

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

2022 INTERIM RESULTS ANNOUNCEMENT

The Board of Directors (the “**Board**”) of TFG International Group Limited (the “**Company**”) hereby announces the unaudited condensed consolidated interim financial information of the Company and its subsidiaries (together the “**Group**”) for the six months ended 30 June 2022 together with the comparative figures for the corresponding period in 2021, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		For the six months ended 30 June	
		2022	2021
		(Unaudited)	(Unaudited)
<i>Notes</i>		HK\$'000	HK\$'000
REVENUE	5	414,786	8,160
Cost of sales		<u>(390,998)</u>	<u>(1,542)</u>
Gross profit		23,788	6,618
Other income and gains	6	1,953	3,027
Selling expenses		(550)	(4,475)
Administrative and other expenses		(48,170)	(49,943)
Gain on disposal of subsidiaries	8	222,171	–
Impairment of trade receivables reversed		–	2,232
Finance costs	7	<u>(38,709)</u>	<u>(67,230)</u>
PROFIT/(LOSS) BEFORE TAX	9	160,483	(109,771)
Income tax expense	10	<u>(150)</u>	<u>(504)</u>
PROFIT/(LOSS) FOR THE PERIOD		<u>160,333</u>	<u>(110,275)</u>
Profit/(loss) for the period attributable to:			
Owners of the Company		165,836	(107,121)
Non-controlling interests		<u>(5,503)</u>	<u>(3,154)</u>
		<u>160,333</u>	<u>(110,275)</u>
		HK cents	HK cents
PROFIT/(LOSS) PER SHARE	11		
— Basic		<u>2.39</u>	<u>(1.54)</u>
— Diluted		<u>N/A</u>	<u>N/A</u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	For the six months ended 30 June	
	2022	2021
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
PROFIT/(LOSS) FOR THE PERIOD	<u>160,333</u>	<u>(110,275)</u>
OTHER COMPREHENSIVE INCOME		
Items that may be subsequently reclassified to profit or loss:		
Exchange differences arising on translation of foreign operations	<u>1,457</u>	<u>2,813</u>
Other comprehensive income for the period, net of tax	<u>1,457</u>	<u>2,813</u>
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	<u>161,790</u>	<u>(107,462)</u>
Total comprehensive income/(loss) for the period attributable to:		
Owners of the Company	<u>165,967</u>	(104,580)
Non-controlling interests	<u>(4,177)</u>	<u>(2,882)</u>
	<u>161,790</u>	<u>(107,462)</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 30 June 2022 (Unaudited) <i>HK\$'000</i>	As at 31 December 2021 (Audited) <i>HK\$'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment		185,879	199,495
Right-of-use assets		46,743	48,336
Properties under development	<i>12</i>	1,491,819	1,549,801
Licensing rights		7,370	8,329
		<hr/>	<hr/>
TOTAL NON-CURRENT ASSETS		1,731,811	1,805,961
		<hr/>	<hr/>
CURRENT ASSETS			
Properties held for sale	<i>13</i>	1,400,643	1,828,965
Trade receivables	<i>14</i>	59	61
Prepayments, deposits and other receivables		252,359	294,445
Restricted bank balances		289,484	439,905
Cash and cash equivalents		48,436	46,669
		<hr/>	<hr/>
		1,990,981	2,610,045
Assets of disposal group classified as held for sale		<hr/> – <hr/>	<hr/> 175,007 <hr/>
TOTAL CURRENT ASSETS		1,990,981	2,785,052
		<hr/>	<hr/>
TOTAL ASSETS		3,722,792	4,591,013
		<hr/>	<hr/>

