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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 (the “Company”) will be held on Monday, 12 September 2005 at 3:00 p.m. at Yat Tung Heen Chinese Restaurant, 2/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (A) the transaction contemplated under the agreement (the “First Acquisition Agreement”) dated 22 July, 2005 between the Company and Tsinghua Tongfang Co. Limited (“Tsinghua Tongfang”) (a copy of the First Acquisition Agreement has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose) pursuant to which, subject to the fulfilment of certain conditions, the Company has agreed to acquire 35% interest in the issued share capital of Tongfang Electronic (Hong Kong) Company Limited at a consideration of approximately HK\$5.2 million, including the issue and allotment of 15,890,000 new shares of HK\$0.05 each in the share capital of the Company (each a “Share”) to Tsinghua Tongfang or as it may direct, credited as fully paid in satisfaction of such consideration, be and is hereby approved;
- (B) the directors of the Company (the “Directors”) be and are hereby authorised to exercise all the powers of the Company and take all other steps as might in the opinion of the Directors be desirable or necessary in connection with the First Acquisition Agreement.”

2. **“THAT:**

- (A) the transaction contemplated under the agreement (the “Second Acquisition Agreement”) dated 4 August, 2005 between the Company and Mr. Pyong Sig Cho (“Mr. Cho”) (a copy of the Second Acquisition Agreement has been produced to this meeting marked “B” and initialled by the chairman of the meeting for identification purpose) pursuant to which, subject to the fulfilment of certain

conditions, the Company has agreed to acquire the entire interest in the issued share capital of Pacific Heights Holdings Limited at a consideration of approximately HK\$3.7 million, which is to be satisfied by the Company by the transfer to Mr. Cho or his nominee the entire interest in Top Gallant International Limited, a wholly owned subsidiary of the Company, be and is hereby approved;

- (B) the Directors be and are hereby authorised to exercise all the powers of the Company and take all other steps as might in the opinion of the Directors be desirable or necessary in connection with the Second Acquisition Agreement.”

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

Hong Kong, 26 August 2005

*Principal place of business in Hong Kong:*

24/F

Prosperous Commercial Building

54-58 Jardine's Bazaar

Causeway Bay

Hong Kong

As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Luk Yat Hung and Ms. Li Wenli and four independent non-executive directors, namely Mr. Chung Shui Ming, Timpson, Professor Ip Ho Shing, Horace, Mr. Yan Yonghong and Mr. Peng Lijun.

**Notes:**

1. Any member of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the general meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 46/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not less

than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person 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 the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

\* *for identification purpose only*

*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 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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.*