
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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

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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)

**(1) APPOINTMENT OF AUDITORS; AND
(2) RE-ELECTION OF DIRECTORS**

A notice convening the extraordinary general meeting of Tack Fat Group International Limited to be held at 13th Floor, Roxy Industrial Centre, 58-66 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Monday, 12 November 2007 at 4:00 p.m. (or any adjournment thereof) is set out on pages 8 to 9 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the special general meeting or any adjourned meeting should you so wish.

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DEFINITIONS

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

“Board”	board of Directors
“Company”	Tack Fat Group International Limited, a company incorporated in Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	directors of the Company
“EGM”	extraordinary general meeting of the Company to be held at 13th Floor, Roxy Industrial Centre, 58-66 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Monday, 12 November 2007 at 4:00 p.m. (or any adjournment thereof) to approve the appointment of NCN as auditors of the Company and re-election of Directors
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“KPMG”	Messrs. KPMG, Certified Public Accountants
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“NCN”	Messrs. NCN CPA Limited, Certified Public Accountants
“SFO”	Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong
“Shareholders”	holders of Shares
“Shares”	ordinary shares of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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)

Executive Directors:

Mr. Kwok Wing (*Chairman*)
Mr. Ho Yik Kin, Norman
Mr. Kwok Kam Chuen
Ms. Kwok Choi Ha

Non-executive Director:

Mr. Szeto Chak Wah, Michael

Independent Non-executive Directors:

Mr. Leung Yiu Wing, Eric
Mr. Ching Kwok Ho, Samuel
Mr. Lai Man Leung
Mr. Chow Kai Leung, Sandy

Registered office:

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

*Head office and principal place
of business in Hong Kong:*

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

25 October 2007

To the Shareholders

Dear Sir or Madam,

(1) APPOINTMENT OF AUDITORS; AND
(2) RE-ELECTION OF DIRECTORS

APPOINTMENT OF AUDITORS

On 29 August 2007, the Board announced that KPMG declined to stand for re-election as auditors of the Company at the Company's annual general meeting held on 30 August 2007.

On 17 October 2007, the Board announced that the Company will appoint NCN as the Company's auditors to fill the casual vacancy subject to approval by Shareholders to be obtained at the EGM.

LETTER FROM THE BOARD

According to the information available to the Board, NCN is a medium-sized audit firm in Hong Kong providing a full range comprehensive professional services covering audit and assurance, tax, consultancy, corporate finance and corporate restructuring and insolvency services etc. with more than 50 professional staff. NCN was incorporated in May 2007 to take over the practice of Patrick Ng & Co. Patrick Ng & Co. was founded by Mr. Patrick Ng in 1989, and for over the last decade has been providing audit/assurance and related professional services to the business community. Client portfolio of NCN includes listed companies in Hong Kong, H-share listed companies, stockbrokers, manufacturing companies and small to medium size family owned businesses.

RE-ELECTION OF DIRECTORS

As announced by the Board by way of announcement dated 31 August 2007, Ms. Kwok Choi Ha was appointed as an executive Director and Mr. Chow Kai Leung, Sandy was appointed as an independent non-executive director both with effect from 1 September 2007.

The Board also announced by way of announcement dated 14 September 2007 that Mr. Szeto Chak Wah, Michael was appointed as a non-executive Director and Mr. Lai Man Leung was appointed as an independent non-executive Director both with effect from 14 September 2007.

Particulars relating to each of Ms. Kwok Choi Ha, Mr. Chow Kai Leung, Sandy, Mr. Szeto Chak Wah, Michael and Mr. Lai Man Leung are set out in Appendix I to this circular.

The purpose of this circular is to provide you with (i) the information on the appointment of auditors; (ii) the re-election of Ms. Kwok Choi Ha, Mr. Chow Kai Leung, Sandy, Mr. Szeto Chak Wah, Michael and Mr. Lai Man Leung as Directors; and (iii) the notice of EGM.

EGM

Set out on pages 8 to 9 of this circular is a notice convening the EGM to consider and if thought fit, to approve the ordinary resolution relating to the appointment of NCN as auditors of the Company and the re-election of Directors. A form of proxy for use at the EGM is enclosed herewith. Whether or not you are able to attend and vote at such meeting, you are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL

According to article 66 of the Articles of Association of the Company, a resolution put to the vote of any general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded. A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Shareholders present in person or in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five (5) per cent or more of the total voting rights at that meeting, and if on a show of hands in respect of any resolution, the meeting votes in the opposite manner to that instructed in those proxies.

RECOMMENDATION

The Directors consider that the proposed ordinary resolution for the appointment of NCN as auditors of the Company and the re-election of each of Ms. Kwok Choi Ha, Mr. Chow Kai Leung, Sandy, Mr. Szeto Chak Wah, Michael and Mr. Lai Man Leung as Directors are in the interests of the Company and the Shareholders as a whole and accordingly the Directors recommend you to vote in favour of all the ordinary resolutions to be proposed at the EGM.

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

The details of the Directors who will retire from office at the EGM and being eligible, will offer themselves for re-election at the EGM, are set out below:

Ms. Kwok Choi Ha – Executive Director

Ms. Kwok Choi Ha, aged 40, is an executive Director. She has joined the Group since 1987 and has more than 20 years of experience in garment manufacturing. She is a sales manager of the Company and is responsible for the supervision of the Group's operations, particularly in the areas of purchasing, sales, merchandising and general administration. Save as disclosed above, Ms. Kwok holds no directorships in any public listed companies in the past three years.

