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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 AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of Ten Pao Group Holdings Limited (the “**Company**”) proposes to make certain amendments to the existing articles of association of the Company (the “**Articles of Association**”) for the purposes of, among others, (i) bringing the Articles of Association in line with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), including the core shareholder protection standards set out in Appendix 3 to the Listing Rules and the applicable laws of the Cayman Islands; and (ii) making other housekeeping amendments, including consequential amendments in line with the above amendments to the Articles of Association (collectively, the “**Proposed Amendments**”).

The Board proposes to adopt the amended and restated articles of association of the Company incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Articles of Association, which will be subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company to be held on 2 June 2023 (the “**AGM**”).

A circular containing, among other things, details of the Proposed Amendments together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board

TEN PAO GROUP HOLDINGS LIMITED

Hung Kwong Yee

Chairman & Chief Executive Officer

Hong Kong, 23 March 2023

As at the date of this announcement, the executive Directors are Mr. Hung Kwong Yee and Ms. Yang Bingbing; and the independent non-executive Directors are Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung Eddie.