



Wing On Travel (Holdings) Limited 永安旅遊(控股)有限公司

(Incorporated in Bermuda with limited liability) (Stock Code : 1189)
(於百慕達註冊成立之有限公司) (股份代號 : 1189)



再創佳績，優質見證

連續 **2** 年蟬聯 “最佳旅行社大獎”

由新假期 2006~2007 年頒發

Interim Report 2007 中期報告

Corporate Information

公司資料

Directors

Chairman

Mr. Yu Kam Kee, Lawrence *B.B.S., M.B.E., J.P.*

Managing Director

Mr. Cheung Hon Kit

Executive Directors

Dr. Yap, Allan

Mr. Chan Pak Cheung, Natalis

Mr. Lui Siu Tsuen, Richard

Independent Non-Executive Directors

Mr. Kwok Ka Lap, Alva

Mr. Wong King Lam, Joseph

Mr. Poon Kwok Hing, Albert

Qualified Accountant

Ms. Chan Ling, Eva

Company Secretary

Ms. Fung Mei Ling

Registered Office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and Principal Place of Business

7th Floor, Paul Y. Centre

51 Hung To Road, Kwun Tong

Kowloon, Hong Kong

Auditors

Deloitte Touche Tohmatsu

Certified Public Accountants

35/F., One Pacific Place

88 Queensway

Hong Kong

Principal Share Registrars

Butterfield Fund Services (Bermuda) Limited

Rosebank Centre

11 Bermudiana Road

Pembroke HM08

Bermuda

Hong Kong Branch Share Registrars

Tricor Secretaries Limited

26/F., Tesbury Centre

28 Queen's Road East

Wanchai, Hong Kong

Stock Code

Stock Code on The Stock Exchange of

Hong Kong Limited: 1189

董事

主席

余錦基先生 *B.B.S., M.B.E., J.P.*

董事總經理

張漢傑先生

執行董事

Yap, Allan 博士

陳百祥先生

呂兆泉先生

獨立非執行董事

郭嘉立先生

黃景霖先生

潘國興先生

合資格會計師

陳玲女士

公司秘書

馮美玲女士

註冊辦事處

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

總辦事處及主要營業地點

香港九龍

觀塘鴻圖道51號

保華企業中心7樓

核數師

德勤·關黃陳方會計師行

執業會計師

香港

金鐘道88號

太古廣場一座35樓

主要股份過戶登記處

Butterfield Fund Services (Bermuda) Limited

Rosebank Centre

11 Bermudiana Road

Pembroke HM08

Bermuda

香港股份過戶登記分處

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

股份代號

香港聯合交易所有限公司

股份代號: 1189

Interim Results

中期業績

The Board of Directors (the "Board") of Wing On Travel (Holdings) Limited (the "Company") is pleased to announce the unaudited results of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the six months ended 30 June 2007 together with comparative figures for the corresponding period in 2006 as follows:

永安旅遊(控股)有限公司(「本公司」)之董事會(「董事會」)欣然宣佈本公司及其附屬公司(以下統稱「本集團」)截至二零零七年六月三十日止六個月之未經審核業績,連同二零零六年同期之比較數字載列如下:

Condensed Consolidated Income Statement

For the six months ended 30 June 2007

簡明綜合收益表

截至二零零七年六月三十日止六個月

		Six months ended	
		30.6.2007 HK\$'000 (Unaudited) 截至 二零零七年 六月三十日 止六個月 千港元 (未經審核)	30.6.2006 HK\$'000 (Unaudited) 截至 二零零六年 六月三十日 止六個月 千港元 (未經審核)
		Notes	
		附註	
Turnover	營業額	3	1,041,343
Direct operating costs	直接經營成本		(848,723)
Gross profit	毛利		192,620
Other income	其他收入		18,403
Distribution and selling expenses	分銷及銷售開支		(20,852)
Administrative expenses	行政開支		(146,949)
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之 已確認減值虧損		(206)
Increase in fair value of investments held for trading	持作買賣投資之 公平價值增加		2,806
Gain on disposal of subsidiaries	出售附屬公司之收益		82,265
Loss on disposal of properties under construction	出售在建物業之虧損		(19,600)
Finance costs	融資成本		(72,939)
Impairment loss recognised in respect of properties under construction	在建物業之已確認 減值虧損		-
Share of results of associates	應佔聯營公司業績		(6,763)
Reversal of impairment loss in respect of leasehold land and buildings	租賃土地及樓宇之 減值虧損撥回		-
Profit (loss) before taxation	除稅前溢利(虧損)		28,785
Taxation credit (charge)	稅項撥回(支出)	5	48,412
Profit (loss) for the period	本期間溢利(虧損)		77,197
Attributable to:	應佔:		
Shareholders of the parent	母公司股東		61,401
Minority interests	少數股東權益		15,796
			77,197
Dividends	股息	6	11,908
Earnings (loss) per share	每股盈利(虧損)	7	HK cents 港仙
- Basic	- 基本		9.30
- Diluted	- 攤薄		5.20
			N/A 不適用

Condensed Consolidated Balance Sheet

At 30 June 2007

簡明綜合資產負債表

於二零零七年六月三十日

		Notes	At 30.6.2007 HK\$'000 (Unaudited) 於二零零七年 六月三十日 千港元 (未經審核)	At 31.12.2006 HK\$'000 (Audited) 於二零零六年 十二月三十一日 千港元 (經審核)
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	8	1,677,929	1,698,374
Interest in associates	於聯營公司之權益		67,271	74,034
Available-for-sale investments	可供出售投資		72,532	72,732
Goodwill	商譽		96,842	44,213
Long-term receivables	長期應收款項	9	110,967	–
Investment and other deposits	投資及其他訂金		204,913	165,500
Club debenture, at cost	會所債券·按成本值		713	713
			2,231,167	2,055,566
Current assets	流動資產			
Property held for sale, at cost	待售物業·按成本值		98	98
Inventories	存貨		9,126	7,429
Amounts due from related companies	應收關連公司款項		63,653	59,465
Amounts due from associates	應收聯營公司款項		156,962	28,763
Trade and other receivables	貿易及其他應收賬款	10	898,075	431,635
Loan receivables	應收貸款		373,540	372,480
Investments held for trading	持作買賣之投資		30,271	7,126
Loans to related companies	給予關連公司之貸款		30,000	–
Tax recoverable	可收回稅項		–	21
Pledged bank deposits	已抵押銀行存款		11,501	11,436
Trading cash balances	貿易現金結餘		358	295
Bank balances and cash	銀行結餘及現金		138,433	555,229
			1,712,017	1,473,977
Assets classified as held for sale	分類為持作出售之資產	11	–	305,339
			1,712,017	1,779,316
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	12	354,232	308,984
Loans from related companies	關連公司貸款		125,225	106,324
Amounts due to associates	應付聯營公司款項		10,686	13,350
Amounts due to related companies	應付關連公司款項		47,277	193,282
Obligations under finance leases	融資租約之承擔		–	–
– amount due within one year	– 一年內到期款項		–	31
Borrowings – amount due within one year	借貸 – 一年內到期款項	13	224,664	59,269
			762,084	681,240
Liabilities associated with assets classified as held for sale	分類為持作出售資產之相關負債	11	–	170
			762,084	681,410
Net current assets	流動資產淨值		949,933	1,097,906
Total assets less current liabilities	資產總值減流動負債		3,181,100	3,153,472

