



ZHONG HUA INTERNATIONAL HOLDINGS LIMITED

中華國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

Stock Code : 1064



\* For identification purpose only

Interim Report 08

## BOARD OF DIRECTORS

### Executive Director

Ho Kam Hung (*Managing Director*)

### Non-Executive Directors

Lam Kuo (*Chairman*)

Young Kwok Sui

### Independent Non-Executive Directors

Lawrence K. Tam

Wong Miu Ting, Ivy

Wong Kui Fai

## COMPANY SECRETARY

Lee Tao Wai, *HKICPA*

## REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 2911, West Tower

Shun Tak Centre

168-200 Connaught Road Central

Central

Hong Kong

## PRINCIPAL OFFICE IN CHINA

Level 14, Gang Yu Square

Chiaodong Road

Chiaotianmen

Chongqing

## AUDITORS

Ernst & Young

*Certified Public Accountants*

18th Floor, Two International Finance Centre

8 Finance Street

Central

Hong Kong

## 董事會

### 執行董事

何鑑雄 (*董事總經理*)

### 非執行董事

林戈 (*主席*)

楊國瑞

### 獨立非執行董事

譚剛

黃妙婷

黃鉅輝

## 公司秘書

李道偉, *香港執業會計師*

## 註冊辦事處

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

## 香港總辦事處及主要營業地點

香港

中環

干諾道中168至200號

信德中心

西座2911室

## 中國主要辦事處

重慶

朝天門

朝東路

港渝廣場14樓

## 核數師

安永會計師事務所

*執業會計師*

香港

中環

金融街8號

國際金融中心二期18樓

## Legal Advisers

*As to Hong Kong Law*  
Richards Butler  
20th Floor, Alexandra House  
16-20 Chater Road  
Central  
Hong Kong

*As to Bermuda Law*  
Conyers Dill & Pearman  
3408 Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

## PROPERTY VALUERS

Savills Valuation and Professional Services  
Limited  
23rd Floor, Two Exchange Square  
Central  
Hong Kong

Vigers Appraisal and Consulting Limited  
10th Floor, The Grande Building  
398 Kwun Tong Road  
Kwun Tong  
Kowloon  
Hong Kong

## PRINCIPAL BANKERS

The Wing Hang Bank Limited,  
Guangzhou Branch  
The Hongkong and Shanghai Banking  
Corporation Limited

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Corporate Services Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

## 法律顧問

香港法律  
齊伯禮律師行  
香港  
中環  
遮打道16-20號  
歷山大廈20樓

百慕達法律  
Conyers Dill & Pearman  
香港  
中環  
康樂廣場8號  
交易廣場第二座3408室

## 物業估值師

第一太平洋戴維斯估值及專業顧問  
有限公司  
香港  
中環  
交易廣場第二座23樓

威格斯資產評估顧問有限公司  
香港  
九龍  
觀塘  
觀塘道398號  
嘉域大廈10樓

## 主要往來銀行

永亨銀行有限公司，  
廣州分行  
香港上海滙豐銀行  
有限公司

## 股份登記及過戶總處

Butterfield Corporate Services Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

## 香港股份登記及過戶分處

卓佳登捷時有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

**UNAUDITED INTERIM RESULTS**

The Board of Directors (the "Directors") of Zhong Hua International Holdings Limited (the "Company") would like to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2008 (the "Interim Results"), together with the comparative figures for the corresponding period in 2007, as follows:

**未經審核中期業績**

中華國際控股有限公司(「本公司」)董事會(「董事會」)宣佈，本公司及其附屬公司(統稱「本集團」)截至二零零八年六月三十日止六個月之未經審核綜合業績(「中期業績」)，連同二零零七年同期之比較數字如下：

**CONDENSED CONSOLIDATED INCOME STATEMENT**
**簡明綜合收益表**

For the six months ended 30 June  
截至六月三十日止六個月

		2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元
	Notes 附註		
<b>CONTINUING OPERATIONS</b>	<b>持續經營業務</b>		
Revenue	收益	16,134	4,603
Other income	其他收入	4,239	2,087
Administrative expenses	行政開支	(5,720)	(6,238)
Other operating expenses, net	其他經營開支淨額	(3,736)	(1,875)
Finance costs	財務費用	(4,945)	(1,211)
<b>PROFIT/(LOSS) BEFORE TAX</b>	<b>稅前溢利/(虧損)</b>	<b>5,972</b>	<b>(2,634)</b>
Tax	稅項	(3,946)	(933)
<b>PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS</b>	<b>持續經營業務之期間溢利/(虧損)</b>	<b>2,026</b>	<b>(3,567)</b>
<b>DISCONTINUED OPERATION</b>	<b>終止經營業務</b>		
Loss for the period from a discontinued operation	終止經營業務之期間虧損	-	(1,335)
<b>PROFIT/(LOSS) FOR THE PERIOD</b>	<b>期間溢利/(虧損)</b>	<b>2,026</b>	<b>(4,902)</b>
<b>ATTRIBUTABLE TO:</b>	<b>歸屬於：</b>		
Equity holders of the Company	本公司權益持有人	(3,021)	(4,902)
Minority Interests	少數股東權益	5,047	-
		<b>2,026</b>	<b>(4,902)</b>
<b>LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	<b>本公司普通股權益持有人應佔每股虧損</b>		
<b>Basic</b>	<b>基本</b>		
- For loss for the period	- 期間虧損	HK(0.26) cents港仙	HK(0.80) cents港仙
- For loss for the period from continuing operations	- 持續經營業務之期間虧損	HK(0.26) cents港仙	HK(0.58) cents港仙
<b>Diluted</b>	<b>攤薄</b>		
- For loss for the period	- 期間虧損	N/A 不適用	N/A 不適用
- For loss for the period from continuing operations	- 持續經營業務之期間虧損	N/A 不適用	N/A 不適用

**CONDENSED CONSOLIDATED BALANCE SHEET**      **簡明綜合資產負債表**

		30 June 2008 二零零八年 六月三十日 (Unaudited) (未經審核)	31 December 2007 二零零七年 十二月三十一日 (Audited) (經審核)
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	9,739	9,795
Investment properties	投資物業	3,285,800	3,088,413
Pledged deposits	已抵押存款	3,689	1,676
Total non-current assets	非流動資產總額	3,299,228	3,099,884
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Properties held for sales	持作銷售物業	37,724	35,407
Trade receivables	貿易應收款項	31,292	32,434
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	62,753	22,713
Cash and cash equivalents	現金及現金等值項目	3,036	100,527
Total current assets	流動資產總額	134,805	191,081
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Trade payables	貿易應付款項	(26,597)	(25,015)
Tax payable	應付稅項	(24,305)	(19,161)
Other payables and accruals	其他應付款項及應計負債	(43,761)	(46,341)
Due to directors	應付董事款項	-	(11,403)
Interest-bearing bank and other borrowings	計息銀行貸款及其他借款	(14,815)	(10,910)
Total current liabilities	流動負債總額	(109,478)	(112,830)
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>	25,327	78,251
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	3,324,555	3,178,135

**CONDENSED CONSOLIDATED BALANCE SHEET (Cont'd)**
**簡明綜合資產負債表 (續)**

		30 June 2008 二零零八年 六月三十日 (Unaudited) (未經審核)	31 December 2007 二零零七年 十二月三十一日 (Audited) (經審核)
		Notes 附註 HK\$'000 千港元	HK\$'000 千港元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Loan from a director	董事貸款	(72,937)	(68,459)
Due to a director	應付董事款項	(64,946)	(63,542)
Long term other payable	其他長期應付款	(109,142)	(106,956)
Convertible bond	可換股債券	(48,118)	(41,492)
Promissory note	承兌票據	(21,545)	(100,000)
Interest-bearing bank and other borrowings	計息銀行貸款及 其他借款	(53,216)	(24,318)
Deferred tax liabilities	遞延稅項負債	(687,282)	(646,545)
Total non-current liabilities	非流動負債總額	(1,057,186)	(1,051,312)
Net assets	淨資產	2,267,369	2,126,823
<b>EQUITY</b>	<b>權益</b>		
Equity attributable to equity holders of the Company	本公司權益持有人應佔 權益		
Issued capital	已發行股本	232,808	232,808
Reserves	儲備	485,121	444,650
		717,929	677,458
Minority interests	少數股東權益	1,549,440	1,449,365
<b>Total equity</b>	<b>總權益</b>	2,267,369	2,126,823

## 簡明綜合股權變動報表

CONDENSED CONSOLIDATED STATEMENT OF  
CHANGES IN EQUITY

Attributable to equity holders of the Company

歸屬於本公司權益持有人

	Share		Equity		Retained profits/ losses	Exchange fluctuation reserve	Minority interest	Total reserves
	Issued capital	Share premium account	Share option scheme reserve	Equity component of convertible bond				
	已發行股本	溢價賬	購股權計劃儲備	可換股票券之權益部分	保留溢利/ (累計虧損)	匯兌波動儲備	少數股東權益	總權益
	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2008	232,808	383,226	277	44,737	(102,019)	38,171	1,449,365	2,126,823
Exchange adjustment on translation of financial statements of foreign entities	-	-	-	-	-	43,492	95,028	138,520
Profit/(loss) for the period	-	-	-	-	(3,021)	-	5,047	2,026
At 30 June 2008 (Unaudited)	232,808	383,226	277	44,737	(105,040)	81,663	1,549,440	2,267,369

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd) 簡明綜合股權變動報表(續)

