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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)**

## **ANNOUNCEMENT AND RESUMPTION OF TRADING**

This announcement is made pursuant to Rules 17.10 and 17.11 of the GEM Listing Rules and Rule 3.7 of the Takeovers Code.

The Board wishes to announce that the Company is informed by a substantial shareholder of the Company, Wide Source, that it is currently in the Negotiation with the Potential Investor, which (together with its ultimate beneficial owners) are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules), on a possible disposal of Wide Source's entire interest in the Company by Wide Source to the Potential Investor and that the Potential Investor may consider to make a voluntary general offer to acquire all the Shares.

**There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated and the Negotiation may or may not lead to a general offer.**

The Company will comply with the relevant requirements under the GEM Listing Rules and the Takeovers Code should there be any development on the Negotiation as and when required.

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 11:28a.m. on 14 October 2009 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 15 October 2009.

This announcement is made pursuant to Rules 17.10 and 17.11 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and Rule 3.7 of The Code on Takeovers and Mergers (the "Takeovers Code").

*\* For identification purpose only*

The board (the “Board”) of directors (the “Directors”) of Tai Shing International (Holdings) Limited (the “Company”) wishes to announce that the Company is informed by a substantial shareholder of the Company, Wide Source Group Limited (“Wide Source”), that it is currently in negotiation (the “Negotiation”) with a potential investor (the “Potential Investor”) on a possible disposal of Wide Source’s entire interest in the Company by Wide Source to the Potential Investor. The Company is also informed by Wide Source that the Potential Investor may consider to make a voluntary general offer to acquire all the issued shares in the Company (the “Shares”). Wide Source has confirmed to the Company that the discussion is at the preliminary stage only and as at the date of this announcement, no legally binding agreement has yet been entered into by Wide Source and the Potential Investor. **There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated and the Negotiation may or may not lead to a general offer.**

The Company will comply with the relevant requirements under the GEM Listing Rules and the Takeovers Code should there be any development on the Negotiation as and when required.

The relevant securities of the Company in issue as at the date of this announcement comprise 109,190,000 Shares at a nominal value of HK\$0.05 per Share. Other than the 109,190,000 Shares, there are no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company as at the date of this announcement. Wide Source is wholly-owned by Mr. Luk Yat Hung, the Chairman and an executive Director, and is the legal and beneficial owner of 21,542,476 Shares, representing 19.73% of the existing issued share capital of the Company.

To the best knowledge, information and belief of the Directors, the Potential Investor and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules) and they do not hold any Shares.

The Board has noted the increases in the price and the trading volume of the Shares today and wishes to state that save as disclosed above, it is not aware of any reasons for such increases.

Save as disclosed above, the Board confirms that there are no negotiations or agreements relating to intended acquisitions or realizations which are discloseable under Chapters 19 and 20 of the GEM Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

In accordance with Rule 3.7 of the Takeovers Code, the Company will issue update announcements on a monthly basis until the publication of an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer or of termination of talks.

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code) of the Company and the Potential Investor are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

## **“Responsibilities of stockbrokers, banks and other intermediaries**

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

### **Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 14 October 2009

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.*

*All 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 contained in this announcement misleading.*

*This announcement will remain on the Stock Exchange of Hong Kong Limited's website at <http://www.hkexnews.hk> on the "Latest Company Announcements" page for at least 7 days from the date of its publication.*