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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 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 2/F, The L. Place, 139 Queen’s Road Central, Central, Hong Kong on Monday, 4 June 2018 at 3:30 p.m. 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 RESOLUTIONS**

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), the Share Subdivision (as defined below) be approved, confirmed and ratified, in the following manner:
  - (a) each of the existing issued and unissued ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Existing Shares**”) be and is hereby subdivided into two (2) ordinary shares of HK\$0.05 each (the “**Subdivided Shares**”), with effect from the next business day immediately following the day on which this resolution is passed (the “**Share Subdivision**”); and
  - (b) any one director of the Company be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to any of the foregoing as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Share Subdivision and any transactions contemplated thereunder.”

2. “**THAT**

- (a) the grant of specific mandate to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company to allot and issue an aggregate of 1,540,000 new Existing Shares (as defined below) (if the Share Subdivision (as defined below) is not effective at the date of allotment), or 3,080,000 new Subdivided Shares (as defined below) (if the Share Subdivision is effective at the date of allotment) (the “**Award Shares**”), credited as fully paid, to Best Service Limited (the “**Trustee**”) to hold on trust for Ms. Weng Peihe, in accordance with the terms of the Share Award Plan adopted on 25 March 2011 by the Company (as amended and supplemented) (the “**Share Award Plan**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant of the Award Shares pursuant to the Share Award Plan to Ms. Weng Peihe (the “**Award**”), who is a Director and accordingly a connected person (as defined in Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”)) to the Company, is hereby approved, confirmed and ratified;
- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder, including but not limited to the issue and allotment of the new Award Shares pursuant to the Share Award Plan.”

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

Hong Kong, 15 May 2018

*Notes:*

1. A member of the Company entitled to attend and vote at the above meeting (or 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, 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 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 Tuesday, 29 May, 2018 to Monday, 4 June, 2018, 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 Monday, 28 May 2018.
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. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. As at the date of the Announcement, 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.