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TAI PING CARPETS INTERNATIONAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 146)



NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of the shareholders 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 Wednesday, 13 September 2017 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement between the Company and Thailand Carpet Manufacturing Public Company Limited (the “**Purchaser**”) in relation to the acquisition by the Purchaser of the Company’s commercial carpets manufacturing, distribution and sales business in consideration for the aggregate payment of US\$94 million (subject to the terms and conditions contained therein and any adjustment) (the “**Sale and Purchase Agreement**”), and the transactions and agreements contemplated thereunder, be and are hereby approved, confirmed and/or ratified; and
- (b) any director or directors of the Company be and is or are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the by-laws of the Company) in connection with the Sale and Purchase Agreement, to make such amendments and changes relating thereto and to do and take all such action, steps, deeds and things in such manner as he or they may deem necessary, desirable or expedient to give effect to the Sale and Purchase Agreement, and the transactions and agreements contemplated thereunder.”

2. “**THAT:**

subject to compliance with the Companies Law of the Bermuda and Closing under the Sale and Purchase Agreement (as defined in ordinary resolution number 1 set out in this notice of meeting) having taken place, a special dividend of HK\$1.70 per share in the issued share capital of the Company be declared and paid in cash (the “**Intended Special Dividend**”) to the shareholders of the Company whose names appear on the register of members of the Company

on the record date to be fixed by the board of directors of the Company for determining the entitlements to the Intended Special Dividend and any director of the Company be and is hereby authorised to take such action, do such things and execute and deliver such further documents as the director may at his/her absolute discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation of the payment of the Intended Special Dividend.”

By order of the Board
Tai Ping Carpets International Limited
Nicholas T. J. Colfer
Chairman

Hong Kong, 26 August 2017

Notes:

1. A shareholder entitled to attend and vote at the Special 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 Special 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 Special 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, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be returned to the Company's branch share registrar and registration office in Hong Kong, Computershare Hong Kong Investor Services Limited, 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. The transfer books and the register of members of the Company will be closed from Friday, 8 September 2017 to Wednesday, 13 September 2017, 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 Special 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Thursday, 7 September 2017.

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. Roderic N. A. Sage, Mr. Lincoln C. K. Yung, Mr. Aubrey K. S. Li; Non-executive Directors – Mr. David C. L. Tong, Mr. John J. Ying, Mr. Nelson K. F. Leong, Mr. Andrew C. W. Brandler.