



**MASCOTTE HOLDINGS LIMITED**

**馬斯葛集團有限公司**

*(Incorporated in Bermuda with limited liability)*

*(於百慕達註冊成立之有限公司)*

*(Stock Code 股份代號: 00136)*

Interim Report 中期報告 2010

## CORPORATE INFORMATION

### DIRECTORS

#### *Executive Directors*

Peter Temple Whitelam (*Chairman*)  
Lo Yuen Wa Peter (*Acting Chief Executive Officer*)  
Lam Suk Ping  
Song Jiajia  
Eddie Woo

#### *Independent Non-Executive Directors*

Frank H. Miu  
Agustin V. Que  
Robert James Iaia II

### COMPANY SECRETARY

Lo Yuen Wa Peter

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

1st Floor, Po Chai Industrial Building  
28 Wong Chuk Hang Road  
Aberdeen  
Hong Kong

### WEBSITE ADDRESS

[www.irasia.com/listco/hk/mascotte/index.htm](http://www.irasia.com/listco/hk/mascotte/index.htm)

## 公司資料

### 董事

#### *執行董事*

Peter Temple Whitelam (*主席*)  
老元華 (*代理行政總裁*)  
林叔平  
宋佳嘉  
胡耀東

#### *獨立非執行董事*

繆希  
Agustin V. Que  
Robert James Iaia II

### 公司秘書

老元華

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 總辦事處兼主要營業地點

香港  
香港仔  
黃竹坑道28號  
保濟工業大廈1樓

### 網址

[www.irasia.com/listco/hk/mascotte/index.htm](http://www.irasia.com/listco/hk/mascotte/index.htm)

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
The Hongkong and Shanghai Banking  
Corporation Limited

## AUDITOR

Mazars CPA Limited

## SHARE REGISTRARS

### *Bermuda*

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

### *Hong Kong*

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

## 主要往來銀行

中國銀行(香港)有限公司  
香港上海滙豐銀行有限公司

## 核數師

瑪澤會計師事務所有限公司

## 股份過戶登記處

### *百慕達*

Butterfield Fulcrum Group  
(Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

### *香港*

卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

## Interim Results

The Board of Directors (the “Board”) of Mascotte Holdings Limited (the “Company”) announces the unaudited interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2010 together with the comparative figures as follows:

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2010 – unaudited

## 中期業績

馬斯葛集團有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至二零一零年九月三十日止六個月之未經審核中期業績與比較數字如下：

### 簡明綜合全面收入報表

截至二零一零年九月三十日止六個月－未經審核

		<b>Six months ended 30 September</b>	
		截至九月三十日止六個月	
		<b>2010</b>	2009
		二零一零年	二零零九年
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
	Note 附註		
Turnover	3	<b>75,951</b>	128,703
Cost of sales		<b>(75,560)</b>	(58,884)
Gross profit		<b>391</b>	69,819
Other income		<b>1,510</b>	309
Selling and distribution costs		<b>(5,470)</b>	(4,150)
Administrative expenses		<b>(27,343)</b>	(23,678)
Amortisation of intangible assets		–	(684)
Reversal of impairment allowance for loan and interest receivable		–	80,000
Net unrealised holding (loss) gain on financial assets at fair value through profit or loss		<b>(73,410)</b>	40,807
Finance costs		–	(5)
(Loss) Profit before taxation	4	<b>(104,322)</b>	162,418
Income tax expense	5	<b>(2,934)</b>	(326)
(Loss) Profit for the period		<b>(107,256)</b>	162,092
Other comprehensive income:			
Exchange differences on translation of financial statements of foreign operations		<b>273</b>	–
Total comprehensive (loss) income for the period		<b>(106,983)</b>	162,092

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME** (Continued)

For the six months ended 30 September 2010 – unaudited

簡明綜合全面收入報表 (續)

截至二零一零年九月三十日止六個月 – 未經審核

		<b>Six months ended 30 September</b> 截至九月三十日止六個月	
		<b>2010</b> 二零一零年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2009 二零零九年 (Unaudited) (未經審核) <b>HK\$'000</b> 千港元
		Note 附註	
(Loss) Profit attributable to:	應佔(虧損)溢利:		
Owners of the parent	母公司擁有人	<b>(107,440)</b>	162,186
Non-controlling interests	非控股權益	<b>184</b>	(94)
		<b>(107,256)</b>	162,092
Total comprehensive (loss) income attributable to:	應佔全面(虧損)收入總額:		
Owners of the parent	母公司擁有人	<b>(107,206)</b>	162,186
Non-controlling interests	非控股權益	<b>223</b>	(94)
		<b>(106,983)</b>	162,092
(Loss) Earnings per share:	每股(虧損)盈利:		(Restated) (重列)
Basic	基本	<b>HK\$(0.06)港元</b>	HK\$0.17港元
Diluted	攤薄	<b>HK\$(0.06)港元</b>	HK\$0.17港元

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

As at 30 September 2010

**簡明綜合財務狀況表**

於二零一零年九月三十日

			<b>30 September 2010 二零一零年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	8	20,538	20,350
Available-for-sale financial assets	可供出售財務資產	9	45,000	45,000
Property, plant and equipment	物業、廠房及設備		4,923	5,050
Prepaid lease payments	預付租賃款項		4,417	4,703
Loan and interest receivables	應收貸款及應收利息	12	50,000	11,929
			<b>124,878</b>	87,032
<b>Current assets</b>	<b>流動資產</b>			
Financial assets at fair value through profit or loss	按公平值計入損益賬之財務資產	10	394,431	357,648
Inventories	存貨		11,417	8,727
Prepaid lease payments	預付租賃款項		672	665
Trade and bills receivables	應收貿易款項及應收票據	11	41,087	20,258
Loan and interest receivables	應收貸款及應收利息	12	63,558	50,285
Other receivables and prepayments	其他應收款項及預付款項		29,845	19,513
Bank balances and cash	銀行結餘及現金		53,385	75,720
			<b>594,395</b>	532,816
Assets classified as held for sale	分類為持作出售資產	13	-	79,242
			<b>594,395</b>	612,058
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易款項	14	17,592	9,327
Other payables and accrued charges	其他應付款項及應計費用		15,086	22,161
Margin facilities utilised	已動用孖展信貸	16	9,435	-
Income tax payable	應付所得稅		15,625	12,642
			<b>57,738</b>	44,130
Liabilities directly associated with assets classified as held for sale	與分類為持作出售資產直接有關之負債	13	-	42
			<b>57,738</b>	44,172
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>536,657</b>	567,886
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>661,535</b>	654,918
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	15	177,050	59,052
Reserves	儲備		480,598	592,202
Equity attributable to owners of the parent	母公司擁有人應佔權益		<b>657,648</b>	651,254
Non-controlling interests	非控股權益		3,887	3,664
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>661,535</b>	654,918

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

For the six months ended 30 September 2010 – unaudited

**簡明綜合權益變動表**

截至二零一零年九月三十日止六個月 – 未經審核

		Attributable to the Owners of Parent 母公司擁有人應佔								Non-controlling interests		Total
		Share capital	Share premium	Special reserve	Translation reserve	Reserve fund	Enterprise expansion reserve	Share option reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	特別儲備	換算儲備	儲備金	擴展企業儲備	購股權儲備	累計虧損	合計	非控股權益	合計
		HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元
At 1 April 2009	於二零零九年四月一日	28,592	560,236	13,901	1,371	1,084	1,083	-	(249,991)	356,276	3,445	359,721
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	-	162,186	162,186	(94)	162,092
Issue of shares upon conversion of convertible notes, net of expenses	轉換可換股票據時發行股份 (扣除開支)	26,000	104,000	-	-	-	-	-	-	130,000	-	130,000
At 30 September 2009 (unaudited)	於二零零九年九月三十日 (未經審核)	54,592	664,236	13,901	1,371	1,084	1,083	-	(87,805)	648,462	3,351	651,813
At 1 April 2010	於二零一零年四月一日	59,052	713,885	13,901	1,371	1,084	1,083	2,238	(141,360)	651,254	3,664	654,918
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	234	-	-	-	(107,440)	(107,206)	223	(106,983)
Issue of shares, net of expenses	發行股份 (扣除開支)	10,918	94,267	-	-	-	-	-	-	105,185	-	105,185
Issue of bonus shares	發行紅股	104,955	(104,955)	-	-	-	-	-	-	-	-	-
Issue of shares upon exercise of share options	行使購股權時發行股份	2,125	8,193	-	-	-	-	(1,903)	-	8,415	-	8,415
At 30 September 2010 (unaudited)	於二零一零年九月三十日 (未經審核)	177,050	711,390	13,901	1,605	1,084	1,083	335	(248,800)	657,648	3,887	661,535

