
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Tack Fat Group International Limited (Provisional Liquidators Appointed)**, you should at once hand this circular, together with the enclosed proxy form, 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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TACK FAT GROUP INTERNATIONAL LIMITED

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00928)

**(1) RE-ELECTION OF DIRECTORS;
(2) NOTICE OF 2009 ANNUAL GENERAL MEETING; AND
(3) NOTICE OF 2010 ANNUAL GENERAL MEETING**

Financial Advisor



A letter from the joint and several provisional liquidators of Tack Fat Group International Limited (Provisional Liquidators Appointed) is set out on pages 3 to 7 of this circular. A notice convening the 2009 annual general meeting of Tack Fat Group International Limited (Provisional Liquidators Appointed) to be held at 10:00 a.m. on Tuesday, 28 September 2010, at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong is set out on pages 12 to 13 of this circular. A notice convening the 2010 annual general meeting of Tack Fat Group International Limited (Provisional Liquidators Appointed) to be held at 11:00 a.m. on Tuesday, 28 September 2010, at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong is set out on pages 14 to 15 of this circular. Proxy forms for use at the 2009 annual general meeting and 2010 annual general meeting are enclosed with this circular. Such proxy forms are also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you intend to attend the 2009 annual general meeting and 2010 annual general meeting, you are requested to complete and return the proxy forms in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding of the respective annual general meeting or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting in person in the respective annual general meeting or any adjourned thereof (as the case may be) should you so wish.

Hong Kong, 27 August 2010

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DEFINITIONS

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

“2009 AGM”	the 2009 annual general meeting of the Company to be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Tuesday, 28 September 2010 at 10:00 a.m., notice of which is set out on pages 12 to 13 of this circular
“2010 AGM”	the 2010 annual general meeting of the Company to be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong, on Tuesday, 28 September 2010 at 11:00 a.m., notice of which is set out on pages 14 to 15 of this circular
“Articles of Association”	the articles of association of the Company as may be amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	Tack Fat Group International Limited (Provisional Liquidators Appointed), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“FY 2009 Accounts”	audited consolidated financial statements of the Group for the year ended 31 March 2009
“FY 2010 Accounts”	audited consolidated financial statements of the Group for the year ended 31 March 2010
“Group”	the Company and its subsidiaries
“Hopkins”	Hopkins CPA Limited, the auditor of the Company
“Latest Practicable Date”	25 August 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular does not include Hong Kong, Macau Special Administrative Region and Taiwan
“Provisional Liquidators”	Messrs Fok Hei Yu and Roderick John Sutton, the joint and several provisional liquidators of the Company, both of FTI Consulting (Hong Kong) Limited (formerly known as FS Asia Advisory Limited and Ferrier Hodgson Limited)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	the share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE PROVISIONAL LIQUIDATORS/BOARD



TACK FAT GROUP INTERNATIONAL LIMITED

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00928)

Provisional Liquidators:

Mr. Fok Hei Yu
Mr. Roderick John Sutton

Non-executive Director:

Mr. James D. McMullen

Independent non-executive Directors:

Mr. Pau Chin Hung, Andy
Mr. Choong Khuat Leok
Mr. Kooi Tock Chian

Registered office:

Century Yard
Cricket Square, Hutchins Drive
George Town, Grand Cayman
Cayman Islands
British West Indies

Principal place of business in

Hong Kong:

FTI Consulting (Hong Kong) Limited
14/F The Hong Kong Club Building
3A Chater Road Central, Hong Kong

27 August 2010

To the Shareholders

Dear Sir/Madam,

**(1) RE-ELECTION OF DIRECTORS;
(2) NOTICE OF 2009 ANNUAL GENERAL MEETING; AND
(3) NOTICE OF 2010 ANNUAL GENERAL MEETING**

INTRODUCTION

At the 2009 AGM to be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 28 September 2010 at 10:00 a.m. and the 2010 AGM to be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 28 September 2010 at 11:00 a.m., resolutions will be proposed, among other matters:

