

---

**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 Tack Hsin Holdings Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

---



## **TACK HSIN HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 611)**

**PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
GENERAL MANDATES TO REPURCHASE ITS OWN SHARES  
AND TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS**

---

A notice convening an annual general meeting of Tack Hsin Holdings Limited to be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 17 September 2007 at 3:00 p.m. (the “Annual General Meeting”) is set out on pages 17 to 21 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and on the website of the Company ([tackhsin.etnet.com.hk](http://tackhsin.etnet.com.hk)).

Whether or not you are able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Share Registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting if they so wish.

31 July 2007

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed amendments to the Bye-laws .....	4
3. Buyback and Issuance Mandates .....	4
4. Re-election of retiring Directors .....	5
5. Annual General Meeting and proxy arrangement .....	5
6. Recommendation .....	6
7. General information .....	6
 <b>Appendix I</b> – <b>Explanatory statement on the Buyback Mandate</b> .....	 7
 <b>Appendix II</b> – <b>Procedure for the Shareholders to demand a poll                           at a general meeting pursuant to the Bye-laws</b> .....	 10
 <b>Appendix III</b> – <b>Details of Directors proposed to be re-elected                           at the Annual General Meeting</b> .....	 12
 <b>Notice of the Annual General Meeting</b> .....	 17

---

## DEFINITIONS

---

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 17 September 2007 at 3:00 p.m. and notice of which is set out on pages 17 to 21 of this circular, or any adjournment thereof;
“Board”	the board of Directors of the Company for the time being;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Bye-laws”	the bye-laws of the Company;
“Company”	Tack Hsin Holdings Limited, a company incorporated in Bermuda with limited liability and registered in Hong Kong under Part XI of the Companies Ordinance, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	24 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of the Annual General Meeting;

---

## DEFINITIONS

---

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Special Resolution(s)”	the proposed special resolution(s) as referred to in the notice of the Annual General Meeting;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers.

---

LETTER FROM THE BOARD

---



**TACK HSIN HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 611)**

*Executive Directors:*

Mr. Chan Shu Kit (*Chairman*)  
Mr. Kung Wing Yiu (*Deputy Chairman*)  
Mr. Chan Ho Man

*Registered office:*

Clarendon House  
Church Street  
Hamilton HM11  
Bermuda

*Independent Non-executive Directors:*

Mr. Kung Fan Cheong  
Mr. Chan Ka Ling, Edmond  
Mr. Lo Kin Cheung

*Hong Kong principal office:*

Unit 1203, 12th Floor  
Peninsula Centre  
67 Mody Road  
Tsim Sha Tsui East  
Kowloon  
Hong Kong

31 July 2007

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
GENERAL MANDATES TO REPURCHASE ITS OWN SHARES  
AND TO ISSUE NEW SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the Ordinary Resolutions and Special Resolution to be proposed at the Annual General Meeting for the approval of (i) the amendments to the Bye-laws; (ii) Buyback and Issuance Mandates; and (iii) re-election of retiring Directors.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED AMENDMENTS TO THE BYE-LAWS

The following is a summary of the amendments to the Bye-laws to be proposed at the Annual General Meeting:

#### (I) Provisions relating to removal of directors

On 1 March 2006, Appendix 3 of the Listing Rules (which sets out the provisions with which the articles of association or bye-laws of a listed issuer must conform) was amended by allowing a listed issuer to remove its director by ordinary resolution instead of special resolution (provided that this does not violate the law applicable to the issuer). To bring the constitution of the Company in compliance with the amended provision of Appendix 3 of the Listing Rules, the Directors propose to seek approval from the Shareholders at the Annual General Meeting on the amendment of the Bye-law.

For complying with paragraph 4(3) of Appendix 3 of the Listing Rules, Bye-law 86(4) is proposed to be amended to the effect that a Director may be removed by an ordinary resolution rather than a special resolution in a general meeting.

