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TACK FIORI INTERNATIONAL GROUP LIMITED

(formerly known as "Tack Fat Group International 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 the shareholders of Tack Fiori International Group Limited (the "**Company**") will be held at 30/F, China United Centre, 28 Marble Road, North Point, Hong Kong on Monday, 16 January 2012 at 9:00 a.m. to consider and if, thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. **"THAT**

- (a) the option deed which was entered into between the Company and Mr. Chiu Siu Po on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the "**Chiu Option Deed**"), copy of which was produced to the Meeting and marked "A" and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 10,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Mr. Chiu Siu Po and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the "**Directors**") be and are hereby authorised to allot and issue 10,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the "**Chiu Option Shares**") upon the exercise of the share options in accordance with the terms and the conditions set out in the Chiu Option Deed; and
- (c) any one of 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 Chiu Option Deed including, but not limited to, the allotment and issue of the Chiu Option Shares, 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 Chiu Option Deed 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.”

2. “**THAT**

- (a) the option deed which was entered into between the Company and Mr. Liu On Bong, Peter on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the “**Liu Option Deed**”), copy of which was produced to the Meeting and marked “B” and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 10,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Mr. Liu On Bong, Peter and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue 10,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the “**Liu Option Shares**”) upon the exercise of the share options in accordance with the terms and the conditions set out in the Liu Option Deed; and
- (c) any one of 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 Liu Option Deed including, but not limited to, the allotment and issue of the Liu Option Shares, 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 Liu Option Deed 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.”

3. “**THAT**

- (a) the option deed which was entered into between the Company and Mr. Chan Chak Kai, Kenneth on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the “**Kenneth Chan Option Deed**”), copy of which was produced to the Meeting and marked “C” and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 50,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Mr. Chan Chak Kai, Kenneth and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue 50,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the “**Kenneth Chan Option Shares**”) upon the exercise of the share options in accordance with the terms and the conditions set out in the Kenneth Chan Option Deed; and

- (c) any one of 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 Kenneth Chan Option Deed including, but not limited to, the allotment and issue of the Kenneth Chan Option Shares, 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 Kenneth Chan Option Deed 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.”

4. **“THAT**

- (a) the option deed which was entered into between the Company and Mr. Chan Ying Kei on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the **“Chan Option Deed”**), copy of which was produced to the Meeting and marked “D” and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 10,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Mr. Chan Ying Kei and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the **“Directors”**) be and are hereby authorised to allot and issue 10,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the **“Chan Option Shares”**) upon the exercise of the share options in accordance with the terms and the conditions set out in the Chan Option Deed; and
- (c) any one of 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 Chan Option Deed including, but not limited to, the allotment and issue of the Chan Option Shares, 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 Chan Option Deed 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.”

5. **“THAT**

- (a) the option deed which was entered into between the Company and Ms. Cheng Pui Yee on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the **“Cheng Option Deed”**), copy of which was produced to the Meeting and marked “E” and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 10,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Ms. Cheng Pui Yee and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue 10,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the “**Cheng Option Shares**”) upon the exercise of the share options in accordance with the terms and the conditions set out in the Cheng Option Deed; and
- (c) any one of 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 Cheng Option Deed including, but not limited to, the allotment and issue of the Cheng Option Shares, 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 Cheng Option Deed 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.”

6. “**THAT**

- (a) the option deed which was entered into between the Company and Ms. Yu Man Fung, Alice on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the “**Yu Option Deed**”), copy of which was produced to the Meeting and marked “F” and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 100,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Ms. Yu Man Fung, Alice and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue 100,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the “**Yu Option Shares**”) upon the exercise of the share options in accordance with the terms and the conditions set out in the Yu Option Deed; and
- (c) any one of 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 Yu Option Deed including, but not limited to, the allotment and issue of the Yu Option Shares, 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 Yu Option Deed 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.”

7. “**THAT**

- (a) the option deed which was entered into between the Company and Ms. Ko Po Yee on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the “**Ko Option Deed**”), copy of which was produced to the Meeting and marked “G” and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 100,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Ms. Ko Po Yee and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue 100,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the “**Ko Option Shares**”) upon the exercise of the share options in accordance with the terms and the conditions set out in the Ko Option Deed; and
- (c) any one of 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 Ko Option Deed including, but not limited to, the allotment and issue of the Ko Option Shares, 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 Ko Option Deed 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.”

8. “**THAT**

- (a) the option deed which was entered into between the Company and Ms. Wong Wan Men, Margaret on 6 October 2011 and amended by a supplemental deed entered between the same parties dated 22 December 2011, (the “**Wong Option Deed**”), copy of which was produced to the Meeting and marked “H” and initialled by the chairman of the Meeting for the purpose of identification, in respect of the grant of such number of share options representing 10,000,000 shares of par value of HK\$0.10 each in the capital of the Company to Ms. Wong Wan Men, Margaret and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue 10,000,000 new shares of par value of HK\$0.10 each in the share capital of the Company (the “**Wong Option Shares**”) upon the exercise of the share options in accordance with the terms and the conditions set out in the Wong Option Deed; and
- (c) any one of 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 Wong Option Deed including, but not limited to, the allotment and issue of the Wong Option Shares, 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 Wong Option Deed 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 of
Tack Fiori International Group Limited
(formerly known as “Tack Fat Group International Limited”)
LIU ON BONG, PETER
Vice Chairman

Hong Kong, 29 December 2011

Notes:

1. A member entitled and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. The proxy form will be published on the web site of the Stock Exchange.
4. Shareholders are advised to read the Circular, which contains information concerning the resolution to be proposed in this notice.
5. The ordinary resolutions to be proposed at the EGM shall be decided by way of poll.

As at the date of this notice, the executive Directors of the Company are Mr. Chiu Siu Po (Chairman), Mr. Liu On Bong, Peter (Vice Chairman), Mr. Chan Chak Kai, Kenneth, Mr. Wan Wai Hei, Wesley, Mr. Au Wai June; and the independent non-executive directors of the Company are Dr. Leung Shiu Ki, Albert, Mr. Robert James Iaia II, Ms. Lam Yan Fong, Flora, Mr. Yau Yan Ming, Raymond and Mr. Miu H., Frank.