

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Tang Palace (China) Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Tang Palace (China) Holdings Limited to be held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 10:00 a.m. on Friday, the 25th day of May 2012 is set out on pages 15 to 19 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

25 April 2012

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. General mandate to repurchase shares	4
3. General mandate to issue shares	4
4. Extension mandate to issue shares	4
5. Re-election of Directors	5
6. Annual General Meeting	5
7. Voting by way of poll	6
8. Recommendation	6
9. General	6
10. Miscellaneous	6
Appendix I — Explanatory Statement	7
Appendix II — Biographical details of Directors for re-election	11
Notice of Annual General Meeting	15

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on 25 May 2012 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of Annual General Meeting
“Articles of Association”	the articles of association of the Company, adopted on 25 March 2011 and as amended from time to time
“Board”	the board of Directors
“Companies Law”	Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“Company”	Tang Palace (China) Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution at the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	20 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this circular, reference in this circular to the PRC exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme approved and adopted by the Company on 25 March 2011
“Prospectus”	the prospectus of the Company in respect of its initial public offering dated 7 April 2011
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Share Award Plan”	the share award plan adopted by the Company on 25 March 2011
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	a scheme approved and adopted by the Company on 25 March 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yip Shu Ming (*Chairman*)
Mr. Chan Man Wai (*Vice-Chairman*)
Mr. Ku Hok Chiu
Ms. Weng Peihe

Independent Non-Executive Directors:

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

Registered Office:

Cricket Square, Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

**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

25 April 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE
AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, inter alia, (a) ordinary resolutions on the proposed grant of each of the Repurchase Mandate, Issue Mandate and Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders on 25 March 2011, a general unconditional mandate was given to the Directors to exercise all powers of the Company to purchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following the completion of the Global Offering and the Capitalization Issue (both as defined in the Prospectus). Such general mandate will expire at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such ordinary resolution (i.e. not exceeding 41,500,000 Shares based on the issued share capital of the Company of 415,000,000 Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting).

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required under the Listing Rules is set out in appendix I to this circular.

3. GENERAL MANDATE TO ISSUE SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders on 25 March 2011, a general unconditional mandate was given to the Directors to allot, issue or otherwise deal with Shares of up to 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalization Issue. Such general mandate will expire at the conclusion of the Annual General Meeting.

Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (i.e. not exceeding 83,000,000 Shares based on 20% of the issued share capital of the Company of 415,000,000 Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting).

4. EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

Each of the Repurchase Mandate, the Issue Mandate and the Extension Mandate will expire at the earliest of: (a) at the conclusion of the next annual general meeting of the Company following the Annual General Meeting; or (b) at the end of the period within which the Company is required by the Articles of Association, the Companies Law or any other applicable law of the Cayman Islands to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they 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. As at the Latest Practicable Date, no options and/or award of Shares had been granted or agreed to be granted pursuant to the Share Award Plan and/or the Share Option Scheme.

5. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises of seven Directors, of which the executive Directors are Mr. Yip Shu Ming, Mr. Chan Man Wai, Mr. Ku Hok Chiu and Ms. Weng Peihe; and the independent non-executive Directors are Mr. Kwong Chi Keung, Mr. Kwong Ping Man and Mr. Cheung Kin Ting Alfred.

Pursuant to Articles 105(A) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Mr. Chan Man Wai, Mr. Kwong Ping Man and Mr. Cheung Kin Ting Alfred shall retire as Directors and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Biographical details of each of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in appendix II to this circular.

6. ANNUAL GENERAL MEETING

At the Annual General Meeting, resolutions will be proposed in respect of ordinary business to be considered at the Annual General Meeting including re-election of Directors and special business to be considered at the Annual General Meeting, being ordinary resolutions proposed to approve the grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate.

The notice convening the Annual General Meeting is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.tanggong.cn). Whether or not you are able to attend the Annual General Meeting in person, you are advised to read the notice and to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less

LETTER FROM THE BOARD

than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

8. RECOMMENDATION

The Directors consider that the ordinary resolutions in respect of the proposed grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

9. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Tang Palace (China) Holdings Limited
Yip Shu Ming
Chairman

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Source of funds

Repurchases must be made out of funds which are legally available for such purpose in accordance with the company's memorandum of association, the articles of association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules.