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

For the six months ended 30 September 2010 – unaudited

## 簡明綜合現金流量表

截至二零一零年九月三十日止六個月 – 未經審核

		<b>Six months ended 30 September</b>	
		截至九月三十日止六個月	
		2010 二零一零年 <b>(Unaudited)</b> (未經審核) <i>HK\$'000</i> 千港元	2009 二零零九年 (Unaudited) (未經審核) <i>HK\$'000</i> 千港元
<b>Net cash (used in) from operating activities</b>	經營業務(所用)所得之現金淨額	<b>(144,457)</b>	75,066
<b>Net cash used in investing activities</b>	投資業務所用之現金淨額	<b>(606)</b>	(25,108)
<b>Net cash from financing activities</b>	融資活動所得之現金淨額	<b>122,684</b>	–
<b>Net (decrease) increase in cash and cash equivalents</b>	現金及等同現金項目之(減少)增加淨額	<b>(22,379)</b>	49,958
<b>Cash and cash equivalents at beginning of the period</b>	期初之現金及等同現金項目	<b>75,720</b>	33,228
Effect of foreign exchange rate changes	外幣匯率變動影響	<b>44</b>	–
<b>Cash and cash equivalents at end of the period, represented by bank balances and cash</b>	期終之現金及等同現金項目(指銀行結餘及現金)	<b>53,385</b>	83,186



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2010 – unaudited

### 1. BASIS OF PREPARATION

The unaudited interim condensed consolidated financial statements for the six months ended 30 September 2010 have been prepared in accordance with applicable disclosures requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

These unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2010.

### 2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies applied in preparing these unaudited interim condensed consolidated financial statements are consistent with those applied in preparing the Group’s audited financial statements for the year ended 31 March 2010, except for the adoption of following revised Hong Kong Financial Reporting Standards (“HKFRS”), which collective term includes all applicable HKFRS, HKAS and Interpretation issued by HKICPA.

#### HKFRS 3 (Revised): Business Combinations/Improvements to HKFRS (2009) with amendments to HKFRS 3

The revised standard introduced a number of major changes including the following:

- acquisition-related transaction costs, other than share and debt issue costs, to be expensed as incurred;
- existing interest in the acquiree to be remeasured at fair value, with the gain or loss recognised in profit or loss, upon subsequent changes in ownership interests;
- non-controlling interest in the acquiree to be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree;

## 簡明綜合財務報表附註

截至二零一零年九月三十日止六個月一  
未經審核

### 1. 編製基準

截至二零一零年九月三十日止六個月之未經審核中期簡明綜合財務報表乃根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務申報」而編製。

此等未經審核中期簡明綜合財務報表並不包括年度財務報表所需之所有資料及披露，並應連同本集團截至二零一零年三月三十一日止年度之年度財務報表一併閱讀。

### 2. 主要會計政策

除採納下文載列之經修訂香港財務報告準則（「香港財務報告準則」），此統稱包括香港會計師公會頒佈之所有適用香港財務報告準則、香港會計準則及詮釋）外，編製此等未經審核中期簡明綜合財務報表所採用之會計政策與本集團編製截至二零一零年三月三十一日止年度之財務報表時所採用者一致。

#### 香港財務報告準則第3號（經修訂）：業務合併／香港財務報告準則（二零零九年）之改進連同香港財務報告準則第3號之修訂

該項經修訂準則引進多項主要變動，包括下列各項：

- 收購相關交易成本（股份及債務發行成本除外）將於產生時支銷；
- 於被收購方之現有權益將於擁有權權益日後出現變動時按公平值重新計量，所產生之盈虧於損益賬確認；
- 於被收購方之非控股權益將按公平值或其於被收購方之可識別資產及負債之權益比例計量；

2. **PRINCIPAL ACCOUNTING POLICIES** (Continued)

**HKFRS 3 (Revised): Business Combinations/Improvements to HKFRS (2009) with amendments to HKFRS 3** (Continued)

- contingent consideration to be recognised at fair value at the acquisition date; and
- goodwill to be measured at the excess of the aggregate of the acquisition-date fair value of the acquirer's interest in the acquiree and the amount of any non-controlling interest over the net of the acquisition-date amounts of identifiable assets acquired and the liabilities assumed from the acquisition.

The Improvements to HKFRS (2009) contains amendments to clarify the measurement of the fair value of an intangible asset acquired in a business combination and to permit the grouping of intangible assets as a single asset if each asset has similar useful economic lives.

These changes did not have material impact on the financial statements for the period ended 30 September 2010.

**HKAS 27 (Revised): Consolidated and Separate Financial Statements**

The revised standard requires accounting for changes in ownership interests in a subsidiary, while maintaining control, to be recognised as an equity transaction. It also requires, when the group loses control of a subsidiary, any interest retained in the former subsidiary to be remeasured at fair value with the gain or loss recognised in profit or loss. This principle is also extended to a disposal of an associate through the consequential amendments to HKAS 28 Investments in Associates. The adoption of the revised standard did not have material impact on the financial statements for the period ended 30 September 2010.

The Group has not early adopted the new/revised HKFRS issued by the HKICPA that are not yet effective for the current period. The directors are in the process of assessing the possible impact of these new/revised HKFRS, but are not yet in a position to reasonably estimate their impact on the financial statements.

2. 主要會計政策 (續)

香港財務報告準則第3號(經修訂): 業務合併/香港財務報告準則(二零零九年)之改進連同香港財務報告準則第3號之修訂(續)

- 或然代價將按收購當日之公平值確認; 及
- 商譽按收購方於被收購方之權益在收購當日之公平值與任何非控股權益金額之總額, 減去所收購可識別資產於收購當日之金額及因收購而須承擔之負債後之差額計量。

香港財務報告準則之改進(二零零九年)載有多項修訂, 釐清計量於業務合併時收購無形資產之公平值之方法, 並允許倘無形資產之可用經濟年期相近, 則可將該等無形資產合併作一項單一資產計算。

該等變更對截至二零一零年九月三十日止期間之財務報表並無重大影響。

香港會計準則第27號(經修訂): 綜合及獨立財務報表

該項經修訂準則規定一家附屬公司在其控制權仍屬集團所有時, 其擁有權益之變動會確認為股權交易。此外, 該準則亦規定倘集團失去附屬公司之控制權, 則所保留於前附屬公司之任何權益將按公平值重新計量, 所產生之盈虧則於損益賬確認。該項原則亦透過香港會計準則第28號「聯營公司之投資」之其後修訂擴展至出售聯營公司之情況。採納該項經修訂準則對截至二零一零年九月三十日止期間內之財務報表並無任何重大影響。

本集團並未提早採納香港會計師公會已頒佈但於本期間尚未生效之新訂/經修訂香港財務報告準則。董事現正評估該等新訂/經修訂香港財務報告準則可能造成之影響, 惟仍未能合理估計該等香港財務報告準則對財務報表之影響。

### 3. SEGMENT INFORMATION

The directors have been identified as the chief operating decision makers to evaluate the performance of operating segments and to allocate resources to those segments based on the Group's internal reporting in respect of these segments. The directors consider loan financing, investments, manufacture and sales of goods and property investment (i.e. rental of properties) are the Group's major operating segments. Segment results represent the profit or loss before taxation generated from or incurred by each segment. The following analysis is the measure reported to the directors for the purposes of resources allocation and assessment of segment performance.

