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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 (“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 Thursday, 22 October 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT

- (a) the Subscription Agreement (as defined in the circular dated 6 October 2009 despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification, dated 15 September 2009 and entered into between the Company and the Subscriber (as defined in the Circular) pursuant to which the Company agreed to issue, and the Subscriber agreed to subscribe for, the Convertible Bonds (as defined in the Circular) in the principal amount of HK\$800,000,000, and all the transactions contemplated thereunder, be and is hereby approved, ratified and confirmed;
- (b) the issue of the Convertible Bonds by the Company in accordance with the terms and conditions of the Subscription Agreement and the terms and conditions of the Convertible Bonds attached to the Subscription Agreement be and are hereby approved, ratified and confirmed;
- (c) the issue and allotment of up to 200,000,000 new ordinary shares of HK\$0.10 each in the share capital of the Company at HK\$0.40 each (subject to adjustment) which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds be and are hereby approved, ratified and confirmed; and

* *For identification purposes only*

- (d) the directors of the Company be and is/are hereby authorised to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be in their discretion consider necessary desirable or expedient to carry and implement the Subscription Agreement and all the transactions contemplated thereunder into full effect.”

By order of the Board
TACK HSIN HOLDINGS LIMITED
Chan Shu Kit
Chairman and Executive Director

Hong Kong, 6 October 2009

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. 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 were solely entitled thereto; but if more than one of such joint holders is present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register 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.
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 so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Chan Shu Kit
Mr. Kung Wing Yiu
Mr. Chan Ho Man

Independent non-executive Directors:

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