- (a) to receive and, if thought fit, adopt the FY 2009 Accounts and the reports of the Provisional Liquidators and Hopkins for the year ended 31 March 2009;
- (b) to receive and, if thought fit, adopt the FY 2010 Accounts and the reports of the Provisional Liquidators and Hopkins for the year ended 31 March 2010;
- (c) to re-appoint Hopkins as the auditor of the Company and to authorise the Board or the Provisional Liquidators to fix their remuneration; and

LETTER FROM THE PROVISIONAL LIQUIDATORS/BOARD

(d) to re-elect the retiring Directors and to authorise the Board to fix their remuneration.

The primary purpose of this circular is to provide information regarding the resolutions to be proposed at the 2009 AGM and the 2010 AGM and to give you notices of the 2009 AGM and the 2010 AGM.

RE-APPOINTMENT OF AUDITOR

The Provisional Liquidators and the Board propose that Hopkins be re-appointed as the auditor of the Company. At each of the 2009 AGM and the 2010 AGM, an ordinary resolution will be proposed to re-appoint Hopkins as auditor of the Company to hold their office until the conclusion of the next annual general meeting, and to authorise the Board or the Provisional Liquidators to fix their remuneration.

RE-ELECTION OF DIRECTORS

The Board currently consists of four Directors, namely Mr. James D. McMullen as a non-executive Director, and Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian as independent non-executive Directors. Pursuant to Article 86(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Since Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian were appointed after the 2008 annual general meeting of the Company on 6 October 2009, they will retire pursuant to Article 86(3) of the Articles of Association and be eligible to offer themselves for re-election at the 2009 AGM. Being eligible, each of Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian will offer himself for re-election as independent non-executive Directors. At the 2009 AGM, ordinary resolutions will be proposed to re-elect each of Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian as independent non-executive Directors and to authorise the Board to fix the Directors' remuneration.

Particulars relating to each of Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian are set out in Appendix I to this circular.

Pursuant to Article 87(1) of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Moreover, pursuant to Article 87(2) of the Articles of Association, a retiring Director shall be eligible for re-election. The Director to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to

LETTER FROM THE PROVISIONAL LIQUIDATORS/BOARD

retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Article 86(2) or Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Since Mr. James D. McMullen was appointed in August 2008, he will retire and be eligible for re-election in the 2009 AGM. Mr. James D. McMullen will offer himself for re-election and an ordinary resolution will be proposed to re-elect him as non-executive Director in the 2009 AGM and to authorise the Board to fix the Directors' remuneration.

At the 2010 AGM, Mr. James D. McMullen will retire from his office as non-executive Director by rotation pursuant to Article 87(1) of the Articles of Association, and being eligible, he will offer himself for re-election. Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr.Kooi Tock Chian, who were appointed by the Board as independent non-executive Directors on 7 October 2009, will retire from their office in the 2010 AGM pursuant to Article 86(3) of the Articles of Association, and being eligible, they will offer themselves for re-election. Ordinary resolutions will be proposed to re-elect Mr. James D. McMullen as non-executive Director and Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr.Kooi Tock Chian as independent non-executives Directors at the 2010 AGM and to authorise the Board to fix the Directors' remuneration.

2009 AGM

A notice convening the 2009 AGM to be held at 10:00 a.m. at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 28 September 2010 is set out on pages 12 to 13 of this circular.

Form of proxy for use in the 2009 AGM is enclosed. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

Announcement will be made by the Company after the 2009 AGM on the results of the 2009 AGM pursuant to Rule 13.39(5) of the Listing Rules.

LETTER FROM THE PROVISIONAL LIQUIDATORS/BOARD

2010 AGM

A notice convening the 2010 AGM to be held at 11:00 a.m. at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 28 September 2010 is set out on pages 14 to 15 of this circular. Form of proxy for use in the 2010 AGM is enclosed. Such form of proxy is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

An announcement will be made by the Company after the 2010 AGM on the results of the 2010 AGM pursuant to Rule 13.39(5) of the Listing Rules.

