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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Ten Pao Group Holdings Limited (the “**Company**”) will be held at Rooms 610–612, 6th Floor, Kwong Sang Hong Centre, 151–153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 17 June 2022 at 4:45 p.m. (or as soon thereafter as the annual general meeting of the Company to be held at the same place and on the same date at 4:30 p.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the Supplemental Agreement and the Revised Annual Caps, each as defined and described in the circular of the Company dated 31 May 2022 (the “**Circular**”) (a copy of the Circular marked “**A**” together with a copy of the Supplemental Agreement marked “**B**” being tabled before the EGM and initialed by the chairman of the EGM for identification purpose), and all transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated under the Supplemental Agreement.”

By Order of the Board

TEN PAO GROUP HOLDINGS LIMITED

Hung Kwong Yee

Chairman and Chief Executive Officer

31 May 2022

Notes:

1. Taking into account the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the EGM against the epidemic to protect the shareholders of the Company (the “**Shareholders**”) from the risk of infection:
 - (i) Compulsory body temperature check will be conducted;
 - (ii) Every Shareholder or proxy is required to wear surgical face mask throughout the EGM (no masks will be provided at the EGM venue);
 - (iii) No refreshment or drinks will be served; and
 - (iv) Every Shareholder or proxy will be assigned a designated seat at the time of registration to ensure social distancing.

A Shareholder or proxy (a) who does not comply with any of the precautionary measures referred to in (i) and (ii) above; or (b) with a body temperature above the reference range quoted by the Hong Kong Department of Health from time to time; or (c) who is subject to health quarantine prescribed by the Government of Hong Kong will not be given access to the meeting venue. The Company reminds the Shareholders or proxies that they should carefully consider the risks of attending the EGM, taking into account their own personal circumstances. For the health and safety of Shareholders, the Company would like to advise Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their proxy forms by the time specified in Note 4 below, instead of attending the EGM in person.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which will be announced closer to the date of the EGM. Shareholders should check the Stock Exchange’s website or the Company’s website at www.tenpao.com for further announcements and updates of the EGM arrangements, if any.

2. The ordinary resolution to be considered at the EGM will be determined by poll. On voting by poll, each member shall have one vote for each fully paid or credited as fully paid share held in the Company.
3. Any Shareholder entitled to attend and vote at the EGM 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.
4. 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 4:45 p.m. on Wednesday, 15 June 2022) or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and, in such event, the form of proxy delivered shall be deemed to be revoked.

5. To ascertain Shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 14 June 2022 to Friday, 17 June 2022 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the EGM, 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 4 above for registration no later than 4:30 p.m. on Monday, 13 June 2022.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. As at the date of this notice, the directors the Company comprise two executive directors, namely, Mr. Hung Kwong Yee and Ms. Yang Bingbing; and three independent non-executive directors, namely, Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung Eddie.