
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)

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at 10:00 a.m. on 22 August 2012 at 21/F, Malahon Centre, 10-12 Stanley Street, Hong Kong is set out on pages 13 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.

* *for identification purpose only*

6 August 2012

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

The 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 the GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“Announcement”	The Company’s announcement dated 8 July 2012 relating to the Placing
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and other general holidays in Hong Kong) on which banks in Hong Kong are generally open for business
“Company”	Tai Shing International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Directors”	the directors of the Company and each a “Director”
“EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on 22 August 2012 at 21/F, Malahon Centre, 10-12 Stanley Street, Hong Kong
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China
“Independent Third Party(ies)”	an independent third party, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, who is not connected with the Company and its connected persons
“Latest Practicable Date”	2 August 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Share(s)”	share(s) of nominal value of HK\$0.05 each in the share capital of the Company

DEFINITIONS

“Shareholders”	registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Placee”	any person(s) or entity(ies) whom the Placing Agent or its agent(s) has procured to subscribe for any of the Placing Shares
“Placing”	the placing of the Placing Shares by the Company through the Placing Agent pursuant to the Placing Agreement
“Placing Agent”	Huatai Financial Holdings (Hong Kong) Limited
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 6 July 2012 in relation to the Placing
“Placing Price”	HK\$0.115 per Placing Share
“Placing Shares”	a maximum of 260,000,000 new Shares to be placed pursuant to the Placing Agreement
“Specific Mandate”	the specific mandate to be sought from Shareholders at the EGM for the Directors to issue and allot the Placing Shares
“Target Group”	The group of companies including 深圳市淘淘通航空服務有限公司 (Shenzhen Taoaoto Air Services Co., Ltd.), a company incorporated in the PRC
“%”	per cent.

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. Chan Yun Sang (*Chairman*)

Mr. Han Fangfa

Ms. Ju Lijun

Mr. Liu Bo

Ms. Huang Miao Chan

Mr. Ip Ho Ming

Ms. Wong Sau Wai Serena

Non-executive Directors:

Dr. Pan Jin

Mr. Dai Yuanxin

Independent non-executive Directors:

Mr. Tang Sze Lok

Mr. Xu Jingbin

Ms. Hu Yun

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

***Principal place of business
in Hong Kong:***

21/F Malahon Centre

10-12 Stanley Street

Hong Kong

6 August 2012

To Shareholders of the Company

Dear Sir or Madam,

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

It was disclosed in the Announcement that the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, to not less than six independent Placees for up to 260,000,000 new Shares at a price of HK\$0.115 per Placing Share, for and on behalf of the Company.

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

* for identification purpose only

LETTER FROM THE BOARD

The Placing Agreement

- Date: 6 July 2012.
- Placing Agent: Huatai Financial Holdings (Hong Kong) Limited. To the best of the Company's information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.
- Placees: The Placing Shares will be placed to not less than six Placees (who will be independent individual, corporate and/or institutional investors) and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the GEM Listing Rules) immediately following completion of the Placing.
- Number of Placing Shares: Up to 260,000,000 new Shares, to be placed by the Placing Agent on a best effort basis. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 82.03% of the entire issued share capital of the Company of 316,938,145 Shares as at the Latest Practicable Date and approximately 45.07% of the Company's entire issued share capital as enlarged by the Placing. The nominal value of the Placing Shares is HK\$13,000,000.00.
- The Placing Shares will be allotted and issued under the Specific Mandate.
- Placing Price: HK\$0.115 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on GEM. The Placing Price represents:
- (a) a discount of approximately 17.86% to the closing price of HK\$0.14 per Share as quoted on the GEM on 6 July 2012, being the date of the Placing Agreement;

LETTER FROM THE BOARD

- (b) a discount of approximately 18.32% to the average closing price of approximately HK\$0.1408 per Share as quoted on the GEM for the last 5 full trading days of the Shares immediately before 6 July 2012 being the date of the Placing Agreement; and
- (c) a discount of approximately 46.76% to the closing price of HK\$0.216 per Share as quoted on the GEM on the Latest Practicable Date.

The Board considers that the Placing Price is fair and reasonable.

The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK\$28.75 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.1106.

Placing Commission:

The Placing Agent will receive a placing commission of 3% on the gross proceeds of the Placing. The placing commission was negotiated on an arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the market rate.

The Directors consider that the placing commission is fair and reasonable based on the current market conditions.

Ranking of Placing Shares:

The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue an allotment of the Placing Shares.