Atributable to equity holders of the Company

歸屬於本公司權益持有人

	Issued capital 已發行股本 (Unaudited) (未經審核) HK\$'000 千港元	Share premium account 溢價賬 股份 (Unaudited) (未經審核) HK\$'000 千港元	Contributed surplus 繳入盈餘 (Unaudited) (未經審核) HK\$'000 千港元	Equity		Exchange fluctuation reserve 匯兌波動儲備 (Unaudited) (未經審核) HK\$'000 千港元	Retained profits/ losses 保留溢利/ 累計虧損 (Unaudited) (未經審核) HK\$'000 千港元	Total 合計 (Unaudited) (未經審核) HK\$'000 千港元	Minority interest 少數股東權益 (Unaudited) (未經審核) HK\$'000 千港元	Total reserves 總權益 (Unaudited) (未經審核) HK\$'000 千港元
				Share option reserve 購股權計劃儲備 (Unaudited) (未經審核) HK\$'000 千港元	component of convertible bond 可換股債券之權益部分 (Unaudited) (未經審核) HK\$'000 千港元					
At 1 January 2007 Exchange adjustment on translation of financial statements of foreign entities Equity-settled share option scheme Loss for the period	122,648 - - -	350,953 - - -	80,258 - - -	- - - -	118 - 992 -	13,756 11,525 - -	(114,843) - - (4,902)	452,890 11,525 992 (4,902)	- - - -	452,890 11,525 992 (4,902)
At 30 June 2007 (Unaudited)	122,648	350,953	80,258	-	1,110	25,281	(119,745)	460,505	-	460,505



**CONDENSED CONSOLIDATED CASH FLOW STATEMENT**      **簡明綜合現金流量報表**

		For the six months ended 30 June 2008 截至二零零八年 六月三十日止 六個月 (Unaudited) (未經審核) HK\$'000 千港元	For the six months ended 30 June 2007 截至二零零七年 六月三十日止 六個月 (Unaudited) (未經審核) HK\$'000 千港元
NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES	經營業務之現金 (流出)／流入淨額	(36,393)	12,476
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	投資業務之現金 流出淨額	(2,013)	(3,480)
NET CASH (OUTFLOW)/INFLOW FROM FINANCING ACTIVITIES	融資活動之現金 (流出)／流入淨額	(59,085)	3,536
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值 項目(減少)／增加	(97,491)	12,532
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初之現金及現金 等值項目	100,527	178,602
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終之現金及現金 等值項目	3,036	191,134
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目 結餘分析		
Cash and bank balances	現金及銀行結存	3,036	191,134

## 1. SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated interim financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”. The accounting policies and basis of preparation adopted in the preparation of the interim financial statements are the same as those used in the annual financial statements for the year ended 31 December 2007, except in relation to the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”, which also include HKASs and Interpretations) that affect the Group and are mandatory for the accounting period beginning on or after 1 January 2008:

HK(IFRIC)-Int 11	HKFRS 2: Group and Treasury Share Transactions
HK(IFRIC)-Int 12	Service Concession Arrangements
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding requirements and their interaction

The adoption of the above new and revised HKFRSs did not result in material impact on the accounting policies of the Group’s condensed consolidated interim financial statements.

## 1. 主要會計政策

本簡明綜合中期財務報表是按照香港會計準則（「HKAS」）第34號「中期財務報告」編制的。除了以下會影響本集團且在二零零八年一月一日或以後開始的會計期間強制採用的新訂及經修訂的香港財務報告準則（「HKFRS」，也包括HKAS和詮釋），本中期財務報表中採用的會計政策和編製基礎均與截至二零零七年十二月三十一日止年度的全年財務報表一致：

HK(IFRIC)-Int 11	HKFRS 2 – 集團及庫存股份交易
HK(IFRIC)-Int 12	服務經營權安排
HK(IFRIC)-Int 14	HKAS 19 – 界定利益資產之限額、最低資金規定及相互之間關係

採納上述新訂及經修訂HKFRS對本集團簡明綜合中期財務報表的會計政策並無產生重大影響。

## 1. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements:

HKAS 1 (Revised)	Presentation of Financial Statements <sup>1</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>1</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>2</sup>
HKAS 32 & 1 (Amendment)	Puttable Financial Instruments and Obligations Arising on Liquidations <sup>1</sup>
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations <sup>1</sup>
HKFRS 3 (Revised)	Business Combinations <sup>2</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HK(IFRIC)-Int 13	Customer Loyalty Programmes <sup>3</sup>

- 1 Effective for annual periods beginning on or after 1 January 2009
- 2 Effective for annual periods beginning on or after 1 July 2009
- 3 Effective for annual periods beginning on or after 1 July 2008

The adoption of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary that do not result in loss of control, which will be accounted for as equity transactions.

The directors of the Company anticipate that the application of the other new or revised standards and interpretations will have no material impact on the results and the financial position of the Group.

## 1. 主要會計政策(續)

本集團並未於本財務報表應用以下已頒佈但尚未生效之新訂及經修訂HKFRS：

HKAS 1 (經修訂)	財務報表之呈列 <sup>1</sup>
HKAS 23 (經修訂)	借貸成本 <sup>1</sup>
HKAS 27 (經修訂)	綜合及獨立財務報表 <sup>2</sup>
HKAS 32及1 (修訂本)	清盤時產生之可沽售金融工具及承擔 <sup>1</sup>
HKFRS 2 (修訂本)	歸屬條件及註銷 <sup>1</sup>
HKFRS 3 (經修訂)	業務合併 <sup>2</sup>
HKFRS 8	營運分類 <sup>1</sup>
HK(IFRIC)-Int 13	客戶忠誠計劃 <sup>3</sup>

- 1 於二零零九年一月一日或之後開始之年度期間生效
- 2 於二零零九年七月一日或之後開始之年度期間生效
- 3 於二零零八年七月一日或之後開始之年度期間生效

若收購日期為二零零九年七月一日或之後開始的首個年度報告期間開始之時或其後，則採納HKFRS 3 (經修訂)可能影響有關業務合併之會計處理。若母公司於附屬公司之擁有權變動並無導致失去控制權，則HKAS 27 (經修訂)將影響有關擁有權變動之會計處理並將之以股權交易入賬。

本公司董事預期應用其他新訂或經修訂準則或詮釋不會對本集團之業績及財務狀況造成重大影響。

2. SEGMENT INFORMATION

The following table presents revenue and results information for the Group's business segments.

For the six months ended 30 June (Unaudited)

2. 分類資料

下表為本集團按業務分類呈列之有關收入及業績之資料。

截至六月三十日止六個月 (未經審核)

	Continuing operations 持續經營業務				Discontinued operation 終止經營業務				Consolidated 綜合		
	Property investment 物業投資		Corporate and others 公司及其他		Total 總計		Leasing of equipment 租賃權				
	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元			
Segment revenue: Sales to external customers Other revenue and gains	16,134	4,603	-	-	16,134	4,603	-	1,974	16,134	6,577	
Total	16,134	4,603	-	-	16,134	4,603	-	1,974	16,134	6,577	
Segment results	14,734	1,842	(8,056)	(5,352)	6,678	(3,510)	-	(1,343)	6,678	(4,853)	
Other income Finance costs	-	-	-	-	4,239 (4,945)	2,087 (1,211)	-	8	-	4,239 (4,945)	2,095 (1,211)
Profit/(loss) before tax Tax	-	-	-	-	5,972 (3,946)	(2,634) (933)	-	(1,335)	-	5,972 (3,946)	(3,969) (933)
Profit/(loss) for the period	-	-	-	-	2,026	(3,567)	-	(1,335)	2,026	(4,902)	

No geographical segment information is presented as over 90% of the Group's revenue is derived from customers based in the Mainland of the People's Republic of China ("Mainland China").

由於本集團之收入逾90%均來自中華人民共和國內陸(「中國大陸」)之客戶，因此並無呈列地區分類資料。

### 3. FINANCE COSTS

### 3. 財務費用

		For the six months ended 30 June 截至六月三十日 止六個月	
		2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元
Interest on:	利息：		
Bank loans	銀行貸款	758	1,129
Finance lease	融資租賃	139	82
Convertible bond	可換股債券	2,890	-
Promissory note	承兑票據	1,158	-
		<b>4,945</b>	<b>1,211</b>
Attributable to continuing operations	應佔持續經營業務	4,945	1,211
Attributable to a discontinued operation	應佔終止經營業務	-	-
		<b>4,945</b>	<b>1,211</b>

### 4. PROFIT/(LOSS) BEFORE TAX

### 4. 稅前溢利／(虧損)

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

本集團之稅前溢利／(虧損)乃經扣除／(計入)：

		For the six months ended 30 June 截至六月三十日 止六個月	
		2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元
Depreciation	折舊	529	1,628
Amortisation of intangible assets	無形資產攤銷	-	2,157
Interest income	利息收入	(834)	(2,050)
Net rental income	租金收入淨額	(16,134)	(4,603)

The disclosures presented in this note include those amounts charged/credited in respect of the discontinued operation.

此附註之披露項目均已包括終止經營業務之相關扣除／計入之金額。

## 5. TAX

## 5. 稅項

		For the six months ended 30 June 截至六月三十日 止六個月	
		2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 千港元
Provision for the period:	期內撥備：		
Hong Kong	香港	-	-
Elsewhere	其他地區	<b>3,946</b>	933
Deferred taxation	遞延稅項	-	-
		<b>3,946</b>	933
Attributable to continuing operations	應佔 持續經營業務	<b>3,946</b>	933
Attributable to a discontinued operation	應佔 終止經營業務	-	-
		<b>3,946</b>	933

No provision for Hong Kong profits tax has been made as the Group did not generate any taxable profits in Hong Kong during the six months ended 30 June 2008 (the "Period") (2007: Nil).

