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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 (the “**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 Monday, 8 April 2024 at 4:00 p.m. for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “That:

conditional upon the fulfilment of all conditions of the share award scheme (the “**Ten Pao Electronic (Huizhou) Share Award Scheme**”) of Ten Pao Electronic (Huizhou) Co., Ltd* (天寶電子(惠州)有限公司) (“**Ten Pao Electronic (Huizhou)**”), an indirect wholly-owned subsidiary of the Company, the rules of the Ten Pao Electronic (Huizhou) Share Award Scheme (the document marked “**A**” produced to the EGM and initialled by the chairman of the EGM for identification purposes), be and are hereby approved, and any director of the Company and the board of directors of Ten Pao Electronic (Huizhou) be and are hereby authorised to do all such acts and to execute all such documents as he/she may deem necessary or expedient for the purpose of giving full effect to the Ten Pao Electronic (Huizhou) Share Award Scheme.”

2. “That:

the grant of 8,700,000 registered capital of Ten Pao Electronic (Huizhou) to Ms. Yang Bingbing under the Ten Pao Electronic (Huizhou) Share Award Scheme be and is hereby approved, confirmed and ratified and any director of the Company and the board of directors of Ten Pao Electronic (Huizhou) be and are hereby authorised to do all such acts which he/she may consider necessary, desirable or expedient for the purpose of giving effect to the grant of 8,700,000 registered capital of Ten Pao Electronic (Huizhou) to Ms. Yang Bingbing.”

3. “That:

the grant of 2,000,000 registered capital of Ten Pao Electronic (Huizhou) to Mr. Hong Guangdai under the Ten Pao Electronic (Huizhou) Share Award Scheme be and is hereby approved, confirmed and ratified and any director of the Company and the board of directors of Ten Pao Electronic (Huizhou) be and are hereby authorised to do all such acts which he/she may consider necessary, desirable or expedient for the purpose of giving effect to the grant of 2,000,000 registered capital of Ten Pao Electronic (Huizhou) to Mr. Hong Guangdai.”

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

* *For identification purposes only*

Hong Kong, 15 March 2024

Notes:

1. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions will be voted by poll at the EGM. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.tenpao.com).
2. Any shareholder of the Company 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.

3. 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 4:00 p.m. on Saturday, 6 April 2024) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the form of proxy delivered shall be deemed to be revoked.
4. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 2 April 2024 to Monday, 8 April 2024, 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 3 above for registration no later than 4:30 p.m. on Thursday, 28 March 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.

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 three independent non-executive Directors, namely, Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung Eddie.