Conditions to the Placing:

The Placing is conditional upon the following conditions:

- (i) the passing of a resolution by the Shareholders at the general meeting of the Company to approve the Placing Agreement and issue of the Placing Shares; and
- (ii) the Listing Committee of the Stock Exchange agreeing to grant a listing of, and permission to deal in, the Placing Shares.

LETTER FROM THE BOARD

If the above conditions are not fulfilled on or before 31 December 2012 (or such other time and date as the Placing Agent and the Company shall agree in writing), all rights, obligations and liabilities of the parties under the Placing Agreement shall cease and determine and neither parties shall have any claim against the others save for any antecedent breach.

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares.

Completion of the Placing:

Completion shall take place on the third business days following satisfaction of all the conditions set out above.

Termination:

The Placing Agent may terminate the Placing Agreement prior to completion of the Placing Agreement if

- (i) any event occurring or matter arising on or after the date of the Placing Agreement and prior to the completion date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the undertakings, warranties and representations contained in the Placing Agreement untrue or incorrect and such would have an adverse impact or effect on the Placing; or
- (ii) there develops, occurs or comes into force: or
 - (a) any new law or regulation or any change in existing laws or regulations or the interpretation thereof which may in the opinion of the Placing Agent and in its reasonable opinion may materially and adversely affect the business or financial condition or prospects of the Group as a whole; or

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- (b) any local, regional, national or international event or change (whether or not permanent or forming part of a series of events or changes occurring or continuing, on and/or after the date hereof) of a political, military, economic or other nature (whether or not ejusdem generis with the foregoing) which, in the reasonable opinion of the Placing Agent and in its reasonable discretion will, or may be expected to, have a material adverse effect on the Placing; or
- (c) any significant change (whether or not permanent) in local, regional, national or international market conditions (or in conditions affecting a sector of the market) which in the reasonable opinion of the Placing Agent and in its reasonable discretion has or may have a material adverse effect on the Placing; or
- (iii) there is any adverse change in the business or in the financial or trading position of the Group taken as a whole which being unaware of by the Placing Agent and in the reasonable opinion of the Placing Agent and in its reasonable discretion is material in the context of the Placing.

REASONS FOR AND BENEFITS OF THE PLACING

As disclosed in the Company's announcement dated 4 July 2012, the Company is negotiating for the possible acquisition of a majority equity interest in the Target Group engaging in selling air tickets and travel products online (the "**Potential Acquisition**"). The Directors consider that the Placing represents a good opportunity to broaden the shareholders base and capital base of the Company and to raise capital for the Company to finance the Potential Acquisition and for its business operation. The Directors consider the terms of the Placing Agreement to be fair and reasonable and in the interest of the Group and the Shareholders as a whole.

The Directors consider that the Company is in growth stage and revealed that the Company has been searching for investment opportunities in order to enhance shareholders' value. However, it has encountered difficulties in competing with other sizeable local and overseas institutions when potential investment opportunities were identified but eventually failed to conclude a contract as a result of the Company's insufficient financial resources. As such, the Directors are of the view that improving the financial strength of the Company is more practical and efficient in terms of economies of scale when making investments. The Specific Mandate provides the Board with the source of finance when discussing with the vendor in the Potential Acquisition. Therefore, the Directors are of the view that the

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proposed issuance of new Shares under the Specific Mandate is fair and reasonable and is in the interests of the Shareholders and the Company as a whole. As stated in the annual report for year ended 31 March 2012, the Company registered a loss attributable to Shareholders of the Company of approximately HK\$22.8 million. The Company raised a total of approximately HK\$15.5 million by placing of unlisted warrants and convertible notes in January 2012 and April 2012 respectively and the amount has largely been used up as general working capital.

The Directors have considered the feasibility of other fund raising methods, including the issuance of new Shares pursuant to a general mandate or by refreshment of the general mandate. However, given that the issued share capital of the Company is HK\$15,846,907.25 comprising 316,938,145 Shares and the rather small size of the Company's capital base, the Directors are of the view that any new fund to be raised via a general mandate or refreshment of the general mandate would not be too meaningful.

The Directors also considered rights issue or open offer of Shares to all Shareholders, and have approached securities firms for the feasibility. Nevertheless, in light of (i) the Euro zone financial crisis; and (ii) the current volatile market conditions, the Company had not successfully secured an underwriter to commit to underwrite a rights issue or open offer of Shares on pro-rata basis to all the Shareholders. The Directors therefore contemplate the Specific Mandate which is considered by the Directors to be a preferred channel of financing.

