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 12 JUNE 2026, RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that all the resolutions proposed at the 2026 AGM held on 12 June 2026 were duly passed.

The Board also announces the following changes of the Company, which take effect from the conclusion of the 2026 AGM:

1. Mr. Chu Yat Pang Terry has retired as an independent non-executive director and ceased to act as the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee;

2. Mr. Lee Kwan Hung Eddie has retired as an independent non-executive director and ceased to act as the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee;

3. Mr. Cheung Chin Hoo has been appointed as an independent non-executive director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee;

4. Ms. Ferheen Mahomed has been appointed as an independent non-executive director and a member of each of the Remuneration Committee and Nomination Committee; and

5. the position of Dr. Lui Sun Wing, an existing independent non-executive director, in the Remuneration Committee has changed from a member to the chairman.

2026 AGM POLL RESULTS

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 12 June 2026 (the "**2026 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 2025.	773,644,998 (99.93%)	575,636 (0.07%)
2.	To declare a final dividend of HK6.6 cents per share for the year ended 31 December 2025.	774,220,634 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Hung Kwong Yee as an executive director of the Company.	772,642,605 (99.80%)	1,578,029 (0.20%)
4.	To appoint Mr. Cheung Chin Hoo ("**Mr. Cheung**") as an independent non-executive director of the Company.	774,220,634 (100.00%)	0 (0.00%)
5.	To appoint Ms. Ferheen Mahomed ("**Ms. Mahomed**") as an independent non-executive director of the Company.	774,220,634 (100.00%)	0 (0.00%)
6.	To authorize the board of directors of the Company to fix the directors' remuneration.	773,773,519 (99.94%)	447,115 (0.06%)
7.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	764,255,121 (98.71%)	9,965,513 (1.29%)
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**").	774,070,050 (99.98%)	150,584 (0.02%)

	Ordinary Resolutions	Number of Votes (Approximate %)(Note(b))	
		For	Against
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**").	760,979,121 (98.29%)	13,241,513 (1.71%)
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.	696,423,121 (89.95%)	77,797,513 (10.05%)

Notes:

(a) The description of the above resolutions nos. 8, 9 and 10 is by way of summary only. The full text of these resolutions is set out in the notice convening the 2026 AGM, which is contained in the Company's circular dated 28 April 2026 (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 2026 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 10, all such ordinary resolutions were duly passed.

(d) The total number of shares of the Company in issue as at the date of the 2026 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 2026 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 2026 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 2026 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 2026 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 2026 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 2026 AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

As set out in the announcement of the Company dated 27 April 2026 (the "**Announcement**") and the Circular, since the Company intends to deal with the relevant Listing Rule relating to the tenure of the independent non-executive directors, both Mr. Chu Yat Pang Terry ("**Mr. Chu**") and Mr. Lee Kwan Hung Eddie ("**Mr. Lee**") would retire and would not offer themselves for re-election at the 2026 AGM. Accordingly, with effect from the conclusion of the 2026 AGM, (i) Mr. Chu has retired as an independent non-executive director of the Company and also ceased to be the chairman of the audit committee of the Company (the "**Audit Committee**") and a member of each of the remuneration committee (the "**Remuneration Committee**") and nomination committee (the "**Nomination Committee**") of the Company; and (ii) Mr. Lee has retired as an independent non-executive director of the Company and also ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Mr. Cheung and Ms. Mahomed were duly appointed as independent non-executive directors of the Company with effect from the conclusion of the 2026 AGM. Mr. Cheung was also appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee from the effective date of his appointment as an independent non-executive director of the Company. Ms. Mahomed was also appointed as a member of each of the Remuneration Committee and Nomination Committee from the effective date of her appointment as an independent non-executive director of the Company. As at the date of this announcement, Ms. Mahomed is 61 years old. Save as disclosed, the biographical details and other information of Mr. Cheung and Ms. Mahomed, as required to be disclosed under Rule 13.51(2) of the Listing Rules, are set out in the Announcement and the Circular and remain unchanged.

Each of Mr. Cheung and Ms. Mahomed has also confirmed (a) his/her independence as regards each of the factors contained in Rules 3.13(1) to (8) of the Listing Rules; (b) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his/her independence at the time of his/her appointment.

As disclosed in the Announcement and the Circular, the position of Dr. Lui Sun Wing, an existing independent non-executive director of the Company, in the Remuneration Committee has changed from a member to the chairman with effect from the conclusion of the 2026 AGM.

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

Hong Kong, 12 June 2026

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, Dr. Lui Sun Wing, Mr. Cheung Chin Hoo and Ms. Ferheen Mahomed.