
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, 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 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**



KGI Capital Asia Limited

A notice convening the extraordinary general meeting of the Company to be held at 10:00 a.m. on 21 December 2011 at 1504, 15/F, The Center, 99 Queen's Road Central, Hong Kong is set out on pages 16 to 19 of this circular.

The letter from the Independent Board Committee is set out on page 8 of this circular.

The letter of advice from KGI Capital Asia Limited is set out on pages 9 to 15 of this circular.

Whether or not you are able to attend the meeting, 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 meeting to the office of the Company's branch 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 meeting in person should you so wish.

This circular will remain on the "Latest Company Announcements" page of the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com for at least 7 days from the date of its publication.

5 December 2011

* For identification purpose only

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 24 August 2011
“associates”	has the meaning ascribed thereto in the GEM Listing Rules
“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
“Current Issue Mandate”	the general mandate approved and granted to the Directors at the AGM to allot, issue and 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 the AGM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held at 10:00 a.m. on 21 December 2011 for the Shareholders to consider and, if thought fit, approve the Refreshed General Mandate, the notice of which is set out on pages 16 to 19 of this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 Refreshed General Mandate
“Independent Shareholders”	Shareholders other than any controlling Shareholders or their associates or, where there are no controlling Shareholders, any Directors who shall hold Shares as at the date of the EGM and their respective associates

DEFINITIONS

“Independent Third Party”	a person who is not a connected person of the Company and is independent of and not connected with the Company and its connected persons
“Joint Bridge”	Joint Bridge Investment Limited, a company incorporated in the British Virgin Islands with limited liability
“KGI”	KGI Capital Asia Limited, a corporation licensed to carry out Types 1, 4 and 6 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Refreshed General Mandate
“Latest Practicable Date”	1 December 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Pre-consolidated Share(s)”	ordinary share(s) of par value of HK\$0.005 each in the share capital of the Company before the Share Consolidation became effective on 11 November 2011
“Refreshed General 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
“Share(s)”	ordinary share(s) of HK\$0.05 in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation	the consolidation of every ten (10) Pre-consolidated Shares of HK\$0.005 each in the issued and unissued share capital of the Company into one Share of HK\$0.05 in the issued and unissued share capital of the Company, which became effective on 11 November 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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. Wong Chung Wai, Eric (*Chairman*)

Mr. Chan Yun Sang

Mr. Choi King Lit

Mr. Han Fangfa

Ms. Ju Lijun

Mr. Liu Bo

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Dr. Pan Jin

Principal place of business in Hong Kong:

1504, 15/F

The Center

99 Queen's Road Central

Hong Kong

Independent non-executive Directors:

Mr. Tang Sze Lok

Mr. Chan Wai Kwong, Peter

Mr. Xu Jingbin

5 December 2011

Dear Sir or Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

The purpose of this circular is to provide you with information regarding the Refreshed General Mandate and to give you the notice of the EGM.

BACKGROUND

Pursuant to an ordinary resolution passed by the Shareholders at the AGM, the Directors were granted the Current Issue Mandate to allot and issue up to 528,236,291 Pre-consolidated Shares. There had not been any refreshment of the Current Issue Mandate since the AGM up to the Latest Practicable Date.

** For identification purpose only*

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES UNDER THE CURRENT ISSUE MANDATE

On 23 November 2011, the Company announced that it had entered into a placing agreement with Metro Capital Securities Limited. Pursuant to such placing agreement, Metro Capital Securities Limited has agreed to place, on a best effort basis, up to 12,820,000 new Shares (“**Placing Shares**” and each a “**Placing Share**”) at a placing price of HK\$0.21 per Placing Share.

On 1 December 2011, the Company announced that 12,820,000 Placing Shares had been placed and the net proceeds received by the Company from such placing were approximately HK\$2.39 million. The Directors intend to utilise the net proceeds from such placing as general working capital. As at the Latest Practicable Date, such net proceeds had not yet been used.

Save for the above placing, the Company has not conducted any fund raising activities since the AGM up to the Latest Practicable Date.

CURRENT ISSUE MANDATE UTILIZED

As set out in the announcement of the Company dated 12 September 2011, the Company issued 400,000,000 Pre-consolidated Shares (which is equivalent to 40,000,000 Shares after the Share Consolidation became effective on 11 November 2011) on 12 September 2011 for the acquisition of the entire issued share capital of Joint Bridge. Following the allotment and issue of such consideration shares and the issue of 12,820,000 Placing Shares on 1 December 2011 as described above, the Current Issue Mandate has been utilized to the extent that only 3,629 Shares remain issuable under the Current Issue Mandate.

