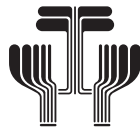

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Tack Hsin Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting (the “SGM”) of the Company to be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 9 January 2012 at 11:00 a.m., is set out on pages 10 to 11 of this circular.

A form of proxy for the SGM is enclosed herewith. Whether or not you are able to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the SGM, or any adjournment thereof, should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Acquisition Convertible Bond Offer”	the conditional mandatory cash offer by Fortune Securities on behalf of CNI 23 HK to the Acquisition Convertible Bondholder for transfer of the outstanding Acquisition Convertible Bonds at the price of HK\$0.4167 for every HK\$1.00 face value of the Acquisition Convertible Bonds in accordance with the Takeovers Code;
“Acquisition Convertible Bondholder”	Shining Rejoice Limited, the holder of the Acquisition Convertible Bonds;
“Acquisition Convertible Bonds”	zero coupon rate unsecured redeemable convertible bonds due 2014 in the principal amount of HK\$120 million with conversion price of HK\$1.20 per Share issued by the Company on 1 September 2011 to Shining Rejoice Limited (which is not a party acting in concert with the offeror, CNI 23 HK), details of which are set out in the announcement of the Company dated 13 May 2011 and the circular of the Company dated 12 August 2011;
“acting in concert”	has the same meaning ascribed thereto in the Takeovers Code;
“Announcement”	the announcement of the Company dated 13 December 2011 in relation to the proposed Change of Company Name;
“Board”	the board of Directors;
“Change of Company Name”	the proposed change of 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;

DEFINITIONS

“China He Investment HK”	China He Investment (Hong Kong) Company Limited 中核投資(香港)有限公司, a company incorporated in Hong Kong with limited liability;
“CNI 23”	中國核工業二三建設有限公司 (transliterated as China Nuclear Industry 23 Construction Company Limited*), a state-owned enterprise established in the PRC;
“CNI 23 HK”	China Nuclear Industry 23 Construction (Hong Kong) Company Limited 中國核工業二三建設(香港)有限公司, a company incorporated in Hong Kong with limited liability;
“Company”	Tack Hsin Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are traded on the Main Board of the Stock Exchange;
“Composite Document”	the composite offer and response document dated 12 December 2011 jointly issued by the Company and CNI 23 HK in relation to the Offers;
“Conditions”	the conditions precedent to the Proposed Amendments, details of which are set out in the Proposed Amendments Circular;
“Conversion Rights”	the conversion rights attaching to the Convertible Bonds to subscribe for the Conversion Shares at the initial conversion price of HK\$0.50 per Conversion Share (subject to adjustment) for exercising the conversion rights;
“Conversion Shares”	Shares issued and allotted upon exercise of the Conversion Rights;
“Conversion Shares Announcement”	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;
“Convertible Bonds”	unsecured zero coupon rate convertible bonds in the principal amount of HK\$200 million due 2014 issued by the Company on 17 March 2011;

DEFINITIONS

“Director(s)”	director(s) of the Company as at the Latest Practicable Date;
“Fortune Securities”	Fortune (HK) Securities Limited, a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to conduct Type 1 (dealing in securities) regulated activity, which has been appointed by CNI 23 HK to make the Offers for and on behalf of CNI 23 HK;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	15 December 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Libert Acquisition”	the acquisition of the entire issued share capital of Well Link Capital Limited and East King International Enterprises Limited by the Company on 1 September 2011, details of which are set out in the announcements of the Company dated 23 December 2010, 29 December 2010 and 13 May 2011 and the circular of the Company dated 12 August 2011;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Offers”	the Share Offer, the Warrant Offer and the Acquisition Convertible Bond Offer;
“PRC”	The People’s Republic of China and for the sole purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“Proposed Amendments”	the proposed amendments to the terms and conditions of the Convertible Bonds, details of which are set out in the Proposed Amendments Circular;
“Proposed Amendments Announcement”	the joint announcement made by the Company and CNI 23 HK dated 28 October 2011 in relation to, among other things, the Proposed Amendments and the Offers;
“Proposed Amendments Circular”	the circular of the Company dated 16 November 2011 in relation to the Proposed Amendments;

