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**唐宮(中國)控股有限公司**

**TANG PALACE (CHINA) HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1181)**

## **AMENDMENTS TO THE SHARE AWARD PLAN**

Pursuant to the Share Award Plan, in the event that the Board considers it is appropriate for the Share Award Plan Trustee to subscribe for shares in the Company by utilising the funds allocated by the Board out of the group's resources, the Company shall first seek approval from shareholders in general meeting to authorise the Directors to allot and issue such shares.

The Board has with the consent of the Share Award Plan Trustee agreed to amend the Share Award Plan such that no shareholders' approval is required to allot and issue shares by the Directors for the purpose of the Share Award Plan to the extent a general mandate is available to the Directors.

Reference is made to the share award plan adopted by Tang Palace (China) Holdings Limited (the "Company") on 25 March 2011 (the "Share Award Plan") as mentioned in the Company's prospectus dated 7 April 2011.

Pursuant to the Share Award Plan, in the event that the Board considers it is appropriate for the Share Award Plan Trustee to subscribe for shares in the Company by utilising the funds allocated by the Board out of the group's resources, the Company shall first seek approval from shareholders in general meeting to authorise the Directors to allot and issue such shares (the "Current Arrangement").

As the Current Arrangement requiring prior shareholders' approval for each time when shares are required to be allotted and issued under the Share Award Plan is time consuming and costly, the Board, with the consent of the Share Award Plan Trustee, has agreed to amend the Share Award Plan so that prior shareholders' approval is not required for the Directors to allot and issue shares under the Share Award Plan provided that the Directors have sufficient unissued shares within general mandate on hand.

As at the date of this announcement, no awards have yet been granted under the Share Award Plan. All other terms of the Share Award Plan shall remain unchanged.

By Order of the Board  
**Yip Shu Ming**  
*Chairman and Executive Director*

Hong Kong, 10 April 2013

*As at the date of this announcement, the Board comprises the following directors:*

*Executive directors:*

*Mr. Yip Shu Ming, Mr. Chan Man Wai,  
Mr. Ku Hok Chiu, Ms. Weng Peihe*

*Independent non-executive directors:*

*Mr. Kwong Chi Keung, Mr. Kwong Ping Man,  
Mr. Cheung Kin Ting Alfred*