
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.

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TACK HSIN HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 611)

GENERAL MANDATES TO REPURCHASE ITS OWN SHARES AND TO ISSUE NEW SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 8 September 2009 at 3:00 p.m. (the “Annual General Meeting”) is set out on pages 15 to 17 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) and on the website of the Company (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, Tricor 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.

23 July 2009

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The information contained herein relating to the Company has been supplied by the Directors, who jointly and severally accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts not contained in this circular the omission of which would make any statement contained herein misleading insofar as it relates to the Company.

DEFINITIONS

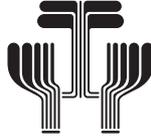
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“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 Tuesday, 8 September 2009 at 3:00 p.m. and notice of which is set out on pages 15 to 17 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 2(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 2(b) of the Letter from the Board;
“Latest Practicable Date”	17 July 2009, 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);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases.

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

23 July 2009

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE ITS OWN SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

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

2. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 8 September 2008, 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.

LETTER FROM THE BOARD

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following 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;
- (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. 5 and 6 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.

3. 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 II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 17 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, 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.

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) and on the website of the Company (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, Tricor 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.

5. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a poll pursuant to the Bye-laws.

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of the Stock Exchange (www.hkex.com.hk) and of the Company (tackhsin.etnet.com.hk).

6. RECOMMENDATION

The Directors consider that 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 best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate) and Appendix II (Details of retiring 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. LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

2. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

3. 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.

4. 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. 5 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.

5. 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 2009, 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.

6. 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
July	0.5000	0.3550
August	0.4800	0.3950
September	0.4350	0.3550
October	0.4150	0.2900
November	0.3900	0.2500
December	0.3150	0.2650
2009		
January	0.3500	0.3000
February	0.3450	0.2800
March	0.3300	0.2800
April	0.3350	0.2800
May	0.3300	0.2900
June	0.3700	0.2950
July (up to the Latest Practicable Date)	0.4400	0.3350

7. 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>	Latest Practicable Date (No. of Shares)	Percentage over existing issued capital (%)	Percentage over the issued capital on full exercise of the Buyback Mandate (%)
<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.

8. SHARES PURCHASES MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL 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 be eligible for re-election at the Annual General Meeting are provided below.

(1) Mr. CHAN Shu Kit, aged 60, 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 26 years and has over 37 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.

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 emolument of Mr. Chan for the period from April 2008 to March 2009 was 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 57, Deputy Chairman

Mr. KUNG Wing Yiu is an Executive Director of the Company. Mr. Kung joined the Group in 1986. He has over 32 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.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Owing to the relationship arising from his being an Executive Director, Mr. Kung is acting as director of Tack Hsin (BVI) Holdings Limited, subsidiary 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.

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 emolument of Mr. Kung for the period from April 2008 to March 2009 was HK\$189,000.

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.

(3) Mr. CHAN Ho Man, aged 33, 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 a director of other members of the Company's group. Mr. Chan 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\$696,000 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 emolument of Mr. Chan for the period from April 2008 to March 2009 was HK\$708,000.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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 54, 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 17 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 2008 to March 2009 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 2009 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 50, 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 17 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 Time Infrastructure Holdings Limited (formerly known as Gay Giano International Group Limited) and Simsen International Corporation Limited, both are companies incorporated in Bermuda and listed on the Hong Kong Stock Exchange.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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 2008 to March 2009 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 2009 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 45, 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 and the Institute of Chartered Accountants in England and Wales. He has not held directorships in any other listed public companies in the last three years.

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.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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 2008 to March 2009 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 2009 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 Tuesday, 8 September 2009 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 2009;
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 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

NOTICE OF THE ANNUAL GENERAL MEETING

- (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.”;
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 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 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

NOTICE OF THE ANNUAL GENERAL MEETING

7. 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 6 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 5 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
Tack Hsin Holdings Limited
Tam Cheuk Ho
Company Secretary

Hong Kong, 23 July 2009

Notes:

- (1) Pursuant to the Listing Rules, all votes of members at general meetings must be taken by poll.
- (2) The Register of Members of the Company will be closed from Tuesday, 1 September 2009 to Tuesday, 8 September 2009, both days inclusive, during which period no transfer of shares will be registered.
- (3) 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, Tricor 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 Monday, 31 August 2009.
- (4) 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.
- (5) 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, Tricor 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.