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof. The subsidiaries established in Mainland China are subject to income taxes at the rate of 25% (2007: 33%).

由於本集團於截至二零零八年六月三十日止六個月（「期間」）並無在香港產生任何應課稅溢利，故未就香港利得稅作出撥備（二零零七年：無）。

其他地區應課稅溢利稅項根據本集團經營業務所在國家之現行法例、詮釋及慣例，按該等國家之現行稅率計算。於中國大陸成立之附屬公司須按所得稅稅率25%（二零零七年：33%）繳稅。

## 6. INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Period (2007: Nil).

## 7. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic loss per share for the Period is based on the loss attributable to ordinary equity holders of the Company of HK\$3,021,000 (2007: HK\$4,902,000) and the weighted average number of 1,164,041,300 (2007: 613,241,300) ordinary shares in issue during the Period.

Diluted loss per share for the six months ended 30 June 2007 and 2008 have not been disclosed as the convertible bond and share options outstanding during these periods had anti-dilutive effects on the basic loss per share.

The calculation of basic loss per share for the Period from continuing operations is based on the loss attributable to ordinary equity holders of the Company of HK\$3,021,000 (2007: HK\$3,567,000) and the weighted average number of 1,164,041,300 (2007: 613,241,300) ordinary shares in issue during the Period.

Diluted loss per share for the six months ended 30 June 2007 and 2008 from continuing operations have not been disclosed as the convertible bond and share options outstanding during these periods had anti-dilutive effects on the basic loss per share.

## 6. 中期股息

董事不建議派付期間之中期股息(二零零七年：無)。

## 7. 本公司普通股權益持有人應佔每股虧損

期間每股基本虧損乃根據本公司普通股權益持有人應佔虧損3,021,000港元(二零零七年：4,902,000港元)及期間已發行普通股之加權平均數1,164,041,300股(二零零七年：613,241,300股)計算。

由於截至二零零七年及二零零八年六月三十日止六個月尚未行使之可換股債券及購股權對每股基本虧損有反攤薄影響，故並無呈列此等期間每股攤薄虧損金額。

來自持續經營業務之期間每股基本虧損乃根據本公司普通股權益持有人應佔虧損3,021,000港元(二零零七年：3,567,000港元)及期間已發行普通股之加權平均數1,164,041,300股(二零零七年：613,241,300股)計算。

由於截至二零零七年及二零零八年六月三十日止六個月尚未行使之可換股債券及購股權對每股基本虧損有反攤薄影響，故並無呈列此等期間持續經營業務之每股攤薄虧損金額。

## 8. TRADE RECEIVABLES

An aged analysis of the trade receivables at the balance sheet date is as follows:

		30 June 2008 二零零八年 六月三十日 (Unaudited) (未經審核)		31 December 2007 二零零七年 十二月三十一日 (Audited) (經審核)	
		HK\$'000 千港元	Percentage 百分比	HK\$'000 千港元	Percentage 百分比
Within 6 months	6個月內	6,796	22	7,284	22
More than 6 months but within 1 year	超過6個月但 不超過1年內	1,443	5	3,512	11
More than 1 year but within 2 years	超過1年但 不超過2年內	-	-	4,511	14
More than 2 years	超過2年	23,053	73	17,127	53
		<b>31,292</b>	<b>100</b>	32,434	100
Portion classified as current assets	列為流動 資產之部份	(31,292)		(32,434)	
Non-current assets	非流動資產	-		-	

The Group generally grants a credit term of 3 months to 12 months to its customers.

The age of the Group's trade receivables are based on the date of recognition of turnover and the due date of instalments as stipulated in the sales contracts.

An amount of HK\$23,053,000 (2007: HK\$21,638,000) included in the total trade receivables are attributable to properties sold in prior years.

## 8. 貿易應收款項

本集團貿易應收款項於結算日之賬齡分析如下：

本集團一般授予其客戶3個月至12個月信貸期。

本集團貿易應收款項之賬齡根據銷售協議所列分期付款到期日營業額確認日計算。

計入貿易應收款項總額之23,053,000港元(二零零七年：21,638,000港元)乃過往年度出售物業所得。



## 9. TRADE PAYABLES

An aged analysis of the trade payables at the balance sheet date is as follows:

		30 June 2008		31 December 2007	
		二零零八年		二零零七年	
		六月三十日		十二月三十一日	
		(Unaudited)		(Audited)	
		(未經審核)		(經審核)	
		HK\$'000	Percentage	HK\$'000	Percentage
		千港元	百分比	千港元	百分比
Within 6 months	6個月內	-	-	-	-
More than 6 months	超過6個月但				
but within 1 year	不超過1年內	-	-	8	1
More than 1 year	超過1年但				
but within 2 years	不超過2年內	-	-	2,305	8
More than 2 years	超過2年但				
but within 3 years	不超過3年內	2,455	9	-	-
Over 3 years	超過3年	24,142	91	22,702	91
		26,597	100	25,015	100

The age of Group's trade payables is based on the date of the goods received or services rendered.

## 9. 貿易應付款項

本集團之貿易應付款項於結算日之賬齡分析如下：

本集團貿易應付款項之賬齡分析根據收取貨物或服務提供日起計算。

## 10. CONVERTIBLE BOND

On 17 December 2007, the Company issued a zero-coupon convertible bond (the "Bond") with a nominal value of HK\$84,000,000 and a maturity date of 16 December 2009. The Bond is convertible into a total of 300,000,000 ordinary shares of the Company with a par value of HK\$0.20 each of the Company, at the conversion price of HK\$0.28 per share at any time from 17 December 2007 up to the day falling seven days prior to the maturity date of the Bond on 16 December 2009. Any convertible bond not converted will be redeemed on 16 December 2009 at nominal value of the bond. The Bond can be redeemed at the option of the Company at an amount equal to 105% of the principal amount of the Bond being redeemed during the period from the date of issue to the date of maturity. Further details of the terms and conditions of the Bond are set out in the circular of the Company dated 26 November 2007.

## 10. 可換股債券

於二零零七年十二月十七日，本公司發行面值84,000,000港元於二零零九年十二月十六日到期之零息可換股債券（「債券」）。債券可於二零零七年十二月十七日至債券到期日二零零九年十二月十六日前七天之期間內隨時按換股價每股0.28港元轉換為合共300,000,000股本公司普通股每股面值0.20港元之股份。於二零零九年十二月十六日任何未轉換之可換股債券將按債券面值被贖回。債券可由本公司選擇按相等於發出日期起至到期日止被贖回之債券本金額之105%贖回。有關債券之其他條款及條件載於本公司日期為二零零七年十一月二十六日之通函內。

## 10. CONVERTIBLE BOND (Cont'd)

The Bond issued on 17 December 2007 of HK\$84,000,000 has been split into liability, equity and derivative components. On issuance of the Bond, the fair value of the liability component of the Bond was determined using the prevailing market interest rate for similar debt without a conversion option and is carried as a non-current liability. The fair values of the derivative component of the Bond at date of issuance of the Bond, 31 December 2007 and 30 June 2008 were determined by using a Binomial Model and are included in the liability component. The residual amount is assigned to the conversion option as the equity component that is recognised in shareholders' equity. The derivative component is measured at fair value on the issuance date and any subsequent changes in fair value of the derivative component as at the balance sheet date are recognised in the consolidated income statement.

## 10. 可換股債券(續)

於二零零七年十二月十七日發行債券84,000,000港元乃分為負債、權益及衍生工具部份。於債券發行時，債券之負債部份之公平值乃使用無換股權之類似債項之現行市場利率釐定，並作為非流動負債列賬。於債券發行日期、二零零七年十二月三十一日及二零零八年六月三十日，債券之衍生工具部份之公平值乃使用二項式模式釐定，並列作負債部份。由於權益部份乃於股東權益確認，餘額會撥入換股權。衍生工具部份以發行日之公平值計量，其後於結算日之任何衍生工具部份之公平值變動乃於綜合收益表確認。

## 10. CONVERTIBLE BOND (Cont'd)

## 10. 可換股債券(續)

The movement of the liability and derivative components of the Bond during the Period is set out below:

期內，債券之負債部份及衍生工具部份之變動詳情載列如下：

		<b>30 June 2008</b>	31 December 2007
		二零零八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	二零零七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Liability component	負債部份		
At 1 January 2008/ the issuance date	於二零零八年一月一日/ 發行日	<b>72,254</b>	72,017
Interest expense	利息支出	<b>2,890</b>	237
At 30 June 2008/ 31 December 2007	於二零零八年六月 三十日/二零零七年 十二月三十一日	<b>75,144</b>	72,254
Derivative component – asset	衍生工具部份 – 資產		
At 1 January 2008/ the issuance date	於二零零八年一月一日/ 發行日	<b>(30,762)</b>	(32,754)
Fair value adjustment	公平值調整	<b>3,736</b>	1,992
At 30 June 2008/ 31 December 2007	於二零零八年六月 三十日/二零零七年 十二月三十一日	<b>(27,026)</b>	(30,762)
Net liabilities recognised in the balance sheet	於資產負債表內確認之 淨負債	<b>48,118</b>	41,492

## 11. CONTINGENT LIABILITIES

At the balance sheet date, the Group's contingent liabilities not provided for in the financial statements were as follows:

## 11. 或然負債

於結算日，本集團並未於財務報表作出撥備之或然負債如下：

		<b>30 June</b> <b>2008</b> 二零零八年 六月三十日 <b>(Unaudited)</b> <b>(未經審核)</b> <b>HK\$'000</b> 千港元	31 December 2007 二零零七年 十二月三十一日 <b>(Audited)</b> <b>(經審核)</b> <b>HK\$'000</b> 千港元
Guarantees given for mortgage loans granted by banks to certain purchasers of the Group's properties	就銀行向本集團物業若干買家批出之按揭貸款所作之擔保	<b>125</b>	4,131

## 12. PLEDGE OF ASSETS

The Group's secured bank loans of HK\$57,088,000 (31 December 2007: HK\$24,574,000) were supported by certain of the Group's investment properties and bank deposits, and a corporate guarantee executed by the Company.

