



連發國際股份有限公司

Ever Fortune International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 875)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2007

The board of directors (the “Board”) of Ever Fortune International Holdings Limited (the “Company”) announce the unaudited interim results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2007 together with comparative figures for the previous period as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2007

		For the	
		Six months ended 30 June	
		2007	2006
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
TURNOVER	2	1,189	90
Cost of sales		(301)	(267)
Gross profit/(loss)		888	(177)
Other revenue	3	257	11,987
Distribution costs		(51)	(39)
Administrative and other operating expenses		(13,386)	(6,219)
(Loss)/gain arising from change in fair value less estimated point-of-sale cost of biological assets		(2,036)	15,143
Impairment on goodwill		—	(141)
Provision for bad debts		—	(28,324)
Provision for increase in liabilities		—	(2,223)
Provision for loss on guarantee		—	(70,879)
Loss from operations	4	(14,328)	(80,872)
Finance costs		—	(140)
LOSS BEFORE INCOME TAX		(14,328)	(81,012)
INCOME TAX	5	(16)	—
LOSS FOR THE PERIOD		(14,344)	(81,012)
ATTRIBUTABLE TO			
Equity holders of the Company		(14,344)	(81,012)
Minority interests		—	—
		(14,344)	(81,012)
DIVIDENDS	6	—	—
LOSS PER SHARE			
Basic	7	HK cents (0.57)	HK cents (3.20)
Diluted		N/A	N/A

CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 June 2007

		As at 30 June 2007 (Unaudited) HK\$'000	As at 31 December 2006 (Audited) HK\$'000
	Notes		
Non-current assets			
Property, plant and equipment	8	1,038	161
Leasehold land and land use rights		63,446	62,642
Biological assets		30,923	31,879
Intangible assets		708	708
		<u>97,450</u>	<u>95,390</u>
Current assets			
Leasehold land and land use rights		2,670	2,565
Inventories		82	82
Biological assets		381	379
Trade and other receivables	9	6,854	11,870
Cash balance at PRC Trust Co-operative Union		—	—
Cash and bank balances		13,750	1,772
		<u>22,402</u>	<u>16,668</u>
Current liabilities			
Trade and other payables	10	(57,850)	(39,173)
Bank borrowing		(498)	(498)
Other borrowings		(86)	(86)
Provisions	11	(106,851)	(103,378)
		<u>(165,285)</u>	<u>(143,135)</u>
Net current liabilities		<u>(142,883)</u>	<u>(126,467)</u>
Total assets less current liabilities		<u>(45,433)</u>	<u>(31,077)</u>
Capital and reserves attributable to the equity holders of the company			
Issued capital		25,325	25,325
Reserves		(70,758)	(56,651)
		<u>(45,433)</u>	<u>(31,326)</u>
Minority interests		<u>—</u>	<u>—</u>
Total equity		<u>(45,433)</u>	<u>(31,326)</u>
Non-current liabilities			
Bank borrowing		—	249
Total assets less current liabilities		<u>(45,433)</u>	<u>(31,077)</u>

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 June 2007

	For the six months ended 30 June	
	2007	2006
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
NET CASH (OUTFLOW) FROM OPERATING ACTIVITIES	(5,408)	(7,161)
Net cash (outflow)/inflow from investing activities	(829)	1
Net cash inflow from financing activities	<u>18,215</u>	<u>7,980</u>
INCREASE IN CASH AND CASH EQUIVALENTS	11,978	820
Cash and cash equivalents at 1 January	<u>1,772</u>	<u>248</u>
CASH AND CASH EQUIVALENTS AT 30 JUNE	<u>13,750</u>	<u>1,068</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	<u>13,750</u>	<u>1,068</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the six months ended 30 June 2007

Six months ended 30 June 2007 (Unaudited)

	Issued capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Reserve fund <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Exchange fluctuation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2007	25,325	163,532	3,168	126,883	5,476	(355,710)	(31,326)
Loss for the period	—	—	—	—	—	(14,344)	(14,344)
Translation difference	—	—	—	—	237	—	237
At 30 June 2007	<u>25,325</u>	<u>163,532</u>	<u>3,168</u>	<u>126,883</u>	<u>5,713</u>	<u>(370,054)</u>	<u>(45,433)</u>

Six months ended 30 June 2006 (Unaudited)

	Issued capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Reserve fund <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Exchange fluctuation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2006	25,325	163,532	3,168	126,883	3,144	(216,800)	105,252
Loss for the period	—	—	—	—	—	(81,012)	(81,012)
Translation difference	—	—	—	—	1,493	—	1,493
At 30 June 2006	<u>25,325</u>	<u>163,532</u>	<u>3,168</u>	<u>126,883</u>	<u>4,637</u>	<u>(297,812)</u>	<u>25,733</u>

NOTES TO THE ACCOUNTS

1. Basis of preparation

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and with the applicable disclosure 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”).