#### (II) Corporate communications

Taking advantage of the flexibility now permitted under the Listing Rules, the Directors also recommend that amendments be made to Bye-laws 160, 161 and 163 to allow the Company to send any corporate communications (as defined in the Listing Rules) to the Shareholders by electronic means and in the English language or the Chinese language.

The proposed amendments to the Bye-laws are stated in the proposed special resolution no. 5 in the notice convening the Annual General Meeting as set out on pages 17 to 21 of this circular.

### 3. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 11 September 2006, the Company granted a general mandate to the Board enabling them to issue new shares. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting of the Company.

Ordinary resolutions will be proposed at the Annual General Meeting to grant new general mandates to the Directors:

- (a) to purchase Shares of the Company on the Stock Exchange of up to a maximum of 36,032,162 Shares, being 10% of the issued share capital of the Company on the date of passing such resolution (the "Buyback Mandate") and on the assumption that no further Shares will be issued or repurchased from the Latest Practicable Date to the passing of such resolution;

---

## LETTER FROM THE BOARD

---

- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued share capital (i.e. 72,064,324 Shares) of the Company in issue on the date of passing such resolution (the “Issuance Mandate”) and on the assumption that no further Shares will be issued or repurchased from the Latest Practicable Date to the passing of such resolution; and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolutions nos. 6 and 7 set out in the notice of the Annual General Meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, Mr. Chan Shu Kit, Mr. Kung Wing Yiu and Mr. Chan Ho Man are executive Directors of the Company. Mr. Kung Fan Cheong, Mr. Chan Ka Ling, Edmond and Mr. Lo Kin Cheung are the independent non-executive Directors of the Company.

Pursuant to the Bye-law 87 of the Company’s Bye-laws, all the existing Directors shall retire from the office at the Annual General Meeting and shall be eligible for re-election. Details of the retiring Directors proposed to be re-elected at the Annual General Meeting that are required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix III to this circular.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the amendments to the Bye-laws, the granting of the Buyback Mandate and the Issuance Mandate and the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate.

---

## LETTER FROM THE BOARD

---

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and on the website of the Company ([tackhsin.etnet.com.hk](http://tackhsin.etnet.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Share Registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed amendments to the Bye-laws, the granting of the Buyback Mandate and the granting/extension of the Issuance Mandate as well as the re-election of the retiring Directors are in the interests of the Company. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Procedure for the Shareholders to demand a poll at a general meeting pursuant to the Bye-laws) and Appendix III (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Tack Hsin Holdings Limited**  
**Chan Shu Kit**  
*Chairman*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buyback Mandate.

## **1. REASONS FOR THE REPURCHASE**

The Directors believe that the Buyback Mandate is in the best interests of the Company and its Shareholders. An exercise of the Buyback Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 360,321,620 Shares.

Subject to the passing of the resolution for the grant of the Buyback Mandate (resolution no. 6 as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Buyback Mandate to repurchase a maximum of 36,032,162 Shares, representing 10% of the issued share capital of the Company.

## **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

The Company is empowered by its Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buyback Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2007, the date to which the last audited accounts of the Company were made up. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**4. MARKET PRICES OF SHARES**

The highest and lowest prices at which the Shares of the Company were traded on the Stock Exchange during each of the previous 12 months immediately preceding the Latest Practicable Date, were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2006</b>		
July	0.2600	0.2430
August	0.3000	0.2360
September	0.3450	0.2750
October	0.3300	0.2900
November	0.4200	0.3000
December	0.3500	0.2800
<b>2007</b>		
January	0.3800	0.2900
February	0.3850	0.2950
March	0.3550	0.3150
April	0.5100	0.3350
May	0.6000	0.3900
June	0.5600	0.4250
July (up to the Latest Practicable Date)	0.4900	0.4150

**5. DISCLOSURE OF INTERESTS**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make purchases under the Buyback Mandate in accordance with the Listing Rules and the laws of Bermuda.

