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**TACK FIORI INTERNATIONAL GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 928)**

**INTERIM RESULTS ANNOUNCEMENT  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2012**

**INTERIM RESULTS**

The Board of Directors of Tack Fiori International Group Limited (the “Company”) announce the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2012 together with comparative figures for the corresponding period as follows:

The unaudited condensed consolidated financial statements for the six months ended 30 September 2012 have been reviewed by the Company’s Audit Committee and the Company’s auditor in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants.

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2012

(Amounts expressed in Hong Kong dollars)

		<b>Unaudited</b>	
		<b>Six months ended</b>	
		<b>30 September</b>	
	<i>Notes</i>	<b>2012</b>	2011
		<b>\$'000</b>	<b>\$'000</b>
Turnover	4	<b>14,285</b>	29,580
Cost of sales		<b>(12,088)</b>	(12,522)
Gross profit		<b>2,197</b>	17,058
Change in fair value of held-for-trading investments		<b>(3,061)</b>	–
		<b>(864)</b>	17,058
Other income and gain		<b>2,263</b>	63
Gain on debt restructuring	5	–	1,321,849
Gain on bargain purchase	6	–	21,563
Gain on deconsolidation of subsidiaries	7	–	56,376
Selling and distribution costs		<b>(27,611)</b>	(18,330)
Administrative and other operating expenses		<b>(31,140)</b>	(24,002)
Finance costs	8	–	(12,711)
(Loss) profit before taxation	9	<b>(57,352)</b>	1,361,866
Income tax	10	–	–
(Loss) profit for the period		<b>(57,352)</b>	1,361,866
Other comprehensive expense arising from exchange differences on translations		<b>(118)</b>	(137)
Total comprehensive (expense) income for the period		<b>(57,470)</b>	1,361,729
(Loss) profit for the period attributable to:			
Owners of the Company		<b>(57,352)</b>	1,362,032
Non-controlling interests		–	(166)
		<b>(57,352)</b>	1,361,866
Total comprehensive (expense) income for the period attributable to:			
Owners of the Company		<b>(57,470)</b>	1,361,895
Non-controlling interests		–	(166)
		<b>(57,470)</b>	1,361,729
			<i>(restated)</i>
(Loss) earnings per share	11		
— Basic		<b>(9.01) cents</b>	791.51 cents
— Diluted		<b>(9.01) cents</b>	625.58 cents

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2012

(Amounts expressed in Hong Kong dollars)

		<b>Unaudited</b>	Audited
		<b>30 September</b>	31 March
		<b>2012</b>	2012
	<i>Notes</i>	<b>\$'000</b>	<b>\$'000</b>
<b>Non-current assets</b>			
Property, plant and equipment		<b>24,528</b>	13,965
Trademark		<b>2,375</b>	2,438
Rental deposits		<b>5,478</b>	–
		<b>32,381</b>	16,403
<b>Current assets</b>			
Inventories		<b>40,770</b>	35,404
Trade and other receivables	<i>12</i>	<b>14,525</b>	22,767
Loan receivable		–	3,270
Held-for-trading investments		<b>15,348</b>	–
Bank balances and cash		<b>47,093</b>	121,183
		<b>117,736</b>	182,624
<b>Current liabilities</b>			
Trade and other payables	<i>13</i>	<b>39,026</b>	34,644
<b>Net current assets</b>			
		<b>78,710</b>	147,980
<b>NET ASSETS</b>			
		<b>111,091</b>	164,383
<b>CAPITAL AND RESERVES</b>			
Share capital	<i>14</i>	<b>6,364</b>	318,201
Reserves		<b>104,727</b>	(153,818)
<b>TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>			
		<b>111,091</b>	164,383

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the six months ended 30 September 2012*

## 1 GENERAL

Tack Fiori International Group Limited (the “Company”, together with its subsidiaries, the “Group”) was incorporated in the Cayman Islands on 12 March 2001. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, George Town, Grand Cayman, Cayman Islands, British West Indies. The principal place of business is 8th Floor, China United Centre, No. 28 Marble Road, North Point, Hong Kong.

