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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 (“**Company**”) will be held at 10:00 a.m. on 28 February 2013 at 21/F, Malahon Centre, 10-12 Stanley Street, Hong Kong to consider and, if thought fit, approve the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the issue of the Placing Shares (as defined in the circular dated 8 February 2013 despatched to the shareholders of the Company (the “Circular”)) pursuant to the Share Placing Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed; and
- (b) the directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider desirable or expedient to give effect to the Share Placing Agreement and all the transactions contemplated thereunder as well as in relation to the issue and allotment of the Placing Shares (as defined in the Circular) and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”

2. **“THAT**

- (a) the Warrant Placing Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed;

- (b) the issue of the Warrants (as defined in the Circular) by the Company in accordance with the terms and conditions of the Warrant Placing Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (c) the allotment and issue of Warrant Shares (as defined in the Circular) which may fall to be issued upon the exercise of the subscription rights attached to the Warrants be and are hereby approved; and
- (d) the directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider desirable or expedient to give effect to the Warrant Placing Agreement and all the transactions contemplated thereunder as well as in relation to the issue of the Warrants and allotment of the Warrant Shares (as defined in the Circular) and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”

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

Hong Kong, 8 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. Ip Ho Ming

Ms. Wong Sau Wai Serena

Mr. Zhang Jinshu

Non-executive Director:

Dr. Pan Jin

Mr. Dai Yuanxin

Ms. Xiao Yongzhen

Independent Non-executive Directors:

Mr. Tang Sze Lok

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.

* *for identification purpose only*