## 12. 資產抵押

本集團之有抵押銀行貸款57,088,000港元(二零零七年十二月三十一日：24,574,000港元)乃以本集團若干投資物業及銀行存款，以及本公司簽訂之公司擔保作為支持。

## 13.COMMITMENTS

## 13.承擔

## Commitments under operating leases

## 經營租約承擔

## (i) As lessor

## (i) 作為出租人

The Group leases certain of its investment properties under operating lease arrangements with lease negotiated for terms of ranging from one to two years.

本集團根據經營租賃安排出租其若干投資物業，經磋商之租約年期為一年至兩年不等。

At 30 June 2008, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

於二零零八年六月三十日，本集團根據不可撤銷之經營租約與其租客訂立之未來最低租約應收款項及到期日如下：

		<b>Group</b> <b>本集團</b>	
		<b>30 June</b> <b>2008</b> 二零零八年 六月三十日 <b>(Unaudited)</b> <b>(未經審核)</b> <b>HK\$'000</b> 千港元	31 December 2007 二零零七年 十二月三十一日 <b>(Audited)</b> <b>(經審核)</b> <b>HK\$'000</b> 千港元
Within one year	於一年內	<b>12,084</b>	12,840
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	<b>200</b>	-
		<b>12,284</b>	12,840

### 13.COMMITMENTS (Cont'd)

### 13.承擔(續)

#### Commitments under operating leases (Cont'd)

#### 經營租約承擔(續)

(ii) As lessee

(ii) 作為承租人

The Group leases its office properties in Hong Kong under operating lease arrangements with leases negotiated for terms ranging from one to two years.

本集團根據經營租約安排租用香港辦公室物業，所議定之租期介乎一至兩年。

At 30 June 2008, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

於二零零八年六月三十日，本集團根據不可撤銷之經營租約未來最低應付租金款項及到期日如下：

		<b>Group</b>	
		<b>本集團</b>	
		<b>30 June</b>	<b>31 December</b>
		<b>2008</b>	<b>2007</b>
		<b>二零零八年</b>	<b>二零零七年</b>
		<b>六月三十日</b>	<b>十二月三十一日</b>
		<b>(Unaudited)</b>	<b>(Audited)</b>
		<b>(未經審核)</b>	<b>(經審核)</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
Within one year	於一年內	<b>1,012</b>	1,104
In the second to fifth years, inclusive	於第二至第五年 (包括首尾兩年)	-	460
		<b>1,012</b>	1,564

## 14. LITIGATION

(a) A writ of summon was issued in August 2005 by a former director of a subsidiary of the Company (the "Former Director") against certain defendants which include, inter alia, the Company, a wholly owned subsidiary of the Company, and a former director and certain former accounting staff of the Company. According to the summons, the Former Director claimed certain damages in relation to the acquisition of a subsidiary by the Group from a private company controlled by the Former Director in December 2000. In the Indorsement of Claims, the Former Director claimed that a receipt for a consideration of HK\$33,500,000 signed by the private company controlled by her be set aside and demanded for payment of outstanding consideration in the amount of HK\$33,500,000. The Company has filed an acknowledgement of service to defend the proceedings in February 2006. No further development took place since then. Having consulted the Group's legal counsel, the Directors concluded that no provision for the proceedings is required at this stage.

## 14. 訴訟

(a) 於二零零五年八月，本公司附屬公司一名前董事（「前董事」）向若干被告（其中包括本公司、本公司一家全資附屬公司及本公司一名前董事及若干前會計人員）發出傳訊令狀，內容有關本集團於二零零零年十二月向該前董事收購一間該前董事控制的私營公司附屬公司造成之若干損失提出索償。於索償書中，該前董事聲稱其控制的私營公司簽署之代價33,500,000港元之收據應撤回並要求支付未償代價金額33,500,000港元。本公司已於二零零六年二月提交送達認收書以提出抗辯，其後並無任何進一步發展，經諮詢本集團的法律顧問，董事認為，現階段毋須就司法程序作出撥備。



## 14. LITIGATION (Cont'd)

(b) A wholly-owned subsidiary of the Group (the "Subsidiary") received two notices issued by the court in Mainland China in 2006. According to the court notices, a former property agent (the "Former Agent") claimed that the Subsidiary improperly terminated their business relationships in 2005 and the Former Agent also made a total claim of RMB29.0 million (equivalent to HK\$28.8 million) against the Subsidiary.

The Subsidiary also filed a counterclaim in relation to the above claims made by the Former Agent. Having consulted the Group's legal counsel, the Directors concluded that the chance the claim will succeed is low and hence no provision for the proceedings is required at this stage.

## 15. COMPARATIVE AMOUNTS

Following the cessation of the leasing of POS equipment in 2007, the principal businesses of the Group now mainly comprise of property development and management, and therefore the presentation of the financial statements has been revised accordingly.

## 14. 訴訟(續)

(b) 本集團之一家全資附屬公司(「附屬公司」)於二零零六年收到中國內地法院發出之兩份通告。根據有關法院通告，前物業代理(「前代理」)聲稱附屬公司於二零零五年不當地終止雙方之業務關係，而前代理亦向附屬公司提出索償，索償總額達人民幣29,000,000元(相當於28,800,000港元)。

附屬公司亦就前代理提出之上述索償提出反索償。經諮詢本集團法律顧問之意見後，董事之結論為索償成功機會不高，因此現階段毋須就訴訟撥備。

## 15. 比較數字

於二零零七年終止租賃銷售點設備後，本集團之主要業務現主要包括物業發展及管理，因此財務報表之呈列方式已作出相應修訂。

## REVIEW OF RESULTS

The Directors would like to report that the Group recorded a turnover of HK\$16,134,000 (30 June 2007: HK\$6,577,000) for the six months ended 30 June 2008 (the "Period"), representing an increase of approximately 145% compared with the corresponding period. Loss attributable to ordinary equity holders of the Company was HK\$3,021,000 (30 June 2007: HK\$4,902,000) for the Period.

## BUSINESS REVIEW

The Group's turnover during the Period mainly comprised of rental income generated from the commercial podium located in Chongqing and Guangzhou, the Mainland China.

### Property investment

#### *Chongqing*

The rental income generated from leasing of the commercial units in Gang Yu Square in Chongqing increased during the Period as compared with 2007. The occupancy rate of the Gang Yu Square remained satisfactory during the Period. It is expected that the property would continue to generate a steady stream of recurring income to the Group.

## 業績回顧

董事會宣佈，本集團於截至二零零八年六月三十日止六個月（「期間」）錄得營業額16,134,000港元（二零零七年六月三十日：6,577,000港元），與上一年同期比較上升約145%。本期間本公司普通股權益持有人應佔虧損為3,021,000港元（二零零七年六月三十日：4,902,000港元）。

## 業務回顧

本集團於期間之營業額主要包括位於中國內地重慶及廣州之商場所帶來之租金收入。

### 房地產投資

#### *重慶*

期間租賃重慶港渝廣場之商業單位之租金收入較二零零七年同期有所增加。期內，港渝廣場之出租率維持理想。預期此項物業將繼續為本集團帶來穩定之經常收入來源。

## BUSINESS REVIEW (Cont'd)

### Property investment (Cont'd)

#### Guangzhou

In December 2007, the Group acquired 25% attributable interest in 廣州正大房地產開發有限公司 (“Guangzhou Zheng Da”) which holds the property comprising three contiguous land parcels located at Yuexiu District, Guangzhou (the “Guangzhou Property”).

The Guangzhou Property is located at the most prime commercial site area in Yuexiu District, Guangzhou. Currently, part of the Guangzhou Property is used as open car park whereas the remaining part is occupied by an old building and a 2-storey non-permanent commercial building. The 2-storey non-permanent commercial building is mainly occupied by tenants engaging in the footwear wholesale business.

The rental income generated from rental of the non-permanent commercial building was substantially increased during the Period. It is expected that strong demand for wholesale business can sustain in the foreseeable future.

