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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 an extraordinary general meeting of Tai Shing International (Holdings) Limited (“**Company**”) will be held on Friday, 25 June 2010 at 9:30 a.m. at Joint Professional Centre, Unit 1, Ground Floor, The Center, 99 Queen’s Road Central, Hong Kong to consider and, if thought fit, pass each of the following resolutions as an ordinary resolution (with or without modifications):

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares I (as defined below):
 - (a) the subscription agreement dated 5 May 2010 entered into between the Company, Galaxy China Special Situations Fund SPC (“**Galaxy Fund I**”) and VC Brokerage Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A” (“**Subscription Agreement I**”) in relation to the subscription of 40,000,000 shares of HK\$0.005 each of the Company (“**Subscription Shares I**”) by Galaxy Fund I at the issue price of HK\$0.265 per Subscription Share I be and is hereby approved;
 - (b) the allotment and issue of the Subscription Shares I subject to and pursuant to the terms and conditions of the Subscription Agreement I be and is hereby approved; and
 - (c) the directors of the Company be or a duly authorised committee of the board of directors of the Company be and are hereby authorised:
 - (i) to allot and issue the Subscription Shares I subject to and pursuant to the terms and conditions of the Subscription Agreement I; and
 - (ii) to do and execute all such acts, matters, deeds, documents and things as they may consider appropriate, necessary or desirable for or in connection with the Subscription Agreement I and the allotment and issue of the Subscription Shares I subject to and pursuant to the terms and conditions therewith and to agree to variation and/or waiver of all matters relation thereto which, in the opinion of the directors of the Company, are not material to the transaction contemplated thereby and are in the best interest of the Company.”

* 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 Subscription Shares II (as defined below):
- (a) the subscription agreement dated 5 May 2010 entered into between the Company, Galaxy China Deep Value Fund (“**Galaxy Fund II**”) and VC Brokerage Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B” (“**Subscription Agreement II**”) in relation to the subscription of 60,000,000 shares of HK\$0.005 each of the Company (“**Subscription Shares II**”) by Galaxy Fund II at the issue price of HK\$0.265 per Subscription Share II be and is hereby approved;
 - (b) the allotment and issue of the Subscription Shares II subject to and pursuant to the terms and conditions of the Subscription Agreement II be and is hereby approved; and
 - (c) the directors of the Company be or a duly authorised committee of the board of directors of the Company be and are hereby authorised:
 - (i) to allot and issue the Subscription Shares II subject to and pursuant to the terms and conditions of the Subscription Agreement II; and
 - (ii) to do and execute all such acts, matters, deeds, documents and things as they may consider appropriate, necessary or desirable for or in connection with the Subscription Agreement II and the allotment and issue of the Subscription Shares II subject to and pursuant to the terms and conditions therewith and to agree to variation and/or waiver of all matters relation thereto which, in the opinion of the directors of the Company, are not material to the transaction contemplated thereby and are in the best interest of the Company.”

By order of the board of directors of
Tai Shing International (Holdings) Limited
Wong Chung Wai, Eric
Executive Director

Hong Kong, 9 June 2010

Registered Office:
Cricket Square
Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

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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 Shops 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 announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Luk Yat Hung (*Chairman*)

Ms. Li Wenli

Mr. Wong Chung Wai, Eric

Mr. Chan Yun Sang

Mr. Ng Chi Wing

Independent non-executive Directors:

Professor Ip Ho Shing, Horace

Mr. Yan Yonghong

Mr. Peng Lijun

Mr. Tang Sze Lok

Mr. Lee Kwok Yung

This announcement will remain on the "Latest Company Announcement" page of the GEM website for at least 7 days from its date of publication.

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.