Condensed Consolidated Balance Sheet

At 30 June 2007

簡明綜合資產負債表

於二零零七年六月三十日

		Notes	At 30.6.2007 HK\$'000 (Unaudited) 於二零零七年 六月三十日 千港元 (未經審核)	At 31.12.2006 HK\$'000 (Audited) 於二零零六年 十二月三十一日 千港元 (經審核)
		附註		
Non-current liabilities	非流動負債			
Borrowings – amount due after one year	借貸 – 一年後到期款項	13	388,160	406,480
Convertible notes	可換股票據	14	601,486	810,026
Deferred taxation	遞延稅項		207,755	250,179
			1,197,401	1,466,685
Net assets	資產淨值		1,983,699	1,686,787
Capital and reserves	資本及儲備			
Share capital	股本	15	109,076	61,059
Reserves	儲備		1,548,711	1,194,253
Equity attributable to shareholders of the parent	母公司股東應佔權益		1,657,787	1,255,312
Minority interests	少數股東權益		325,912	431,475
Total equity	權益總額		1,983,699	1,686,787

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2007

簡明綜合股東權益變動表

截至二零零七年六月三十日止六個月

	Share capital HK\$'000	Share premium HK\$'000	Special reserve HK\$'000	Convertible notes reserve HK\$'000	Share options reserve HK\$'000	Translation reserve HK\$'000	Statutory reserves HK\$'000	Retained profits HK\$'000	Total equity attributable to shareholders of the parent HK\$'000	Minority interests HK\$'000	Total HK\$'000
	股本 千港元	股份溢價 千港元	特別儲備 千港元	可換股票據儲備 千港元	購股權儲備 千港元	匯兌儲備 千港元	法定儲備 千港元	保留溢利 千港元	母公司股東應佔權益總額 千港元	少數股東權益 千港元	合計 千港元
At 1 January 2006 (audited) 於二零零六年一月一日 (經審核)	437,586	-	258,463	-	-	9,087	150	273,690	978,976	435,068	1,414,044
Exchange difference arising on translation of financial statements of operations outside Hong Kong 換算香港以外業務之財務報表所產生之匯兌差額	-	-	-	-	-	235	-	-	235	-	235
Loss for the period 本期間虧損	-	-	-	-	-	-	-	(18,613)	(18,613)	51	(18,562)
Total recognised income and expense for the period 本期間已確認收入及開支總額	-	-	-	-	-	235	-	(18,613)	(18,378)	51	(18,327)
Recognition of equity component of convertible notes 確認可換股票據之權益部分	-	-	-	205,359	-	-	-	-	205,359	-	205,359
Recognition of equity-settled share-based payments 以股份支付之款項	-	-	-	-	8,074	-	-	-	8,074	-	8,074
Reduction in share capital 削減股本	(393,827)	-	393,827	-	-	-	-	-	-	-	-
Issue of shares 發行股份	17,500	103,250	-	-	-	-	-	-	120,750	-	120,750
Share issue expenses 股份發行開支	-	(514)	-	-	-	-	-	-	(514)	-	(514)
Dividends paid 已付股息	-	-	-	-	-	-	-	(9,188)	(9,188)	-	(9,188)
Dividends paid to minority shareholders of subsidiaries 向附屬公司少數股東派付之股息	-	-	-	-	-	-	-	-	-	(6,006)	(6,006)
At 30 June 2006 (unaudited) 於二零零六年六月三十日 (未經審核)	61,259	102,736	652,290	205,359	8,074	9,322	150	245,889	1,285,079	429,113	1,714,192
At 1 January 2007 (audited) 於二零零七年一月一日 (經審核)	61,059	101,705	652,290	205,139	12,006	30,209	150	192,754	1,255,312	431,475	1,686,787
Exchange difference arising on translation of financial statements of operations outside Hong Kong 換算香港以外業務之財務報表所產生之匯兌差額	-	-	-	-	-	17,752	-	-	17,752	8,117	25,869
Profit for the period 本期間溢利	-	-	-	-	-	-	-	61,401	61,401	15,796	77,197
Total recognised income and expense for the period 本期間已確認收入及開支總額	-	-	-	-	-	17,752	-	61,401	79,153	23,913	103,066
Recognition of equity-settled share-based payments 以股份支付之款項	-	-	-	-	2,924	-	-	-	2,924	-	2,924
Share issued on exercise of shares options 行使購股權時發行之股份	428	3,837	-	-	(1,146)	-	-	-	3,119	-	3,119
Conversion into shares from convertible notes 將可換股票據兌換為股份	35,570	257,492	-	(57,644)	-	-	-	-	235,418	-	235,418
Issue of shares 發行股份	12,000	84,000	-	-	-	-	-	-	96,000	-	96,000
Share issue expenses 股份發行開支	-	(2,400)	-	-	-	-	-	-	(2,400)	-	(2,400)
Disposal of subsidiaries 出售附屬公司	-	-	-	-	-	-	-	-	-	(124,237)	(124,237)
Acquisition of subsidiaries 收購附屬公司	-	-	-	-	-	-	-	-	-	767	767
Release of statutory reserves 解除法定儲備	-	-	-	-	-	-	(150)	150	-	-	-
Issue of shares on scrip dividend 因以股代息發行股份	19	150	-	-	-	-	-	-	169	-	169
Dividends paid 已付股息	-	-	-	-	-	-	-	(11,908)	(11,908)	-	(11,908)
Dividends paid to minority shareholders of subsidiaries 向附屬公司少數股東派付之股息	-	-	-	-	-	-	-	-	-	(6,006)	(6,006)
At 30 June 2007 (unaudited) 於二零零七年六月三十日 (未經審核)	109,076	444,784	652,290	147,495	13,784	47,961	-	242,397	1,657,787	325,912	1,983,699

Condensed Consolidated Cash Flow Statement

For the six months ended 30 June 2007

簡明綜合現金流量表

截至二零零七年六月三十日止六個月

		Six months ended	
Notes	30.6.2007 HK\$'000 (Unaudited) 截至 二零零七年 六月三十日 止六個月 千港元 (未經審核)	30.6.2006 HK\$'000 (Unaudited) 截至 二零零六年 六月三十日 止六個月 千港元 (未經審核)	
Net cash generated from (used in) operating activities	經營業務產生(所用)現金淨額	120,076	(107,108)
Investing activities	投資活動		
Net cash outflow of loans advanced and earnest money paid to certain companies and individuals	向若干公司及個人墊付貸款及支付意向金之現金流出淨額	(589,698)	(147,935)
Other investing cash flows	其他投資現金流量	(180,769)	(20,444)
Acquisition of subsidiaries	收購附屬公司	(21,452)	-
Disposal of subsidiaries	出售附屬公司	226,995	-
Net cash used in investing activities	投資活動所用現金淨額	(564,924)	(168,379)
Financing activities	融資活動		
New bank loans and other loans raised	新造銀行貸款及其他貸款	330,573	-
Proceeds from issue of shares	發行股份所得款項	96,000	120,750
Net advance (repayment) of loans from related companies	關連公司貸款墊款(償還)淨額	18,901	(349,476)
Repayment of bank loans and other loans	償還銀行貸款及其他貸款	(183,694)	(19,437)
Other financing cash flows	其他融資現金流量	(231,979)	(9,220)
Share issue expenses	股份發行開支	(2,400)	(514)
Proceeds from issue of convertible notes	發行可換股票據所得款項	-	1,000,000
Convertible notes issue expenses	可換股票據發行開支	-	(14,160)
Partial repayment of promissory note	償還部分承兌票據	-	(200,000)
Net cash from financing activities	融資活動所得現金淨額	27,401	527,943
Net (decrease) increase in cash and cash equivalents	現金及現金等值項目之(減少)增加淨額	(417,447)	252,456
Cash and cash equivalents at beginning of the period	期初之現金及現金等值項目	555,524	43,387
Effect on foreign exchange rate changes	外幣匯率變動影響	517	235
Cash and cash equivalents at end of the period	期末之現金及現金等值項目	138,594	296,078
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Bank balances and cash	銀行結餘及現金	138,433	295,568
Trading cash balances	貿易現金結餘	358	458
Bank overdraft	銀行透支	(197)	-
Bank balances and cash included in assets classified as held for sale	計入分類為持作出售資產之銀行結餘及現金	-	52
		138,594	296,078

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Hong Kong Accounting Standard 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2006.