As at the Latest Practicable Date, the Company had 316,938,145 Shares in issue. The Company has no intention to further utilize the Current Issue Mandate after the Latest Practicable Date.

REASONS FOR THE PROPOSED GRANT OF THE REFRESHED GENERAL MANDATE

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 the Shareholders at the EGM to grant the Refreshed General Mandate to the Directors.

Based on the total number of issued Shares as at the Latest Practicable Date (i.e. 316,938,145 Shares) and assuming that the Company does not issue or repurchase any Shares prior to the EGM, the Refreshed General Mandate, if granted, will allow the Directors to issue and allot up to 63,387,629 Shares.

The Company does not have any immediate plans for any new issue of Shares under the Refreshed General Mandate.

LETTER FROM THE BOARD

The Refreshed General 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 Articles or any applicable laws 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.

EGM

The EGM will be held at 10:00 a.m. on 21 December 2011 at 1504, 15/F, The Center, 99 Queen's Road Central, Hong Kong for the Shareholders to consider and approve, if thought fit, the proposed grant of the Refreshed General Mandate. The notice of the EGM is set out on pages 16 to 19 of this circular.

In compliance with the GEM Listing Rules, the resolution 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 (as defined in the GEM Listing Rules) shall abstain from voting in favour of the resolution to approve the proposed grant of the Refreshed General Mandate and such resolution shall be voted on by way of a poll.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors, there was no controlling Shareholder and apart from (i) Mr. Wong Chung Wai, Eric, an executive Director, who was beneficially interested in 200,000 issued Shares (representing approximately 0.06% of the issued share capital of the Company as at the Latest Practicable Date); and (ii) Mr. Chan Yun Sang, an executive Director, who was beneficially interested in 200,000 issued Shares (representing approximately 0.06% of the issued share capital of the Company as at the Latest Practicable Date), none of the Directors and the chief executive of the Company and/or their respective associates was interested in any issued Shares. Accordingly, Mr. Wong Chung Wai, Eric and Mr. Chan Yun Sang and any Directors who shall hold Shares as at the date of the EGM and their respective associates are required to abstain from voting in favour of the resolution at the EGM, and such resolution shall be voted by way of poll.

The Independent Board Committee, comprising Mr. Tang Sze Lok, Mr. Chan Wai Kwong, Peter and Mr. Xu Jingbin all being independent non-executive Directors has been established to advise the Independent Shareholders on the proposed grant of the Refreshed General Mandate. KGI has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed General 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 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.

LETTER FROM THE BOARD

There is (i) no voting trust or other arrangement or understanding entered into by or binding upon the above Directors and their associates; and (ii) no obligation or entitlement of the above Directors and their associates as at the Latest Practicable Date, whereby they have or may have temporarily or permanently passed control over the exercise of the voting right in respect of the above Shares to a third party, either generally or on a case-by-case basis.

Save as disclosed in this circular, at the Latest Practicable Date, there were no other Directors and their respective associates controlled or are entitled to exercise control over the voting rights in respect of the Shares and are required to abstain from voting in favour of the resolution for approving the proposed grant of the Refreshed General Mandate at the EGM.

RECOMMENDATION

Your attention is drawn to the letter of recommendation from the Independent Board Committee set out on page 8 of this circular and the letter of advice from KGI set out on pages 9 to 15 of this circular, which contains, among other matters, its advice to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the Refreshed General Mandate and the principal factors considered by it in arriving at its recommendation.

The Directors are of the opinion that the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the best interests of the Company and its Shareholders and recommend you to vote in favour of the resolution relating to the proposed grant of the Refreshed General Mandate to be proposed at the EGM.

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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
Tai Shing International (Holdings) Limited
Wong Chung Wai, Eric
Chairman and executive Director

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)

5 December 2011

To the Independent Shareholders

Dear Sir/Madam,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

We have been appointed as the Independent Board Committee to advise the Independent Shareholders in connection with the proposed grant of the Refreshed General Mandate, details of which are set out in the circular of the Company to the Shareholders dated 5 December 2011 (“**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 letter of advice from KGI in relation thereto as set out in the Circular, we are of the view that the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and that the proposed grant of the Refreshed General Mandate is in the interests of the Company and the Independent Shareholders as a whole.

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

Yours faithfully,

Mr. Tang Sze Lok
*Independent
non-executive
Director*

Mr. Chan Wai Kwong, Peter
*Independent
non-executive
Director*

Mr. Xu Jingbin
*Independent
non-executive
Director*

** For identification purpose only*

LETTER OF ADVICE FROM KGI

Set out below is the text of the letter of advice from KGI Capital Asia Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the proposed grant of the Refreshed General Mandate for inclusion in this circular.