(b) Maximum number of shares to be repurchased

The shares proposed to be repurchased by a company must be fully paid up. A maximum of 10% of the aggregate nominal amount of the share capital of a company in issue on the date of the passing of the relevant resolution approving the repurchase mandate may be repurchased on the Stock Exchange.

(c) Shareholders' approval

The Listing Rules provide that all proposed on-market repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval with reference to a specific transaction or by way of a general mandate to the directors of the company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 415,000,000 Shares.

Subject to the passing of the proposed ordinary resolution for the grant of the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 41,500,000 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules.

A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Cayman Islands Laws, any repurchase by the Company may be made out of the profits or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles of Association and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. IMPACT OF REPURCHASE

The Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2011, being the date on which its latest published audited consolidated accounts were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months preceding and up to and including the Latest Practicable Date were as follows:-

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2011	2.81	2.10
May 2011	3.46	2.61
June 2011	2.85	2.20
July 2011	2.80	2.35
August 2011	2.45	1.51
September 2011	1.75	0.95
October 2011	1.60	0.94
November 2011	1.58	1.30
December 2011	1.56	1.40
January 2012	1.56	1.42
February 2012	1.82	1.43
March 2012	2.02	1.50
April 2012 (Up to the Latest Practicable Date)	1.90	1.75

7. UNDERTAKINGS, DIRECTORS' DEALINGS AND CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the memorandum of association of the Company and the Articles of Association.

None of the Directors or, to the best of their knowledge and belief, having made all reasonable enquires, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting and exercised.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising their powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the Securities and Futures Ordinance (Cap. 571) and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Best Active Investments Limited ("**Best Active**") is interested in 147,000,000 Shares (representing approximately 35.42% of the total issued share capital of the Company as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Best Active would be increased to approximately 39.36% of the issued share capital of the Company.

On the basis of the interests in the Shares held by Best Active as at the Latest Practicable Date and on the basis that no new Shares are issued or repurchased prior to the Annual General Meeting and assuming that there would not be changes in the issued share capital of the Company prior to the repurchase of Shares and Best Active would not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, Best Active may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in takeover obligations or to result in the amount of Shares held by the public falling below the prescribed minimum percentage of 25%.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

9. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the date of this circular.

The particulars of the Directors eligible for re-election at the Annual General Meeting are set out below:

Mr. Chan Man Wai

Mr. Chan Man Wai, aged 57, is one of the founders of the Group, the Vice Chairman and an executive Director of the Company. He was appointed as the executive Director on 11 March 2010. Mr. Chan has been with the Group since its establishment in July 1992. He is responsible for the Group's overall corporate strategic development. Mr. Chan is also a director of certain subsidiaries of the Group. Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Mr. Chan has over 28 years of experience in restaurant business. Prior to the establishment of Meco Petrochemical Limited in 1992, he co-owned and operated with others the restaurants Fortune Flower Grill and Lounge and Fortune City Restaurant (富城火鍋海鮮酒家) in Hong Kong between 1983 and 1996. Apart from his interest in the Group, Mr. Chan is also one of the direct or indirect owners of (i) Well Excellent Development Limited, an entity held by him for investment holding purpose and the licensor under the trademark transfer and license agreements as disclosed under the section "Continuing Connected Transactions" of the Prospectus, and (ii) Meco Group Company Limited and Dongguan Well Excellent Hotel Management Services Co., Ltd. (東莞維華酒店管理服務有限公司), two entities held by him for property investment and property leasing businesses and the lessors under various tenancy agreements (collectively, the "**CCT Tenancy Agreements**") as disclosed under the section "Continuing Connected Transactions" of the Prospectus.

Mr. Chan was a director of Beijing Minzu Fortune City Hot Pot Seafood Restaurant Co., Ltd. (北京民族富城火鍋海鮮酒家有限公司) ("**Minzu Fortune City**"), which was established with an operation term of 10 years commencing from January 1994. As the then owners of Minzu Fortune City did not intend to continue the operation of Minzu Fortune City after the expiry of its business license in January 2004, Minzu Fortune City became dormant for business purposes since June 2003 and failed to participate in annual inspection in 2005. As a result, its business license was revoked on 13 October 2006. The Directors do not consider the incident to have any implication on Mr. Chan's suitability to serve as the Director.