In the current interim period, the Group has applied, for the first time, a new standard, amendment and interpretations ("new HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning 1 January 2007.

The adoption of these new HKFRSs had no material effect on the results and the financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early applied the new or revised standards or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these new or revised standards or interpretations will have no material impact on the results and the financial position of the Group.

1. 編製基準

本簡明綜合財務報表乃根據香港聯合交易所有限公司主板證券上市規則（「上市規則」）附錄十六之適用披露規定以及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」而編製。

2. 主要會計政策

本簡明綜合財務報表所採用之會計政策與本集團編製截至二零零六年十二月三十一日止年度財務報表所採用者一致。

於本中期期間，本集團首次應用由香港會計師公會頒佈並於二零零七年一月一日開始之本集團財政年度生效之一項新訂準則、修訂及詮釋（「新香港財務報告準則」）。

採納該等新香港財務報告準則並無對本集團於本會計期間或過往會計期間之業績及財務狀況造成任何重大影響。因此，概無須確認過往期間之調整。

本集團並無提早採納所有已頒佈但尚未生效之新訂或經修訂準則或詮釋。本公司董事預期，應用該等新訂或經修訂準則或詮釋將不會對本集團之業績及財務狀況造成任何重大影響。

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

3. SEGMENT INFORMATION

BUSINESS SEGMENTS

For management purposes, the Group is organised into two operating divisions – travel and related services, and hotel and leisure services. These divisions are the basis on which the Group reports its primary segment information for the respective periods.

Principal activities are as follows:

3. 分類資料

業務分類

為方便管理起見，本集團已分為兩個業務部門，分別為旅遊及相關服務與酒店及休閒服務。該等部門乃本集團報告其各期間主要分類資料之基準。

主要業務活動如下：

		Travel and related services HK\$'000 旅遊及相關服務 千港元	Hotel and leisure services HK\$'000 酒店及休閒服務 千港元	Elimination HK\$'000 對銷 千港元	Consolidated HK\$'000 綜合 千港元
Six months ended 30 June 2007	截至二零零七年六月三十日止六個月				
Turnover	營業額				
External sales	對外銷售	918,268	123,075	-	1,041,343
Inter-segment sales	類別間銷售	-	67	(67)	-
Total	合計	918,268	123,142	(67)	1,041,343
Results	業績				
Segment results	分類業績	21,160	17,289	-	38,449
Interest income	利息收入				16,276
Increase in fair value of investments held for trading	持作買賣之投資之公平價值增加				2,806
Gain on disposal of subsidiaries	出售附屬公司之收益	-	82,265	-	82,265
Loss on disposal of properties under construction	出售在建物業之虧損	(19,600)	-	-	(19,600)
Unallocated corporate expenses	未分配企業開支				(11,709)
Finance costs	融資成本				(72,939)
Share of results of associates	應佔聯營公司業績	(6,763)	-	-	(6,763)
Profit before taxation	除稅前溢利				28,785
Taxation credit	稅項撥回				48,412
Profit for the period	本期間溢利				77,197

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3. SEGMENT INFORMATION (Continued)

BUSINESS SEGMENTS (Continued)

		Travel and related services HK\$'000 旅遊 及相關服務 千港元	Hotel and leisure services HK\$'000 酒店 及休閒服務 千港元	Elimination HK\$'000 對銷 千港元	Consolidated HK\$'000 綜合 千港元
Six months ended 30 June 2006	截至二零零六年 六月三十日止六個月				
Turnover	營業額				
External sales	對外銷售	802,365	117,054	–	919,419
Inter-segment sales	類別間銷售	–	82	(82)	–
Total	合計	802,365	117,136	(82)	919,419
Results	業績				
Segment results	分類業績	15,555	21,485	–	37,040
Interest income	利息收入				4,790
Impairment loss recognised in respect of available-for-sale investments	可供出售投資之 已確認減值虧損				(780)
Increase in fair value of investments held for trading	持作買賣之投資之 公平價值增加				170
Unallocated corporate expenses	未分配企業開支				(21,220)
Finance costs	融資成本				(41,002)
Share of results of associates	應佔聯營公司業績	(1,730)	4,752	–	3,022
Loss before taxation	除稅前虧損				(17,980)
Taxation charge	稅項支出				(582)
Loss for the period	本期間虧損				(18,562)

3. 分類資料 (續)

業務分類 (續)

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4. DEPRECIATION

During the period, depreciation of HK\$26,994,000 (HK\$26,047,000 for the six months ended 30 June 2006) was provided in respect of the Group's property, plant and equipment.

5. TAXATION CREDIT (CHARGE)

Tax credit (charge) comprises:	稅項撥回(支出)包括:
Deferred taxation in other jurisdictions:	其他司法權區之遞延稅項:
Current year	本年度
Attributable to a change in tax rate	稅率變動應佔
Taxation credit (charge)	稅項撥回(支出)

No provision for Hong Kong Profits Tax has been made in both periods as the Group did not have any assessable profit during both periods.

On 16 March 2007, the People's Republic of China promulgated the Law of the People's Republic of China on Enterprise Income Tax by Order No. 63 of the President of the People's Republic of China, which will change the tax rate from 33% to 25% for certain subsidiaries from 1 January 2008. The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply in the respective periods when the asset is realised or the liability is settled.

4. 折舊

期內，有關本集團之物業、機器及設備之折舊為26,994,000港元(截至二零零六年六月三十日止六個月:26,047,000港元)。

5. 稅項撥回(支出)

Six months ended	
30.6.2007 HK\$'000 截至 二零零七年 六月三十日 止六個月 千港元	30.6.2006 HK\$'000 截至 二零零六年 六月三十日 止六個月 千港元
449	(582)
47,963	-
48,412	(582)

由於本集團於兩段期間均並無任何應課稅溢利，故並無作出香港利得稅撥備。

於二零零七年三月十六日，中華人民共和國根據中華人民共和國總理令第63號頒佈中華人民共和國企業所得稅法，據此，由二零零八年一月一日起，若干附屬公司之稅率會由33%改為25%。遞延稅項結餘已作調整，以反映預期於變現資產或清償負債之各期間應用之稅率。

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6. DIVIDENDS

6. 股息

		Six months ended	
		30.6.2007	30.6.2006
		HK\$'000	HK\$'000
		截至	截至
		二零零七年	二零零六年
		六月三十日	六月三十日
		止六個月	止六個月
		千港元	千港元
Dividend recognised as distribution during the period:	確認為期內分派之股息：		
Final dividend for 2006 of HK1.5 cents (2006: final dividend for 2005 of HK1.5 cents) per share	二零零六年末期股息 每股1.5港仙 (二零零六年：二零零五年末期 股息每股1.5港仙)	11,908	9,188

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2007.

