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If you are in any doubt about 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 adviser.

If you have sold or transferred all your shares in **Tack Fiori International Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, 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)

**(1) PROPOSED SHARE SUBDIVISION;
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at 11:00 a.m. on Tuesday, 3 June 2014 at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong is set out on pages 9 to 10 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar 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 less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish.

16 May 2014

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EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

2014

Latest date and time of lodgment of form of proxy
for the EGM 11:00 a.m. on Sunday, 1 June

Date and time of the EGM 11:00 a.m. on Tuesday, 3 June

Publication of the announcement of the results of the EGM. Tuesday, 3 June

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “THE SHARE SUBDIVISION” in the letter from the Board contained in this circular.

Effective date of the Share Subdivision Wednesday, 4 June

First day of free exchange of existing certificates for the
new certificates for the Subdivided Shares Wednesday, 4 June

Dealings in Subdivided Shares commence. 9:00 a.m. on Wednesday, 4 June

Original counter for trading in Shares in board lots
of 4,000 Shares temporarily closes 9:00 a.m. on Wednesday, 4 June

Temporary counter for trading in Subdivided Shares
in board lot size of 40,000 Subdivided Shares
(in the form of existing certificates) opens 9:00 a.m. on Wednesday, 4 June

Original counter for trading in Subdivided Shares
in board lots of 4,000 Subdivided Shares
(only new share certificates for the Subdivided Shares
can be traded at this counter) reopens 9:00 a.m. on Wednesday, 18 June

Parallel trading in the Shares and
Subdivided Shares (in the form of existing share
certificates and new share certificates) commences 9:00 a.m. on Wednesday, 18 June

Temporary counter for trading in board lots of
40,000 Subdivided Shares (in the form
of existing share certificates) closes 4:00 p.m. on Wednesday, 9 July

Parallel trading in the Shares and Subdivided Shares
(in the form of existing share certificates
and new share certificates) ends 4:00 p.m. on Wednesday, 9 July

Free exchange of existing certificates for the Shares
for new certificates for the Subdivided Shares ends Friday, 11 July

Note: All times refer to Hong Kong local times and dates in this circular.

EXPECTED TIMETABLE

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any subsequent changes to the expected timetable above will be published or notified to the Shareholders as and when appropriate.

DEFINITIONS

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

“Announcement”	the announcement made by the Company on 25 April 2014 in respect of the Share Subdivision
“Articles”	the Articles of Association of the Company
“associate(s)”	has the same meaning ascribed in the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Tack Fiori International Group Limited (stock code: 928), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 11:00 a.m. on Tuesday, 3 June 2014 to approve, if thought fit, the Share Subdivision and the re-election of Directors, the notice of which is set out on pages 9 to 10 of this circular
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	13 May 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	existing ordinary share(s) of HK\$0.10 each in the share capital of the Company before the Share Subdivision becoming effective
“Share Subdivision”	the proposed subdivision of each (1) issued and unissued Share into ten (10) Subdivided Shares

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s) or the Subdivided Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company upon the Share Subdivision becoming effective
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.



TACK FIORI INTERNATIONAL GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 928)

Executive Directors:

Mr. Chan Chak Kai, Kenneth
Mr. Wang Liang
Mr. Zhang Bao Yuan
Mr. Huang Limin

Registered office:

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

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
Mr. Lau Yu

Principal place of business

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

16 May 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE SUBDIVISION;
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in which the Board proposes to subdivide each (1) existing issued and unissued Share of HK\$0.10 of the Company into ten (10) Subdivided Shares of HK\$0.01 each.

Reference is also made to the announcement of the Company dated 31 March 2014 for the appointment of Mr. Huang Limin as executive Director with effect from 31 March 2014 and the announcement of the Company dated 13 May 2014 for the appointment of Mr. Lau Yu as an independent non-executive Director with effect from 13 May 2014.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to (i) the Share Subdivision; (ii) the re-election of Directors and (iii) a notice of the EGM.

(A) THE SHARE SUBDIVISION

The Board proposes to subdivide each (1) existing issued and unissued Share of HK\$0.10 in the capital of the Company into ten (10) Subdivided Shares of HK\$0.01 each.

All Subdivided Shares will rank *pari passu* with each other in all respects with the Shares in issue prior to the Share Subdivision and the rights attached to the Subdivided Shares will not be affected by the Share Subdivision.

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$500,000,000 divided into 5,000,000,000 Shares of HK\$0.10 each, of which 214,442,176 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$500,000,000 divided into 50,000,000,000 Subdivided Shares of HK\$0.01 each, of which 2,144,421,760 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective. As at the Latest Practicable Date, there are no outstanding options, warrants or securities of the Company convertible or exchangeable into Shares.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares.

The Share Subdivision will become effective upon the conditions of the Share Subdivision above are fulfilled.

The Shares are currently traded in board lots of 4,000 Shares. Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 4,000 Subdivided Shares for each board lot. The Share Subdivision will not be expected to result in any odd lots other than those already exist.

Listing and dealing

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision. All necessary arrangements have been made and subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on

LETTER FROM THE BOARD

the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or is currently proposed to be sought from any other stock exchange.