		As at 30 June 2022 (Unaudited) HK\$'000	As at 31 December 2021 (Audited) HK\$'000
	<i>Notes</i>		
CURRENT LIABILITIES			
Trade payables, other payables and accruals	15	506,673	658,450
Contract liabilities	16	1,551,211	1,974,806
Amount due to non-controlling interest	17	2,049	2,142
Loans and borrowings — due within one year		486,468	785,245
		<u>2,546,401</u>	<u>3,420,643</u>
Liabilities directly associated with assets of disposal group classified as held for sale		—	50,340
TOTAL CURRENT LIABILITIES		<u>2,546,401</u>	<u>3,470,983</u>
NET CURRENT LIABILITIES		<u>(555,420)</u>	<u>(685,931)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,176,391</u>	<u>1,120,030</u>
NON-CURRENT LIABILITIES			
Loans and borrowings — due after one year		944,947	948,911
Amount due to a director	18	350	40,747
Promissory note payable	19	108,030	107,827
Long term lease liabilities		186	507
Deferred tax liabilities		144,932	145,239
TOTAL NON-CURRENT LIABILITIES		<u>1,198,445</u>	<u>1,243,231</u>
NET LIABILITIES		<u>(22,054)</u>	<u>(123,201)</u>
Share capital	20	69,464	69,464
Reserves		(66,737)	(233,033)
Equity attributable to owners of the Company		2,727	(163,569)
Non-controlling interests		(24,781)	40,368
TOTAL EQUITY		<u>(22,054)</u>	<u>(123,201)</u>

NOTES

1. CORPORATE INFORMATION

TFG International Group Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The registered office and principal place of business of the Company are located at Whitehall House, 238 North Church Street, George Town, Grand Cayman KY1-1102, Cayman Islands and Room 1301–1302, Laws Commercial Plaza, 788 Cheung Sha Wan Road, Kowloon, Hong Kong respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During the period, the Group’s activities mainly comprised properties development and hotel business in the People’s Republic of China (the “**PRC**”).

2 BASIS OF PREPARATION

The condensed consolidated financial statements for the six months ended 30 June 2022 have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The accounting policies and the basis of preparation adopted in the preparation of these condensed consolidated financial statements are consistent with those adopted in the Group’s annual financial statements for the year ended 31 December 2021, except for the adoption of the revised HKFRSs as disclosed in Note 3 below.

The condensed consolidated financial statements for the six months ended 30 June 2022 have been prepared under the historical cost convention, except for investment properties which have been measured at fair value. The condensed consolidated financial statements are presented in Hong Kong Dollars and all values are rounded to the nearest thousand except when otherwise indicated.

The directors of the Company have, at the time of approving the condensed consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the condensed consolidated financial statements.

3. PRINCIPAL ACCOUNTING POLICIES

These condensed consolidated interim financial information have been prepared on the historical basis, with the same accounting policies adopted in the 2021 annual financial statements, except for those that relate to new standards or interpretations issued by the HKICPA mandatory for the annual periods beginning on 1 January 2022. The effect of the adoption of these standards, amendments and interpretation is not material on these condensed consolidated interim financial statements.

In preparing these condensed consolidated interim financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to 2021 annual financial statements.

The HKICPA has issued a number of new or amendments to HKFRSs that are first effective for the current accounting period of the Group:

HKFRS 3 (Amendments)	Reference to the Conceptual Framework
HKAS 16 (Amendments)	Property, Plant and Equipment — Proceeds before Intended Use
HKAS 37 (Amendments)	Onerous Contracts — Cost of Fulfilling a Contract
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2018–2020

The adoption of these new or amendments to HKFRSs does not have any significant financial effect on the Group's condensed consolidated interim financial statements.

The Group has not adopted new or amendments to HKFRSs that have been issued but are not yet effective in advance. The directors anticipate that the adoption of these new or amendments to HKFRSs will have no material impact on the results and financial position of the Group.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group identifies reportable segments, on the basis of the products and services, for internal reports about components of the Group that are regularly reviewed by the chief operation decision makers for the purpose of allocating resources to segments and assessing their performances. There are three reportable operating segments identified as follows:

- (a) Property Development Business: Property development and provision of ancillary services including agency and clubhouse operating service;
- (b) Hotel Business: Sub-licensing rights to hotel operators and related hotel management activities; and
- (c) Other Business: Trading of hygiene products.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment results represent the profit or loss earned before tax before taking into account interest income from bank deposits, unallocated other income, unallocated corporate expenses (including central administration costs and directors' remuneration) and finance costs. This is the measure reported to the chief operation decision makers and the board of directors for the purposes of resource allocation and performance assessment.

