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## **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 (the “**EGM**”) of Tack Fiori International Group Limited (the “**Company**”) will be held at 10:30 a.m. on Wednesday, 5 November 2014 at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendment the following resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the conditional sale and purchase agreement which was entered into between Tack Fiori International Group Limited (a direct wholly-owned subsidiary of the Company) and Mr. Wong Lik Ping in relation to the acquisition of 100% of the issued shares in and shareholder’s loan of China Education Media Limited (the “**Acquisition**”) on 19 August 2014 (the “**Sale and Purchase Agreement**”), a copy of which has been produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated under the Sale and Purchase Agreement, including but not limited to the Acquisition in accordance with the terms and subject to the conditions set out in the Sale and Purchase Agreement be and are hereby approved, ratified and confirmed; and

- (b) any one of the directors of the Company (the “**Directors**”) be and are hereby authorised, for and on behalf of the Company, to take all steps necessary or expedient in his opinion to implement and/or give effect to the transactions contemplated by the Sale and Purchase Agreement including, but not limited to, the Acquisition, executing all other documents, instruments and agreements and doing all such acts and things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement or agree to such amendments of the same as are in the opinion of such Director not of a material nature and in the interests of the Company.”

By order of the Board  
**Tack Fiori International Group Limited**  
**Wang Liang**  
*Chairman and Executive Director*

Hong Kong, 16 October 2014

*Notes:*

1. A form of proxy to be used for the EGM is enclosed.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
4. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting, or poll concerned and, in such case, the instrument appointing a proxy shall deem to be revoked.
5. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).

As at the date of this notice, the Board comprises the following Directors:

*Executive Directors:*

Mr. Wang Liang (*Chairman*)  
Mr. Zhang Bao Yuan  
Mr. Huang Limin

*Independent Non-executive Directors:*

Dr. Leung Shiu Ki, Albert  
Mr. Yau Yan Ming, Raymond  
Mr. Lau Yu