
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tai Shing International (Holdings) Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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; PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the
Independent Board Committee and the Independent Shareholders

VINCO 
Grand Vinco Capital Limited
(A wholly-owned subsidiary of Vinco Financial Group Limited)

Capitalised terms used in this cover page have the same meaning as defined in this circular.

A notice convening the EGM to be held on Thursday, 15 April 2010, at 9:30 a.m. at the Joint Professional Centre, Unit 1, Ground Floor, The Center, 99 Queen’s Road Central, Hong Kong is set out on pages 21 to 24 of this circular.

A form of proxy is also enclosed. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, or any adjourned meeting thereof (as the case may be), should you so wish.

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

26 March 2010

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company held on 6 August 2009
“Articles”	the articles of association of the Company as amended from time to time
“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
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“connected person”	has the meaning set out in the GEM Listing Rules
“Current Issue Mandate”	the general mandate approved and granted to the Directors at the AGM to allot, issue and deal with Shares
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 15 April 2010 for the purposes of considering, and if thought fit, approving the Share Subdivision and the grant of the Issue Mandate
“Existing Share Certificate(s)”	the blue share certificate(s) of the Shares
“First Placing Announcement”	the announcement dated 23 February 2010 published by the Company in connection with a placing and top-up subscription of 16,380,000 Shares
“First Top-up Subscription”	the subscription of 16,380,000 Shares pursuant to the placing and top-up subscription agreement dated 23 February 2010 and entered into by the Company, Wide Source Group Ltd and VC Brokerage Limited, details of which are set out in the First Placing Announcement
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board comprising all independent non-executive Directors, established for the purpose of advising the Independent Shareholders in relation to the proposed grant of the Issue Mandate
“Independent Shareholders”	Shareholders other than any controlling Shareholders or their associates or, where there are no controlling Shareholders, any Directors and their respective associates who are Shareholders as at the date of the EGM
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the EGM to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution
“Latest Practicable Date”	24 March 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“New Share Certificate(s)”	the red share certificate(s) for the Subdivided Shares
“PRC”	the Peoples’ Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Acquisition”	the possible acquisition of the entire issued share capital of Fullmark Management Limited by the Company, details of which are set out in the announcement of the Company dated 11 February 2010
“Second Placing Announcement”	the announcement dated 1 March 2010 published by the Company in connection with a placing and top-up subscription of 5,000,000 Shares
“Second Top-up Subscription”	the subscription of 5,000,000 Shares pursuant to the placing and top-up subscription agreement dated 1 March 2010 and entered into by the Company, Wide Source Group Ltd and VC Brokerage Limited, details of which are set out in the Second Placing Announcement

DEFINITIONS

“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
“Share(s)”	the ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Subdivision”	the proposed subdivision of the each of the existing issued and unissued Shares of the Company of HK\$0.05 each into 10 Subdivided Shares of HK\$0.005 each
“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 the Share Subdivision becoming effective
“Vinc Capital”	Grand Vinc Capital Limited, a wholly-owned subsidiary of the Vinc Financial Group Limited (stock code: 8340), a licensed corporation to carry out business in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the Issue Mandate
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Subdivision.

2010

Latest time for lodging the form of proxy for the EGM 9:30 a.m., 13 April

EGM 9:30 a.m., 15 April

Announcement of poll results of the EGM 15 April

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

Effective date of the Share Subdivision 16 April

Dealings in the Subdivided Shares commence 9:30 a.m., 16 April

Original counter for trading in existing Shares
in board lots of 20,000 Shares temporarily closes 9:30 a.m., 16 April

Temporary counter for trading in board lots of 200,000 Subdivided Shares
(in the form of Existing Share Certificates) opens 9:30 a.m., 16 April

First day of free exchange of Existing Share Certificates
for New Share Certificates 16 April

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., 30 April

Parallel trading in Subdivided Shares
(in the form of New Share Certificates and
the Existing Share Certificates) commences 9:30 a.m., 30 April

Parallel trading in Subdivided Shares
(in the form of New Share Certificates and
the Existing Share Certificates) ends 4:00 p.m., 20 May

EXPECTED TIMETABLE

Temporary counter for trading in board lots of 200,000

Subdivided Shares (in the form of Existing Share

Certificates) closes 4:00 p.m., 20 May

Last day for free exchange of Existing Share Certificates

for the New Share Certificate 4:00 p.m., 25 May

Dates and times specified in the above timetable are Hong Kong dates and times.