Reasons for the Share Subdivision

The proposed Share Subdivision will decrease the nominal value and increase the total number of Shares in issue. The Share Subdivision will result in downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will decrease the trading spread as well as the volatility of the trading price of the Shares and thus result in the improved liquidity in trading of the Company's Subdivided Shares. Therefore, the Board considers that the Share Subdivision will enable the Company to attract more investors and broaden its Shareholder base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

Free exchange of share certificates

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing share certificate for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any business day from 4 June 2014 to 11 July 2014 (both days inclusive). After the expiry of such period, existing certificates for the Shares. will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher).

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Wednesday, 9 July 2014 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for ten Subdivided Shares.

LETTER FROM THE BOARD

It is expected that the new share certificates will be available for collection within a period of ten business days after the submission of the existing share certificates. The new share certificates will be green in colour so as to be distinguished from the existing share certificate which are blue in colour.

Trading arrangement for Subdivided Shares

Subject to the Share Subdivision being effective, dealings in the Subdivided Shares are expected to commence on 4 June 2014. Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) will be operated from Wednesday, 18 June 2014 to Wednesday, 9 July 2014 (both days inclusive). Full details of the expected timetable and trading arrangement of the Shares are set out on pages ii and iii of this circular.

(B) RE-ELECTION OF DIRECTORS

Mr. Huang Limin (“**Mr. Huang**”) and Mr. Lau Yu (“**Mr. Lau**”) were appointed as the executive Director and independent non-executive Director of the Company on 31 March 2014 and 13 May 2014 respectively.

Pursuant to Article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Accordingly, Mr. Huang and Mr. Lau who were appointed as the executive Director and independent non-executive Director on 31 March 2014 and 13 May 2014, respectively will retire at the EGM pursuant to Article 83(3) of the Articles and, being eligible, offer themselves for re-election at the EGM.

Brief biographical and other details of Mr. Huang and Mr. Lau which are required to be disclosed under the Listing Rules, are set out below:

Biographical details of Mr. Huang

Mr. Huang, aged 47, holds a Bachelor degree in Economics from Fudan University and a Master degree in Business Administration of Corporate Finance and Supply Chain Management from The Ohio State University. Mr. Huang has extensive experience in import and export and logistics management and knowledge of investment projects in the People’s Republic of China.

Mr. Huang is a director of certain subsidiaries of the Company. Mr. Huang has not been a director in any other listed companies in the last three years. Mr. Huang is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

LETTER FROM THE BOARD

Mr. Huang has no fixed term of service with the Company. Mr. Huang is entitled to a remuneration of HK\$80,000 per month with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. The directorship of Mr. Huang with the Company will be subject to rotation requirements and re-election pursuant to the Articles.

Save as disclosed above, there is no further information in relation to Mr. Huang to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Biographical details of Mr. Lau

Mr. Lau, aged 31, holds a degree of Bachelor of Science in Mathematics from University of California and Master of Science in Financial Mathematics from Stanford University. Mr. Lau has extensive experience in the international finance and project management. He had been working in international investment banks and responsible for clients' project management, projects merger and acquisition and various initial public offerings.

Mr. Lau has not previously held any position with the Company or any of its subsidiaries. Mr. Lau has not been a director in any other listed companies in the last three years. Mr. Lau is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and does not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

Mr. Lau has no fixed term of service with the Company. Mr. Lau is entitled to a remuneration of HK\$20,000 per month, which is determined by the Board with reference to 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 above, there is no further information in relation to Mr. Lau to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE THE EGM

Set out on pages 9 to 10 of this circular is a notice convening the EGM to be held at 11:00 a.m. on Tuesday, 3 June 2014 at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong.

Pursuant to Rule 13.39(4) of the Listing Rules, all ordinary resolutions at the EGM will be voted by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. No Shareholder is required to abstain from voting at the EGM in respect of the ordinary resolutions relating to the Share Subdivision and the re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of 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 adjournment thereof should you so wish.

RECOMMENDATION

The Board is of the opinion that the Share Subdivision and the re-election of Mr. Huang and Mr. Lau as executive Director and independent non-executive Director respectively are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM.

Yours faithfully
For and on behalf of the Board
Tack Fiori International Group Limited
Wang Liang
Executive Director

NOTICE OF THE EGM



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 (“**Company**”) will be held at 11:00 a.m. on Tuesday, 3 June 2014 at Lower Lobby, Plaza 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendment the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as defined below), with effect from the next business day following the day on which this resolution is passed by the shareholders of the Company, each of the existing issued and unissued ordinary share of HK\$0.10 in the share capital of the Company be sub-divided into ten ordinary shares of HK\$0.01 each (the “**Subdivided Shares**”), and any director of the Company be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to any of the foregoing as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to any of the foregoing.”

2. **“THAT** Mr. Huang Limin be and is hereby re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix the remuneration of Mr. Huang Limin.”

3. **“THAT** Mr. Lau Yu be and is hereby re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix the remuneration of Mr. Lau Yu.”

By order of the Board
Tack Fiori International Group Limited
Wang Liang
Executive Director

Hong Kong, 16 May 2014

NOTICE OF THE EGM

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

Executive Directors:

Mr. Chan Chak Kai, Kenneth
Mr. Wang Liang
Mr. Zhang Bao Yuan
Mr. Huang Limin

Independent Non-executive Directors:

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

Notes:

1. A form of proxy to be used for the meeting is enclosed.
2. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
4. To be valid, the instrument appointing a proxy, together with 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 branch share registrar of the Company 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 appointed for the holding of the meeting or any adjourned meeting. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting, or poll concerned and, in such case, the instrument appointing a proxy shall deem to be revoked.
5. In the case of joint holders of a Share, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).