Operating segments of the Group comprise the following:

- (i) Loan financing: Provision of loan financing services
- (ii) Investments: Trading of investments
- (iii) Manufacture and sales of goods: Manufacture and trading of accessories for photographic, electrical and multimedia products
- (iv) Property investment: Holding properties for rental and capital appreciation

#### Segment revenues and results for the six months ended 30 September 2010

### 3. 分類資料

董事已識別為首席營運決策者，按本集團有關該等分類之內部報告，評估經營分類表現及分配資源予該等分類。董事認為貸款融資、投資、製造及銷售貨品和物業投資（例如租賃物業）乃本集團主要經營分類。分類業績指各分類產生或引致之除稅前溢利或虧損。下列分析呈報予董事，作為分配資源及評估分類表現之基準。

本集團之經營分類包括下列各項：

- (i) 貸款融資：提供貸款融資服務
- (ii) 投資：買賣投資
- (iii) 製造及銷售貨品：製造及買賣照相、電器及多媒體產品配件
- (iv) 物業投資：為賺取租金及資本增值而持有物業

#### 截至二零一零年九月三十日止六個月之分類收入及業績

		Loan financing 貸款融資 (Unaudited) (未經審核) HK\$'000 千港元	Investments 投資 (Unaudited) (未經審核) HK\$'000 千港元	Manufacture and sales of goods 製造及銷售貨品 (Unaudited) (未經審核) HK\$'000 千港元	Property investment 物業投資 (Unaudited) (未經審核) HK\$'000 千港元	Consolidated 綜合 (Unaudited) (未經審核) HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>					
To external customers	售予外部客戶	3,604	(31,811)	103,528	630	75,951
Segment results	分類業績	3,597	(105,498)	10,156	626	(91,119)
Unallocated other income	未分配其他收入					558
Unallocated corporate expenses	未分配公司費用					(13,761)
<b>Loss before taxation</b>	<b>稅前虧損</b>					<b>(104,322)</b>
Income tax expense	所得稅開支					(2,934)
<b>Loss for the period</b>	<b>期內虧損</b>					<b>(107,256)</b>

**3. SEGMENT INFORMATION (Continued)**

There were no inter-segment sales during the six months ended 30 September 2010 (2009: Nil).

**Segment assets and liabilities at 30 September 2010**
**3. 分類資料 (續)**

於截至二零一零年九月三十日止六個月並無分類間銷售(二零零九年：無)。

於二零一零年九月三十日之分類資產及負債

		Loan financing 貸款融資 (Unaudited) (未經審核) HK\$'000 千港元	Investments 投資 (Unaudited) (未經審核) HK\$'000 千港元	Manufacture and sales of goods 製造及 銷售貨品 (Unaudited) (未經審核) HK\$'000 千港元	Property investment 物業投資 (Unaudited) (未經審核) HK\$'000 千港元	Consolidated 綜合 (Unaudited) (未經審核) HK\$'000 千港元
<b>Assets</b>	<b>資產</b>					
Segment assets	分類資產	113,558	456,942	68,477	20,638	659,615
Unallocated corporate assets	未分配公司資產					59,658
Consolidated total assets	綜合總資產					<u>719,273</u>
<b>Liabilities</b>	<b>負債</b>					
Segment liabilities	分類負債	-	9,435	31,556	-	40,991
Unallocated corporate liabilities	未分配公司負債					16,747
Consolidated total liabilities	綜合總負債					<u>57,738</u>

3. SEGMENT INFORMATION (Continued)

Segment revenues and results for the six months ended  
30 September 2009

3. 分類資料 (續)

截至二零零九年九月三十日止六個月  
之分類收入及業績

		Loan financing 貸款融資 (Unaudited) (未經審核) HK\$'000 千港元	Investments 投資 (Unaudited) (未經審核) HK\$'000 千港元	Manufacture and sales of goods 製造及 銷售貨品 (Unaudited) (未經審核) HK\$'000 千港元	Property investment 物業投資 (Unaudited) (未經審核) HK\$'000 千港元	Consolidated 綜合 (Unaudited) (未經審核) HK\$'000 千港元
<b>Turnover</b>	<b>營業額</b>					
To external customers	售予外部客戶	2,132	49,080	76,744	747	128,703
Segment results	分類業績	82,129	89,884	2,002	747	174,762
Unallocated other income	未分配其他收入					309
Unallocated corporate expenses	未分配公司費用					(12,648)
Finance costs	融資成本					(5)
<b>Profit before taxation</b>	<b>稅前溢利</b>					162,418
Income tax expense	所得稅開支					(326)
<b>Profit for the period</b>	<b>期內溢利</b>					162,092

**3. SEGMENT INFORMATION (Continued)**
**Segment assets and liabilities at 31 March 2010**

		Loan financing 貸款融資 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Manufacture and sales of goods 製造及 銷售貨品 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>					
Segment assets	分類資產	62,214	411,037	39,479	20,450	533,180
Unallocated corporate assets	未分配公司資產					165,910
Consolidated total assets	綜合總資產					699,090
<b>Liabilities</b>	<b>負債</b>					
Segment liabilities	分類負債	-	-	26,734	-	26,734
Unallocated corporate liabilities	未分配公司負債					17,438
Consolidated total liabilities	綜合總負債					44,172

**Geographical information**

The Group's sales of goods are principally carried out in Europe, United States of America, Hong Kong and other regions in the PRC. Property investment is carried out in other regions in the PRC. Investments trading and loan financing are carried out in Hong Kong.

The following table provides an analysis of the Group's turnover by geographical market, irrespective of the origin of the goods/services:

Europe	歐洲
United States of America	美國
Hong Kong	香港
Other regions in the PRC	中國其他地區
Others	其他

**3. 分類資料 (續)**

於二零一零年三月三十一日之分類資產及負債

**地區資料**

本集團主要於歐洲、美國、香港及中國其他地區銷售貨品。物業投資於中國其他地區進行。投資買賣及貸款融資於香港進行。

下表為按地區市場呈列之本集團營業額分析(不論貨品/服務之來源地):

<b>Six months ended 30 September 截至九月三十日止六個月</b>	
<b>2010 二零一零年 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元</b>
<b>43,753</b>	37,422
<b>23,119</b>	12,871
<b>(17,412)</b>	55,034
<b>7,985</b>	10,070
<b>18,506</b>	13,306
<b>75,951</b>	128,703

**4. (LOSS) PROFIT BEFORE TAXATION**

(Loss) Profit before taxation has been arrived at after charging:

Depreciation of property, plant and equipment	物業、廠房及設備之折舊
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損
Release of prepaid lease payments	預付租賃款項撥回

**5. INCOME TAX EXPENSE**

Hong Kong Profits Tax	香港利得稅
Other regions in the PRC	中國其他地區

Taxation arising in other regions in the PRC is calculated at the rates prevailing in the relevant jurisdictions.

**6. INTERIM DIVIDEND**

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2010 (2009: Nil).

**4. 稅前（虧損）溢利**

稅前（虧損）溢利已扣除以下項目：

<b>Six months ended 30 September</b> 截至九月三十日止六個月	
<b>2010</b> 二零一零年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	<b>2009</b> 二零零九年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元
<b>758</b>	1,141
<b>14</b>	–
<b>336</b>	333

**5. 所得稅開支**

<b>Six months ended 30 September</b> 截至九月三十日止六個月	
<b>2010</b> 二零一零年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	<b>2009</b> 二零零九年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元
<b>2,078</b>	280
<b>856</b>	46
<b>2,934</b>	326

於中國其他地區產生之稅項按相關司法權區之現行稅率計算。

**6. 中期股息**

董事會不建議派發截至二零一零年九月三十日止六個月之任何中期股息（二零零九年：無）。

**7. (LOSS) EARNINGS PER SHARE**

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

(Loss) Profit for the purpose of basic (loss) earnings per share 用作計算每股基本(虧損)盈利之(虧損)溢利

Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share 用作計算每股基本(虧損)盈利之普通股加權平均數

The weighted average number of ordinary shares adopted in the calculation of the basic earnings per share for the period ended 30 September 2009 has been adjusted to reflect the impact of the issue of bonus shares effected in July 2010 as discussed in note 15(b).

