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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)

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION BY WAY OF ADOPTION OF
THE NEW AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (“EGM”) to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 16 November 2023 at 11:00 a.m. is set out on pages 8 to 10 of this circular. Whether or not you are able to attend the EGM, 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 EGM (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 EGM or any adjournment thereof should you so wish.

26 October 2023

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	TFG International Group Limited 富元國際集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 542)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Units 5906–12, 59/F, The Center, 99 Queen’s Road Central, Hong Kong, on Thursday, 16 November 2023, at 11:00 a.m., the notice of which is set out on pages 8 to 10 of this circular or, where the context so requires, any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 October 2023, being the latest practicable date prior to printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company adopted by a special resolution passed by the Shareholders on 27 June 2022
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “TFG International Group Limited” to “China Cultural Tourism and Agriculture Group Limited” and the proposed change of the dual foreign name in Chinese of the Company from “富元國際集團有限公司” to “中國文旅農業集團有限公司”

DEFINITIONS

“Proposed Amendments and Adoption”	the proposed amendments to the Memorandum and Articles of Association by way of the adoption of the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the Memorandum and Articles of Association
”Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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 &
Chief Executive Officer*)

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

Principal place of business in Hong Kong:

Rooms 1301 and 1302

Laws Commercial Plaza

788 Cheung Sha Wan Road

Kowloon

Hong Kong

26 October 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION BY WAY OF ADOPTION OF
THE NEW AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 6 October 2023 in relation to the Proposed Change of Company Name and the Proposed Amendments and Adoption.

The purpose of this circular is to provide you with information regarding the special resolution to be proposed at the EGM relating to the Proposed Change of Company Name and the Proposed Amendments and Adoption, and to give you the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “TFG International Group Limited” to “China Cultural Tourism and Agriculture Group Limited” and to change the dual foreign name in Chinese of the Company from “富元國際集團有限公司” to “中國文旅農業集團有限公司”.

Reasons for the Proposed Change of Company Name

The Company is an investment holding company incorporated in the Cayman Islands with limited liability. The Group is principally engaged in property development and hotel business in the People’s Republic of China. Following the completion of the acquisition of the entire issued share capital of China Cultural Tourism Group Limited in July 2023, the Group has been able to make new breakthroughs in its business, tap into the cultural and tourism markets in the region, seize relevant development opportunities and expand the Group’s business scope. In addition to the cultural and tourism business, the Group is exploring opportunities to expand its business activities into the wholesale and retail of agricultural and food products.

With such further development and expansion of the business scope of the Group, the Board considers that adopting the new name will bring the Company a fresh corporate image and identity, ultimately benefiting the future business development of the Group, which is in the best interest of the Company and its Shareholders as a whole.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Upon the Proposed Change of Company Name becoming effective, the Company will then comply with the necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates of the Company will be issued under the new English name and new dual foreign name in Chinese of the Company. The Company will also change its company website to reflect the Proposed Change of Company Name becoming effective.

Subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name has become effective.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION BY WAY OF ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board also proposes to adopt the new amended and restated memorandum and articles of association, in substitution for and to exclusive of the Memorandum and Articles of Association, for the purposes of (i) making consequential amendments of the Proposed Change of Company Name and (ii) making housekeeping amendments for the correction of certain typographical errors and grammatical mistakes. The Proposed Amendments and Adoption are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective when the Proposed Change of Company Name takes effect.

The full text of the special resolution containing the Proposed Amendments and Adoption is set out in the notice of EGM on pages 8 to 10 of this circular. The Proposed Amendments and Adoption are prepared in the English language and its Chinese language translation is for reference only. In the event of any inconsistencies between the English language version and the Chinese language version of the Proposed Amendments and Adoption, the English language version shall prevail.

THE EGM

A notice of the EGM to be held at Units 5906–12, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Thursday, 16 November 2023 at 11:00 a.m. is set out on pages 8 to 10 of this circular for the purpose of considering and, if thought fit, passing the special resolution as set out therein.

