

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Ten Pao Group Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED ADOPTION OF 2025 SHARE OPTION SCHEME AND NOTICE OF THE 2025 AGM

A notice convening the 2025 AGM of Ten Pao Group Holdings Limited to be held at Room 615, 6th Floor, Kwong Sang Hong Centre, 151–153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 13 June 2025 at 4:30 p.m. is set out on pages 38 to 43 of this circular. A form of proxy for use at the 2025 AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.tenpao.com.

Whether or not you intend to attend and vote at the 2025 AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the holding of the 2025 AGM (i.e. not later than 4:30 p.m. on Wednesday, 11 June 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or any adjourned meeting thereof should you subsequently so wish and in such event, your form of proxy returned shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2015 Share Option Scheme”	the share option scheme which was conditionally adopted by the Company on 23 November 2015;
“2025 AGM”	an annual general meeting of the Company to be held at Room 615, 6th Floor, Kwong Sang Hong Centre, 151–153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 13 June 2025 at 4:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the 2025 AGM which is set out on pages 38 to 43 of this circular, or any adjournment thereof;
“2025 Share Option Scheme”	the share option scheme which is proposed to be adopted by the Company at the 2025 AGM, the principal terms of which are set out in Appendix III to this circular;
“Adoption Date”	13 June 2025, the date on which the 2025 Share Option Scheme is conditionally adopted by resolution of the Shareholders;
“Allotment Date”	the date on which Shares are allotted to a Grantee pursuant to the exercise of an Option under the 2025 Share Option Scheme;
“Applicable Laws”	any applicable laws and regulations of Hong Kong or other relevant jurisdictions (including but not limited to the Listing Rules and the Takeovers Code);
“Articles of Association”	the articles of association of the Company currently in force;
“associate”	shall have the meaning ascribed to it in the Listing Rules;
“Audit Committee”	the audit committee of the Company which comprises a total of four members, being all of the four independent non-executive Directors, Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry, Mr. Lee Kwan Hung Eddie and Dr. Lui Sun Wing;
“Auditors”	the auditors of the Company for the time being;
“Board”	the board of Directors;
“business day”	shall have the meaning ascribed to it in the Listing Rules;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“chief executive”	shall have the meaning ascribed to it in the Listing Rules;

DEFINITIONS

“close associate”	shall have the meaning ascribed to it in the Listing Rules;
“Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
“Company”	Ten Pao Group Holdings Limited 天寶集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1979);
“connected person”	shall have the meaning ascribed to it in the Listing Rules;
“core connected person”	shall have the meaning ascribed to it in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Effective Date”	the date on which the conditions referred to in paragraph 2 in Appendix III to this circular are fulfilled;
“Eligible Participant(s)”	eligible person(s) under the 2025 Share Option Scheme, which include any director or any Employee of the Company or of any of its subsidiaries from time to time, provided that the Board may have absolute discretion to determine whether or not one falls within the above category;
“Employee”	any employee employed by any member(s) of the Group from time to time (whether full time or part time), including persons who are granted Options under the 2025 Share Option Scheme as an inducement to enter into employment contracts with any of such companies;
“Exercise Period”	in respect of any particular Option, the period (which shall not be more than ten (10) years from the Grant Date) to be notified by the Board to each Grantee which the Board may in its absolute discretion determine;
“Exercise Price”	the price per Share payable by a Grantee on the exercise of an Option as determined in accordance with the terms of the 2025 Share Option Scheme;
“Extension Mandate”	as defined in paragraph 2(c) of the Letter from the Board contained in this circular;

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“Grant Date”	in respect of any particular Option, the business day on which that Option is deemed to have been granted in accordance with the 2025 Share Option Scheme;
“Grantee”	any Eligible Participant who accepts an Offer pursuant to the terms and conditions of the 2025 Share Option Scheme or (where the context permits) the Personal Representative of that Eligible Participant (being an individual);
“Grounds for Termination”	in relation to a Grantee, that (i) the Grantee’s conduct has been such as to entitle the Company or its subsidiary (as the case may be) to terminate his/her employment (or, in the case of a director, remove him/her from office), whether or not such right to terminate has been exercised, or (ii) the Grantee is bankrupt, or (iii) the Grantee has been convicted of any criminal offence involving his/her integrity or honesty;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	as defined in paragraph 2(b) of the Letter from the Board contained in this circular;
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company which comprises a total of five members, being the chairman of the Board, Mr. Hung Kwong Yee, and four independent non-executive Directors, Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry, Mr. Lee Kwan Hung Eddie and Dr. Lui Sun Wing;
“Offer”	an offer of the grant of an Option by the Company to an Eligible Participant pursuant to the terms and conditions of the 2025 Share Option Scheme;
“Offer Letter”	a document containing an Offer to an Eligible Participant pursuant to the terms and conditions of the 2025 Share Option Scheme;

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“Option”	a right to subscribe for Shares granted pursuant to the terms and conditions of the 2025 Share Option Scheme;
“Other Schemes”	schemes involving the grant of awards or options over Shares of the Company, other than the 2025 Share Option Scheme;
“Personal Representative(s)”	the person or persons who, in accordance with the laws of succession applicable in respect of the death of a Grantee (being an individual), is or are entitled to exercise any Option granted to such Grantee (to the extent not already exercised);
“PRC”	the People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Company which comprises a total of five members, being the chairman of the Board, Mr. Hung Kwong Yee, and four independent non-executive Directors, Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry, Mr. Lee Kwan Hung Eddie and Dr. Lui Sun Wing;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board contained in this circular;
“Scheme Mandate Limit”	the total number of Shares which may be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards to be granted under the 2025 Share Option Scheme and any Other Schemes which shall not exceed 10% of the Shares in issue (excluding any Treasury Shares) as at the Adoption Date;
“SFO”	the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong, currently in force;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	shall have the meaning ascribed to it in the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong;

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“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Articles of Association of the Company which, for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange;
“%”	per cent.



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)

Executive Directors:

Mr. Hung Kwong Yee

(Chairman and Chief Executive Officer)

Mr. Tse Chung Shing

Ms. Hung Sui Lam

Independent Non-executive Directors:

Mr. Lam Cheung Chuen

Mr. Chu Yat Pang Terry

Mr. Lee Kwan Hung Eddie

Dr. Lui Sun Wing

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*

Rooms 610–612, 6th Floor

Kwong Sang Hong Centre

151–153 Hoi Bun Road

Kwun Tong

Kowloon

Hong Kong

Principal Place of Business in PRC:

Dongjiang Industrial Estate

Shuikou Street, Huicheng District

Huizhou City 516005

Guangdong Province

PRC

29 April 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED ADOPTION OF 2025 SHARE OPTION SCHEME
AND
NOTICE OF THE 2025 AGM**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain ordinary resolutions to be proposed at the 2025 AGM for (i) granting of the Repurchase Mandate to the Directors; (ii) granting of the Issue Mandate to the Directors; (iii) granting of the Extension Mandate to the Directors; (iv) re-election of the retiring Directors; and (v) adoption of 2025 Share Option Scheme, and to give you the notice of the 2025 AGM.

2. PROPOSED GRANTING OF THE REPURCHASE, ISSUE AND EXTENSION MANDATES

At the annual general meeting of the Company held on 14 June 2024, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates, to the extent not utilized, will lapse at the conclusion of the 2025 AGM.

Ordinary resolutions will be proposed at the 2025 AGM to approve the granting of the following general mandates to the Directors:

- (a) a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission and the Stock Exchange, of not exceeding 10% of the number of Shares in issue (excluding any Treasury Shares held by or on behalf of the Company) as at the date of passing of such resolution (i.e. not exceeding 103,038,896 Shares on the basis that the existing number of Shares in issue (being 1,030,388,965 Shares as at the Latest Practicable Date) remains unchanged as at the date of the 2025 AGM) (the “**Repurchase Mandate**”);
- (b) a general and unconditional mandate to allot, issue or deal with new Shares (including any sale and transfer of Treasury Shares held by or on behalf of the Company) of not exceeding 20% of the number of Shares in issue (excluding any Treasury Shares held by or on behalf of the Company) as at the date of passing of such resolution (i.e. not exceeding 206,077,793 Shares on the basis that the existing number of Shares in issue (being 1,030,388,965 Shares as at the Latest Practicable Date) remains unchanged as at the date of the 2025 AGM) (the “**Issue Mandate**”); and
- (c) a general and unconditional mandate to extend the Issue Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (the “**Extension Mandate**”).

The Repurchase Mandate and the Issue Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the 2025 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2025 AGM set out on pages 38 to 43 of this circular.

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In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate at the 2025 AGM. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

According to clause 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Since Dr. Lui Sun Wing was appointed by the Board as an independent non-executive Director with effect from 1 July 2024, he will hold office until the 2025 AGM.

Pursuant to clause 84 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment. Any Director appointed by the Board pursuant to clause 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung Eddie, both being independent non-executive Directors, will retire by rotation at the 2025 AGM.

All of the above three retiring Directors, being eligible, will offer themselves for re-election at the 2025 AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, and contribution of the retiring Directors with reference to the Company's corporate strategy and the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy. The Nomination Committee has recommended to the Board on re-election of the above three Directors who are due to retire at the 2025 AGM. The Company considers that they contribute to the diversity of the Board in knowledge and professional background and that all of them will continue to bring valuable business experience, constructive contributions and objective views to the Board for its efficient and effective functioning. In addition, all of the independent non-executive Directors have given the annual written confirmation of their independence to the Company in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board are not aware of any circumstance that would affect their independence and are satisfied that they have the required character, integrity, experience, knowledge, independence and professionalism to continue fulfilling the role of independent non-executive Directors.

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Both Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung Eddie, appointed since 23 November 2015, have served as independent non-executive Directors for more than 9 years. As independent non-executive Directors with in-depth understanding of the Company's operations and business, both of them have expressed objective views and given independent guidance to the Company since their appointment. Taking account of their extensive experience as professional accountant/lawyer, their significant contribution to the strategy development and continuous improvement on internal controls and other relevant financial and corporate governance matters of the Company, the Board is satisfied that both of them have the required character, integrity and experience to continue fulfilling the role of independent non-executive Directors and the long term service would not affect their exercise of independent judgement. Accordingly, the Board believes that they are still independent and should be re-elected.

In accordance with Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

4. PROPOSED ADOPTION OF 2025 SHARE OPTION SCHEME

The Company has conditionally adopted the 2015 Share Option Scheme on 23 November 2015. As at the Latest Practicable Date, the Company's unutilized scheme mandate limit under the 2015 Share Option Scheme would allow the grant of options over 99,544,000 Shares. The Company has no intention to grant further share options under the 2015 Share Option Scheme during the period from the Latest Practicable Date to the date of 2025 AGM.

As at the Latest Practicable Date, there are no outstanding share options under the 2015 Share Option Scheme.

In light of the fact that (i) the 2015 Share Option Scheme is going to expire on 23 November 2025; and (ii) amendments to Chapter 17 of the Listing Rules took effect on 1 January 2023, the Company intends to adopt the 2025 Share Option Scheme (which complies with Chapter 17 of the Listing Rules currently in force) so that it can continue to provide incentives, rewards or motivation to Eligible Participants for their contribution or potential contribution to the Group by way of grant of Options. In the event that the 2025 Share Option Scheme is adopted by Shareholders at the 2025 AGM, any Options will be granted under the 2025 Share Option Scheme and no additional share options under the 2015 Share Option Scheme will be granted by the Company.

LETTER FROM THE BOARD

2025 Share Option Scheme

Purpose

The purpose of the 2025 Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contribution or potential contribution to the Group and to provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to motivating the Eligible Participants to optimise their performance efficiency for the benefit of the Group.

Conditions

The 2025 Share Option Scheme shall take effect upon the fulfilment of the following conditions:

- (a) the passing of the necessary resolution(s) by the Shareholders in general meeting for approving the adoption of the 2025 Share Option Scheme; and
- (b) the Stock Exchange granting approval for the listing of and permission to deal in the Shares to be allotted and issued by the Company pursuant to the exercise of the Options in accordance with the terms of the 2025 Share Option Scheme.

Eligible Participants

Eligible Participants of the 2025 Share Option Scheme include any director or any Employee of the Company or of any of its subsidiaries from time to time and are determined to be qualified for the Options by the Board at its absolute discretion.

When determining the eligibility of an Eligible Participant, careful consideration on various criteria will be made in assessing his/her contribution to the long-term growth of the Group so as to serve the purpose of the 2025 Share Option Scheme, including, among others, the seniority, position, expertise, professional qualification, performance, time commitment, responsibilities and length of service of the person with the Group.

Grant of Options

Subject to the provisions of the 2025 Share Option Scheme and the Applicable Laws, the Board may, on a case-by-case basis and at its absolute discretion when offering the grant of an Option, impose any conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the 2025 Share Option Scheme as it may think fit, including, *inter alia*, the vesting period of the Options and conditions relating to the achievement of operating or financial targets.

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Save as determined by the Board and provided in the Offer Letter, there is no performance target attached to the Options. Where no performance targets are to be imposed upon a Grantee in the relevant Offer Letter of the grant of the Options, the Board would have considered the Grantee's past contributions to the Group in determining the grant of the Options to such Grantee which would serve as a reward to the Grantee for his/her past contributions to the Group and help to maintain high-calibre employees in the Group. Where performance targets are to be imposed upon a Grantee in the relevant Offer Letter of the grant of Options, the Board aims to incentivize the Grantee to continue to contribute to the Group. In determining the performances target, the Board may have regard to the purpose of the 2025 Share Option Scheme with reference to factors including but not limited to, key performance indicators in respect of the Group as a whole, its principal businesses and operations, geographic markets and/or performance of Eligible Participant(s), which may include earnings, earnings per share, profits, return on assets, return on equity, sales, revenue, Share price, total Shareholder return, and such other goals as the Board may determine from time to time. The Board will compare the actual performance against the performance target when vesting the Options to the Grantees.

