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TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1979)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 MAY 2021

The Board is pleased to announce that all the resolutions proposed at the 2021 AGM held on 28 May 2021 were duly passed.

The board of directors (the “**Board**”) of Ten Pao Group Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 28 May 2021 (the “**2021 AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2020.	776,336,866 (99.92%)	642,852 (0.08%)
2.	To declare a final dividend of HK5.5 cents per share for the year ended 31 December 2020.	776,979,718 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Hung Kwong Yee as an executive director of the Company.	773,497,550 (99.55%)	3,482,168 (0.45%)

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
4.	To re-elect Mr. Lee Kwan Hung as an independent non-executive director of the Company.	655,076,724 (84.31%)	121,902,994 (15.69%)
5.	To authorize the Board to fix the directors' remuneration.	765,365,650 (98.51%)	11,614,068 (1.49%)
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix their remuneration.	776,808,665 (99.98%)	171,053 (0.02%)
7.	To give a general mandate to the directors of the Company to purchase 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 of this resolution (the " Repurchase Mandate ").	776,808,665 (99.98%)	171,053 (0.02%)
8.	To give a general mandate to the directors of the Company to issue, allot and deal with authorized and unissued shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (the " Issue Mandate ").	744,472,000 (95.82%)	32,507,718 (4.18%)
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with authorized and unissued shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.	662,216,000 (85.23%)	114,763,718 (14.77%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the 2021 AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 9, all such ordinary resolutions were duly passed.

- (c) The total number of shares of the Company in issue as at the date of the 2021 AGM: 1,000,456,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the 2021 AGM: 1,000,456,000 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the 2021 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the 2021 AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 20 April 2021 to vote against or to abstain from voting on any of the resolutions at the 2021 AGM.
- (h) The Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the 2021 AGM.

By order of the Board
Ten Pao Group Holdings Limited
Hung Kwong Yee
Chairman & Chief Executive Officer

Hong Kong, 28 May 2021

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Hung Kwong Yee and Ms. Yang Bingbing; and three independent non-executive directors, namely Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung.