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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 24 February 2012 at 1504, 15/F, The Center, 99 Queen’s Road Central, Hong Kong to consider and, if thought fit, approve the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

“**THAT** conditional upon The Stock Exchange of Hong Kong Limited granting or agreeing to grant the approval for the listing of, and permission to deal in, all the shares of the Company falling to be issued on the exercise of the subscription rights attaching to the Warrants (as defined below), the directors of the Company be and are hereby authorised:

- (a) to create and issue warrants (“**Warrants**”) at an issue price of HK\$0.02 per Warrant conferring rights to subscribe for shares of the Company of HK\$0.05 each (each, a “**Subscription Share**”) up to an aggregate subscription money of HK\$10,902,200 and such right being exercisable at any time before 4:00 p.m. on the day immediately prior to the third anniversary of the issue date of the Warrants (or, if such day is not a business day, the business day immediately preceding such day) at an initial subscription price of HK\$0.19 per Subscription Share, subject to adjustment and subject to (i) the terms and conditions set out in the placing agreement (“**Placing Agreement**”) (a copy of which marked “A” is produced to meeting and initialed by the Chairman of the meeting for identification purpose) dated 18 January 2012 entered into between the Company and Grand Vinco Capital Limited (“**Placing Agent**”) in connection with the issue of the Warrants by way of private placement through the Placing Agent, on a best effort basis, and (ii) the terms and conditions set out in the warrant instrument (a draft of which marked “B” is produced to meeting and initialed by the Chairman of the meeting for identification purpose);
- (b) to allot and issue the Subscription Shares upon the exercise of the subscription rights attaching to the Warrants or any of them; and

\* *For identification purpose only*

- (c) to do all such acts and things, to sign and execute all such documents or agreements or deeds on behalf of the Company as they may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Placing Agreement and all the transactions contemplated thereunder.”

By order of the Board  
**Tai Shing International (Holdings) Limited**  
**Chan Yun Sang**  
*Chairman and executive director*

Hong Kong, 8 February 2012

*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:*

1504, 15/F  
The Center  
99 Queen's Road Central  
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 (each, a “**Director**”) of the Company comprises the following Directors:

*Executive Directors:*

Mr. Chan Yun Sang (*Chairman*)

Mr. Han Fangfa

Ms. Ju Lijun

Mr. Liu Bo

Ms. Huang Miaochan

*Non-executive Director:*

Dr. Pan Jin

*Independent non-executive Directors:*

Mr. Tang Sze Lok

Mr. Chan Wai Kwong, Peter

Mr. Xu Jingbin

Ms. Hu Yun

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 announcement will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication.*