Performance targets serve as an incentive for Eligible Participants to work towards the development of the Group and aligns their interests, through contributions in meeting the performance targets, with the interests of the Group in line with the purpose of the 2025 Share Option Scheme.

The vesting period for Options under the 2025 Share Option Scheme shall not be less than 12 months, except in the following circumstances:

- (i) grants of "make-whole" Options to new joiners to replace the share options they forfeited when leaving their previous employers;
- (ii) grants that are made in batches during a year for administrative and compliance reasons; or
- (iii) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of 12 months.

The Board considers that the flexibility to provide accelerated vesting schedules under the above circumstances is appropriate to allow the provision of a more competitive remuneration package to attract or further incentivise Eligible Participants.

As for the clawback mechanism, upon the occurrence of the events including the failure of the Grantee to perform duties effectively or is involved in misconduct, breach of any non-competition or non-disclosure agreement entered into with the Group, the contravention of the relevant laws and regulations of the applicable jurisdiction and/or the provisions of the Articles of Association by the Grantee, the involvement of the Grantee in acceptance or solicitation of bribery, corruption, theft, leakage of trade and technical secrets and other unlawful acts and misconducts, which prejudiced the interest and reputation of and caused significant negative impact to the image of the

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Company, the sanction by the Stock Exchange and/or subject to any disciplinary actions imposed by the Securities and Futures Commission or conviction of any criminal offence of the Grantee, and the failure of the Grantee to discharge, or discharge properly his or her duties or fail to comply with the Company's internal policy and/or his/her employment agreement which result in serious loss in asset of the Company and other serious and adverse consequence, the Board may propose that no further Options shall be granted to a specific Grantee and the Options granted shall be clawed back and lapse automatically.

The Board is of the view with such clawback mechanism in place, the Company would be able to claw back the equity incentives granted to Grantees culpable of misconduct, which is in line with the purpose of the 2025 Share Option Scheme and the interest of the Shareholders in general.

Grantees are entitled to subscribe for the number of Shares at the Exercise Price, which shall be at least the higher of: (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the Offer; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the Offer; and (c) if applicable, the nominal value of the Shares on the date of the Offer.

The basis of the Exercise Price complies with the requirements of the Listing Rules and is consistent with the purpose of the 2025 Share Option Scheme, and it encourages the selected Eligible Participants to contribute to the development of the Group to bring about an increase in market price of the Shares, so that they can further capitalise on the benefits of the Options and the Exercise Price.

The Company may issue new Shares and/or utilise Treasury Shares (if any) to satisfy grants of the Options under the 2025 Share Option Scheme to the extent permitted by the Listing Rules, all Applicable Laws and the Articles of Association.

Scheme Mandate Limit

As at the Latest Practicable Date, there were 1,030,388,965 Shares in issue and the Company did not have any Treasury Shares. Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the Scheme Mandate Limit will be 103,038,896 Shares, which represents 10% of the total number of Shares in issue (excluding Treasury Shares) on the Adoption Date.

Transfer of Option

An Option shall be personal to the Grantee. No Option shall be transferred or assigned, and no Grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest over or in relation to any Option in favour of any third party. Any breach of the foregoing shall entitle the Company to cancel any Options, or any part thereof, granted to such Grantee to the extent not already exercised without incurring any liability on the part of the Company.

LETTER FROM THE BOARD

The 2025 Share Option Scheme does not have a trustee and hence none of the Directors is and will be a trustee of the 2025 Share Option Scheme.

The Board considers that the adoption of the 2025 Share Option Scheme is in the interests of the Company and the Shareholders as a whole, and would enable the purpose of the 2025 Share Option Scheme as set out above to be achieved.

An ordinary resolution will be proposed at the 2025 AGM for the adoption of the 2025 Share Option Scheme. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution approving the adoption of the 2025 Share Option Scheme at the 2025 AGM.

A summary of the principal terms of the 2025 Share Option Scheme is set out in the Appendix III to this circular. This serves as a summary of the terms of the 2025 Share Option Scheme but does not constitute the full terms of the same.

Document on Display

A copy of the 2025 Share Option Scheme will be published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tenpao.com) for display for a period of not less than fourteen (14) days before the date of the 2025 AGM and the 2025 Share Option Scheme will be made available for inspection at the 2025 AGM.

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued and allotted pursuant to the exercise of any Option that may be granted under the 2025 Share Option Scheme.

5. 2025 AGM AND PROXY ARRANGEMENT

The notice of the 2025 AGM is set out on pages 38 to 43 of this circular. At the 2025 AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Repurchase Mandate, the Issue Mandate and the Extension Mandate to the Directors, the re-election of the retiring Directors and the adoption of the 2025 Share Option Scheme.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2025 AGM. An announcement on the poll vote results will be published by the Company after the 2025 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2025 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.tenpao.com. Whether or not you intend to attend the 2025 AGM,

LETTER FROM THE BOARD

please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for holding the 2025 AGM (i.e. not later than 4:30 p.m. on Wednesday, 11 June 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or any adjourned meeting thereof should you subsequently so wish and in such event, your proxy form returned shall be deemed to be revoked.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

7. RECOMMENDATION

The Board considers that the ordinary resolutions to be proposed at the 2025 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions at the 2025 AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2025 AGM; and (iii) Appendix III — Summary of the Principal Terms of the 2025 Share Option Scheme.

Yours faithfully,
By order of the Board
Hung Kwong Yee
Chairman & Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2025 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,030,388,965 Shares and the Company did not hold any Treasury Shares.

Subject to the passing of the proposed ordinary resolution set out in item 8 of the notice of the 2025 AGM in respect of the granting of the Repurchase Mandate and on the basis that the number of Shares in issue remains unchanged as at the date of the 2025 AGM, i.e. remains at 1,030,388,965 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 103,038,896 Shares, representing 10% of the number of Shares in issue as at the date of passing such resolution.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the Applicable Laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not

exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the Applicable Laws if those Shares were registered in its own name as Treasury Shares.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the amended and restated memorandum of association of the Company, the Articles of Association, the Companies Act and other Applicable Laws. The Company will not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Hung Kwong Yee ("**Chairman Hung**"), the chairman of the Board, was deemed to be interested in 687,745,521 Shares, representing approximately 66.75% of the total issued share capital of the Company. Out of these Shares, (i) 19,247,980 Shares (being approximately 1.87% of the total issued share capital of the Company) were personally owned by Chairman Hung; (ii) 354,883,279 Shares (being approximately 34.44% of the total issued share capital of the Company) were held by Even Joy Holdings Limited (a company wholly owned by Chairman Hung); and (iii) 313,614,262 Shares (being approximately 30.44% of the total issued share capital of the Company) were held by TinYing Investments Limited, a company wholly owned by TinYing Holdings Limited, which was in turn wholly owned by Vistra Trust (BVI) Limited acting as the trustee of The TinYing Trust, a discretionary trust of which Chairman Hung is the founder and one of the beneficiaries. On the basis that (i) the total issued share capital of the Company (being 1,030,388,965 Shares) remains unchanged as at the date of the 2025 AGM,