For the six months ended 30 June

	Property Development		Hotel Business		Others		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
	(Unaudited) HK\$'000							
Segment revenue								
Revenue from contracts with customers								
— recognised at a point in time	408,151	454	-	-	-	258	408,151	712
— recognised over time	4,177	259	2,458	7,189	-	-	6,635	7,448
Total segment revenue	<u>412,328</u>	<u>713</u>	<u>2,458</u>	<u>7,189</u>	<u>-</u>	<u>258</u>	<u>414,786</u>	<u>8,160</u>
Segment loss	<u>(6,851)</u>	<u>(33,929)</u>	<u>(12,233)</u>	<u>(1,743)</u>	<u>-</u>	<u>(1,608)</u>	<u>(19,084)</u>	<u>(37,280)</u>
Reconciliation:								
Bank interest income							644	642
Other income							707	777
Gain on disposal of subsidiaries							222,171	-
Other unallocated expenses							(5,246)	(6,680)
Finance costs							<u>(38,709)</u>	<u>(67,230)</u>
Loss before tax							<u>160,483</u>	<u>(109,771)</u>

Note: There were no inter-segment sales for both of the six months ended 30 June 2022 and 30 June 2021.

Geographical information

The Group operates in one main geographical area — the PRC.

	For the six months ended 30 June	
	2022	2021
	(Unaudited) HK\$'000	(Unaudited) HK\$'000
REVENUE		
— PRC	<u>414,786</u>	<u>8,160</u>

Revenue from customers contributing over 10% of the total revenue of the Group

Revenue from individual customers contributing over 10% of the total revenue of the Group is as follows:

	For the six months ended 30 June	
	2022 (Unaudited) <i>HK\$'000</i>	2021 (Unaudited) <i>HK\$'000</i>
Customer A	—	6,829

5. REVENUE

Revenue represents the aggregate of income from sales of properties held for sale, sales of hygiene products, sub-licensing of operating rights and property agency income and is analysed as follows:

	For the six months ended 30 June	
	2022 (Unaudited) <i>HK\$'000</i>	2021 (Unaudited) <i>HK\$'000</i>
Sales of properties held for sale	408,151	454
Sales of hygiene products	—	258
Licensing income	2,458	7,189
Property agency income	4,177	259
	<u>414,786</u>	<u>8,160</u>

Disaggregated by timing of revenue recognition

	For the six months ended 30 June	
	2022 (Unaudited) <i>HK\$'000</i>	2021 (Unaudited) <i>HK\$'000</i>
Revenue recognised:		
— Point in time	408,151	712
— Over time	6,635	7,448
	<u>414,786</u>	<u>8,160</u>

6. OTHER INCOME AND GAINS

	For the six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Bank interest income	644	642
Government subsidies	80	–
Rental income	626	1,336
Others	603	1,049
	<u>1,953</u>	<u>3,027</u>

7. FINANCE COSTS

	For the six months ended 30 June	
	2022 (Unaudited) HK\$'000	2021 (Unaudited) HK\$'000
Interests on		
Loans and borrowings	36,978	76,251
Amounts due to directors	1,675	1,675
Promissory note	5,050	5,045
Lease liabilities	53	–
	<u>43,756</u>	<u>82,971</u>
Less: Amount capitalised on properties under development	<u>(5,047)</u>	<u>(15,741)</u>
	<u>38,709</u>	<u>67,230</u>

The borrowing costs have been capitalised at the rates ranged from 8.8% to 13% (six months ended 30 June 2021: from 8.8% to 13%) per annum.

8. DISPOSAL OF SUBSIDIARIES

Disposal of Ceneric Properties Limited

On 5 November 2021, the Company entered into a sale and purchase agreement (the “**Agreement**”) with a purchaser, pursuant to which the Company conditionally agreed to sell and the purchaser conditionally agreed to buy the entire issued share capital of a direct wholly-owned subsidiary of the Company (the “**Disposal Company**”) together with its subsidiaries (the “**Disposal Group**”) (the “**Disposal**”) for a consideration of HK\$282,000,000 (the “**Consideration**”). The purchaser whose sole director is Mr. Yang Lijun (“**Mr. Yang**”) who indirectly holds the entire issued share capital of the purchaser. Mr. Yang is also a controlling shareholder, an executive director, and a chairman of the board of directors of the Company. Therefore, the purchaser is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Disposal also constitutes a connected transaction of the Company. The Disposal had been approved by the shareholders of the Company at an EGM held on 22 April 2022, and was completed on 20 May 2022.