ACTIONS TO BE TAKEN

Whether you intend to attend the 2009 AGM and 2010 AGM or not, you are requested to complete and return the enclosed proxy forms, in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the 2009 AGM and the 2010 AGM or any adjourned meeting. Completion and return of the proxy forms will not preclude you from attending and voting in person at the 2009 AGM and the 2010 AGM or any adjourned meeting should you so wish.

VOTING BY POLL AT 2009 AGM AND 2010 AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the 2009 AGM and 2010 AGM must be taken by poll and therefore, the resolutions to be put to vote at the 2009 AGM and the 2010 AGM will be taken by way of poll under the provisions of the Articles of Association.

RECOMMENDATION

The Provisional Liquidators and the Board believe that the proposed re-appointment of Hopkins as the auditor of the Company and the proposed re-election of Directors as referred to in this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the 2009 AGM and the 2010 AGM.

LETTER FROM THE PROVISIONAL LIQUIDATORS/BOARD

GENERAL

To the best of the Provisional Liquidators' and the Board's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed in the 2009 AGM and the 2010 AGM.

Your attention is drawn to the information set out in the appendix to this circular.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 30 July 2008 and will remain suspended until further notice. Further announcements will be made as material developments take place.

For and on behalf of
TACK FAT GROUP INTERNATIONAL LIMITED
(Provisional Liquidators Appointed)

FOK Hei Yu
Roderick John Sutton
*Joint and Several Provisional Liquidators
acting as agents without personal liability*

By order of the Board
TACK FAT GROUP INTERNATIONAL LIMITED
(Provisional Liquidators Appointed)

Choong Khuat Leok
Independent Non-executive Director

The following are the particulars of the Directors who will be retiring from their respective offices and be proposed to be re-elected at the 2009 AGM and 2010 AGM in accordance with the Articles of Association.

Non-executive Director***Mr. James D. McMullen***

Mr. McMullen, aged 40, is graduated from the University of Kansas School of Law in the United States of America with a J.D. degree with Order of the Coif. He is also a graduate of the University of Georgetown with a degree in Bachelor of Science in Foreign Service, cum laude. Mr. McMullen is a partner of Shapiro, Protzman and McMullen, P.A., a law firm in the United States of America.

Save as mentioned above, as at the Latest Practical Date, Mr. McMullen:

- (a) did not hold any directorships in other listed company in the last three years;
- (b) did not enter into any written service contract with the Company but he will hold office until the next annual general meeting of the Company and is subject to retirement by rotation and re-election pursuant to the Articles of Association;
- (c) was not interested in and did not hold any short position in any shares of underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (d) was not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and
- (e) save for disclosed herein, there was no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to his appointment as non-executive Director.

The remuneration of Mr. McMullen will be determined by the Board or the Provisional Liquidators with reference to the prevailing market conditions.

Independent Non-executive Directors*Mr. Pau Chin Hung, Andy*

Mr. Pau, aged 35, received a Bachelor of Finance degree in The Hong Kong University and Science Technology in 1997. He has over 10 years' experience in financial and securities industry. He is also a managing director of a private equity fund in Hong Kong. At the same time, he is a director of China Oil & Methanol Group, Inc., a company listed in the United States of America.

Save as mentioned above, as at the Latest Practical Date, Mr. Pau:

- (a) did not hold any directorships in other listed company in the last three years;
- (b) did not enter into any written service contract with the Company but he will hold office until the next annual general meeting of the Company and is subject to retirement by rotation and re-election pursuant to the Articles of Association;
- (c) was not interested in and did not hold any short position in any shares of underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (d) was not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and
- (e) save for disclosed herein, there was no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to his appointment as independent non-executive Director.

The remuneration of Mr. Pau will be determined by the Board or the Provisional Liquidators with reference to the prevailing market conditions.

