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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 13 JUNE 2025

The Board is pleased to announce that all the resolutions proposed at the 2025 AGM held on 13 June 2025 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 13 June 2025 (the “**2025 AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (b))}	
		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 2024.	778,475,688 (99.92%)	597,950 (0.08%)
2.	To declare a final dividend of HK6.0 cents per share for the year ended 31 December 2024.	779,073,638 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Chu Yat Pang Terry as an independent non-executive director of the Company.	777,354,511 (99.78%)	1,719,127 (0.22%)
4.	To re-elect Mr. Lee Kwan Hung Eddie as an independent non-executive director of the Company.	702,787,944 (90.21%)	76,285,694 (9.79%)

Ordinary Resolutions		Number of Votes (Approximate %) ^{(Note (b))}	
		For	Against
5.	To re-elect Dr. Lui Sun Wing as an independent non-executive director of the Company.	778,069,343 (99.87%)	1,004,295 (0.13%)
6.	To authorize the board of directors of the Company to fix the directors' remuneration.	777,621,102 (99.81%)	1,452,536 (0.19%)
7.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	778,923,054 (99.98%)	150,584 (0.02%)
8.	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 ").	778,919,054 (99.98%)	154,584 (0.02%)
9.	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 ").	767,148,542 (98.47%)	11,925,096 (1.53%)
10.	Conditional upon the passing of ordinary resolutions nos. 8 and 9, 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.	693,200,542 (88.98%)	85,873,096 (11.02%)
11.	To adopt the 2025 Share Option Scheme as defined in the notice convening the 2025 AGM.	768,483,121 (98.64%)	10,590,517 (1.36%)

Notes:

- (a) The description of the above resolutions nos. 8, 9, 10 and 11 is by way of summary only. The full text of these resolutions is set out in the notice convening the 2025 AGM, which is contained in the Company's circular dated 29 April 2025 (the "**Circular**").
- (b) 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 2025 AGM in person or by proxy.

- (c) As more than 50% of the votes were cast in favour of each of the resolutions nos. 1 to 11, all such ordinary resolutions were duly passed.
- (d) The total number of shares of the Company in issue as at the date of the 2025 AGM: 1,030,388,965 shares.
- (e) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the 2025 AGM: 1,030,388,965 shares.
- (f) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the 2025 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.
- (g) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the 2025 AGM: Nil.
- (h) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the 2025 AGM.
- (i) The Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the 2025 AGM.
- (j) All the directors of the Company, being the three executive directors, Mr. Hung Kwong Yee, Mr. Tse Chung Shing and Ms. Hung Sui Lam and the four independent non-executive directors, Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry, Mr. Lee Kwan Hung Eddie and Dr. Lui Sun Wing, attended the 2025 AGM.

By order of the Board
Ten Pao Group Holdings Limited
Hung Kwong Yee
Chairman & Chief Executive Officer

Hong Kong, 13 June 2025

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Hung Kwong Yee, Mr. Tse Chung Shing and Ms. Hung Sui Lam; and four independent non-executive directors, namely Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry, Mr. Lee Kwan Hung Eddie and Dr. Lui Sun Wing.