DEFINITIONS

“Results Announcement”	the results announcement of the Company dated 2 December 2011 in relation to the special general meeting of the Company held on 2 December 2011 to approve the Proposed Amendments;
“SGM”	the special general meeting of the Company to be convened for considering and, if thought fit, approving the proposed Change of Company Name;
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Share Offer”	the conditional mandatory cash offer by Fortune Securities on behalf of CNI 23 HK to acquire all of the Shares issued and to be issued (other than those Shares already owned by or agreed to be acquired by CNI 23 HK and parties acting in concert with it) at the price of HK\$0.50 in accordance with the Takeovers Code;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong;
“Warrantholder(s)”	holder(s) of the Warrant(s);
“Warrants”	unlisted warrants to subscribe for 94,354,839 Shares at the exercise price of HK\$0.62 for each Share issued by the Company on 19 October 2009 which will expire on 18 October 2012;
“Warrant Offer”	the conditional mandatory cash offer by Fortune Securities on behalf of CNI 23 HK to the Warrantholders for cancellation of the outstanding Warrants at the price of HK\$0.00001 for each Warrant with an exercise price of HK\$0.62 for each Share in accordance with the Takeovers Code;
“Zhong He Libert”	江蘇中核利柏特股份有限公司 (transliterated as Jiangsu China Nuclear Industry Libert INC.*), a joint stock limited liability company established in the PRC and principally engages in the manufacture and sale of pipes and related equipment for uses by chemical plants in the PRC and overseas;

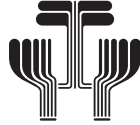
DEFINITIONS

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong;
and

“%” per cent.

* *For identification purpose only*

LETTER FROM THE BOARD



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 611)

Executive Directors:

Mr. Chan Shu Kit (*Chairman*)
Mr. Chan Ho Man
Ms. Jian Qing
Mr. Chung Chi Shing
Mr. Han Naishan
Mr. Lei Jian
Mr. Song Limin

Independent Non-executive Directors:

Mr. Chan Ka Ling, Edmond
Mr. Chang Nan
Dr. Dai Jinping

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business:*

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

16 December 2011

*To the Shareholders, and for information only,
the Acquisition Convertible Bondholder and the Warrantholders*

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

References are made to the Proposed Amendments Announcement, the Proposed Amendments Circular, the Results Announcement, the Conversion Shares Announcement, the Composite Document and the Announcement.

The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the SGM to seek the approval of the Shareholders in respect of, among other matters, the Change of Company Name.

* For identification purposes only

LETTER FROM THE BOARD

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” (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.

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 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 circular, 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 Libert Acquisition 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’s businesses 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; and
- (b) the granting of the approval for the Change of Company Name by the Registrar of Companies in Bermuda.

LETTER FROM THE BOARD

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 Warrantheolders 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 notice of the SGM is set out on pages 10 to 11 of this circular. At the SGM, a special resolution will be proposed to consider and, if thought fit, approve the Change of Company Name.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkex.com.hk and the website of the Company at <http://tackhsin.etnet.com.hk>. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, 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 appointed for the holding of the SGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof, should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

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.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the SGM will demand a poll for the special resolution put forward at the SGM. The Company will appoint scrutineers to conduct vote-taking procedures at the SGM. The results of the poll will be published on the Stock Exchange's website at www.hkex.com.hk and the Company's website at <http://tackhsin.etnet.com.hk> on the business day following the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

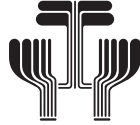
The Directors believe that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders shall vote in favour of such resolution at the SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors jointly and severally accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

NOTICE OF SPECIAL GENERAL MEETING



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 (“Company”) will be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 9 January 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following as a special resolution, with or without amendments.

SPECIAL RESOLUTION

“**THAT** the English name of the Company be changed 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, and any one or more director(s) of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they shall, in his/her/their absolute discretion, deem necessary or expedient to effect the foregoing.”

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

Hong Kong, 16 December 2011

NOTICE OF SPECIAL GENERAL MEETING

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

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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.
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.

* *For identification purposes only*