The above timetable is indicative only and may be varied by the Company. Further announcement will be made by the Company on any consequential changes to the expected timetable as and when necessary and appropriate.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Luk Yat Hung (*Chairman*)

Ms. Li Wenli

Mr. Wong Chung Wai, Eric

Mr. Chan Yun Sang

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Professor Ip Ho Shing, Horace

Mr. Yan Yonghong

Mr. Peng Lijun

Mr. Tang Sze Lok

*Head office and principal place of
business in Hong Kong:*

24th Floor

Prosperous Commercial Building

54-58 Jardine's Bazaar

Causeway Bay

Hong Kong

26 March 2010

To the Shareholders

Dear Sir or Madam,

PROPOSED SUBDIVISION OF SHARES

AND

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed Share Subdivision and (ii) the proposed grant of the Issue Mandate and to give you the notice of the EGM.

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.

** For identification purpose only*

LETTER FROM THE BOARD

Effects of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000, divided into 4,000,000,000 Shares, of which 130,570,000 Shares are in issue and fully paid or credited as fully paid. Immediately upon the Share Subdivision becomes effective assuming that the Company does not allot or issue or repurchase any Shares prior thereto, the authorised share capital of the Company will be HK\$200,000,000 divided into 40,000,000,000 Subdivided Shares, of which 1,305,700,000 Subdivided Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* in all respects with each other in accordance with the Company's memorandum of association and the Articles. 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 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.

Listing application

An application will be made by the Company to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares to be in issue upon the Share Subdivision becoming effective.

None of the securities of the Company is listed or dealt in on any of the stock exchange other than the Stock Exchange and no such listing or permission to deal is being or proposed to be sought.

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.

Reasons for the Share Subdivision

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.

LETTER FROM THE BOARD

Exchange of share certificates

Subject to the Share Subdivision becoming effective, which is expected to be on 16 April 2010, Shareholders may submit their Existing Share Certificates (in blue colour) 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 (in red colour) free of charge between 9:00 a.m. and 4:00 p.m. on any business day from 16 April 2010 to 25 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 25 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., 20 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.

Trading arrangement for Subdivided Shares

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on 16 April 2010. Parallel trading in the Subdivided Shares (in the form of New Share Certificates and the Existing Share Certificates) are expected to commence on 30 April 2010 and end on 20 May 2010 (both dates inclusive). Full details of the expected timetable and trading arrangement of the Shares are set out in pages 4 and 5 of this circular.

Adjustments to Service Option

As disclosed in the announcement dated 24 February 2010 and set out in this circular, 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. Subject to the grant of the Service Option becoming unconditional and the Share Subdivision becoming effective, the number of Subdivided Shares issuable under the Service Option is 60,000,000 and the adjusted exercise price per Subdivided Share under the Service Option is HK\$0.10.

REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES

The Current Issue Mandate

At the AGM, among other things, an ordinary resolution was passed to grant the Directors the Current Issue Mandate which enables the Directors to allot, issue and deal with Shares not exceeding 20% of aggregate nominal amount of the issued shares capital of the Company as at the date of the AGM (equivalent to 21,838,000 Shares).

LETTER FROM THE BOARD

Reasons for refreshment

The Current Issue Mandate has not been refreshed since it was granted at the AGM.

On 23 February 2010, the Company announced that it had entered into an agreement for the First Top-up Subscription. Pursuant to such agreement, the Company has allotted and issued a total of 16,380,000 Shares under the Current Issue Mandate. The net proceeds received by the Company from the First Top-up Subscription amounted to approximately HK\$16 million.