The assets and liabilities of disposal group as at the date of disposal were as follow:

	20/05/2022
	<i>HK\$'000</i>
Fixed assets	1
Investment properties	10,921
Pledged bank balance	1,056
Property held for sales	1,312
Amount due from immediate holding company	43,132
Accounts receivable	364
Other debtors, deposit paid and prepayment	17
Property under development	67,140
Cash at bank	28,413
Other creditors	(772)
Accrued liabilities	(1,117)
Deferred tax liabilities	(1,561)
	<u>148,906</u>
Non-controlling interest	(47,191)
	<u>101,715</u>
Gain on disposal of subsidiaries:	
Consideration received/receivable	282,000
Waiver of loan due to disposal group	43,132
Payment of professional fees	(1,246)
Net assets disposed of	(101,715)
	<u>222,171</u>
Gain on disposal of a subsidiary	<u>222,171</u>
Net cash inflow arising on disposal:	
Cash consideration received	282,000
Less: Bank balances and cash disposal of	(28,413)
	<u>253,587</u>

During the six months ended 30 June 2022, the Disposal Group contributed approximately HK\$11,525,000 of revenue and HK\$9,528,000 of profit before tax to the Group. It also contributed net cash outflow approximately of HK\$10,068,000 to the Group.

9. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

	For the six months ended 30 June	
	2022	2021
	(Unaudited) HK\$'000	(Unaudited) HK\$'000
Cost of sales		
Cost of properties sold	388,220	143
Cost of inventories sold	–	406
Amortisation of licensing rights	942	942
Property agency service charges	1,836	51
	<u>390,998</u>	<u>1,542</u>
Depreciation of property, plant and equipment	9,829	10,362
Depreciation of right-of-use assets	283	61
Loss on disposal of property, plant and equipment	48	123
Rental expenses for short-term leases	117	2,025
Auditors' remuneration	132	166
Employee benefit expenses (including directors' remuneration)		
— Wages and salaries	10,150	10,146
— Retirement benefits scheme contributions	907	675
Exchange loss/(gains), net	<u>19,347</u>	<u>(2,750)</u>

10. INCOME TAX EXPENSE

	For the six months ended 30 June	
	2022	2021
	(Unaudited) HK\$'000	(Unaudited) HK\$'000
Current tax expense		
PRC enterprise income tax		
— Provision for the year	(350)	(704)
— Under provision in prior year	–	–
	<u>(350)</u>	<u>(704)</u>
Deferred tax credit	<u>200</u>	<u>200</u>
Income tax expense	<u>(150)</u>	<u>(504)</u>

No provision for Hong Kong profits tax has been made in the consolidated interim financial statements as the Group has no assessable profit arising in Hong Kong for both of the periods presented.

PRC enterprise income tax is calculated at 25% (six months ended 30 June 2021: 25%) of the profits of the group entities in the PRC.

11. PROFIT/(LOSS) PER SHARE

The calculation of the basic profit/(loss) per share is based on the profit/(loss) attributable to owners of the Company amounted to HK\$165,836,000 (six months ended 30 June 2021: HK\$107,121,000), and 6,946,350,040 (six months ended 30 June 2021: 6,946,350,040) ordinary shares in issue during the period.

No diluted profit/(loss) per share for both of the periods ended 30 June 2022 and 2021 was presented as there were no potential ordinary shares in issue for both of the periods.

12. PROPERTIES UNDER DEVELOPMENT

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Properties under development, at cost	<u>1,491,819</u>	<u>1,549,801</u>

The properties are located in Hengqin and Doumen district, Zhuhai City, the PRC.

13. PROPERTIES HELD FOR SALE

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Properties held for sale		
— Completed	—	—
— Under development	<u>1,400,643</u>	<u>1,828,965</u>
	<u>1,400,643</u>	<u>1,828,965</u>

14. TRADE RECEIVABLES

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Trade receivables, gross	100,006	94,965
Impairment loss recognised	(99,947)	(94,904)
	59	61

Credit period normally granted to customers of the Group is 30 days.

