
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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, accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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)

(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CAPITAL REORGANISATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Financial Advisor to the Company
Freeman Corporate Finance Limited

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

A notice convening the extraordinary general meeting of the Company to be held at Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on 29 December 2015 at 8:00 a.m., is set out on pages 15 to 18 of this circular.

A form of proxy is also enclosed. Whether or not you propose to attend the meeting, you are advised to complete the form of proxy attached to the notice of the extraordinary general meeting in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

This circular 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 at <http://www.equitynet.com.hk/8103/>.

* For identification purpose only

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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation and Capital Reorganisation. The timetable is subject to the results of the EGM and the approval from the Court. The Company will notify the Shareholders of any changes to the expected timetable by way of announcement(s) as and when appropriate.

(Hong Kong times)

Latest time for lodging proxy forms for the EGM 8:00 a.m. on Sunday,
27 December 2015

Expected time and date of the EGM 8:00 a.m. on Tuesday,
29 December 2015

Publication of poll results of the EGM Tuesday, 29 December 2015

The following events are conditional on the fulfilment of the conditions for the implementation of Share Consolidation:

Effective date of Share Consolidation Wednesday, 30 December 2015

Dealing in Consolidated Shares commences 9:00 a.m. on Wednesday,
30 December 2015

First day of free exchange of existing share
certificates for new share certificates Wednesday, 30 December 2015

Original counter for trading in board lots of
20,000 Shares temporarily closes Wednesday, 30 December 2015

Temporary counter for trading in board lots of
2,000 Consolidated Shares (in the form of
existing share certificates) opens 9:00 a.m. on Wednesday,
30 December 2015

Original counter for trading in Consolidated Shares
in board lots of 20,000 Consolidated Shares
(in the form of new share certificates
for Consolidated Shares) re-opens 9:00 a.m. on Thursday,
14 January 2016

Parallel trading in Consolidated Shares
(in the form of existing share certificates
and new share certificates) commences 9:00 a.m. on Thursday,
14 January 2016

Designated broker starts to stand
in the market to provide matching services
for the odd lots of Consolidated Shares ... 9:00 a.m. on Thursday, 14 January 2016

EXPECTED TIMETABLE

Temporary counter for trading in board lots
of 2,000 Consolidated Shares (in the form
of existing share certificates) closes 4:00 p.m. on Wednesday, 3 February 2016

Parallel trading in Consolidated Shares (in the form
of existing share certificates and
new share certificates) ends 4:00 p.m. on Wednesday, 3 February 2016

Designated broker ceases to stand in the market
to provide matching services for the odd lots
of Consolidated Shares 4:00 p.m. on Wednesday, 3 February 2016

Last day for free exchange of existing share
certificates for new share certificates
for Consolidated Shares Friday, 5 February 2016

*The following events are conditional on the results of the EGM and the approval
from the Court and therefore the dates are tentative:*

Expected date of registration of a copy of
the court order confirming the Capital
Reduction and the minutes approved by
the Court pursuant to the Companies law^{note 3} After 4:00 p.m. on Monday,
25 April 2016 but before 9:00 a.m.
on Tuesday, 26 April 2016

Expected effective date of the Capital Reduction
and Sub-division After 4:00 p.m. on Monday,
25 April 2016 but before 9:00 a.m.
on Tuesday, 26 April 2016

First day for free exchange of the share
certificates for the Consolidated Shares
for new share certificates for Adjusted Shares 9:00 a.m. on Tuesday,
26 April 2016

Last day for free exchange of the share
certificates for the Consolidated Shares
for new share certificates for Adjusted Shares 4:30 p.m. on Thursday,
26 May 2016

EXPECTED TIMETABLE

Notes:

1. All times and dates in this timetable refer to Hong Kong local times and dates unless otherwise stated.
2. Dates or times specified in this circular for events in the timetable for (or otherwise in relation to) the Capital Reduction and Sub-division are indicative only and may be excluded or varied due to the timetable and availability of the Court, additional time required for compliance with the regulatory requirements in the Cayman Islands and/or with any requirements imposed by the Court or varied by the Company. Any change to the expected timetable for the Capital Reduction and Sub-division will be published as and when appropriate.
3. The expected date of registration of a copy of the court order confirming the Capital Reduction and the minutes approved by the Court pursuant to the Companies law is to be around 4 months from the date of EGM.