THE USE OF THE PROCEEDS

The net proceeds of approximately HK\$28.75 million from the Placing will be used as to (i) no more than HK\$15 million for financing the Potential Acquisition, particularly being a refundable deposit, set out in the Company's announcement dated 4 July 2012, and (ii) the balance of approximately HK\$13.75 million for general working capital for both existing and prospective business operations of the Group and for maintaining the liquidity of the Group in the course of the Group's business expansion and development, of which approximately HK\$8 million will be used for general overheads and expenses, approximately HK\$4 million for research and development and approximately HK\$1.75 million for professional fees. The Company will bear all costs and expenses of approximately HK\$1.15 million in connection with the Placing.

The Directors have obtained certain verbal and written background information on the Target Group in the Potential Acquisition but have yet to conduct thorough due diligence. As at the Latest Practicable Date, no formal agreement has been entered into between the parties and these discussions are still in progress. The Directors, in response to the request from the vendor of the Target Group in the Potential Acquisition, expect to expedite the discussion of a sale and purchase agreement and the due diligence process as and when financial resources are secured.

The Company has been exploring various business opportunities for diversifying and expanding the business scope of the Group. Apart from the Potential Acquisition, the Company has identified two other possible investment targets (collectively referred to as the "**Possible Targets**"), namely (i) possible acquisition of a controlling interest in a gold mine

LETTER FROM THE BOARD

located in the PRC by the Company (details were set out in the announcements of the Company dated 20 April 2011, 17 May 2011, 17 October 2011, 30 December 2011 and 29 June 2012); and (ii) possible acquisition of an investment target which will enter into co-operation agreement with a PRC insurance brokerage company (details were set out in the announcements of the Company dated 30 December 2010, 6 May 2011, 30 June 2011, 30 December 2011, 6 March 2012, 31 May 2012 and 31 July 2012). No formal agreements have been entered into for the acquisition of the Possible Targets and the terms of the acquisition of the Possible Targets have yet been finalized.

If the Potential Acquisition is not materialized, the net proceeds from the Placing which is intended for financing the Potential Acquisition will then be reserved for the Group's future investments and/or acquisitions for the purpose of enhancing the Group's growth, should such opportunities arise, including but not limited to the Possible Targets. Save for the Potential Acquisition and the Possible Targets, no specific investment targets have been identified by the Group as at the Latest Practicable Date.

Shareholders and potential investors should note that even if the Specific Mandate is granted to the Board and that the Placing is completed, the Potential Acquisition, which currently is in the stage of discussion, may not be consummated. Completion of the Potential Acquisition is subject to certain conditions including satisfactory due diligence and shareholders' approval where necessary. There is also no assurance that the Directors can eventually complete the Potential Acquisition, failing which, apart from the Possible Targets, the Company will continue to look for other potential investment opportunities. The Company will make timely disclosure in form of announcement to keep the Shareholders informed of further development in relation to the Potential Acquisition.

As set out in the section headed "Equity Fund Raising Activities in the Past Twelve Months", in the past twelve months, the Company has raised approximately HK\$17.84 million of which approximately HK\$14.64 million has been applied as general working capital and with approximately HK\$3.2 million remained unutilized. The Group has been exploring various business opportunities for diversifying and expanding its business scope for enhancing its earnings and maximizing its shareholders' value. In 2011, the Group has successfully completed two acquisitions (the "**2011 Acquisitions**"), one of the acquisitions was in line with the Group's principal business activities in systems development and one of the acquisitions represented an expansion of the Group's business activities into the PRC insurance market which constituted a new business segment of the Group. Following completion of the 2011 Acquisitions, it has resulted in an enlarged business portfolio of the Group. As only approximately HK\$3.2 million from fund raising exercises in the past twelve months remained unutilized, in view of (i) enhancement of the Group's business portfolio following completion of the 2011 Acquisitions; and (ii) the Group's strategy to continue to expand its business operations should suitable opportunities arise, the Directors consider that it will be beneficial to provide additional working capital to support the development of the Group's existing and prospective business operations, including but not limited to the Potential Acquisition and the Possible Targets, at an enlarged scale for supporting salary expenses, rental expenses, professional fees and other general administrative expenses.

LETTER FROM THE BOARD

INFORMATION OF THE TARGET GROUP

The Target Group is principally engaged in selling air tickets, hotel reservation and travel products online in the PRC. The Target Group makes use of an advanced online platform and a telephone hotline system to create an efficient and comprehensive e-commerce network for suppliers, agents and customers for travel services. In view of the steady increase in domestic civil aviation passenger traffic and tourism expenditures in the PRC in recent years, the Company is of the view that the prospects of the Target Group will be promising.

