

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in TFG International Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or 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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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)

PROPOSALS FOR (I) RE-ELECTION OF DIRECTORS (II) GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (“AGM”) to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 30 May 2023 at 11:00 a.m. is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the AGM (or any adjournment thereof) to the office of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong. 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.

27 April 2023

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Tuesday, 30 May 2023 at 11:00 a.m. at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong or any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	TFG International Group Limited 富元國際集團有限公司, a company incorporated in the Cayman Islands with limited liability with its issued Shares listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	shares(s) of the Company
“Shareholders”	the shareholders of the Company from time to time
“Subsidiaries”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) of the Company

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Takeovers Code”

the Hong Kong Code on Takeovers and Mergers as amended, supplemented or otherwise modified from time to time

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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 not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

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)

Executive Directors:

YANG Lijun (*Chairman*)
GAO Jingyao
TAM Ka Wai

Non-executive Director:

WONG Yuk Lun, Alan

Independent non-executive Directors:

CHAN Chu Hoi
CHAN Hoi Ling
SO Wai Lam

Registered office:

The Offices of Sterling Trust
(Cayman) Limited
Whitehall House
238 North Church Street
George Town, Grand Cayman
KY1-1102, Cayman Islands

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

Rooms 1301 and 1302,
Laws Commercial Plaza,
788 Cheung Sha Wan Road,
Kowloon, Hong Kong

27 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(I) RE-ELECTION OF DIRECTORS
(II) GENERAL MANDATES TO ISSUE SHARES AND TO
REPURCHASE SHARES
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 (i) the re-election of Directors; and (ii) the grant of general mandates to allot, issue and deal with Shares and purchase Shares and, subject to the passing of the resolutions approving the grant of the aforesaid general mandates, to extend the general mandate to allot, issue and deal with Shares by an amount not exceeding the amount of Shares repurchased by the Company under the authority to purchase.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Articles 106 and 107 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three years. Accordingly, Ms. Chan Hoi Ling (“**Ms. Cheryl Chan**”), Ms. So Wai Lam (“**Ms. So**”) and Mr. Yang Lijun (“**Mr. Yang**”) shall be subject to retirement by rotation at the AGM, and being eligible, they offer themselves for re-election at the AGM.

All of Mr. Yang, Ms. Cheryl Chan and Ms. So have in-depth knowledge and understanding of the Group businesses and operations, and have extensive working experience, knowledge and educational background in the fields of accounting, finance, business management, property development and property investment which allow them to provide valuable and relevant insights to the affairs of the Company and contribute to the diversity of the Board.

Ms. Cheryl Chan and Ms. So have served the Company for more than nine years (the “**Long Serving INEDs**”). During the tenure of services, they provided professional advice and insights to Board, and they did not participate in the day-to-day operations and management of the Company. Furthermore, each of Ms. Cheryl Chan and Ms. So has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, respectively.

Pursuant to Article 112 of the Articles of Association, the Board shall have power at any time, and from time to time, to appoint any person as a Director, either to fill a casual vacancy, or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with the Articles of Association. Subject to the provisions of the Articles of Association, any Director so appointed by the Board shall hold office only until the next following general meeting of the Company in the case of filling a casual vacancy or until the next following annual general meeting of the Company in case of an addition to the Board, and shall then be eligible for re-election at the meeting and any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. Accordingly, Mr. Tam Ka Wai (“**Mr. Tam**”), Mr. Wong Yuk Lun, Alan (“**Mr. Alan Wong**”) and Ms. Chan Chu Hoi (“**Ms. Ella Chan**”) shall only hold office as Director until the AGM, and being eligible, offers themselves for re-election at the AGM.

Brief biographical details of the Directors who are proposed to be re-elected at the AGM are set out below:

Mr. Yang, aged 48, is the Chairman of the Board and an executive Director of the Company. Mr. Yang is also the Chairman of the Executive Committee of the Board. Mr. Yang had been the Chairman of the Board since May 2017 and was re-designated as the Co-chairman of the Board in August 2019. Mr. Yang has been re-designated as the Chairman of the Board since 1 June 2020. Mr. Yang is also directors of certain subsidiaries of the Company. Mr. Yang has more than 20 years’ experiences in property development, property investment and property management businesses in Hong Kong and the PRC. From 2004 to 2013, Mr. Yang

