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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)

PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the existing issued and unissued Shares of HK\$0.05 each in the share capital of the Company be subdivided into 10 Subdivided Shares.

The proposed Share Subdivision is conditional upon the fulfillment of the conditions set out below. An ordinary resolution to approve the Share Subdivision will be proposed at the EGM.

The Shares are currently traded on GEM in board lots of 20,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 20,000 Subdivided Shares.

A circular containing details of the Share Subdivision together with the notice of the EGM will be despatched to the Shareholders as soon as practicable.

PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the existing issued and unissued Shares of HK\$0.05 each in the share capital of the Company be subdivided into 10 shares of HK\$0.005 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below.

The Share Subdivision will reduce the nominal value, and increase the total number of shares of the Company currently in issue. The Share Subdivision will bring about a theoretical corresponding downward adjustment to the trading price of the shares of the Company on the Stock Exchange and enhance the liquidity in the trading of the shares of the Company. Accordingly, the Board is of the view that the Share Subdivision is beneficial to the Company and the Shareholders as a whole.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation of the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, rights and interests of the Shareholders.

The Subdivided Shares will rank pari passu in all respects with each other.

** For identification purpose only*

Share capital structure of the Company

As at the date of this announcement, the authorised share capital of the Company is HK\$200,000,000, divided into 4,000,000,000 Shares, of which 125,570,000 Shares are in issue and fully paid or credited as fully paid. Without taking into account the allotment and issue of the Subscription Shares as described in the Placing Announcement and assuming that there will not be any change in the issued share capital of the Company from the date of this announcement to the day on which the Share Subdivision becomes effective, immediately upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$200,000,000 divided into 40,000,000,000 Subdivided Shares, of which 1,255,700,000 Subdivided Shares will be in issue and fully paid or credited as fully paid.

The Shares are currently traded on GEM in board lots of 20,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 20,000 Subdivided Shares.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank pari passu in all respects with each other in accordance with the articles of association of the Company.

Adjustments to Service Option

As disclosed in the announcement dated 24 February 2010, the Company has conditionally granted the Service Option to subscribe for up to 6,000,000 Shares at the exercise price of HK\$1.00 per Share. The Share Subdivision will cause adjustments to be made to the exercise price and/or the number of the Subdivided Shares comprised in the Service Option.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

Despatch of the circular regarding the Share Subdivision	19 March 2010
Publication of the notice of EGM	19 March 2010
Latest time for lodging the form of proxy for the EGM	9:30 a.m., 6 April 2010
EGM	9:30 a.m., 8 April 2010
Announcement of poll results of the EGM	8 April 2010

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision

Effective date of the Share Subdivision	9 April 2010
Dealings in the Subdivided Shares commence	9:30 a.m., 9 April 2010
Original counter for trading in existing Shares in board lots of 20,000 Shares temporarily closes	9:30 a.m., 9 April 2010
Temporary counter for trading in board lots of 200,000 Subdivided Shares (in the form of certificates of existing Shares ("Existing Share Certificates")) opens	9:30 a.m., 9 April 2010
First day of free exchange of Existing Share Certificates for new certificates for the Subdivided Shares ("New Share Certificates")	9 April 2010
Original counter for trading in Subdivided Shares in board lots of 20,000 Subdivided Shares (in the form of New Share Certificates) reopens	9:30 a.m., 23 April 2010
Parallel trading in Subdivided Shares (in the form of New Share Certificates and the Existing Share Certificates) commences	9:30 a.m., 23 April 2010
Parallel trading in Subdivided Shares (in the form of New Share Certificates and the Existing Share Certificates) ends	4:00 p.m., 13 May 2010
Temporary counter for trading in board lots of 200,000 Subdivided Shares (in the form of Existing Share Certificates) closes	4:00 p.m., 13 May 2010
Last day for free exchange of Existing Share Certificates for the New Share Certificates	4:00 p.m., 17 May 2010

Subject to the Share Subdivision becoming effective, Shareholders may submit their Existing Share Certificates to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in exchange for the New Share Certificates free of charge between 9:00 a.m. and 4:00 p.m. on any business day from 9 April 2010 to 17 May 2010 (both dates inclusive). It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates to Computershare Hong Kong Investor Services Limited for exchange.

After 17 May 2010, exchange of Existing Share Certificates for New Share Certificates can only be made at a cost of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates involved is higher.

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m., 13 May 2010 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all Existing Share Certificates will continue to be good evidence of legal title to such equivalent number of Subdivided Shares. The colour of the New Share Certificates will be announced by the Company in due course.

GENERAL

An ordinary resolution to approve the Share Subdivision will be proposed at the forthcoming EGM. A circular containing details of the Share Subdivision and a notice of EGM will be despatched to the Shareholders as soon as practicable.

The Company will make further announcements as and when appropriate to inform the Shareholders the result of the EGM and the effective date of the Share Subdivision.

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares.

As no Shareholders have a material interest in the Share Subdivision, which is different from that of the other Shareholders, no Shareholders will be required to abstain from voting on the resolution to approve the Share Subdivision.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors
“Company”	Tai Shing International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened to consider and approve, among other things, the Share Subdivision
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Placing Announcement”	the announcement dated 1 March 2010 published by the Company in connection with a top-up placing of 5,000,000 Shares
“Service Option”	the option conditionally granted by the Company to Mr. Wong Chi Keung attached with it the right to subscribe for up to 6,000,000 Shares at the exercise price of HK\$1.00 per Share, details of which are set out in the announcement of the Company dated 24 February 2010
“Shareholder(s)”	shareholder(s) of the Company
“Share Subdivision”	the proposed subdivision of each Share into 10 Subdivided Shares
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	subdivided ordinary share(s) of HK\$0.005 each in the issued and unissued share capital of the Company upon completion of the Share Subdivision
“Subscription Shares”	the 5,000,000 Shares to be allotted and issued to Wide Source Group Ltd pursuant to the subscription agreement between the Company and Wide Source Group Ltd dated 1 March 2010, details of which are set out in the Placing Announcement
“%”	per cent.

By Order of the Board
Tai Shing International (Holdings) Limited
Luk Yat Hung
Chairman

Hong Kong, 9 March 2010

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

Executive Directors:

Mr. Luk Yat Hung (*Chairman*)

Ms. Li Wenli

Independent non-executive Directors:

Professor Ip Ho Shing, Horace

Mr. Yan Yonghong

Mr. Peng Lijun

Mr. Tang Sze Lok

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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication.