

**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 to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Tack Fiori International Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**TACK FIORI INTERNATIONAL GROUP LIMITED**

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

**(Stock Code: 928)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice of the Extraordinary General Meeting to be held at Unit 3, 10/F, Bank of East Asia Harbour View Center, No.56 Gloucester Road, Wanchai, Hong Kong on 2 May 2017 at 10 a.m. is set out on page 6 of this circular. A form of proxy for use by the Shareholders at the Extraordinary General Meeting is enclosed with this circular.

Whether or not you intend to attend and vote at the Extraordinary General Meeting in person, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Extraordinary General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

Hong Kong, 7 April 2017

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## DEFINITIONS

*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Board”	the board of Directors;
“Company”	Tack Fiori International Group Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	the directors of the Company;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and approve the Proposed Change of Company Name;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Change of Company Name”	the proposed change of the name of the Company;
“Shareholders”	holders of the Shares;
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

**LETTER FROM THE BOARD**



**TACK FIORI INTERNATIONAL GROUP LIMITED**

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

**(Stock Code: 928)**

*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

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Unit 3, 10/F, Bank of East Asia

Harbour View Centre

No. 56 Gloucester Road

Wanchai

Hong Kong

7 April 2017

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information on the Proposed Change of Company Name and the notice of Extraordinary General Meeting.

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the name of the Company from “Tack Fiori International Group Limited” to “Life Healthcare Group Limited” and to adopt “**蓮和醫療健康集團有限公司**” as the Chinese name of the Company.

## **LETTER FROM THE BOARD**

### **REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

The Group principally engages in (i) healthcare services in the PRC; (ii) development and promotion of education software products and provision of technical support services in the PRC; (iii) apparel retail business in the PRC; (iv) securities trading and investments business in Hong Kong; and (v) money lending business.

The Board considers that the Proposed Change of Company Name will better reflect the current business focus of the Group and its direction of future development on healthcare services business. The Board believes that the new name of the Company will provide the Company with a more defined corporate image and identity in its healthcare services business which will benefit the Company's future business development. The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name is subject to the following conditions:

- (a) the Shareholders approving the Proposed Change of Company Name by way of a special resolution at the Extraordinary General Meeting; and
- (b) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name has become effective.

### **EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company's existing name shall, after the Proposed Change of Company Name having become effective, continue to be evidence of the title of the securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company. Share certificates of the Company which are issued after the Proposed Change of Company Name having become effective will be in the new name of the Company.

## **LETTER FROM THE BOARD**

Further announcement(s) will be made by the Company on the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading of the Shares on the Stock Exchange.

### **EXTRAORDINARY GENERAL MEETING**

A notice of the Extraordinary General Meeting is set out on page 6 of this circular.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Extraordinary General Meeting will be by poll.

A form of proxy for the Extraordinary General Meeting is despatched to the Shareholders with this circular. Whether or not you intend to attend and vote at the Extraordinary General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Extraordinary General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof in person should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from 26 April 2017 to 2 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 25 April 2017.

### **RECOMMENDATION**

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the Extraordinary General Meeting to approve the Proposed Change of Company Name.

**LETTER FROM THE BOARD**

**RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually 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 document 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.

Yours faithfully,

By order of the Board

**TACK FIORI INTERNATIONAL GROUP LIMITED**

**Shan Hua**

*Executive Director*

**NOTICE OF EXTRAORDINARY GENERAL MEETING**



**TACK FIORI INTERNATIONAL GROUP LIMITED**

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

**(Stock Code: 928)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of **TACK FIORI INTERNATIONAL GROUP LIMITED** (the “**Company**”) will be held at Unit 3, 10/F, Bank of East Asia Harbour View Center, No. 56 Gloucester Road, Wanchai, Hong Kong on 2 May 2017 at 10 a.m., for the purposes of considering and, if thought fit, passing the following resolution (with or without modifications) as a special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands having been obtained, the name of the Company be changed from “Tack Fiori International Group Limited” to “Life Healthcare Group Limited” and to adopt “**蓮和醫療健康集團有限公司**” as the Chinese name of the Company, and that the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements as they consider necessary, expedient and appropriate to effect and implement any of the foregoing.”

By Order of the Board

**TACK FIORI INTERNATIONAL GROUP LIMITED**

**Shan Hua**

*Executive Director*

7 April 2017

*Notes:*

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s branch registrar in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (3) For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from 26 April 2017 to 2 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on 25 April 2017.
- (4) As at the date of this notice, the executive directors of the Company are Mr. Hua Yunbo, Ms. Shan Hua, the non-executive director of the Company is Dr. Feng Xiaogang, and the independent non-executive directors of the Company are Mr. Liu Xinghua, Mr. Zhou Jian, Mr. Zheng Chunlei and Ms. Zhang Xuyang.