## 業務回顧(續)

### 房地產投資(續)

#### 廣州

於二零零七年十二月，本集團收購廣州正大房地產開發有限公司(「廣州正大」)之25%應佔權益。廣州正大持有物業權益包括三塊位於廣州越秀區的毗鄰地塊(「廣州物業」)。

廣州物業位於廣州越秀區黃金商業地區。目前，廣州物業部份用作露天停車場，其餘部份被一幢舊樓宇及一幢兩層非永久性商業樓宇佔據。該兩層非永久性商業樓宇主要由承租人用於從事鞋類批發業務。

期內，出租非永久性商業樓宇之租金收入較去年同期大幅增加。預期批發業務之強勁需求於可見將來仍會持續。

## BUSINESS REVIEW (Cont'd)

### Litigation

(a) A writ of summons was issued in August 2005 by a former director of a subsidiary of the Company (the "Former Director") against, *inter alia*, the Company. According to the summons, the Former Director claimed certain damages in relation to the acquisition of a subsidiary by the Group from a private company controlled by the Former Director in December 2000. In the Indorsement of Claims, the Former Director claimed that a receipt for a consideration of HK\$33,500,000 signed by the private company controlled by her be set aside and demanded for payment of outstanding consideration in the amount of HK\$33,500,000. The Company has filed an acknowledgement of service to defend the proceedings in February 2006. No further development took place since then.

Given that the aggregate amount under all the claims is not material to the Group as a whole and the litigation is expected to continue for a period of time before a judgment is made, the Directors are of the view that the proceedings will not have any immediate material adverse impact on the financial position, cashflow and business operation of the Group. No provision for the proceedings has been made at this stage.

## 業務回顧 (續)

### 訴訟

(a) 於二零零五年八月，本公司附屬公司一名前董事（「前董事」）向（其中包括）本公司發出傳訊令狀，內容有關本集團於二零零零年十二月向該前董事收購一間該前董事控制的私營公司附屬公司造成之若干損失提出索償。於索償書中，該前董事聲稱其控制的私營公司簽署之代價33,500,000港元之收據應撤回並要求支付未償代價金額33,500,000港元。本公司已於二零零六年二月提交送達認收書以提出抗辯。其後並無進一步進展。

鑒於索償總額對本集團整體而言並不重大，且該訴訟在法院判決前仍將持續一段時間，故董事認為，該訴訟將不會對本集團之財務狀況、現金流量及業務營運產生任何即時重大不利影響。現階段並無就司法程序作出撥備。

## BUSINESS REVIEW (Cont'd)

### Litigation (Cont'd)

(b) Two writs of summons were issued in Chongqing in November 2006 by a third party (the "Plaintiff") against a wholly-owned subsidiary of the Group (the "Defendant"). According to the two summons, the Plaintiff claimed certain damages in relation to the unilateral termination of an estate management contract by the Defendant. According to the court notices, the Plaintiff demanded for payment of compensation and amounts due to the Plaintiff in an aggregate amount of RMB29.0 million (HK\$28.8 million). The Defendant then filed another writ of summons in the capacity of plaintiff against the Plaintiff in Chongqing in November 2006 for counter-claim of an aggregate amount of RMB68.5 million (HK\$68.2 million) plus interest. The Chongqing Municipal High People's Court has given direction to consolidate the proceedings of the three writs of summons.

Having consulted with the Defendant's legal counsel in Mainland China, the Directors is of the view that the legal ground of the Plaintiff is thin and therefore no provision for the proceedings has been made at this stage.

## 業務回顧 (續)

### 訴訟 (續)

(b) 二零零六年十一月，一名第三方（「原告人」）於重慶針對本集團一家全資附屬公司（「被告人」）發出兩份傳訊令狀。根據該兩份傳訊令狀，原告人就被告人單方面終止一份房地產管理合同申索若干損失。根據法院通知書，原告人要求支付賠償金及欠付原告人之款項，總額為人民幣29,000,000元（28,800,000港元）。其後於二零零六年十一月，被告人以原告人身份，於重慶針對原告人另外送呈一份傳訊令狀，反申索總額人民幣68,500,000元（68,200,000港元），外加息。重慶市高級人民法院已發出指令，以綜合該三份傳訊令狀之法律程序。

董事向被告人之中國內地律師徵詢意見後，認為原告人之法律理據薄弱，故此，在此階段並未就有關法律程序作出撥備。

## FINANCIAL REVIEW

### Liquidity and financial resources

The Group generally financed its businesses with internally generated cash flows and banking facilities during the Period. Cash and bank balances of the Group as at 30 June 2008 amounted to HK\$3,036,000 (31 December 2007: HK\$100,527,000) and pledged deposits of HK\$3,689,000 (31 December 2007: HK\$1,676,000).

As at 30 June 2008, the Group had outstanding borrowings of approximately HK\$210,631,000 (31 December 2007: HK\$245,179,000) comprising interest-bearing bank loans amounted to HK\$66,208,000 (31 December 2007: HK\$33,134,000), convertible bonds payable amounted to HK\$48,118,000 (31 December 2007: HK\$41,492,000), finance lease payable amounted to HK\$1,823,000 (31 December 2007: HK\$2,094,000), promissory note payable amounted to HK\$21,545,000 (31 December 2007: HK\$100,000,000) and loan from a director amounted to HK\$72,937,000 (31 December 2007: HK\$68,459,000). Of the Group's interest-bearing bank loans, 22%, 8%, 29% and 41% respectively were repayable within one year or on demand, in the second year, in the third to fifth years, inclusive and beyond five years. An amount of HK\$9,120,000 bank loans as at 30 June 2008 were charged at fixed interest rates (31 December 2007: HK\$8,560,000).

The Group's gearing ratio as at 30 June 2008 was 0.06 (31 December 2007: 0.07), calculated based on the Group's interest-bearing bank and other borrowings, of HK\$210,631,000 (31 December 2007: HK\$245,179,000) over total assets of HK\$3,434,033,000 (31 December 2007: HK\$3,290,965,000).

## 財務回顧

### 流動資金及財務資源

於期間內，本集團一般以內部產生之流動現金及銀行信貸作為其運作所需資金。於二零零八年六月三十日，本集團之現金及銀行結存達3,036,000港元（二零零七年十二月三十一日：100,527,000港元），及已抵押存款3,689,000港元（二零零七年十二月三十一日：1,676,000港元）。

於二零零八年六月三十日，本集團有未償還貸款約210,631,000港元（二零零七年十二月三十一日：245,179,000港元），包括計息銀行貸款66,208,000港元（二零零七年十二月三十一日：33,134,000港元）、應付可換股債券48,118,000港元（二零零七年十二月三十一日：41,492,000港元）、應付融資租賃費1,823,000港元（二零零七年十二月三十一日：2,094,000港元）、應付承兌票據21,545,000港元（二零零七年十二月三十一日：100,000,000港元）及董事貸款72,937,000港元（二零零七年十二月三十一日：68,459,000港元）。本集團的計息銀行貸款中，其中22%、8%、29%及41%分別須於一年內或按要求、第二年及第三至五年（包括首尾兩年）內及五年後償還。於二零零八年六月三十日之9,120,000港元銀行貸款按固定利率計算（二零零七年十二月三十一日：8,560,000港元）。

本集團於二零零八年六月三十日之資本負債比率為0.06（二零零七年十二月三十一日：0.07），乃按本集團計息銀行貸款及其他借款210,631,000港元（二零零七年十二月三十一日：245,179,000港元）除以資產總值3,434,033,000港元（二零零七年十二月三十一日：3,290,965,000港元）計算。

## FINANCIAL REVIEW (Cont'd)

### Currency structure

The Group had limited exposure to foreign exchange rate fluctuations as most of its transactions, including borrowings, were mainly conducted in Hong Kong dollars or Renminbi and the exchange rates of these currencies were relatively stable throughout the Period.

### Pledge of assets

The Group had utilized bank loan facilities amounting to approximately HK\$66,208,000 (31 December 2007: HK\$33,134,000) as at 30 June 2008. The secured bank loans of HK\$57,088,000 (31 December 2007: HK\$24,574,000) were supported by certain of the Group's investment properties and bank deposits, and a corporate guarantee executed by the Company.

### Contingent liabilities

As at 30 June 2008, guarantees given for mortgage loans granted by banks to certain purchasers of the Group's properties amounted to HK\$125,000 (31 December 2007: HK\$4,131,000).

## 財務回顧(續)

### 貨幣結構

由於本集團絕大部份交易(包括借款)主要以港元及人民幣進行,而該等貨幣匯率在本期間內相對穩定,故本集團於期間內所面對之外幣匯率波動不大。

### 資產抵押

截至二零零八年六月三十日,本集團已動用之銀行信貸額約為66,208,000港元(二零零七年十二月三十一日:33,134,000港元)。有抵押銀行貸款57,088,000港元(二零零七年十二月三十一日:24,574,000港元)以本集團若干投資物業及銀行存款、本公司所作之企業擔保作為支持。

### 或然負債

於二零零八年六月三十日,就銀行向本集團物業若干買家批出之按揭貸款而作出之擔保達125,000港元(二零零七年十二月三十一日:4,131,000港元)。

## FINANCIAL REVIEW (Cont'd)

### Material acquisition

On 26 October 2007, it was announced that the Group entered into a conditional sale and purchase agreement and a supplemental agreement with the private companies wholly owned by Messrs. Ho Kam Hung, Ho Tsam Hung and Ho Pak Hung (collectively the "Vendors"), pursuant to which, amongst other things, the Vendors agreed to sell and an indirectly wholly owned subsidiary of the Company (the "Purchaser") agreed to acquire 100% equity interest in Zheng Da Real Estate Development Company Limited ("Zheng Da") at a consideration of RMB1,814,800,000 (the "Acquisition"). The principal asset held by Zheng Da is the entire equity interest in Guangzhou Zheng Da, which in turn holds the Guangzhou Property. Details of the Acquisition had been set out in a circular of the Company dated 26 November 2007 (the "Circular").