The Company is principally engaged in investment holding. The Group is principally engaged in apparel retailing business in the People’s Republic of China (the “PRC”) and luxury goods and accessories retailing business (watches, audio equipments and products and other accessories) and sale of crystal gemming service and products in Hong Kong and PRC.

The unaudited condensed consolidated financial statements for the six months ended 30 September 2012 are presented in Hong Kong dollars as Hong Kong dollars is considered as the most appropriate presentation currency in view of the Company’s past practice. All values are rounded to the nearest thousand (\$’000) except otherwise indicated.

## 2 BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for held-for-trading investments, which are measured at fair values.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2012 are the same as those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2012. In addition, the following accounting policies have become applicable to the Group:

### **Financial assets at fair value through profit or loss (“FVTPL”)**

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets and is included in the ‘change in fair value of held-for-trading investments’ line item in the consolidated statement of comprehensive income.

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA:

- Amendments to HKFRS 7 Financial instruments: Disclosures — Transfers of financial assets; and
- Amendments to HKAS 12 Deferred tax: Recovery of underlying assets.

The application of the above amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

#### 4 TURNOVER AND SEGMENT INFORMATION

The Group’s reportable and operating segments under HKFRS 8 Operating Segments, based on information reported to the chief operating decision maker (“CODM”), for the purposes of resource allocation and performance assessment are as follows:

- Apparel retailing business
- Luxury goods and accessories retailing business

The following is an analysis of the Group's revenue and results by reportable and operating segments:

##### For the six months ended 30 September 2012 (Unaudited)

	<b>Apparel retailing business \$'000</b>	<b>Luxury goods and accessories retailing business \$'000</b>	<b>Consolidated \$'000</b>
Segment revenue	14,369	2,877	17,246
Intra-segment revenue	(2,961)	—	(2,961)
	<u>11,408</u>	<u>2,877</u>	<u>14,285</u>
Segment result	(31,194)	(7,372)	(38,566)
Unallocated corporate expenses			(17,988)
Other income and gain			2,263
Change in fair value of held-for-trading investments			<u>(3,061)</u>
Loss before taxation			<u>(57,352)</u>

For the six months ended 30 September 2011 (Unaudited)

	Apparel retailing business \$'000	Luxury goods and accessories retailing business \$'000	Consolidated \$'000
Segment revenue	30,148	1,313	31,461
Intra-segment revenue	(1,881)	–	(1,881)
	<u>28,267</u>	<u>1,313</u>	<u>29,580</u>
Segment result	(22,448)	(2,826)	(25,274)
Other income and gain			63
Gain on debt restructuring			1,321,849
Gain on bargain purchase			21,563
Gain on deconsolidation of subsidiaries			56,376
Finance costs			<u>(12,711)</u>
Profit before taxation			<u>1,361,866</u>

## 5 GAIN ON DEBT RESTRUCTURING

During the period ended 30 September 2011, all the liabilities of the companies under the Schemes (as defined in the Company's circular dated 28 June 2011) were discharged by the cash consideration of HK\$50,000,000 and the issuance of creditors convertible bonds with a principal amount of HK\$20,000,000 with a tenure of 1 year and an interest rate of 2% per annum. The gain on debt restructuring, representing the excess of liabilities discharged over the cash consideration of HK\$50,000,000 and the creditors convertible bonds of HK\$20,000,000, was recognised in the condensed consolidated statement of comprehensive income for the six months ended 30 September 2011 and as follows:

	\$'000
Convertible bonds	122,172
Provision for bank loans guarantees for deconsolidated subsidiaries	935,991
Other borrowings	52,687
Accruals and other payables	46,332
Amounts due to deconsolidated subsidiaries	<u>234,667</u>
Liabilities discharged under the Schemes	1,391,849
Less: Cash consideration	50,000
Issuance of creditors convertible bonds	<u>20,000</u>
Gain on debt restructuring	<u>1,321,849</u>

## 6 GAIN ON BARGAIN PURCHASE

On 30 August 2011, the Group acquired 100% equity interest of Z & Z International Limited at cash consideration of HK\$16,000,000. The acquisition was accounted for using the acquisition method. Z & Z International Limited and its subsidiaries (“Z & Z Group”) are engaged in luxury goods and accessories retailing business. Z & Z Group was acquired so as to diversify the Group's retails business while certain products from Z & Z Group offer synergy to the Group's existing business which are in the interests of the Company and its shareholders as a whole.

