

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 (the “**EGM**”) of Tack Fiori International Group Limited (the “**Company**”) will be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong at 4:30 p.m. on Wednesday, 23 May 2012 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as a special resolution:

SPECIAL RESOLUTION

1. “**THAT**, subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) to be in issue upon the Capital Reorganisation (as defined below); (ii) sanctioning of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (“**Court**”); (iii) compliance with any conditions imposed by the Court in relation to the Capital Reduction; and (iv) the registration of the Court’s order confirming the Capital Reduction and minute approved by the Court containing the particulars required under the Companies Law Cap. 22 (Law 3 of 1961, as amended and revised) of the Cayman Islands (the “**Cayman Companies Law**”) with respect to the Capital Reduction with the Registrar of Companies of the Cayman Islands; and to effect the Capital Reorganisation (as defined below), with effect from the business day (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) immediately after the passing of this resolution by the shareholders of the Company (“**Shareholders**”):
 - (a) every five (5) issued and unissued shares of HK\$0.10 each in the share capital of the Company (“**Share(s)**”) to be consolidated (“**Share Consolidation**”) into one (1) share of HK\$0.50 each (“**Consolidated Share(s)**”);
 - (b) any fractions of Consolidated Shares arising on the Share Consolidation pursuant to paragraph (a) of this resolution shall not be allocated to the holders of the existing shares of the Company otherwise entitled thereto but such fractions shall be aggregated and if possible sold for the benefit of the Company or be dealt with in such other manner as the Company may agree from time to time;

- (c) immediately upon (and subject to) the Share Consolidation becoming effective, the issued and paid up capital of the Consolidated Shares be reduced from HK\$0.50 to HK\$0.01 by the reduction of HK\$0.49 on each issued Consolidated Share (the “**Capital Reduction**”), with each such reduced share being treated as one fully paid up new share of par value HK\$0.01 each (the “**New Shares**”). Any liability of the holders of such New Shares to make any further contribution to the capital of the Company in respect of each such New Share shall be treated as satisfied, and the amount of issued capital thereby cancelled shall be made available for issue of New Shares of the Company so that the authorised share capital of the Company of HK\$500,000,000 remain unchanged;
- (d) the credit balance arising from the Capital Reduction of approximately HK\$311.8 million be applied in any manner as permitted by the Cayman Companies Law and other applicable laws to, including but not limited to, the setting off the accumulated losses of the Company as at the effective date of the Capital Reduction, with the balance be transferred to a distributable reserve account of the Company which may be utilised by the directors of the Company (“**Directors**”) in accordance with the articles of association of the Company or any applicable laws;
- (e) the authorised but unissued Consolidated Shares of HK\$0.50 each will be subdivided into fifty (50) New Shares of HK\$0.01 each (“**Share Subdivision**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (f) immediately upon (and subject to) the Share Consolidation, the Capital Reduction and the Sub-Division becoming effective:
 - (i) clause 8 of the memorandum of association of the Company be deleted in its entirety and replaced with the following new clause 8:

“8. The share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 shares of a nominal or par value of HK\$0.01 each, with power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Cayman Companies Law and the articles of association of the Company and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of Shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.”; and
 - (ii) article 3(1) of the articles of association of the Company be amended by the deletion of its entirety and by its replacement with the following provision:

“3(1). The authorised share capital of the Company shall be HK\$500,000,000 divided into 50,000,000,000 shares of a nominal or par value of HK\$0.01 each”;

- (g) all the New Shares in the capital of the Company after completion of the Capital Reorganisation pursuant to paragraphs (a) to (e) inclusive of this resolution shall be identical in all respects and rank *pari passu* in all respects with each other and have the same rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company as amended pursuant to paragraph (f) of this resolution; and
- (h) the Directors be and are hereby authorised to take all necessary steps and do all such acts and things and execute all such documents on behalf of the Company, including the affixation of the common seal of the Company where applicable, as they may consider necessary, desirable or expedient to give effect to the Capital Reorganisation and to aggregate all fractional Consolidated Shares and/or New Shares and sell them for the benefits of the Company.”

By Order of the Board
Tack Fiori International Group Limited
LIU ON BONG, PETER
Vice Chairman

Hong Kong, 27 April 2012

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 of the Company dated 27 April 2012, which contains information concerning the resolution to be proposed in this notice.
5. The special resolution to be proposed at the EGM shall be decided by way of poll.

As at the date of this notice, the board of Directors comprises the following Directors:

Executive Directors:

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
Mr. Ng Jackson

Independent non-executive Directors:

Dr. Leung Shiu Ki, Albert
Mr. Robert James Iaia II
Ms. Lam Yan Fong, Flora
Mr. Yau Yan Ming, Raymond
Mr. Miu H., Frank