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TACK FAT GROUP INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00928)

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION AND CHANGE IN BOARD LOT SIZE

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Board announces that certain amendments to the existing Articles of Association will be proposed at a forthcoming AGM. As the amendments will be substantial, the Board would like to take this opportunity to propose that a new set of Articles of Association be adopted to replace the existing Articles of Association. The proposed adoption of a new set of Articles of Association are subject to and will take effect after the approval of the Shareholders by way of special resolution at the AGM. A circular containing further information in respect of the proposed adoption of the new set of Articles of Association and a notice of AGM will be despatched to the Shareholders as soon as possible.

CHANGE IN BOARD LOT SIZE

The Board further announces that the board lot size of the Shares for trading on the Stock Exchange will be changed from 24,000 Shares to 20,000 Shares with effect from Friday, 23 September 2011. The expected timetable for the change in board lot size is set out below.

Shareholders may submit their existing share certificates in board lot of 24,000 Shares each to the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in exchange for new share certificates in board lot of 20,000 Shares each free of charge during business hours from Thursday, 8 September 2011 to Tuesday, 18 October 2011 (both dates inclusive).

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The existing Articles of Association have not been amended since 2006. The Board announces that certain amendments to the existing Articles of Association will be proposed at a forthcoming AGM to be held on Friday, 30 September 2011. The proposed amendments to the existing Articles of Association are mainly for the purpose of conforming with certain amendments to the Listing Rules which became effective on 1 January 2009 and the applicable rules under the Companies Law. The major amendments to the existing Articles of Association are as follows:

- (i) to allow the Company to use the Company's website and other electronic means to send or make available notices or documents to the Shareholders, subject to compliance with the Listing Rules and applicable laws of the Cayman Islands;
- (ii) to re-define the basis for determining the number of Directors to retire at each annual general meeting;
- (iii) to specify that an annual general meeting and a meeting called for the passing of a special resolution shall be called by written notice of not less than 21 clear days and not less than 10 clear business days and a meeting called for the passing of an ordinary resolution shall be called by written notice of not less than 14 clear days and not less than 10 clear business days;
- (iv) to specify that all resolutions at general meetings of the Company shall be decided by poll;
- (v) to align with the requirements of the Listing Rules that every Director shall be subject to retirement by rotation at least once every three years;
- (vi) to align with the requirements of the Listing Rules that Directors appointed by the Board should be rotated in the next following general meeting (in the case of filling a causal vacancy) or until the next following annual general meeting (in the case of an addition to their number); and
- (vii) to align with the requirements of the Listing Rules that Shareholders may by ordinary resolution remove a Director instead of by special resolution.

As the amendments will be substantial, the Board would like to take this opportunity to propose that a new set of Articles of Association be adopted to replace the existing Articles of Association. The new set of Articles of Association are subject to and will take effect after the approval of the Shareholders by way of special resolution at the forthcoming AGM. A circular containing further information in respect of the proposed adoption of the new set of Articles of Association and a notice of AGM will be despatched to the Shareholders as soon as possible.

CHANGE IN BOARD LOT SIZE

The Board further announces that the board lot size of the Shares for trading on the Stock Exchange will be changed from 24,000 Shares to 20,000 Shares with effect from Friday, 23 September 2011. The Company believes that the reduced board lot size shall facilitate the trading and improve the liquidity of the Shares. The change in board lot size will not affect any of the Shareholders' rights.

Expected Timetable

First day for free exchange of existing share certificates
in board lot of 24,000 Shares each for new share
certificates in board lot of 20,000 Shares each Thursday, 8 September 2011

Last day for trading of the Shares with old board lot
size in the original counter. Thursday, 22 September 2011

Effective date of the change in board lot size from
24,000 Shares to 20,000 Shares Friday, 23 September 2011

Original counter for trading in the Shares in board lot of
24,000 Shares each closes and becomes counter for
trading in the Shares in board lot of 20,000 Shares
each 9:00 a.m. on Friday,
23 September 2011

Temporary counter for trading in the Shares in board lot
of 24,000 Shares each opens 9:00 a.m. on Friday,
23 September 2011

Parallel trading in Shares commences. 9:00 a.m. on Friday,
23 September 2011

Temporary counter for trading in the Shares in board lot
of 24,000 Shares each closes 4:00 p.m. on Friday,
14 October 2011

Parallel trading in Shares ends 4:00 p.m. on Friday,
14 October 2011

Last day for free exchange of existing share certificates
in board lot of 24,000 Shares each for new share
certificates in board lot of 20,000 Shares each 4:00 p.m. on Tuesday,
18 October 2011

Shareholders may submit their existing share certificates in board lot of 24,000 Shares each to the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in exchange for new share certificates in board lot of 20,000 Shares each free of charge during business hours from Thursday, 8 September

2011 to Tuesday, 18 October 2011 (both dates inclusive). Such exchange of share certificates thereafter will be accepted 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 new share certificate in board lot of 20,000 Shares each issued or each existing share certificate submitted, whichever number of share certificate involved is higher. It is expected that the new share certificates will be available for collection from the Company's share registrar by the Shareholders within 10 business days after delivery of the existing share certificates to the Company's share registrar for exchange purpose.

As from Friday, 23 September 2011, any new share certificates will be issued in board lot of 20,000 Shares each except for odd lots or where the Company's share registrar is otherwise instructed). All existing share certificates in board lot of 24,000 Shares each will continue to be evidence of title to such Shares and be valid for transfer, delivery and settlement purposes.

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

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| “AGM” | the annual general meeting of the Company to be held at 9:00 a.m. on Friday, 30 September 2011 at 30/F, China United Centre, 28 Marble Road, North Point, Hong Kong, for the purpose of considering and if thought fit, approving, inter alia, the proposed amendments to the Articles of Association and proposed change in board lot size |
| “Articles of Association” | the articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “Companies Law” | the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands |
| “Company” | Tack Fat Group International Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange |
| “Director(s)” | director(s) of the Company |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Share(s)” | ordinary share(s) of HK\$0.1 each in the issued share capital of the Company |

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| “Shareholder(s)” | holder(s) of the Share(s)ordinary share(s) of HK\$0.10 each in the issued share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

For and on behalf of
TACK FAT GROUP INTERNATIONAL LIMITED
Liu On Bong, Peter
Vice Chairman

Hong Kong, 5 September 2011

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Chiu Siu Po (*Chairman*)
Mr. Liu On Bong, Peter (*Vice Chairman*)
Mr. Ho Tak Fun
Mr. Au Wai June
Mr. King Phillip

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