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**TACK HSIN HOLDINGS LIMITED**  
**(德興集團有限公司)\***

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 611)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) 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 Friday, 2 December 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT**

- (a) subject to the terms and conditions of the proposed amendments to the convertible bonds (the “**Proposed Amendments**”) under the amendment agreement dated 10 October 2011 (the “**Amendment Agreement**”) entered into between the Company and the holders (the “**Bondholders**”) of the unsecured zero coupon rate convertible bonds in the principal amount of HK\$200 million due 2014 issued by the Company on 17 March 2011 (the “**Convertible Bonds**”) as set out in the circular of the Company dated 16 November 2011 (the “**Circular**”), a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purposes, the agreement by the Company to uplift the conversion restriction restricting the Bondholders to exercise the conversion rights attaching to the Convertible Bonds where such exercise may trigger an obligation for a mandatory general offer under the Code of Takeovers and Mergers in Hong Kong and the Proposed Amendments be and are hereby approved;
- (b) subject to the passing of the resolution under paragraph (a) of this ordinary resolution in relation to the Proposed Amendments, the Terms and Conditions (as defined in the Circular) be replaced in its entirety by the Amended and Restated Bond Instrument (as defined in the Circular), a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purposes and the adoption of the Amended and Restated Bond Instrument be and is hereby approved; and

\* *For identification purposes only*

- (c) any one director of the Company, or any two directors of the Company or any one director and the secretary of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised to execute the Amended and Restated Bond Instrument (as defined in the Circular) and do all such acts and things and to sign and execute all such other or further documents, deeds (if any) and to do all such steps which in his/her opinion, may be necessary, appropriate, desirable or expedient to give full effect to or in connection with all matters contemplated under the Amendment Agreement and the adoption of the Amended and Restated Bond Instrument and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the transactions contemplated under the Amendment Agreement and/or the Amended and Restated Bond Instrument.”

By order of the Board  
**TACK HSIN HOLDINGS LIMITED**  
**Chan Shu Kit**  
*Chairman*

Hong Kong, 16 November 2011

*Head Office and Principal Place of Business in Hong Kong:*

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

*Notes:*

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his/her stead in accordance with the Bye-laws of the Company. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be duly lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting. Delivery of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the meeting or at any adjourned meeting.
4. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the above meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. All resolutions shall be voted by way of poll of the shareholders of the Company at the SGM.

*As at the date of this notice, the directors of the Company are: Mr. Chan Shu Kit, Mr. Chan Ho Man, Ms. Jian Qing, Mr. Chung Chi Shing, Mr. Han Naishan, Mr. Lei Jian and Mr. Song Limin, all of whom are executive directors; and Mr. Chan Ka Ling, Edmond, Mr. Chang Nan and Dr. Dai Jinping, all of whom are independent non-executive directors.*