The condensed consolidated financial statements have been prepared under the historical cost convention except for the Biological Assets, which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of annual financial statements of the Company and its subsidiaries (“the Group”) for the year ended 31 December, 2006 except as described below.

In the current period, the Group has applied, for the first time, a number of new/revised Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively referred to as “new HKFRSs”) issued by the HKICPA that are effective for accounting periods beginning on or after 1 January 2007. The adoption of the new/revised HKFRSs did not result in any substantial change to the Group’s accounting policies.

HKAS 1(Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments - Disclosures
HK (IFRIC) – Int 8	Scope of HKFRS 2
HK (IFRIC) – Int 9	Reassessment of Embedded Derivatives
HK (IFRIC) – Int 10	Interim Financial Reporting and Impairment

The Group has not early adopted the following standards that have been issued but not yet effective. The adoption of such standards will not result in substantial changes to the Group’s accounting policies.

HKAS 23 (Revised)	Borrowing costs
HKFRS 8	Operating segments
HK (IFRIC) – Int 11	HKFRS2 – Group and Treasury Share Transactions
HK (IFRIC) – Int 12	Service Concession Arrangements

2. Turnover and segment information

(a) *Business segments*

For management purposes, the Group’s operations are derived from two operating business in PRC for nurturing, selling and trading of tree seedlings and seeds and also the management of an exhibition centre. These operations are the basis on which the Group, reports its primary segment information.

Business segments:

	For the six months ended 30 June 2007		
	Tree seedlings and seeds <i>HKD'000</i> (unaudited)	Exhibitions and events <i>HKD'000</i> (unaudited)	Consolidated <i>HKD'000</i> (unaudited)
REVENUE			
External sales	336	853	1,189
Other revenue	140	107	247
Total revenue	476	960	1,436
SEGMENT RESULTS	324	810	1,134
Unallocated income			10
Unallocated expenses			(15,472)
Finance costs			—
Loss before income tax			(14,328)
Income tax expense			(16)
Loss for the period			(14,344)

	For the six months ended 30 June 2006		
	Tree seedlings and seeds <i>HKD'000</i> (unaudited)	Exhibitions and events <i>HKD'000</i> (unaudited)	Consolidated <i>HKD'000</i> (unaudited)
REVENUE			
External sales	90	—	90
Other revenue	29	—	29
Total revenue	119	—	119
SEGMENT RESULTS	(148)	—	(148)
Unallocated income			11,958
Unallocated expenses			(92,682)
Finance costs			(140)
Loss before income tax			(81,012)
Income tax expense			—
Loss for the period			(81,012)

(b) Geographical segments

All activities of the Group are based in Mainland China (including Hong Kong) and all of the Group's turnover and loss before income tax are derived from Mainland China (including Hong Kong). Accordingly, no geographical segment information is presented.

3. Other revenue

	2007 HK\$'000 (unaudited)	2006 HK\$'000 (unaudited)
Debts waived by creditors	—	9,751
Bank interest income	26	1
Other interest income	91	—
Others	139	2,235
	256	11,987

4. Loss from operations

	2007 HK\$'000 (unaudited)	2006 HK\$'000 (unaudited)
Operating loss is stated after (crediting) and charging the followings:		
Cost of inventories sold	151	267
Staff costs, including directors' remuneration	1,803	1,071
Amortisation of leasehold land and land use rights	1,335	1,273
Depreciation	72	28
Loss/(gain) from changes in fair value less estimated point-of-sale costs of biological assets	2,036	(15,143)
Minimum lease payments under an operating lease in respect of land and buildings	377	200
Impairment on goodwill	—	141
Provision for bad debts	—	28,324
Provision for increase in liabilities	—	2,223
Provision for loss on guarantee	—	70,879

5. Income tax

	2007 HK\$'000 (unaudited)	2006 HK\$'000 (unaudited)
Hong Kong profits tax	—	—
Overseas profits tax	16	—
	16	—

Hong Kong profits tax has not been provided as the Group had no assessable profits arising in Hong Kong during the period. 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. There was no significant unprovided deferred tax charge in respect of the period.

