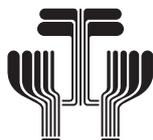


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TACK HSIN HOLDINGS LIMITED **(德興集團有限公司)***

(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 Monday, 29 August 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the acquisition agreement dated 23 December 2010 and entered into between the Company and Shining Rejoice Limited, 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, as amended and supplemented by the supplemental agreement dated 29 December 2010 and entered into between the Company and the Vendor, a copy of which has been produced to the SGM marked “B” and signed by the chairman of the SGM for the purpose of identification, and as amended and supplemented by the second supplemental agreement dated 13 May 2011 and entered into between the Company and the Vendor, a copy of which has been produced to the SGM marked “C” and signed by the chairman of the SGM for the purpose of identification, pursuant to which the Vendor agreed to sell, and the Company agreed to purchase, the entire issued share capital of Well Link Capital Limited at a consideration of HK\$200,000,000, which shall be satisfied by the issue of the convertible bonds of the Company in the principal amount of HK\$120,000,000 (the “**Convertible Bonds**”) and the payment of HK\$80,000,000 in cash, to the Vendor and all the transactions contemplated thereunder (all such agreements are together known as the “**Acquisition Agreement**”), be and are hereby approved, ratified and confirmed;
- (b) the issue of the Convertible Bonds by the Company in accordance with the terms and conditions of the Acquisition Agreement and the terms and conditions of the Convertible Bonds attached to the Acquisition Agreement be and are hereby approved, ratified and confirmed;

* *For identification purposes only*

- (c) the grant of a specific mandate to the Directors to issue and allot new ordinary shares in the share capital of the Company which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bonds (the “**Convertible Shares**”) be and are hereby approved, ratified and confirmed; and
- (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 out and implement the Acquisition Agreement, the issue of the Convertible Bonds, the grant of a specific mandate to the Directors to issue and allot the Conversion Shares and all the transactions contemplated thereunder into full effect.”

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

Hong Kong, 12 August 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 of the Company 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, Hong Kong Registrars Limited at 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 notice, the Board of the Company comprises Mr. Chan Shu Kit, Mr. Chan Ho Man, Ms. Jian Qing, Mr. Chung Chi Shing, Mr. Han Naishan and Mr. Lei Jian as executive Directors and Mr. Kung Fan Cheong, Mr. Chan Ka Ling, Edmond, Mr. Lo Kin Cheung, Mr. Chang Nan and Dr. Dai Jinping as independent non-executive Directors.