DEFINITIONS

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

“Adjusted Share(s)”	new ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company after the Capital Reorganisation becoming effective
“Announcements”	the announcements of the Company dated 20 November 2015 and 27 November 2015 in respect of, among other things, the Share Consolidation and Capital Reorganisation
“associate(s)”	has the meaning as ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Bondholder(s)”	the holder(s) of the Convertible Bonds
“Business Day(s)”	a day on which banks in Hong Kong are generally open for business (other than a Saturday or Sunday and any day on which a tropical cyclone warning No.8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon)
“Capital Reduction”	the proposed reduction of the nominal value of each issued Consolidated Share from HK\$1.0 to HK\$0.001 by cancelling paid up capital to the extent of HK\$0.999 on each Consolidated Share
“Capital Reorganisation”	the proposed Capital Reduction, application of the credits arising from the Capital Reduction to set off accumulated losses of the Company with any remaining balance to be transferred to a distributable reserve of the Company and Sub-division
“Company”	Tai Shing International (Holdings) Limited (Stock Code: 8103), a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the GEM
“connected person(s)”	has the meaning as ascribed to it under the GEM Listing Rules

DEFINITIONS

“Consolidated Share(s)”	ordinary share(s) of the Company with a nominal value of HK\$1.0 each upon the Share Consolidation becoming effective
“Convertible Bonds”	the outstanding convertible bonds due 1 April 2016 in the total outstanding principal amount of HK\$10,000,000 as at the Latest Practicable Date
“Conversion Shares”	based on the conversion price of HK\$0.35 per new share, a maximum of 28,571,428 new Shares to be allotted and issued by the Company upon exercise of the conversion rights attaching to the Convertible Bonds
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving, inter alia, the Share Consolidation and Capital Reorganisation
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 November 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included in this circular
“Listing Committee”	has the meaning ascribed to this term under the GEM Listing Rules
“Listing Division”	has the meaning ascribed thereto in the GEM Listing Rules

DEFINITIONS

“Option(s)”	the outstanding option(s) to subscribe for Shares under the Share Option Scheme
“Option Shares”	a maximum of 6,770,000 new Shares to be allotted and issued upon the exercise of all the 6,770,000 Options
“PRC”	the People’s Republic of China
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Computershare Hong Kong Investor Services Limited, situated at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of HK\$0.1 each into one (1) Consolidated Share of HK\$1.0 each expected to take effect on Wednesday, 30 December 2015 subject to approval of the Shareholders
“Share Option Scheme”	the share option scheme adopted by the Company on 12 November 2014
“Share(s)”	existing ordinary share(s) with nominal value of HK\$0.1 each in the issued and unissued capital of the Company of the Company prior to the Share Consolidation
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-division”	the proposed sub-division of each authorized but unissued Consolidated Share into 1,000 Adjusted Shares
“Subsidiaries”	has the meaning ascribed thereto in the GEM Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Shareholder(s)”	registered holder(s) of the issued Shares
“%”	per cent

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

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:

Dr. Chew Chee Wah (*Chairman*)
Mr. Tam Kwok Leung (*Chief Executive Officer*)
Ms. Ju Lijun
Mr. Zhang Jinshu
Mr. Luk Chi Shing
Mr. Lee Yiu Tung

Non-executive Directors:

Ms. Xiao Yongzhen

Independent non-executive Directors:

Mr. Chan Yee Sze
Mr. Koh Kwing Chang
Mr. Lui Wai Ming
Mr. Lai Chi Leung

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:*

M2B2, 7/F.
Kaiser Estate, Phase 3
No. 11 Hok Yuen Street Hunghom,
Kowloon
Hong Kong

4 December 2015

To the Shareholders

Dear Sirs or Madams,

**(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CAPITAL REORGANISATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcements dated 20 November 2015 and 27 November 2015 relating to the proposed Share Consolidation, and the proposed Capital Reduction and Sub-division (“Capital Reorganisation”).

The purpose of this circular is to provide you with, among other things, further information on the proposed Share Consolidation, and the proposed Capital Reorganisation and a notice of the EGM.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation pursuant to which every ten (10) issued and unissued Shares of HK\$0.1 each be consolidated into one Consolidated Share of HK\$1.0 each.

As at the Latest Practicable Date, the share capital of the Company consists of 986,745,656 Shares in issue and the aggregate nominal value of the issued share capital of the Company is approximately HK\$98.67 million.

