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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

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 CHANGE OF COMPANY NAME
RE-ELECTION OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

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

A notice convening the EGM of the Company to be held at Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on 4 July 2016 at 8:00 a.m., is set out on pages 10 to 12 of this circular.

A form of proxy is also enclosed. Whether or not you intend to attend the EGM, you are advised to complete the form of proxy attached to the notice of the EGM in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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 and on the Company's website 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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Board”	the board of Directors;
“Change of Company Name”	the change of the name of the Company from “Tai Shing International (Holdings) Limited” to “Trillion Grand Corporate Company Limited” and the adoption of “萬泰企業股份有限公司” as the dual foreign name of the Company to replace of its existing Chinese name of “泰盛國際(控股)有限公司” (which was previously adopted by the Company for identification purpose only);
“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;
“Corporate Governance Code”	the code sets out in Appendix 15 of the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	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 4 July 2016 at 8:00 a.m. for the purpose of considering, and if thought fit, approving the Change of Company Name and the re-election of Directors;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM as amended from time to time;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	8 June 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Share(s)”	ordinary share(s) with par value of HK\$0.001 each in the share capital of the Company;

DEFINITIONS

“Shareholder(s)”

holder(s) of the Share(s);

“Stock Exchange”

The Stock Exchange of Hong Kong Limited.

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

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. Tam Kwok Leung (*Chief Executive Officer*)

Ms. Ju Lijun

Mr. Zhang Jinshu

Mr. Lau, Kelly

Mr. Leung Chung Nam

Non-executive Director:

Ms. Jim Ka Man

Independent Non-executive Directors:

Dr. Wan Ho Yuen, Terence

Ms. Yeung Mo Sheung, Ann

Mr. Hau Chi Kit

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

10 June 2016

To the Shareholders

Dear Sirs or Madams,

PROPOSED CHANGE OF COMPANY NAME;

RE-ELECTION OF DIRECTORS

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 10 June 2016 in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM regarding (i) the Change of Company Name and (ii) the re-election of Director to give you notice of the EGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Tai Shing International (Holdings) Limited” to “Trillion Grand Corporate Company Limited” and to adopt “萬泰企業股份有限公司” as the dual foreign name of the Company to replace the existing Chinese

* For identification purpose only

LETTER FROM THE BOARD

name of “泰盛國際(控股)有限公司” (which was previously adopted by the Company for identification purpose only). The stock short name of the Company will be changed consequently.

CONDITIONS FOR THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (2) the Registrar of Companies in the Cayman Islands approving the Change of Company Name and the new names being entered in the Register of Companies maintained by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new names of the Company in the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. Upon the Change of Company Name becoming effective, the Company will carry out the necessary filing procedures in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name can provide the Company with a fresh corporate image and identity which will benefit the future business development of the Company and believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECTS ON THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificate for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new name of the Company. The stock short name of the Company will be changed accordingly.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the EGM in respect of the Change of Company Name, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares of the Company on the Stock Exchange.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised five executive directors, namely Mr. Tam Kwok Leung, Ms. Ju Lijun, Mr. Zhang Jinshu, Mr. Lau, Kelly and Mr. Leung Chung Nam, one non-executive director, namely Ms. Jim Ka Man and three independent non-executive directors, namely Dr. Wan Ho Yuen, Terence, Ms. Yeung Mo Sheung, Ann and Mr. Hau Chi Kit.

In accordance with the code provision A.4.2 of Corporate Government Code, all Directors appointed to fill a casual vacancy should be subject to election by Shareholders at the first general meeting after appointment. Accordingly, Mr. Leung Chung Nam, Ms. Jim Ka Man, Ms. Yeung Mo Sheung, Ann and Mr. Hau Chi Kit will hold office until the EGM and each of them, being eligible, offers himself/herself for re-election as a Director at the EGM.

A brief biographical details of the aforesaid Directors proposed to be re-elected at the EGM are set out in Appendix I to this circular.

EGM

The EGM will be held at Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on 4 July 2016 at 8:00 a.m. for the Shareholders to consider and approve, if thought fit, the proposed Change of Company Name and the re-election of Directors. The notice of the EGM is set out on pages 10 to 12 of this circular.

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

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 17.45(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution 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 Group. 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.

RECOMMENDATION

The Directors consider that the Change of Company Name and the re-election of Directors referred to in this circular is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions proposed at the EGM.

By Order of the Board of
Tai Shing International (Holdings) Limited
Lau, Kelly
Executive Director

The biographical details of the Directors proposed to be re-elected at the EGM are set out as follows:-

EXECUTIVE DIRECTOR

Mr. Leung Chung Nam (“Mr. Leung”), aged 28, joined the Company as an executive Director on 1 March 2016. Mr. Leung obtained a Bachelor degree of Business Administration in Accountancy from the City University of Hong Kong in 2010. He is a member of the Association of Chartered Certified Accountants and has over 5 years of experience in business project management.

There is an appointment letter between Mr. Leung and the Company and his appointment is for a fixed term of three years and is subject to retirement and rotation at the annual general meeting of the Company. Mr. Leung is entitled to HK\$325,000 per annum which has been determined by the Board with reference to his duties and responsibilities with the Company. Mr. Leung has no relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does he hold any other position with the Company or any of its subsidiaries. Mr. Leung did not hold any other directorship in any public listed companies in the last three years.

As at the Latest Practicable Date, Mr. Leung has no interest in the securities of the Company within the meaning of Part XV of the SFO. There is no information to be disclosed by Mr. Leung pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Ms. Jim Ka Man (“Ms. Jim”), aged 35, joined the Company as a non-executive director on 4 March 2016. Ms. Jim has extensive working experience in sales and marketing, business management and planning. She has been working in management level since 2006. She is currently a managing director of a food company.