A form of proxy for use by the Shareholders at the EGM is enclosed. 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 return it as soon as possible and in any event not less than 48 hours before the time of the EGM (or any adjournment thereof) to the

LETTER FROM THE BOARD

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 EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, the special resolution to approve the Proposed Change of Company Name to be proposed at the EGM will be put to vote by way of poll. An announcement of the results of the poll will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules, and the effective date of the Proposed Change of Company Name will be announced as and when appropriate.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Change of Company Name and the Proposed Amendments and Adoption and accordingly, no Shareholder is required to abstain from voting at the EGM pursuant to the Listing Rules and/or the articles of association of the Company.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Monday, 13 November 2023 to Thursday, 16 November 2023, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all share 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 Friday, 10 November 2023.

GENERAL

Further announcement(s) will be made by the Company to inform the Shareholders (i) the results of the EGM, (ii) the effective date of the Proposed Change of Company Name and the Proposed Amendments and Adoption, (iii) the new stock short name of the Company for trading of the Shares on the Stock Exchange and (iv) the change of the website of the Company as and when appropriate.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the Proposed Amendments and Adoption are in the interests of the Company and its Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of the special resolution to be proposed at the EGM.

LETTER FROM THE BOARD

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 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 not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

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

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**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 Thursday, 16 November 2023 at 11:00 a.m. to consider and, if thought fit, pass the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “TFG International Group Limited” to “China Cultural Tourism and Agriculture Group Limited” and the dual foreign name in Chinese of the Company be changed from “富元國際集團有限公司” to “中國文旅農業集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company;
- (b) subject to and conditional upon approval to be granted and the new name being entered into the Register of Companies by the Registrar of Companies in the Cayman Islands, the new amended and restated memorandum and articles of association of the Company, in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, which includes the following amendments, be approved and adopted as the memorandum and articles of association of the Company, in substitution for and to the exclusion of the amended and restated memorandum and articles of association of the Company adopted by a special resolution passed by the Shareholders on 27 June 2022 (the “**Memorandum and Articles of Association**”) with immediate effect upon the Proposed Change of Company Name taking effect:
 - (i) the Memorandum and Articles of Association be and are hereby amended by replacing all references to “TFG International Group Limited 富元國際集團有限公司” with “China Cultural Tourism and Agriculture Group Limited 中國文旅農業集團有限公司” to reflect the name change of the Company;

NOTICE OF EXTRAORDINARY GENERAL MEETING

(ii) all references to “the Companies Act (Cap. 22) of the Cayman Islands”, “the Companies Act, Chapter 22”, “The Companies Act, Chapter 22 (Revised)”, “the Companies Act (Chapter 22)”, “the Companies Act, Cap. 22” and “the Companies Act, Cap. 22 as amended” in the Memorandum and Articles of Association be and are hereby amended by replacing with “the Companies Act (Revised) of the Cayman Islands”; and

(iii) Article 60(1) of the existing articles of association of the Company be and is hereby amended by inserting the word “time” as follows:

“60. (1) Subject to any applicable Statutes, rules and regulations from **time** to time,
(a) at least twenty-one (21) days’ notice of every annual general meeting; and
(b) at least fourteen (14) days’ notice of every extraordinary general meeting shall be given to all the members and to the Auditors for the time being of the Company.”; and

(c) any one director of the Company be and is hereby authorised to do all such acts, deeds, and things and execute all documents he or she may, in his or her absolute discretion, deem fit, to effect and implement the adoption thereof.”

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

Hong Kong, 26 October 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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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. Completion and return of the form of proxy will not preclude a member from attending the Meeting and voting in person if he so wishes.
3. The transfer books and register of members of the Company will be closed from Monday, 13 November 2023 to Thursday, 16 November 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 Friday, 10 November 2023.
4. The resolution set out in this notice shall be decided by way of poll.

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 Hoi Ling, Ms. SO Wai Lam and Ms. CHAN Chu Hoi being the independent non-executive Directors.