

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.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Tang Palace (China) Holdings Limited (the “**Company**”) will be held at 4:00 p.m. on Tuesday, 26 September 2017 at 2/F, The L. Place, 139 Queen’s Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (A) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting listing of, and permission to deal in, the new shares of HK\$0.1 each of Tang Palace (China) Holdings Limited (the “**Company**”) to be issued pursuant to this resolution, an appropriate amount standing to the credit of the share premium account of the Company be capitalised to pay up in full at par, such number of new shares of HK\$0.1 each of the Company which is equal to one-fourth of the total number of the issued shares in the Company (the “**Bonus Share(s)**”) on Wednesday, 4 October 2017 (“**Record Date**”) and which shall be allotted and issued credited as fully paid to and among the shareholders of the Company whose names are on the register of members of the Company at the close of business on the Record Date on the basis of one (1) Bonus Share for every four (4) ordinary shares of HK\$0.1 each in the Company (the “**Shares**”) held by such shareholders of the Company on the Record Date (the “**Bonus Issue**”), other than those shareholders (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the directors of the Company (the “**Directors**”) consider the exclusion from the Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and the memorandum and articles of association of the Company;

- (B) the Bonus Shares to be allotted and issued pursuant to Resolution (A) shall rank *pari passu* in all respects with the existing issued Shares and that the Directors and/or the company secretary of the Company be and are hereby authorised to deal with any fractions arising from the Bonus Issue including, without limitation, the aggregation and the sale of the Bonus Shares representing such fractions and to retain the net proceeds for the benefit of the Company;
- (C) the Directors and/or the company secretary of the Company be and are hereby authorized to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares has commenced, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100, in which case the Directors and/or the company secretary of the Company be and are hereby authorized to retain such amount for the benefit of the Company; and
- (D) the Directors and/or the company secretary of the Company be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the Bonus Issue and/or the issue of the Bonus Shares.”

By Order of the Board
Tang Palace (China) Holdings Limited
YIP Shu Ming
Chairman

Hong Kong, 7 September 2017

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 (or at any adjournment thereof) 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 (or at any adjournment thereof), 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 proxy form and the power of attorney or other authority, if any, under which it is signed or a notorially 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 fixed for holding the above 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 Wednesday, 20 September 2017 to Tuesday, 26 September 2017, 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 Tuesday, 19 September 2017.
5. To ascertain the entitlement of the Shareholders to the Bonus Issue (if approved in EGM), the register of members of the Company will also be closed from Tuesday, 3 October 2017 to Wednesday, 4 October 2017, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for the Bonus Issue, non-registered Shareholders should ensure that Share transfer documents together with the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Friday, 29 September 2017.
6. 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.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. 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.