

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



天行國際(控股)有限公司*

Simsen International Corporation Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Simsen International Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Thursday, 12 April 2012 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to compliance with the requirements under section 46(2) of the Companies Act 1981 of Bermuda (as amended) and the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below), with effect from 9:00 a.m. on the business day following the day on which this resolution is passed by shareholders of the Company (the “**Effective Date**”):

- (a) every fifty (50) existing issued shares of HK\$0.01 each (the “**Existing Share**”) in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.5 each (the “**Consolidated Share**”) (the “**Share Consolidation**”);
- (b) following the Share Consolidation, the issued share capital of the Company shall be reduced by (i) a round down of the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number; and (ii) a cancellation of the paid-up capital of the Company to the extent of HK\$0.499 on each of the issued Consolidated Shares in the share capital of the Company such that the nominal value of each issued Consolidated Share be reduced from HK\$0.5 to HK\$0.001 (the “**New Share**”) (the aforesaid steps (i) and (ii) collectively, the “**Capital Reduction**”) and that the amount of the issued capital hereby cancelled be made available for issue of New Shares of the Company so that the authorised capital of the Company of HK\$1,000,000,000 shall remain unchanged on the Effective Date;
- (c) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorized to apply the entire or part of the amount standing to the credit of the contributed surplus account from time to time in such manner as they consider appropriate, including but not limited to setting off against the accumulated losses of the Company from time to time (“**Authorization**”);

* For identification purpose only

- (d) subject to and forthwith upon the Capital Reduction becoming effective, each authorized but unissued Existing Share of HK\$0.01 each in the share capital of the Company be subdivided into 10 New Shares of HK\$0.001 each (the “**Subdivision**”, together with the Share Consolidation, the Capital Reduction and the Authorization, the “**Capital Reorganization**”);
- (e) all of the New Shares resulting from the Capital Reduction and the Subdivision shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the articles of association of the Company; and
- (f) any one or more of the Directors be and is/are hereby authorized for and on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things which he/they consider necessary, desirable or expedient for the implementation of, and giving effect to, the Capital Reorganization and the transaction(s) contemplated thereunder.”

By order of the Board
Simsen International Corporation Limited
Ji Xiao Bo
Chief Executive Officer and Executive Director

Hong Kong, 15 March 2012

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business:*
Rooms 1906–1910
19th Floor, The Center
99 Queen’s Road Central
Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a Shareholder.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the joint holding.

5. The form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

As at the date of this announcement, the executive Directors are Mr. Ji Xiao Bo (Chief Executive Officer) and Mr. Fu Jiwen and the independent non-executive Directors are Mr. Zhu Chengwu, Mr. Li Haifeng and Mr. Choi Man Chau, Michael.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.