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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 (“**EGM**”) of Tack Fiori International Group Limited (the “**Company**”) will be held at Room 2201, 22/F, Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong at 10:30 a.m. on Tuesday, 7 February 2017 for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the underwriting agreement dated 22 December 2016 (the “**Underwriting Agreement**”) entered into between the Company as issuer and Emperor Securities Limited (the “**Underwriter**”) as underwriter (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the arrangement for the taking up of the unsubscribed Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;
- (b) subject to the Underwriting Agreement becoming unconditional and the Underwriting Agreement not having been terminated by the Underwriter in accordance with the terms thereof,
 - (i) the issue by way of rights (the “**Rights Issue**”) of 2,390,312,650 new Shares (each a “**Rights Share**”) at the subscription price of HK\$0.126 per Rights Share to the shareholders of the Company (“**Shareholders**”) whose names appear on the register of members of the Company on the date by reference to which entitlements to the Rights Issue are to be determined (the “**Record Date**”) (excluding those Shareholders (the “**Non-Qualifying Shareholders**”) with registered addresses outside Hong Kong whom the directors of the Company (the “**Directors**”) consider it necessary or expedient to exclude, after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of

the relevant regulatory body or stock exchange in that place) (the “**Qualifying Shareholders**”) on the basis of one Rights Share for every one Share then held by Qualifying Shareholders on the Record Date be and is hereby approved; and

(ii) the board (the “**Board**”) of Directors (or its duly constituted committee) be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid and fully-paid forms) pursuant to the Rights Issue; and

(c) the Board (or its duly constituted committee) be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as it considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder and to make or agree such variations, amendments or waiver as may in its discretion consider to be desirable and in the interests of the Company.”

By order of the Board
Tack Fiori International Group Limited
Shan Hua
Executive Director

Hong Kong, 18 January 2017

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Office in Hong Kong:
Room 2201, 22/F
Kwan Chart Tower
No. 6 Tonnochy Road
Wanchai
Hong Kong

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:

Executive Directors:

Mr. Hua Yunbo (*Chairman*)

Ms. Shan Hua

Non-executive Director:

Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Liu Xinghua

Mr. Zhou Jian

Mr. Zheng Chunlei

Ms. Zhang Xuyang