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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 Fiori International Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the 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 FIORI INTERNATIONAL GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tack Fiori International Group Limited to be held at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 12 August 2016 at 10:30 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meetings in person if you so wish.

14 July 2016

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 12 August 2016 at 10:30 a.m., the notice of which is set out on pages 13 to 17 of this circular
“Articles” or “Articles of Association”	the Articles of Association of the Company as amended from time to time
“associate”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“Board”	the board of Directors of the Company
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Tack Fiori International Group Limited (Stock Code: 928), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with new Shares and other securities, with an aggregate nominal amount not exceeding the sum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolutions at the AGM
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan, unless otherwise specified
“Latest Practicable Date”	11 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolutions at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of a par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“%” or “per cent.”	percentage or per centum



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 Directors:

Mr. Wang Liang (*Vice Chairman*)
Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Yau Yan Ming, Raymond
Mr. Lau Yu
Mr. Zheng Chunlei

Registered office:

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

*Principal place of business
in Hong Kong:*

Room 2201, 22/F.
Kwan Chart Tower
No. 6 Tonnochy Road
Wanchai
Hong Kong

14 July 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, inter alia, (i) the granting to the Directors of the Issue Mandate to issue Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing the resolution at the AGM; (ii) the granting to the Directors of the Repurchase Mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the

LETTER FROM THE BOARD

resolution at the AGM; (iii) the extension of the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors; and (iv) the re-election of Directors.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The general mandates to issue and repurchase Shares were last granted by the Shareholders to the then Directors at the annual general meeting of the Company held on 7 August 2015 will lapse at the conclusion of the Annual General Meeting. Ordinary resolutions therefore will be proposed at the AGM to renew the general mandates so as to give the Directors general authority:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution. Based on the 2,144,421,760 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolution to approve the Issue Mandate at the Annual General Meeting, the Directors will be authorized to allot and issue up to a limit of 428,884,352 Shares under the Issue Mandate. The Issue Mandate will expire on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue is 2,144,421,760 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate and assuming no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 214,442,176 Shares, being 10% of the entire issued share capital of the Company as at the date of passing of the resolution in relation thereof. The Repurchase Mandate will expire on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the Issue Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution in relation to the grant of the Repurchase Mandate at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

In accordance with Articles 83(3) and 84(1) and (2) of the Articles of Association of the Company, Mr. Hua Yunbo and Ms. Shan Hua, both being Directors newly appointed during the year ended 31 March 2016, will hold office until the AGM, and being eligible to offer themselves for re-election at the AGM; whilst Mr. Yau Yan Ming, Raymond and Mr. Lau Yu will retire at the AGM and being eligible, offer themselves for re-election at that meeting.

The Board currently comprises seven Directors, namely, Mr. Hua Yunbo, Ms. Shan Hua, Mr. Wang Liang, Dr. Feng Xiaogang, Mr. Yau Yan Ming, Raymond, Mr. Lau Yu and Mr. Zheng Chunlei.

Details of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 13 to 17 of this circular. A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM in person, you should complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

No Shareholder is required to abstain for voting on the resolutions regarding (i) the granting to the Directors of the Issue Mandate to issue Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing the resolution at the AGM; (ii) the granting to the Directors of the Repurchase Mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution at the AGM; (iii) the extension of the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors; and (iv) the re-election of Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner set out in Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, include 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 circular is accurate and complete in all material respects and are not misleading or deceptive. There are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole, and so recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board
Tack Fiori International Group Limited
Hua Yunbo
Chairman and Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 2,144,421,760 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued during the period from the Latest Practicable Date to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 214,442,176 Shares, being 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution at the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

The Company is empowered by its memorandum and Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of shares made for such purpose, the Company's share premium account or subject to the Companies Law, out of capital of the Company. The amount of premium payable on repurchase of shares may only be paid out of either the profits or out of the share premium account of the Company or subject to the Companies Law, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so repurchased may be treated as cancelled or held as treasury shares but, if cancelled, the aggregate amount of authorised share capital will not be reduced. Under the Listing Rules, all repurchased shares are required to be cancelled.