An aged analysis of the trade receivables after impairment loss recognised, based on invoice date, is as follows:

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Within 1 month	59	61
1–3 months	–	–
4–12 months	–	–
	59	61

Movements in impairment loss recognised on trade receivables are as follows:

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
At the beginning of the period/year	94,904	91,873
Impairment loss recognised, net	–	–
Exchange realignment	5,043	3,031
At the end of the period/year	99,947	94,904

15. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Trade payables for property development expenditure (<i>Note a</i>)	149,617	275,204
Value-added tax payable	143,813	140,343
Interest payable	90,892	92,355
Lease liabilities	576	542
Other payables and accruals	121,775	150,006
	<u>506,673</u>	<u>658,450</u>

Note:

- (a) The following is an aged analysis of trade payables for property development expenditure presented based on the invoice date:

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Within 1 month	56,074	143,020
1–3 months	93,543	132,184
	<u>149,617</u>	<u>275,204</u>

16. CONTRACT LIABILITIES

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Advance payments received for sales of properties	<u>1,551,211</u>	<u>1,974,806</u>

The Group received payments from customers based on billing schedules as stipulated in the property sale contracts. Payments are usually received in advance of the performance under the sale contracts.

17. AMOUNT DUE TO NON-CONTROLLING INTEREST

The amount due to non-controlling interest is unsecured, interest free and has no fixed repayment terms.

18. AMOUNT DUE TO A DIRECTOR

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Amount due to a director repayable:		
— Within one year	—	—
— Within a period of more than one year but not exceeding two years	350	40,747
— Within a period of more than two years but not exceeding five years	—	—
	<u>—</u>	<u>—</u>
	350	40,747
	<u>350</u>	<u>40,747</u>
Analysed for reporting purpose:		
— Current liabilities	—	—
— Non-current liabilities	350	40,747
	<u>—</u>	<u>—</u>
	350	40,747
	<u>350</u>	<u>40,747</u>

The amount due to a director, Mr. Yang Lijun is unsecured, carries interest at 13% per annum (31 December 2021: 9% to 13% per annum).

19. PROMISSORY NOTE PAYABLE

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Promissory note payable:		
— Within a period of more than one year but not exceeding two years	108,030	107,827
— Within a period of more than two years but not exceeding five years	—	—
	<u>—</u>	<u>—</u>
	108,030	107,827
	<u>108,030</u>	<u>107,827</u>

20. SHARE CAPITAL

	30 June 2022 (Unaudited) HK\$'000	31 December 2021 (Audited) HK\$'000
Authorised:		
100,000,000,000 (31 December 2021: 100,000,000,000) ordinary shares of HK\$0.01 each	<u>1,000,000</u>	<u>1,000,000</u>
Issued and fully paid:		
6,946,350,040 (31 December 2021: 6,946,350,040) ordinary shares of HK\$0.01 each	<u>69,464</u>	<u>69,464</u>

21. DIVIDEND

No dividend was paid or proposed for the six months ended 30 June 2022, nor had any dividend been proposed since the end of the reporting period (31 December 2021: Nil).

22. PROJECT COMMITMENTS

As at 30 June 2022, the Group had outstanding commitments for property development expenditure and acquisition of land for development contracted but not provided for amounted to approximately HK\$829,212,000 (31 December 2021: HK\$832,008,000).

23. CAPITAL COMMITMENTS

The Group did not have any significant capital commitments as at 30 June 2022 and 31 December 2021.

24. CONTINGENT LIABILITIES

As at 30 June 2022, the Group had contingent liabilities amounting to HK\$355,100,000 (31 December 2021: HK\$365,046,000) in respect of the buy-back guarantee in favour of banks to secure mortgage loan facilities granted to the purchasers of the Group's properties.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the six months ended 30 June 2022, the Group's revenue was approximately of HK\$414.8 million, compared to HK\$8.2 million for the corresponding period 2021. The significant increase in the Group's revenue was mainly due to the recognition of revenue after the delivery of completed properties to the property buyers during the period. The Group recorded a profit before tax of approximately HK\$160.5 million, compared to the loss of HK\$ 109.8 million for the corresponding period 2021. The profit, amongst other things, was mainly attributable to the recognition of an one-off gain from the disposal of subsidiaries which was completed in May 2022.

Profit attributable to the owners of the Company for the six months ended 30 June 2022 was approximately of HK\$165.8 million, compared to a loss of HK\$107.1 million for the corresponding period in 2021.

PROPERTY DEVELOPMENT SEGMENT

Revenue of the property development segment for the six months ended 30 June 2022 was approximately of HK\$412.3 million, compared to HK\$0.7 million for the corresponding period 2021. Loss of the property development segment for the six months ended 30 June 2022 was HK\$6.9 million, compared to the loss of HK\$33.9 million for the corresponding period in 2021. The loss was due to most of the properties are in the construction stage. Revenue cannot be recognised until the completed properties are to be delivered to property buyers from first half of 2022 onwards.

