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## **TAI PING CARPETS INTERNATIONAL LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 146)



### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Members of Tai Ping Carpets International Limited (the “Company”) will be held at 21st Floor, St. George’s Building, 2 Ice House Street, Central, Hong Kong, on Friday, 12 June 2009 at 9:30 a.m. for the following purposes:

#### **As Ordinary Business**

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2008.
2. To declare a final dividend for the year ended 31 December 2008.
3. To re-elect retiring Directors and authorise the Board to fix their remuneration.
4. To re-appoint BDO McCabe Lo Limited as auditor of the Company and to authorise the Board to fix the remuneration.

#### **As Special Business**

To consider and, if thought fit, pass the following resolution shown as items 5 as ordinary resolution:

5. **“THAT:**
  - (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares of HK\$0.10 each in the share capital of the Company (“Shares”), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved provided that the aggregate nominal amount of Shares to be purchased by the Company shall not exceed ten per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution; and

(b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held.”

By order of the Board  
**Raymond W. M. Mak**  
Company Secretary

Hong Kong, 30 April 2009

*Notes:*

1. A Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a Shareholder of the Company.
2. The register of Members of the Company will be closed from Wednesday, 10 June 2009 to Friday, 12 June 2009, both days inclusive, during which period no transfer of Shares will be registered.
3. To be entitled to receive the final dividend, Shareholders must ensure that all transfer documents accompanied by the relevant Share certificates are lodged with the Company’s Branch Registrars and Registration Office in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 9 June 2009.
4. Subject to the passing of the necessary resolution at the Annual General Meeting, the final dividend will be payable on or about 6 July 2009 to Shareholders whose names appear on the register of Members of the Company at the close of business on 12 June 2009.
5. With reference to item 3 above regarding the re-election of Directors, Mr. John J. Ying, Mr. David C. L. Tong and Mr. Roderic N. A. Sage shall retire by rotation pursuant to the Bye-laws of the Company. All retiring Directors, being eligible, have offered themselves for re-election at the Annual General Meeting. The re-election of these retiring Directors will be individually voted upon by Shareholders by way of separate resolutions. Details regarding each of these Directors are set out in Appendix II of the circular of the Company dated 30 April 2009.
6. Concerning item 5 above, the Directors wish to state that they have no immediate plans to repurchase any Shares. Approval is being sought from the Shareholders to approve the general mandate in order to give flexibility and discretion to the Directors in the event that it becomes desirable for the Company to repurchase Shares.

*As at the date of this announcement, the Directors of the Company are: Chairman and Non-executive Director – Mr Nicholas T. J. Colfer; Chief Executive Officer and Executive Director – Mr James H. Kaplan; Independent Non-executive Directors – Mrs Yvette Y. H. Fung, Mr Michael T. H. Lee, Mr Roderic N. A. Sage, Mr Lincoln C. K. Yung; Non-executive Directors – Mr Ian D. Boyce, Mr Lincoln K. K. Leong, Mr David C. L. Tong, Mr John J. Ying; Alternate Director – Mr Nelson K. F. Leong (Alternate to Mr Lincoln K. K. Leong).*