made to the circular of China TianYF Holdings Group Limited (the “**Company**”) (the “**Circular**”) and the notice of the annual general meeting (the “**AGM**”) of the Company both dated 31 March 2023 (the “**Notice of AGM**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM held on 10 May 2023.

As at the date of the AGM, the total number of Shares in issue was 300,000,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against all the Resolutions proposed at the AGM.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, there was no Share entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions proposed at the AGM pursuant to Rule 17.47A of the GEM Listing Rules and no Shareholder was required under the GEM Listing Rules to abstain from voting on any of the Resolutions proposed at the AGM. In addition, no parties have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

The full text of the Resolutions was set out in the Notice of AGM. The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes and percentage of the total number of votes cast (%)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2022;	117,332,500 (100%)	0 (0%)
2.	To re-elect Mr. Xie Yang as an executive Director and to authorise the Board to fix his remuneration;	117,332,500 (100%)	0 (0%)
3.	To re-elect Ms. Bai Shuang as an independent non-executive Director and to authorize the Board to fix her remuneration;	117,332,500 (100%)	0 (0%)
4.	To re-elect Mr. Ha Cheng Yong as an independent non-executive Director and to authorise the Board to fix his remuneration;	117,332,500 (100%)	0 (0%)
5.	To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration;	117,332,500 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution;	117,332,500 (100%)	0 (0%)
7.	To grant a general mandate to the Directors to buy back the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this resolution; and	117,332,500 (100%)	0 (0%)
8.	To extend the general mandate granted by resolution numbered 6 by adding the shares bought back pursuant to the general mandate granted by resolution no. 7.	117,332,500 (100%)	0 (0%)
SPECIAL RESOLUTION			
9	To adopt the second amended and restated memorandum of association and the second amended and restated articles of association of the Company.	117,332,500 (100%)	0 (0%)

Note: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorised corporate representative or by proxy.

As more than (i) 50% of the votes were cast in favour of each of the ordinary resolutions; and (ii) 75% for the special resolution, the proposed Resolutions numbered 1 to 8 were duly passed as ordinary resolutions of the Company and Resolution numbered 9 was duly passed as a special resolution of the Company.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer for the vote-taking at the AGM. The Directors, namely Mr. Xie Yang, Mr. Gao Xue Feng, Mr. Zhao Yan Wei, Mr. He Yuan Xi, Ms. Bai Shuang, Mr. Ha Cheng Yong and Mr. Tse Chi Wai, attended the AGM.

By order of the Board
Great Water Holdings Limited
XIE Yang
Chairman

Guangzhou, PRC, 10 May 2023

As at the date of this announcement, the executive Directors are Mr. XIE Yang, Mr. GAO Xue Feng, Mr. ZHAO Yan Wei and Mr. HE Yuan Xi and the independent non-executive Directors are Ms. BAI Shuang, Mr. HA Cheng Yong and Mr. TSE Chi Wai.

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 Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and be posted on the website of the Company at www.greatwater.com.cn.