董事並不建議派付截至二零零七年六月三十日止六個月之中期股息。

During the period, scrip dividend alternatives were offered in respect of the 2006 final dividends. These scrip dividend alternatives were accepted by the shareholders, as follows:

期內，就二零零六年末期股息提出以股代息之替代方式。股東接納此等以股代息之替代方式如下：

		HK\$'000
		千港元
Dividends:	股息：	
Cash	現金	11,739
Scrip dividend	以股代息	169
		11,908

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7. EARNINGS (LOSS) PER SHARE

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

7. 每股盈利（虧損）

每股基本盈利（虧損）乃按下列數據計算：

		Six months ended	
		30.6.2007 HK\$'000 (Unaudited) 截至 二零零七年 六月三十日 止六個月 千港元 (未經審核)	30.6.2006 HK\$'000 (Unaudited) 截至 二零零六年 六月三十日 止六個月 千港元 (未經審核)
Earning (loss) for the purpose of basic earnings (loss) per share: Profit (loss) for the period attributable to equity holders of the parent	用作計算每股基本盈利（虧損）之盈利（虧損）： 母公司股東應佔 本期間溢利（虧損）	61,401	(18,613)
Effect of dilutive potential ordinary shares: Effective interest on convertible notes	具攤薄影響之潛在 普通股之影響： 可換股票據之 實際利息	36,448	N/A 不適用
Earnings for the purpose of diluted earnings per share	用作計算每股 攤薄盈利之盈利	97,849	N/A 不適用
		Number of shares 股份數目	
Weighted average number of ordinary shares for the purpose of basic earnings (loss) per share	用作計算每股基本盈利（虧損）之 普通股加權平均數	659,949,716	515,901,025
Effect of dilutive potential ordinary shares: Convertible notes	具攤薄影響之潛在普通股之 影響： 可換股票據	1,222,282,887	N/A 不適用
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用作計算每股攤薄盈利之 普通股加權平均數	1,882,232,603	N/A 不適用

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7. EARNINGS (LOSS) PER SHARE (Continued)

The computation of diluted earnings per share does not assume the exercise of the Company's outstanding share options as the exercise price of those options is higher than the average market price for shares for the six months ended 30 June 2007.

Diluted loss per share for prior period is not presented as the conversion of the Company's convertible notes and exercise of share options would decrease the loss per share for the six months ended 30 June 2006.

8. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent approximately HK\$11,999,000 (HK\$6,316,000 for the six months ended 30 June 2006) on acquisition of property, plant and equipment.

9. LONG-TERM RECEIVABLES

Amount represented long term bidding money paid for the purchase of the operating right of a property located in the PRC. The amount was paid to 珀麗置業(上海)有限公司 who acts as an agent on behalf of the Group. 珀麗置業(上海)有限公司 is a wholly owned subsidiary of China Enterprises Limited, a shareholder of the Company.

7. 每股盈利(虧損)(續)

計算每股攤薄盈利時並無假設行使本公司之尚未行使購股權，原因為該等購股權之行使價乃高於截至二零零七年六月三十日止六個月之股份平均市價。

由於兌換本公司之可換股票據及行使購股權會導致截至二零零六年六月三十日止六個月之每股虧損減少，故並無呈列前期之每股攤薄虧損。

8. 物業、機器及設備

期內，本集團斥資約11,999,000港元（截至二零零六年六月三十日止六個月：6,316,000港元）以購入物業、機器及設備。

9. 長期應收款項

該筆款項指就購入一座位於中國之物業之經營權益而已付予珀麗置業(上海)有限公司(以本集團之代理身份行事)之長期投標款。珀麗置業(上海)有限公司為本公司一名股東China Enterprises Limited之全資附屬公司。

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10. TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade receivables of HK\$26,500,000 (at 31 December 2006: HK\$26,627,000) and the aged analysis of the trade receivables at the reporting dates is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

The Group allows an average credit period of 60 days to local customers and 90 days to overseas customers.

Included in trade and other receivables are other receivables of HK\$634 million (at 31 December 2006: Nil) which represented earnest money paid by the Group for a potential property project in the PRC.

10. 貿易及其他應收賬款

列入貿易及其他應收賬款包括為數26,500,000港元之貿易應收賬款(於二零零六年十二月三十一日:26,627,000港元),而該等貿易應收賬款於呈報日之賬齡分析如下:

At 30.6.2007 HK\$'000 於 二零零七年 六月三十日 千港元	At 31.12.2006 HK\$'000 於 二零零六年 十二月三十一日 千港元
18,132	11,076
3,334	3,861
891	2,168
4,143	9,522
26,500	26,627

本集團給予本地客戶及海外客戶之平均除賬期分別為60日及90日。

列入貿易及其他應收賬款包括為數634,000,000港元之其他應收賬款(於二零零六年十二月三十一日:無),為本集團已付一項中國潛在物業項目之意向金。

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11. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

In June 2006, the Group entered into an agreement with China Star Entertainment Limited, a company incorporated in Bermuda with its shares listed on The Stock Exchange of Hong Kong Limited, in relation to the disposal of approximately 56.91% interest in a subsidiary, Triumph Up Investments Limited ("Triumph Up") at a consideration of approximately HK\$252,789,000. Triumph Up indirectly held approximately 55.75% interest in Kingsway Hotel Limited ("Kingsway") which was classified as an associate as the directors considered that the Group could not exercise control to govern its financial and operating policies. Accordingly, the Group's approximately 31.73% effective interest in Kingsway would be entirely disposed of. The transaction has been completed in May 2007 (Note 18).

12. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK\$157,255,000 (at 31 December 2006: HK\$162,111,000) and the aged analysis of the trade payables at the reporting dates is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

11. 分類為持作出售資產／分 類為持作出售資產之相關 負債

於二零零六年六月，本集團與中國星集團有限公司（一間於百慕達註冊成立之公司，其股份於香港聯合交易所有限公司上市）就以約252,789,000港元之代價出售一間附屬公司Triumph Up Investments Limited（「Triumph Up」）約56.91%股權事項訂立一項協議。Triumph Up於金域酒店有限公司（「金域」）間接持有約55.75%權益。由於董事認為本集團不能對其財務及營運決策行使控制權，故金域被分類為一間聯營公司。據此，本集團於金域所持約31.73%實際權益將被悉數出售。該項交易已於二零零七年五月完成（附註18）。

12. 貿易及其他應付賬款

列入貿易及其他應付賬款包括為數157,255,000港元之貿易應付賬款（於二零零六年十二月三十一日：162,111,000港元），而該等貿易應付賬款於呈報日之賬齡分析如下：

At 30.6.2007 HK\$'000 於 二零零七年 六月三十日 千港元	At 31.12.2006 HK\$'000 於 二零零六年 十二月三十一日 千港元
101,060	97,177
29,563	32,351
12,514	17,144
14,118	15,439
157,255	162,111

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13. BORROWINGS

During the period, the Group obtained new bank and other loans amounting to HK\$331 million (2006: Nil). The loans carry interest at market rates ranging from 5.3% to 15% per annum and are repayable in instalments over a period of 1 to 3 years. The proceeds were used for working capital purposes.

14. CONVERTIBLE NOTES

The movement of the liability component of the convertible notes for the period is set out below:

		At 30.6.2007 HK\$'000 於 二零零七年 六月三十日 千港元	At 31.12.2006 HK\$'000 於 二零零六年 十二月三十一日 千港元
Carrying amount at the beginning of the period	期初之賬面值	810,026	791,539
Interest charge	利息支出	36,448	40,547
Interest paid	已付利息	(9,570)	(11,342)
Issue expenses	發行開支	-	(10,718)
Conversion into shares	兌換為股份	(235,418)	-
Carrying amount at the end of the period	期末之賬面值	601,486	810,026

During the year ended 31 December 2006, the Company issued new convertible exchangeable notes of nominal value amounting to HK\$1,000,000,000 (the "Notes"). The Notes carried interest at 2% per annum and should be repayable on 7 June 2011 (the "Maturity Date"). China Enterprises Limited, a shareholder of the Company, subscribed for the Notes of nominal value amounting to HK\$300,000,000 by cash.