and (ii) the shareholding interest of Chairman Hung in the Company (being 687,745,521 Shares) remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2025 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Chairman Hung in the issued Shares would be increased to approximately 74.16% of the total issued share capital of the Company.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. Besides, the Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors will not propose to repurchase Shares if it would result in the number of issued Shares in public hands falls below 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	1.22	1.14
May	1.26	1.17
June	1.24	1.10
July	1.25	1.06
August	1.38	1.10
September	1.53	1.33
October	1.65	1.38
November	1.56	1.42
December	1.54	1.41
2025		
January	1.55	1.49
February	1.85	1.48
March	2.08	1.71
April (up to the Latest Practicable Date)	1.79	1.25

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2025 AGM according to the Articles of Association, are provided below.

(1) MR. CHU YAT PANG TERRY, INDEPENDENT NON-EXECUTIVE DIRECTOR

Position and experience

Mr. Chu Yat Pang Terry (“**Mr. Chu**”), aged 53, has been appointed as an independent non-executive Director since 23 November 2015, and is responsible for overseeing the management of the Group independently. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. At present, Mr. Chu is a Managing Director of Halcyon Capital Limited which specializes in initial public offerings and corporate advisory in mergers and acquisitions. Mr. Chu possesses over 30 years of experience in corporate finance and auditing. Mr. Chu used to work for an international accounting firm and other corporate finance arms of listed financial institutions in Hong Kong. Mr. Chu graduated from the University of Western Ontario in Canada with a Bachelor of Arts degree in 1992 and from the University of Hull in the United Kingdom with a Master of Business Administration (Investment & Finance) degree in 1997. He also obtained a Diploma in Accounting from the School of Business and Economics of the Wilfrid Laurier University in Canada in 1993. Mr. Chu is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chu is also an independent non-executive director of Hong Kong Finance Group Limited (stock code: 1273) and AB Builders Group Limited (stock code: 1615), both companies are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Chu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service under the current contract

Pursuant to the existing letter of appointment issued by the Company to Mr. Chu, his current term of office is three years commencing from 11 December 2024, unless terminated by either party giving to the other not less than one month’s notice in writing. Mr. Chu is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Chu does not have any relationships with other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

As set out in the letter of appointment issued by the Company to Mr. Chu, Mr. Chu is entitled to a fixed annual director's fee of HK\$396,000, which has been determined with reference to his role and duties, background and experience as well as the prevailing market conditions. Mr. Chu is also eligible to participate in the Company's share option scheme. The above emoluments of Mr. Chu are subject to revision in future by the decision of the Board based on the recommendation of the Remuneration Committee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Chu to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Chu that need to be brought to the attention of the Shareholders.

(2) MR. LEE KWAN HUNG EDDIE, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. Lee Kwan Hung Eddie ("Mr. Lee"), aged 59, has been appointed as an independent non-executive Director since 23 November 2015, and is responsible for overseeing the management of the Group independently. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Lee has over 30 years of experience in legal services. Mr. Lee commenced working in Woo Kwan Lee & Lo, a law firm in Hong Kong, in 1989 and worked as a partner from 2001 to 2011. He worked in the Listing Division of the Stock Exchange, where he successively served as a manager and senior manager from 1992 to 1994. He joined Howse Williams Bowers (now known as Howse Williams), a law firm in Hong Kong, as a consultant lawyer in 2014. Mr. Lee received a bachelor's degree in laws (honours) and a postgraduate certificate in laws from The University of Hong Kong in November 1988 and September 1989 respectively. He was admitted as a solicitor in Hong Kong in 1991 and in the United Kingdom in 1997.

Mr. Lee is also acting as an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange:

Name of Listed Company	Stock Code
Embry Holdings Limited	1388
FSE Lifestyle Services Limited	331
NetDragon Websoft Holdings Limited	777
Newton Resources Ltd	1231
Tenfu (Cayman) Holdings Company Limited	6868

In the past three years, Mr. Lee acted as an independent non-executive director of the following two companies listed on the Main Board of the Stock Exchange: Glory Sun Financial Group Limited (now known as Renze Harvest International Limited) (stock code: 1282) (resigned on 17 July 2022) and Red Star Macalline Group Corporation Ltd. (stock code: 1528) (ceased directorship on 15 August 2023 upon the expiration of his term of office).

Save as disclosed above, Mr. Lee has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service under the current contract

Pursuant to the existing letter of appointment issued by the Company to Mr. Lee, his current term of office is three years commencing from 11 December 2024, unless terminated by either party giving to the other not less than one month's notice in writing. Mr. Lee is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Lee does not have any relationships with other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lee was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

As set out in the letter of appointment issued by the Company to Mr. Lee, Mr. Lee is entitled to a fixed annual director's fee of HK\$396,000, which has been determined with reference to his role and duties, background and experience as well as the prevailing market conditions. Mr. Lee is also eligible to participate in the Company's share option scheme. The above emoluments of Mr. Lee are subject to revision in future by the decision of the Board based on the recommendation of the Remuneration Committee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Lee to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules; and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

(3) DR. LUI SUN WING, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Dr. Lui Sun Wing (“**Dr. Lui**”), aged 74, has been appointed as an independent non-executive Director since 1 July 2024, and is responsible for overseeing the management of the Group independently. He is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Dr. Lui is a former Vice-President of the Hong Kong Polytechnic University responsible for partnership development. He is also the former chief executive officer of the Institute for Enterprise, PolyU Technology and Consultancy Company Limited and PolyU Enterprises Limited. Prior to joining the Hong Kong Polytechnic University, Dr. Lui was the Branch Director of the Hong Kong Productivity Council in charge of the Materials and Process Branch which provides research and development, consultancy and training services in new materials, advanced manufacturing and environmental technologies to the industry. Dr. Lui obtained his degree of doctor of philosophy in mechanical engineering from the University of Birmingham in the United Kingdom in July 1979 and was admitted as a member of the Hong Kong Institution of Engineers in 1985. He is the Founding Chairman of the Society of Automotive Engineers — Hong Kong, the Former President of the Hong Kong Association for the Advancement of Science and Technology as well as Honorary Presidents and Honorary Advisors of various commercial, industrial and professional associations. Dr. Lui currently also serves as (i) an independent non-executive director of Human Health Holdings Limited (stock code: 1419) which is listed on the Main Board of the Stock Exchange; and (ii) a non-executive director of Eco-Tek Holdings Limited (stock code: 8169) which is listed on GEM of the Stock Exchange, respectively.