Mr. Chan has entered into a service contract with the Company pursuant to which he agreed to act as executive Director for an initial term of three years with effect from 25 March 2011, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice expiring at the end of the initial term of his appointment or any time thereafter to the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association.

As at the Latest Practicable Date, Mr. Chan was entitled to the basic salary and/or director's fee of HK\$480,000 per annum (subject to an annual increment after 1 January 2012 at the discretion of the Directors of not more than 5% of the aggregate annual salary and/or director's fee immediately prior to such increase).

In addition, as at the Latest Practicable Date, Mr. Chan was also entitled to a discretionary management bonus in such sum as the Board may in its absolute discretion determine provided that the aggregate amount of management bonuses payable to him in respect of any financial year of the Company shall not exceed 30% of the aggregate salary and/or director's fee paid or payable to him for that financial year. The emolument of Mr. Chan is determined by the remuneration committee of the Company with reference to salaries paid by comparable companies, time commitment and responsibilities of Mr. Chan and performance of the Group.

Mr. Chan is the director and the 100% beneficial owner of Best Active. Best Active was the beneficial owner of 147,000,000 Shares, equivalent to approximately 35.42% of the total issued share capital of the Company as at the Latest Practicable Date. As these Shares were beneficially owned by Best Active, which was wholly owned by Mr. Chan, by virtue of the Securities and Futures Ordinance, Mr. Chan is taken to be interested in the Shares held by Best Active.

Save as disclosed herein, Mr. Chan did not have any other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the Securities and Futures Ordinance, nor was he related to any other Directors, senior management, substantial or controlling Shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Chan has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. Kwong Ping Man

Mr. Kwong Ping Man, aged 47, is an independent non-executive Director of the Company, the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. He was appointed as independent non-executive Director on 25 March 2011.

Mr. Kwong has over 14 years of experience in accounting and administration. He had previously worked as accountant and chief financial officer and at private companies for over 8 years. He is currently a director of O' Park Corporate Services Limited. He had worked as financial controller and company secretary of Polyard Petroleum International Group Limited (formerly known as Kanstar Environmental Paper Products Holdings Limited (Stock Code: 8011) from March 2006 to July 2007 and Karce International Holdings Company Limited (Stock Code: 1159) from June 2008 to January 2009, both of which are listed on the Main Board of the Stock Exchange. Mr. Kwong had been an independent non-executive director of Yueshou Environmental Holdings Limited (formerly known as China Rich Holdings Limited) (Stock Code: 1191), a company listed on the Main Board of the Stock Exchange, since 2007 until he retired from his office in December 2011. He has been an independent non-executive director of Century Sunshine Group Holdings Limited (Stock Code: 509) (formerly known as Century Sunshine Ecological Technology Holdings Ltd. (Stock Code: 8276)) since September 2004, a company listed on the Growth

Enterprise Market of the Stock Exchange until its listing was transferred to the Main Board of the Stock Exchange on 1 August 2008. Mr. Kwong has also been an independent non-executive director of Mitsumar East Kit (Holdings) Limited (Stock Code: 2358) since March 2009, a company listed on the Main Board of the Stock Exchange. He has been a company secretary of Jiangchen International Holdings Limited (Stock Code: 8305), a company listed on the Growth Enterprise Market of the Stock Exchange, since September 2009, and Tianyi Fruit Holdings Limited (Stock Code 756), a company listed on the Main Board of the Stock Exchange, from 2 March 2010 to 2 March 2011. Mr. Kwong obtained a bachelor's degree in commerce accounting from Curtin University of Technology in Australia, in August 1996, a post-graduate diploma in corporate administration (part-time) from the Hong Kong Polytechnic University in November 1998 and a master's degree in professional accounting from the Hong Kong Polytechnic University in November 2003. He is a certified practicing accountant of the Australian Society of Certified Practicing Accountants (now known as CPA Australia), an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries & Administrators respectively. Save as disclosed above, Mr. Kwong did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Mr. Kwong has been appointed for an initial term of two years commencing from 25 March 2011, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party giving not less than one month's written notice expiring at the end of the initial term of his appointment or any time thereafter to the other. The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

Mr. Kwong is entitled to a director's fee of HK\$180,000 per annum with effect from the listing date. Save for director's fee, he is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Mr. Kwong is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Kwong did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Kwong has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. Cheung Kin Ting Alfred

Mr. Cheung Kin Ting Alfred, aged 56, is an independent non-executive Director of the Company, the chairman of the nomination committee and a member of the audit committee and remuneration committee of the Company. He was appointed as independent non-executive Director on 25 March 2011.

