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# TAI SHING

## Tai Shing International (Holdings) Limited

### 泰盛國際(控股)有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8103)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Tai Shing International (Holdings) Limited (the “**Company**”) will be held at 8:00 a.m. on Tuesday, 29 December 2015 at Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong (“**EGM**”) to consider and, if thought fit, to pass with or without amendments, the following resolutions:

### ORDINARY RESOLUTION

1. “**THAT** subject to the fulfillment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 4 December 2015 (the “**Circular**”), a copy of which has been tabled at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, with effect from the business day next following the date of passing this resolution:
  - (a) every ten (10) issued and unissued ordinary shares with a nominal value of HK\$0.1 each (each a “**Share**”) in the share capital of the Company be consolidated into one (1) share with a nominal value of HK\$1.0 (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”); and
  - (b) any director of the Company be and is hereby authorized to do all things and acts and sign all documents which he/she may consider necessary, desirable, or expedient in connection with the implementation of the Share Consolidation.”

\* For identification purpose only

## SPECIAL RESOLUTION

2. “**THAT**, subject to and conditional upon (i) the passing of Ordinary Resolution no. 1 above and the Share Consolidation becoming effective; (ii) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) in issue (or to be issued); (iii) approval by the Grand Court of the Cayman Islands (the “**Court**”) of the Capital Reduction (as defined below); (iv) registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction, upon the date (the “**Effective Date**”) on which the aforesaid conditions are fulfilled:
- (a) the issued and paid up share capital of the Company be reduced by cancelling the nominal value of each issued Consolidated Share of the Company on the Effective Date from HK\$1.0 to HK\$0.001 to the extent of HK\$0.999 (the “**Capital Reduction**”), so that following such reduction, each issued Consolidated Share with a nominal value of HK\$1.0 each in the share capital of the Company shall be treated as one fully paid-up share with a par value of HK\$0.001 each in the share capital of the Company (the “**Adjusted Share**”) and that the amount of issued capital cancelled be made available for issue of new shares of the Company with the authorised share capital remaining at HK\$200,000,000;
  - (b) the credit arising from the Capital Reduction will be applied to set-off the accumulated losses of the Company as at the Effective Date of the Capital Reduction (if any) with the balance (if any) to be transferred to a distributable reserve account of the Company which may be utilized by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws;
  - (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of HK\$1.0 each will then be sub-divided into 1,000 Adjusted Shares of HK\$0.001 each in the capital of the Company (the “**Sub-division**”) and the authorized share capital of the Company shall become HK\$200,000,000 divided into 200,000,000,000 Adjusted Shares of HK\$0.001 each upon the Capital Reduction and aforesaid Sub-division becoming effective;
  - (d) all of the Adjusted Shares resulting from the Capital Reduction and Sub-division shall rank *pari passu* in all respects and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company; and

- (e) any director of the Company be and is hereby authorized generally to do all things and signs all documents as he/she may consider appropriate and desirable to effect and implement the matters approved herein.”

Yours faithfully,  
On behalf of the Board  
**Tai Shing International (Holdings) Limited**  
**Tam Kwok Leung**  
*Executive Director*

Hong Kong, 4 December 2015

*Registered Office:*  
Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*  
M2B2, 7/F.  
Kaiser Estate, Phase 3  
No. 11 Hok Yuen Street  
Hungghom, Kowloon  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the EGM or any adjourned meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this notice, the Board comprises the following Directors:*

**Executive Directors:**

Dr. Chew Chee Wah (*Chairman*)  
Mr. Tam Kwok Leung (*Chief Executive Officer*)  
Ms. Ju Lijun  
Mr. Zhang Jinshu  
Mr. Luk Chi Shing  
Mr. Lee Yiu Tung

**Non-executive Director:**

Ms. Xiao Yongzhen

**Independent non-executive Directors:**

Mr. Chan Yee Sze  
Mr. Koh Kwing Chang  
Mr. Lui Wai Ming  
Mr. Lai Chi Leung

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company at <http://www.equitynet.com.hk/8103/>.*