As there is an anti-dilutive effect after adjusting the effects of all dilutive potential ordinary shares for the six months ended 30 September 2010 and the Company had no dilutive potential ordinary shares for the six months ended 30 September 2009, accordingly, the diluted (loss) earnings per share was same as the basic (loss) earnings per share for both periods.

**8. INVESTMENT PROPERTIES**

In the opinion of the directors, the fair value of the Group's investment properties as at 30 September 2010 was not materially different from that as at 31 March 2010.

**7. 每股(虧損)盈利**

母公司擁有人應佔每股基本(虧損)盈利乃根據以下數據計算：

<b>Six months ended 30 September 截至九月三十日止六個月</b>	
<b>2010 二零一零年 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元</b>
<b>(107,440)</b>	162,186

<b>2010 二零一零年  No. of shares 股份數目</b>	<b>2009 二零零九年 (restated) (重列)  No. of shares 股份數目</b>
<b>1,715,598,810</b>	962,077,797

計算截至二零零九年九月三十日止期間之每股基本盈利時採用之普通股加權平均數已經調整，以反映於二零一零年七月進行之紅股發行(誠如附註15(b)所述)之影響。

由於截至二零一零年九月三十日止六個月在對所有潛在攤薄普通股之影響作出調整後存在反攤薄影響，且本公司於截至二零零九年九月三十日止六個月並無潛在攤薄普通股，因此，每股攤薄(虧損)盈利與上述兩個期間之每股基本(虧損)盈利相同。

**8. 投資物業**

董事認為，本集團之投資物業於二零一零年九月三十日之公平值與二零一零年三月三十一日之公平值並無重大差異。





11. TRADE AND BILLS RECEIVABLES

11. 應收貿易款項及應收票據

		<b>As at 30 September 2010</b> 於二零一零年 九月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	As at 31 March 2010 於二零一零年 三月三十一日 <b>HK\$'000</b> 千港元
Trade and bills receivables	應收貿易款項及應收票據	<b>49,074</b>	28,245
Less: Allowances for doubtful debts	減：呆賬撥備	<b>(7,987)</b>	(7,987)
		<b>41,087</b>	20,258
Ageing analysis of trade and bills receivables:	應收貿易款項及應收票據之賬齡分析：		
Within 60 days	60日內	<b>31,800</b>	14,056
61-150 days	61至150日	<b>9,019</b>	4,812
More than 150 days	150日以上	<b>268</b>	1,390
		<b>41,087</b>	20,258

Trading terms with customers are largely on credit, except for new customers where payment in advance is normally required. Invoices are normally payable within 30 days of issuance, except for certain well-established customers, where the terms are extended to 60 – 150 days.

本集團與客戶之貿易條款大部分以信貸方式進行，惟新客戶一般須預先付款。發票一般須於發出後30日內償付，惟若干聲譽良好之客戶之信貸期可延至60至150日。

12. LOAN AND INTEREST RECEIVABLES

12. 應收貸款及應收利息

			As at 30 September 2010 於二零一零年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2010 於二零一零年 三月三十一日 HK\$'000 千港元
Fixed-rate loan receivables	應收定息貸款		112,929	11,929
Variable-rate loan receivables	應收浮息貸款		22,500	72,500
			<b>135,429</b>	84,429
Interest receivables	應收利息		629	285
			<b>136,058</b>	84,714
Less: Impairment allowance	減：減值撥備	(a)	<b>(22,500)</b>	(22,500)
			<b>113,558</b>	62,214
Less: Balance due within one year included in current assets	減：一年內到期列為 流動資產之餘額		<b>(63,558)</b>	(50,285)
Non-current portion	非即期部分		<b>50,000</b>	11,929
Effective interest rate:	實際利率：			
Fixed-rate loan receivables	應收定息貸款		<b>2.5% to 20% per annum 年利率2.5% 至20%</b>	20% per annum 年利率 20%
Variable-rate loan receivables	應收浮息貸款		<b>Hong Kong HSBC Prime rate plus 6% 香港滙豐銀行 最優惠利率 加6%</b>	Hong Kong HSBC Prime rate plus 2% 香港滙豐銀行 最優惠利率 加2%

**12. LOAN AND INTEREST RECEIVABLES (Continued)**
**(a) Impairment allowance**

The Group determines the allowance for impaired debts based on the evaluation of collectability and ageing analysis of accounts and on management's judgement, including assessment of change in credit quality, collaterals and the past collection history of each borrower.

Movement in allowance for impaired debts is as follows:

		<b>As at 30 September 2010</b>	As at 31 March 2010
		於二零一零年 九月三十日 (Unaudited)	於二零一零年 三月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Balance at beginning of the period/year	期／年初結餘	<b>22,500</b>	182,500
Decrease during the period/year	期／年內就Key Rise		
in respect of allowance made	International Limited作出之		
on Key Rise International Limited	撥備減少		
– Recovered following the arrangement	– 隨債務轉讓安排後收回	–	(80,000)
of debt assignment			
– Written off following the arrangement	– 隨債務轉讓安排後撤銷	–	(80,000)
of debt assignment			
Balance at end of the period/year	期／年末結餘	<b>22,500</b>	22,500

**13. ASSETS CLASSIFIED AS HELD FOR SALE**

Assets classified as held for sale 分類為持作出售資產  
Intangible assets 無形資產  
Less: Impairment allowance 減：減值撥備

Liabilities directly associated with 與分類為持作出售資產  
assets classified as held for sale 直接有關之負債

**12. 應收貸款及應收利息 (續)**
**(a) 減值撥備**

本集團根據對有關款項可收回性之評估及賬齡分析以及管理層之判斷(包括對信貸質素變化、抵押品及各借款人之過往收款記錄之評估)釐定減值債務之撥備。

減值債務撥備之變動如下：

	<b>As at 30 September 2010</b>	As at 31 March 2010
	於二零一零年 九月三十日 (Unaudited)	於二零一零年 三月三十一日
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>22,500</b>	182,500
	–	(80,000)
	–	(80,000)
	<b>22,500</b>	22,500

**13. 分類為持作出售資產**

Note  
附註

(b)

	<b>As at 30 September 2010</b>	As at 31 March 2010
	於二零一零年 九月三十日 (Unaudited)	於二零一零年 三月三十一日
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	–	127,984
	–	(48,742)
	–	79,242
	–	42

13. ASSETS CLASSIFIED AS HELD FOR SALE (Continued)

- (a) During the period, the Group disposed entire equity interest of Richful Zone International Limited (“Disposal Group”), a subsidiary of the Company, to a wholly-owned subsidiary of Forefront Group Limited (“Forefront”), a company whose shares are listed on the Stock Exchange of Hong Kong, at a consideration of HK\$79.2 million which is satisfied by the issuance of 330 million new shares of Forefront at HK\$0.24 each. As the selling price was lower than the carrying amount of net assets of the Disposal Group as at 31 March 2010, an impairment loss was recognised in consolidated financial statements for the year ended 31 March 2010 accordingly.
- (b) The intangible assets represented the rights to (i) obtain the 50% of forestry land use rights and forestry trees entitlement of three forestry sites in Simao District, Puer City Yunnan Province, the PRC and (ii) share 50% of distributable profits of these forests.

The terms of forestry land use rights and forestry tree entitlement of these three forestry tree sites are 50 years from 24 January 2007 to 23 January 2057.

