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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)

## PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "Tack Hsin Holdings Limited" to "China Nuclear Industry 23 International Corporation Limited" and the Chinese name of the Company from "德興集團有限公司" (which has been used by the Company for identification purposes only) to "中國核工業二三國際有限公司" by adopting the same as the secondary name of the Company.

The Board will propose a special resolution at the SGM for considering, and if thought fit, approving the Change of Company Name.

References are made to (i) the joint announcement made by the Company and China Nuclear Industry 23 Construction (Hong Kong) Company Limited ("CNI 23 HK") dated 28 October 2011 in relation to, among other things, the Proposed Amendments and the Offers, (ii) the circular of the Company dated 16 November 2011 in relation to the Proposed Amendments (the "Circular"), (iii) the results announcement of the special general meeting of the Company held on 2 December 2011 (the "Results Announcement"), (iv) the joint announcement made by the Company and CNI 23 HK dated 5 December 2011 in relation to, among other things, the issue and allotment of the Conversion Shares to CNI 23 HK and China He Investment HK, and (v) the Composite Document dated 12 December 2011 jointly issued by the Company and CNI 23 HK in relation to the Offers. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Composite Document.

#### PROPOSED CHANGE OF COMPANY NAME

The board of directors ("**Board**") of Tack Hsin Holdings Limited (the "**Company**") proposes to change the English name of the Company from "Tack Hsin Holdings Limited" to "China Nuclear Industry 23 International Corporation Limited" (the "**Primary Name**") and the Chinese name of the Company from "德興集團有限公司" (which has been used by the Company for identification purposes only) to "中國核工業二三國際有限公司" (the "**Secondary Name**") by adopting the same as the secondary name of the Company (the "**Change of Company Name**").

#### REASONS FOR THE CHANGE OF COMPANY NAME

It was announced in the Results Announcement that the Proposed Amendments were approved by the Shareholders at the special general meeting held on 2 December 2011 and therefore the Conditions of the Proposed Amendments were fulfilled. On 2 December 2011, CNI 23 HK and China He Investment HK served their respective notices of conversion (the "Notices") to fully exercise the Convertible Bonds to the Company. Upon full exercise of the Convertible Bonds, on 5 December 2011, the Company issued and allotted 300,000,000 Conversion Shares to CNI 23 HK and 100,000,000 Conversion Shares to China He Investment HK, representing approximately 31.01% and 10.34% of the issued share capital of the Company as enlarged by the issue and allotment of the Conversion Shares and registered the same in the register of members of the Company. Thus, as of the date of this announcement, CNI 23 HK and China He Investment HK, being a party acting in concert with CNI 23 HK, are the controlling shareholders of the Company. As stated in the Composite Document, the sole shareholder of CNI 23 HK, CNI 23, has been engaged in nuclear power projects, nuclear research projects and non-nuclear projects, such as petrochemical and electrical installation projects, in the PRC and CNI 23 owns 10% of the equity interest of Zhong He Libert which the Company owns 25% of its equity interest indirectly.

The Board considers that the Change of Company Name can more clearly reflect the nature of business conducted by the Company after CNI 23 HK has become the controlling shareholder of the Company and after completion of the acquisition of Zhong He Libert and the potential expansion of Zhong He Libert's business to nuclear power facilities which will be the future development of the Company. It will mark the beginning of a new era of the Company and will also provide the Company with a new corporate image. The Board believes that the Change of Company Name is in the interests of the Company and its Shareholders as a whole.

## CONDITIONS OF THE CHANGE OF NAME

The Change of Company Name is subject to:

- (a) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the SGM (as defined below); and
- (b) the granting of the approval for the Change of Company Name by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the effective date of the Change of Company Name will be the date on which the Primary Name and the Secondary Name are entered on the register of companies maintained by the Registrar of Companies in Bermuda. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

## EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As soon as the Change of Company Name has become effective, any new issue of share certificates will be issued in the new name of the Company. There will be no special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company.

The Change of Company Name will not affect any of the rights of the existing Warrantholders and the Acquisition Convertible Bondholder. All existing Warrant certificates and Acquisition Convertible Bond certificate(s) of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the Warrants and the Acquisition Convertible Bonds and will be valid for transfer, registration and delivery for the relevant number of Shares in the new name of the Company upon exercise of the Warrants or the Acquisition Convertible Bonds (as the case may be).

#### **SGM**

The Board will propose a special resolution at a special general meeting ("SGM") of the Company to be convened and held for considering, and if thought fit, approving the Change of Company Name.

## **GENERAL**

A circular containing, among other matters, details of the Change of Company Name together with a notice of the SGM will be despatched to the Shareholders on or before 16 December 2011.

Further announcement will be made by the Company in relation to the effective date of the Change of Company Name and the change of the stock short name of the Company.

By Order of the Board
Tack Hsin Holdings Limited
Chan Shu Kit
Chairman

Hong Kong, 13 December 2011

As at the date of this announcement, 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.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

<sup>\*</sup> For identification purpose only