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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 25 MAY 2018 AND RETIREMENT OF DIRECTOR

The Board announces that:

- (i) All the resolutions proposed at the AGM held on 25 May 2018 were duly passed.
- (ii) Mr. Hong Guangdai retired as an executive director of the Company with effect from 25 May 2018.

#### POLL RESULTS

The board of directors (the “**Board**”) of Ten Pao Group Holdings Limited (the “**Company**”) and, together with its subsidiaries, the “**Group**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 25 May 2018 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <small>(Note (a))</small>	
		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 2017.	740,976,900 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (a))</i>	
		For	Against
2.	To declare a final dividend of HK2.5 cents per share for the year ended 31 December 2017.	743,828,900 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Chu Yat Pang Terry as an independent non-executive director of the Company.	739,060,900 (99.36%)	4,768,000 (0.64%)
4.	To re-elect Mr. Lee Kwan Hung as an independent non-executive director of the Company.	713,734,900 (95.95%)	30,094,000 (4.05%)
5.	To authorize the Board to fix the directors' remuneration.	731,434,000 (98.54%)	10,850,900 (1.46%)
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the Board to fix their remuneration.	742,284,900 (99.79%)	1,544,000 (0.21%)
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 " <b>Repurchase Mandate</b> ").	742,284,900 (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 " <b>Issue Mandate</b> ").	686,304,000 (92.46%)	55,980,900 (7.54%)
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.	704,116,000 (94.66%)	39,712,900 (5.34%)

*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 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: 1,000,456,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,000,456,000 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the 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 24 April 2018 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.

## **RETIREMENT OF DIRECTOR**

The Board announces that Mr. Hong Guangdai (“**Mr. Hong**”) has retired as an executive director of the Company with effect from 25 May 2018 due to his intended pursuit of other commitments. Following his retirement as an executive director of the Company, he will also cease to be the vice president of the Group.

Mr. Hong confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Hong for his valuable efforts and contributions to the Group.

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, 25 May 2018

*As at the date of this announcement, the Board comprises two executive directors, namely, Mr. Hung Kwong Yee 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.*