Ms. Jim entered into a service contract with the Company and term of the service contract is for a period of one year and subject to retirement and rotations at the annual general meeting of the Company. Ms. Jim is entitled to a HK\$216,000 per annum for her service which has been determined by the Board with reference to her background, experience, duties and responsibilities with the Company and prevailing market conditions. Ms. Jim has no relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does he hold any other position with the Company or any of its subsidiaries. Ms. Jim did not hold any other directorship in any public listed companies in the last three years.

As at the Latest Practicable Date, Ms. Jim has no interest in the securities of the Company within the meaning of Part XV of the SFO. There is no information to be disclosed by Ms. Jim pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Yeung Mo Sheung, Ann (“Ms. Yeung”), aged 51, joined the Company as an independent non-executive director on 1 March 2016. Ms. Yeung is presently a solicitor of Messrs. Wong & Wong Lawyers, a legal firm in Hong Kong. She is currently an independent non-executive director of E Lighting Group Holdings Limited (stock code: 8222) and Merdeka Financial Services Group Limited (stock code: 8163), all being companies whose shares are listed on the GEM of the Stock Exchange. She is also currently an independent non-executive director of Success Universe Group Limited (stock code: 487), whose shares are listed on the Main Board of the Stock Exchange. During the past three years, she was an independent nonexecutive director of Hao Wen Holdings Limited (stock code: 8019) from January 2011 to July 2014, whose shares are listed on the GEM of the Stock Exchange and Dejin Resources Group Company Limited (stock code: 1163) from September 2013 to August 2015, whose shares are listed on the Main Board of the Stock Exchange. She holds a Bachelor degree of Retail Marketing with honours from the Manchester Metropolitan University in the United Kingdom and a Diploma in Marketing from The Chartered Institute of Marketing. She pursued her further study on legal course and has been awarded a Diploma in Legal Practice from the Manchester Metropolitan University in the United Kingdom in 1998. She has over 16 years of experience in legal field in private practise working with various law firms in Hong Kong.

Ms. Yeung entered into a service contract with the Company and term of the service contract is for a term of three years and subject to retirement and rotations at the annual general meeting of the Company. Ms. Yeung is entitled to a HK\$120,000 per annum for her service which has been determined by the Board with reference to her background, experience, duties and responsibilities with the Company and prevailing market conditions. Ms. Yeung has no relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does she hold any other position with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Ms. Yeung has no interest in the securities of the Company within the meaning of Part XV of the SFO. There is no information to be disclosed by Ms. Yeung pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

Mr. Hau Chi Kit (“Mr. Hau”), aged 44, joined the Company as an independent non-executive director on 4 March 2016. Mr. Hau is currently an independent non-executive director of China Zenith Chemical Group Limited (stock code: 362) and eForce Holdings Limited (stock code: 943), all being companies whose shares listed on the Main Board of the Stock Exchange. Mr. Hau is a solicitor. He was a barrister-at-law in private practice in Hong Kong from 2001 to 2008. Prior to becoming a barrister, Mr. Hau worked at the Securities and Futures Commission. During the past three years, he was an independent non-executive director of CNC Holdings Limited (stock code: 8356) from May 2011 to May 2015 and Celebrate International Holdings Limited (stock code: 8212) from May to November 2015, all being companies whose shares listed on the GEM of the Stock Exchange.

Mr. Hau entered into a service contract with the Company and term of the service contract is for a term of three years and subject to retirement and rotations at the annual general meeting of the Company. Mr. Hau is entitled to a HK\$120,000 per annum for his service which has been determined by the Board with reference to his background, experience, duties and responsibilities with the Company and prevailing market conditions. Mr. Hau has no relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does he hold any other position with the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. Hau has no interest in the securities of the Company within the meaning of Part XV of the SFO. There is no information to be disclosed by Mr. Hau pursuant to Rule 17.50(2) (h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

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 an extraordinary general meeting (“EGM”) of Tai Shing International (Holdings) Limited (the “**Company**”) will be held at Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong on 4 July 2016 at 8:00 a.m., to consider and, if thought fit, to pass with the following resolutions of the Company:

(A) SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Tai Shing International (Holdings) Limited” to “Trillion Grand Corporate Company Limited” and the new dual foreign name “萬泰企業股份有限公司” be and is hereby adopted to replace the existing Chinese name of the Company “泰盛國際(控股)有限公司” (which was previously adopted by the Company for identification purpose only), with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands and **THAT** any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the aforesaid change of name of the Company.”

(B) ORDINARY RESOLUTIONS

1. to re-elect Mr. Leung Chung Nam as an executive Director of the Company.
2. to re-elect Ms. Jim Ka Man as a non-executive Director of the Company.
3. to re-elect Ms. Yeung Mo Sheung, Ann as an independent non-executive Director of the Company.
4. to re-elect Mr. Hau Chi Kit as an independent non-executive Director of the Company.

By Order of the Board
Tai Shing International (Holdings) Limited
Lau, Kelly
Executive Director

Hong Kong, 10 June 2016

* For identification purpose only

NOTICE OF EGM

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) Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint a proxy to attend and vote instead of him/her and a proxy so appointed shall have the same right as the member to speak at the EGM. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM.
- (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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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:

Mr. Tam Kwok Leung (*Chief Executive Officer*)
Ms. Ju Lijun
Mr. Zhang Jinshu
Mr. Lau, Kelly
Mr. Leung Chung Nam

Non-executive Director:

Ms. Jim Ka Man

Independent Non-executive Directors:

Dr. Wan Ho Yuen, Terence
Ms. Yeung Mo Sheung, Ann
Mr. Hau Chi Kit

NOTICE OF EGM

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 “Latest Company Announcements” page of the website of Growth Enterprise Market at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at <http://www.equitynet.com.hk/8103/>.