**Reconciliation of carrying amount**

At beginning of period/year	於期／年初
Addition through acquisition of subsidiaries	透過收購附屬公司之添置
Disposal during the period/year	期／年內出售
Less: Amortisation	減：攤銷
At end of the period/year, classified as held for sale	於期／年終，分類為持作出售

13. 分類為持作出售資產 (續)

- (a) 期內，本集團向福方集團有限公司（「福方」）（其股份於聯交所上市）之一家全資附屬公司出售本公司附屬公司豐域國際有限公司（「出售集團」）之全部股權，代價為79,200,000港元，以發行330,000,000股每股面值0.24港元之福方新股份之方式支付。由於售價低於出售集團資產淨值於二零一零年三月三十一日之賬面值，故已相應於截至二零一零年三月三十一日止年度之綜合財務報表內確認減值虧損。
- (b) 無形資產為有關下列各項之權利：(i)取得中國雲南省普洱市思茅區三片森林之50%林地使用權及林木所有權及(ii)享有該等森林之50%可供分配溢利。

該三片森林之林地使用權及林木所有權的期限由二零零七年一月二十四日起至二零五七年一月二十三日止為期50年。

**賬面值對賬**

As at 30 September 2010 於二零一零年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2010 於二零一零年 三月三十一日 HK\$'000 千港元
127,984	-
-	130,038
(127,984)	-
-	(2,054)
-	127,984

**14. TRADE PAYABLES**

Ageing analysis of trade payables:

Within 60 days or on demand	60日內或應要求償還
61-150 days	61至150日
More than 150 days	150日以上

**14. 應付貿易款項**

應付貿易款項之賬齡分析：

<b>As at 30 September 2010 於二零一零年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>As at 31 March 2010 於二零一零年 三月三十一日 HK\$'000 千港元</b>
<b>16,779</b>	9,214
<b>469</b>	20
<b>344</b>	93
<b>17,592</b>	9,327

**15. SHARE CAPITAL**

Movements during the period/year in the share capital of the Company were as follows:

**15. 股本**

於本期間／年度，本公司股本之變動如下：

		<b>(Unaudited) At 30 September 2010 (未經審核) 於二零一零年九月三十日</b>	<b>At 31 March 2010 於二零一零年三月三十一日</b>		
	<i>Note 附註</i>	<b>Number of shares 股份數目</b>	<b>Nominal value 面值 HK\$'000 千港元</b>	<b>Number of shares 股份數目</b>	<b>Nominal value 面值 HK\$'000 千港元</b>
<b>Authorised:</b>					
Ordinary shares of HK\$0.1 each	法定股本： 每股面值0.1港元之普通股	<b>10,000,000,000</b>	<b>1,000,000</b>	10,000,000,000	1,000,000
<b>Issued and fully paid:</b>	已發行及繳足：				
At beginning of period/year	於期／年初	<b>590,516,416</b>	<b>59,052</b>	285,924,015	28,592
Issue of shares upon conversion of convertible notes	轉換可換股票據時發行股份	-	-	260,000,000	26,000
Issue of new shares	發行新股份	<b>109,184,800</b>	<b>10,918</b>	-	-
Issue of bonus shares	發行紅股	<b>1,049,551,824</b>	<b>104,955</b>	-	-
Issue of shares upon exercise of share options	行使購股權時發行股份	<b>21,250,000</b>	<b>2,125</b>	44,592,401	4,460
At end of period/year	於期／年末	<b>1,770,503,040</b>	<b>177,050</b>	590,516,416	59,052

## 15. SHARE CAPITAL (Continued)

Notes:

- (a) On 28 April 2010, the Company allotted and issued an aggregate of 109,184,800 ordinary shares for cash at a price of HK\$0.99.
- (b) On 29 July 2010, the directors of the Company have recommended a bonus issue of three new shares, credited as fully paid, for every two shares held by the shareholders of the Company whose names appear on the register of members of the Company on 29 July 2010. This arrangement was duly passed by the shareholders by way of poll at the Special General Meeting held on 29 July 2010. An aggregate of 1,049,551,824 bonus shares were issued during the period.
- (c) During the period, an aggregate of 21,250,000 adjusted share options granted (note 17) were exercised at the adjusted exercise price of HK\$0.396 per ordinary share.

## 16. MARGIN FACILITIES

Margin facilities of HK\$172,313,000 (As at 31 March 2010: HK\$168,870,000) from regulated securities brokers were granted to the Group under which financial assets at fair value through profit or loss of HK\$394,431,000 (As at 31 March 2010: HK\$354,442,000) were treated as collateral for the facilities granted. Aggregate of HK\$9,435,000 (As at 31 March 2010: Nil) facilities were utilised and the carrying amount of the financial assets at fair value through profit or loss charged under the utilised facilities to the securities brokers is HK\$26,383,000 (As at 31 March 2010: Nil). The utilised facilities bear interest rate at 7.236% per annum.

## 17. SHARE-BASED PAYMENT

Pursuant to the Company's share option scheme (the "Scheme") adopted on 21 August 2003, for the primary purpose of providing incentive to directors and eligible employees and suppliers of goods or services of the Group and which will expire 10 years after the date of adoption, the board of directors of the Company may, at its discretion, grant options to consultants and eligible employees, including executive directors, of the Company or any of its subsidiaries to subscribe for shares in the Company at a price of (i) the closing price of the shares of the Stock Exchange on the date of grant of the option, which must be a trading day or (ii) the average of the closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options or (iii) the nominal value of the shares, whichever is the higher.

## 15. 股本 (續)

附註：

- (a) 於二零一零年四月二十八日，本公司以0.99港元之現金價格配發及發行合共109,184,800股普通股。
- (b) 於二零一零年七月二十九日，本公司董事已建議向於二零一零年七月二十九日名列本公司股東名冊之本公司股東發行紅股（基準為每持有兩股股份獲發三股入賬列作繳足之新股份）。該安排已於二零一零年七月二十九日舉行之股東特別大會上以投票表決方式獲股東正式通過。於本期間已發行合共1,049,551,824股紅股。
- (c) 期內，所授出之合共21,250,000份經調整購股權（附註17）已按經調整行使價每股普通股0.396港元行使。

## 16. 孖展信貸

本集團獲受規管證券經紀行授予孖展信貸172,313,000港元（於二零一零年三月三十一日：168,870,000港元），據此，按公平值計入損益賬之財務資產394,431,000港元（於二零一零年三月三十一日：354,442,000港元）乃作為所授信貸之抵押品。合共9,435,000港元（於二零一零年三月三十一日：無）之信貸已被動用，根據該已動用信貸，質押予證券經紀行之按公平值計入損益賬之財務資產之賬面值為26,383,000港元（於二零一零年三月三十一日：無）。該已動用信貸乃按7.236%之年息率計息。

## 17. 股份付款

本公司於二零零三年八月二十一日採納一項購股權計劃（「該計劃」），其主要目的為向董事、合資格僱員及本集團之貨品或服務供應商提供獎勵，而該計劃將於採納日期後10年期滿。根據該計劃，本公司董事會可酌情向本公司或其任何附屬公司之顧問及合資格僱員（包括執行董事）授予購股權以認購本公司之股份，價格為(i)授出購股權日期（須為交易日）股份在聯交所之收市價或(ii)緊接授出購股權日期前五個交易日股份在聯交所之平均收市價或(iii)股份面值三者之較高者。

**17. SHARE-BASED PAYMENT (Continued)**

The maximum number of shares in respect of which options may be granted (together with options exercised and options then outstanding) under the Scheme shall not, when aggregated with any shares subject to any other schemes, exceed 30% of the total number of the issued share of the Company from time to time. The shares which may be issued upon exercise of all share options to be granted under the Scheme and any other share option schemes of the Company shall not exceed 10% of the shares in issue on the day of approval by shareholders of the Company.

The maximum number of shares in respect of which options may be granted to each participant (including both exercised and outstanding options) in any 12-month period cannot exceed 1% of the total number of the issued share of the Company. Upon acceptance of option, the grantee shall pay HK\$1 to the Company by way of consideration of the grant. An option may be exercised at any time during the validity period of the options.

