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# **TAI SHING**

## **Tai Shing International (Holdings) Limited**

**泰盛國際(控股)有限公司\***

*(Incorporation 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 (“**Company**”) will be held at 10:00 a.m. on 18 March 2013 at 21/F, Malahon Centre, 10-12 Stanley Street, Hong Kong to consider and, if thought fit, approve the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the conditional sale and purchase agreement (the “**SP Agreement**”) as defined in the circular dated 28 February 2013 despatched to the shareholders of the Company (the “**Circular**”), a copy of the SP Agreement has been produced to this meeting marked “A” and signed by the chairman hereof for the purpose of identification, and all the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Bonds (as defined in the Circular) in accordance with the terms of the SP Agreement be and are hereby approved;
- (c) the issue and allotment by the Company of new shares in the capital of the Company from time to time upon exercise of the conversion rights under the Convertible Bonds (as defined in the Circular) be and are hereby approved;
- (d) any one director of the Company be and is hereby authorised to do all such acts and things as he in his sole and absolute discretion deems necessary, desirable or expedient to implement, give effect to and/or complete the SP Agreement and the transactions contemplated thereunder, including without limitation the issue of the Convertible Bonds, the issue and allotment of new shares in the capital of the Company from time to time upon exercise of the conversion rights under the Convertible Bonds,

\* *For identification purpose only*

and, where required, any amendment of the terms of the SP Agreement and/or the Convertible Bonds as required by, or for the purposes of obtaining the approval of, relevant authorities or to comply with all applicable laws, rules and regulations.”

By order of the Board  
**Tai Shing International (Holdings) Limited**  
**Liu Bo**  
*Chairman*

Hong Kong, 28 February 2013

*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:*  
21/F, Malahon Centre  
10-12 Stanley Street  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote on his behalf. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. 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 certified copy thereof must be delivered to the office of the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Whether or not you propose to attend the meeting in person, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the form of proxy, it will be deemed to have been revoked.
5. In compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the resolution to be proposed at the meeting convened by this notice will be voted on by way of poll.

As at the date of this notice, the board of directors (“Directors”) of the Company comprises the following:

*Executive Directors:*

Mr. Liu Bo (*Chairman*)

Mr. Han Fangfa

Ms. Ju Lijun

Ms. Huang MiaoChan

Mr. Zhang Jinshu

*Non-executive Director:*

Dr. Pan Jin

Mr. Dai Yuanxin

Ms. Xiao Yongzhen

*Independent non-executive Directors:*

Mr. Chan Yee Sze

Mr. Xu Jingbin

Ms. Hu Yun

Mr. Tan Heming

*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.*