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TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1979)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2016

The Board is pleased to announce that all the resolutions proposed at the AGM held on 31 May 2016 were duly passed.

The board of directors (the “**Board**”) of Ten Pao Group Holdings Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company held on 31 May 2016 (the “**AGM**”) as follows:

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (a))}	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2015.	761,092,000 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK2 cents per share for the year ended 31 December 2015.	761,092,000 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Hung Kwong Yee as an executive director of the Company.	761,092,000 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Hung Sui Tak as an executive director of the Company.	761,092,000 (100.00%)	0 (0.00%)
5.	To authorize the Board to fix the respective directors’ remuneration.	761,092,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (a))}	
		For	Against
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix auditor's remuneration.	761,092,000 (100.00%)	0 (0.00%)
7.	To give a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution (the " Repurchase Mandate ").	761,092,000 (100.00%)	0 (0.00%)
8.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution (the " Issuance Mandate ").	750,052,000 (98.55%)	11,040,000 (1.45%)
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Issuance Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company under the Repurchase Mandate.	756,348,000 (99.38%)	4,744,000 (0.62%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 9, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 1,000,000,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,000,000,000 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.

- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated 25 April 2016 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board
Ten Pao Group Holdings Limited
天寶集團控股有限公司
Hung Kwong Yee
Chairman

Hong Kong, 31 May 2016

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