The Notes were split between the liability and equity elements. The equity element is presented in equity heading "convertible notes reserve". The effective interest rate of the liability component is 9.35%.

13. 借貸

期內，本集團取得為數331,000,000港元之新造銀行及其他貸款（二零零六年：無）。該等貸款按介乎5.3厘至15厘之市場年利率計息，並須於一至三年內分期償還。所得款項已用作營運資金用途。

14. 可換股票據

可換股票據負債部分於本期間之變動載列如下：

截至二零零六年十二月三十一日止年度，本公司發行面值達1,000,000,000港元之新可換股可交換票據（「該等票據」）。該等票據按年利率2厘計息並須於二零一一年六月七日（「期滿日」）償還。本公司之一名股東China Enterprises Limited以現金認購面值達300,000,000港元之該等票據。

該等票據分為負債及權益兩部分。權益部分乃呈列於權益之「可換股票據儲備」項下。負債部分之實際利率為9.35厘。

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14. CONVERTIBLE NOTES (Continued)

The initial conversion price of the Notes is HK\$0.79 per share and subject to anti-dilutive adjustments. Unless converted or lapsed or redeemed by the Company, the Company will redeem the Notes on the Maturity Date at the redemption amount which is 110% of the principal amount of the Notes outstanding.

Each of the noteholders shall have the right to convert, on any business day commencing from the 7th day after the date of issue of the Notes up to and including the date which is 7 days prior to the Maturity Date, the whole or any part (in an amount or integral multiple of HK\$1,000,000) of the principal amount of the Notes into the shares of the Company at the then prevailing conversion price.

Subject to certain restrictions which are intended to facilitate compliance of relevant rules and regulations, each noteholder shall have the right to exchange from time to time all or part (in the amount of HK\$10,000,000 or integral multiples thereof) of 50% of the initial principal amount of its Notes for shares in the share capital of any company which is an affiliated company as defined in Rule 13.11(2)(a) of the Listing Rules or subsidiary of the Company that is to be listed on a stock exchange through an initial public offering at the price (the "Spin-off Shares"), subject to anti-dilutive adjustments, at which the Spin-off Shares are actually issued to the public at the time of the listing on that stock exchange. The decision on whether to list any of its affiliated company or subsidiary in the future is at the sole discretion of the directors of the Company.

During the period, Notes with nominal value amounting to HK\$281,000,000 were converted into 355,696,195 shares in the Company of HK\$0.10 each at a conversion price of HK\$0.79 per share.

On 9 July 2007, Notes with nominal value amounting to HK\$79,000,000 were converted at a conversion price of HK\$0.79 per share by China Enterprises Limited and as a result, 100,000,000 shares of the Company of HK\$0.10 each were allotted on 10 July 2007.

14. 可換股票據 (續)

該等票據之初步兌換價為每股0.79港元及可作出反攤薄調整。本公司將於期滿日按贖回金額（即該等票據未償還本金額之110%）贖回該等票據，惟已獲兌換、失效或由本公司贖回者則除外。

各票據持有人將有權於該等票據發行日期起計第七日後至期滿日前七日（包括該日）期間之任何營業日，按當時之現行兌換價，將全部或任何部分（以1,000,000港元或其完整倍數為單位）之該等票據本金金額，兌換為本公司之股份。

根據擬促使符合有關規則及規定之若干限制，每位票據持有人均有權不時將其所持有該等票據初步本金金額50%之全部或部分（以10,000,000港元或其完整倍數為單位），兌換本公司之附屬公司或為本公司聯屬公司（定義見上市規則第13.11(2)(a)條）之任何公司，而該公司乃為將透過首次公開發售在一間證券交易所上市之公司）股本中之股份（「該等分拆上市股份」），而價格乃為該等分拆上市股份於有關證券交易所上市時實際向公眾發行之價格（可作出反攤薄調整）。關於其任何聯屬公司或附屬公司日後是否上市由本公司董事全權作出決定。

期內，面值281,000,000港元之該等票據已按兌換價每股0.79港元兌換為355,696,195股本公司每股面值0.10港元之股份。

於二零零七年七月九日，China Enterprises Limited按兌換價每股0.79港元將面值79,000,000港元之該等票據兌換為本公司股份及100,000,000股本公司每股面值0.10港元之股份因此而於二零零七年七月十日配發。

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15. SHARE CAPITAL

15. 股本

		Number of shares	Amount
		股份數目	HK\$'000
			金額
			千港元
Authorised	法定		
Shares of HK\$0.10 each at 1 January 2007 and 30 June 2007	於二零零七年一月一日及 二零零七年六月三十日 每股面值0.10港元之股份	15,000,000,000	1,500,000
Issued and fully paid	已發行及繳足		
Shares of HK\$0.10 each at 1 January 2007	於二零零七年一月一日 每股面值0.10港元之股份	610,586,108	61,059
Issue of shares	發行股份	120,000,000	12,000
Exercise of share options	行使購股權	4,285,000	428
Conversion into shares from Notes (note 14)	將該等票據兌換為股份 (附註14)	355,696,195	35,570
Issue of shares on scrip dividend	因以股代息發行股份	191,217	19
Shares of HK\$0.10 each at 30 June 2007	於二零零七年六月三十日 每股面值0.10港元之股份	1,090,758,520	109,076

In May 2007, the Company entered into placing agreements with Kingston Securities Limited ("Kingston") pursuant to which Kingston conditionally agreed to place up to 320,000,000 shares (the "Placing Shares") in the Company at a price of HK\$0.80 per share to independent investors. The placing of the first tranche of 120,000,000 shares was completed on 31 May 2007 and the remainder of 200,000,000 shares was completed on 6 August 2007.

於二零零七年五月，本公司與金利豐證券有限公司（「金利豐」）訂立配售協議，據此，金利豐有條件同意配售最多320,000,000股本公司股份（「配售股份」）予獨立投資者，每股作價0.80港元。第一批120,000,000股股份已於二零零七年五月三十一日完成配售，而餘下200,000,000股股份則於二零零七年八月六日完成配售。

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For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

15. SHARE CAPITAL (Continued)

On 27 June 2007, the Company entered into another placing agreement with Kingston pursuant to which Kingston conditionally agreed to place up to 130,000,000 shares in the Company at a price of HK\$0.80 per share to independent investors. The placing have been completed on 6 August 2007.

The new shares issued rank pari passu in all respects with the then existing shares. The net proceeds from the above shares placements completed on or before 30 June 2007 amounted to approximately HK\$94 million and have been used as general working capital of the Group.

