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Time2U International Holding Limited

時間由你國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1327)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 7 JUNE 2017
AND RETIREMENT OF DIRECTORS**

Reference is made to the circular of Time2U International Holding Limited (the “**Company**”) dated 28 April 2017 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Company’s branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the vote-taking. The poll results are as follow:

RESOLUTIONS		Number of shares voted (%)		Passed by Shareholders
		FOR	AGAINST	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the Directors and auditors of the Company thereon for the year ended 31 December 2016.	1,242,074,000 Shares (100.00%)	0 Shares (0.00%)	Yes
2.	(a) To re-elect Mr. Yang Xi as executive Director.	1,248,114,000 Shares (99.92%)	1,000,000 Shares (0.08%)	Yes
	(b) To re-elect Mr. Zou Weikang as executive Director.	1,248,114,000 Shares (99.92%)	1,000,000 Shares (0.08%)	Yes
	(c) To re-elect Mr. Nie Xing as independent non-executive Director.	153,182,000 Shares (12.26%)	1,095,932,000 Shares (87.74%)	No
	(d) To re-elect Mr. Chang Wei as independent non-executive Director.	153,182,000 Shares (12.26%)	1,095,932,000 Shares (87.74%)	No
	(e) To authorise the board of Directors to fix the remuneration of Directors.	1,248,034,000 Shares (99.92%)	1,000,000 Shares (0.08%)	Yes

RESOLUTIONS		Number of shares voted (%)		Passed by Shareholders
		FOR	AGAINST	
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and authorise the board of Directors to fix their remuneration.	1,240,994,000 Shares (99.36%)	8,040,000 Shares (0.64%)	Yes
4.	To adopt ordinary resolution no. 4 as set out in the Notice (to give a general mandate to the directors to issue shares in the Company).	1,241,074,000 Shares (99.36%)	8,040,000 Shares (0.64%)	Yes
5.	To adopt ordinary resolution no. 5 as set out in the Notice (to give a general mandate to the directors to repurchase shares in the Company).	1,241,074,000 Shares (99.36%)	8,040,000 Shares (0.64%)	Yes
6.	To adopt ordinary resolution no. 6 as set out in the Notice (to extend the general mandate to the directors to issue shares in the Company).	1,241,074,000 Shares (99.36%)	8,040,000 Shares (0.64%)	Yes
7.	To adopt ordinary resolution no. 7 as set out in the Notice (to approve the proposed refreshment of scheme mandate limit).	1,240,994,000 Shares (99.36%)	8,040,000 Shares (0.64%)	Yes

Note: Please refer to the Notice contained in the Circular for the full text of the resolutions.

As at the date of the AGM, the total number of issued Shares was 3,456,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

RETIREMENT OF DIRECTORS

Given that the ordinary resolutions in relation respectively to the re-election of Mr. Nie Xing (“**Mr. Nie**”) and Mr. Chang Wei (“**Mr. Chang**”) as independent non-executive Directors as set out in the ordinary resolutions numbered 2(c) to 2(d) were not passed by the Shareholders, Mr. Nie and Mr. Chang retired as independent non-executive Directors, all with effect from the conclusion of the AGM.

Following the retirement of Mr. Nie, Mr. Nie ceased to be a member of each of the audit committee (the “**Audit Committee**”) and corporate guarantee committee and the chairman of each of the nomination committee (the “**Nomination Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Board with effect from 7 June 2017 due to his retirement from the office of independent non-executive Director.

Following the retirement of Mr. Chang, Mr. Chang ceased to be a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Board with effect from 7 June 2017 due to his retirement from the office of independent non-executive Director.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Nie and Mr. Chang for their valuable contribution to the Company during their tenure of office.

Upon the retirement of Mr. Nie and Mr. Chang, the Board comprises three executive Directors and one independent non-executive Director. As a result, the number of independent non-executive Director has fallen short of the minimum number as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). At the same time, the number of members of the Audit Committee has fallen below the minimum number as required under Rule 3.21 of the Listing Rules.

The Company is endeavouring to identify suitable candidate(s) to fill the vacanc(ies) as soon as practicable, with the relevant appointment to be made within three months from the date of this announcement to meet the requirements under Rule 3.11 and Rule 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board
Time2U International Holding Limited
Yang Xi
Executive Director

Hong Kong, 7 June 2017

As at the date of this announcement, the Board comprises three executive directors, being Mr. See Ching Chuen, Mr. Yang Xi and Mr. Zou Weikang; and one independent non-executive director, being Mr. Yu Chon Man.