The Acquisition is to be completed in four tranches. The consideration for the first tranche for acquisition of 25% equity interest in Zheng Da is RMB453,700,000 (equivalent to approximately HK\$480,468,000 as at 17 December 2007) was satisfied on 17 December 2007.

## 財務回顧 (續)

### 重大收購

於二零零七年十月二十六日，本集團宣佈與由何鑑雄、何湛雄及何伯雄（統稱「賣方」）全資擁有之私人公司訂立有條件買賣協議（及補充協議）。據此，其中包括，賣方同意出售及本公司間接全資附屬公司（「買方」）同意收購正大房地產開發有限公司（「正大」）100%股權，代價為人民幣1,814,800,000元（「收購事項」）。正大持有之主要資產為廣州正大之全部股權，而廣州正大持有廣州物業。收購事項之詳情載於二零零七年十一月二十六日之通函（「該通函」）。

收購事項將分四部份完成。第一部份以收購正大25%股權之代價為人民幣453,700,000元（於二零零七年十二月十七日相當於約480,468,000港元），已於二零零七年十二月十七日支付。



## FINANCIAL REVIEW (Cont'd)

### Material acquisition (Cont'd)

The consideration for the second tranche for acquisition of further 26% equity interest in Zheng Da is RMB471,848,000 which should be satisfied on or before 31 May 2008 as follows:

- (i) the issuance of convertible bonds in the aggregate principal amount of HK\$244,440,000; and
- (ii) the balance to be settled by way of cash and/or promissory notes in the agreed form.

The consideration for the third tranche for acquisition of further 24% equity interest in Zheng Da is RMB435,552,000 which will be satisfied on or before 31 October 2008 as follows:

- (i) the issuance of convertible bonds in the aggregate principal amount of HK\$225,680,000; and
- (ii) the balance to be settled by way of cash and/or promissory notes in an agreed form.

## 財務回顧(續)

### 重大收購(續)

第二部份以進一步收購正大26%股權之代價為人民幣471,848,000元，須於二零零八年五月三十一日或之前以下列方式支付：

- (i) 發行本金額合共244,440,000港元之可換股債券；及
- (ii) 餘額按議定方式以現金及／或承兌票據支付。

第三部份以再進一步收購正大24%股權之代價為人民幣435,552,000元，將於二零零八年十月三十一日或之前以下列方式支付：

- (i) 發行本金額合共225,680,000港元之可換股債券；及
- (ii) 餘額按議定方式以現金及／或承兌票據支付。

**FINANCIAL REVIEW (Cont'd)****Material acquisition (Cont'd)**

The consideration for the fourth tranche for acquisition of the remaining 25% equity interest in Zheng Da is RMB453,700,000 which will be satisfied on or before 31 March 2009 as follows:

- (i) the issuance of convertible bonds in the aggregate principal amount of HK\$235,200,000; and
- (ii) the balance to be settled by way of cash and/or promissory notes in an agreed form.

The first tranche of the Acquisition was completed on 17 December 2007. Completion of the second tranche was due on 31 May 2008 but remained outstanding. The third and fourth tranche of the Acquisition would be due on 31 October 2008 and 31 March 2009 respectively. The aggregate consideration payable for the remaining three tranches of the Acquisition is RMB1,361.1 million.

As addressed in the Circular, the Company would not proceed to complete any portion of the second tranche or subsequent tranches of the Acquisition if the Company expected that the Group's working capital would not be able to fulfill the repayment obligations of the convertible bonds and the promissory notes. Due to the prevailing volatile financial market and persisting unfavourable market sentiment, the Company had encountered difficulties in raising fresh capital or debt financing to meet the repayment obligations of the Acquisition to a material extent.

**財務回顧(續)****重大收購(續)**

第四部份以收購正大剩餘25%股權之代價為人民幣453,700,000元，將於二零零九年三月三十一日或之前以下列方式支付：

- (i) 發行本金額合共235,200,000港元之可換股債券；及
- (ii) 餘額按議定方式以現金及／或承兌票據支付。

收購事項之第一部份於二零零七年十二月十七日完成。第二部份於二零零八年五月三十一日到期但尚未完成。收購事項之第三及第四部份將分別於二零零八年十月三十一日及二零零九年三月三十一日到期。就收購事項剩餘三部份應付之總代價為人民幣1,361,100,000元。

誠如該通函所述，倘本公司預料本集團之營運資金無法償付可換股債券及承兌票據之債務，本公司不會繼續完成第二部份及其後部份之任何部份。鑒於當前金融市場波動及市場氣氛持續低迷，本公司在籌集新資金或進行債務融資以應付收購事項之還款責任上遇到不少困難。

## FINANCIAL REVIEW (Cont'd)

### Material acquisition (Cont'd)

Despite of the bearish market sentiment in the property market in Mainland China, the Directors remained optimistic in the long term, particularly in the non-residential market sector at prime locations in major cities such as Beijing, Shanghai and Guangzhou. The Directors therefore considered that the Acquisition remained beneficial to the long-term development of the Group in terms of potential capital gain and future recurring income. The Directors were studying other alternatives to strengthen the Group's financial position so that the Company would be able to acquire at least 26% interest in Zheng Da on or before 31 December 2008 as long as the terms of financing remained in the interests of the shareholders of the Company (other than the Vendors and their respective associates) and the Company as a whole.

### Placement of new shares

On 17 June 2008, the Company entered into a placing agreement with Dao Heng Securities Limited, the placing agent, in respect of the placing of 100,000,000 new shares at a placing price of HK\$0.23 per share. On 8 July 2008, the placing was completed and 100,000,000 new shares were placed by the placing agent to not less than six independent placees at a price of HK\$0.23 per share resulting in raising net proceeds of HK\$22,700,000, which was used as general working capital purpose.

## 財務回顧(續)

### 重大收購(續)

儘管中國內地物業市道不振，董事對其長遠發展保持樂觀，尤以位於北京、上海及廣州等主要城市黃金地段之非住宅市場為甚。因此，董事認為，就潛在資本收益及未來經常性收入而言，收購事項本集團長遠發展有利。董事正研究可增強本集團財務狀況之其他方案，以便本公司可在融資條款仍然符合本公司股東（賣方及其各自之聯繫人士除外）及本公司整體利益之前提下，於二零零八年十二月三十一日或之前收購正大最少26%權益。

### 配售新股份

於二零零八年六月十七日，本公司與配售代理道亨證券有限公司訂立配售協議，以每股0.23港元之配售價配售100,000,000股新股份。於二零零八年七月八日，配售事項完成及配售代理已按每股0.23港元之價格向不少於六位獨立承配人配售100,000,000股新股份，籌得所得款項淨額22,700,000港元，已用作一般營運資金。

## CHANGES IN DIRECTORSHIP

Messrs. Ho Tsam Hung and Yang Jia Jian retired from the Board as executive directors at the conclusion of the annual general meeting of the Company held on 28 August 2008.

The Board would like to express its gratitude to the two retired directors for their contributions during their respective tenures.

## EMPLOYEES AND REMUNERATION POLICY

The total staff cost for the Period was approximately HK\$2 million. The Group employed about 26 full time staff in Hong Kong, Chongqing and Guangzhou as at 30 June 2008. Employees were remunerated according to the nature of their job and market trend, with built-in merit components incorporated in the annual increment to reward and motivate individual performance. In Chongqing and Guangzhou, the Group provided staff welfare and bonuses to its employees in accordance with the prevailing labour law. In Hong Kong, other staff benefits included medical schemes, Mandatory Provident Fund Schemes and employee share option scheme.

## 董事變動

何湛雄先生及楊嘉健先生於二零零八年八月二十八日舉行之本公司股東週年大會結束時退任董事會之執行董事。

董事會謹向兩位退任董事於各自任內之貢獻致以由衷謝意。

## 僱員及薪酬政策

本期間之員工成本總額約為2,000,000港元。於二零零八年六月三十日，本集團在香港、重慶及廣州共僱用約26名全職僱員。本集團根據員工之工作性質及市場趨勢釐定酬金，每年加薪亦考慮個別員工之優異表現，以獎勵及激勵員工爭取表現。就重慶及廣州而言，本集團按現行勞動法為員工提供福利及花紅，而在香港則提供醫療計劃、強制性公積金計劃及僱員購股權計劃等其他福利。

## PROSPECTS

The Group was principally engaged in property investment and development in the Mainland China during the Period. The acquisition of Guangzhou Property in 2007 will broaden the Group's property investment portfolio in Mainland China. The Directors believe that the Guangzhou Property is a prime property development project which will deliver attractive return, both in terms of capital gain and future recurring income, to the Group in the medium to long term spectrum. In this respect, the Directors remained optimistic to the development potential and prospect of the property market and the continuing economic growth in the Mainland China.

