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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Tang Palace (China) Holdings Limited (the “**Company**”) will be held at Level 5, Galan Building, Caitian Road, Futian District, Shenzhen, People’s Republic of China on Friday, the 30th day of May 2014 at 3:00 p.m. for the following purposes:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2013;
2. to approve the declaration of a final dividend for the year ended 31 December 2013 of HK6.6 cents per share of HK\$0.10 each in the capital of the Company;
3. to consider the re-election of the retiring directors of the Company, each as separate resolution, and to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. to consider the re-appointment of Messrs. Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration; and
5. to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or deal with additional shares in the share capital of the Company (the “**Shares**”), and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other

securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) below);
  - (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;
  - (iii) the exercise of options under the Pre-IPO Share Option Scheme, Share Option Scheme (as defined in the prospectus of the Company dated 7 April 2011) or similar schemes/arrangements adopted by the Company from time to time; or
  - (iv) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) and other relevant regulations in force from time to time;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law or any other applicable law of the Cayman Islands to be held; and
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of options, warrants or other securities giving the right to subscribe for Shares opens for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(2) “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Law**”) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above, during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law or any other applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(3) “**THAT** conditional upon resolutions Nos. 5(1) and 5(2) above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution No. 5(1) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution No. 5(2) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue which may be allotted and issued or agreed conditionally or unconditionally to be

allotted and issued by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution No. 5(2) above.”

By order of the Board  
**Tang Palace (China) Holdings Limited**  
**Wong Chung Yeung**  
*Company Secretary*

Hong Kong, 29 April 2014

*Head office and principal place of business in Hong Kong:*

Unit 3, 10th Floor,  
Greenfield Tower,  
Concordia Plaza,  
No. 1 Science Museum Road,  
Kowloon,  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint in written form one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at Tricor Investor Services Limited, the branch share registrar and transfer office (the “**Hong Kong Share Registrar**”) of the Company in Hong Kong, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
4. To ascertain shareholders’ eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 26 May 2014 to Friday, 30 May 2014, both dates inclusive, during which no share transfers will be effected. In order to qualify to attend and vote at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar not later than 4:30 p.m. on Friday, 23 May 2014.

Subject to the approval of the shareholders at the above meeting, the proposed final dividend will be payable to the shareholder whose names appear on the register of members of the Company on Monday, 9 June 2014. To ascertain shareholders’ entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 6 June 2014 to Monday, 9 June 2014 (both days inclusive), during which date no transfer of shares will be effected, if and only if the proposed final dividend is approved by the shareholders at the meeting. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar not later than 4:30 p.m. on Thursday, 5 June 2014.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to the resolution No. 5(1) above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Pre-IPO Share Option Scheme, exercise of options granted or which may be granted under the Share Option Scheme and/or pursuant to the Share Award Plan.
7. In relation to resolution No. 5(2) above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on Stock Exchange is set out in appendix I to the circular to shareholders dated 29 April 2014.
8. With regard to item 3 of this notice, details of the retiring Directors proposed for re-election namely, Mr. Yip Shu Ming, Mr. Kwong Ping Man and Mr. Cheung Kin Ting Alfred, are set out in appendix II to the circular to shareholders dated 29 April 2014.
9. As at the date of this notice, the executive Directors of the Company are Mr. Yip Shu Ming, Mr. Chan Man Wai, Mr. Ku Hok Chiu and Ms. Weng Peihe; and the independent non-executive Directors of the Company are Mr. Kwong Chi Keung, Mr. Kwong Ping Man and Mr. Cheung Kin Ting Alfred.