LETTER FROM THE BOARD

was the president of 中山大南集團有限公司 (Zhongshan Danan Group Limited) (“**Zhongshan Danan**”). From 2014 to 2017, Mr. Yang was the president of 中山富元控股集團有限公司 (Zhongshan Fuyuan Holdings Group Limited) (“**Zhongshan Fuyuan**”). Mr. Yang is also the director and controlling or substantial shareholder of certain private companies, namely Yang’s Development Limited and Affluent Splendid Investment Holdings Limited, both of which engage in property investment and development businesses in the PRC. Mr. Yang is directly interested in 100% shares of Jade Leader International Investment Limited (“**Jade Leader**”) and 100% shares of Honor Huge Investment Holdings Limited (“**Honor Huge**”), which own as to 100% interest in shares of All Great International Holdings Limited (“**All Great**”), which owned as to 44.44% interest in the issued shares of the Company. Mr. Yang also personally holds 11,608,000 shares of the Company. Mr. Yang is a sole director of Jade Leader, Honor Huge and All Great respectively.

A director service agreement which forms the basis of emoluments has been entered into between the Company and Mr. Yang, pursuant to which (i) his term of appointment is for three years from 29 August 2022 to 28 August 2025 but he will be subject to retirement and rotation in accordance with the Articles of Association; and (ii) he is entitled to a year end discretionary bonus. The emoluments of Mr. Yang is determined with reference to the prevailing market conditions and his working experience.

As at the Latest Practicable Date and save as disclosed, Mr. Yang did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, there was no other matter that needed to be brought to the attention of holders of securities of the Company.

Save as disclosed above, as at the Latest Practicable Date, there was no other information in relation to Mr. Yang that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Cheryl Chan, aged 49, has been appointed an independent non-executive Director of the Company since October 2010. She graduated from the University of South Australia with a Bachelor’s Degree in Accountancy, the Hong Kong Polytechnic University with a Master’s Degree in Business Administration, and the University of Hong Kong with a Master of Laws in Compliance and Regulation. She has extensive experience in auditing and accounting. Ms. Cheryl Chan was admitted as an associate member of the Hong Kong Institute of Certified Public Accountants and the Australian Society of Certified Practising Accountants.

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Ms. Cheryl Chan, pursuant to which (i) her term of appointment is for one year from 1 January 2023 to 31 December 2023 but she will be subject to retirement and rotation in accordance with the Articles of Association; and (ii) she is entitled to a director’s fee of HK\$10,000 per month. The emolument of Ms. Cheryl Chan is determined with reference to the prevailing market conditions and her experience.

As at the Latest Practicable Date and save as disclosed, Ms. Cheryl Chan did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company nor had she any interests in the Shares within the meaning of the SFO and did

LETTER FROM THE BOARD

not hold any directorship in listed company in the previous three years nor hold any other positions in the Group. As at the Latest Practicable Date, there was no other matter that needed to be brought to the attention of holders of securities of the Company.

Save as disclosed above, as at the Latest Practicable Date, there was no other information in relation to Ms. Cheryl Chan that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. So, aged 41, has been appointed as an independent non-executive Director of the Company since October 2010. She holds a Bachelor's Degree in Science with double majors in Mathematics and Statistics from the University of British Columbia in Canada and a Master's Degree in Finance from the University of Hong Kong. Ms. So has over 16 years of experience in the corporate finance industry. She is a responsible officer of INCU Corporate Finance Limited, a licensed corporation which carries out Type 6 (Advising on corporate finance) regulated activity under the Securities and Futures Ordinance.

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Ms. So, pursuant to which (i) her term of appointment is for one year from 1 January 2023 to 31 December 2023 but she will be subject to retirement and rotation in accordance with the Articles of Association; and (ii) she is entitled to a director's fee of HK\$10,000 per month. The emolument of Ms. So is determined with reference to the prevailing market conditions and her experience.

As at the Latest Practicable Date and save as disclosed, Ms. So did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company nor had she any interests in the Shares within the meaning of the SFO and did not hold any directorship in listed company in the previous three years nor hold any other positions in the Group. As at the Latest Practicable Date, there was no other matter that needed to be brought to the attention of holders of securities of the Company.

Save as disclosed above, as at the Latest Practicable Date, there was no other information in relation to Ms. So that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Tam, aged 35, graduated from the Huaqiao University in Fujian Province, the PRC with a bachelor's degree in Economics. Mr. Tam has extensive experience in business operation, development, marketing and management. Prior to joining the Company, Mr. Tam has been appointed as a director of Golden Shining Investment Limited, a company specialising in travel business, since January 2014, and a director of GBA Cultural Residence Holdings Limited, an investment holding company, since October 2018. Mr. Tam is responsible for overseeing the day-to-day operations, formulating operational strategies and business management of the aforementioned companies.

A director service agreement which forms the basis of emoluments has been entered into between the Company and Mr. Tam, pursuant to which (i) his term of appointment is for three years from 3 March 2023 to 2 March 2026 but he will be subject to retirement and rotation in accordance with the Articles of Association; and (ii) he is entitled to Mr. Tam shall be entitled

LETTER FROM THE BOARD

to a monthly director's fee of HK\$10,000 and an annual discretionary bonus upon completion of 12 months' service. The emoluments of Mr. Tam are determined with reference to the prevailing market conditions and his working experience.

As at the Latest Practicable Date and save as disclosed, Mr. Tam did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company nor had he any interests in the Shares within the meaning of the SFO and did not hold any directorship in listed company in the previous three years nor hold any other positions in the Group. As at the Latest Practicable Date, there was no other matter that needed to be brought to the attention of holders of securities of the Company.

Save as disclosed above, as at the Latest Practicable Date, there was no other information in relation to Mr. Tam that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Alan Wong, aged 48, graduated from the University of Sunderland with a bachelor's degree in Accounting and Finance. Mr. Alan Wong had been working with various accounting firms and commercial companies, and has over 20 years of experience in merger and acquisitions, financial management, taxation, audit and non-audit services. Mr. Alan Wong has served as an executive director of NOVA Group Holdings Limited (stock code: 1360) since July 2020 and a chief executive officer since 6 April 2023, the issued shares of which are listed on the Stock Exchange. Mr. Alan Wong has also served as an independent non-executive director of Huisheng International Holdings Limited (stock code: 1340) since July 2017, Smart City Development Holdings Limited (stock code: 8268) since July 2019, and Kin Shing Holdings Limited (stock code: 1630) since December 2021, the issued shares of all of which are listed on the Stock Exchange. Mr. Alan Wong has also served as an independent non-executive director of Temir Corp. (stock code: TMRR) since July 2019, the issued shares of which are traded on the OTC Securities Marketplace in the United States of America. Mr. Alan Wong was formerly an independent non-executive director of TUS International Limited (currently known as Titan Invo Technology Limited) (stock code: 872) from September 2014 to July 2020.

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Mr. Alan Wong, pursuant to which (i) his term of appointment is for one year from 3 March 2023 to 2 March 2024 but he will be subject to retirement and rotation in accordance with the Articles of Association; and (ii) he is entitled to a director's fee of HK\$10,000 per month. The emolument of Mr. Alan Wong is determined with reference to the prevailing market conditions and his experience.

As at the Latest Practicable Date and save as disclosed, Mr. Alan Wong did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company nor had he any interests in the Shares within the meaning of the SFO and did not hold any directorship in listed company in the previous three years nor hold any other positions in the Group. As at the Latest Practicable Date, there was no other matter that needed to be brought to the attention of holders of securities of the Company.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, there was no other information in relation to Mr. Alan Wong that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Ella Chan, aged 62, is a member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Ms. Ella Chan has over 20 years’ experience in financial management, accounting, internal control and auditing. Prior to joining the Company, Ms. Ella Chan worked as an accounting and administrative manager of a subsidiary of Exide Technologies, a company listed on NASDAQ (stock code: XIDE) from August 1999 to December 2010. Ms. Ella Chan was also appointed as a manager of an accounting firm in Hong Kong from February 2011 to February 2014. During her tenure of services in the accounting firm, Ms. Ella Chan was responsible to carry out audit and assurance services, and set up and implement the quality control policy of the firm. From March 2014 to May 2015, Ms. Ella Chan worked as a senior accounting manager at a property investment company in Hong Kong. From June 2015 to April 2017, Ms. Ella Chan was appointed as a senior manager of the securities division of a subsidiary of the Company. From November 2019 to November 2022, Ms. Ella Chan was appointed as an independent non-executive director of China Resources and Transportation Group Limited (Stock Code: 0269), the issued shares of which are listed on the Stock Exchange. From May 2020 to July 2020, Ms. Ella Chan was appointed as an independent non-executive director of China Gem Holdings Limited (Stock Code: 1191), the issued shares of which are listed on the Stock Exchange.