On 1 March 2010, the Company announced that it had entered into an agreement for the Second Top-up Subscription. Pursuant to such agreement, the Company has allotted and issued a total of 5,000,000 Shares under the Current Issue Mandate. The net proceeds received by the Company from the Second Top-up Subscription amounted to approximately HK\$7.75 million.

The net proceeds raised in the First Top-up Subscription and the Second Top-up Subscription have already been utilised for the payment of the deposit pursuant to the Addendum (as defined in the Company's announcement dated 4 March 2010) as at the Latest Practicable Date.

The Current Issue Mandate granted to the Directors had almost been fully utilized after the completion of the First Top-up Subscription and the Second Top-up Subscription. If the Current Issue Mandate is not refreshed, the Directors would only be allowed to allot and issue up to 458,000 Shares, representing approximately 0.42% of the issued share capital of the Company at the date of the AGM.

In order to allow the flexibility to raise further capital to finance future investments and/or for future business development, the Company wishes to seek approval of Shareholders at the EGM to grant the Issue Mandate to the Directors. Save for the proposed acquisition of Fullmark Management Limited by the Company, details of which are set out in the announcements of the Company dated 11 February 2010 and 4 March 2010, the Company does not have any specific plans of investments or business development at present. Based on the total number of issued Shares as at the Latest Practicable Date (i.e. 130,570,000 Shares) and assuming that the Company does not issue and repurchase any further Shares prior to the EGM, the Issue Mandate will allow the Directors to issue and allot up to 26,114,000 new Shares (or 261,140,000 Subdivided Shares if the Share Subdivision has become effective). However, the Company does not have any immediate plans for any new issue of Shares or Subdivided Shares under the Issue Mandate at present.

The Issue Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the Company is required by the Companies Laws or the Articles to hold its next annual general meeting; and (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Independent Board Committee comprising Professor Ip Ho Shing, Horace, Mr. Yan Yonghong, Mr. Peng Lijun and Mr. Tang Sze Lok, all being independent non-executive Directors has been established to advise the Independent Shareholders on the grant of the Issue Mandate. Vinco Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the grant of the Issue Mandate.

LETTER FROM THE BOARD

EGM

The EGM will be held on Thursday, 15 April 2010, at 9:30 a.m. at the Joint Professional Centre, Unit 1, Ground Floor, The Center, 99 Queen's Road Central, Hong Kong, the notice of which is set out on pages 21 to 24 of this circular.

At the EGM, ordinary resolutions will be proposed to the Shareholders to consider, and if thought fit, approve:

- (1) the Share Subdivision; and
- (2) the grant of the Issue Mandate.

In compliance with the GEM Listing Rules, all resolutions will be voted on by way of a poll at the EGM.

According to Rule 17.42A(1) of the GEM Listing Rules, any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution to approve the grant of the Issue Mandate and such resolution shall be voted on by way of a poll.

As at the Latest Practicable Date, there was no controlling Shareholder (within the meaning of the GEM Listing Rules) and Mr. Luk Yat Hung, an executive Director and the chairman of the Company, was interested in 21,542,476 issued Shares. Save as disclosed above, no other Director or chief executive of the Company was interested in any issued Shares. On such basis, Mr. Luk Yat Hung is required to abstain from voting in favour of the resolution in respect of the grant of the Issue Mandate at the EGM. The Company has been advised by Mr. Luk Yat Hung that he does not have an intention to vote against the resolution of the grant of the Issue Mandate.

You will find enclosed a form of proxy for use at the EGM. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the EGM to the office of 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. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person should you so wish.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the Share Subdivision and the grant of the Issue Mandate are fair and reasonable, are in the interests of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Share Subdivision and the grant of the Issue Mandate.