### (a) Assets and liabilities recognised at the date of acquisition

	<b>Fair value</b> \$'000
Property, plant and equipment	3,009
Inventories	23,828
Loan receivables	3,058
Other receivables	4,158
Bank balances and cash	4,178
Trade payables	(410)
Other payables	(258)
	<u>37,563</u>

### (b) Gain on bargain purchase

	\$'000
Cash consideration transferred	(16,000)
Less: Fair value of recognised amount of identifiable net assets acquired	<u>37,563</u>
Gain on bargain purchase	<u>21,563</u>

### (c) Net cash outflow arising on acquisition

	\$'000
Cash consideration paid	(16,000)
Less: cash and cash equivalents acquired	<u>4,178</u>
	<u>(11,822)</u>

## 7 GAIN ON DECONSOLIDATION OF SUBSIDIARIES

During the period ended 30 September 2011, pursuant to the Schemes which was defined in the circular issued by the Company dated 28 June 2011, deconsolidation of certain subsidiaries were effected. The assets and liabilities of these subsidiaries were deconsolidated from the condensed consolidated financial statements of the Group and were as follows:

	<b>(Unaudited)</b>
	<i>\$'000</i>
Bank balances and cash	1,856
Trade receivables	23,699
Other receivables and prepayments	3,585
Trade payables	(13,695)
Accruals and other payables	(11,909)
Amount due to a holding company	(29,826)
	<hr/>
Net liabilities of the deconsolidated subsidiaries	(26,290)
Non-controlling interests	(46,949)
Released from exchange reserve	(12,963)
	<hr/>
	86,202
Impairment loss on amount due from a deconsolidated subsidiary	(29,826)
	<hr/>
Gain on deconsolidation of subsidiaries	(56,376)
	<hr/> <hr/>
<i>Bank balances and cash deconsolidated</i>	<hr/> <hr/> (1,856)

## 8 FINANCE COSTS

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2012</b>	2011
	<i>\$'000</i>	<i>\$'000</i>
Interest on bank advances, other borrowings and convertible bonds wholly repayable within five years	–	12,663
Bank charges	–	48
	<hr/>	<hr/>
	–	12,711
	<hr/> <hr/>	<hr/> <hr/>



## 9 (LOSS) PROFIT BEFORE TAXATION

(Loss) profit before taxation is arrived at after charging/(crediting):

	Unaudited	
	Six months ended	
	30 September	
	2012	2011
	\$'000	\$'000
Restructuring costs and charges	–	6,542
Cost of inventories sold	12,088	12,522
Depreciation of property, plant and equipment	2,828	1,452
Share-based payments (included in administrative expenses)	4,178	–
Interest income	(3)	(13)
	<u>          </u>	<u>          </u>

## 10 INCOME TAX

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods.

PRC Enterprise Income Tax is calculated at 25% of estimated assessable profits for both periods.

No Hong Kong Profits Tax and PRC Enterprise Income Tax was provided as there was no assessable profits for both periods.

## 11 (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to the owners of the Company is based on the following data:

	Six months ended	
	30 September	
	2012	2011
	\$'000	\$'000
<b>(Loss) earnings</b>		
(Loss) earnings for the purpose of basic (loss) earnings per share attributable to the owners of Company	(57,352)	1,362,032
Effect of dilutive potential ordinary shares — interest on convertible bonds	–	918
	<u>          </u>	<u>          </u>
(Loss) earnings for the purpose of diluted (loss) earnings per share	<u>(57,352)</u>	<u>1,362,950</u>
	'000	'000
		(restated)
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	636,402	172,080
Effect of dilutive potential ordinary shares — convertible bonds	–	45,790
	<u>          </u>	<u>          </u>
Weighted average number of ordinary shares for the purpose of diluted (loss) earnings per share	<u>636,402</u>	<u>217,870</u>

The weighted average number of ordinary shares for the purpose of basic (loss) earnings per share for the six months ended 30 September 2011 has been adjusted for share consolidation that took place on 23 August 2012 as disclosed in note 14.