## 前景

期內，本集團主要在中國大陸從事物業投資及發展。於二零零七年收購廣州物業擴充本集團在中國大陸的物業投資組合。董事相信廣州物業為黃金物業發展項目，可為本集團於中長期在資本增值及未來經常收入兩方面帶來可觀回報。就此而言，董事保持樂觀，認為物業市場具發展潛力及前景，而中國大陸經濟亦將持續增長。

## DIRECTORS'/CHIEF EXECUTIVE'S INTERESTS IN THE SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2008, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors and which were required to be entered into the register pursuant to Section 352 of the SFO, were as follows:

## 董事／主要行政人員所擁有之本公司及各相聯法團股份權益

於二零零八年六月三十日，根據證券及期貨條例（「證券及期貨條例」）第XV部第7及8分部規定及根據上市公司董事進行證券交易標準守則須知會本公司及香港聯合交易所有限公司（「聯交所」），以及須根據證券及期貨條例第352章規定載入登記冊之本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中之權益及淡倉（包括根據該等證券及期貨條例規定被認為或被視為擁有之權益及淡倉）如下：

### Long position in shares of the Company

於本公司股份之好倉

Name of Director	董事姓名	Capacity and nature of interest 身份及權益性質	Number of shares held 所持股份數目	Percentage of the issued share capital 佔已發行股本百分比
Ho Tsam Hung	何湛雄	Through controlled corporation 透過受控法團持有	267,571,428 (Note 1) (附註1)	21.11%
Ho Kam Hung	何鑑雄	Through controlled corporation 透過受控法團持有	280,071,428 (Note 2) (附註2)	22.09%
Yang Jia Jian	楊嘉健	Directly beneficially owned 直接實益擁有	26,000,000	2.05%

## DIRECTORS'/CHIEF EXECUTIVE'S INTERESTS IN THE SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Cont'd)

## 董事／主要行政人員所擁有之本公司及各相聯法團股份權益(續)

Notes:

附註：

1. Ho Tsam Hung is deemed (by virtue of the SFO) to be interested in 267,571,428 shares in the Company. These shares are held in the following capacity:
    - (i) 14,500,000 shares are held by Morgan Estate Assets Limited, a company beneficially owned by Ho Tsam Hung.
    - (ii) 221,371,428 shares are held by EC Fair Limited, a company wholly-owned by Ho Tsam Hung, Ho Kam Hung and Ho Pak Hung. Ho Pak Hung, Ho Tsam Hung and Ho Kam Hung are brothers.
    - (iii) 31,700,000 shares are held by High Rank Enterprises Limited. Each of Ho Tsam Hung, Ho Kam Hung and Ho Pak Hung is interested in approximately 31.58% of the issued share capital of High Rank Enterprises Limited.
  2. Ho Kam Hung is deemed (by virtue of the SFO) to be interested in 280,071,428 shares in the Company. These shares are held in the following capacity:
    - (i) 27,000,000 shares are held by Morcambe Corporation, a company beneficially owned by Ho Kam Hung.
    - (ii) 221,371,428 shares are held by EC Fair Limited, a company wholly owned by Ho Tsam Hung, Ho Kam Hung and Ho Pak Hung.
    - (iii) 31,700,000 shares are held by High Rank Enterprises Limited. Each of Ho Tsam Hung, Ho Kam Hung and Ho Pak Hung is interested in approximately 31.58% of the issued share capital of High Rank Enterprises Limited.
1. 根據證券及期貨條例，何湛雄被視為為於本公司267,571,428股股份中擁有權益。該等股份以下列身份持有：
    - (i) Morgan Estate Assets Limited(一間由何湛雄實益擁有之公司)持有14,500,000股股份。
    - (ii) 易致富有限公司(一間由何湛雄、何鑑雄及何伯雄全資擁有之公司)持有221,371,428股股份。何伯雄、何湛雄及何鑑雄為兄弟。
    - (iii) High Rank Enterprises Limited持有31,700,000股股份。何湛雄、何鑑雄及何伯雄於High Rank Enterprises Limited已發行股本中各自持有約31.58%權益。
  2. 根據證券及期貨條例，何鑑雄被視為為於本公司280,071,428股股份中擁有權益。該等股份以下列身份持有：
    - (i) Morcambe Corporation(一間由何鑑雄實益擁有之公司)持有27,000,000股股份。
    - (ii) 易致富有限公司(一間由何湛雄、何鑑雄及何伯雄全資擁有之公司)持有221,371,428股股份。
    - (iii) High Rank Enterprises Limited持有31,700,000股股份。何湛雄、何鑑雄及何伯雄於High Rank Enterprises Limited已發行股本中各自持有約31.58%權益。

## SHARES IN ASSOCIATED CORPORATIONS OF THE COMPANY

## 本公司相聯法團股份

At 30 June 2008, the following Directors of the Company had interests in the nonvoting deferred shares in certain of the Company's subsidiaries:

於二零零八年六月三十日，下列本公司董事所擁有之本公司若干附屬公司無投票權遞延股之權益如下：

### Long position in shares of the associated corporations

### 於相聯法團股份之好倉

(a) *Interests in the non-voting deferred shares of Smart Hero (Holdings) Limited*

(a) 所擁有之超霸控股有限公司無投票權遞延股份權益

Name of Director	董事姓名	Number of shares held and nature of interest	Percentage of the issued share capital
		Beneficial owner	
		所持股份數目及權益性質實益擁有人	佔已發行股本百分比
Ho Tsam Hung	何湛雄	91	30.13%
Ho Kam Hung	何鑑雄	91	30.13%



**SHARES IN ASSOCIATED CORPORATIONS OF THE COMPANY (Cont'd)**

**本公司相聯法團股份(續)**

**Long position in shares of the associated corporations (Cont'd)**

**於相聯法團股份之好倉(續)**

(b) *Interests in the non-voting deferred shares of China Land Realty Investment Limited*

(b) *所擁有之中華置業地產投資有限公司無投票權遞延股份權益*

Name of Director	董事姓名	Number of shares held and nature of interest	Percentage of the issued share capital 佔已發行股本百分比
		Beneficial owner 所持股份數目及 權益性質 實益擁有人	
Ho Tsam Hung	何湛雄	91	30.13%
Ho Kam Hung	何鑑雄	91	30.13%

All the above mentioned non-voting deferred shares carry no rights to dividends, to receive notice of or to attend or vote at any general meeting of the relevant company, or to participate in any distribution on winding-up.

上述所有無投票權遞延股份無權獲派股息、接收有關公司之股東大會通告或出席任何大會或於大會上投票，或參與任何清盤資產分派。

Save as disclosed above, as at 30 June 2008, to the knowledge of the Company, none of the directors or chief executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code.

除上文所披露者外，據本公司所知，於二零零八年六月三十日，根據證券及期貨條例第352條規定設置之登記冊所記錄，概無任何本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有或被視為擁有任何權益或淡倉，或根據證券及期貨條例第XV部第7及8分部及標準守則須知會本公司及聯交所之權益或淡倉。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from as disclosed under the heading "Directors'/chief executive's interests in the shares of the Company and its associated corporations" above, at no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors or their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

## SHARE OPTION SCHEME

The Company's share option scheme which was adopted on 19 September 1997 (the "Old Scheme") was terminated and replaced by a new share option scheme (the "New Scheme") on 11 June 2002. No share options were outstanding under the Old Scheme during the Period.

The principal purpose of the New Scheme is to provide eligible participants with the opportunity to acquire proprietary interests in the Company and as an incentive to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

There is no change in any terms of the New Scheme during the Period. The detailed terms of the New Scheme were disclosed in the Company's 2007 annual report.

## 董事購買股份之權利

除上文「董事／主要行政人員所擁有之本公司及各相聯法團股份權益」所披露者外，於本期間內任何時間，概無將可藉購入本公司或任何其他法人團體之股份或債券而獲得利益之權利授予任何董事、彼等各自之配偶或18歲以下子女，而彼等亦概無行使該等權利。本公司或其附屬公司亦無參與訂立任何安排，使董事、彼等各自之配偶或18歲以下子女可自任何其他法人團體獲得該等權利。

## 購股權計劃

本公司於一九九七年九月十九日採納之購股權計劃（「舊計劃」）已於二零零二年六月十一日終止，並由新購股權計劃（「新計劃」）取代。於有關期間內，概無根據舊計劃之尚未行使購股權。

新計劃主要旨在給予合資格參與者獲得本公司權益之機會，並作為致力提高本公司及其股份之價值之誘因，使本公司及全體股東得益。

期內新計劃條款並無任何變化。新計劃之詳細條款於本公司二零零七年度年報內披露。

**SHARE OPTION SCHEME (Cont'd)**
**購股權計劃(續)**

The following share options were outstanding under the New Scheme during the Period:

期內根據新計劃尚未行使之購股權如下：

Name/category of participant 姓名／參與者類別	Number of share options 購股權數目				At 30 June 2008 於二零零八年 六月三十日	Date of grant of share options 購股權 授出日期	Exercise period of share options 購股權行使期	Exercise price of share options 購股權行使價 HK\$ 港元
	At 1 January 2008 於二零零八年 一月一日	Granted during the Period 期內授出	Exercised during the Period 期內行使					
Other employees, advisors and consultants 其他僱員、諮詢人及顧問								
In aggregate 合共	800,000	-	-	800,000	30 March 2006 二零零六年三月三十日	30 March 2006 to 29 March 2009 二零零六年三月三十日至二零零九年三月二十九日	0.32	
	8,000,000	-	-	8,000,000	6 March 2007 二零零七年三月六日	6 March 2007 to 5 March 2010 二零零七年三月六日至二零一零年三月五日	0.20	
	8,800,000	-	-	8,800,000				

## SUBSTANTIAL SHAREHOLDERS

## 主要股東

As at 30 June 2008, as far as is known to the Directors or the chief executive of the Company, the following persons (other than Directors or chief executive of the Company) had interests or short positions in the shares and underlying share as recorded in the register required to be kept under section 336 of the SFO:

於二零零八年六月三十日，據本公司任何董事或主要行政人員所知，以下人士（本公司之董事或主要行政人員除外）擁有登記於根據證券及期貨條例第336條之規定存置之登記冊之股份及相關股份中之權益或淡倉如下：