A letter of appointment which forms the basis of emoluments has been entered into between the Company and Ms. Ella Chan, pursuant to which (i) her term of appointment is for one year from 3 March 2023 to 2 March 2024 but she will be subject to retirement and rotation in accordance with the Articles of Association; and (ii) she is entitled to a director’s fee of HK\$10,000 per month. The emolument of Ms. Ella is determined with reference to the prevailing market conditions and her experience.

As at the Latest Practicable Date and save as disclosed, Ms. Ella Chan did not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company nor had she any interests in the Shares within the meaning of the SFO and did not hold any directorship in listed company in the previous three years nor hold any other positions in the Group. As at the Latest Practicable Date, there was no other matter that needed to be brought to the attention of holders of securities of the Company.

Save as disclosed above, as at the Latest Practicable Date, there was no other information in relation to Ms. Ella Chan that was required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

PROPOSED GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

It will be proposed at the AGM an ordinary resolution, which is set out in paragraph 4A of the AGM Notice granting the Directors a general mandate to allot, issue and deal with Shares not exceeding 20 per cent of the issued Shares as at the date of passing the resolution (the “**Issue Mandate**”).

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 6,946,350,040 Shares in issue. Subject to the passing of the resolution approving the Issue Mandate, the Company would be entitled under the Issue Mandate to allot, issue and deal with a maximum of 1,389,270,008 Shares.

It will be proposed at the AGM an ordinary resolution, which is set out in paragraph 4B of the AGM Notice granting the Directors a general mandate to exercise the powers of the Company to repurchase Shares up to a limit of 10 per cent of the issued Shares as at the date of passing the resolution (the “**Repurchase Mandate**”).

In addition, an ordinary resolution will be proposed at the AGM, which is set out in paragraph 4C of the AGM Notice, granting the Directors a general mandate to extend the Issue Mandate to allot, issue and otherwise deal with further Shares up to the aggregate number of the Shares purchased under the Repurchase Mandate, provided that such amount shall not exceed 10% of the issued Shares as at the date of passing the resolution.

An explanatory statement as required under the Listing Rules giving information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from 24 May 2023 to 30 May 2023, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 23 May 2023.

AGM

A notice convening the AGM to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 30 May 2023 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof) to the office of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong. 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.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to

LETTER FROM THE BOARD

be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM.

After the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange and the website of the Company at www.tfginternationalgroup.com.

RECOMMENDATION

The Directors are of the opinion that all the proposed resolutions are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all of resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
TFG International Group Limited
YANG Lijun
Chairman

The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide requisite information for the Shareholders to make an informed decision whether to vote for or against the resolution to approve the Repurchase Mandate at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 6,946,350,040 Shares. Subject to the approval of the Repurchase Mandate and on the basis that no further Shares are issued or purchased by the Company prior to the passing of the relevant resolution at the AGM, the Company will be allowed under the Repurchase Mandate to purchase a maximum of 694,635,004 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such purchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such purchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In purchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of Cayman Islands, being the jurisdiction in which the Company is incorporated. A listed company may not purchase its own shares on the main board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Cayman Islands law provides that the amount to be paid in connection with a share repurchase may only be paid out of the capital paid up on the relevant purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company. It is envisaged that the funds required for any purchase under the Repurchase Mandate would be derived from such sources.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2022 in the event that the purchase of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2022		
April	0.1200	0.0950
May	0.1000	0.0860
June	0.1010	0.0700
July	0.1450	0.0670
August	0.1300	0.0750
September	0.1000	0.0810
October	0.1930	0.0880
November	0.1990	0.1310
December	0.2490	0.1540
2023		
January	0.2950	0.1850
February	0.2650	0.2200
March	0.2700	0.2080
April (up to the Latest Practicable Date)	0.2450	0.2180

5. UNDERTAKING AND DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), had any intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company had notified the Company that he/she/it had an intention to sell Shares to the Company and no core connected person (as defined in the Listing Rules) had undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to purchase 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 (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date,

- (i) All Great was interested in 3,087,027,152 Shares;
- (ii) Mr. Yang Lijun:
 - (a) was the sole beneficial owner of the entire issued share capital of Jade Leader, which was interested in 51% of the issued share capital of All Great;
 - (b) was the sole ultimate beneficial owner of the entire issued share capital of each of Honor Huge and Ever Star International Investment Limited (“**Ever Star**”), which held 35% and 14% of the issued share capital of All Great, respectively; and
 - (c) was beneficially interested in 11,608,000 Shares.

