

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

# **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)**

## **PROPOSED SHARE CONSOLIDATION**

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes that every 10 issued and unissued Shares of HK\$0.005 each in the share capital of the Company be consolidated into one Consolidated Share of HK\$0.05 each.

### **GENERAL**

A circular of the Company containing, among other matters, further details of the Share Consolidation and a notice to convene the EGM will be despatched to the Shareholders on or around 25 October 2011.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposes that every 10 issued and unissued Shares of HK\$0.005 each in the share capital of the Company be consolidated into one Consolidated Shares of HK\$0.05 each. As at the date of this announcement, there are 3,041,181,456 Shares of HK\$0.005 each in the share capital of the Company and Options entitling the holders thereof to subscribe for up to 95,450,000 Shares are outstanding.

The table below shows the authorised and issued share capital of the Company as at the date of this announcement and immediately after the Share Consolidation having become effective. Scenario I is based on the assumption that there will be no exercise of any Options and no Shares will be issued or repurchased from the date of this announcement up to the date of the Share Consolidation becomes effective. Scenario II is based on the assumption that there will be full exercise of the Options prior to the effective date of the Share Consolidation and other than the Shares that fall to be allotted and issued as a result of the exercise of the Options, no other Shares will be issued or repurchased from the date of this announcement up to the date of the Share Consolidation becomes effective.

\* For identification purpose only

**As at the date of this announcement:**

*Authorised:*

	<i>HK\$</i>
40,000,000,000 Shares of HK\$0.005 each	200,000,000

*Issued and credit as fully paid:*

	<i>HK\$</i>
3,041,181,456 Shares of HK\$0.005 each	15,205,907.28

**Upon the Share Consolidation having become effective:**

*Authorised:*

	<i>HK\$</i>
4,000,000,000 Consolidated Shares of HK\$0.05 each	200,000,000

**Scenario I**

*Issued and credit as fully paid:*

	<i>HK\$</i>
304,118,145 Consolidated Shares of HK\$0.05 each	15,205,907.25

**Scenario II**

*Issued and credit as fully paid:*

	<i>HK\$</i>
313,663,145 Consolidated Shares of HK\$0.05 each	15,683,157.25

**Conditions of the Share Consolidation:**

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of ordinary resolution at the EGM by the Shareholders to approve the Share Consolidation; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares (including the Consolidated Shares falling to be issued upon exercise of the subscription rights attaching to the Options).

**Listing application:**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares (including the Consolidated Shares falling to be issued upon exercise of the subscription rights attaching to the Options).

**Status of the Consolidated Shares:**

The Consolidated Shares will rank pari passu in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders. Fractional Consolidated Shares will not be issued by the Company to the Shareholders. Any fractional entitlement to the Consolidated Shares will be aggregated, sold and retained for the benefit of the Company.

Further details regarding the Share Consolidation will be set out in the circular of the Company containing the notice of EGM.

### **ARRANGEMENT ON ODD LOT TRADING**

The Consolidated Shares will be continued to be traded in board lots of 10,000 Consolidated Shares. In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares, the Company has agreed to procure a designated broker to arrange for the matching of the sales and purchases of odd lots of the Consolidated Shares. Details of the colour of the new share certificates and odd lots arrangements will be provided in the circular of the Company containing the notice of EGM.

### **REASONS FOR THE SHARE CONSOLIDATION**

The proposed Share Consolidation will increase the nominal value of the Shares and reduce the total number of Shares currently in issue. As such, the transaction and handling costs of the Company in relation to the dealing in the Consolidated Shares are expected to be reduced, which will be beneficial to the Company. Moreover, as the market value of each board lot upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot, the transaction cost as a proportion of the market value of each board lot will be lower. It is expected that the liquidity in trading of the shares of the Company will increase accordingly and the market value of the shares of the Company will be more precisely reflect the intrinsic value of the Company. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the Company and the Shareholders.

Save for the necessary professional expenses for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

### **CHANGE OF CERTIFICATE FOR CONSOLIDATED SHARES**

Subject to the Share Consolidation becoming effective, which is currently expected to be 11 November 2011, being the business day immediately after the date of the EGM, the Shareholders may on or after 11 November 2011 and until 19 December 2011 (both days inclusive), submit their share certificates for the Shares held by them to the Company's branch share registrar in Hong Kong in exchange for the new share certificates for Consolidated Shares at the expense of the Company. Thereafter, the share certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time specified by the Stock Exchange) for each new share certificate issued for the Consolidated Shares or each share certificate for the Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but are not acceptable for trading, settlement and registration purpose upon the Share Consolidation becomes effective.

## EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is as follows:

Despatch of the circular regarding, among other matters, the Share Consolidation .....	25 October 2011
Publication of the notice of EGM .....	25 October 2011
Latest time for lodging the form of proxy for the EGM .....	10:00 a.m. 8 November 2011
EGM .....	10:00 a.m. 10 November 2011
Announcement of results of EGM .....	10 November 2011
Effective date of the Share Consolidation .....	11 November 2011
Dealing in the Consolidated Shares commences .....	9:00 a.m. 11 November 2011
First day for free exchange of existing share certificates of Shares for new share certificates for the Consolidated Shares .....	11 November 2011
Original counter for trading in Shares in board lot size of 10,000 Shares temporarily closes .....	9:00 a.m. on 11 November 2011
Temporary counter for trading in the Consolidated Shares in board lot size of 1,000 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. on 11 November 2011
Parallel trading in the Consolidated Shares in the form of new share certificates and existing share certificates commences .....	9:00 a.m. on 25 November 2011
Original counter for trading in the Consolidated Shares in board lot size of 10,000 Shares (in the form of new share certificates) re-opens .....	9:00 a.m. on 25 November 2011
Designated broker starts to stand in the market to purchase and sell odd lots of the Consolidated Shares .....	9:00 a.m. on 25 November 2011
Temporary counter for trading in the Consolidated Shares in board lot size of 1,000 Consolidated Shares (in the form of existing share certificates) closes .....	4:00 p.m. on 15 December 2011
Parallel trading in the Consolidated Shares in the form of new share certificates and existing share certificates ends .....	4:00 p.m. on 15 December 2011
Designated broker ceases to stand in the market to purchase and sell odd lots of the Consolidated Shares .....	4:00 p.m. on 15 December 2011
Last day for free exchange of existing share certificates of Shares for new share certificates for the Consolidated Shares .....	19 December 2011

## ADJUSTMENTS IN RELATION TO THE OPTIONS

Pursuant to the terms of the Share Option Scheme and the terms of the Service Option, the exercise prices and the subscription price of the respective Share Options and the Service Option will be adjusted upon the Share Consolidation becoming effective. Such adjustments will be certified by the auditors of the Company and the Company will notify the holders of the Options the adjustments as soon as practicable upon the Share Consolidation becoming effective.

## GENERAL

A circular of the Company containing, among other matters, further details of the Share Consolidation and a notice to convene the EGM will be despatched to the Shareholders on or around 25 October 2011.

Shareholders are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser if they are in doubt about any of the above matters.

## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Company”	Tai Shing International (Holdings) Limited, the issued shares of which are listed on GEM
“Consolidated Shares”	consolidated ordinary shares of HK\$0.05 each in the issued and unissued share capital of the Company upon completion of the Share Consolidation
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider, among other matters (if any), the Share Consolidation
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Options”	collectively, the Share Options and the Service Option
“Service Option”	the option granted by the Company to Fantasy Top Limited attached with it the right to subscribe for up to 60,000,000 Shares, details of which are set out in the circular of the Company dated 30 September 2010
“Share Consolidation”	the proposed consolidation of every 10 issued and unissued Shares into one Consolidated Share of HK\$0.05 each

“Share Options”	options to subscribe for the Shares granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 22 October 2003
“Share(s)”	ordinary shares of the Company of HK\$0.005 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board  
**Tai Shing International (Holdings) Limited**  
**Wong Chung Wai, Eric**  
*Chairman and executive Director*

Hong Kong, 10 October 2011

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

*Executive Directors:*

Mr. Wong Chung Wai, Eric (*Chairman*)  
Mr. Chan Yun Sang  
Mr. Choi King Lit  
Mr. Han Fangfa

*Non-executive Director:*

Dr. Pan Jun

*Independent non-executive Directors:*

Mr. Tang Sze Lok  
Mr. Lee Kwok Yung  
Mr. Chan Wai Kwong, Peter

*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 “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication.*