

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 licensed securities dealer or registered institution 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 proxy form to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities 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
ISSUE AND REPURCHASE 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 2/F, The L. Place, 139 Queen's Road Central, Central, Hong Kong at 4:00 p.m. on Friday, the 5th day of June 2015 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 proxy form 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 proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

29 April 2015

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. General mandate to issue shares	4
3. General mandate to repurchase shares	4
4. Extension mandate to issue shares	4
5. Re-election of Retiring 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 retiring 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 2/F, The L. Place, 139 Queen’s Road Central, Central, Hong Kong on Friday, the 5th day of June 2015 at 4:00 p.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 total number of Shares in issue as at the date of the passing of the relevant resolution at the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	23 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“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 total number of Shares 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 and subsequent amendments made on it on 10 April 2013
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	a share option scheme approved and 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 (or of such other nominal amount as shall result from a sub-division, consolidation reclassification or reconstruction of the share capital of the Company from time to time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The 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 (*Chief Executive Officer*)

Registered Office:

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

Independent Non-Executive Directors:

Mr. KWONG Chi Keung
Mr. KWONG Ping Man
Mr. CHEUNG Kin Ting Alfred

**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

29 April 2015

To the Shareholders

Dear Sirs or Madams,

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE AND REPURCHASE 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 Issue Mandate, Repurchase 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 ISSUE SHARES

At the annual general meeting of the Company held on 30 May 2014, a general unconditional mandate was given to the Directors to allot, issue or otherwise deal with Shares of up to 20% of the total number of Shares in issue as at the date of the annual general meeting. 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 total number of Shares in issue on the date of passing of such resolution (i.e. not exceeding 84,179,800 Shares based on 20% of the issued Shares of 420,899,000 Shares as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting).

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 May 2014, 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 total number of Shares in issue as at the date of the annual general meeting. 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 total number of Shares in issue on the date of passing such ordinary resolution (i.e. not exceeding 42,089,900 Shares based on the issued Shares of 420,899,000 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.

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.

Each of the Issue Mandate, the Repurchase 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.

LETTER FROM THE BOARD

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 options granted or which may be granted under the Share Option Scheme and/or pursuant to the Share Award Plan.

5. RE-ELECTION OF RETIRING 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. KU Hok Chiu and Mr. KWONG Chi Keung 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 retiring 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 Issue Mandate, the Repurchase Mandate and the Extension Mandate.

The notice convening the Annual General Meeting is set out on pages 15 to 19 of this circular. A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form 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 proxy form 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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 Issue Mandate, the Repurchase 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 total number of the shares 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 420,899,000 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 42,089,900 Shares representing 10% of the issued Shares 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 2014, 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 2014	1.31	1.17
May 2014	1.33	1.20
June 2014	1.34	1.21
July 2014	1.55	1.21
August 2014	1.78	1.33
September 2014	1.65	1.44
October 2014	1.73	1.43
November 2014	1.58	1.47
December 2014	1.60	1.29
January 2015	1.55	1.36
February 2015	1.71	1.49
March 2015	1.78	1.47
April 2015 (Up to the Latest Practicable Date)	2.27	1.60

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 close 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 core 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, Mr. CHAN Man Wai was deemed to have interest in 143,716,000 Shares (representing approximately 34.15% of the total issued Shares 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 Mr. CHAN Man Wai would be increased to approximately 37.94% of the issued Shares.

On the basis of the interests in the Shares held by Mr. CHAN Man Wai 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 Mr. CHAN Man Wai would not dispose of its Shares nor acquire additional Shares prior to any repurchase of Shares, Mr. CHAN Man Wai 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 number 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.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

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 60, is one of the founders of our Group and has been with our Group since its establishment in July 1992. Mr. CHAN, also the vice chairman of the Group, has been appointed as an executive director of the Company since 11 March 2010. He is responsible for our Group's overall corporate strategic development. Mr. CHAN is also a director of certain subsidiaries of the Group.

He has over 31 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 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 Meco Group and Dongguan Well Excellent, two entities held by him for property investment and property leasing businesses and the lessors under the CCT Tenancy Agreements as disclosed under the section headed "Directors' Report – Continuing Connected Transactions" in the 2014 annual report.

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.

Save as disclosed above, Mr. CHAN did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. CHAN has entered into a service contract with the Company pursuant to which he agreed to act as executive Director for a specific term of three years with effect from 25 March 2014 and is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. 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, 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 in accordance with the authorisation given by the Shareholders at the annual general meeting.

As at the Latest Practicable Date, Mr. CHAN had personal interests in 2,716,000 Shares and corporate interests in 141,000,000 Shares within the meaning of Part XV of the SFO.

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. KU Hok Chiu

Mr. KU Hok Chiu, aged 69, is one of the founders of our Group, and has been appointed as an executive director of the Company since 25 March 2011. Mr. KU joined our Group as a shareholder of Meco Petrochemical Limited since May 1996 and became a director of Shenzhen Tang Palace F&B Co., Ltd in July 1998. He is responsible for our Group's overall corporate strategic development. Mr. KU has over 29 years of experience in restaurant business. Prior to joining the Group, he was one of the indirect owners of Datong Restaurant, which operated in China, from 1985 to 1997.