The Independent Board Committee, having taken into account the advice of Vinco Capital, considers that the granting of the Issue Mandate is fair and reasonable so far as the Independent Shareholders are concerned and accordingly recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM for approving the grant of the Issue Mandate.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

COMPETING INTERESTS

None of the Directors nor the controlling Shareholders (if any) of the Company or any of their respective associates had any interest in a business which competes or may compete with the business of the Group as at the Latest Practicable Date.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at 24th Floor, Prosperous Commercial Building, 54-58 Jardine's Bazaar, Causeway Bay, Hong Kong during normal business hours from 26 March 2010 up to and including the date of the EGM:

- (a) the Companies Laws;
- (b) the memorandum of association of the Company and the Articles; and
- (c) the annual reports of the Group for the two financial years ended 31 March 2009.

WAIVER FROM STRICT COMPLIANCE WITH RULES 24.09(2) AND 24.09(3) OF THE GEM LISTING RULES

The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 24.09(2) and 24.09(3) of the GEM Listing Rules regarding the requirements on including in this circular summaries of: (a) the provisions of the constitutive documents of the Company in so far as they may affect shareholders' rights and protections and directors' powers; and (b) the relevant regulatory provisions of the jurisdiction in which the Company is incorporated.

ADDITIONAL INFORMATION

Your attention is drawn to the letter of recommendation from the Independent Board Committee set out on page 12 of this circular and the letter of advice from the Vinco Capital set out on pages 13 to 20 of this circular, which contains, among other matters, its advice to the Independent Board Committee in relation to the proposed grant of the Issue Mandate and the principal factors considered by it in arriving at its recommendation.

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

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)

26 March 2010

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES

We have been appointed as the Independent Board Committee to advise the Independent Shareholders in connection with the granting of the Issue Mandate, details of which are set out in the circular of the Company to the Shareholders dated 26 March 2010 (“**Circular**”), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the advice of Vinco Capital in relation thereto as set out in the Circular, we are of the view that the granting of the Issue Mandate is in the interests of the Company and the Shareholders as a whole and the terms of the granting of the Issue Mandate are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to approve the grant of the Issue Mandate to be proposed at the EGM.

Yours faithfully,

**Professor Ip Ho
Shing, Horace**
*Independent
Non-Executive
Directors*

Mr. Yan Yonghong
*Independent
Non-Executive
Directors*

Mr. Peng Lijun
*Independent
Non-Executive
Directors*

Mr. Tang Sze Lok
*Independent
Non-Executive
Directors*

* For identification purpose only

LETTER FROM VINCO CAPITAL

The following is the text of a letter of advice from Vinco Capital to the Independent Board Committee and the Independent Shareholders in connection with the granting of the Issue Mandate, which has been prepared for the purpose of incorporation in this circular.



Grand Vinco Capital Limited

Units 4909-4910, 49/F., The Center
99 Queen's Road Central, Hong Kong

26 March 2010

*To the Independent Board Committee and the Independent Shareholders of
Tai Shing International (Holdings) Limited*

Dear Sirs,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES

INTRODUCTION

We refer to our engagement as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the granting of the Issue Mandate, details of which are set out in the section headed "Letter from the Board" in the circular ("Circular") issued by the Company to the Shareholders dated 26 March 2010 of which this letter forms part. Capitalised terms used in this letter shall have the same meanings ascribed to them in the Circular unless the context otherwise requires.

As set out in the announcement of the Company dated 4 March 2010 regarding the completion of the First Top-up Subscription, an aggregate of 16,380,000 Shares were issued under the Current Issue Mandate, representing approximately 75.01% of the Current Issue Mandate. In addition, according to the announcement of the Company dated 10 March 2010 regarding the completion of the Second Top-up Subscription, an aggregate of 5,000,000 Shares were issued under Current Issue Mandate, representing approximately 22.90% of the Current Issue Mandate. As a result of the First Top-up Subscription and Second Top-up Subscription, the Current Issue Mandate has been substantially utilised as to 21,380,000 Shares, representing approximately 97.90% of the Current Issue Mandate. In order to maintain the financial flexibility to raise further capital to finance the Group's future investments and/or future business developments, the Directors proposed to seek the approval of the Independent Shareholders at the EGM for the granting of the Issue Mandate.