(a) Movements in share option scheme:

Name of category of participant 參與者類別名稱	Date of grant 授出日期 (note (i)) (附註(i))	As at	Adjustments	Exercised	As at	Exercise price 行使價 (adjusted) (經調整)	Share price	Share price
		1 April 2010 於二零一零年 四月一日	on issue of bonus shares 發行紅股之調整 (note (ii)) (附註(ii))	during the period 期內行使	30 September 2010 於二零一零年 九月三十日 (unaudited) (未經審核)		at the date of grant 於授出日期之 股價 (adjusted) (經調整) (note (ii) and (iii)) (附註(ii)及(iii))	at the date of exercise 於行使日期之 股價 (note (iv)) (附註(iv))
					HK\$ 港元	HK\$ 港元	HK\$ 港元	
<i>Executive directors</i> 執行董事								
Mr. Peter Temple Whitelam Peter Temple Whitelam先生	3 March 2010 二零一零年三月三日	500,000	750,000	(1,250,000)	-	0.396	0.396	0.420
Mr. Lo Yuen Wa Peter 老元華先生	3 March 2010 二零一零年三月三日	1,000,000	1,500,000	(2,500,000)	-	0.396	0.396	0.420
Mr. Au Yeung Kai Chor (note (v)) 歐陽啟初先生(附註(v))	3 March 2010 二零一零年三月三日	1,000,000	1,500,000	(2,500,000)	-	0.396	0.396	0.420
Mr. Lam Suk Ping 林叔平先生	3 March 2010 二零一零年三月三日	1,000,000	1,500,000	(2,500,000)	-	0.396	0.396	0.420
Staff and consultants 僱員及顧問	3 March 2010 二零一零年三月三日	6,500,000	9,750,000	(12,500,000)	3,750,000	0.396	0.396	0.420

**17. 股份付款 (續)**

根據該計劃可授出購股權(連同當時已行使及尚未行使之購股權)所涉及之股份數目上限,加上任何其他計劃授出之股份,合計不得超過本公司不時已發行之股份總數30%。根據該計劃及本公司任何其他購股權計劃將予授出之所有購股權獲行使後可發行之股份,不得超過本公司股東批准當日已發行股份之10%。

於任何十二個月期間,授予各參與者之購股權(包括已行使及尚未行使者)所涉及之股份數目上限不得超過本公司已發行股份總數之1%。於接納購股權時,承授人須就所授購股權向本公司支付1港元作為代價。購股權可於購股權有效期內隨時行使。

(a) 購股權計劃變動:



**17. SHARE-BASED PAYMENT (Continued)**

(a) (Continued)

Notes:

- (i) The share options are fully vested upon the date of grant and may be exercised in whole or in part by the respective grantees at any time not later than 2 March 2020.
- (ii) Following the implementation of the issue of bonus share effected in July 2010, the exercise price of the share options and the number of ordinary shares to be allotted and issued upon exercise in full of the subscription rights attaching to the outstanding options are adjusted accordingly.
- (iii) The share price at the date of grant is the Stock Exchange closing price on the trading day immediately prior to the date of the grant of the options subject to the adjustments resulted from the issue of bonus share effected in July 2010.
- (iv) The share price at the date of exercise is the Stock Exchange closing price on the trading date at the date of exercise of the options.
- (v) Mr. Au Yeung Kai Chor, an ex-director, resigned as a director of the Company on 9 April 2010.

**18. RELATED PARTY TRANSACTIONS**

During the period, the Group had the following transactions with related parties.

- (i) Transaction with a non-controlling shareholder:

Name of party 公司名稱	Nature of transaction 交易性質
東莞市橋光實業集團公司 ("Dongguan City Qiao Guang Industrial Group Company")	Rental expense 租金支出

**17. 股份付款 (續)**

(a) (續)

附註：

- (i) 購股權於授出日期後全數歸屬，並可由各承授人於不遲於二零二零年三月二日之任何時間內全部或部分行使。
- (ii) 於二零一零年七月進行紅股發行後，購股權之行使價及因全數行使未行使購股權隨附之認購權而將予配發及發行之普通股數目已相應作出調整。
- (iii) 於授出日期之股價為聯交所於緊接授出購股權日期前之交易日所報之收市價，惟須就二零一零年七月進行之紅股發行作出調整。
- (iv) 於行使日期之股價為聯交所於行使購股權日期之交易日所報之收市價。
- (v) 前任董事歐陽啟初先生於二零一零年四月九日辭任本公司董事。

**18. 關連人士交易**

本集團於期內曾進行如下關連人士交易。

- (i) 與非控股股東之交易：

Six months ended 30 September 截至九月三十日止六個月	
2010 二零一零年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (Unaudited) (未經審核)
470	566

18. RELATED PARTY TRANSACTIONS (Continued)

(ii) Transactions with other related companies:

Name of party 公司名稱	Relationship 關係	Nature of transaction 交易性質
Mascotte Investments Limited 馬斯葛投資有限公司	A company controlled by a key management personnel 由一名主要管理人員控股之公司	Rental expense 租金支出

Rental expenses represent amounts agreed with reference to the market rate between the respective management of the companies concerned.

18. 關連人士交易 (續)

(ii) 與其他關連公司之交易：

Six months ended  
30 September  
截至九月三十日止六個月

	2010 二零一零年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (Unaudited) (未經審核)
	394	486

租金支出指有關公司各自之管理層根據市場租金釐定之金額。

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL RESULTS

As anticipated in the Company's profit warning announcement of 15 October 2010, the Group has recorded a loss for the first half of the year primarily due to realised and unrealised losses of investments held for trading. The loss attributable to shareholders amounted to approximately HK\$107.4 million for the six months ended 30 September 2010, as compared to the profit of approximately HK\$162.2 million in the previous period. Turnover for the period was approximately HK\$76.0 million, a decrease of 41% from approximately HK\$128.7 million for the corresponding period last year.

### INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2010 (2009: Nil).

### BUSINESS REVIEW AND PROSPECTS

#### Investment

The Group's securities trading activities registered realised and unrealised losses totalling approximately HK\$105.5 million for the period (2009: gains of approximately HK\$89.9 million). The realised loss for the period of approximately HK\$31.8 million was recorded as a negative turnover for this business segment, as compared to the realised gain and turnover of approximately HK\$49.1 million for the corresponding period last year.

#### Manufacturing

The Group's manufacturing segment reported a contribution of approximately HK\$10.2 million for the six months ended 30 September 2010 (2009: approximately HK\$2.0 million), following recovery of sales in the major markets to levels achieved prior to the financial tsunami. Total turnover for this segment has increased by 35% to approximately HK\$103.5 million from approximately HK\$76.7 million in the previous period.

## 管理層討論及分析

### 財務業績

誠如本公司日期為二零一零年十月十五日之盈利警告公佈中所預計，本集團於本年度上半年錄得虧損，乃主要由於持作買賣投資之已變現及未變現虧損所致。於截至二零一零年九月三十日止六個月，股東應佔虧損約為107,400,000港元，而上一期間則為溢利約162,200,000港元。期內營業額約為76,000,000港元，較去年同期約128,700,000港元減少41%。

### 中期股息

董事會不建議派發截至二零一零年九月三十日止六個月之任何中期股息（二零零九年：無）。

### 業務回顧及前景

#### 投資

期內，本集團之證券買賣業務錄得合共約105,500,000港元之已變現及未變現虧損（二零零九年：約89,900,000港元之收益）。期內已變現虧損約31,800,000港元已作為該業務分類之負營業額列賬，而去年同期則錄得已變現收益及營業額約49,100,000港元。

#### 製造

於截至二零一零年九月三十日止六個月，因主要市場之銷售情況恢復至金融海嘯爆發前之水平，本集團之製造分類錄得貢獻約10,200,000港元（二零零九年：約2,000,000港元）。製造分類之總營業額由上一期間約76,700,000港元增加約35%至約103,500,000港元。

## Loan Financing

Turnover from the provision of loan financing amounting to HK\$3.6 million as compared to approximately HK\$2.1 million corresponding period in last year. The segments' results have however decreased to approximately HK\$3.6 million from approximately HK\$82.1 million corresponding period in last year, as last year's results included an HK\$80.0 million reversal of impairment allowance made previously. In the six months period ended 30 September 2010, no material provision or write back have been made.