If as a result of a repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

The shareholding of the Directors and Substantial Shareholders as at the Latest Practicable Date prior to the printing of the circular and upon exercise in full of the powers of the Company to make purchases under the Buyback Mandate are as follows:

	<i>Note</i>	<b>Latest Practicable Date</b> <i>(No. of Shares)</i>	<b>Percentage over existing issued capital</b> <i>(%)</i>	<b>Percentage over the issued capital on full exercise of the Buyback Mandate</b> <i>(%)</i>
<i>Directors</i>				
Chan Shu Kit	(a)	114,240,000	31.70	35.22
Kung Wing Yiu		7,802,000	2.16	2.40
<i>Substantial Shareholder</i>				
Hoylake Holdings Limited	(a)	114,240,000	31.70	35.22

*Note:*

(a) These Shares are held through Hoylake Holdings Limited, a company wholly-owned by Chan Shu Kit.

In the opinion of the Directors, the increase of proportionate interest arising from the full exercise of the Buyback Mandate may give rise to an obligation for Chan Shu Kit. Save as disclosed above, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases to be made under the Buyback Mandate.

The Directors do not have any present intention to exercise the proposed Buyback Mandate to such an extent as would give rise to such an obligation.

The Directors will not repurchase Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell Shares to the Company under the Buyback Mandate in the event that the Buyback Mandate is approved by Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Buyback Mandate is approved by its Shareholders.

## 6. SHARES PURCHASES MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

---

## **APPENDIX II      PROCEDURE FOR THE SHAREHOLDERS TO DEMAND A POLL AT A GENERAL MEETING PURSUANT TO THE BYE-LAWS**

---

The following paragraphs set out the procedure for the Shareholders to demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-laws.

Pursuant to Bye-law 66, a resolution put to the vote of a general meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of such meeting; or
- (b) at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Shareholder.

In addition, in compliance with the Listing Rules, any vote of shareholders at a general meeting will be taken on a poll where:

- (i) the chairman of the general meeting and/or the directors individually or collectively hold proxies in respect of shares holding 5% or more of the total voting rights at the general meeting, and the meeting, on a show of hands, votes in the opposite manner to that instructed in those proxies unless it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands;
- (ii) the meeting is to approve connected transactions;
- (iii) the meeting is to approve transactions that are subject to independent shareholders' approval pursuant to the Listing Rules;

---

**APPENDIX II      PROCEDURE FOR THE SHAREHOLDERS TO DEMAND A POLL  
AT A GENERAL MEETING PURSUANT TO THE BYE-LAWS**

---

- (iv) the meeting is to approve granting of options to a substantial shareholder or an independent non-executive director of the issuer, or any of their respective associates, as required under the Listing Rules; and
  
- (v) the meeting is to approve any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the general meeting.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

**(1) Mr. CHAN Shu Kit, aged 58, Chairman**

Mr. CHAN Shu Kit is a co-founder of the Group and is an Executive Director of the Company. Mr. Chan has worked for the Group for 24 years and has over 35 years' experience in the catering business. He is responsible for the overall corporate strategy of the Group. He has not held directorships in any other listed public companies in the last three years.

Owing to the relationship arising from his being an Executive Director, Mr. Chan is acting as director of other members of the Company's group. Mr. Chan is the father of Mr. Chan Ho Man, an Executive Director of the Company. Save as disclosed above, Mr. Chan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chan has interests in 114,240,000 ordinary shares in the Company through his wholly owned company, Hoylake Holdings Limited. He is also directly interested (as to 400,000 non-voting deferred shares) and indirectly interested through controlled corporation (as to 100 ordinary shares) in Conyick Investments Limited, which is a subsidiary of the Company in the process of deregistration.

Mr. Chan has entered into a service agreement with the Company on 1 April 2007 for a term of two years and is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Chan is entitled to an annual remuneration of HK\$1,008,000 and a discretionary bonus to be reviewed and determined by the Board every year with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. The only emolument of Mr. Chan for the period from April 2006 to March 2007 was director's fee amounted HK\$1,020,000.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) – (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

**(2) Mr. KUNG Wing Yiu, aged 55, Deputy Chairman**

Mr. KUNG Wing Yiu is an Executive Director of the Company. Mr. Kung joined the Group in 1986. He has over 30 years' business experience and is responsible for business development and restaurant site selection for the Group. He has not held directorships in any other listed public companies in the last three years.