## Long position in shares of the Company

## 於本公司股份之好倉

Name 名稱	Capacity and Nature of interest 身份及權益性質	Number of Shares held 所持股份數目	Percentage of the issued share capital 佔已發行 股本百分比
Ho Pak Hung (Note 1) 何伯雄(附註1)	Through controlled corporation 透過受控法團持有	280,071,428	22.09
Liang Gui Fen (Note 1) 梁桂芬(附註1)	Spouse 配偶	280,071,428	22.09
Ye Jia Li (Note 2) 葉家禮(附註2)	Spouse 配偶	280,071,428	22.09
Yeung Ching Yi (Note 3) 楊靜儀(附註3)	Spouse 配偶	267,571,428	21.11
EC Fair Limited (Note 4) 易致富有限公司(附註4)	Directly beneficially owned 直接實益擁有	221,371,428	17.46
Henry Mong (Note 5)(附註5)	Through controlled corporation 透過受控法團持有	80,000,000	6.31
Xiong Shu Min (Note 5)(附註5)	Spouse 配偶	80,000,000	6.31

**SUBSTANTIAL SHAREHOLDERS** 主要股東(續)  
(Cont'd)

**Long position in shares of the Company** 於本公司股份之好倉(續)  
(Cont'd)

Name 名稱	Capacity and Nature of interest 身份及權益性質	Number of Shares held 所持股份數目	Percentage of the issued share capital 佔已發行 股本百分比
Hero Grand Investments Limited (Note 6) (附註6)	Directly beneficially owned 直接實益擁有	77,000,000	6.07
Leung Po Wa (Note 6) (附註6)	Through controlled corporation 透過受控法團持有	77,000,000	6.07

Notes:

附註：

- |   |   |
|---|---|
| <p>1. Ho Pak Hung is deemed (by virtue of the SFO) to be interested in 280,071,428 shares in the Company. These shares are held in the following capacity:</p> <p>(i) 27,000,000 shares are held by On Tai Profits Limited, a company beneficially owned by Ho Pak Hung.</p> <p>(ii) 221,371,428 shares are held by EC Fair Limited, a company wholly-owned by Ho Tsam Hung, Ho Kam Hung and Ho Pak Hung.</p> <p>(iii) 31,700,000 shares are held by High Rank Enterprises Limited. Each of Ho Tsam Hung, Ho Kam Hung and Ho Pak Hung is interested in approximately 31.58% of the issued share capital of High Rank Enterprises Limited.</p> | <p>1. 根據證券及期貨條例，何伯雄被視為於本公司280,071,428股股份中擁有權益。該等股份以下列身份持有：</p> <p>(i) On Tai Profits Limited(一間由何伯雄實益擁有之公司)持有27,000,000股股份。</p> <p>(ii) 易致富有限公司(一間由何湛雄、何鑑雄及何伯雄全資擁有之公司)持有221,371,428股股份。</p> <p>(iii) High Rank Enterprises Limited持有31,700,000股股份。何湛雄、何鑑雄及何伯雄於High Rank Enterprises Limited已發行股本中各自持有約31.58%權益。</p> |
|---|---|

As Liang Gui Fen is the spouse of Ho Pak Hung, she is deemed to be interested in 280,071,428 shares in the Company.

由於梁桂芬為何伯雄之妻子，彼被視為於本公司280,071,428股股份中擁有權益。

## SUBSTANTIAL SHAREHOLDERS (Cont'd)

### Long position in shares of the Company (Cont'd)

Notes: (Cont'd)

2. As Ye Jia Li is the spouse of Ho Kam Hung, an Executive Director of the Company, she is deemed to be interested in 280,071,428 shares in the Company.
3. As Yeung Ching Yi is the spouse of Ho Tsam Hung, an Executive Director of the Company, she is deemed to be interested in 267,571,428 shares in the Company.
4. EC Fair Limited is wholly-owned by Ho Tsam Hung, Ho Kam Hung and Ho Pak Hung. 217,800,000 shares are directly held by EC Fair Limited and 3,571,428 shares are held in the capacity as the holder of the convertible bonds (see below).

Pursuant to the conditional sale and purchase agreement dated on 9 October 2007 and the supplemental agreement dated on 26 October 2007 entered into between the Group and the private companies wholly-owned by Ho Kam Hung, Ho Tsam Hung and Ho Pak Hung in relation to the issue of convertible bonds in a principal amount up to HK\$789,320,000 in aggregate, the convertible bond with a principal amount of HK\$84,000,000 were issued to EC Fair Limited on 17 December 2007. The maximum number of ordinary shares of HK\$0.2 each in the capital of the Company, assuming full conversion of the convertible bond at the initial conversion price of HK\$0.28 per share (subject to adjustments from time to time), which may be newly issued is 300,000,000 shares. As at 30 June 2008, the conversion rights are not exercised.

For the purpose of SFO, EC Fair Limited is deemed to be interested in 3,571,428 shares, being the minimum number of shares which may be newly issued upon the conversion of the convertible bonds.

## 主要股東(續)

### 於本公司股份之好倉(續)

附註：(續)

2. 由於葉家禮為本公司執行董事何鑑雄之妻子，彼被視為於本公司280,071,428股股份中擁有權益。
3. 由於楊靜儀為本公司執行董事何湛雄之妻子，彼被視為於本公司267,571,428股股份中擁有權益。
4. 易致富有限公司乃由何湛雄、何鑑雄、何伯雄全資擁有。217,800,000股股份由易致富有限公司直接持有及3,571,428股股份以可換股票據持有人身份持有(見下文)。

根據本集團與由何鑑雄、何湛雄及何伯雄全資擁有之私人公司訂立之日期為二零零七年十月九日之有條件買賣協議及日期為二零零七年十月二十六日之補充協議(內容有關發行本金額合共最多789,320,000港元之可換股債券)，本金額84,000,000港元之可換股債券已於二零零七年十二月十七日獲發行予易致富有限公司。本公司股本中每股0.2港元普通股可發行新股份之最大數目(假設按初步換股價每股0.28港元全面行使(經不時調整))為300,000,000股。於二零零八年六月三十日，換股權尚未行使。

根據證券及期貨條例，易致富有限公司被視為於3,571,428股股份中擁有權益(即可換股債券換股後可發行新股份之最小數目)。

## SUBSTANTIAL SHAREHOLDERS (Cont'd)

### Long position in shares of the Company (Cont'd)

Notes: (Cont'd)

5. Henry Mong and Xiong Shu Min, the spouse of Henry Mong, are deemed to be interested in 80,000,000 shares in the Company. These shares are held in the following capacity:
  - (i) 60,000,000 shares are held by Super Grand Holdings Limited, a company beneficially owned by Henry Mong.
  - (ii) 20,000,000 shares are directly held by Xiong Shu Min.
6. Hero Grand Investments Limited is wholly-owned by Leung Po Wa.

Save as disclosed above, as at 30 June 2008, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## 主要股東(續)

### 於本公司股份之好倉(續)

附註：(續)

5. Henry Mong及Henry Mong之妻子Xiong Shu Min被視為於本公司80,000,000股股份中擁有權益。該等股份以下列身份持有：
  - (i) Super Grand Holdings Limited (一間由Henry Mong實益擁有之公司) 持有60,000,000股股份。
  - (ii) Xiong Shu Min直接持有20,000,000股股份。
6. Hero Grand Investments Limited由Leung Po Wa全資擁有。

除上文所披露者外，於二零零八年六月三十日，概無除本公司董事(其權益載於上文「董事於股份及相關股份之權益及淡倉」一節)外之任何人士擁有根據證券及期貨條例第336條規定須予登記之本公司股份及相關股份之權益或淡倉。

## CODE ON CORPORATE GOVERNANCE PRACTICE

In the opinion of the Directors, the Company complied with the Code on Corporate Governance Practice (the "Code") as set out in Appendix 14 of the Listing Rules throughout the Period, except for the following deviation:

### Code Provision A.4.2

The second part of Code A.4.2 stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

However, the Chairman of the Board and/or the Managing Director of the Company had retired and voluntarily offered themselves for re-election at general meetings in the past years. The Directors consider that this practice is in line with the spirit of the Code's practice.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company had adopted the Model Code set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by its directors. Having made specific enquiry of the Directors, the Company confirmed that the Directors had complied with required standard set out in the Model Code throughout the accounting period covered by the interim report.

## 企業管治常規守則

董事認為，除有下列偏離外，本公司於整段期間符合上市規則附錄十四所載企業管治常規守則（「守則」）：

### 守則條文A.4.2條

守則A.4.2條第二部分訂明，每名董事（包括有指定任期之董事）應輪值退任，至少每三年一次。

然而，董事會主席及／或本公司董事總經理於過往年度均在股東大會上辭任並自願重選。董事認為此慣例符合守則常規之精神。

## 證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則作為董事進行證券交易之守則。經向董事作出特定查詢後，本公司確認董事於中期報告所涵蓋之會計期間已遵守標準守則所規定之準則。



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

During the Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

## **REVIEW BY AUDIT COMMITTEE**

The Interim Results had been reviewed by the Audit Committee of the Company.

By order of the Board  
**Ho Kam Hung**  
*Executive Director*

Hong Kong, 18 September 2008

## **買賣或贖回本公司上市證券**

期內，本公司或其任何附屬公司概無買賣或贖回任何本公司之上市證券。

## **由審核委員會審閱**

中期業績已由本公司之審核委員會審閱。

承董事會命  
執行董事  
何鑑雄

香港，二零零八年九月十八日