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TFG INTERNATIONAL GROUP LIMITED

富元國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 542)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of TFG International Group Limited (the “**Company**”) will be held at 7/F., Nexus Building, 77 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Friday, 11 September 2020 for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

Ordinary Resolution

“THAT:

- (i) the sale and purchase agreement (the “**Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) dated 29 June 2020 entered into between TFG International Group Limited (the “**Company**”) as purchaser, Yang’s Development Limited as vendor and Mr. Yang Lijun as vendor’s guarantor in relation to the sale and purchase of the entire issued share capital of Eway International Investment Limited at the aggregate consideration of HK\$108,600,000 to be settled by issue of a promissory note in the principal amount of HK\$108,600,000 at the interest rate of 9% per annum for a term of 3 years by the Company and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as they may in their discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation and/or give effect to any matters relating to the Agreement and the transactions contemplated thereunder.”

By order of the Board
TFG International Group Limited
Yang Lijun
Chairman

Hong Kong, 14 August 2020

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

Flat 403 and 405, 4/F,
Kowloon City Plaza
128 Carpenter Road
Kowloon City, Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by this notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, 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 EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, and, if required, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy or office copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes.
4. The register of members of the Company will be closed from Tuesday, 8 September 2020 to Friday, 11 September 2020 (both days inclusive) during which period no transfer of shares of the Company will be effected. In order to qualify for the right to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Tengis Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Monday, 7 September 2020 for registration of transfer.
5. The resolution set out in this notice shall be decided by way of poll.

As at the date of this notice, the board of directors of the Company comprises Mr. YANG Lijun (Chairman) being the executive director, Mr. YU Shunhui and Mr. WONG Kui Shing, Danny being the non-executive directors; and Ms. CHAN Hoi Ling, Ms. SO Wai Lam and Mr. SUNG Yat Chun being the independent non-executive directors.