Owing to the relationship arising from his being an Executive Director, Mr. Kung is acting as director of Tack Hsin (BVI) Holdings Limited, Tack Hsin Properties Limited and Conyick Investments Limited, all the subsidiaries of the Company. Save as disclosed above, Mr. Kung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Kung has personal interests in 7,802,000 ordinary shares in the Company. He also has personal interests of 50,000 non-voting deferred shares in Conyick Investments Limited, which is a subsidiary of the Company in the process of deregistration.

Mr. Kung has entered into a service agreement with the Company on 1 April 2007 for a term of two years and is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Kung is entitled to an annual remuneration of HK\$180,000 and a discretionary bonus to be reviewed and determined by the Board every year with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. The only emolument of Mr. Kung for the period from April 2006 to March 2007 was director's fee amounted HK\$137,970.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) – (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

**(3) Mr. CHAN Ho Man, aged 31, an Executive Director**

Mr. CHAN Ho Man is an Executive Director of the Company since 31 December 2004. Mr. Chan joined the Company on 1 March 2001 and has been involved in the management and operation of the Company's restaurant business since then. He is also a director of other members of the Company's group. He has not held directorships in any other listed public companies in the last three years.

Mr. Chan is a son of Mr. Chan Shu Kit, Chairman and Executive Director of the Company. Save as disclosed above, Mr. Chan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Chan has no interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service agreement with the Company on 1 April 2007 for a term of two years and is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Chan is

entitled to an annual remuneration of HK\$456,000 and a discretionary bonus to be reviewed and determined by the Board every year with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. The only emolument of Mr. Chan for the period from April 2006 to March 2007 was director's fee amounted HK\$366,068.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) – (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

**(4) Mr. KUNG Fan Cheong, aged 52, an Independent Non-executive Director**

Mr. KUNG Fan Cheong is an Independent Non-executive Director of the Company since the listing of the Company's shares on the Stock Exchange and has 15 years of service in the Company. Mr. Kung is also a member of the Audit Committee of the Company. He is a solicitor of the High Court of Hong Kong and is a partner in the law firm of Pang, Kung & Co.. He is a member of the Law Society of Hong Kong. He is also an Independent Non-executive Director of K & P International Holdings Limited, a company incorporated in Bermuda and listed on the Stock Exchange.

Save as disclosed above, Mr. Kung does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Kung is not holding any other position in the Company or other members of the Company's group.

As at the Latest Practicable Date, Mr. Kung has no interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Kung has entered into a service agreement with the Company with effect from 1 April 2007 and is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Bye-laws of the Company and the appointment shall be extended for a further period of calendar years, until 31 March 2009. The Director's fee of Mr. Kung as an Independent Non-executive Director and also a member of the Audit Committee for the period from April 2006 to March 2007 was HK\$100,000 (subject to review by the Board from time to time and shareholders' approval in general meeting). Mr. Kung's Director fee in 2007 is yet to be determined.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) – (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

**(5) Mr. CHAN Ka Ling, Edmond, aged 48, an Independent Non-executive Director**

Mr. CHAN Ka Ling, Edmond is an Independent Non-executive Director since the listing of the Company's shares on the Stock Exchange and has 15 years of service in the Company. Mr. Chan is also a member of the Audit Committee of the Company. He is a partner in Chan and Chan, Certified Public Accountants. He is a certified public accountant and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Mr. Chan is also an Independent Non-executive Director of Gay Giano International Group Limited and Simsen International Corporation Limited, both are companies incorporated in Bermuda and listed on the Hong Kong Stock Exchange.

Save as disclosed above, Mr. Chan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Chan is not holding any other position in the Company or other members of the Company's group.

