

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

TAI PING CARPETS INTERNATIONAL LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 146)



TAI PING

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
6 DECEMBER 2024;
(2) DISTRIBUTION OF FINAL DIVIDEND;
(3) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(4) CHANGE IN COMPOSITION OF REMUNERATION COMMITTEE
AND
(5) NON-COMPLIANCE WITH RULE 3.27A
OF THE LISTING RULES**

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting of Tai Ping Carpets International Limited (the “Company”) held on 6 December 2024 (the “AGM”), voting on each of the proposed resolutions as set out in the notice of AGM dated 15 October 2024 (the “Notice”) was taken by poll.

All the proposed resolutions, which were voted on by poll, were approved by shareholders of the Company (the “Shareholders”). The poll results in respect of the resolutions are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 30 June 2024.	154,541,939 100%	0 0%
2.	To declare a final dividend for the year ended 30 June 2024.	154,541,939 100%	0 0%
3.	(a) To re-elect Mr. Mark Stuart Worgan as an executive director of the Company.	154,541,939 100%	0 0%
	(b) To re-elect Mr. Daniel George Green as an independent non-executive director of the Company.	154,541,939 100%	0 0%
	(c) To re-elect Mr. Frederick Edward Elkin Mocatta as a non-executive director of the Company.	154,541,939 100%	0 0%
	(d) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors.	154,541,939 100%	0 0%
4.	To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.	154,541,939 100%	0 0%

As at the date of the AGM, the total number of shares of the Company in issue was 212,187,488 shares, which was the total number of shares of the Company entitling the Shareholders to attend and vote for or against all resolutions. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. No Shareholder was required to abstain from voting on any of the resolutions at the AGM. No Shareholders have stated their intention in the Circular of the Company dated 15 October 2024 to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

As more than 50% of the votes were cast in favour of all Resolutions, all Resolutions were duly passed as ordinary resolution.

The vote-taking at the AGM was scrutinised by the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited.

All directors of the Company attended the AGM in person.

(2) DISTRIBUTION OF FINAL DIVIDEND

A final dividend of HK12 cents per share was approved at the AGM and will be distributed on or around 30 December 2024 to Shareholders whose names appear on the register of members of the Company at the close of business on 16 December 2024.

(3) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mrs. Fung Yeh Yi Hao Yvette ("Mrs. Fung") has served as an independent non-executive director of the Company for over 20 years and being eligible, did not offer herself for re-election and retired by rotation as an independent non-executive director of the Company upon conclusion of the AGM. Following her retirement, Mrs. Fung ceased to act as the chairman of the remuneration committee (the "Remuneration Committee") and a member of the nomination committee (the "Nomination Committee") of the Company.

Mrs. Fung confirmed that she had no disagreement with the Board and there was no matter relating to her retirement that would need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mrs. Fung for her valuable contributions to the Company during her tenure of office.

(4) CHANGE IN COMPOSITION OF REMUNERATION COMMITTEE

The Board further announces that following the retirement of Mrs. Fung, Mr. Daniel George Green, independent non-executive director of the Company, has been redesignated as the chairman of the Remuneration Committee and Mr. Nicholas James Debnam, independent non-executive director of the Company, has been appointed as a member of the Remuneration Committee, with effect from 6 December 2024.

(5) NON-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES

Following the retirement of Mrs. Fung, the required composition of the Nomination Committee did not meet the requirement under Rule 3.27A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") which stipulates that the Nomination Committee shall comprise a majority of independent non-executive directors.

The Board is endeavoring to identify suitable candidates to fill the vacancy as soon as practicable, with the relevant appointment to be made within three months from the date of Mrs. Fung's retirement to meet the relevant requirements under the Listing Rules and for corporate governance purposes. The Company will make further announcement as and when appropriate.

By order of the Board
Tai Ping Carpets International Limited
Lung Chi Sing Alex
Company Secretary

Hong Kong, 6 December 2024

As at the date of this announcement, the Directors of the Company are: Chairman and Non-executive Director – Mr. Nicholas Timothy James Colfer; Chief Executive Officer and Executive Director – Mr. Mark Stuart Worgan; Non-executive Directors – Mr. Tong Chi Leung David, Mr. John Jeffrey Ying, Mr. Leong Kwok Fai Nelson, Mr. Frederick Edward Elkin Mocatta; Independent Non-executive Directors – Mr. Daniel George Green, Ms. Yung Ka Sing Kathryn, Mr. Nicholas James Debnam.