## 12 TRADE AND OTHER RECEIVABLES

The Group allows an average credit period of 30–90 days to its trade customers. The following is an aging analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period:

	At 30 September 2012 \$'000 (unaudited)	At 31 March 2012 \$'000 (audited)
0–90 days	2,001	6,794
91–180 days	356	1,826
Over 180 days	245	1
	<u>2,602</u>	<u>8,621</u>

## 13 TRADE AND OTHER PAYABLES

The following is an aging analysis of trade payables presented based on the invoice date at the end of the reporting period:

	At 30 September 2012 \$'000 (unaudited)	At 31 March 2012 \$'000 (audited)
0–90 days	7,616	3,900
91–180 days	89	3,033
Over 180 days	5,195	1,827
	<u>12,900</u>	<u>8,760</u>

## 14 SHARE CAPITAL

	<i>Notes</i>	<b>Number of shares '000</b>	<b>Share capital \$'000</b>
Authorised:			
Ordinary shares of HK\$0.01 each at 1 April 2011		50,000,000	500,000
Share consolidation	<i>(a)</i>	<u>(45,000,000)</u>	<u>–</u>
Ordinary shares of HK\$0.10 each at 30 September 2011		<u>5,000,000</u>	<u>500,000</u>
Ordinary shares of HK\$0.10 each at 1 April 2012		5,000,000	500,000
Share consolidation	<i>(d)</i>	<u>(4,000,000)</u>	<u>–</u>
Share subdivision	<i>(d)</i>	<u>49,000,000</u>	<u>–</u>
Ordinary shares of HK\$0.01 each at 30 September 2012		<u>50,000,000</u>	<u>500,000</u>
Issued and fully paid:			
Ordinary shares of HK\$0.01 each at 1 April 2011 ( <i>audited</i> )		221,261	2,213
Shares issued upon open offer	<i>(b)</i>	15,001,474	150,014
Share consolidation	<i>(a)</i>	<u>(13,700,461)</u>	<u>–</u>
Conversion of convertible bonds	<i>(c)</i>	<u>776,421</u>	<u>77,642</u>
Ordinary shares of HK\$0.10 each at 30 September 2011 ( <i>unaudited</i> )		<u>2,298,695</u>	<u>229,869</u>
Ordinary shares of HK\$0.10 each at 1 April 2012 ( <i>audited</i> )		3,182,013	318,201
Share consolidation	<i>(d)</i>	<u>(2,545,611)</u>	<u>–</u>
Capital reduction	<i>(d)</i>	<u>–</u>	<u>(311,837)</u>
Ordinary shares of HK\$0.01 each at 30 September 2012 ( <i>unaudited</i> )		<u>636,402</u>	<u>6,364</u>

### Notes:

- (a) After completion of the Open Offer as defined in note (b) below, the Company implemented the share consolidation on the basis that every 10 issued and unissued shares of HK\$0.01 each was consolidated into one share of HK\$0.10 each.
- (b) The Company issued 15,001,474,104 new shares on the basis of 339 offer shares for every 5 shares of HK\$0.01 each (the “Open Offer”).
- (c) 776,421,160 ordinary shares of HK\$0.10 each were issued pursuant to the exercise of the conversion rights attaching to the Company’s convertible bonds at a conversion price of HK\$0.10 per share.
- (d) On 23 August 2012, the Group effected a capital reorganisation which involved the followings:
  - Share consolidation that every 5 issued and unissued ordinary shares of HK\$0.10 each be consolidated into 1 consolidated share of HK\$0.50 each;
  - Capital reduction that paid-up capital of the consolidated shares be cancelled to the extent of HK\$0.49 per consolidated share so as to form a new share of HK\$0.01 each;
  - Share subdivision that the authorised but unissued consolidated shares of HK\$0.50 each be subdivided into 50 shares of HK\$0.01 each; and

- Transfer of the entire amount of the credit arising from the capital reduction to accumulated losses of the Company amounted to approximately HK\$311,837,000.

## **15 CONTINGENT LIABILITIES**

The Group has no significant contingent liabilities at the balance sheet dates.

## **16 SIGNIFICANT SUBSEQUENT EVENT**

On 2 November 2012, the Company proposed to raise approximately HK\$79,550,000 before expenses by issuing not less than 318,201,240 new shares and to raise approximately HK\$95,460,000 before expenses by issuing not more than 381,841,488 new shares to the qualifying shareholders by way of the rights issue at a price of HK\$0.25 per rights share on the basis of one rights share for every two shares held by the qualifying shareholders on 15 November 2012.

## **FINANCIAL RESULTS**

For the six months ended 30 September 2012, the Group's turnover was approximately HK\$14.29 million (six months ended 30 September 2011: HK\$29.58 million), representing a decrease of approximately 51.7% from the corresponding period of last year.

The loss attributable to owners of the Company for the six months ended 30 September 2012 amounted to approximately HK\$57.35 million (profit attributable to owners of the Company for six months ended 30 September 2011: HK\$1,362.03 million). Loss per share was approximately HK9.01 cents as compared with earnings per share of approximately HK791.51 cents for the corresponding period of last year.

## **BUSINESS REVIEW**

For the six months ended 30 September 2012, the Group recorded a turnover of approximately HK\$14.29 million (six months ended 30 September 2011: HK\$29.58 million), representing a decrease of approximately 51.7% as compared to the corresponding period of last year. Included in the amount of turnover was HK\$2.88 million (six months ended 30 September 2011: HK\$1.31 million) generated by the luxury goods and accessories retailing business. Turnover of the apparel retailing business amounted to HK\$11.41 million (six months ended 30 September 2011: HK\$28.27 million), representing a decrease of approximately 59.6% as compared with the same period in the previous year. The decrease in turnover was due to the downturn in the retail market of PRC and delayed schedule of the new outlets opening. The Group's overall gross profit margin was 15.4% (six months ended 30 September 2011: 57.7%), such decrease was mainly due to the increase in production cost and other operating expenses.

The loss before taxation of the Group was approximately HK\$57.35 million (six months ended 30 September 2011: approximately HK\$37.92 million, excluding the gain on debt restructuring of approximately HK\$1,321.85 million, the gain on bargain purchase arising from business combination of approximately HK\$21.56 million and gain on deconsolidation of subsidiaries of approximately HK\$56.38 million), representing an increase of approximately 51.2% as compared with the same period in the previous year. Such increase was due to more marketing and distribution cost spent on re-branding of the Group's apparel product, the increase of administrative expenses and change in fair value of held-for-trading investments.

## **PROSPECTS**

### **Apparel retailing business**

Due to the fierce competition in the retail business compounded with a slower than expected economic growth in the PRC, the Group was not able to maintain business relationship with the existing authorized retailers or reach mutually favorable terms and conditions with potential authorized retailers. Thus, the Group has not been able to reach the expected growth rate of authorized retailers as stated in the Company's circular dated 28 June 2011. The management has been reviewing and assessing the business expansion plan from time to time. Pursuant to the existing market conditions, the management has decided to focus on the re-branding of the Group's apparel products and accessories and improving the performance of its self-operating stores. By doing so, the Group believes this will regain the confidence of the potential authorized retailers and increase the number of authorized retailers.

As of 30 September 2012, the total gross floor area of the Group's outlets stood at 4,574 square meters, amounting to over 70% of the expected accumulated floor area of 6,275 square meters stated in the Company's circular dated 28 June 2011. The Group continues to negotiate with strategic property developers and certain department stores in the PRC when opportunity arises so as to increase the Group's number of self-operating stores. However, the expansion plan of the Group was hindered by the renovation plans of certain department stores as well as the lengthy time required to finalize the cooperation terms with the potential business partners. Despite the above, given the amicable relationship between the Group and the mentioned potential business partners, the Group still expects that the accumulated shop area of 6,275 square meters can be achieved within 2013.

