



TACK FAT GROUP INTERNATIONAL LIMITED

德發集團國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Tack Fat Group International Limited (the “**Company**”) will be held at 14th Floor, Printing House, 6 Duddell Street, Central, Hong Kong on Thursday, 12 April 2007 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company with resolution no. 1 be taken by poll:

ORDINARY RESOLUTION 1

“**THAT** subject to the passing of ordinary resolution 2 below and the fulfillment or waiver of the terms and conditions set out in the subscription agreement dated 13 February 2007 (the “**Subscription Agreement**”) and supplemented by the supplemental agreement dated 26 February 2007 (the “**Supplemental Agreement**”) (collectively, the “**Agreement**”) entered into between the Company and Efulfilment Enterprises Limited (“**Efulfilment**”) (a copy of the Subscription Agreement and Supplemental Agreement having been produced to the meeting and marked “A” and “B” respectively and initialed by the chairman of the meeting for the purpose of identification) in respect of the portion of subscription of 12,734,000 shares of the Company (the “**Subscription Shares**”) of HK\$0.10 each at a subscription price of HK\$1.09 each (the “**Subscription**”):

- (i) the Agreement entered into in relation to the Subscription and the matters contemplated thereby be and are hereby approved, confirmed and ratified;
- (ii) the issue of the Subscription Shares to Efulfilment pursuant to the Subscription be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Subscription Shares pursuant to the Agreement; and
- (iii) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient in connection with and to give effect to the Subscription.”

ORDINARY RESOLUTION 2

“**THAT** the authorised share capital of the Company be increased from HK\$200,000,000 divided into 2,000,000,000 shares of the Company of HK\$0.10 each (the “**Shares**”) to HK\$400,000,000 divided into 4,000,000,000 Shares by the creation of an additional 2,000,000,000 unissued Shares and the Directors be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the increase in the authorised share capital of the Company.”

Yours faithfully
For and on behalf of the board of Directors of
Tack Fat Group International Limited
Kwok Wing
Chairman

Hong Kong, 19 March 2007

Registered office:

Kong:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong

13th Floor
Roxy Industrial Centre
58-66 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy enclosed with the circular of the Company dated 19 March 2007 must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch registrars in Hong Kong, Tengis Limited, at 26th, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In the case of joint holders of shares, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it was 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.

As at the date of this announcement, the executive Directors are Mr. Kwok Wing, Mr. Lee Yuk Man, Mr. Ho Yik Kin, Norman and Mr. Kwok Kam Chuen, and the independent non-executive Directors are Mr. Leung Yiu Wing, Eric, Mr. Ching Kwok Ho, Samuel and Mr. Heng Kwo Seng.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

Please also refer to the published version of this announcement in China Daily.