## Prospects

Outlook for the second half of the year is rather mixed. Continual recovery of the economy together with low interest rate and rising inflation should provide the momentum to drive the market to higher levels in the months ahead. However, government measures to prevent the formation of asset bubble due to the abundance of liquidity may unsettle the market. In addition, there remain plenty of uncertainties in the global economic environment such as the pace of economic recovery in the United States and the sovereign debt problems of certain Eurozone countries and these factors may add to the volatility of the market.

The Group would continue to exercise caution and adopt a prudent approach in conducting our business. We also remain committed to our strategy of diversification and broadening of the Group's long term sustainable income base; and to actively explore suitable investment opportunities to enhance the Company's value to our shareholders. To this end, as announced in August 2010, the Company has entered into a preliminary agreement in relation to the possible acquisition of a 50.1% majority interest in Sun Materials Technology Co., Ltd., a company which has developed and patented a new and innovative technology to manufacture polycrystalline silicon, the primary raw material used in the solar energy value chain. Negotiation and finalisation of the terms of the acquisition are still proceeding. The Directors believe that the acquisition, if it materialises, will give the Company the opportunity to position itself favourably in the clean technology market.

## 貸款融資

提供貸款融資所產生之營業額為3,600,000港元，而去年同期則約為2,100,000港元。然而，該分類之業績由去年同期約82,100,000港元減少至約3,600,000港元，此乃由於去年同期之業績包括先前作出之80,000,000港元之減值撥備已被撥回所致。於截至二零一零年九月三十日止六個月，概無作出任何重大撥備或撥回。

## 前景

下半年之前景喜憂參半。經濟持續復蘇加上利率低企及通脹加劇預期會於未來數月推動市場向更高水平發展。然而，政府為防止因流動性資金充裕而形成資產泡沫所採取之措施可能會使市場變動不定。此外，全球經濟環境仍存在諸多不確定因素（如美國經濟之復蘇速度及若干歐元區國家之主權債務問題等），而該等因素可能會加劇市場波動。

本集團將在經營業務方面繼續審慎行事及採取審慎措施。本集團亦繼續致力於業務多元化戰略及擴闊本集團之長期可持續收入基礎，並積極物色適合之投資機會以為股東提升本公司價值。為此，正如二零一零年八月所公佈，本公司已就可能收購山陽科技股份有限公司50.1%之多數權益訂立一項初步協議。山陽科技股份有限公司為一間已開發出一項可用於製造多晶硅（即太陽能價值鏈中所使用之主要原材料）之創新技術並獲得有關專利之公司。該收購事項之條款仍在洽談中及有待最終確定。董事認為，該收購事項（若得以成功進行）將使本公司有機會在潔淨科技市場處於有利地位。

## LIQUIDITY AND CAPITAL RESOURCES

During the period under review, the Company has successfully completed a share placement in April 2010 of 109,184,800 shares at a placing price of HK\$0.99 per share which raised net proceeds of HK\$105.2 million. In addition, in August 2010, the Company issued 1,049,551,824 new shares pursuant to the bonus issue of three new shares for two exiting shares as approved by the shareholders at the Company's special general meeting held on 29 July 2010.

As at 30 September 2010, the Group recorded a total bank balances and cash of HK\$53.4 million (As at 31 March 2010 of HK\$75.7 million). Moreover, the Group had current assets of HK\$594.4 million (As at 31 March 2010 of HK\$612.1 million). The Equity attributable to equity holders of the Company was of HK\$657.6 million (As at 31 March 2010 of HK\$651.3 million). Apart from the margin facilities utilised of HK\$9.4 million (As at 31 March 2010: Nil), the Group had no outstanding bank and other borrowing as at 30 September 2010 and 31 March 2010.

## PLEDGE OF ASSETS

At 30 September 2010, margin facilities from regulated securities brokers were granted to the Group which were secured by the Group's financial assets at fair value through profit or loss of HK\$394,431,000 (As at 31 March 2010: HK\$354,442,000). The carrying amount of the financial assets at fair value through profit or loss charged under the utilised facilities to the securities broker is HK\$26,383,000 (As at 31 March 2010: Nil).

## CONTINGENT LIABILITIES

The Group has no material contingent liabilities as at the end of reporting period.

## 流動資金及資本資源

於回顧期內，本公司於二零一零年四月成功完成一項涉及109,184,800股股份之股份配售，配售價為每股0.99港元，集資所得款項淨額105,200,000港元。此外，經股東於二零一零年七月二十九日召開之股東特別大會上批准，本公司於二零一零年八月根據紅股發行（基準為每兩股現有股份獲發三股新股）發行1,049,551,824股新股。

於二零一零年九月三十日，本集團錄得銀行結餘及現金總額53,400,000港元（於二零一零年三月三十一日：75,700,000港元）。此外，本集團之流動資產為594,400,000港元（於二零一零年三月三十一日：612,100,000港元）。本公司股權持有人應佔權益為657,600,000港元（於二零一零年三月三十一日：651,300,000港元）。於二零一零年九月三十日及二零一零年三月三十一日，除已動用孖展信貸9,400,000港元（於二零一零年三月三十一日：無）外，本集團並無未償還銀行及其他借貸。

## 資產抵押

於二零一零年九月三十日，本集團獲受規管證券經紀行授予孖展信貸，乃以本集團按公平值394,431,000港元（於二零一零年三月三十一日：354,442,000港元）計入損益賬之財務資產作抵押。根據已動用信貸，質押予證券經紀行之按公平值計入損益賬之財務資產之賬面值為26,383,000港元（於二零一零年三月三十一日：無）。

## 或然負債

本集團於報告期末概無重大或然負債。

## CURRENCY RISK MANAGEMENT

The majority of the Group's assets are held in Hong Kong Dollars with no foreign exchange exposure. The Group's manufacturing business has its largest sale market Europe, which alone accounts for around 42.3% of the Group's sales turnover. In safeguarding the volatile Euro Dollars currency risk, the management has chosen to adopt a more prudent sales policy by mainly accepting US Dollar quoted sale orders, which in turn the management can maintain a stable currency exchange condition for normal trading business development.

## NUMBER OF EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2010, the Group had more than 600 employees, around 93% of them were employed in the People's Republic of China for the manufacturing business. The Group remunerates its employee based on their work performance and with reference to prevailing condition of labor markets.

## DIRECTORS' INTERESTS IN CONTRACTS

During the reporting period, no contracts were entered into in which directors or officers of the Company had an interest and which significantly affected the business of the Group.

## DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2010, the interests of the directors and their associates in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities (the "Listing Rules"), were as follows:

Long position in ordinary shares of the Company

Name of director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Percentage of issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Peter Temple Whitelam Peter Temple Whitelam先生	Personal interest 個人權益	1,250,000	0.07%
Mr. Lo Yuen Wa Peter 老元華先生	Personal interest 個人權益	2,500,000	0.14%
Mr. Lam Suk Ping 林叔平先生	Personal interest 個人權益	3,250,000	0.18%

## 貨幣風險管理

本集團所持大部份資產以港元計值，故並無承受外幣風險。本集團之製造業務之最大銷售市場為歐洲，佔本集團銷售額約42.3%。為避免歐元波動之貨幣風險，管理層選擇採取較審慎之銷售政策，主要接受以美元報價之銷售訂單，以便能在穩定之外匯環境下發展正常貿易業務。

## 僱員數目及酬金政策

於二零一零年九月三十日，本集團共有600多名僱員，其中約93%在中華人民共和國受僱，從事本集團之製造業務。本集團按僱員之工作表現及參照勞動市場之當前情況釐定僱員之酬金。

## 董事於合約之權益

於報告期內，概無訂立本公司董事或高級職員於其中擁有權益及對本集團業務構成重大影響之合約。

## 董事於證券之權益

於二零一零年九月三十日，董事及彼等之聯繫人於本公司之股份及相關股份中，擁有須記錄於本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置之登記冊內之權益，或根據證券上市規則（「上市規則」）所載上市公司董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司之權益如下：

於本公司普通股之好倉

## SUBSTANTIAL SHAREHOLDERS

As at 30 September 2010, so far as is known to the Directors and the chief executives of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the Shares and underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are, directly or indirectly interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at a general meeting of any member of the Group.