Save as disclosed above, Dr. Lui has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service under the current contract

Pursuant to the existing letter of appointment issued by the Company to Dr. Lui, his current term of office is three years commencing from 1 July 2024, unless terminated by either party giving to the other not less than one month's notice in writing. Dr. Lui is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Dr. Lui does not have any relationships with other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Lui was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

As set out in the letter of appointment issued by the Company to Dr. Lui, Dr. Lui is entitled to a fixed annual director's fee of HK\$396,000, which has been determined with reference to his role and duties, background and experience as well as the prevailing market conditions. Dr. Lui is also eligible to participate in the Company's share option scheme. The above emoluments of Dr. Lui are subject to revision in future by the decision of the Board based on the recommendation of the Remuneration Committee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Dr. Lui to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules; and there are no other matters concerning Dr. Lui that need to be brought to the attention of the Shareholders.

The following is a summary of the principal terms of the 2025 Share Option Scheme proposed to be adopted at the 2025 AGM.

1. PURPOSE OF 2025 SHARE OPTION SCHEME

The purpose of the 2025 Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contribution or potential contribution to the Group and to provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to motivating the Eligible Participants to optimise their performance efficiency for the benefit of the Group.

2. CONDITIONS OF THE 2025 SHARE OPTION SCHEME

The 2025 Share Option Scheme shall take effect upon the fulfillment of the following conditions:

- (a) the passing of the necessary resolution(s) by the Shareholders in general meeting for approving the adoption of the 2025 Share Option Scheme; and
- (b) the Stock Exchange granting approval for the listing of and permission to deal in the Shares to be allotted and issued by the Company pursuant to the exercise of the Options in accordance with the terms and conditions of the 2025 Share Option Scheme.

3. DURATION

The 2025 Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the Effective Date and shall expire on the tenth (10th) anniversary thereof (unless otherwise terminated in accordance with the terms thereof), after which no further Options may be offered or granted under the 2025 Share Option Scheme but the provisions of the 2025 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the terms and conditions of the 2025 Share Option Scheme.

4. ELIGIBLE PARTICIPANTS

Eligible Participants of the 2025 Share Option Scheme include any directors or any Employees of the Company or of any of its subsidiaries from time to time. The Board shall have the absolute discretion to determine whether a person is qualified to be (or, where applicable, continues to qualify to be) an Eligible Participant. When determining the eligibility of an Eligible Participant, careful consideration on various criteria will be made in assessing his/her contribution to the long-term growth of the Group so as to serve the purpose of the 2025 Share Option Scheme, including, among others, the seniority, position, expertise, professional qualification, performance, time commitment, responsibilities and length of service of the person with the Group.

5. GRANT OF OPTIONS

- 5.1 Subject to the terms and conditions of the 2025 Share Option Scheme, the Board shall be entitled at any time on a business day within a period of ten (10) years commencing on the Effective Date to make an Offer or Offers to any Eligible Participant(s) as the Board may in its absolute discretion select.
- 5.2 An Offer shall be made to an Eligible Participant in writing on a business day in such form as the Board may from time to time determine.
- 5.3 An Offer cannot be accepted by an Eligible Participant who ceases to be qualified as an Eligible Participant after the Offer has been made.
- 5.4 An Offer shall be deemed to have been accepted when the Company receives a duplicate Offer Letter or an acceptance letter duly signed from the Grantee together with a remittance of HK\$1.00 (or such other nominal sum in any currency as the Board may determine) in favour of the Company as consideration for the grant thereof. Such remittance shall in no circumstances be refundable. Once accepted, the Option shall be deemed to have been granted as from the date on which it was offered to the relevant Eligible Participant. The last date by which an Offer shall be accepted shall be determined by the Board but shall not be later than 28 days from the date of the Offer, except that for any Offer which is made within the last three business days before the expiry of the life of the 2025 Share Option Scheme, the Offer shall remain open for acceptance on a business day by the Eligible Participant concerned for a period of no longer than the remaining life of the 2025 Share Option Scheme. No Offer shall be capable of or open for acceptance after the expiry of ten (10) years from the Effective Date.
- 5.5 Unless otherwise stated in the Offer Letter, any Offer may be accepted in respect of less than the number of Shares in respect of which it is offered provided that it is accepted in respect of a board lot for dealings in Shares on the Stock Exchange or an integral multiple thereof. To the extent that the Offer is not accepted in the manner set out in the Offer Letter or the Eligible Participant ceases to be qualified after the Offer has been made, the Offer shall be deemed to have been irrevocably declined and lapsed automatically without notice.
- 5.6 Subject to the provisions of the 2025 Share Option Scheme and the Applicable Laws, the Board may, on a case-by-case basis and at its absolute discretion when offering the grant of an Option, impose any conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the 2025 Share Option Scheme as it may think fit (which shall be stated in the Offer Letter), including (without prejudice to the generality of the foregoing):
- (a) the continuing eligibility of the Grantee under the 2025 Scheme, and in particular, where the Board determines that the Grantee has failed or otherwise is or has been unable to meet such continuing eligibility criteria, the Option (to the extent not already exercised) shall lapse;

- (b) the continuing compliance of such terms and conditions that may be attached to the grant of the Option, failing which the Option (to the extent not already exercised) shall lapse unless otherwise determined to the contrary by the Board;
- (c) the vesting period of the Options, which shall not be less than 12 months except in the following circumstances:
 - (i) grants of “make-whole” Options to new joiners to replace the share options they forfeited when leaving their previous employers;
 - (ii) grants that are made in batches during a year for administrative and compliance reasons; or
 - (iii) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of 12 months;
- (d) conditions, restrictions or limitations relating to the achievement of operating or financial targets;
- (e) if applicable, the satisfactory performance of certain obligations by the Grantee; and
- (f) a clawback mechanism under which upon the occurrence of any of the following in relation to the Grantee, the Board may propose that no further Options shall be granted to such Grantee and shall clawback the Options granted to such Grantee and such Options shall lapse automatically:
 - (i) the Grantee has failed to perform duties effectively or is involved in misconduct or malfeasance or has breached any non-competition or non-disclosure agreement entered into with the Group;
 - (ii) the Grantee has contravened the relevant laws and regulations of the applicable jurisdiction and/or the provisions of the Articles of Association;
 - (iii) the Grantee has, during his/her tenure of office, been involved in acceptance or solicitation of bribery, corruption, theft, leakage of trade and technical secrets and other unlawful acts and misconducts, which prejudiced the interest and reputation of and caused significant negative impact to the image of the Company;
 - (iv) the Grantee has been sanctioned by the Stock Exchange, or was subject to any disciplinary actions imposed by the Securities and Futures Commission or has been convicted of any criminal offence; or