16. COMMITMENTS

15. 股本 (續)

於二零零七年六月二十七日，本公司與金利豐訂立另一份配售協議，據此，金利豐有條件同意配售最多130,000,000股本公司股份予獨立投資者，每股作價0.80港元。配售事項已於二零零七年八月六日完成。

所發行之新股份在各方面與當時現有股份享有同等權益。於二零零七年六月三十日或之前完成配售上述股份之所得款項淨額約為94,000,000港元，已用作本集團之一般營運資金。

16. 承擔

	At 30.6.2007 HK\$'000 於 二零零七年 六月三十日 千港元	At 31.12.2006 HK\$'000 於 二零零六年 十二月三十一日 千港元
Contracted for but not provided in the condensed consolidated financial statements in respect of acquisition of Shenyang Limited and Asia Times Limited (Note 20a, b)	就收購Shenyang Limited及Asia Times Limited已訂約惟未於簡明綜合財務報表內撥備 (附註20a、b) 236,000	—
Contracted for but not provided in the condensed consolidated financial statements in respect of prepaid lease payment made	就預付租賃款項已訂約惟未於簡明綜合財務報表內撥備 30,000	30,000
Contracted for but not provided in the condensed consolidated financial statements in respect of acquisition of property, plant and equipment	就購買物業、機器及設備已訂約惟未於簡明綜合財務報表內撥備 1,746	7,741
	267,746	37,741

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For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

17. ACQUISITION OF SUBSIDIARIES

The Group acquired 51% interest in Sichuan Henxin Tourism Company Limited on 31 May 2007 and 100% interest in 廣州天俠商旅服務有限公司 on 30 June 2007 for a total consideration of approximately HK\$55.2 million.

The net assets acquired in these transactions, and the goodwill arising, are as follows:

17. 收購附屬公司

本集團分別於二零零七年五月三十一日及二零零七年六月三十日收購四川恒信旅遊責任有限公司之51%權益及廣州天俠商旅服務有限公司全部權益，總代價約為55,200,000港元。

於此等交易中收購之資產淨值及所產生之商譽如下：

		Provisional fair value on acquisition
		HK\$'000
		收購時之 臨時賬面值
		千港元
Property, plant and equipment	物業、機器及設備	957
Trade and other receivables	貿易及其他應收賬款	1,350
Bank balances and cash	銀行結餘及現金	2,130
Trade and other payables	貿易及其他應付賬款	(1,114)
Net assets acquired	所收購之資產淨值	3,323
Minority interests	少數股東權益	(767)
Goodwill arising on acquisition	收購所產生之商譽	52,629
Cash consideration	現金代價	55,185
Satisfied by:	支付方式：	
Cash paid	已付現金	23,582
Other payables	其他應付賬款	16,103
Investment deposits	投資按金	15,500
		55,185
Net cash outflow arising on acquisition:	收購所產生之現金流出淨額：	
Cash paid during the period	期內支付之現金	23,582
Bank balances and cash acquired	所收購之銀行結餘及現金	(2,130)
		21,452

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

17. ACQUISITION OF SUBSIDIARIES (Continued)

The Group is in the process of assessing the fair value of the identifiable intangible assets of Sichuan Henxin Tourism Company Limited and 廣州天俠商旅服務有限公司 at the respective date of acquisition, thus, the amount of goodwill disclosed herein is preliminary and subject to revision once the Company completes its valuation exercise and upon the receipt of professional valuations.

The results contributed by Sichuan Henxin Tourism Company Limited and 廣州天俠商旅服務有限公司 for the period between the respective date of acquisition and the balance sheet date were not significant.

If the acquisition had been completed on 1 January 2007, the revenue and profit for the period contributed by Sichuan Henxin Tourism Company Limited and 廣州天俠商旅服務有限公司 to the Group were insignificant.

17. 收購附屬公司 (續)

本集團正評估四川恒信旅遊責任有限公司及廣州天俠商旅服務有限公司於其各自收購日期之可識別無形資產之公平值，故此本文所披露之商譽金額僅為初步估計，並可能因本公司完成其估值及於接獲專業估值後予以修訂。

於其各自收購日期起至結算日期間，四川恒信旅遊責任有限公司及廣州天俠商旅服務有限公司作出之業績貢獻並不重大。

倘收購於二零零七年一月一日已經完成，四川恒信旅遊責任有限公司及廣州天俠商旅服務有限公司於期內向本集團作出之收入及溢利貢獻亦不重大。

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

18. DISPOSAL OF SUBSIDIARIES

As described in note 11, the Group disposed of its approximately 56.91% interest in Triumph Up at a consideration approximately HK\$252,789,000. The net assets of Triumph Up at the date of disposal were as follows:

		31.5.2007
		HK\$'000
		二零零七年
		五月三十一日
		千港元
Net assets disposal of	所出售之資產淨值	294,761
Minority interests	少數股東權益	(124,237)
Gain on disposal	出售之收益	82,265
Total consideration	總代價	252,789
Satisfied by:	支付方式:	
Cash	現金	226,995
Deposit received	已收按金	25,794
		252,789
Net cash inflow arising on disposal	出售所產生之現金流入淨額	226,995

The impact of Triumph Up on the Group's result and cash flow in the current and prior period was insignificant. A profit of HK\$82 million was earned on the disposal of Triumph Up.

18. 出售附屬公司

誠如附註11所述，本集團以約252,789,000港元之代價出售Triumph Up約56.91%股權。Triumph Up於出售當日之資產淨值如下：

		31.5.2007
		HK\$'000
		二零零七年
		五月三十一日
		千港元
Net assets disposal of	所出售之資產淨值	294,761
Minority interests	少數股東權益	(124,237)
Gain on disposal	出售之收益	82,265
Total consideration	總代價	252,789
Satisfied by:	支付方式:	
Cash	現金	226,995
Deposit received	已收按金	25,794
		252,789
Net cash inflow arising on disposal	出售所產生之現金流入淨額	226,995

於本期間及以往期間，Triumph Up對本集團之業績及現金流量之影響並不重大。出售Triumph Up賺取之溢利為82,000,000港元。

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For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

19. RELATED PARTY TRANSACTIONS

The following is a summary of significant related party transactions carried out during the period:

19. 關連人士交易

以下為期內進行之重大關連人士交易概要：

Nature of transactions 交易性質	Name of company 公司名稱	Six months ended		
		30.6.2007 HK\$'000 截至 二零零七年 六月三十日 止六個月 千港元	30.6.2006 HK\$'000 截至 二零零六年 六月三十日 止六個月 千港元	
Property rental expenses paid and payable by the Group 本集團已付及應付之 物業租金開支	Travoo Asia Limited	221	–	
	Cycle Company Limited 旋高有限公司	–	2,203	
		221	2,203	
Air ticketing and travel service income received and receivable by the Group 本集團已收及應收之 機票及旅遊服務收入	PYI Corporation Limited and its subsidiaries 保華集團有限公司及其附屬公司	1,586	929	
	Macau Prime Properties (Holdings) Limited and its subsidiaries 澳門祥泰地產集團有限公司及 其附屬公司	556	–	
	Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及 其附屬公司	303	624	
	See Corporation Limited 漢傳媒集團有限公司	277	439	
	PSC Corporation Limited	68	23	
	ITC Corporation Limited and its subsidiaries 德祥企業集團有限公司及 其附屬公司	–	275	
	China Strategic Holdings Limited and its subsidiaries 中策集團有限公司及其附屬公司	14	35	
		2,804	2,325	
	Interest paid and payable on convertible notes 可換股票據之已付及應付利息	China Enterprises Limited	2,820	378

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For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

19. RELATED PARTY TRANSACTIONS (Continued)

19. 關連人士交易 (續)

Nature of transactions 交易性質	Name of company 公司名稱	Six months ended	
		30.6.2007 HK\$'000 截至 二零零七年 六月三十日 止六個月 千港元	30.6.2006 HK\$'000 截至 二零零六年 六月三十日 止六個月 千港元
Loan interest paid and payable by the Group 本集團已付及應付之貸款利息	Macau Prime Properties (Holdings) Limited and its subsidiaries 澳門祥泰地產集團有限公司及其附屬公司	2,466	—
	Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及其附屬公司	1,010	1,695
	ITC Management Limited 德祥企業管理有限公司	389	1,010
	Million Good Limited	—	3,056
	Nation Cheer Investment Limited 志恒投資有限公司	—	1,935
	Group Dragon Investments Limited and its subsidiaries 群龍投資有限公司及其附屬公司	—	1,736
		3,865	9,432
Staff secondment fee paid and payable by the Group 本集團已付及應付之員工借調費用	Mass Success International Limited	1,500	1,200
Website maintenance services received and receivable from 已收及應收網站維修服務	Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及其附屬公司	20	—
	Travoo Asia Limited	590	—
		610	—
Property rental and management fee received and receivable from 已收及應收物業租賃及管理費	Hanny Holdings Limited and its subsidiaries 錦興集團有限公司及其附屬公司	273	—
Website maintenance services paid and payable to 已付及應付網站維修服務	Sino Express Travel Limited	482	—

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For the six months ended 30 June 2007

簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

19. RELATED PARTY TRANSACTIONS (Continued)

As at 30 June 2007, a director of the Company has given personal guarantees to a financial institution in respect of loan facilities utilised by the Group of which HK\$150 million (2006: Nil) was outstanding and was included in borrowings in current liabilities.

