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## **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 7 DECEMBER 2023,  
(2) DISTRIBUTION OF FINAL DIVIDEND,  
(3) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
(4) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
AND  
(5) CHANGE OF COMPOSITION OF AUDIT COMMITTEE AND  
NOMINATION COMMITTEE**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting of Tai Ping Carpets International Limited (the “Company”) held on 7 December 2023 (the “AGM”), voting on each of the proposed resolutions as set out in the notice of AGM dated 20 October 2023 (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:

<b>Ordinary Resolutions</b>		<b>Number of votes (%)</b>	
		<b>For</b>	<b>Against</b>
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 2023.	154,815,499 99.999903%	150 0.000097%
2.	To declare a final dividend for the year ended 30 June 2023.	154,815,499 99.999903%	150 0.000097%
3.	(a) To re-elect Mr. Nicholas Timothy James Colfer as a non-executive director of the Company.	154,799,999 99.989891%	15,650 0.010109%
	(b) To re-elect Mr. John Jeffrey Ying as a non-executive director of the Company.	154,799,999 99.989891%	15,650 0.010109%
	(c) To re-elect Mr. Tong Chi Leung David as a non-executive director of the Company.	154,799,999 99.989891%	15,650 0.010109%
	(d) To re-elect Mr. Leong Kwok Fai Nelson as a non-executive director of the Company.	154,799,999 99.989891%	15,650 0.010109%
	(e) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors.	154,799,849 99.989794%	15,800 0.010206%
4.	To elect Ms. Yung Ka Sing Kathryn as an independent non-executive director of the Company and to authorise the Board to fix her remuneration.	154,799,849 99.989794%	15,800 0.010206%

Ordinary Resolutions		Number of votes (%)	
		For	Against
5.	To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.	154,799,999 99.989891%	15,650 0.010109%

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 20 October 2023 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.

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, Mr. Daniel George Green and Mr. Nicholas James Debnam attended the AGM in person or by electronic means.

#### **DISTRIBUTION OF FINAL DIVIDEND**

A final dividend of HK9 cents per share was approved at the AGM and will be distributed on or around 29 December 2023 to Shareholders whose names appear on the register of members of the Company at the close of business on 15 December 2023.

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

Mr. Yung Lincoln Chu Kuen ("Mr. Yung") has served as an independent non-executive director of the Company for over 19 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. Yung ceased to act as a member of the audit committee (the "Audit Committee") and the nomination committee (the "Nomination Committee") of the Company.

Mr. Yung 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. Yung 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 Ms. Yung Ka Sing Kathryn ("Ms. Yung") has been appointed as an independent non-executive director of the Company with effect from the conclusion of the AGM.

The biographical details of Ms. Yung and her information required to be disclosed under Rule 13.51(2) the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) were set out in the announcement of the Company dated 18 October 2023 and the circular issued by the Company on 20 October 2023. Since then, there has been no change in all such information.

Ms. Yung is the daughter of Mr. Yung, the retired independent non-executive director of the Company at the conclusion of the AGM. Except for the foregoing fact which does not meet the independence guideline set out in Rules 3.13(6) of the Listing Rules, Ms. Yung has satisfied all the independence criteria under Rule 3.13 of the Listing Rules. The Board is not aware of any factors that may affect her independence as an independent non-executive director. The Board is of the view that being a daughter of a retired independent non-executive director on the Board should not automatically be deemed to adversely affect or impair Ms. Yung’s independence as an independent non-executive director herself. Considering Ms. Yung’s extensive experience and professional qualification, Ms. Yung has the calibre, attributes and appropriate experience to act as a director of the Company. The Company believes that Ms. Yung is capable of exercising her professional judgement and draw upon her knowledge and experience in the asset management and banking industries to bring contribution and benefits to the Board. The Company currently has one female director on the Board and the introduction of Ms. Yung to the Board will diversify the Board’s composition as well as to further enhance the gender diversity of the Board. Furthermore, the Company has written to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) under Rule 3.14 of the Listing Rules to demonstrate, and the Stock Exchange has agreed, that Ms. Yung is independent to act as an independent non-executive director.

Save for Rule 3.13(6) of the Listing Rules mentioned above, Ms. Yung has confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to express its warm welcome to Ms. Yung for joining the Board.

## **CHANGE OF COMPOSITION OF AUDIT COMMITTEE AND NOMINATION COMMITTEE**

The Board further announces that following the appointment of Ms. Yung as an independent non-executive director of the Company, Ms. Yung has been appointed as a member of the Audit Committee and the Nomination Committee with effect from 7 December 2023.

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

Hong Kong, 7 December 2023

*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. Daniel George Green, Ms. Yung Ka Sing Kathryn, Mr. Nicholas James Debnam.*