As compared with the financial position of the Company as at 31 March 2016 (as disclosed in its latest audited financial statements for the year ended 31 March 2016), the Directors consider that in the event that the proposed repurchase were to be carried out in full during the proposed repurchase period, there would be material adverse impact on the working

capital and on the gearing position of the Company. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

6. EFFECT OF TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Powerful Software Limited and its associates and Cherrie Holdings Limited and its associates were substantial Shareholders of the Company (as defined under Listing Rules), which were interested in approximately 14.91% and 14.20% of the issued share capital of the Company respectively. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the aggregate percentage shareholdings of Powerful Software Limited and its associates and Cherrie Holdings Limited and its associates would increase to approximately 16.57% and 15.78% respectively. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent that the number of Shares held by the public would fall below 25% of the total number of Shares in issue as a result of such repurchase.

7. SHARE REPURCHASES BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
August	1.60	0.98
September	1.80	1.17
October	1.80	1.45
November	2.20	1.54
December	2.14	1.46
2016		
January	2.05	1.51
February	1.75	1.38
March	0.71	0.19
April	0.35	0.28
May	0.33	0.23
June	0.37	0.24
July (up to the Latest Practicable Date)	0.31	0.25

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The followings are the particulars of the Directors proposed for re-election at the Annual General Meeting.

Mr. Hua Yunbo (“Mr. Hua”), aged 39, holds a Bachelor degree in computer software from Beijing University. Mr. Hua was appointed as an executive Director of the Company, the President of the Company and Chairman of the Board of Directors of the Company in February 2016. He is also a member of Nomination Committee. Mr. Hua has over 15 years experience in medical and healthcare online platform related industry. He was the founder, director and general manager of Beijing Tianya Co., Ltd.* (北京天亞科創軟件有限公司).

As at Latest Practicable Date, Merry Cycle Enterprises Limited is wholly-owned by Mr. Hua. Powerful Software Limited is 65% owned by Merry Cycle Enterprises Limited and held 319,688,000 Shares of the Company, representing approximately 14.91% of the issued shares of the Company, which is a substantial Shareholder of the Company within the meaning of Part XV of the SFO. Mr. Hua is therefore deemed to be interested in the shares held by Powerful Software Limited. Save as disclosed above, Mr. Hua is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Hua has no fixed term of service with the Company. He is entitled to a remuneration of HK\$200,000 per month and a discretionary bonus as determined at the sole discretion of the Board with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. The directorship of Mr. Hua with the Company will be subject to rotation requirements and re-election pursuant to the Articles.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Hua and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Shan Hua (“Ms. Shan”), aged 38, holds a Bachelor of Law degree from the SouthWest Jiaotong University and a Master of Civil Procedure Law degree from the SouthWest University of Political Science of Law. Ms. Shan was appointed as an executive Director and chief executive officer of the Company in December 2015. She has been a member of Remuneration Committee since February 2016. Ms. Shan has over 10 year experience working as senior management at listed companies. She had worked as senior management in NQ Mobile Inc., a company whose shares listed on New York Stock Exchange and AsiaInfo-Linkage Inc..

As at Latest Practicable Date, Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan. Powerful Software Limited is 35% owned by Gorgeous Moment Holdings Limited and held 319,688,000 Shares of the Company, representing approximately 14.91% of the issued Shares of the Company, which is a substantial Shareholder of the Company within the meaning of Part XV of the SFO. Ms. Shan is therefore deemed to be interested in the shares held by Powerful Software Limited. Save as disclosed above, Ms. Shan is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