- (v) the Grantee has failed to discharge, or failed to discharge properly, his/her duties or fail to comply with the Company's internal policy and/or his/her employment agreement and thereby resulting in serious loss in asset to the Company and other serious and adverse consequence.
- 5.7 Save as may be determined by the Board and provided in the Offer Letter, there is no performance target which must be achieved before an Option can be exercised under the terms of the 2025 Share Option Scheme.
- 5.8 Where no performance targets are to be imposed upon a Grantee in the relevant Offer Letter of the grant of the Options, the Board would have considered the Grantee's past contributions to the Group in determining the grant of the Options to such Grantee which would serve as a reward to the Grantee for his/her past contributions to the Group and help to maintain high-calibre employees in the Group. Where performance targets are to be imposed upon a Grantee in the relevant Offer Letter of the grant of Options, the Board aims to incentivize the Grantee to continue to contribute to the Group. In determining the performances target, the Board may have regard to the purpose of the 2025 Share Option Scheme with reference to factors including but not limited to, key performance indicators in respect of the Group as a whole, its principal businesses and operations, geographic markets and/or performance of Eligible Participant(s), which may include earnings, earnings per share, profits, return on assets, return on equity, sales, revenue, Share price, total Shareholder return, and such other goals as the Board may determine from time to time. The Board will compare the actual performance against the performance target when vesting the Options to the Grantees.
- 5.9 The Board shall not make any Offer:
 - (a) after inside information (as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time) has come to its knowledge until (and including) the trading day after the Company has announced such inside information pursuant to the relevant requirements of the Applicable Laws; or
 - (b) during the period commencing thirty (30) days immediately before the earlier of:
 - (i) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

- (ii) the deadline for the Company to announce its results for any year or half year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, or during any period of delay in publication of a results announcement.

6. EXERCISE PRICE

The Exercise Price in respect of any particular Option (subject to any adjustment in accordance with the terms of the 2025 Share Option Scheme) shall be a price determined by the Board and stated in the Offer Letter, and shall be at least the higher of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the Offer;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the Offer; and
- (c) if applicable, the nominal value of the Shares on the date of the Offer.

7. TRANSFERABILITY OF OPTIONS

An Option shall be personal to the Grantee. No Option shall be transferred or assigned, and no Grantee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interest over or in relation to any Option in favour of any third party. Any breach of the foregoing shall entitle the Company to cancel any Options, or any part thereof, granted to such Grantee to the extent not already exercised without incurring any liability on the part of the Company.

8. EXERCISE OF OPTIONS

- 8.1 Subject to the relevant Exercise Period and the other terms and conditions of the grant, an Option shall be exercised in whole or in part by the Grantee by giving notice in such form and to such person as is designated by the Board from time to time stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised.
- 8.2 Each such notice shall be accompanied by a payment for the full amount of the Exercise Price for the Shares in respect of which the notice is given or such payment shall be settled in such other way as directed by the Board. Within 28 business days (excluding any period(s) of closure of the Company's share register) after receipt of the notice together with remittance of the relevant Exercise Price in full and, where appropriate, receipt of the certificate given by the Auditor or an

independent financial adviser pursuant to the terms of the 2025 Share Option Scheme, the Company shall allot and issue the relevant number of Shares to the Grantee credited as fully paid.

9. RIGHTS OF TERMINATION DUE TO TERMINATION OF EMPLOYMENT

In the event of the Grantee ceasing to be an Employee (including any executive Director) or officer (including any non-executive Director and independent non-executive Director) of the Company or any member of the Group for any reason, other than his/her death, ill health, disability or the termination of his/her employment or office on one or more of Grounds for Termination, the Option shall lapse on the date of such cessation (which date shall be his/her last actual date of employment or office) unless the Board otherwise determine in which event the Options (to the extent vested and exercisable and not already exercised as at the date of cessation of employment) shall be exercisable within such period as the Board may determine in its absolute discretion.

10. RIGHTS ON DEATH

In the event of death of the Grantee (being an individual) before exercising the Option in full, his/her Personal Representative(s) may exercise the Option (to the extent vested and exercisable and not already exercised as at the date of his/her death) either in full or in part within 12 months following his/her death or such longer period as the Board may determine.

11. RIGHTS ON TERMINATION DUE TO DISABILITY

In the event of the Grantee being an Eligible Participant at the time of the grant of the relevant Option ceasing to be an Eligible Participant by reason of ill-health or disability, the Grantee may exercise the Option (to the extent vested and exercisable and not already exercised as at the date of such cessation) either in full or in part within 12 months following the date of such cessation (which date shall be his/her last actual date of employment or office) or such longer period as the Board may determine.

12. RIGHTS ON A GENERAL OFFER

In the event of a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) being made to all the holders of Shares (or all such holders other than the offeror and/or any person acting in concert with the offeror) and such offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite resolutions of Shareholders in general meeting (in the case of a scheme of arrangement), the Company shall forthwith give notice thereof to all Grantees, and thereupon the Grantees may exercise the Options (to the extent vested and exercisable and not already exercised as at the date on which the offer becomes or is declared unconditional (in the case of a takeover offer) or is approved by the requisite resolutions of Shareholders in general meeting (in the case of a scheme of arrangement)) either in full or in

part at any time up to the close of such offer (or any revised offer) or such other date as the Board shall determine (in the case of a takeover offer) or within such period as shall be notified by the Company to the Grantees (in the case of a scheme of arrangement).

13. RIGHTS ON WINDING UP

In the event of a notice being given by the Company to its Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Company shall forthwith give notice thereof to all Grantees, and thereupon the Grantees may exercise the Options (to the extent vested and exercisable and not already exercised as at the date of the notice to the Grantee) either in full or in part not later than four business days (excluding any period(s) of closure of the Company's share register) immediately preceding the date of the proposed Shareholders' meeting, and the Company shall, as soon as possible and in any event no later than one business day (excluding any period(s) of closure of the Company's share register) immediately preceding the date of the proposed Shareholders' meeting, allot and issue such number of Shares to the Grantees which fall to be issued upon such exercise.

14. RIGHTS ON COMPROMISE OR ARRANGEMENT

In the event of a compromise or arrangement between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company (other than any scheme of arrangement referred to in paragraph 12 above or any relocation schemes as contemplated in Rule 7.14(3) of the Listing Rules), the Company shall give notice thereof to all Grantees on the same date as it gives notice of the meeting to its members or creditors to consider such a scheme, and thereupon the Grantees may exercise the Options (to the extent vested and exercisable and not already exercised as at the date of the notice to the Grantee) either in full or in part not later than four business days (excluding any period(s) of closure of the Company's share register) immediately preceding the date of the proposed meeting, and the Company shall, as soon as possible and in any event no later than one business day (excluding any period(s) of closure of the Company's share register) immediately preceding the date of the proposed meeting, allot and issue such number of Shares to the Grantees which fall to be issued on such exercise.

