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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 21st Floor, St. George’s Building, 2 Ice House Street, Central, Hong Kong on Friday, 17 May 2019 at 2:00 p.m. for the following purposes:

Ordinary Business

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2018.
2.
 - (a) To re-elect Mr. Nicholas T. J. Colfer as a non-executive director of the Company.
 - (b) To re-elect Mr. John J. Ying as a non-executive director of the Company.
 - (c) To re-elect Mr. David C. L. Tong as a non-executive director of the Company.
 - (d) To re-elect Mr. Nelson K. F. Leong as a non-executive director of the Company.
 - (e) To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors.
3. To re-elect Mrs. Yvette Y. H. Fung (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company and to authorise the Board to fix her remuneration.
4. To re-elect Mr. Roderic N. A. Sage (who has served as an independent non-executive director of the Company for more than 9 years) as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.
5. To re-appoint KPMG as the Company’s auditors and to authorise the Board to fix their remuneration.

Special Business

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

6. **“THAT**

The existing Bye-law 67 of the Bye-laws of the Company be amended with effect from the date of this resolutions as follows:

The words “(or such longer period as The Stock Exchange of Hong Kong Limited may authorise)” shall be inserted after the words “and not more than fifteen months” and before the words “shall elapse” so that the Bye-law 67 shall now read as follows:-

67. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months (or such longer period as The Stock Exchange of Hong Kong Limited may authorise) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint.”

By order of the Board
Lung Chi Sing Alex
Company Secretary

Hong Kong, 11 April 2019

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 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, 14 May 2019 to Friday, 17 May 2019, 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 10 May 2019.
6. With regard to resolutions 2, 3, and 4 in this notice, the Board proposes that the retiring directors, namely Mr. Nicholas T. J. Colfer, Mr. John J. Ying, Mr. David C. L. Tong, Mr. Nelson K. F. Leong, Mrs. Yvette Y. H. Fung and Mr. Roderic N. A. Sage be re-elected as directors of the Company. Details of these retiring directors are set out in the Appendix to the circular to the shareholders dated 11 April 2019.
7. Explanatory note to the proposed amendment to the Bye-laws of the Company:

Bye-law 67 It is proposed that this Bye-law be amended to bring the Bye-laws of the Company in alignment with Rule 4(2) of Part A of Appendix 13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Companies Act 1981 of Bermuda (as amended).
8. The Chinese translation of this notice is for reference only. In case of any inconsistency between the English language and the Chinese language of this notice, then English version shall prevail.

The names of Directors as at the date hereof are: Chairman and Non-executive Director – Mr. Nicholas T. J. Colfer; Chief Executive Officer and Executive Director – Mr. Mark S. Worgan; Independent Non-executive Directors – Mrs. Yvette Y. H. Fung, Mr. Roderic N. A. Sage, Mr. Lincoln C. K. Yung, Mr. Aubrey K. S. Li, Mr. Daniel G. Green; Non-executive Directors – Mr. David C. L. Tong, Mr. John J. Ying, Mr. Nelson K. F. Leong, Mr. Andrew C. W. Brandler.