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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 26 MAY 2017

The Board is pleased to announce that all the resolutions proposed at the AGM held on 26 May 2017 were duly passed.

The board of directors (the “**Board**”) of Ten Pao Group Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 26 May 2017 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2016.	799,558,774 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK3.5 cents per share for the year ended 31 December 2016.	802,994,774 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Hong Guangdai as an executive director of the Company.	801,090,188 (99.76%)	1,904,586 (0.24%)

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (a))}	
		For	Against
4.	To re-elect Mr. Lam Cheung Chuen as an independent non-executive director of the Company.	802,994,774 (100.00%)	0 (0.00%)
5.	To authorize the Board to fix the directors' remuneration.	791,183,194 (98.75%)	10,015,580 (1.25%)
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix their remuneration.	801,198,774 (99.78%)	1,796,000 (0.22%)
7.	To give a general mandate to the directors of the Company to purchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (the " Repurchase Mandate ").	801,198,774 (100.00%)	0 (0.00%)
8.	To give a general mandate to the directors of the Company to issue, allot and deal with authorized and unissued shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (the " Issue Mandate ").	688,888,000 (85.79%)	114,106,774 (14.21%)
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with authorized and unissued shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.	726,041,149 (90.42%)	76,953,625 (9.58%)

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 2017 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, 26 May 2017

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.