LETTER FROM VINCO CAPITAL

In accordance with Rule 17.42A of the GEM Listing Rules, the granting of the Issue Mandate requires the approval of the Independent Shareholders by way of a poll at the EGM, at which any controlling Shareholders and their associates, or where there are no controlling shareholders, the directors (excluding independent non-executive directors) and the chief executives of the Company and their respective associates shall abstain from voting in favour of the resolution approving the granting of the Issue Mandate. As at the Latest Practicable Date, save as Mr. Luk Yat Hung, an executive Director and the chairman of the Company, who was interested in 21,542,476 Shares (representing approximately 16.50% of the issued share capital of the Company), no other executive Director or chief executive of the Company or their respective associates were interested in any Shares. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Company does not have any controlling Shareholders and Mr. Luk Yat Hung and his respective associates are thus required to abstain from voting in favour of the relevant resolution approving the granting of the Issue Mandate at the EGM. As at the Latest Practicable Date, we were advised by the Company that neither Mr. Luk Yat Hung, nor his associates had indicated that they would vote against the resolution of the granting of the Issue Mandate at the EGM.

The Independent Board Committee, comprising Professor Ip Ho Shing Horace, Mr. Yan Yonghong, Mr. Peng Lijun and Mr. Tang Sze Lok, all being the independent non-executive Directors, has been formed to advise the Independent Shareholders as to whether the granting of the Issue Mandate is fair and reasonable so far as the Independent Shareholders are concerned and whether the granting of the Issue Mandate is in the interests of the Company and the Independent Shareholders as a whole.

BASIS OF OUR OPINION AND RECOMMENDATION

In forming our opinion and recommendation, we have relied on the information, facts and representations contained or referred to in the Circular and the information, facts and representations provided by, and the opinions expressed by the Directors, management of the Company and its subsidiaries. We have assumed that all information, facts, opinions and representations made or referred to in the Circular were true, accurate and complete at the time they were made and continued to be true, accurate and complete as at the date of the Circular and that all expectations and intentions of the Directors, management of the Company and its subsidiaries, will be met or carried out as the case may be. We have no reason to doubt the truth, accuracy and completeness of the information, facts, opinions and representations provided to us by the Directors, management of the Company and its subsidiaries. The Directors have confirmed to us that no material facts have been omitted from the information supplied and opinions expressed. We have no reason to doubt that any relevant material facts have been withheld or omitted from the information provided and referred to in the Circular or the reasonableness of the opinions and representations provided to us by the Directors, management of the Company and its subsidiaries.

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

LETTER FROM VINCO CAPITAL

We have relied on such information and opinions and have not, however, conducted any independent verification of the information provided, nor have we carried out any independent investigation into the business, financial conditions and affairs of the Group or its future prospect.

Based on the foregoing, we confirm that we have taken all reasonable steps, which are applicable to the granting of the Issue Mandate, as referred to in Rule 17.92 of the GEM Listing Rules (including the notes thereto).

This letter is issued for the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the granting of the Issue Mandate and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the granting of the Issue Mandate, we have taken into consideration the following principal factors and reasons:

Background of and reasons for the granting of the Issue Mandate

The Company is an investment holding company and the subsidiaries of which are principally engaged in the provision of systems development including maintenance and installation as well as consulting service and provision of professional services including information technology engineering and technical support services.

At the AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Current Issue Mandate to issue and allot up to 21,838,000 Shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company of 109,190,000 Shares as at the date of the AGM.