6. Dividends

The Board do not recommend the payment of an interim dividend for the six months ended 30 June 2007 (2006: Nil).

7. Loss per share

The calculation of the basic loss per share is based on the Group's loss for the period of HK\$14,344,000 (six months ended 30/6/2006: loss of HK\$81,012,000) and the number of ordinary shares of 2,532,543,083 (six months ended 30/6/2006: 2,532,543,083).

No diluted loss per share have been presented because the exercise of the Company's outstanding share options during the period has an anti-dilutive effect on the basic loss per share for the period.

8 Property, plant and equipment

During the six months ended 30 June 2007, there are additions of leasehold improvement, plant and equipment to cope with the removal of office at a cost amounting to HK\$950,000 (six months ended 30 June 2006: \$Nil).

9 Trade and other receivables

Included in trade and other receivables are trade receivables with the following ageing analysis as of the balance sheet date.

	30 June 2007 HKD'000 (unaudited)	31 December 2006 HKD'000 (audited)
Within 90 days	392	—
91 days to 180 days	61	—
181 days to 365 days	—	—
Over 365 days	22,478	22,478
	22,931	22,478
Provision for impairment on receivables	(22,478)	(22,478)
	453	—

The group's trading terms for tree and seedlings business with its customers are mainly on credit and its credit period is generally for a period of 90 to 180 days. The group's trading terms for the management of exhibition centre with its customers are by cash sales only.

10 Trade and other Payables

Included in trade and other payables are trade payables with the following ageing analysis as of the balance sheet date.

	30 June 2007 HKD'000 (unaudited)	31 December 2006 HKD'000 (audited)
Within 90 days	478	—
91 days to 180 days	16	—
181 days to 365 days	—	—
Over 365 days	741	747
	<u>1,235</u>	<u>747</u>

11 Provisions

This represents provisions for loss on guarantees provided by a 70% subsidiary of the Company. On 15 August 2006 in respect of a guarantee provided to the China Agricultural Bank on 4 July 2005 in respect of bank loan granted to 河南省龍浩實業有限公司. The China Agricultural Bank is now demanding for repayment amounting to RMB73,005,000 (including principal of RMB63,100,000 and accrued interest of RMB9,905,000). In addition, the Company received another litigation claim amounting to RMB27,531,000 (including principal of RMB27,500,000 and execution fees of RMB31,000). The total for the two litigation and claim amounted to RMB100,536,000.

12. Commitments

a) Capital commitments:

	30 June 2007 HKD'000 (unaudited)	31 December 2006 HKD'000 (audited)
Contracted, but not provided for:		
Leasehold improvements	322	—
	<u>322</u>	<u>—</u>

b) Operating lease arrangements

As lessee

At the balance sheet date, the Group had future aggregate minimum lease payments under operating leases in respect of land and buildings are as follows:

	30 June 2007 HKD'000 (unaudited)	31 December 2006 HKD'000 (audited)
Within one year	2,210	297
In the second to fifth year inclusive	4,145	—
	<u>6,355</u>	<u>297</u>

13. Post balance sheet event

Subsequent to the balance sheet date on 17 July, 2007, the litigation with Tuen & Partners was settled and the Company paid an amount of HK\$1,680,000 as full and final settlement.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group reports a loss of HK\$14,344,000 for the six months ended 30 June 2007. The operations of the subsidiary, Zhangjiakou Xing Fa, continued to be slow and only achieved a turnover of about HK\$336,000. Overall, the result for this subsidiary is not encouraging. The operations of another new subsidiary, Hao King, achieved a turnover of about HK\$853,000, representing rental and services income from running of an exhibition centre. The result for this subsidiary is on track.

After having completed a review of the business and financial position, the Directors are in the course of formulating a resumption proposal for approval by the Stock Exchange. Such proposal will involve a reorganization of the existing assets and acquisition of new businesses. The Directors are hopeful that this resumption proposal will be successful in the coming few months.

Liquidity and financial resources

The Group financed the operations primarily from advance from shareholders. As at 30 June 2007, the Group had cash and bank balances of HK\$13,750,000 (31 December 2006: HK\$1,772,000) and unsecured bank loan of HK\$498,000 (31 December 2006: HK\$747,000), repayable within one year.

