

*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.*



## **TACK FIORI INTERNATIONAL GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 928)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Tack Fiori International Group Limited (the “**Company**”) will be held at 30<sup>th</sup> Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:00 p.m. on Wednesday, 30 January 2013 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as an ordinary resolution:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) and the obtaining of all necessary approvals required by laws or from the regulatory authorities or otherwise that may be required in respect of the consolidation of shares in the Company as detailed below:

- (a) every ten (10) issued and unissued shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.10 (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”) and such consolidation shall take effect on the next Business Day (as defined below) immediately following the date on which this resolution is passed;
- (b) all of the Consolidated Shares shall rank pari passu in all respect with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;
- (c) all fractional Consolidated Shares will be disregarded and not be issued to the holders of the existing ordinary shares of the Company but all fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and
- (d) the directors of the Company be and are hereby authorised generally to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the consolidation of shares and arrangements set out in this resolution.

In this resolution, the term “**Business Day**” shall mean a day on which the Stock Exchange is open for the business of dealing in securities and there is no suspension in trading in the shares of the Company on that day.”

Yours faithfully,  
On behalf of the Board  
**TACK FIORI INTERNATIONAL GROUP LIMITED**  
**Liu On Bong, Peter**  
*Vice Chairman*

Hong Kong, 7 January 2013

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is holder of more than one share in the Company may appoint more than one proxy to attend in his/her stead.
2. The enclosed form of proxy and (if required by the board of directors of the Company) 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 at the Company’s branch share registrar and transfer office, Tricor Tengis Limited, at 26<sup>th</sup> Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time scheduled for EGM or adjourned meeting at which the person named in the enclosed form of proxy proposes to vote, or, in the case of a poll taken subsequently to the date of the EGM or adjourned meeting, not less than 48 hours before the time scheduled for the taking of the poll, and in default the enclosed form of proxy shall not be treated as valid. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint registered holders of any share in the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
4. The enclosed form of proxy must be signed by the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

*As at the date of this announcement, the Board comprises:*

*Executive Directors:*

Mr. Chiu Siu Po (*Chairman*)  
Mr. Liu On Bong, Peter (*Vice Chairman*)  
Mr. Chan Chak Kai, Kenneth  
Mr. Wan Wai Hei, Wesley  
Mr. Au Wai June  
Mr. Ng Jackson

*Independent Non-Executive Directors:*

Dr. Leung Shiu Ki, Albert  
Mr. Robert James Iaia II  
Ms. Lam Yan Fong, Flora  
Mr. Yau Yan Ming, Raymond  
Mr. Miu H., Frank