During the six months ended 30 June 2022, the Group had three projects under development on hand, namely German City project located in Hengqin, Fuyuan Junting project located in Chengdu, and Fuyuan Square project located in Doumen, respectively.

German City project holds a land parcel of gross floor area of approximately 145,176 sq.m., of which approximately 49,999 sq.m. is available for sale. The land parcel is located in Hengqin New District, Zhuhai City, the PRC and is designated to be developed into a research and commercial complex. The pre-sale activities of German City project had started in the 4th quarter of 2019. Up to 30 June 2022, German City project had achieved sales contracts amounted to 54.8% of its gross saleable areas available for sale. Construction work of the project is expected to be completed by the end of 2022.

Fuyuan Junting project holds two land parcels of total gross floor area of approximately 120,500 sq.m., of which 85,102 sq.m. is available for sale. The land parcel is located in Ande Zhen, Pidu District, Chengdu City, the PRC and is designated to be developed into a residential and commercial complex. The pre-sale activities of Fuyuan Junting project had started in the 4th quarter of 2019. Up to 30 June 2022, first phase and second phase of Fuyuan Junting project had achieved sales contracts approximately 98.5% and 45.2% of its respective total gross saleable areas available for sale. Construction work of the first phase had been completed and the completed properties have been handed over to the buyers from May 2022 onwards. Construction work of the second phase is expected to be completed by the end of 2022.

Fuyuan Square project holds a land parcel of gross floor area of approximately 197,391 sq.m., of which 61,654 sq.m. is available for sale. The land parcel is located in Doumen District, Zhuhai City, the PRC and is designated to be developed into a commercial complex comprising office towers, a 5-star standard hotel and a shopping center with basement car parks. The pre-sale activities of Fuyuan Square project had started in July 2020. Up to 30 June 2022, Fuyuan Square project had achieved sales contracts approximately 59.2% of its total gross saleable areas available for sale. Construction work of the project will be completed from 2nd quarter 2022 to 2024.

The Group is striving to accelerate the progress of pre-sale of properties.

HOTEL BUSINESS

For the six months ended 30 June 2022, the hotel business segment recorded revenue from the sub-licensing of operating right amounting to HK\$2.5 million, compared to HK\$7.2 million for the corresponding period 2021. Loss of the segment amounted to HK\$12.2 million for the six months ended 30 June 2022, compared to a loss of HK\$1.7 million for the corresponding period 2021. The loss is mainly attributable to the depreciation of property, plant and equipment, and finance costs incurred during the period.

Geographical Segment

During the period, the Group did not have revenue generated from Hong Kong, and the revenue so generated elsewhere in the PRC mainly related to hotel business and property development.

MATERIAL ACQUISITIONS AND DISPOSALS

On 5 November 2021, the Company entered into a sale and purchase agreement (the “**Agreement**”) with a purchaser, pursuant to which the Company conditionally agreed to sell and the purchaser conditionally agreed to buy the entire issued share capital of a direct wholly-owned subsidiary of the Company (the “**Disposal Company**”) together with its subsidiaries (the “**Disposal Group**”) (the “**Disposal**”) for a consideration of HK\$282,000,000 (the “**Consideration**”). The purchaser whose sole director is Mr. Yang Lijun (“**Mr. Yang**”) who indirectly holds the entire issued share capital of the purchaser. Mr. Yang is also a controlling shareholder, an executive director, and a chairman of the board of directors of the Company. Therefore, the purchaser is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Disposal also constitutes a connected transaction of the Company. The Disposal had been approved by the shareholders of the Company at an EGM held on 22 April 2022, and was completed on 20 May 2022.

REVIEW OF FINANCIAL POSITION

Overview

Non-current assets of the Group as at 30 June 2022, consisting mainly of property under development, property, plant and equipment, right-of-use assets, and licensing rights amounted to a total of HK\$1,731.8 million, compared to HK\$1,806.0 million as at 31 December 2021. Current assets as at 30 June 2022 amounted to HK\$1,991.0 million, compared to HK\$2,785.1 million as at 31 December 2021. Current liabilities as at 30 June 2022 amounted to HK\$2,546.4 million, compared to HK\$3,471.0 million as at 31 December 2021. Non-current liabilities as at 30 June 2022 amounted to HK\$1,198.4 million, compared to HK\$1,243.2 million as at 31 December 2021. The decrease in current liabilities was mainly attributable to (1) the reduction in contract liabilities as a result of the Group’s revenue recognition after the delivery of completed properties to property buyers in the first half of 2022, and (2) the repayment of loans and borrowings due within one year. Net liabilities of the Group dropped from HK\$123.2 million as at 31 December 2021 to HK\$22.1 million as at 30 June 2022. The Group’s financial position has been improved substantially.