As at 30 June 2007, the Group had a current ratio of 0.14 (31 December 2006: 0.12). The Group's gearing ratio as at 30 June 2007 was 1.38 (31 December 2006: 1.28) (defined as total liabilities to total assets). There are no significant change in these ratios.

Provision for loss on bank guarantee

The 70% owned subsidiary of the Company has received an notice of arbitration on 15 August 2006 in respect of a guarantee provided to the China Agricultural Bank on 4 July 2005 in respect of bank loan granted to 河南省龍浩實業有限公司. The China Agricultural Bank is now demanding for repayment amounting to RMB73,005,000 (including principal of RMB63,100,000 and accrued interest of RMB9,905,000). In addition, Zhangjiakou Xing Fa, received another litigation claim amounting to RMB27,531,000 (including principal of RMB27,500,000 and execution fees of RMB31,000). The total for the two litigation and claim amounted to RMB100,536,000. The Directors are now looking into the matters and in particular, the circumstances under which the guarantee was being granted, and are seeking legal advice as to the appropriate course of action to be taken. The Company has provided the amount of guarantee in full in the accounts.

Charges on assets

Save as disclosed, the Group had not pledged any asset to its bankers as at 30 June 2007.

Contingent liabilities

As at 30 June 2007, the Group has no material contingent liabilities.

Exposure to foreign exchange risk

During the period, the Group conducted its business transactions principally in Hong Kong dollars and Renminbi. The Group had not experienced any material difficulties or negative effects on its operations as a result of fluctuations in currency exchange rates. The Board believes it was not necessary to hedge the exchange risk. Nevertheless, management will continue to monitor the foreign exchange exposure and will take prudent measure as deemed appropriate.

Capital expenditure

During the period, the Group has prepared for the office removal in July, 2007. Accordingly, there are additions of leasehold improvements, furniture and computer equipment amounting to approximately HK\$950,000. Besides, the company has contracted for leasehold improvement amounting to HK\$322,000, being part of the capital commitment which was not provided for in the financial statements.

Material acquisitions and disposal

Save as disclosed, there has not been any material acquisitions or disposals of assets of the Group.

Employees and remuneration policies

As at 30 June 2007, the Group has a total of 40 (2006: 44) employees. It is the corporate policy of the Group to set the remuneration of its employees at a level commensurate with their responsibilities, experience and qualification and in line with market conditions.

The Company has adopted a share option scheme in June 2002. Eligible participants under the share option scheme include, among others, the Company's directors, independent non-executive directors, other directors/employees of the Group. At 30 June 2007, there are no outstanding share option.

Prospects

In the forthcoming months, the directors will deal with the non-performing assets of the Group and will further acquire profitable business. In this respect, the directors are working on the resumption proposal and have been in close liaison with Stock Exchange with a view to obtain relevant approval and implement the same, resulting in the resumption of trading of the shares of the Company as soon as possible.

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

During the six months ended 30 June 2007, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2007, none of the directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and 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 the provisions of Divisions 7 and 8 Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code of Securities Transactions by Directors of Listed Companies contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") or which were required to be entered in the register required to be kept by the Company under section 352 of the SFO.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading “Directors’ interests and short positions in shares and underlying shares” above, at no time during the period was the company or any of its subsidiaries a party to any arrangement to enable the directors or their respective spouse or minor children to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

The Company has adopted a share option scheme in June 2002. On 1 August 2006, the directors have resolved that all the above outstanding option above either been lapsed or cancelled. As at the date of this report, there are no outstanding option has been granted by the Company under the scheme.

CORPORATE GOVERNANCE

To the best knowledge of and so far as is known to the current members of the Board, the Company has complied with the Code Provisions (“Code Provisions”) as set out in the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules.

AUDIT COMMITTEE

The current audit committee of the Company comprises Mr. So Hoi Pan Edinson, Mr. Yim Hing Wah and Mr. Zhao Wen, all of whom are independent non-executive directors of the Company. The audit committee has reviewed the interim results of the Company for the period ended 30 June 2007.

THE MODEL CODE

The Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” as set out in Appendix 10 to the Listing Rules. Having made specific enquiries with all the directors of the Company, the directors confirmed for six months ended 30 June 2007 have complied with the “Model Code for Securities Transactions by Directors of Listed Issuers” as set out in Appendix 10 of Listing Rules.