As at the Latest Practicable Date, the Company has the outstanding convertible bonds due 1 April 2016 in the total outstanding principal amount of HK\$10,000,000 which entitle the holders to subscribe an aggregate of 28,571,428 Shares upon exercise of the conversion rights attaching to the Convertible Bonds. In addition, the Company has 6,770,000 granted and outstanding share options with exercisable period ended 3 September 2025 under the Share Option Scheme to subscribe for 6,770,000 new shares.

Save for disclosed in the aforementioned, there are no options, warrants or other securities convertible into or giving rights to subscribe for Shares or Consolidated Shares.

CONDITIONS OF THE SHARE CONSOLIDATION

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM to be convened by the Company; and
- (ii) the Listing Division of the Stock Exchange granting the listing of and permission to deal in, the Consolidated Shares in issue arising from the Share Consolidation.

Assuming the above conditions are fulfilled, it is expected that the Share Consolidation will become effective on the next Business Day following the date on which the relevant resolution approving the Share Consolidation is passed.

LETTER FROM THE BOARD

EFFECT ON THE SHARE CAPITAL STRUCTURE OF THE COMPANY IMMEDIATELY PRIOR TO AND AFTER SHARE CONSOLIDATION

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Share Consolidation becomes effective, the share capital structure of the Company will be as follows:

	Prior to the Share Consolidation becoming effective	Immediately following the Share Consolidation becoming effective
Nominal value of each Share/Consolidated Share	HK\$0.1	HK\$1.0
Number of authorized shares/Consolidated Shares	2,000,000,000	200,000,000
Authorized share capital	HK\$200,000,000	HK\$200,000,000
Number of Shares/Consolidated Shares in issue	986,745,656	98,674,565
Issued and fully-paid share capital	HK\$98,674,565.60	HK\$98,674,565.60

The size of each board lot of the Consolidated Shares will remain as that of the Shares, being 20,000 Consolidated Shares per board lot.

Other than the relevant expenses incurred, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders as a whole. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

STATUS OF THE CONSOLIDATED SHARES

The Consolidated Shares shall rank pari passu in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

LETTER FROM THE BOARD

No fractional Consolidated Shares will be issued by the Company. Any fractional entitlements of the Consolidated Shares will be aggregated and sold for the benefit of the Company.

REASONS FOR THE SHARE CONSOLIDATION

The Share Consolidation will increase the nominal value of the Shares. It is expected that the Share Consolidation would bring about corresponding upward adjustments in the trading price of the Consolidated Shares (i.e. based on the closing price of HK\$0.076 per Share as quoted on the Stock Exchange on the Latest Practicable Date, the trading price of the Consolidated Shares will be HK\$0.76 per Consolidated Share on the Stock Exchange. The Board therefore considers that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Moreover, in view of the recent decrease in trading prices of the Shares and the trading price is approaching to the extremities of HK\$0.01, the Board considers that it is of paramount importance to adjust the trading price of the Shares to meet the trading limit as set out in Rule 17.76 of the GEM Listing Rules first.

LISTING APPLICATION FOR CONSOLIDATED SHARES

Application has been made by the Company to the Listing Division of the Stock Exchange for the grant of the listing of, and permission to deal in, the Consolidated Shares in issue and any new Consolidated Shares which may fall to be issued pursuant to (i) the exercise of the subscription rights attached to the share options granted and may be granted under the Share Option Scheme and (ii) the exercise of the conversion rights attaching to the Convertible Bonds, upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Consolidation becoming effective, Shareholders may submit share certificates for the Shares, to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for exchange from Wednesday, 30 December 2015 to Friday, 5 February 2016 (both dates inclusive), at the expense of the Company for share certificates of the Consolidated Shares. Thereafter, share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock

LETTER FROM THE BOARD

Exchange) for each share certificate of the Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever number of share certificates cancelled/issued is higher.

The existing share certificates will be valid for trading and settlement up to 4:00 p.m. on Wednesday, 30 December 2015, being the latest time for trading in board lots of 20,000 Consolidated Shares in the form of existing share certificates (or such other date which will be announced by the Company) and will continue to be good evidence of legal title after the Share Consolidation has become effective and may be exchanged for share certificates of the Consolidated Shares at any time in accordance with the foregoing. The new share certificates for the Consolidated Shares will be issued in red colour in order to distinguish them from the existing orange colour of the share certificates for the Shares.