Ms. Kwok's appointment commenced on 1 September 2007 and shall continue unless terminated by not less than three months' notice in writing served by either party. She has no fixed term of service with the Company. Her appointment is subject to normal retirement and re-election by Shareholders pursuant to the articles of association of the Company. She is entitled to (i) an annual emolument of HK\$360,000 which is determined by the Board with reference to her duties and responsibilities with the Company; and (ii) a discretionary bonus which will depend on the financial results of the Company and on her performance.

Other than as the daughter of Mr. Kwok Kam Chuen who is an executive Director and the brother of Mr. Kwok Wing, Ms. Kwok does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company, nor does she have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Kwok that need to be brought to the attention of the Shareholders nor is there any information relating to Ms. Kwok that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chow Kai Leung, Sandy – Independent non-executive Director

Mr. Chow Kai Leung, Sandy, aged 62, is an independent non-executive Director. Mr. Chow holds a Doctor of Management from Southern Cross University, a Master of Business Administration from University of Leicester and a Bachelor of Commercial Science from Hwa Kiu College. Mr. Chow is currently a senior district manager of Manulife (International) Limited. Save as disclosed above, Mr. Chow holds no directorships in any public listed companies in the past three years.

Mr. Chow's appointment commenced on 1 September 2007 for a fixed term of two years and shall continue thereafter unless terminated by not less than one month's notice in writing served by either party. His appointment is subject to normal retirement and re-election by Shareholders pursuant to the articles of association of the Company. He is entitled to a fixed director fee of HK\$60,000 per annum which is determined by the Board with reference to his duties and responsibilities with the Company.

Mr. Chow does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company, nor does he have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Chow that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chow that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Szeto Chak Wah, Michael (alias Seto Chak Wah) – non-executive Director

Mr. Szeto, 58, is a non-executive Director and a practicing solicitor in Hong Kong and a consultant of a firm of solicitors in Hong Kong. Mr. Szeto was chairman of the board of directors and executive directors of Oxford Properties & Finance Limited (stock code: 220, “Oxford”) prior to its privatization in June 2004 and China Conservational Power Holdings Limited (stock code: 290, “China Conservational Power”), both being companies listed on the Main Board of the Stock Exchange. Save as disclosed herein, Mr. Szeto has not held directorship in any other listed companies in the last three years.

Mr. Szeto’s appointment commenced on 14 September 2007 and is for a term of one year. His appointment is subject to normal retirement and re-election by Shareholders pursuant to the articles of association of the Company. His director’s fee and/or emoluments will be determined by the Board with reference to his qualifications, duties and responsibilities within the Group.

Save as disclosed above, Mr. Szeto does not hold any other position with the Group and does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company, nor does he have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Szeto that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Szeto that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Lai Man Leung – independent non-executive Director

Mr. Lai, 57, is an independent non-executive Director and was a practicing solicitor in Hong Kong and is now a consultant of a number of companies. Having graduated from the University of Hong Kong with a Bachelor of Law Degree in 1973 and obtained a Postgraduate Certificate in Laws, Mr. Lai was admitted as a solicitor in the Supreme Court of Hong Kong in 1976, a solicitor in the Supreme Court of the United Kingdom in 1983 and a notary public in Hong Kong in 1983. Mr. Lai was a non-executive director of Oxford prior to its privatization in June 2004 and an executive director of China Conservational Power. Save as disclosed herein, Mr. Lai has not held directorship in any other listed companies in the last three years.

Mr. Lai's appointment commenced on 14 September 2007 and is for a term of one year. His appointment is subject to normal retirement and re-election by Shareholders pursuant to the articles of association of the Company. His director's fee and/or emoluments will be determined by the Board with reference to his qualifications, duties and responsibilities within the Group.

Save as disclosed above, Mr. Lai does not hold any other position with the Group and does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company, nor does he have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Lai that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



TACK FAT GROUP INTERNATIONAL LIMITED

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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 13th Floor, Roxy Industrial Centre, 58-66 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Monday, 12 November 2007 at 4:00 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Messrs. NCN CPA Limited be and is hereby appointed as auditors of the Company to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorized to fix their remuneration.”
2. “**THAT** each of the following individuals be and is hereby re-elected as director (“**Director**”) of the Company with immediate effect:
 - (i) Ms. Kwok Choi Ha as executive Director;
 - (ii) Mr. Chow Kai Leung, Sandy as independent non-executive Director;
 - (iii) Mr. Szeto Chak Wah, Michael as non-executive Director; and
 - (iv) Mr. Lai Man Leung as independent non-executive Director.”

By order of the Board of
Tack Fat Group International Limited
Kwok Wing
Chairman

Hong Kong, 25 October 2007

NOTICE OF EGM

Registered office:

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

*Head office and principal place
of Business in Hong Kong:*

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

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, 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. Completion and deposit of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For the purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.

As at the date of this notice, the executive Directors are Mr. Kwok Wing, Mr. Ho Yik Kin, Norman and Mr. Kwok Kam Chuen and Ms. Kwok Choi Ha, the non-executive Director is Mr. Szeto Chak Wah, Michael, and the independent non-executive Directors are Mr. Leung Yiu Wing, Eric, Mr. Ching Kwok Ho, Samuel, Mr. Lai Man Leung and Mr. Chow Kai Leung, Sandy.