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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 “**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;
- (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

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.