ODD LOTS ARRANGEMENTS, MATCHING SERVICES

In order to alleviate the difficulties arising from the existence of odd lots of Consolidated Shares arising from the Share Consolidation, the Company has appointed Freeman Securities Limited to stand in the market to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holdings of odd lots of the Consolidated Shares from 9:00 a.m. on Thursday, 14 January 2016 to 4:00 p.m. on Wednesday, 3 February 2016 (both days inclusive). Holders of odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Ms. Hong Ming Kiu, May of the Freeman Securities Limited of Room 1601, 16/F., China United Centre, 28 Marble Road, North Point, Hong Kong by phone at (852) 3513 8002 or by fax at (852) 2815 6728 during this period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers.

Shareholders are advised to consult their professional advisers if they are in doubt about the above arrangement.

PROPOSED CAPITAL REORGANISATION

Subject to the Share Consolidation becoming effective, the Board proposes to effect the Capital Reduction pursuant to which:

- (a) the issued and paid up share capital of the Company be reduced by cancelling the nominal value of each issued Consolidated Share of the Company on the effective date from HK\$1.0 to HK\$0.001 to the extent of HK\$0.999 (“the Capital Reduction”), so that following such reduction each issued Consolidated Share with a nominal value of HK\$1.0 in the share capital of the Company shall become one share with a par value of HK\$0.001 each in the share capital of the Company (the “Adjusted Share”);

LETTER FROM THE BOARD

- (b) the credit arising from the Capital Reduction will be applied to set-off the accumulated losses of the Company as at the effective date of the Capital Reduction (if any) with the balance (if any) to be transferred to the distributable reserve account of the Company which may be utilized by the Directors in accordance with the articles of association of the Company and all applicable laws; and
- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of HK\$1.0 will then be sub-divided into 1,000 Adjusted Shares of HK\$0.001 each in the capital of the Company, so that the authorized share capital of the Company shall become HK\$200,000,000 divided into 200,000,000,000 Adjusted Shares of HK\$0.001 each.

CONDITIONS OF THE CAPITAL REORGANISATION

The Capital Reorganisation is conditional upon the following:

- (i) the Share Consolidation becoming effective;
- (ii) the passing of the necessary resolution by the Shareholders approving the Capital Reorganisation at the EGM;
- (iii) the Court approving the Capital Reduction and compliance with any conditions the Court may impose;
- (iv) the registration of the Court's order confirming the Capital Reduction and minutes approved by the Court containing the particulars required under the Companies Laws of the Cayman Islands with respect to the Capital Reduction with the Registrar of Companies of the Cayman Islands; and
- (v) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Adjusted Shares to be in issue upon the Capital Reorganisation becoming effective.

As at the Latest Practicable Date, none of the above conditions has been fulfilled. An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Adjusted Shares to be in issue upon the Capital Reorganisation becoming effective.

The Capital Reduction shall become effective upon registration of the Court order and other relevant documents with the Registrar of Companies of the Cayman Islands. The Capital Reduction will not entail any amendments to the Company's memorandum and articles of association.

LETTER FROM THE BOARD

EFFECT ON THE SHARE CAPITAL STRUCTURE OF THE COMPANY IMMEDIATELY PRIOR TO AND AFTER CAPITAL REORGANISATION

Assuming there will be no change in the issued share capital of the Company from the date on which the Share Consolidation becomes effective up to the date on which the Capital Reorganisation becomes effective, the share capital of the Company will be as follows:

	Prior to the Capital Reorganisation becoming effective	Immediately following the Capital Reorganisation becoming effective
Nominal value of each Share/Adjusted Share	HK\$1.0	HK\$0.001
Number of authorized shares/Adjusted Shares	200,000,000	200,000,000,000
Authorized share capital	HK\$200,000,000	HK\$200,000,000
Number of Shares/Adjusted Shares in issue	98,674,565	98,674,565
Issued and fully-paid share capital	HK\$98,674,565.60	HK\$98,674.56

The size of each board lot of the Consolidated Shares will remain as that of the Shares, being 20,000 Adjusted Shares per board lot.

On the basis of the existing issued share capital of the Company and assuming no further issue of new Shares from the Latest Practicable Date up to the date on which the Share Consolidation and the Capital Reorganisation becoming effective, the authorized share capital of the Company will be HK\$200,000,000 divided into 200,000,000,000 Adjusted Shares with a nominal value of HK\$0.001 each, of which 98,674,565 Consolidated Shares will be in issue.

