

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.



萬城控股有限公司
MILLION CITIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2892)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 18 NOVEMBER 2021**

References are made to (i) the circular (the “**Circular**”) of Million Cities Holdings Limited (the “**Company**”) dated 28 October 2021 in relation to, among others, the proposed issue of Non-Convertible Preference Shares; and (ii) the notice of the EGM dated 28 October 2021 (the “**EGM Notice**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the EGM held on 18 November 2021, (i) all proposed resolutions regarding the Subscription Agreement and the transactions contemplated thereunder as set out in the Circular were duly passed by the Independent Shareholders by way of poll; and (ii) all proposed resolution regarding the Proposed Amendments as set out in the Circular was duly passed by the Shareholders by way of poll.

Full text of the ordinary resolutions and special resolution are set out in the EGM Notice, a copy of which is set out in the Circular. The poll results of the EGM are as follows:

Ordinary resolutions		Number of votes cast (% of votes cast)	
		For	Against
1.	<p>“THAT:</p> <p>(a) the Subscription Agreement and the transactions contemplated thereunder and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts, deeds and things and to sign, execute and deliver all such documents (including the affixation of the common seal of the Company where required) as he may, in his absolute discretion, consider necessary, desirable or appropriate to give effect, implement and complete any matters relating to or in connection with paragraph (a) of this resolution no. 1.”</p>	71,370,000 (100.00%)	0 (0.00%)
2.	<p>“THAT subject to and conditional upon the passing of the ordinary resolution no. 1,</p> <p>(a) the grant of a specific mandate to the Directors with the power and authority to allot and issue the Non-Convertible Preference Shares in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved; and</p> <p>(b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as he may consider necessary, desirable or appropriate in connection with paragraph (a) of this resolution no. 2.”</p>	71,370,000 (100.00%)	0 (0.00%)

Special resolution		For	Against
3.	<p>“THAT:</p> <p>(a) the Proposed Amendments as set out in Appendix I to the Circular be approved; and</p> <p>(b) subject to the passing of resolution no. 3(a) above, the adoption of an amended and restated M&A in substitution for and to the exclusion of the existing M&A with immediate effect after the close of the EGM be and is hereby approved and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated M&A.”</p>	71,370,000 (100.00%)	0 (0.00%)

As at the date of the EGM, the total number of issued Ordinary Shares was 750,000,000. Fortune Speed and its associates, which held an aggregate of 562,500,000 Ordinary Shares (representing approximately 75.0% of the total issued share capital of the Company as at the date of this announcement), were required to and had abstained from voting on the relevant resolutions to approve the Subscription Agreement and the transactions contemplated thereunder at the EGM. Accordingly, (i) the total number of Ordinary Shares entitling the Independent Shareholders to vote for or against the ordinary resolutions at the EGM was 187,500,000; and (ii) the total number of Ordinary Shares entitling the Shareholders to vote for or against the special resolution at the EGM was 750,000,000. Save as disclosed above, there was no Ordinary Share entitling the holder to attend and abstain from voting in favour of the resolutions (either ordinary or special) at the EGM as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting at the EGM. There was no restriction on the Shareholders to cast votes on any of the resolutions at the EGM. No Shareholder had indicated in the Circular of his/her/its intention to vote against or to abstain from voting on any of the resolutions at the EGM.

As more than 50% of the votes were cast in favour of the resolutions numbered 1 and 2, resolutions 1 and 2 were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of the resolution numbered 3, resolution 3 was duly passed as a special resolution of the Company.

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

By order of the Board
Million Cities Holdings Limited
Wong Ting Chung
Chairman and executive Director

Hong Kong, 18 November 2021

As at the date of this announcement, the chairman and executive Director is Mr. Wong Ting Chung; the executive Directors are Mr. Lau Ka Keung and Mr. Li Wa Tat Benedict; and the independent non-executive Directors are Mr. Ip Shu Kwan, Stephen, Mr. Li Yinquan and Dr. Wu Wing Kuen.