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**TAI PING CARPETS INTERNATIONAL LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 146)



**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 9 DECEMBER 2022,  
DISTRIBUTION OF FINAL DIVIDEND,  
RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
CHANGE OF AUDIT COMMITTEE CHAIRMAN AND  
ADOPTION OF AMENDED AND RESTATED BYE-LAWS**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting of Tai Ping Carpets International Limited (the “Company”) held on 9 December 2022 (the “AGM”), voting on each of the proposed resolutions as set out in the notice of AGM dated 11 October 2022 (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 2022.	154,955,999 99.999903%	150 0.000097%
2.	To declare a final dividend for the year ended 30 June 2022.	154,955,999 99.999903%	150 0.000097%
3.	(a) To re-elect Mr. Mark Stuart Worgan as an executive director of the Company.	154,955,999 99.999903%	150 0.000097%
	(b) To re-elect Mr. Andrew Clifford Winawer Brandler as a non-executive director of the Company.	154,955,999 99.999903%	150 0.000097%
	(c) To re-elect Mr. Daniel George Green as an independent non-executive director of the Company.	154,955,999 99.999903%	150 0.000097%
	(d) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors.	154,955,849 99.999806%	300 0.000194%

<b>Ordinary Resolutions</b>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
4.	To elect Mr. Nicholas James Debnam as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.	154,955,850 99.999807%	299 0.000193%
5.	To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.	154,955,999 99.999903%	150 0.000097%
<b>Special Resolution</b>		<b>For</b>	<b>Against</b>
6.	To approve the proposed amendments to the existing Bye-laws of the Company and to adopt the amended and restated Bye-laws of the Company. #	154,955,999 99.999903%	150 0.000097%

# Full text of the resolution is set out in the notice convening the AGM which is contained in the circular of the Company despatched to the Shareholders together with the Form of Proxy.

As at the date of the AGM, the issued share capital of the Company was 212,187,488 shares, which was the total number of shares 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 11 October 2022 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 Resolutions 1 to 5 and more than 75% of the votes were cast in favour of Resolution 6, Resolutions 1 to 5 were duly passed as ordinary resolutions and Resolution 6 was duly passed as a special resolution.

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

Mr. Nicholas Timothy James Colfer, Mr. Mark Stuart Worgan, Mr. Tong Chi Leung David, Mr. John Jeffrey Ying, Mr. Leong Kwok Fai Nelson, Mr. Andrew Clifford Winawer Brandler, Mrs. Fung Yeh Yi Hao Yvette, Mr. Yung Lincoln Chu Kuen and Mr. Daniel George Green attended the AGM in person, except for Mr. Roderic Noel Anthony Sage due to his other engagement.

## **DISTRIBUTION OF FINAL DIVIDEND**

A final dividend of HK6 cents per share was approved at the AGM and will be distributed on or around 30 December 2022 to Shareholders whose names appear on the register of members of the Company at the close of business on 19 December 2022.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Roderic Noel Anthony Sage ("Mr. Sage") has served the Board for over 16 years and being eligible, did not offer himself for re-election and retired by rotation as an independent non-executive director of the Company upon conclusion of the AGM. Following his retirement, Mr. Sage ceased to act as the chairman of the audit committee of the Company (the "Audit Committee").

Mr. Sage confirmed that he had no disagreement with the Board and there was no matter relating to his 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 Mr. Sage for his valuable contributions to the Company during his tenure of office.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Nicholas James Debnam (“Mr. Debnam”) has been appointed as an independent non-executive director of the Company with effect from the conclusion of the AGM. Following his appointment, Mr. Debnam appointed as the chairman of the Audit Committee.

The biographical details of Mr. Debnam and his information required to be disclosed under Rule 13.51(2) of the Listing Rules were set out in the announcement of the Company dated 3 October 2022 and the circular issued by the Company on 11 October 2022. Since then, there has been no change in all such information.

Mr. Debnam confirmed that he meets all independence criteria as set out under Rule 3.13 of the Listing Rules.

The Board would like to express its warm welcome to Mr. Debnam for joining the Board.

#### **ADOPTION OF AMENDED AND RESTATED BYE-LAWS**

The Board hereby announces that the adoption of the amended and restated Bye-Laws of the Company has been approved by the Shareholders by way of a special resolution at the AGM. The amended and restated Bye-Laws of the Company take effect from the conclusion of the AGM.

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

Hong Kong, 9 December 2022

*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. Andrew Clifford Winawer Brandler; Independent Non-executive Directors – Mrs. Fung Yeh Yi Hao Yvette, Mr. Yung Lincoln Chu Kuen, Mr. Daniel George Green, Mr. Nicholas James Debnam.*