KGI Capital Asia Limited

41/F, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Tel: 2878 6888

Fax: 2970 0080

5 December 2011

To the Independent Board Committee and the Independent Shareholders

Tai Shing International (Holdings) Limited

1504, 15/F

The Center

99 Queen's Road Central

Hong Kong

Dear Sirs or Madams,

PROPOSED REFRESHMENT OF GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed grant of the Refreshed General Mandate, particulars of which are set out in the "Letter from the Board" (the "Letter") contained in the circular to the Shareholders dated 5 December 2011 (the "Circular"), of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meanings as given to them under the section headed "Definitions" of the Circular.

As the refreshment of the Current Issue Mandate is being proposed prior to the next annual general meeting of the Company, pursuant to Rule 17.42A(1) of the GEM Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, the 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 proposed grant of the Refreshed General Mandate and such resolution shall be voted on by way of a poll. As stated in the Letter, as at the Latest Practicable Date, there was no controlling Shareholder and apart from (i) Mr. Wong Chung Wai, Eric, an executive Director, who was beneficially interested in 200,000 issued Shares (representing approximately 0.06% of the issued share capital of the Company as at the

LETTER OF ADVICE FROM KGI

Latest Practicable Date); and (ii) Mr. Chan Yun Sang, an executive Director, who was beneficially interested in 200,000 issued Shares (representing approximately 0.06% of the issued share capital of the Company as at the Latest Practicable Date), none of the Directors and the chief executive of the Company and/or their respective associates was interested in any issued Shares. Accordingly, Mr. Wong Chung Wai, Eric and Mr. Chan Yun Sang are required to abstain from voting in favour of the resolution in respect of the proposed grant of the Refreshed General Mandate at the EGM.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all three independent non-executive Directors, namely Mr. Tang Sze Lok, Mr. Chan Wai Kwong, Peter and Mr. Xu Jingbin, has been established to advise the Independent Shareholders as to whether the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

We, KGI Capital Asia Limited, have been appointed to advise the Independent Board Committee and the Independent Shareholders as to whether or not the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have relied on the information, financial information and facts supplied, and the opinions and representations expressed to us by the Company, the Directors and management of the Company. We have also assumed that all such information, financial information, facts, statements of belief, opinion and intention and representation made to us by the Directors or referred to in the Circular were reasonably made after due and careful enquiry and are based on honestly-held opinions. We have no reason to doubt the truth, accuracy and completeness of the information and representations referred to in the Circular and provided to us by the Company, the Directors and management of the Company. We have been advised by the Directors that no material facts have been omitted from the information provided to us and referred to in the Circular. We have also assumed that all statements of intention of the Company, the Directors and management of the Company as set out in the Circular will be implemented. We have assumed that all information and representations made or referred to in the Circular and provided to us by the Company, the Directors and the management of the Company, for which they were solely and wholly responsible, were true, complete and accurate at the time they were made and shall continue to be true, complete and accurate at the date of the EGM.

In formulating our opinion, we have obtained and reviewed relevant information and documents provided by the Company, the Directors and the management of the Company in connection with the proposed grant of the Refreshed General Mandate and discussed with the management of the Company so as to assess the fairness and reasonableness of the proposed grant of the Refreshed General Mandate. Relevant information and documents included, among other things, the annual report of the Company for the year ended 31 March 2011 and various relevant announcements of the Company published on the website of the Stock Exchange. We believe that we have reviewed sufficient information to enable us to reach an informed view, to justify our reliance on the accuracy of the information contained in

LETTER OF ADVICE FROM KGI

the Circular and to provide a reasonable basis for our opinion regarding the proposed grant of the Refreshed General Mandate. We have not, however, carried out any independent verification of the information and representations provided to us by the management of the Company and the Directors nor have we conducted any form of independent investigation into the businesses and affairs, financial position or the future prospects of the Company or its subsidiaries or associated companies.

Our opinion is necessarily based upon the financial, economic, market, regulatory and other conditions as they existed on, and the facts, information, representations and opinions made available to us as of, the Latest Practicable Date. Our opinion does not in any manner address the Company's own decision to seek the Independent Shareholders' approval on the proposed grant of the Refreshed General Mandate. We disclaim any undertaking or obligation to advise any person of any change in any fact or matter affecting the opinion expressed herein, which may come or be brought to our attention after the Latest Practicable Date. Except for its inclusion in the Circular, this letter is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose, without our 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 relation to the proposed grant of the Refreshed General Mandate, we have taken the following principal factors and reasons into consideration:

Background of and reasons for the proposed grant of the Refreshed General Mandate

At the AGM, the Directors were granted the Current Issue Mandate, which enable the Directors to allot, issue and deal with the Shares not exceeding 20% of aggregate nominal amount of the issued share capital of the Company as at the date of the AGM (equivalent to 528,236,291 Pre-consolidated Shares). The Company has not refreshed the Current Issue Mandate since the AGM up to the Latest Practicable Date.

On 2 September 2011, the Company announced that it had entered into a sale and purchase agreement to acquire 100% of the issued share capital of Joint Bridge for a consideration of HK\$40,000,000. The consideration will be satisfied by the Company by the allotment and issue, credited as fully paid, of 400,000,000 Pre-consolidated Shares under the Current Issue Mandate to the vendors. As further announced on 12 September 2011, the acquisition of the entire issued share capital of Joint Bridge was completed on 12 September 2011 and a total of 400,000,000 Pre-consolidated Shares were allotted and issued, credited as fully paid, to the vendors.

As announced on 10 October 2011, the Board proposed that every ten issued and unissued Pre-consolidated Shares of HK\$0.005 each in the share capital of the Company be consolidated into one Share of HK\$0.05 each. The Share Consolidation became effective on 11 November 2011.

On 23 November 2011, the Company announced that it had entered into a placing agreement with Metro Capital Securities Limited. Pursuant to such placing agreement, Metro Capital Securities Limited has agreed to place, on a best effort basis, up to 12,820,000 new Shares ("Placing Shares" and each a "Placing Share") at a placing price of HK\$0.21 per Placing Share (the "Placing").

LETTER OF ADVICE FROM KGI

On 1 December 2011, the Company announced that an aggregate of 12,820,000 Placing Shares had been placed and the Placing was completed on 1 December 2011. The net proceeds from the Placing are approximately HK\$2.39 million. The Directors intend to utilise the net proceeds from the Placing as general working capital. As at the Latest Practicable Date, the net proceeds from the Placing had not yet been used.

Save for the Placing, the Directors confirmed that the Company has not conducted any fund raising activities since the AGM up to the Latest Practicable Date.

As a result of the allotment and issue of the 400,000,000 Pre-consolidated Shares, the Share Consolidation and the completion of the allotment and issue of 12,820,000 Placing Shares pursuant to the Placing, only 3,629 Shares remain issuable under the Current Issue Mandate.

As at the Latest Practicable Date, the Company had an aggregate of 316,938,145 Shares in issue. Assuming that no Shares will be issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the EGM and subject to the passing of the ordinary resolution to approve the proposed grant of the Refreshed General Mandate, the Company would be allowed under the Refreshed General Mandate to allot, issue and deal with up to 63,387,629 new Shares, representing 20% of the issued share capital of the Company as at the Latest Practicable Date. As stated in the Letter, the Company does not have any immediate plans for any new issue of Shares under the Refreshed General Mandate.

Financial flexibility

As the Current Issue Mandate is almost fully utilised upon the completion of the acquisition of Joint Bridge and the Placing, the Directors are of the view that the proposed Refreshed General Mandate will empower the Directors to issue new Shares speedily as and when necessary, and without seeking further approval from the Shareholders. As stated in the Letter, this could allow the Company the flexibility to raise further capital to finance investments and/or for future business development. The Directors consider that the Refreshed General Mandate will strengthen the Company's capital base and existing business through equity financing and provide flexibility in identifying and capitalizing new opportunities to achieve growth for the Company and to maximize the Shareholders' value. There is no certainty that adequate cash resources or other financing alternatives will be available for appropriate investment opportunities that may be identified by the Company in the future. The Directors are of the view that the Refreshed General Mandate will enable the Company to respond promptly and raise funds in a timely manner should any potential investment opportunity arise or the market condition for fund raising becoming favourable.

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The Directors consider that such ability is crucial in a competitive and rapidly changing capital market and investment environment. For these reasons, the Directors believe that it is in the interests and for the benefit of the Company and the Shareholders as a whole if the Refreshed General Mandate is granted.