(i) Interest in the Shares and underlying Shares – long positions:

Name of Shareholder 股東名稱	Number of ordinary shares held 所持普通股數目	Capacity 身份	Percentage of issued share capital of the Company 佔本公司 已發行股 本百分比
Willie International Holdings Limited 威利國際控股有限公司	130,089,500	Interest of a controlled corporation 受控制法團權益	7.35%
Willie Resources Incorporated	130,089,500	Interest of a controlled corporation 受控制法團權益	7.35%
Rawcliffe International Limited	130,089,500	Interest of a controlled corporation 受控制法團權益	7.35%
Nice Hill International Limited	130,089,500	Interest of a controlled corporation 受控制法團權益	7.35%
Pearl Decade Limited	130,089,500	Beneficial owner 實益擁有人	7.35%

*Note:* Willie International Holdings Limited (stock code: 273), a company listed on the Stock Exchange, is interested in the share capital of the Company indirectly through its direct wholly-owned subsidiary Willie Resources Incorporated and its indirect wholly owned subsidiaries Rawcliffe International Limited, Nice Hill International Limited and Pearl Decade Limited.

## 主要股東

於二零一零年九月三十日，就本公司董事及主要行政人員所知，以下人士（不包括本公司董事或主要行政人員）於股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露之權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司之股東大會上投票之任何類別股本面值10%或以上之權益。

(i) 於股份及相關股份中之權益 – 好倉：

*附註：* 威利國際控股有限公司（股份代號：273）為一間聯交所上市公司，透過其直接全資附屬公司Willie Resources Incorporated及其間接全資附屬公司Rawcliffe International Limited、Nice Hill International Limited及Pearl Decade Limited間接擁有本公司之股本權益。

(ii) Interest in members of the Group:

**Name of shareholder**  
股東名稱

**Name of group company**  
集團公司名稱

**Percentage of registered capital of group company**  
佔集團公司註冊資本百分比

惠州市益發光學機電有限公司

Mascotte Zhi Hao Photographic Equipment (Hui Zhou) Co., Ltd

10%

馬斯葛志豪照相(惠州)有限公司

Dongguan City Qiao Guang Industrial Group Company

Dongguan Tak Ya Leather Goods Manufactory Limited

23.1%

東莞市橋光實業集團公司

東莞德雅皮製品廠有限公司

Save as disclosed above, the Directors and the chief executives of the Company are not aware that there is any person (other than a Director or chief executive of the Company) who, as at 30 September 2010, had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at a general meeting of any other member of the Group.

除上文所述者外，本公司董事及主要行政人員並無知悉任何人士（除本公司董事或主要行政人員以外）於二零一零年九月三十日，於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之任何權益或淡倉，或直接或間接擁有附權利於任何情況下可在本集團任何其他成員公司之股東大會上投票之任何類別股本面值之10%或以上權益。

## EVENTS AFTER THE REPORTING PERIOD

No significant events have occurred subsequent to the end of the reporting period.

## 報告期後事項

報告期後概無發生任何重大事項。

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

There was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities during the six months period ended 30 September 2010.

## 購買、出售或贖回本公司之上市證券

於截至二零一零年九月三十日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## CODE ON CORPORATE GOVERNANCE

The Company has complied with the code provisions which set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules during the six months period ended 30 September 2010 except that Code Provision A.4.1 provides that non-executive directors should be appointed for specific terms, subject to re-election. The independent non-executive directors ("INEDs") of the Company are not appointed for specific terms but they are subject to retirement by rotation and re-election at the annual general meetings of the Company. Pursuant to Bye-law 87(1) of the current Bye-laws of the Company, each director shall be subject to retirement by rotation at least once every three years at the annual general meeting. This means that the terms of appointment of the directors, including INEDs, cannot exceed three years.

## 企業管治守則

本公司於截至二零一零年九月三十日止六個月期間一直遵守上市規則附錄十四所載之企業管治常規守則（「守則」）所載守則條文，惟守則條文第A.4.1條規定，非執行董事須按特定年期委任，並須重選連任。本公司獨立非執行董事（「獨立非執行董事」）並非按特定年期委任，惟須於本公司股東週年大會輪席退任及重選連任。根據本公司現時之細則第87(1)條，各董事須最少每三年於股東週年大會輪席退任一次，亦表示董事（包括獨立非執行董事）之任期不得超過三年。



## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 of the Listing Rules (the "Model Code"). On specific enquiries made, all directors confirmed that they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by Directors adopted by the Company.

## AUDIT COMMITTEE

The audit committee of the Company currently comprises three independent non-executive directors, namely Mr. Frank H. Miu, Dr. Agustin V. Que and Mr. Robert James Iaia II.

The unaudited interim financial statements for the six months period ended 30 September 2010 of the Group have been reviewed by the audit committee.

## REMUNERATION COMMITTEE

The remuneration committee of the Company comprises three independent non-executive directors, namely Mr. Frank H. Miu, Dr. Agustin V. Que and Mr. Robert James Iaia II. The Remuneration committee is principally responsible for formulating the Group's policy and structure for all remunerations of the directors and senior management and providing advice and recommendation to the directors of the Company.

## BOARD OF DIRECTORS

As at the date of this report, the Executive Directors of the Company are Mr. Peter Temple Whitelam (Chairman), Mr. Lo Yuen Wa Peter (Acting Chief Executive Officer), Mr. Lam Suk Ping, Ms. Song Jiajia and Mr. Eddie Woo; and the Independent Non-executive Directors of the Company are Mr. Frank H. Miu, Dr. Agustin V. Que and Mr. Robert James Iaia II.

On Behalf of the Board  
**Lo Yuen Wa Peter**  
*Acting Chief Executive Officer*

Hong Kong, 25 November 2010

## 進行證券交易之標準守則

本公司已採納一套有關董事進行證券交易之行為守則，其條款不遜於上市規則附錄十載列之規定標準（「標準守則」）。經作出具體查詢後，所有董事確認，彼等均已遵守標準守則規定之標準及本公司就董事進行證券交易所採納之行為守則。

## 審核委員會

本公司審核委員會現時包括三名獨立非執行董事，即繆希先生、Agustin V. Que博士及Robert James Iaia II先生。

本集團截至二零一零年九月三十日止六個月期間未經審核中期財務報表已經由審核委員會審閱。

## 薪酬委員會

本公司薪酬委員會包括三名獨立非執行董事，即繆希先生、Agustin V. Que博士及Robert James Iaia II先生。薪酬委員會主要負責就董事及高層管理人員之所有薪酬制定本集團政策及架構，並向本公司董事提供意見及推薦建議。

## 董事會

於本報告日期，本公司執行董事為Peter Temple Whitelam先生（主席）、老元華先生（代理行政總裁）、林叔平先生、宋佳嘉女士及胡耀東先生；及本公司獨立非執行董事為繆希先生、Agustin V. Que博士及Robert James Iaia II先生。

承董事會命  
代理行政總裁  
**老元華**

香港，二零一零年十一月二十五日



**MASCOTTE HOLDINGS LIMITED**  
**馬斯葛集團有限公司**