Based on the current negotiations and information from the vendor of the Potential Acquisition, it is expected that the Potential Acquisition, if materializes, may constitute a major transaction or a very substantial acquisition for the Company under the GEM Listing Rules.

EFFECT OF THE PLACING ON SHAREHOLDING

The shareholdings in the Company immediately before the completion of the Placing and immediately after completion of the Placing is and will be as follows:

Shareholders	As at the Latest Practicable Date		Immediately after completion of the Placing	
	No. of Shares	%	No. of Shares	%
Chan Yun Sang (<i>note</i>)	200,000	0.06	200,000	0.03
Ip Ho Ming (<i>note</i>)	10,000	0.00	10,000	0.00
Chiu Wai Shing	35,544,000	11.21	35,544,000	6.16
Other Shareholders	281,184,145	88.72	281,184,145	48.74
Placees	<u>0</u>	<u>0.00</u>	<u>260,000,000</u>	<u>45.07</u>
Total	<u>316,938,145</u>	<u>100.00</u>	<u>576,938,145</u>	<u>100.00</u>

Note:

Mr Chan Yun Sang and Mr Ip Ho Ming are executive Directors of the Company.

DILUTION EFFECT ON SHAREHOLDERS

The Directors noted the potential dilution effect of the Specific Mandate to the Shareholders. However, taking into account that (i) the capital base of the Group will be enhanced so that the Company can be in a more advantageous position to discuss or even conclude the Potential Acquisition; and (ii) the cash position of the Group will be improved

LETTER FROM THE BOARD

upon completion of the Specific Mandate, the Directors consider that Shareholders' value will be improved in a longer time spectrum and thus the dilution effect to the Shareholders is acceptable and commercially justifiable.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The following table summaries the capital raising activities of the Group for the 12 months immediately before the Latest Practicable Date:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
19 April 2012	Placing of convertible notes	Approximately HK\$14.7 million	General working capital of the Group	Approximately HK\$8 million used as research development and consultancy, HK\$2 million as general overheads and expenses and HK\$1.5 million as professional fees and the balance of approximately HK\$ 3.2 million held as bank deposit
18 January 2012	Placing of unlisted warrants	Approximately HK\$0.75 million	General working capital of the Group	Used as general overheads and expenses
23 November 2011	Placing of new Shares	Approximately HK\$2.39 million	To finance future investments and/or for future business development and/or as general working capital.	Used as general overheads and expenses and professional fees

EGM

A notice convening the EGM is set out on pages 13 to 15 of this circular. All resolutions to be proposed at the EGM will be voted on by poll.

A form of proxy for the EGM is enclosed with this circular. 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

No Shareholder has any material interest in the Placing. Therefore no Shareholder is required to abstain from voting at the EGM in respect of the resolution to approve the Placing and the Specific Mandate.

RECOMMENDATION

The Directors consider that the Placing is in the interest of the Company and the Shareholders and so recommend you to vote in favour of all the relevant resolution 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.

Yours faithfully,
On behalf of the Board of
Tai Shing International (Holdings) Limited
Liu Bo
Executive Director

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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 IS HEREBY GIVEN THAT the extraordinary general meeting of Tai Shing International (Holdings) Limited (“Company”) will be held at 10:00 a.m. on 22 August 2012 at 21/F, Malahon Centre, 10-12 Stanley Street, Hong Kong to consider and, if thought fit, approve the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the issue of the Placing Shares (as defined in the circular dated 6 August 2012 despatched to the shareholders of the Company (the “Circular”)) pursuant to the Placing Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereunder, be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider desirable or expedient to give effect to the Placing Agreement and all the transactions contemplated thereunder as well as in relation to the issue and allotment of the Placing Shares (as defined in the Circular) and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”

By order of the Board
Tai Shing International (Holdings) Limited
Liu Bo
Executive Director

Hong Kong, 6 August 2012

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:*
21/F, Malahon Centre
10-12 Stanley Street
Hong Kong

* for identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 ("Directors") of the Company comprises the following:

Executive Directors:

Mr. Chan Yun Sang (*Chairman*)
Mr. Han Fangfa
Ms. Ju Lijun
Mr. Liu Bo
Ms. Huang Miaochan
Mr. Ip Ho Ming
Ms. Wong Sau Wai Serena

Non-executive Director:

Dr. Pan Jin
Mr. Dai Yuanxin

Independent non-executive Directors:

Mr. Tang Sze Lok
Mr. Xu Jingbin
Ms. Hu Yun

This notice, 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting and on the website of the Company.