PROCEEDINGS INVOLVING THE COMPANY

- (a) On 31 May 2005, Tiffit Securities (Hong Kong) Limited (Provisional Liquidators appointed) (“Tiffit”) issued a writ of summons in the High Court of Hong Kong against the Company, claiming an amount of HK\$1,600,000, being commission for services allegedly provided by Tiffit to the Company. On 10 May 2006, the Court ordered the parties to exchange evidence and to fix a date for hearing of the action. Tiffit has not been able to comply with the Court’s order to exchange evidence with the Company. On 27 February 2007, provisional liquidators were appointed for Tiffit and the action has been stayed since then.

- (b) On 18 July 2006, the Company issued a writ of summons in the High Court of Hong Kong against Tsun & Partners (“TS”) in relation to certain invoices for legal services purported rendered and a purported deed of settlement dated 25 November 2006 (the “purported deed”), which purported to constitute or represent or agree remuneration of TS (the “Action”). The Company claims, amongst others, that TS has grossly overcharged the Company in sums that are grossly excessive and that the purported deed is illegal and unenforceable and/or was signed under duress, undue influence and/or coercion. The Company seeks among others, the Court to tax or assess the fair and reasonable costs of the services rendered and TS’s proper remuneration, and for cancellation of the purported deed and/or that it is illegal and/or unenforceable. On 16 October 2006, the Company paid an amount of HK\$3,300,000 (the “Security”) as security for the Action. On 15 November 2006, TS filed a defence and counterclaim, claiming for the amount of HK\$3,223,190 and interest at the rate of 6% per annum thereon. On 17 July 2007, by way of a consent order proposed by TS, the Company paid TS an amount of HK\$1,680,000 out of the Security in full and final settlement of the claim and TS’s counterclaim. The remaining balance of the Security together with interest thereon was paid to the Company.
- (c) On 10 August 2006, Zhengzhou Arbitration Centre issued an arbitration notice to 張家口興發農林發展有限公司 (Zhangjiakou Xing Fa Agricultural Development Company Limited*) (“Zhangjiakou Xing Fa”), a 70% owned indirect subsidiary of the Company, naming it as one of the four respondents, in relation to, among others, the arbitration proceedings by the Henan branch of the China Agriculture Bank (“Bank”) for the amount of RMB63.10 million due under a guarantee dated 4 July 2005 provided by Zhangjiakou Xing Fa to the Bank to secure a loan in the amount of RMB63.10 million granted by the Bank to 河南省龍浩實業有限公司 (Henan Dragoncom Co., Ltd.*) (“Henan Dragoncom”). To the best of the knowledge of the Directors, Henan Dragoncom is a company which was owned by Han Jide, a former director of the Company, who resigned on 26 August 2005. At a hearing on 6 March 2007, the Zhengzhou Arbitration Centre ordered the verification of the authentication of certain evidence to determine whether it would have jurisdiction to hear the case. Since then, there has been no further development of the case.
- (d) On 13 March 2007, an enforcement notice was issued by the People’s Court of Luoyang High-tech Development Zone pursuant to which Zhangjiakou Xing Fa was order to pay a sum of approximately RMB27.5 million to the People’s Court of Luoyang High-tech Development Zone in satisfaction of a judgment rendered by the People’s Court of Luoyang High-tech Development Zone against Zhangjiakou Xing Fa on 5 March 2006 in relation to a claim by the Luoyang City Commercial Bank (“Commercial Bank”) for the amount of approximately RMB27.5 million due under the guarantee dated 15 June 2005 provided by Zhangjiakou Xing Fa in favour of the Commercial Bank to secure a loan in the amount of RMB27.5 million from the Commercial Bank to Henan Dragoncom. No cash repayment or transfer of assets of Zhangjiakou Xing Fa has been effected.

At the request of the Company, trading in the securities of the Company has been suspended since 9:30 a.m. on 28 April, 2005 and will remain suspended until further notice.

By Order of the Board
Zhou Wenjun
Chairman

Hong Kong, 7 September 2007

As at the date of this announcement, the Board comprises eight directors of which Mr. Zhou Wenjun is the chairman and executive director; Mr. Ji Kewei is the deputy Chairman and Chief Executive Officer; Mr. Ding Jiangyong, Mr. Dai Jun and Mr. Sun Kejun are the executive directors; and Mr. So Hoi Pan, Mr. Yim Hing Wah and Mr. Zhao Wen are the independent non-executive directors.