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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 8/F, Tower 1, Kowloon Commerce Centre, 51-53 Kwai Cheong Road, Kwai Chung, Hong Kong on Thursday, 17 May 2012 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. To re-elect retiring Directors and authorise the board of directors to fix their remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors to fix the remuneration.

By order of the Board

**Lee Siu Kau**

*Company Secretary*

Hong Kong, 17 April 2012

*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 transfer books and the register of Members of the Company will be closed from 15 May 2012 to 17 May 2012, both days inclusive. During such period, no transfer of shares of the Company (the “Share”) will be effected. In order to establish the right to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company’s Branch Registrars and Registration Office in Hong Kong, Computershare Hong Kong Investor Services Limited, 46/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on 14 May 2012.

3. The transfer books and the register of Members of the Company will be closed from 23 May 2012 to 25 May 2012, both days inclusive. During such period, no transfer of Shares will be effected. To ensure that Shareholders are entitled to receive the distribution of final dividend to be approved at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Branch Registrars and Registration Office in Hong Kong, Computershare Hong Kong Investor Services Limited, 46/F, Hopewell Centre, 183 Queen's Road, Hong Kong, no later than 4:30 p.m. on 22 May 2012.
4. Subject to the passing of the necessary resolution at the Annual General Meeting, the final dividend will be payable to Shareholders whose names appear on the register of Members of the Company at the close of business on 25 May 2012.
5. With reference to item 3 above regarding the re-election of Directors, Mr. Ian D. Boyce, Mr. David C. L. Tong, Mr. John J. Ying, Mr. Lincoln C. K. Yung and Mr. Lincoln K. K. Leong shall retire by rotation pursuant to the Company's Bye-laws. Mr. Ian D. Boyce, Mr. David C. L. Tong, Mr. John J. Ying and Mr. Lincoln C. K. Yung, 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 the Appendix of the circular of the Company dated 17 April 2012. Mr. Lincoln K. K. Leong has indicated to the Company that he will not offer himself for re-election as a Director at the Annual General Meeting.

*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. Aubrey K. S. Li, 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).*