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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 (the “Meeting”) of Tai Shing International (Holdings) Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 7 July 2009 at Joint Professional Centre, Unit 1, Ground Floor, The Center, 99 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT** subject to and conditional upon: (i) the passing of ordinary resolution numbered 2 as set out in the notice convening this meeting; (ii) the Executive (as defined in the Circular (as defined below)) granting to WS (as defined in the Circular) and parties acting in concert with it the Whitewash Waiver (as defined in the Circular) and the satisfaction of any condition attached to the Whitewash Waiver imposed by the Executive; (iii) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Rights Shares (as defined below) (in both nil-paid and fully-paid forms); (iv) the filing and registration of all documents relating to the Rights Issue (as defined below), which are required by law to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies Ordinance of Hong Kong; and (vi) the obligations of WS under the Underwriting Agreement (as defined in the Circular) becoming unconditional and not being terminated in accordance with the terms of that agreement:
  - (a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;
  - (b) the issue by way of rights (“**Rights Issue**”) of not less than 218,380,000 shares of HK\$0.05 each in the share capital of the Company (“**Rights Shares**”) to the shareholders (“**Shareholders**”) of the Company whose names appear on the register of members of the Company on Tuesday, 7 July 2009 in the proportion of two Rights Shares for every share of the Company then held at the subscription price of HK\$0.10 per Rights Share and otherwise on the terms and conditions set out in a circular dated 19 June 2009 (“**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved;

*\* For identification purposes only*

- (c) the directors (“**Directors**”) of the Company be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue provided that in the case of Shareholders whose addresses as shown on the register of members of the Company on Tuesday, 7 July 2009 are in any place outside Hong Kong and the Directors, based on the enquiry made by the Company, consider it necessary or expedient not to offer the Rights Shares to such Shareholders (“**Excluded Shareholders**”) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Rights Shares shall not be issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Rights Shares shall be sold in the market as soon as practicable after dealings in Rights Shares in their nil-paid form commence and the proceeds of such sale (after deduction of expenses) of more than HK\$100 will be paid to the Excluded Shareholders and the Company shall retain any individual amount of HK\$100 or less;
- (d) the Directors be and are hereby authorised to make such other exclusions or other arrangements in relation to the Excluded Shareholders as they may deem necessary or expedient and generally to do such things or make such arrangements as they may think fit to effect the Rights Issue; and
- (e) the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue and the Underwriting Agreement or any transactions contemplated thereunder.”
2. “**THAT** subject to the Executive (as defined in the Circular (as defined below)) granting to WS (as defined in the Circular) and parties acting in concert with it the Whitewash Waiver (as defined in the Circular) and the satisfaction of any condition attached to the Whitewash Waiver imposed by the Executive, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”) waiving any obligation on the part of WS and parties acting in concert with it to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned by WS and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of the fulfillment of WS’s underwriting obligations under the Underwriting Agreement (as defined in the Circular), the principal terms of which are set out in a circular of the Company to its shareholders dated 19 June 2009 (“**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved.”

By order of the board of directors of  
**Tai Shing International (Holdings) Limited**  
**Luk Yat Hung**  
*Chairman and Executive Director*

Hong Kong, 19 June 2009

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
24/F., Prosperous Commercial Building  
54-58 Jardine’s Bazaar, Causeway Bay  
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 and the Code on Takeovers and Mergers, 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. 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.*

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