Capital Structure, Liquidity and Financial Resources

As at 30 June 2022, the Group’s total interest bearing borrowings amounted to HK\$1,539.8 million (31 December 2021: HK\$1,882.7 million) which comprised borrowings from financial institutions approximately of HK\$392.4 million (31 December 2021: HK\$413.3 million), borrowings from independent third parties of HK\$974.8 million (31 December 2021: HK\$1,256.7 million), promissory note payable of HK\$108.0 million (31 December 2021: HK\$107.8 million), amount due to a non-controlling shareholder of HK\$64.2 million (31 December 2021: HK\$64.2 million), and amount due to a director of HK\$0.4 million (31 December 2021: HK\$40.7 million).

The Group's total equity as at 30 June 2022 was deficiency of HK\$22.1 million (31 December 2021: deficiency of HK\$123.2 million).

The Group's gearing ratio as at 30 June 2022 is not presented (31 December 2021: not presented). The gearing ratio was calculated on the basis of total interest bearing borrowings over the total equity of the Group. The significant increase in gearing ratio is mainly due to substantial amount of interest bearing borrowings raised to finance the acquisition of Fuyuan Square project in 2020 and the property development projects of the Group.

As part of treasury management, the Group centralises funding for all of its operations at the Group level. The Group's foreign currency exposure relates mainly to Renminbi, which is derived from its hotel business, the sales of the property units in Zhongshan, and other property development projects in the PRC.

Capital Commitments

The Group did not have any significant capital commitment as at 30 June 2022 (31 December 2021: Nil).

Project Commitments

As at 30 June 2022, the Group had outstanding commitments in respect of the property development expenditure and acquisition of land for development, which were contracted but not provided for, amounted to approximately HK\$829.2 million (31 December 2021: HK\$832.0 million).

Contingent Liabilities

As at 30 June 2022, the Group had contingent liabilities amounting to HK\$355.1 million (31 December 2021: HK\$365.0 million). The contingent liabilities were mainly in respect of buy-back guarantees in favour of banks to secure mortgage loans granted to the property buyers of the Group. The Board considered that in case of default in payments, the related properties will be sold at prices which exceed the outstanding mortgage principals together with the accrued interest and penalty, therefore, no provision has been made in the financial statements for the guarantees.

Charges on Group Assets

As at 30 June 2022, part of the Group's leasehold land and buildings with a carrying amount of HK\$231.5 million (31 December 2021: HK\$246.2 million) had been pledged to a financial institution to secure mortgage loans. Restricted bank balance of HK\$289.5 million (31 December 2021: HK\$439.9 million) were pledged to certain banks for facilities granted to the Group.

Going Concern and Mitigation Measures

In the Company's 2021 annual report (the "**2021 Annual Report**"), the Company's auditor (the "**Auditors**") expressed a disclaimer of opinion on the Company's consolidated financial statements for the year ended 31 December 2021 on material uncertainty relating to going concern (the "**Disclaimer**"). The Group reported net current liabilities approximately of HK\$685.9 million as at 31 December 2021 and loss before tax approximately of HK\$341.1 million for the year ended 31 December 2021. The Directors and the management had carried out certain action plans and measures during the first six months ended 30 June 2022 to improve the Group's liquidity and financial performance. Detailed attainments include:

1. The Company completed a transaction to dispose a direct wholly-owned subsidiary in May 2022 which gave rise to an one-off gain on disposal approximately of HK\$223.2 million. Proceeds of the transaction were applied to repay loans and borrowings and accrued interest. Accordingly, loans and borrowings of the Group as at 30 June 2022 dropped by approximately of HK\$302.7 million on the base of 31 December 2021.
2. The Group recognised revenue from the sales of properties approximately of HK\$408.2 million during the first six months of 2022 upon handing over of completed properties to property buyers. Accordingly, contract liabilities of the Group as at 30 June 2022 dropped by approximately of HK\$423.6 million on the base of 31 December 2021.
3. The Group is in active negotiation with financial institutions and independent third-party lenders to extend the loans and borrowings, and revise the repayment schedule. To-date, certain loans and borrowings had been agreed with a third-party lender to extend the maturity date.
4. The Group has formulated plans to hand over completed properties to property buyers from second half of 2022 onwards.

The management is striving to carry out all possible action plans and measures to improve the financial position and performance of the Group.

STAFF ANALYSIS

The total number of staff employed by the Group as at 30 June 2022 was 120, compared to 156 as at 31 December 2021. As part of the Group's human resources policy, employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus scale. Currently, the Group continues to implement its overall human resource training and development programme and to equip its employees with the necessary knowledge, skills and experience to deal with the existing and future requirements and challenges.

OUTLOOK

Outlook and Planning

The outbreak of COVID-19 in early 2020 continuously affects the global economy, which also presents uncertainties and difficulties to the Group's property development business in China. Although there are stabilisation policies in favour of property market adopted by China central government recently, the buying sentiment of property buyers in China seems not to be recovered in first half of 2022. In 2022, operating environments of the Group remain volatile and challenging. The future operating performance of the Group is difficult to predict. The Group will continue focusing on the pre-sales of properties to keep the business growth.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Compliance With Code On Corporate Governance Practices

The Company is committed to maintain high corporate governance standards and uphold accountability and transparency.

During the six months ended 30 June 2022, the Company has applied the principles of and complied with the applicable code provisions of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules, except for certain deviations which are summarised below:

Code Provisions F.2.2

Code Provision F.2.2 stipulates that the chairman of the board should attend the annual general meeting. The chairman of the board should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, the chairman should invite another member of the committee or failing this their duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

The Chairman of the Board who is also an executive director of the Company and one (1) independent non-executive director did not attend the extraordinary general meeting held on 22 April 2022 (the “**202204 EGM**”) because of the COVID-19 pandemic and/or their other business engagements. However, the Chairman of the Audit Committee and the Chairman of the Remuneration Committee who were independent non-executive directors of the Company had attended the 202204 EGM to answer questions.

The Chairman of the Board who is also an executive director of the Company, one (1) another executive director, one (1) non-executive director, and one (1) independent non-executive director could not attend the annual general meeting (the “**AGM**”) and the extraordinary general meeting of the Company held on 27 June 2022 (the “**202206 EGM**”) because of the COVID-19 pandemic and/or their other business engagements. However, the Chairman of the Remuneration Committee and the Chairman of the Nomination Committee who were independent non-executive directors of the Company had attended the AGM and 202206 EGM to answer questions.

Further information on the Company’s corporate governance practices during the period under review will be set out in the Corporate Governance Report to be contained in the Company’s 2022 Annual Report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. Having made specific enquiry to the directors, all the directors confirmed that they had complied with the required standards as set out in the Model Code during the six months ended 30 June 2022.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

A special resolution was passed by the shareholders of the Company at an extraordinary general meeting held on 27 June 2022 to make certain amendments to the memorandum and articles of association of the Company for the purposes of, amongst other things (i) conforming to a uniform set of 14 core standards for shareholder protections as required by Appendix 3 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 1 January 2022 onwards, and (ii) allowing general meetings of the Company to be held as an electronic meeting or hybrid meeting.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s shares.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The Board has established the audit committee of the Company (the “**Audit Committee**”) which comprises three independent non-executive directors.

The Audit Committee and the management of the Company have reviewed the Group’s unaudited condensed consolidated financial information for the six months ended 30 June 2022.

DISCLOSURE OF INFORMATION

The interim report of the Group for the six months ended 30 June 2022 containing the relevant information required by the Listing Rules will subsequently be published on the Company’s and the Stock Exchange’s websites in due course.

The financial information contained herein in respect of the interim results of the Group have not been audited and have not been agreed with the auditors. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 16 August 2022

As at the date of this announcement, the Board comprises Mr. YANG Lijun (Chairman) and Mr. GAO Jingyao being the executive Directors, Mr. WONG Kui Shing, Danny being the non-executive Director, and Ms. CHAN Hoi Ling, Ms. SO Wai Lam and Mr. SUNG Yat Chun, being the independent non-executive Directors.