

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)

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 1504, 15/F, The Center, 99 Queen’s Road Central, Hong Kong at 10:30 a.m. on 20 October 2010, for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions (with or without modifications):

1. “(a) **THAT** the conditional sale and purchase agreement dated 14 June 2010 and the supplemental conditional sale and purchase agreement dated 28 September 2010 entered into between Expertone Holdings Limited (“Expertone”) and Trend Brilliant Limited in relation to the Acquisition (as defined in the circular of the Company dated 30 September 2010 (“Circular”), a copy of which marked “A” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) (“Agreement”) (a copy of the Agreement marked “B” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) **THAT** subject to completion of the Acquisition, the directors of the Company (“Directors”) be and are hereby specifically authorised to allot and issue, credited as fully paid, 407,407,407 shares of HK\$0.005 each of the Company (collectively, the “Consideration Shares”) to Expertone in settlement of part of the consideration for the Acquisition in accordance with the terms and conditions of the Agreement; and
- (c) **THAT** all other transactions contemplated under the Agreement be and are hereby approved and the Directors or a duly authorised committee of the board of Directors be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Agreement, the Acquisition, the allotment and issue of the Consideration Shares, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

* For identification purpose only

2. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Service Option Shares (as defined below):
- (a) the service agreement dated 24 February 2010 (as varied and supplemented by the supplemental agreement dated 23 April 2010 and the second supplemental agreement dated 15 June 2010 and the third supplemental agreement dated 28 September 2010) entered into between the Company and Mr. Wong Chi Keung (“Mr. Wong”), a copy of which marked “C” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting (“Service Option Agreement”) in relation to the grant of right (“Service Option”) to Fantasy Top Limited (a company nominated by Mr. Wong) to subscribe for up to 60,000,000 shares of HK\$0.005 each of the Company (“Service Option Shares”) at the issue price of HK\$0.10 per Service Option Share be and is hereby approved;
 - (b) the grant of the Service Option to Fantasy Top Limited be and is hereby approved, confirmed and ratified;
 - (c) upon exercise of the Service Option by Fantasy Top Limited, the Directors be and are hereby specifically authorised to allot and issue such number of Service Option Shares to Fantasy Top Limited; and
 - (d) all other transactions contemplated under the Service Option Agreement be and are hereby approved and the Directors or a duly authorised committee of the board of Directors be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Service Option Agreement, the grant of the Service Option, the allotment and issue of the Service Option Shares, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Service Option Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 30 September 2010

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, all resolutions 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 comprises the following Directors:

Executive Directors:

Mr. Wong Chung Wai, Eric (*Chairman*)

Ms. Li Wenli

Mr. Chan Yun Sang

Mr. Ng Chi Wing

Independent non-executive Directors:

Professor Ip Ho Shing, Horace

Mr. Yan Yonghong

Mr. Tang Sze Lok

Mr. Lee Kwok Yung

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 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 website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com for at least 7 days from the date of its publication.