15. RANKING OF SHARES

The Shares to be allotted and issued, or Treasury Shares (if any) to be transferred, upon the exercise of an Option shall be subject to all the provisions of the Articles of Association and the Applicable Laws in force as at the Allotment Date and shall rank *pari passu* in all respects with the existing fully paid Shares in issue (excluding Treasury Shares) on the Allotment Date and accordingly shall entitle the holder to participate in all dividends or other distributions paid or made on or after the Allotment Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor is before the Allotment Date. The rights of the Shares are not attached to those Options before the exercise of such Options.

The Options do not carry any right to vote in general meeting of the Company, or any right, dividend, transfer or any other rights, including those arising on the liquidation of the Company.

16. LAPSE OF OPTIONS

An Option (to the extent not already exercised) shall automatically lapse and not be exercisable on the earliest of:

- (a) the expiry of the Exercise Period;
- (b) the expiry of any of the periods referred to in paragraphs 9 to 14 above;
- (c) subject to paragraph 13, the date of the commencement of the winding-up of the Company;
- (d) the date when the proposed compromise or arrangement becomes effective in respect of the situation contemplated in paragraph 14;
- (e) the date on which the Grantee ceases to be an Employee (including any executive Director) or officer (including any non-executive Director and independent non-executive Director) of the Company or any member of the Group by reason of the termination of his employment or office on Grounds of Termination. A resolution of the Board or the board of directors of the relevant member of the Group to the effect that the employment or office of a Grantee has or has not been terminated on one or more of the Grounds for Termination or that one or more of the Grounds for Termination has arisen in respect of the employment or office of a Grantee shall be conclusive and binding on the Grantee and, where appropriate, the Grantee's Personal Representative(s);
- (f) the date on which the Grantee commits a breach of any terms or conditions attached to the grant of the Option, unless otherwise resolved to the contrary by the Board; and
- (g) the date on which the Board resolves that the Grantee has failed or otherwise is or has been unable to meet the continuing eligibility criteria as may be prescribed pursuant to the terms of the 2025 Share Option Scheme.

17. SCHEME MANDATE LIMIT

17.1 Subject to paragraphs 17.2 and 17.3 below, the total number of Shares which may be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards to be granted under the 2025 Share Option Scheme and Other Schemes shall not exceed 10% of the Shares in issue (excluding any Treasury Shares) as at the Adoption Date (i.e. 103,038,896 Shares)¹, provided that if the Company conducts a share consolidation or subdivision after the Scheme Mandate Limit has been approved in general meeting, the maximum number of Shares that may be issued in respect of all options and awards to be granted under the 2025 Share Option Scheme and Other Schemes under the Scheme Mandate Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share. Options lapsed in accordance with the terms of the 2025 Share Option Scheme will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

17.2 Subject to paragraph 17.3, the Company may seek approval by its Shareholders in general meeting for renewing the Scheme Mandate Limit (the “**Renewal Mandate**”) from time to time, provided that:

- (a) if the Renewal Mandate is sought within three years from the Adoption Date or the date on which the last Renewal Mandate was granted (as the case may be), any controlling shareholders of the Company and their associates (or if there is no controlling shareholder, Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates) shall abstain from voting in favour of the relevant resolution at the general meeting; and the Company shall comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules, unless the Renewal Mandate is sought immediately after an issue of securities by the Company to its Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the relevant class of Shares in issue) upon renewal is the same as the unused part of the Scheme Mandate Limit immediately before the issue of securities, rounded to the nearest whole Share;

¹ Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the Scheme Mandate Limit will be 103,038,896 Shares, which represents 10% of the total number of Shares in issue on the Adoption Date.

- (b) the total number of Shares which may be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards to be granted under the 2025 Share Option Scheme and Other Schemes after renewal of the Scheme Mandate Limit shall not exceed 10% of the Shares in issue (excluding any Treasury Shares) as at the date on which the Renewal Mandate is obtained;
- (c) if the Company conducts a share consolidation or subdivision after the Renewal Mandate is obtained, the maximum number of Shares that may be issued in respect of all options and awards to be granted under the 2025 Share Option Scheme and Other Schemes under the renewed Scheme Mandate Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share; and
- (d) the Company shall send a circular to its Shareholders containing the number of Options and awards that were already granted under the then existing Scheme Mandate Limit and the reason for the renewal.

17.3 The Company may seek separate approval by its Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) provided that:

- (a) the Options in excess of the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) shall be granted only to the Eligible Participants specifically identified by the Company before such Shareholders' approval is sought;
- (b) the Company shall issue a circular to its Shareholders containing the name of each specified Eligible Participant who may be granted such Options, the number and terms of the Options to be granted to each such specified Eligible Participant, and the purpose of granting Options to each such specified Eligible Participant with an explanation as to how the terms of the Options serve such purpose;
- (c) the number and terms of Options to be granted to each such specified Eligible Participant shall be fixed before such Shareholders' approval; and
- (d) for the purpose of calculating the minimum Exercise Price in respect of any Options to be so granted to each such specified Eligible Participant, the date of the Board meeting for proposing such grant shall be taken as the date of the Offer of such Options.

18. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

Where any grant of Option to an Eligible Participant would result in the Shares issued and to be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards granted under the 2025 Share Option Scheme and Other Schemes to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the 2025 Share Option Scheme and Other Schemes) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue (excluding any Treasury Shares) as at the date of such grant, such grant shall be subject to the following requirements:

- (a) approval of the Shareholders in general meeting with such Eligible Participant and his or her close associates (or associates if such Eligible Participant is a connected person of the Company) abstaining from voting;
- (b) the Company shall send a circular to its Shareholders disclosing the identity of such Eligible Participant, the number and terms of the further Options to be granted (and those Options and awards granted to such Eligible Participant in the 12-month period), the purpose of granting further Options to such Eligible Participant and an explanation as to how the terms of the further Options serve such purpose;
- (c) the number and terms of the further Options to be granted to such Eligible Participant shall be fixed before the Shareholders' approval mentioned in (a) above; and
- (d) for the purpose of calculating the minimum Exercise Price in respect of the further Options to be so granted to such Eligible Participant, the date of the Board meeting for proposing such grant of further Options shall be taken as the date of the Offer of such Options.