LETTER FROM THE BOARD

The following table shows the amount of issued share capital of the Company and the changes in the Share Premium and Reserves which included the accumulated losses of the Company immediately before and after the Share Consolidation and Capital Reduction:

	Immediately Before Capital Reduction <i>HK\$,000</i>	Immediately After Capital Reduction <i>HK\$,000</i>
Issued Share Capital	98,675	99
Share Premium and Reserves	(87,110) ^{Note}	11,466
*Accumulated Losses	(536,178) ^{Note}	(437,602)

* included in the Share Premium and Reserves

Note: as at 30 September 2015

Immediately following the Capital Reduction becoming effective, each authorized but unissued Consolidated Share will also be sub-divided into 1,000 Adjusted Shares with a nominal value of HK\$0.001 each.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation thereof will not alter on the consolidated net asset value of the Group, nor will the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders.

REASONS FOR THE CAPITAL REORGANISATION

The Group is principally engaged in system development, professional services, money lending business, proprietary trading business and printing services.

The Board considers that the Capital Reorganisation will keep the nominal value of the Share at a lower level that can facilitate the Company's future fund raising activities as the Company is not allowed to issue any Shares below nominal value. The Sub-division is necessary to sub-divide the nominal value of each of the authorized but unissued Consolidated Shares from HK\$1.0 to HK\$0.001 so that the nominal value of all issued and unissued Adjusted Shares will be HK\$0.001 each.

In addition, the credit arising from the Capital Reduction will be applied towards cancelling the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Group. The balance of credit (if any) will be transferred a distributable reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws.

LETTER FROM THE BOARD

Save for applying the credit sum arising from the Capital Reduction towards cancelling the accumulated losses of the Company and the expenses to be incurred in relation to the Capital Reduction, the Directors consider that the Capital Reorganisation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

Therefore the Directors consider that the Capital Reorganisation are in the interests of the Company and the Shareholders as a whole.

LISTING APPLICATION ARISING FROM THE CAPITAL REORGANISATION

Application will be made to the GEM Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Adjusted Shares arising from the Capital Reorganisation.

The Adjusted Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Capital Reorganisation becoming effective, Shareholders may, during the period from 9:00 a.m. Tuesday, 26 April 2016 to 4:30 p.m. Thursday 26 May 2016, submit share certificates for the Consolidated Shares in red colour to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in exchange, at the expense of the Company, for new share certificates in yellow colour for the Adjusted Shares. Thereafter, share certificates for the then Consolidated Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate issued or cancelled, whichever is higher. Nevertheless, share certificates for the then Consolidated Shares will not be acceptable for trading purposes but will continue to be good evidence of legal title and may be exchanged for new share certificates for the Adjusted Shares at any time at the expense of the Shareholders.

POSSIBLE ADJUSTMENTS TO OUTSTANDING CONVERTIBLE BONDS AND OPTIONS UPON SHARE CONSOLIDATION AND CAPITAL REORGANISATION BECOMING EFFECTIVE

As at the Latest Practicable Date, there are (i) outstanding principal amount of HK\$10,000,000 due 1 April 2016 which entitle the holders to subscribe an aggregate of 28,571,428 new Shares upon exercise of the conversion rights attaching to the Convertible Bonds and (ii) and a maximum of 6,770,000 outstanding options to subscribe for new Shares.

Upon the Share Consolidation and Capital Reorganisation becoming effective, adjustments may need to be made to the exercise price and other rights (if any) pursuant to the terms of the Convertible Bonds and Share Option Scheme of the Company if necessary.

LETTER FROM THE BOARD

The Company will engage the auditors of the Company or an approved financial adviser to certify in writing the necessary adjustments, if any, to the conversion prices of the outstanding Convertible Bonds and number of Conversion shares and the exercise prices and number of Option Shares which may be subscribed pursuant to the Convertible Bonds and Options. The Company will make further announcement(s), when and where appropriate, about the adjustments in due course.

Save as aforesaid, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

EGM

An EGM will be convened for the Shareholders to consider and, if thought fit, approve the ordinary resolution in respect of the Share Consolidation, as well as the special resolution to approve the Capital Reorganisation.

As no Shareholder has a material interest in the above, no Shareholder will be required to abstain from voting at the EGM in respect of the resolutions to approve the same.

A notice convening the EGM to be held at Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on 29 December 2015 at 8:00 a.m. is set out on pages 15 to 18 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you should complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATION

The Directors are of the opinion that the Share Consolidation and Capital Reorganisation are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

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 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.

COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or management shareholder or their respective associates had any business or interest which competes or may compete with the business of the Group, or has or may have any other conflicts of interest with the Group.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (i.e. from 9:30 a.m. to 5:00 p.m. on Monday to Friday) at the principal place of business of the Company in Hong Kong at Room M2B2, 7/F, Kaiser Estate, Phase 3, No. 11 Hok Yuen Street, Hunghom, Kowloon, Hong Kong from 4 December 2015, the date of this circular up to and including 26 May 2016:

1. the memorandum and articles of association of the Company;
2. the interim report for the six months ended 30 September 2015;
3. the annual report of the Company for the year ended 31 March 2015;
4. the annual report of the Company for the year ended 31 March 2014; and
5. the annual report of the Company for the year ended 31 March 2013.

By Order of the Board of
Tai Shing International (Holdings) Limited
Tam Kwok Leung
Executive 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Tai Shing International (Holdings) Limited (the “**Company**”) will be held at 8:00 a.m. on Tuesday, 29 December 2015 at Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong (“**EGM**”) to consider and, if thought fit, to pass with or without amendments, the following resolutions.

ORDINARY RESOLUTION

1. “**THAT** subject to the fulfillment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 4 December 2015 (the “**Circular**”), a copy of which has been tabled at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, with effect from the business day next following the date of passing this resolution:
 - (a) every ten (10) issued and unissued ordinary shares with a nominal value of HK\$0.1 each (each a “**Share**”) in the share capital of the Company be consolidated into one (1) share with a nominal value of HK\$1.0 (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”); and
 - (b) any director of the Company be and is hereby authorized to do all things and acts and signs all documents which he/she may consider necessary, desirable, or expedient in connection with the implementation of the Share Consolidation.”

SPECIAL RESOLUTION

2. “**THAT**, subject to and conditional upon (i) the passing of Ordinary Resolution no. 1 above and the Share Consolidation becoming effective; (ii) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) in issue (or to be issued); (iii) approval by the Grand Court of the Cayman Islands (the “**Court**”) of the Capital Reduction (as defined below); (iv) registration by the Registrar of

* For identification purpose only

NOTICE OF EGM

Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction, upon the date (the “**Effective Date**”) on which the aforesaid conditions are fulfilled:

- (a) the issued and paid up share capital of the Company be reduced by cancelling the nominal value of each issued Consolidated Share of the Company on the Effective Date from HK\$1.0 to HK\$0.001 to the extent of HK\$0.999 (the “**Capital Reduction**”), so that following such reduction, each issued Consolidated Share with a nominal value of HK\$1.0 each in the share capital of the Company shall be treated as one fully paid-up share with a par value of HK\$0.001 each in the share capital of the Company (the “**Adjusted Share**”) and that the amount of issued capital cancelled be made available for issue of new shares of the Company with the authorised share capital remaining at HK\$200,000,000;
- (b) the credit arising from the Capital Reduction will be applied to set-off the accumulated losses of the Company as at the Effective Date of the Capital Reduction (if any) with the balance (if any) to be transferred to a distributable reserve account of the Company which may be utilized by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws;
- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of HK\$1.0 each will then be sub-divided into 1,000 Adjusted Shares of HK\$0.001 each in the capital of the Company (the “**Sub-division**”) and the authorized share capital of the Company shall become HK\$200,000,000 divided into 200,000,000,000 Adjusted Shares of HK\$0.001 each upon the Capital Reduction and aforesaid Sub-division becoming effective;
- (d) all of the Adjusted Shares resulting from the Capital Reduction and Sub-division shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company; and

NOTICE OF EGM

- (e) any director of the Company be and is hereby authorized generally to do all things and signs all documents as he/she may consider appropriate and desirable to effect and implement the matters approved herein.”

By Order of the Board of
Tai Shing International (Holdings) Limited
Tam Kwok Leung
Executive Director

Hong Kong, 4 December 2015

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:*

M2B2, 7/F.
Kaiser Estate, Phase 3
No. 11 Hok Yuen Street Hunghom,
Kowloon
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the EGM or any adjourned meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises the following Directors:

Executive Directors:

Dr. Chew Chee Wah (*Chairman*)
Mr. Tam Kwok Leung (*Chief Executive Officer*)
Ms. Ju Lijun
Mr. Zhang Jinshu
Mr. Luk Chi Shing
Mr. Lee Yiu Tung

Non-executive Directors:

Ms. Xiao Yongzhen

NOTICE OF EGM

Independent non-executive Directors:

Mr. Chan Yee Sze

Mr. Koh Kwing Chang

Mr. Lui Wai Ming

Mr. Lai Chi Leung

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 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 at <http://www.equitynet.com.hk/8103/>.