Mr. Cheung has over 9 years of experience in the restaurant industry in Hong Kong. From 2002 to 2009, he co-owned and operated with others the Chinese-style fast food restaurants Cousin Cousin Cafe (表哥茶餐廳) in Hong Kong. Currently, Mr. Cheung has licensed the aforesaid trade name to independent third parties for the operation of restaurants in the PRC at no charge. Since 2004, Mr. Cheung has been engaged in the provision of corporate training on communication skills, interpersonal skills and team building to corporations, including corporation in the restaurant industry. Mr. Cheung is also a film director, script-writer and producer. He obtained a Diploma of Arts in Chinese Language Literature from the Hong Kong Baptist College (now known as Hong Kong Baptist University) in June 1979 and an Executive Master of Business Administration from The Hong Kong University of Science and Technology in May 2009. Save as disclosed above, Mr. Cheung did not hold any directorship in other listed public companies in the last three years or any position with the Company or other members of the Group.

Mr. Cheung was a director of Trend One Limited, Business Link Development Limited, Rainbow Scene Limited, Wisdom Young Limited and Superjet (HK) Limited, each a company incorporated in Hong Kong and dissolved by deregistration by the Registrar of Companies of Hong Kong as a defunct company pursuant to Section 291 of the Companies Ordinance. The aforesaid companies were dormant prior to their dissolution and were dissolved in 2001, 2002, 2002, 2006 and 2007 respectively.

Mr. Cheung has been appointed for an initial term of two years commencing from 25 March 2011, which shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party giving not less than one month's written notice expiring at the end of the initial term of his appointment or any time thereafter to the other. The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

Mr. Cheung is entitled to a director's fee of HK\$180,000 per annum with effect from the listing date. Save for director's fee, he is expected to receive any other remuneration for holding his office as an independent non-executive Director.

Mr. Cheung is and was not connected with any Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Cheung did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Cheung has confirmed that there are no other matters relating to his re-election that need to be brought to the attention of Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 The Garden Rooms, 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, the 25th day of May 2012 at 10:00 a.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 auditor of the Company for the year ended 31 December 2011;
2. to approve the declaration of a final dividend for the year ended 31 December 2011 of HK\$0.09 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 Deloitte Touche Tohmatsu as auditor 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 (b) below, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such

NOTICE OF ANNUAL GENERAL MEETING

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 “**Articles of Association**”) of the Company, 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.”

(2) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by 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, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 and Share Award Plan (as defined in the prospectus of the Company dated 7 April 2011) or similar arrangement 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 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.

NOTICE OF ANNUAL 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).”

- (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 of the Company pursuant to resolution No. 5(2) 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(1) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued 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(1) above.”

By order of the Board
Tang Palace (China) Holdings Limited
Leung Wai Chuen
Company Secretary

Hong Kong, 25 April 2012

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

NOTICE OF ANNUAL GENERAL MEETING

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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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, 21 May 2012 to Friday, 25 May 2012, both dates inclusive, during which no share transfers will be effected. In order to qualify to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar not later than 4:30 p.m. on Friday, 18 May 2012.

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 Friday, 1 June 2012. To ascertain shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 31 May 2012 to Friday, 1 June 2012 (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 Wednesday, 30 May 2012.

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 resolution No. 5(1) 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 25 April 2012.
7. In relation to the resolution No. 5(2) above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options which may be granted under the Pre-IPO Share Option Scheme, Share Option Scheme and Share Award Plan or any scrip dividend scheme which may be approved by the shareholders.
8. With regard to item 3 of this notice, details of the retiring Directors proposed for re-election namely, Mr. Chan Man Wai, Mr. Kwong Ping Man and Mr. Cheung, Kin Ting Alfred, are set out in appendix II to the circular to shareholders dated 25 April 2012.
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.