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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 (the “Annual General Meeting”) of Tai Ping Carpets International Limited (the “Company”) will be held at 20th Floor, St. George’s Building, 2 Ice House Street, Central, Hong Kong on Friday, 9 December 2022 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 30 June 2022.
2. To declare a final dividend for the year ended 30 June 2022.
3.
 - (a) To re-elect Mr. Mark Stuart Worgan as an executive director of the Company.
 - (b) To re-elect Mr. Andrew Clifford Winawer Brandler as a non-executive director of the Company.
 - (c) To re-elect Mr. Daniel George Green as an independent non-executive director of the Company.
 - (d) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors.
4. To elect Mr. Nicholas James Debnam as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.
5. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix its remuneration.

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

6. **“THAT**

- (a) the proposed amendments to the existing Bye-laws of the Company as set out in Appendix III to the circular issued by the Company on 11 October 2022 be and are hereby approved and confirmed;
- (b) the amended and restated Bye-laws of the Company (a printed copy of which being tabled before the meeting and initialed by the chairman of the meeting for the purposes of identification) be and are hereby adopted in substitution for, and to the exclusion of, the existing Bye-laws of the Company with immediate effect after the close of the meeting; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and things (including filing the amended and restated Bye-laws of the Company with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the director of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the proposed amendments.”

By order of the Board
Tai Ping Carpets International Limited
Lung Chi Sing Alex
Company Secretary

Hong Kong, 11 October 2022

Notes:

- 1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- 2. The proxy form for use at the Annual General Meeting is enclosed in the circular. Completion and return of the form of proxy will not preclude a member from attending and voting at the Annual General Meeting or any adjournment thereof if he/she so wishes. In that event, his/her form of proxy will be deemed to have been revoked.

3. Where there are joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said persons 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.
4. In order 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 of attorney, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjourned meeting thereof.
5. The transfer books and the register of members of the Company will be closed from Tuesday, 6 December 2022 to Friday, 9 December 2022, both days inclusive. During such period, no transfer of shares 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 deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Monday, 5 December 2022.
6. The transfer books and the register of members of the Company will be closed from Thursday, 15 December 2022 to Monday, 19 December 2022, both days inclusive if the final dividend for the year ended 30 June 2022 was approved at the Annual General Meeting. During such period, no transfer of shares will be effected. To ensure that shareholders of the Company 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 deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 14 December 2022.
7. Subject to the passing of the necessary resolution at the Annual General Meeting, the final dividend for the year ended 30 June 2022 will be payable to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on Monday, 19 December 2022.
8. Details of the directors of the Company offer themselves for re-election and the new director proposed for election at the Annual General Meeting are set out in Appendix I and Appendix II to the circular to the shareholders of the Company dated 11 October 2022, respectively.
9. The proposed amendments to the existing Bye-laws of the Company are set out in Appendix III to the circular to the shareholders of the Company dated 11 October 2022.

The names of Directors as at the date hereof are: Chairman and Non-executive Director – Mr. Nicholas Timothy James Colfer; Chief Executive Officer and Executive Director – Mr. Mark Stuart Worgan; Independent Non-executive Directors – Mrs. Fung Yeh Yi Hao Yvette, Mr. Roderic Noel Anthony Sage, Mr. Yung Lincoln Chu Kuen, Mr. Daniel George Green; Non-executive Directors – Mr. Tong Chi Leung David, Mr. John Jeffrey Ying, Mr. Leong Kwok Fai Nelson, Mr. Andrew Clifford Winawer Brandler.