As set out in the announcement of the Company dated 4 March 2010 regarding the completion of the First Top-up Subscription, an aggregate of 16,380,000 Shares were issued under the Current Issue Mandate, representing approximately 75.01% of the Current Issue Mandate. In addition, according to the announcement of the Company dated 10 March 2010 regarding the completion of the Second Top-up Subscription, an aggregate of 5,000,000 Shares were issued under Current Issue Mandate, representing approximately 22.90% of the Current Issue Mandate. As a result of the First Top-up Subscription and Second Top-up Subscription, the Current Issue Mandate has been substantially utilised as to 21,380,000 Shares, representing approximately 97.90% of the Current Issue Mandate.

Given that there has not been any refreshment of the Current Issue Mandate since the AGM, if the Current Issue Mandate is not granted, only 458,000 new Shares may be further issued and allotted by the Directors under the Current Issue Mandate. In order to maintain the financial flexibility to raise further capital to finance the Group's future investments and/or future business developments, the Directors proposed to seek the approval of the Independent Shareholders at the EGM for the granting of the Issue Mandate.

LETTER FROM VINCO CAPITAL

As at the Latest Practicable Date, the Company had an aggregate of 130,570,000 Shares in issue. Subject to the passing of the ordinary resolution for the grant of the Issue Mandate and on the assumption that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date and up to the date of the EGM (both dates inclusive), the Directors would be granted the authority to allot and issue up to 26,114,000 new Shares under the Issue Mandate, being 20% of the aggregate number of issued Shares as at the date of the EGM. On 9 March 2010, the Board proposed 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. Immediately upon the Share Subdivision becoming effective, the Directors would be granted to allot and issue up to 261,140,000 Subdivided Shares under the Issue Mandate.

Fund-raising activities of the Company in the past twelve months

Set out below are the fund-raising activities of the Company during the past twelve months immediately prior to the Latest Practicable Date:

Date of announcement	Event	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
1 March 2010	Top-up placing and top-up subscription of 5,000,000 Shares at HK\$1.60 per Share	HK\$7.75 million	General working capital for the Company's business expansion	Utilised for the payment of part of the deposit under the Addendum (as defined in the Company's announcement dated 4 March 2010)
23 February 2010	Top-up placing and top-up subscription of 16,380,000 Shares at HK\$1.01 per Share	HK\$16.15 million	General working capital for the Company's business expansion	Utilised for the payment of part of the deposit under the Addendum (as defined in the Company's announcement dated 4 March 2010)
2 April 2009	Proposed rights issue on the basis of two rights shares for every existing share held on the record date	HK\$20.00 million	Expansion and development of its business of provision of system developments, installation and consulting service and additional general working capital of the Group	The rights issue was lapsed 7 July 2009 (<i>Note</i>)

Note: Please refer to the announcement of the Company dated 7 July 2009 for details.

LETTER FROM VINCO CAPITAL

Save as disclosed above, the Directors confirmed that the Company has not conducted any other fund-raising activities during the past twelve months immediately prior to the Latest Practicable Date. We were advised by the Directors that the First Top-up Subscription and Second Top-up Subscription were recently completed on 4 March 2010 and 10 March 2010 respectively and that such net proceeds had already been utilised for the payment of the deposit pursuant to the Addendum (as defined in the Company's announcement dated 4 March 2010). As confirmed by the Directors, in the event that the proposed transaction as set out in the Company's announcement dated 4 March 2010 did not proceed, the Company will retain such net proceeds at the banks of the Group and are yet to be utilised for the Company's business expansion, including but not limited to, its current principal activities and as the general working capital of the Group. The Company also confirmed that it would closely monitor the cash position of the Group from time to time to prevent a situation where the Company's assets consist wholly or substantially of cash from occurring and deemed unsuitable for listing under Rule 11.06 of the GEM Listing Rules.

As stated in the interim report 2009 of the Company (the "**Interim Report 2009**"), the bank and cash balances of the Group were approximately HK\$8.48 million as at 30 September 2009. In addition, we also note that the Group has raised total net proceeds of approximately HK\$23.9 million from the two fund-raising exercises during the period from 30 September 2009 to the Latest Practicable Date. As noted from Interim Report 2009 and as discussed with the Directors, we were given to understand that, apart from supplying management information system to power plant and power grid in the PRC, the Group has also extended to carry out the security and surveillance business in the PRC.