Mr. Choong Khuat Leok

Mr. Choong, aged 48, was the chief financial officer, company secretary, qualified accountant and authorised representative (for the purpose of Listing Rules) of Byford International Limited (“**Byford**”) (Stock Code: 8272), a company listed on the GEM Board of the Stock Exchange, from November 2003 to July 2006. Mr. Choong was a non-executive director of Byford from 1 March 2003 to 10 September 2004 and was subsequently re-designated as an alternate director to Mr. Chai Sing Hong, an executive director of Byford, from 10 September 2004 to 31 July 2006. Mr. Choong is a Chartered Accountant in the United Kingdom and retired as a partner of Deloitte Touche Tohmatsu in Hong Kong in May 2002. He has over 20 years of experience in the corporate finance, assurance and advisory services.

Mr. Choong served as a member of the Auditing Standards Committee of the Hong Kong Society of Accountants (now the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”)) from 1993 to 1999 and is currently a fellow member of the Institute of Chartered Accountants in England and Wales (“**ICAEW**”), an associate and practising member of the HKICPA, a member of the Hong Kong Securities Institute and was an investment representative under the Securities Ordinance (Chapter 333 of the Laws of Hong Kong, repealed in 2002) from March 2001 to February 2003.

Mr. Choong is an accountancy graduate of the London Guildhall University (formerly the City of London Business School) and obtained an MBA degree awarded by the J.L. Kellogg School of Management at Northwestern University and The Hong Kong University of Science and Technology. In 2006, Mr. Choong was awarded an advanced diploma in Corporate Finance from the ICAEW. Mr. Choong is currently the Chief Financial Officer of Sinobiomed Inc., a company listed on Over-The-Counter Bulletin Board, the over-the-counter securities market in the United States of America.

Save as mentioned above, as at the Latest Practical Date, Mr. Choong:

- (a) did not hold any directorships in other listed company in the last three years;
- (b) did not enter into any written service contract with the Company but he will hold office until the next annual general meeting of the Company and is subject to retirement by rotation and re-election pursuant to the Articles of Association;
- (c) was not interested in and did not hold any short position in any shares of underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (d) was not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and
- (e) save for disclosed herein, there was no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to his appointment as independent non-executive Director.

The remuneration of Mr. Choong will be determined by the Board or the Provisional Liquidators with reference to the prevailing market conditions.

Mr. Kooi Tock Chian

Mr. Kooi, aged 44, graduated with a Bachelor of Science degree in Business Administration from Rochester Institute of Technology in the United States of America. Mr. Kooi began his career with Ernst & Young in New York and has more than 10 years of working experience in the field of Accounting and Insolvency Practice in the United States of America.

Save as mentioned above, as at the Latest Practical Date, Mr. Kooi:

- (a) did not hold any directorships in other listed company in the last three years;
- (b) did not enter into any written service contract with the Company but he will hold office until the next annual general meeting of the Company and is subject to retirement by rotation and re-election pursuant to the Articles of Association;
- (c) was not interested in and did not hold any short position in any shares of underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- (d) was not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and
- (e) save for disclosed herein, there was no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to his appointment as independent non-executive Director.

The remuneration of Mr. Kooi will be determined by the Board or the Provisional Liquidators with reference to the prevailing market conditions.

NOTICE OF THE 2009 ANNUAL GENERAL MEETING

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TACK FAT GROUP INTERNATIONAL LIMITED

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00928)

NOTICE OF 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 annual general meeting (the “**2009 AGM**”) of Tack Fat Group International Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 28 September 2010, at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To resolve and treat the 2009 AGM as annual general meeting of the Company for the year 2009, convened and held (out of time) in accordance with the Company’s articles of association (the “**Articles**”) and to ratify the convening and holding of the 2009 AGM (out of time).
2. To receive and, if thought fit, adopt the audited consolidated financial statements and the reports of Messrs Fok Hei Yu and Roderick John Sutton, the joint and several provisional liquidators of the Company (the “**Provisional Liquidators**”) and the auditor of the Company and its subsidiaries for the year ended 31 March 2009.
3. To re-appoint Messrs Hopkins CPA Limited as the auditor of the Company and to authorise the the board of directors of the Company (the “**Board**”) or the Provisional Liquidators to fix their remuneration.
4. To re-elect directors of the Company (the “**Directors**”, and each a “**Director**”) and to authorise the Board or the Provisional Liquidators to fix the Directors’ remuneration.