The amounts due from/to associates and related companies as included in the condensed consolidated balance sheet on pages 2 and 3 are unsecured, interest free and repayable on demand.

Certain directors of the Company are also directors of and/or have beneficial interests in the above companies.

COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of key management personnel, which are the directors, during the period was as follows:

19. 關連人士交易 (續)

於二零零七年六月三十日，本公司董事就本集團已動用之信貸融資向一間金融機構提供個人擔保，其中150,000,000港元（二零零六年：無）尚未償還，並已計入流動負債之借貸內。

第二及三頁之簡明綜合資產負債表所載應收／應付聯營公司及關連公司款項為無抵押、免息及須應要求償還。

本公司若干董事身兼上述公司之董事及／或於該等公司擁有實益權益。

主要管理人員之薪酬

身兼董事之主要管理人員於期內之薪酬如下：

		Six months ended	
		30.6.2007	30.6.2006
		HK\$'000	HK\$'000
		截至	截至
		二零零七年	二零零六年
		六月三十日	六月三十日
		止六個月	止六個月
		千港元	千港元
Short-term benefits	短期福利	90	841
Share-based payments	以股份支付款項	1,176	—
Post-employment benefits	離職後福利	—	8
		1,266	849

Notes to the Condensed Consolidated Financial Statements

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簡明綜合財務報表附註

截至二零零七年六月三十日止六個月

20. EVENTS AFTER THE BALANCE SHEET DATE

Other than as disclosed elsewhere in the condensed consolidated financial statements, the following events were occurred subsequent to 30 June 2007:

- (a) On 15 August 2007, the Company, through its 67.9% owned subsidiary, Matrix Profits Limited, completed the acquisition of the entire issued share capital of Shenyang Limited, and the benefits of and interest in the shareholder's loan in the sum of HK\$337,462,006, due from Shenyang Limited to Affirm Profits Limited as at 21 May 2007 for an aggregate consideration of HK\$178,000,000. The details of the acquisition were disclosed in the circular of the Company to shareholders dated 23 July 2007.
- (b) On 28 August 2007, the Company, through its wholly owned subsidiary, International Travel Systems Inc., completed the acquisition of the entire issued share capital of Asia Times Limited for a consideration of HK\$70,000,000. The details of the acquisition were disclosed in the circular of the Company to shareholders dated 2 August 2007.

The Company is in the process of assessing the fair values of the identifiable assets, liabilities and contingent liabilities of the acquirees, therefore the financial effects of the acquisitions are not presented for the above mentioned (Note 20a, b) acquisitions by the Company.

20. 結算日後事項

除簡明綜合財務報表其他部分所披露者外，於二零零七年六月三十日後發生下列事項：

- (a) 於二零零七年八月十五日，本公司透過其持有67.9%權益之附屬公司Matrix Profits Limited完成收購Shenyang Limited全部已發行股本，以及Shenyang Limited於二零零七年五月二十一日欠負Affirm Profits Limited合共337,462,006港元之股東貸款利益及權益，總代價為178,000,000港元。收購詳情已於本公司向股東寄發日期為二零零七年七月二十三日之通函內披露。
- (b) 於二零零七年八月二十八日，本公司透過其全資附屬公司International Travel Systems Inc.完成收購Asia Times Limited全部已發行股本，代價為70,000,000港元。收購詳情已於本公司向股東寄發日期為二零零七年八月二日之通函內披露。

本集團正評估收購公司之可識別資產、負債及或然負債之公平值，故此收購之財務影響於上文所述本公司之收購（附註20a、b）未予呈列。

Report on Review of Interim Financial Information

中期財務資料之審閱報告



TO THE BOARD OF DIRECTORS OF WING ON TRAVEL (HOLDINGS) LIMITED

(incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 1 to 25 which comprises the condensed consolidated balance sheet of Wing On Travel (Holdings) Limited as of 30 June 2007 and the related condensed consolidated income statement, statement of changes in equity and cash flow statement for the six-month period then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致永安旅遊(控股)有限公司董事會
(於百慕達註冊成立之有限公司)

緒言

本行已審閱載於第一至二十五頁之中期財務資料，當中包括永安旅遊(控股)有限公司於二零零七年六月三十日之簡明綜合資產負債表、截至該日止六個月期間之相關簡明綜合收益表、股東權益變動表及現金流量表以及若干說明附註。香港聯合交易所有限公司主板證券上市規則規定，編製有關中期財務資料之報告時須遵照其相關條文及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「中期財務報告」。董事負責遵照香港會計準則第34號編製及列報此等中期財務資料。本行之責任是根據審閱之結果，對中期財務資料作出結論，並根據協定之委聘條款向閣下(作為法人)報告本行之結論，除此以外別無其他用途。本行並不就本報告之內容向任何其他人士承擔或負上任何責任。

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
24 September 2007

審閱範圍

本行已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體之獨立核數師審閱中期財務資料」進行審閱工作。中期財務資料之審閱工作包括進行查詢（對象主要是負責財務及會計事宜之人士），並應用分析及其他審閱程序。由於根據香港核數準則進行之審閱工作範圍遠較審核為少，故此本行未能確保知悉可能透過審核而識別之所有重大事宜。因此，本行並不會發表審核意見。

結論

按照本行之審閱，本行並無發現任何事宜，可導致本行相信中期財務資料於各重大方面並未遵照香港會計準則第34號編製。

德勤•關黃陳方會計師行
執業會計師

香港
二零零七年九月二十四日

Management Discussion and Analysis

管理層論述及分析

REVIEW OF OPERATIONS

The Hong Kong economy expanded briskly in the first half of 2007 with Gross Domestic Products attained a 6.3% growth in real terms over a year earlier. Domestically, private consumption expenditure rose further by 6.6% in real terms in the second quarter, supported by rising income, better job prospects and improved financial positions of households. The labour market improved further, with the seasonally adjusted unemployment rate edging down to 4.2% in the second quarter, the lowest since mid-1998. Wages and earnings continued to rise, while job vacancies surged to post-1997 high in March 2007.

Benefited from this persisted economic rebound, the Group has performed satisfactorily during the first six months of the year. The Group achieved a turnover for the six months ended 30 June 2007 of HK\$1,041.3 million (2006: HK\$919.4 million) and a profit of HK\$77.2 million (2006: a loss of HK\$18.6 million) respectively. The profit for the period was arrived at after taking into account distribution, selling and administrative expenses in aggregate of HK\$167.8 million (2006: HK\$155.7 million), loss on disposal of properties under construction of HK\$19.6 million (2006: HK\$Nil), gain on disposal of subsidiaries of HK\$82.3 million (2006: HK\$Nil), finance costs of HK\$72.9 million (2006: HK\$41.0 million) and share of loss of associates of HK\$6.8 million (2006: a profit of HK\$3.0 million).