7. SHARE REPURCHASES MADE BY THE COMPANY

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

8. PUBLIC FLOAT

As at the Latest Practicable Date, the public float of the Company was 2,468,266,888 Shares, representing approximately 35.53% of the issued share capital of the Company. Assuming the exercise in full of the Repurchase Mandate and repurchase of the Shares were not from substantial shareholders of the Company, the public float of the Company would be 1,773,631,884 Shares, representing approximately 28.37% of the issued share capital of the Company after share repurchases. The Company will comply with the public float requirement under Rule 8.08 of the Listing Rules as a result of any repurchases under the proposed Repurchase Mandate (i.e., the Directors will not exercise the power to buy back any Shares such that it would result in the public float being reduced to less than 25% of the issued Shares or such other minimum percentage as might be prescribed by the Listing Rules from time to time).

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“**Meeting**”) of TFG International Group Limited (the “**Company**”) will be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 30 May 2023 at 11:00 a.m. (or any adjournment thereof) for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors and the auditor for the year ended 31 December 2022;
2. to re-elect directors who offer themselves for re-election and to authorise the board of directors (the “**Board**”) to fix remuneration of directors;
3. to re-appoint CCTH CPA Limited as auditor of the Company and to authorise the Board to fix the auditor’s remuneration;
4. to consider and if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

A. “**THAT**:

- (a) subject to sub-paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with shares of the Company (“**Shares**”) or securities convertible into such Shares or options or warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements, options or similar rights to subscribe for Shares which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options or similar rights to subscribe for Shares which would or might require the exercise of such power after the end of the Relevant Period;
 - (i) the aggregate number of the Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a), otherwise than pursuant to a Rights Issue (as hereinafter defined);

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the exercise of any rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are otherwise convertible into Shares;
 - (iii) grant of options or an issue of Shares upon exercise of options granted under the share option scheme from time to time adopted by the Company; or
 - (iv) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of dividends or similar arrangement providing for the allotment of Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20 per cent of the total number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer of securities convertible into Shares, or offer of options, warrants or similar rights to subscribe for any Shares or such convertible securities open for a period fixed by the Directors to holders of Shares and/or holders of other equity securities of the Company entitled to the offer on a fixed record date in proportion to their then holdings of such Shares or securities (subject to such exclusions or their 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 jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

B. “THAT:

- (a) subject to sub-paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange and of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares authorised to be purchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the total number of issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 4A and 4B of the notice convening this Meeting, the general mandate granted to the directors of the Company (the “**Directors**”) to exercise the powers of the Company to allot, issue and deal with shares of the Company (the “**Shares**”) pursuant to the resolution set out in paragraph 4A of the notice convening this Meeting be and is hereby extended by the addition to the aggregate number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of Shares purchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of the notice convening this Meeting, provided that such amount shall not exceed 10 per cent of the total number of issued Shares as at the date of passing this resolution.”

By Order of the Board
TFG International Group Limited
YANG Lijun
Chairman

Hong Kong, 27 April 2023

Registered office:

The Offices of Sterling Trust (Cayman) Limited
Whitehall House
238 North Church Street
George Town, Grand Cayman
KY1-1102, Cayman Islands

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

Rooms 1301 and 1302,
Laws Commercial Plaza,
788 Cheung Sha Wan Road,
Kowloon, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting 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. In order for such appointment to be valid, the 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.
3. In relation to the proposed resolution numbered 4B above, the Directors wish to state that they will exercise the powers conferred thereby to purchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in the circular despatched to the shareholders of the Company on the date hereof.
4. The transfer books and register of members of the Company will be closed from 24 May 2023 to 30 May 2023, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on 23 May 2023.

NOTICE OF ANNUAL GENERAL MEETING

As of the date of this notice, the Board comprises Mr. YANG Lijun (Chairman), Mr. Gao Jingyao and Mr. TAM Ka Wai being the executive Directors, Mr. WONG Yuk Lun, Alan being the non-executive Director, and Ms. CHAN Chu Hoi, Ms. CHAN Hoi Ling and Ms. SO Wai Lam, being the independent non-executive Directors.