The Group has not been able to achieve the growth rate of authorized retailers as well as the number of self-operating stores as disclosed in the Company's circular dated 28 June 2011. In view of this, the Group is exploring the possibilities of business diversification. Notwithstanding the above, the Group continues to devote resources in its retail business and is committed to broaden its product variety as well as to enhance its brand image so as to increase the sales of the Group's retail business in the long run.

### **Luxury goods and accessories retailing business**

Turnover generated from luxury goods and accessories retailing business for the six months ended 30 September 2012 amounted to HK\$2.88 million (six months ended 30 September 2011: HK\$1.31 million). The segment result was loss of HK\$7.37 million (six months ended 30 September 2011: loss of HK\$2.83 million). The luxury goods and accessories retailing business was operated by Z & Z International Limited, a subsidiary acquired by the Group on 30 August 2011, and therefore its financial result have been consolidated from the date of acquisition to 30 September 2011 during the corresponding period of last year, which may not be comparable to the current period from 1 April 2012 to 30 September 2012. The Group faced prevailing tough operating environment in luxury goods and accessories retail business during the current period and the Group will continue to strive to implement further stringent cost control measures and streamline existing operations and structures to further enhance operational efficiency.

## **SIGNIFICANT SUBSEQUENT EVENT**

On 2 November 2012, the Company proposed to raise approximately HK\$79,550,000 before expenses by issuing not less than 318,201,240 new shares and to raise approximately HK\$95,460,000 before expenses by issuing not more than 381,841,488 new shares to the qualifying shareholders by way of the rights issue at a price of HK\$0.25 per rights share on the basis of one rights share for every two shares held by the qualifying shareholders on 15 November 2012.

## **AUDIT COMMITTEE**

The condensed consolidated financial statements of the Company for the six months ended 30 September 2012 have not been audited, but have been reviewed by the Company's Audit Committee and the Company's auditor. The Audit Committee comprises the three independent non-executive directors of the Company. The primary duties of the Audit Committee are, amongst other matters, to communicate with the management of the Company; and to review the accounting principles and practices, internal control, interim and annual results of the Group.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

For the six months ended 30 September 2012, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

## **INTERIM DIVIDEND**

There will not be a payment of an interim dividend for the six months ended 30 September 2012 (six months ended 30 September 2011: Nil).

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company's code on corporate governance practices was adopted by reference to the provisions of the Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules (the "CG Code").

None of the directors of the Company is aware of information that would reasonably indicate that the Company was not in compliance with the CG Code as of the date of the reporting, except that the Independent Non-executive Directors were not appointed for specific term. In accordance with the Provision 84 of the Articles of Association of the Company, 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 less than one-third) shall be retired from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

## **ADOPTED CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the “Model Code”) as the code of conduct regarding securities transactions by the Directors.

To the best knowledge of the Directors, after making reasonable enquiries, all the existing Directors have complied with the required standard set out in the Model Code during the six months ended 30 September 2012.

## **PUBLICATION OF FINANCIAL INFORMATION**

This results announcement is published on the web sites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.tackfiori.com](http://www.tackfiori.com)). The Group’s Interim Financial Report for 2012 will be despatched to the shareholders of the Company and available on the above web sites in due course.

By order of the Board  
**TACK FIORI INTERNATIONAL GROUP LIMITED**  
**Liu On Bong, Peter**  
*Vice Chairman*

Hong Kong, 29 November 2012

As at the date of this announcement, the Board comprises:

*Executive Directors:*

Mr. Chiu Siu Po (*Chairman*)  
Mr. Liu On Bong, Peter (*Vice Chairman*)  
Mr. Chan Chak Kai, Kenneth  
Mr. Wan Wai Hei, Wesley  
Mr. Au Wai June  
Mr. Ng Jackson

*Independent non-executive Directors:*

Dr. Leung Shiu Ki, Albert  
Mr. Robert James Iaia II  
Ms. Lam Yan Fong, Flora  
Mr. Yau Yan Ming, Raymond  
Mr. Miu H., Frank