Mr. KU is also engaged in kitchen equipment business in China through Chiu Kwun, involving manufacture, sale, installation and maintenance of kitchen equipment and provision of consultancy services related to kitchen equipment and kitchen layout. Apart from his interest in the Group, Mr. KU is also (i) one of the shareholders of Meco Group and Dongguan Well Excellent respectively, two entities held by him for property investment and property leasing and the lessors under the CCT Tenancy Agreements as disclosed under the section headed "Directors' Report – Continuing Connected Transactions" in the 2014 annual report; and (ii) the indirect sole owner of Chiu Kwun, an entity held by him as the supplier and service provider under the agreement as disclosed under the section headed "Directors' Report – Continuing Connected Transactions" in the 2014 annual report.

Save as disclosed above, Mr. KU did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. KU has entered into a service contract with the Company for a specific term of three years commencing from 25 March 2014 and is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. Mr. KU was entitled to the director's fee of HK\$480,000 per annum. The emolument of Mr. KU is determined by remuneration committee of the Company with reference to salaries paid by comparable companies, time commitment,

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

and responsibilities of Mr. KU and performance of the Group in accordance with the authorisation given by the Shareholders at the annual general meeting.

As at the Latest Practicable Date, Mr. KU had corporate interests in 42,340,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. KU 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 Chi Keung

Mr. KWONG Chi Keung, JP (Justice of the Peace), aged 60, has been appointed as our independent non-executive director since 25 March 2011. Mr. KWONG is qualified as a solicitor in Hong Kong, England, Australia (Victoria) and Singapore. He is a senior partner of Messrs. Sit Fung KWONG and Shum. Mr. KWONG had been an independent non-executive director of (i) Sparkle Roll Group Limited (formerly known as Global Food Culture Group Limited, Jade Dynasty Food Culture Group Limited and Jade Dynasty Group Limited respectively) (Stock Code: 970), a company listed on the Main Board of the Stock Exchange, from August 2002 to October 2007 and (ii) Hang Ten Group Holdings Limited (Stock Code: 448), a company which had been listed on the Main Board of the Stock Exchange since October 2002 until it was privatized and delisted with effect from 20 March 2012. Mr. KWONG was a former Deputy Chairman of the Copyright Tribunal of Hong Kong and a member of the Administrative Appeals Board and Panel of Inland Revenue Board of Review. Mr. KWONG is currently the President of the Asian Patent Attorneys Association, a World Intellectual Property Organization appointed Neutral for Alternative Dispute Resolution and Uniform Domain Name Dispute Resolution Policy Panelist, fellow of the Chartered Institute of Arbitrators (London) and Hong Kong Institute of Arbitrators, a Chartered Arbitrator, Center for Effective Dispute Resolution Accredited Mediator, and a Notary Public. He is a listed Arbitrator and Adjudicator of the Hong Kong International Arbitration Center. Mr. KWONG is a member of the Advisory Committee on Review of Patent System in Hong Kong and Convenor of its Working Group on Interim Regulatory Measures of Patent Practitioners, member of Working Group on Intellectual Property Trading and Convenor of its sub-group on IP Arbitration and Mediation. He is also a Director of Applied Science and Technology Research Institute (ASTRI).

Mr. KWONG obtained a bachelor's degree in laws (LLB) in November 1976 and a postgraduate certificate in laws (PCLL) in July 1977, both from the University of Hong Kong.

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.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

The letter of appointment of Mr. KWONG was renewed for a specific term commencing from 25 March 2014 and expiring on 24 March 2017, which could be terminated by either party by giving not less than one month's written notice. 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.

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 2/F, The L. Place, 139 Queen’s Road Central, Central, Hong Kong on Friday, the 5th day of June 2015 at 4:00 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 2014;
2. to approve the declaration of a final dividend for the year ended 31 December 2014 of HK9.5 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 total number Shares 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 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 total number of the shares of the Company in issue at the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be allotted and issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company (“**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 total number 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 total number of Shares in issue as at the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company (“**Shares**”) pursuant to resolution No. 5(1) above be and is hereby extended by the addition to the total number of Shares 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 a number representing the total number of Shares repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution No. 5(2) above, provided that such extended number shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution.”

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

Hong Kong, 29 April 2015

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 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 Monday, 1st June, 2015 to Friday, 5th June, 2015, 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, 29th May 2015.

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, 12th June 2015. To ascertain shareholders’ entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 11th June 2015 to Friday, 12th June 2015 (both days inclusive), during which period 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, 10th June 2015.

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 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 2015.
8. With regard to item 3 of this notice, details of the retiring Directors proposed for re-election namely, Mr. CHAN Man Wai, Mr. KU Hok Chiu and Mr. KWONG Chi Keung, are set out in appendix II to the circular to shareholders dated 29 April 2015.
9. As at the date of this circular, 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.