19. GRANT OF OPTIONS TO CONNECTED PERSONS

Without prejudice to the provisions summarised in paragraph 5, (a) any grant of Options to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates shall be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed Grantee of such Options); and (b) where any grant of Options to an independent non-executive Director or a substantial shareholder of the Company or any of their respective associates would result in

the Shares issued and to be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards granted under the 2025 Share Option Scheme or Other Schemes (excluding any options and awards lapsed in accordance with the terms of the schemes) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding any Treasury Shares), such further grant of Options shall be approved by the Shareholders in general meeting. The Company shall send a circular to its Shareholders containing such information as required under the Applicable Laws and Rule 17.04(5) of the Listing Rules. The relevant Grantee, his or her associates and all core connected persons of the Company shall abstain from voting in favour at such general meeting. The Company shall comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

20. EFFECT OF ALTERATIONS TO SHARE CAPITAL

- 20.1 In the event of any alteration in the capital structure of the Company while any Option remains exercisable, and such event arises from a capitalisation issue, rights issue, subdivision or consolidation of Shares, or reduction of capital of the Company (other than issue of Shares as consideration in respect of a transaction while any Option remains exercisable), the Board may, if it deems appropriate, direct that such corresponding adjustments (if any) be made (i) in the number of Shares subject to the Options so far as unexercised; and/or (ii) the Exercise Price. For the avoidance of doubt, the issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment.
- 20.2 Any adjustments required shall be made in accordance with the following requirements:
- (a) the adjustments shall give a Grantee the same proportion of the equity capital, rounded to the nearest whole Share, as that to which that Grantee was previously entitled;
 - (b) the adjustments shall be made in accordance with the Listing Rules and any other requirements or guidance by the Stock Exchange from time to time, if applicable; and
 - (c) no adjustment shall be made to the extent that a Share would be issued at less than its nominal value.
- 20.3 Save in the case of capitalisation issue, the Auditors or an independent financial adviser appointed by the Company shall confirm to the Directors in writing that the adjustments satisfy the requirements set out above.

21. SHARE CAPITAL

The exercise of any Option shall be subject to the approval by the Shareholders of the Company in general meeting of any necessary increase in the share capital of the Company. Subject thereto the Board shall make available sufficient authorised but unissued share capital of the Company to meet subsisting requirements on the exercise of Options.

22. ALTERATION OF THE 2025 SHARE OPTION SCHEME

22.1 Any change to the terms of the Options granted to a Grantee (except where the changes take effect automatically under the existing terms of the 2025 Share Option Scheme) shall be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be).

22.2 The 2025 Share Option Scheme may be altered in any respect by resolution of the Board save for the following alterations which may be effected only with the prior approval of the Shareholders in general meeting:

- (a) any alterations to the terms and conditions of the 2025 Share Option Scheme which are of a material nature;
- (b) any alterations to the provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the Eligible Participants; and
- (c) any change to the authority of the Board to alter the terms of the 2025 Share Option Scheme,

provided always that the amended terms of the 2025 Share Option Scheme shall continue to comply with the relevant provisions of the Listing Rules and any other Applicable Laws.

23. CANCELLATION OF SHARE OPTIONS

23.1 Any Option may be cancelled in whole or in part and at any time if agreed between the Company and the relevant Grantee, with effect from the date of cancellation as agreed between the Company and the Grantee.

23.2 Where an Option granted to a Grantee is cancelled and a new grant is made to the same Grantee under the 2025 Share Option Scheme, such new grant may only be made under the Scheme Mandate Limit (or the renewed Scheme Mandate Limit) available at the time of such new grant. The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit (or the renewed Scheme Mandate Limit).

24. TERMINATION OF THE 2025 SHARE OPTION SCHEME

The Company by resolution in general meeting or the Board may at any time terminate the operation of the 2025 Share Option Scheme and in such event, no further Options may be offered or granted under the 2025 Share Option Scheme but the provisions of the 2025 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior to the termination or otherwise as may be required in accordance with the terms and conditions of the 2025 Share Option Scheme.



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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**2025 AGM**”) of Ten Pao Group Holdings Limited (the “**Company**”) will be held at Room 615, 6th Floor, Kwong Sang Hong Centre, 151–153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 13 June 2025 at 4:30 p.m. for the following purposes:

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 2024;
2. To declare a final dividend of HK6.0 cents per share for the year ended 31 December 2024;
3. To re-elect Mr. Chu Yat Pang Terry as an independent non-executive director of the Company;
4. To re-elect Mr. Lee Kwan Hung Eddie as an independent non-executive director of the Company;
5. To re-elect Dr. Lui Sun Wing as an independent non-executive director of the Company;
6. To authorize the board of directors of the Company to fix the directors’ remuneration;
7. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Futures Commission and the Stock

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Exchange, subject to and in accordance with all applicable laws, rules and regulations in this regard, be and is hereby generally and unconditionally approved;

- (b) the total number of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares held by or on behalf of the Company) as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of shares of the Company in issue (excluding any treasury shares held by or on behalf of the Company) at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the shareholders of the Company in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws, rules or regulations to be held.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the Company (including any sale or transfer of treasury shares held by or on behalf of the Company) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) during the Relevant Period which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under share option scheme(s) of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of shares of the Company in issue (excluding any treasury shares held by or on behalf of the Company) as at the date of passing of this resolution and the said approval shall be limited accordingly, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of shares of the Company in issue (excluding any treasury shares held by or on behalf of the Company) at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the shareholders of the Company in general meetings; and

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws, rules or regulations to be held; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening the 2025 AGM (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue (excluding any treasury shares held by or on behalf of the Company) as at the date of passing of this resolution.”; and

11. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the 2025 Share Option Scheme of the Company (the “**2025 Share Option Scheme**”) (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of the 2025 AGM), the 2025 Share Option Scheme be and is hereby approved and adopted;

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- (b) the total number of Shares to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10% of the Shares in issue (excluding treasury shares, if any) as at the date of passing of this resolution; and
- (c) the directors of the Company be and are hereby authorised to do all such acts and to enter into all such arrangements as may be necessary or expedient in order to give full effect to the 2025 Share Option Scheme including but without limitation to: (i) administer the 2025 Share Option Scheme under which options will be granted to participants eligible under the 2025 Share Option Scheme to subscribe for Shares; (ii) modify and/or amend the 2025 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2025 Share Option Scheme relating to modification and/or amendment; (iii) grant options to subscribe for Shares under the 2025 Share Option Scheme and to allot and issue (including any treasury shares which may be transferred, as applicable) from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the 2025 Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange; (iv) make application at the appropriate time or times to the Listing Committee of the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the 2025 Share Option Scheme; and (v) consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2025 Share Option Scheme.”.

By order of the Board

Hung Kwong Yee

Chairman & Chief Executive Officer

Hong Kong, 29 April 2025

Notes:

1. Any shareholder of the Company entitled to attend and vote at the 2025 AGM is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

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2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2025 AGM (i.e. not later than 4:30 p.m. on Wednesday, 11 June 2025) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the 2025 AGM and, in such event, the form of proxy delivered shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the 2025 AGM, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at its address shown in Note 2 above for registration no later than 4:30 p.m. on Monday, 9 June 2025.
4. To ascertain shareholders' entitlement to the proposed final dividend upon passing of resolution no. 2 set out in this Notice, the register of members of the Company will be closed from Wednesday, 25 June 2025 to Friday, 27 June 2025 (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to the said proposed final dividend, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at its address shown in Note 2 above for registration no later than 4:30 p.m. on Tuesday, 24 June 2025.
5. References to time and dates in this Notice are to Hong Kong time and dates.