As discussed with the Directors, the Directors confirmed that the existing cash resources of the Group are sufficient for it to conduct its daily operations and the Group has sufficient working capital to meet its present requirements. However, the Directors cannot preclude the possibilities that the current financial resources are inadequate for a large scale investment and additional funding may still be needed for investment opportunities and/or business developments arise in the future. In the event that the Company identifies a suitable investment opportunity but does not have sufficient financial resources on hand, or is unable to obtain loan financing on acceptable terms, or cannot find other alternatives to finance the acquisition of such investment opportunity in a timely manner, the Company may lose its opportunities in an otherwise favourable investment and a favorable opportunity to expand its business portfolio. In light of the current financial position and the existing business development of the Group, the Directors believe that the granting of Issue Mandate is essential so that should future funding needs arise or attractive terms for investment become available, the Directors will be able to seize such fund raising opportunity in a timely manner. Accordingly, we concur with the Directors' view that the granting of the Issue Mandate is in the best interests of the Company and the Independent Shareholders as a whole.

Financial flexibility

The Directors believe that the granting of the Issue Mandate will provide the Company with necessary financial flexibility to raise additional funds through the issue of new Shares for its future business development as and when an opportunity arises.

LETTER FROM VINCO CAPITAL

As advised by the Directors, save for the proposed acquisition of Fullmark Management Limited by the Company (details of which are set out in the announcements of the Company dated 11 February 2010 and 4 March 2010), the Company does not have any specific plans of investments or business development. Although there is no intention/plan for raising capital or acquisition by issuing new Shares at the Latest Practicable Date but if any potential investors offer attractive terms for investment in the Shares subject to the market conditions, the Directors will consider and may conduct an equity fund raising exercise by issuing new Shares, the proceeds of which may be used as general working capital and/or supporting the Group's future business development. The Directors consider that funding requirement or appropriate investment opportunities may or may not arise at any time prior to the next annual general meeting and decision may have to be made within a limited period of time in such event. The Directors therefore believe that the granting of Issue Mandate will provide flexibility in the source of funding and allow the Company to grasp any potential opportunities in a timely manner.

Other financing alternatives

We have enquired into the Directors and the Directors have considered equity financing to be an important avenue of resources for the Group since its non-interest bearing nature. In appropriate circumstances, the Group will also consider other financing methods such as debt financing or internal cash resources to fund its future investment and/or business development. While sufficient for its present requirements, there is no certainty that such cash resources will be adequate or other financing alternatives will be available for appropriate investment that may be identified by the Company in the future. In addition, debt financing may incur interest burden on the Group and it may subject to lengthy due diligence and negotiations with the banks with reference to the Group's financial position, capital structure and the financial market condition at that time. Furthermore, the Directors are of the view that equity financing has merits over bank/debt financing to fund the Group's capital needs as the former could broaden the shareholder base of the Company without creating any additional interest burden to the Company. On the other hand, the Directors consider that equity financing such as issuance of new Shares may be an appropriate means to fund any investment opportunities and/or business developments of the Group.

In this regard, we consider that the granting of the Issue Mandate will provide the Company an additional financing alternative for the Company to raise funds for its future investments or business developments and it is reasonable for the Company to have the flexibility in deciding the best financing methods for any future investments or business developments. Accordingly, we are of the view that the granting of the Issue Mandate is in the interests of the Company and the Independent Shareholders as a whole.