* For identification purposes only

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Ms. Shan has no fixed term of service with the Company. She is entitled to a remuneration of HK\$200,000 per month and a discretionary bonus as determined at the sole discretion of the Board with reference to her duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. The directorship of Ms. Shan with the Company will be subject to rotation requirements and re-election pursuant to the Articles.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Ms. Shan and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Yau Yan Ming, Raymond (“Mr. Yau”), aged 48, holds a Bachelor degree in Business Administration majoring in accounting and a Master degree in Science majoring in Japanese business studies in the United States of America. Mr. Yau is also an associate member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants. He is a fellow member of the Taxation Institute of Hong Kong. Mr. Yau was appointed as an independent non-executive Director of the Company in August 2011 and is the chairman of the Audit Committee. Mr. Yau is currently an independent non-executive director of Enterprise Development Holdings Limited (stock code: 1808), a company are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Chanceton Financial Group Limited (stock code: 8020), a company listed on the GEM Board of the Stock Exchange. Mr. Yau has over 18 years experience in auditing, accounting, taxation, company secretarial, corporate finance and financial management, in both private and listed companies.

Mr. Yau is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company and does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Yau has no fixed term of service with the Company. He is entitled to a remuneration of HK\$20,000 per month and a discretionary bonus as determined at the sole discretion of the Board with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. The directorship of Mr. Yau with the Company will be subject to rotation requirements and re-election pursuant to the Articles.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Yau and there is no other matter that needs to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lau Yu (“Mr. Lau”), aged 33, holds a Bachelor of Science degree in Mathematics from the University of California, Los Angeles and a Master of Science degree in Financial Mathematics from Stanford University. Mr. Lau was appointed an independent non-executive Director of the Company in May 2014 and is the chairman of each of the Remuneration Committee and the Nomination Committee. He is also a member of the Audit Committee. Mr. Lau has extensive experience in the international finance and project management. He previously worked at several international investment banks and worked on various mergers and acquisitions and initial public offerings.

Mr. Lau is not connected with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company and does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lau has no fixed term of service with the Company. He is entitled to a remuneration of HK\$20,000 per month and a discretionary bonus as determined at the sole discretion of the Board with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. The directorship of Mr. Lau with the Company will be subject to rotation requirements and re-election pursuant to the Articles.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules relating to the re-election of Mr. Lau and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



TACK FIORI INTERNATIONAL GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

NOTICE IS HEREBY GIVEN that the annual general meeting of Tack Fiori International Group Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 12 August 2016 at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements of the Company together with report of the directors (the “**Directors**”) of the Company and the auditors of the Company for the year ended 31 March 2016.
2. To re-elect the following Directors:
 - (a) Mr. Hua Yunbo as an executive Director;
 - (b) Ms. Shan Hua as an executive Director;
 - (c) Mr. Yau Yan Ming, Raymond as independent non-executive Director; and
 - (d) Mr. Lau Yu as an independent non-executive Director.
3. To authorise the board of the Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, passing the following resolutions as ordinary resolutions:

5. “**THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of any options granted under the share option scheme of the Company or on the exercise of the conversion rights attaching to any convertible notes of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law or the Articles of Association of the Company to be held; or
- (c) the revocation on variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate nominal amount of share capital of the Company which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (i) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; or
- (c) the revocation on variation of the authority given under the resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of the resolutions numbered 5 and 6 set out in this notice of the annual general meeting at which this resolution is considered, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares pursuant to the resolution numbered 5 set out in this notice be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 6 set out in this notice.”

By order of the Board
Tack Fiori International Group Limited
Hua Yunbo
Chairman and Executive Director

Hong Kong, 14 July 2016

Notes:

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
5. A form of proxy for use at the annual general meeting is enclosed herewith.

NOTICE OF ANNUAL GENERAL MEETING

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

Executive Directors:

Mr. Hua Yunbo (*Chairman*)

Ms. Shan Hua

Non-executive Directors:

Mr. Wang Liang (*Vice Chairman*)

Dr. Feng Xiaogang

Independent non-executive Directors:

Mr. Yau Yan Ming, Raymond

Mr. Lau Yu

Mr. Zheng Chunlei