



# 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)

### Form of proxy for use at the annual general meeting (the “2023 AGM”) to be held on Friday, 2 June 2023

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2)  
of HK\$0.01 each in the share capital of Ten Pao Group Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE 2023 AGM  
(Notes 3 & 4) or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the 2023 AGM (and any adjourned meeting) of the Company to be held at Rooms 610–612, 6th Floor, Kwong Sang Hong Centre, 151–153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 2 June 2023 at 4:30 p.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the 2023 AGM and at the 2023 AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 5)		FOR (Notes 6 & 7)	AGAINST (Notes 6 & 7)
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 2022.		
2.	To declare a final dividend of HK3.3 cents per share for the year ended 31 December 2022.		
3.	To re-elect Mr. Chu Yat Pang Terry as an independent non-executive director of the Company.		
4.	To re-elect Mr. Lee Kwan Hung Eddie as an independent non-executive director of the Company.		
5.	To authorise the board of directors of the Company to fix the directors’ remuneration.		
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
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”).		
8.	To give a general mandate to the directors of the Company to issue, allot and deal with authorised 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”).		
9.	Conditional upon the passing of ordinary resolutions nos. 7 and 8, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with authorised and unissued shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.		
SPECIAL RESOLUTION (Note 5)		FOR (Notes 6 & 7)	AGAINST (Notes 6 & 7)
10.	To approve the proposed amendments to the existing Articles of Association of the Company (the “Proposed Amendments”) and the adoption of amended and restated Articles of Association of the Company, incorporating and consolidating all the Proposed Amendments.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023. Signature (Note 8): \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the 2023 AGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the 2023 AGM in person to represent the member.
- If any proxy other than the Chairman of the 2023 AGM is preferred, strike out the words “THE CHAIRMAN OF THE 2023 AGM” and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the 2023 AGM provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE 2023 AGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The description of resolutions nos. 7, 8, 9 and 10 is by way of summary only. The full text of these resolutions appears in the notice convening the 2023 AGM, which is set out in the Company’s circular dated 25 April 2023.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the 2023 AGM other than those referred to in the notice convening the 2023 AGM.
- All resolutions will be put to vote by way of poll at the 2023 AGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of the Company of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the 2023 AGM or the adjourned meeting.
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2023 AGM and, in such event, the form of proxy delivered shall be deemed to be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the 2023 AGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.