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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 AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **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”.

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the Proposed Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association to reflect the Proposed Change of Company Name. The proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association to replace the Company’s existing Memorandum and Articles of Association 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 EGM will be held to consider and, if thought fit, to approve, among others, the Proposed Change of Company Name. A circular containing, among other things, further details of the Proposed Change of Company Name and the adoption of the amended and restated Memorandum and Articles of Association, together with a notice of the EGM and an accompanying proxy form will be despatched to the Shareholders as soon as practicable.

## **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”.

## **CONDITIONS OF 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.

## **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.

## **EFFECTS 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.

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.

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

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of the Proposed Change of Company Name, the Board also proposes to amend the Memorandum and Articles of Association to reflect the Proposed Change of Company Name. The proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association to replace the Company's existing Memorandum and Articles of Association 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.

### **GENERAL**

The Proposed Change of Company Name and the adoption of the amended and restated Memorandum and Articles are subject to the approval of the Shareholders by way of special resolutions at the EGM.

The EGM will be held to consider and, if thought fit, to approve, among others, the Proposed Change of Company Name and the adoption of the amended and restated Memorandum and Articles of Association. A circular containing, among other things, further details on the Proposed Change of Company Name and the adoption of the amended and restated Memorandum and Articles of Association, together with a notice of the EGM and an accompanying proxy form will be despatched to the Shareholders as soon as practicable.

The Company will make further announcement(s) as and when appropriate on the results of the EGM and the effective date of the Proposed Change of Company Name and the adoption of the amended and restated Memorandum and Articles of Association.

## DEFINITIONS

In this announcement, unless the context specifies otherwise, the following defined 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 to consider and, if thought fit, to approve, among others, the Proposed Change of Company Name and the adoption of the amended and restated Memorandum and Articles of Association
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“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”
“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

By order of the Board  
**TFG International Group Limited**  
**YANG Lijun**  
*Chairman*

Hong Kong, 6 October 2023

*As at the date of this announcement, 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.*