In view of the above, we, therefore, concur with the Directors' view that the proposed grant of the Refreshed General Mandate could enhance the financing flexibility of the Company to raise funds in a timely manner, if and when required, when investment or business opportunities arise or the market condition for fund raising becoming favourable, and hence, we consider that the proposed grant of the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

Other financing alternatives

Other than raising fund by way of issuing equity capital, in appropriate circumstances, the Directors may also consider other financing methods, such as debt financing or internal resources to fund its future investment or business opportunities and/or for future business development, depending on the then funding cost, financial position of the Company and its subsidiaries (collectively referred to as the "Group") and the prevailing market conditions. However, the use of debt financing will inevitably create additional interest burden to the Group. The Directors consider that the Refreshed General Mandate provides another alternative to the Directors to finance the Group's future investment or business opportunities and business development and allows the Directors to select the method which serves the best interests of the Company should such opportunity arise. We are of the view that it is a sensible consideration to make reference to the then financial position of the Group and the prevailing market conditions in order to decide on a financing method for the future investment or business opportunities and business development of the Group. We consider that the Refreshed General Mandate provides another financing alternative to the Group and the proposed grant of the Refreshed General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER OF ADVICE FROM KGI

Potential dilution to shareholding of the Independent Shareholders

For illustration purpose only and assuming that no Shares are issued or repurchased during the period from the Latest Practicable Date to the date of the EGM (both dates inclusive), the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the Refreshed General Mandate is set out below:

	Number of issued Shares as at the Latest Practicable Date	% of shareholding	Number of issued Shares after the full utilisation of the Refreshed General Mandate	% of shareholding
Mr. Wong Chung Wai, Eric (<i>Note 1</i>)	200,000	0.06%	200,000	0.05%
Mr. Chan Yun Sang (<i>Note 2</i>)	200,000	0.06%	200,000	0.05%
Existing public Shareholders	316,538,145	99.88%	316,538,145	83.23%
Possible allottees of new Shares to be issued under the Refreshed General Mandate	—	—	63,387,629	16.67%
Total	<u>316,938,145</u>	<u>100.00%</u>	<u>380,325,774</u>	<u>100.00%</u>

Notes:

1. Mr. Wong Chung Wai, Eric is an executive Director.
2. Mr. Chan Yun Sang is an executive Director.

Assuming that (i) the proposed grant of the Refreshed General Mandate will be approved at the EGM; and (ii) no Shares will be repurchased and no new Shares will be issued during the period from the Latest Practicable Date to the date of the EGM (both dates inclusive), upon full utilisation of the Refreshed General Mandate, 63,387,629 new Shares can be issued, representing 20% of the entire issued share capital of the Company as at the Latest Practicable Date and approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the new Shares under the Refreshed General Mandate respectively.

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Independent Shareholders should note that assuming no Shares are issued or repurchased during the period between the Latest Practicable Date and the date of the EGM (both dates inclusive), the aggregate shareholding of the existing public Shareholders as at the date of the EGM will decrease from approximately 99.88% to approximately 83.23% upon full utilisation of the Refreshed General Mandate. Having considered that the Refreshed General Mandate (i) will enhance the financing flexibility of the Group; and (ii) the shareholding of all Shareholders will be diluted to the same extent proportionally to their respective shareholdings upon any utilisation of the Refreshed General Mandate, we are of the view that such potential maximum dilution to shareholding of the Independent Shareholders is acceptable.

RECOMMENDATION

Having considered the above principal factors and reasons, we, on an overall basis, consider that the proposed grant of the Refreshed General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders and recommend the Independent Shareholders to vote in favour of the ordinary resolution to approve the proposed grant of the Refreshed General Mandate, which will be proposed at the EGM.

Yours faithfully,
For and on behalf of
KGI Capital Asia Limited

Frank Lam
Managing Director

Jimmy Chan
Senior Vice President

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 the extraordinary general meeting of Tai Shing International (Holdings) Limited (“**Company**”) will be held at 10:00 a.m. on 21 December 2011 at 1504, 15/F, The Center, 99 Queen’s Road Central, Hong Kong to consider and, if thought fit, approve the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**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 24 August 2011 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
- (b) subject to paragraph (d) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, 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;

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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 (a) 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 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 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;
- (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 or any other applicable laws 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
Tai Shing International (Holdings) Limited
Wong Chung Wai, Eric
Chairman and executive director

Hong Kong, 5 December 2011

NOTICE OF EXTRAORDINARY GENERAL MEETING

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:*

1504, 15/F
The Center
99 Queen's Road Central
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 Shop 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, the resolution 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 of directors of the Company comprises the following directors:

Executive directors:

Mr. Wong Chung Wai, Eric (*Chairman*)
Mr. Chan Yun Sang
Mr. Choi King Lit
Mr. Han Fangfa
Ms. Ju Lijun
Mr. Liu Bo

Non-executive director:

Dr. Pan Jin

Independent non-executive directors:

Mr. Tang Sze Lok
Mr. Chan Wai Kwong, Peter
Mr. Xu Jingbin

NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com for at least 7 days from the date of its publication.