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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)**

**(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 8 SEPTEMBER 2015;  
(II) SHARE CONSOLIDATION BECOMING EFFECTIVE FROM  
9 SEPTEMBER 2015; AND  
(III) ADJUSTMENTS TO THE CONVERTIBLE BONDS AND SHARE OPTIONS**

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that all resolution as set out in the notice of EGM was duly passed by the Shareholders by way of poll at the EGM held on 8 September 2015.

### **SHARE CONSOLIDATION BECOMING EFFECTIVE**

Share Consolidation will become effective on 9 September 2015.

### **ADJUSTMENTS TO THE CONVERTIBLE BONDS AND SHARE OPTIONS**

As a result of the Share Consolidation, adjustments are required to be made to the conversion price/exercise price and the number of Consolidated Shares to be allotted and issued upon exercise of the conversion rights of the Convertible Bonds as well as the Options granted under the Share Option Scheme.

Reference is made to the circular (the “**Circular**”) of Tai Shing International (Holdings) Limited (the “**Company**”) dated 21 August 2015. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the proposed ordinary resolution to approve the Share Consolidation was duly passed by the Shareholders at the EGM held on 8 September 2015 by way of poll.

Details of the poll results of the EGM are set out below:

<b>ORDINARY RESOLUTION</b>		<b>Number of votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the Share Consolidation (as defined in the notice of the Circular)	283,121,666 (100%)	0 (0%)
<b>As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution of the Company.</b>			

*Notes:*

1. The full text of the proposed resolution was set out in the notice of the EGM dated 21 August 2015.
2. As at the date of the EGM, a total of 1,357,248,628 Shares were in issue, which was the total number of Shares entitling the holders of Shares to attend and vote for or against the proposed resolution at the EGM. As stated in the Circular, no Shareholder was required to abstain from voting at the EGM. Moreover, no Shareholder has indicated in the Circular to vote against any of the proposed resolution at the EGM.
3. Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the EGM.

## **SHARE CONSOLIDATION BECOMING EFFECTIVE**

Following the passing of the ordinary resolution no. 1 approving the Share Consolidation at the EGM and the granting of approval for the listing of, and the permission to deal in, the Consolidated Shares from the Listing Division of the Stock Exchange on 27 August 2015, all the conditions of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on 9 September 2015. Please refer to the Circular for details of the trading arrangements and free exchange of new share certificates in relation to the Share Consolidation.

## ADJUSTMENTS TO THE CONVERTIBLE BONDS AND SHARE OPTIONS

### Share Options

The Company has an option scheme which was approved in a shareholders' annual general meeting on 12 November 2014 (the "**Share Option Scheme**").

As at the date of this announcement, the Company has outstanding share options in respect of 108,322,385 Share Options. In accordance with the respective terms of the Share Option Scheme and in accordance with Rule 23.03(13) of the Listing Rules and the supplemental guidance issued by the Stock Exchange on 5 September 2005, the exercise price and the number of Shares to be allotted and issued upon full exercise of the outstanding share options will be adjusted in the following manner:

<b>Date of Grant</b>	<b>Before the Share Consolidation</b>		<b>After the Share Consolidation</b>	
	<b>Exercise price (HK\$)</b>	<b>Number of Share Options</b>	<b>Adjusted exercise price (HK\$)</b>	<b>Adjusted number of Share Options</b>
4 September 2015	0.05	108,322,385	0.1	54,161,192

The above adjustments will become effective on 9 September 2015 upon the allotment and issue of the Consolidated Shares.

Save for the above adjustments, all other terms and conditions of the Share Option Scheme remain unchanged.

## Convertible Bonds

Immediately before completion of the Share Consolidation, there were Convertible Bonds in the outstanding principal amount of HK\$30,000,000 with conversion price of HK\$0.175 per Share. As a result of the Share Consolidation and pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the Convertible Bonds will be adjusted with effect from 8 September 2015 in the following manner:

		Before adjustment		After adjustment	
	Principal amount	Conversion price per Share	Number of Shares to be allotted and issued upon exercise of the conversion rights in full	Conversion price per Consolidated Share	Number of Consolidated Shares to be allotted and issued upon exercise of the conversion rights in full
<b>Convertible Bonds</b>	HK\$30,000,000	HK\$0.175	171,428,571	HK\$0.35	85,714,285

Save for the above adjustments, all other terms and conditions of the Convertible Bonds remain unchanged.

By Order of the Board of  
**Tai Shing International (Holdings) Limited**  
**Tam Kwok Leung**  
*Executive Director*

Hong Kong, 8 September 2015

As at the date of this announcement, 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  
Ms. Zhang He  
Mr. Lee Yiu Tung

*Non-executive Directors:*

Dr. Pan Jin  
Mr. Dai Yuanxin  
Ms. Xiao Yongzhen

*Independent non-executive Directors:*

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

*This announcement, 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 announcement 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 announcement misleading.*

*This announcement 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/>.*

\* For identification purpose only