As at the Latest Practicable Date, Mr. Chan has no interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service agreement with the Company with effect from 1 April 2007 and is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Bye-laws of the Company and the appointment shall be extended for a further period of calendar years, until 31 March 2009. The Director's fee of Mr. Chan as an Independent Non-executive Director and also a member of the Audit Committee for the period from April 2006 to March 2007 was HK\$100,000 (subject to review by the Board from time to time and shareholders' approval in general meeting). Mr. Chan's Director fee in 2007 is yet to be determined.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) – (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

**(6) Mr. LO Kin Cheung, aged 43, an Independent Non-executive Director**

Mr. LO Kin Cheung is an Independent Non-executive Director and Audit Committee member of the Company since 23 August 2004. Mr. Lo graduated from the University of Hong Kong with a Bachelor of Science (Hons) degree. He is also a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants (UK) and an associate member of the Certified General Accountants of Canada.

Mr. Lo worked for an international accounting firm, Ernst and Young, in Hong Kong and clocked 12 years of experience in accounting, auditing and financial advisory services. Currently, Mr. Lo is the Chief Financial Officer of SNP Leefung Holdings Limited.

Mr. Lo does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Lo is not holding any other position in the Company or other members of the Company's group.

As at the Latest Practicable Date, Mr. Lo has no interests in shares of the Company within the meaning of Part XV of the SFO.

Mr. Lo has entered into a service agreement with the Company with effect from 1 April 2007 and is subject to retirement and re-election at each annual general meeting of the Company in accordance with the Bye-laws of the Company and the appointment shall be extended for a further period of calendar years, until 31 March 2009. The Director's fee of Mr. Lo as an Independent Non-executive Director and also a member of the Audit Committee for the period from April 2006 to March 2007 was HK\$100,000 (subject to review by the Board from time to time and shareholders' approval in general meeting). Mr. Lo's Director fee in 2007 is yet to be determined.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) – (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---



# TACK HSIN HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 611)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Tack Hsin Holdings Limited (the “Company”) will be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 17 September 2007 at 3:00 p.m. for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2007;
2. To declare a final dividend;
3. To re-elect retiring Directors, to fix the maximum number of Directors and to authorise the Board to appoint additional Directors and to fix the Directors’ fees;
4. To appoint Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

- (a) By deleting the words “special resolution” as appears in the third line of Bye-law 86(4) and replacing the same with the words “ordinary resolution”;
- (b) By deleting the existing Bye-law 160 in its entirety and substituting therefor the following new Bye-law 160:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be, to the extent permitted by the applicable laws, rules and regulations, in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, rules or regulations, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notification"). The notification may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

- (c) By deleting the word "and" at the end of Bye-law 161(a) and deleting the existing Bye-law 161(b) in its entirety and inserting the following as new Bye-law 161(b) to 161(d):

"(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notification is deemed served on the Member;

(c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in providing such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations."

- (d) By inserting the words "or electronic" after the words "a cable or telex or facsimile" in existing Bye-law 163.;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in a general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda to be held.”;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company or (iv) the exercise of subscription rights attaching to any warrants issued by the Company and from time to time outstanding, the total nominal amount of additional shares to be issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in a general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or the laws of Bermuda to be held.”; and

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the directors of the Company pursuant to Resolution 7 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above Resolution 6 pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”.

On Behalf of the Board  
**Tam Cheuk Ho**  
*Company Secretary*

Hong Kong, 31 July 2007

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

*Notes:*

- (1) The Register of Members of the Company will be closed from Monday, 10 September 2007 to Monday, 17 September 2007, both days inclusive, during which period no transfer of shares will be registered.
- (2) In order to qualify for the proposed final dividend and to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates and appropriate transfer forms, must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 September 2007.
- (3) A Member entitled to attend and vote at the above Meeting is entitled to appoint a proxy or proxies (if holding two or more shares) to attend and vote instead of him. A proxy need not be a Member of the Company.
- (4) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.

As at the date of this notice, the Board of the Company comprises Mr. Chan Shu Kit, Mr. Kung Wing Yiu, Mr. Chan Ho Man as executive Directors and Mr. Kung Fan Cheong, Mr. Chan Ka Ling, Edmond and Mr. Lo Kin Cheung as independent non-executive Directors.