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Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 7 April, 2011 (the “Prospectus”) issued by Tang Palace (China) Holdings Limited.



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)

FULL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option has been fully exercised by the Sole Global Coordinator on 19 April 2011 to require the Company to allot and issue an aggregate of 15,000,000 Shares, representing 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option to cover over-allocations in the International Offering.

As at the date of this announcement, the Over-allotment Shares have been allotted and issued by the Company at HK\$1.65 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

The Company announces that the Over-allotment Option has been fully exercised by the Sole Global Coordinator on 19 April 2011 to require the Company to allot and issue an aggregate of 15,000,000 Shares (the “**Over-allotment Shares**”), representing 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option to cover over-allocations in the International Offering.

As at the date of this announcement, the Over-allotment Shares have been allotted and issued by the Company at HK\$1.65 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

As shown in the shareholding structure of the Company below, immediately before the exercise of the Over-allotment Option, 25% of the issued share capital of the Company was held by the public. Such shareholding percentage has increased to approximately 27.7% immediately after completion of the allotment and issue of the Over-allotment Shares by the Company.

The shareholding structure of the Company immediately before and after completion of the allotment and issue of the Over-allotment Shares by the Company are as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares by the Company		Immediately after the allotment and issue of the Over-allotment Shares by the Company	
	No. of Shares	Percentage	No. of Shares	Approximate percentage
Best Active Investments (Note 1)	150,000,000	37.50%	150,000,000	36.15%
Current Success Investments (Note 2)	105,000,000	26.25%	105,000,000	25.30%
Bright Mind Investments (Note 3)	45,000,000	11.25%	45,000,000	10.84%
Public	<u>100,000,000</u>	<u>25.00%</u>	<u>115,000,000</u>	<u>27.71%</u>
	<u>400,000,000</u>	<u>100%</u>	<u>415,000,000</u>	<u>100%</u>

Notes:

1. A company incorporated in the BVI and wholly owned by Mr. Chan.

2. A company incorporated in the BVI and wholly owned by Mr. Yip.
3. A company incorporated in the BVI and wholly owned by Mr. Ku.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealing in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 26 April 2011.

The additional net proceeds received by the Company upon the allotment and issue of the Over-allotment Shares are approximately HK\$23.9 million, which will be used by the Company for the same purposes and in the same proportions as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

Further announcement will be made by the Company after the end of the stabilisation period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilising) Rules, Chapter 571W of the Laws of Hong Kong.

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

Hong Kong, 20 April 2011

As at the date of this announcement, our executive Directors are Mr. Yip Shu Ming, Mr. Chan Man Wai, Mr. Ku Hok Chiu and Ms. Weng Peihe and our independent non-executive Directors are Mr. Kwong Chi Keung, Mr. Kwong Ping Man and Mr. Cheung Kin Ting Alfred.