LETTER FROM VINCO CAPITAL

Potential dilution to shareholdings of the public Shareholders

Set out below is a table illustrating the shareholdings of the Company as at the Latest Practicable Date and, for illustrative purpose, assuming no further Shares will be issued or repurchased by the Company after the Latest Practicable Date and up to the date of the EGM, the potential dilution effect (i) prior to the Share Subdivision becoming effective and immediately after full utilisation of the Issue Mandate; and (ii) upon the Share Subdivision becoming effective and immediately after full utilisation of the Issue Mandate:

	As at the Latest Practicable Date		Prior to the Share Subdivision becoming effective and immediately after full utilisation of the Issue Mandate		Upon the Share Subdivision becoming effective and immediately after full utilisation of the Issue Mandate	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Wide Source Group Limited (<i>Note 1</i>)	21,542,476	16.50	21,542,476	13.75	215,424,760	13.75
Resuccess Investments Limited (<i>Note 2</i>)	15,890,000	12.17	15,890,000	10.14	158,900,000	10.14
Public Shareholders						
Shares that may be issued under the Issue Mandate	—	—	26,114,000	16.67	261,140,000	16.67
Other public Shareholders	<u>93,137,524</u>	<u>71.33</u>	<u>93,137,524</u>	<u>59.44</u>	<u>931,375,240</u>	<u>59.44</u>
Total	<u><u>130,570,000</u></u>	<u><u>100.00</u></u>	<u><u>156,684,000</u></u>	<u><u>100.00</u></u>	<u><u>1,566,840,000</u></u>	<u><u>100.00</u></u>

Notes:

- (1) Wide Source Group Limited is wholly-owned by Mr. Luk Yat Hung, the chairman of the Company and an executive Director.
- (2) Resuccess Investments Limited is wholly-owned by Tsinghua Tongfang Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange.

LETTER FROM VINCO CAPITAL

The aggregate shareholding of the other public Shareholders will decrease from approximately 71.33% as at the Latest Practicable Date to approximately 59.44% immediately after full utilisation of the Issue Mandate, indicating a potential maximum dilution of approximately 11.89%. Taking into account the potential benefits of the granting of the Issue Mandate as discussed above and the fact that the shareholdings of all Shareholders will be diluted proportionally to their respective shareholdings upon full utilisation of the Issue Mandate, we consider such maximum potential dilution to the shareholdings of the public Shareholders to be acceptable.

CONCLUSION

Having considered the above principal factors and reasons, we are of the view that the granting of the Issue Mandate is fair and reasonable so far as the Independent Shareholders are concerned and that the granting of the Issue Mandate is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders, and the Independent Shareholders, to vote in favour of the ordinary resolution to be proposed at the EGM to approve the granting of the Issue Mandate.

Yours faithfully,
For and on behalf of
Grand Vinco Capital Limited
Alister Chung
Managing Director

NOTICE OF EGM

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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Tai Shing International (Holdings) Limited (“**Company**”) will be held at 9:30 a.m. on Thursday, 15 April 2010 at the 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**, conditional upon The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Subdivided Shares (as defined below) arising from the Share Subdivision (as defined below):
 - (a) with effect from 9:30 a.m. on the business day immediately following the day on which this resolution by the shareholders of the Company, every one (1) share of HK\$0.05 each in the share capital of the Company be subdivided (“**Share Subdivision**”) into ten (10) share of HK\$0.005 each (“**Subdivided Share**”); and
 - (b) the directors of the Company be and are hereby authorised generally to do all such acts, deeds and things and to sign and to affix the common seal in accordance with the requirement of the articles of association of the Company on all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement the Share Subdivision.”
2. “**THAT**:
 - (a) the general mandate granted to the directors of the Company to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 6 August 2009 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);

* For identification purpose only

NOTICE OF EGM

- (b) subject to paragraph (d) below, pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company (each a “**Share**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiry of the Relevant Period;
- (d) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (b) of this resolution shall be limited accordingly; and

- (e) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF EGM

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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

Hong Kong, 26 March 2010

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

*Head Office and Principal Place of
Business in Hong Kong:*
24th Floor
Prosperous Commercial Building
54-58 Jardine’s Bazaar
Causeway Bay
Hong Kong

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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 notice, 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

Independent non-executive Directors:

Professor Ip Ho Shing, Horace

Mr. Yan Yonghong

Mr. Peng Lijun

Mr. Tang Sze Lok