For and on behalf of
TACK FAT GROUP INTERNATIONAL LIMITED
(Provisional Liquidators Appointed)

FOK Hei Yu

Roderick John Sutton

*Joint and Several Provisional Liquidators
acting as agents without personal liability*

By order of the Board
TACK FAT GROUP INTERNATIONAL LIMITED
(Provisional Liquidators Appointed)

Choong Khuat Leok

Independent Non-executive Director

Hong Kong, 27 August 2010

NOTICE OF THE 2009 ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the 2009 AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
2. A form of proxy for use in connection with the 2009 AGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, Tricor Tengis Limited, at 26th floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the 2009 AGM or any adjournment thereof.
3. In relation to resolution no. (4) above, Mr. James D. McMullen will retire from his office as non-executive Director by rotation at the 2009 AGM pursuant to Article 87(1) of the articles and, being eligible, he will offer himself for re-election. Mr. Pau Chin Hung, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian, who were appointed by the Board as independent non-executive directors on 7 October 2009, will retire from their office at the 2009 AGM pursuant to Article 86(3) of the Articles, and being eligible, they will offer themselves for re-election.

As at the date of this notice, the Board comprises one non-executive Director, Mr. James D McMullen; and three independent non-executive Directors, Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok, and Mr. Kooi Tock Chian.

NOTICE OF THE 2010 ANNUAL GENERAL MEETING

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TACK FAT GROUP INTERNATIONAL LIMITED

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00928)

NOTICE OF 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 annual general meeting (the “**2010 AGM**”) of Tack Fat Group International Limited (Provisional Liquidators Appointed) (the “**Company**”) will be held at Plaza 1-2, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 28 September 2010, at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and, if thought fit, adopt the audited consolidated financial statements and the reports of Messrs Fok Hei Yu and Roderick John Sutton, the joint and several provision liquidators of the Company (the “**Provisional Liquidators**”) and the auditor of the Company and its subsidiaries for the years ended 31 March 2010.
2. To re-appoint Messrs Hopkins CPA Limited as the auditor of the Company and to authorise the board of directors of the Company (the “**Board**”) or the Provisional Liquidators to fix their remuneration.
3. To re-elect directors of the Company (the “**Directors**”, and each a “**Director**”) and to authorise the Board or the Provisional Liquidators to fix the Directors’ remuneration.

For and on behalf of

TACK FAT GROUP INTERNATIONAL LIMITED

(Provisional Liquidators Appointed)

FOK Hei Yu

Roderick John Sutton

Joint and Several Provisional Liquidators

acting as agents without personal liability

By order of the Board

TACK FAT GROUP INTERNATIONAL LIMITED

(Provisional Liquidators Appointed)

Choong Khuat Leok

Independent Non-executive Director

Hong Kong, 27 August 2010

NOTICE OF THE 2010 ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the 2010 AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
2. A form of proxy for use in connection with the 2010 AGM is enclosed with this circular. To be valid, the form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrars of the Company, Tricor Tengis Limited, at 26th floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the 2010 AGM or any adjournment thereof.
3. In relation to resolution no. (3) above, Mr. James D. McMullen will retire from his office as non-executive Director by rotation at the 2010 AGM pursuant to Article 87(1) of the articles of association of the Company (the "**Articles**") and, being eligible, he will offer himself for re-election. Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok and Mr. Kooi Tock Chian, who were appointed by the Board as independent non-executive directors on 7 October 2009, will retire from their office at the 2010 AGM pursuant to Article 86(3) of the Articles, and being eligible, they will offer themselves for re-election.

As at the date of this notice, the Board comprises one non-executive Director, Mr. James D McMullen; and three independent non-executive Directors, Mr. Pau Chin Hung, Andy, Mr. Choong Khuat Leok, and Mr. Kooi Tock Chian.