SEGMENT RESULTS

TRAVEL AND RELATED SERVICES

The Group's travel and related services comprises mainly outbound and inbound tours, air ticketing and hotel/air tickets packages. In the first half of the year, this segment continued to grow and achieved a turnover of HK\$918.3 million, represented an increase of 14.4% over the HK\$802.4 million for the same period in 2006. Segment profit for the six months ended 30 June 2007 was HK\$21.2 million (2006: HK\$15.6 million) resulting from the adoption of suitable and effective marketing and promotion strategies.

業務回顧

二零零七年上半年，香港經濟迅速增長，本地生產總值較去年錄得6.3%實際增長。本地個人消費開支在收入增加、就業前景向好及家庭財政狀況改善之利好因素下，於第二季進一步錄得實際增長6.6%。勞動市場進一步改善，令第二季之經調整失業率跌至4.2%，為自一九九八年中以來之新低。此外，工資及收入不斷上升，職位空缺於二零零七年三月更升至一九九七年後之高位。

受惠於經濟持續反彈，本集團之業務於本年度首六個月表現理想。截至二零零七年六月三十日止六個月，本集團錄得營業額1,041,300,000港元（二零零六年：919,400,000港元），溢利77,200,000港元（二零零六年：虧損18,600,000港元）。本期間之溢利已計及分銷、銷售及行政開支共167,800,000港元（二零零六年：155,700,000港元）、出售在建物業之虧損19,600,000港元（二零零六年：無）、出售附屬公司之收益82,300,000港元（二零零六年：無）、融資成本72,900,000港元（二零零六年：41,000,000港元）及應佔聯營公司虧損6,800,000港元（二零零六年：溢利3,000,000港元）。

分類業績

旅遊及相關服務

本集團之旅遊及相關服務主要包括境外及境內旅遊、機票及酒店／機票套票。於二零零七年上半年，此分類持續增長，營業額達918,300,000港元，較二零零六年同期802,400,000港元增長14.4%。截至二零零七年六月三十日止六個月之分類溢利為21,200,000港元（二零零六年：15,600,000港元），乃由於採取合適而有效之市場推廣及宣傳策略所致。

HOTEL AND LEISURE SERVICES

The Closer Economic Partnership Arrangement (“CEPA”) and the PRC Individual Visit Scheme continued to boost the hotel and leisure business in Hong Kong and the PRC. The performance of the Group’s hotel and leisure business operated under the three “Rosedale” branded 4-star hotels and Luoyang Golden Gulf Hotel in the PRC during the first half of 2007 were largely benefited from the aforesaid arrangements in terms of both the occupancy rate and average room rate. Coupled with the adoption of appropriate market positioning strategy, the performance of this segment during the period under review was encouraging.

The turnover and contribution to profit of this segment for the period achieved HK\$123.1 million (2006: HK\$117.1 million) and HK\$17.3 million (2006: HK\$21.5 million).

ASSOCIATES

The Group’s share of results in its 50% associate, Travoo International Limited was a loss of HK\$3.2 million for the six months ended 30 June 2007 (2006: HK\$1.6 million).

Share of loss in Sino Express Travel Limited, acquired in August 2006, for the six months ended 30 June 2007 was HK\$2.8 million.

酒店及休閒服務

更緊密經貿關係安排及中國個人遊計劃繼續帶動中港兩地之酒店及休閒業務。本集團透過三間以「珀麗」為品牌之四星級酒店及洛陽金水灣大酒店在中國經營其酒店及休閒業務。於二零零七年上半年，酒店及休閒業務之表現明顯受惠於上述安排，尤其在入住率及平均房價方面可見一斑。在合適市場定位策略配合下，此分類於回顧期內之表現令人鼓舞。

本期間，此業務之營業額及溢利貢獻分別為123,100,000港元（二零零六年：117,100,000港元）及17,300,000港元（二零零六年：21,500,000港元）。

聯營公司

截至二零零七年六月三十日止六個月，本集團應佔其持有50%權益之聯營公司Travoo International Limited之業績為虧損為3,200,000港元（二零零六年：1,600,000港元）。

截至二零零七年六月三十日止六個月，應佔於二零零六年八月收購之Sino Express Travel Limited之虧損為2,800,000港元。

MATERIAL ACQUISITIONS AND DISPOSALS

On 30 May 2007, the Group has completed the conditional sale and purchase agreement with an independent third party for the disposal of the Group's 56.91% interest in Triumph Up Investments Limited ("Triumph Up") for a consideration of HK\$252,789,344.97. Triumph Up indirectly holds approximately 55.75% of the issued share capital of Kingsway Hotel Limited ("Kingsway"). Accordingly, the Group's entire approximately 31.73% effective interest in Kingsway has been disposed of. A net gain of HK\$82.3 million was recorded in the income statement for the six months ended 30 June 2007.

On 4 April 2007, International Travel Systems Inc. ("ITS"), a wholly owned subsidiary of the Company and an independent third party (the "Vendor") entered into an agreement under which the parties agreed that, subject to the fulfillment of certain conditions precedent, ITS will purchase 100 shares of US\$1 each in the capital of Asia Times Limited ("Asia Times") held by the Vendor, representing 100% equity interest in Asia Times for a consideration of HK\$70,000,000. The agreement has been approved by the shareholders of the Company at the special general meeting held on 22 August 2007 and was completed on 28 August 2007.

On 21 May 2007, the Group through a 67.9% indirectly held subsidiary entered into a conditional agreement with an independent third party for the acquisition of the entire share capital in Shenyang Limited and the shareholder's loan in the sum of HK\$337,462,006 for a consideration of HK\$178,000,000. The major asset of Shenyang Limited is its 87.4% indirect interest in Times Plaza Shenyang Hotel located in Shenyang, Liaoning Province, the PRC. The agreement has been approved by the shareholders of the Company on 8 August 2007 and was completed on 15 August 2007.

重大收購及出售事項

於二零零七年五月三十日，本集團完成與一名獨立第三方訂立之有條件買賣協議，內容有關出售本集團於Triumph Up Investments Limited（「Triumph Up」）擁有之56.91%權益，代價為252,789,344.97港元。Triumph Up間接持有金域酒店有限公司（「金域」）之已發行股本約55.75%。因此，本集團於金域擁有之全部約31.73%實際權益已被出售。收益淨額82,300,000港元已計入截至二零零七年六月三十日止六個月之收益表內。

於二零零七年四月四日，本集團之全資附屬公司International Travel Systems Inc.（「ITS」）與一名獨立第三方（「賣方」）訂立一份協議，據此，訂約雙方同意於完成若干先決條件後，ITS將以代價70,000,000港元購買賣方所持Asia Times Limited（「Asia Times」）股本中100股每股面值1美元之股份，相當於Asia Times之100%股本權益。該協議已獲本公司股東於二零零七年八月二十二日舉行之股東特別大會上批准，並已於二零零七年八月二十八日完成。

於二零零七年五月二十一日，本集團透過間接持有67.9%權益之附屬公司與一名獨立第三方訂立一份有條件協議，內容有關收購Shenyang Limited之全部股本及股東貸款合共337,462,006港元，代價為178,000,000港元。Shenyang Limited之主要資產為在位於中國遼寧省瀋陽市之瀋陽時代廣場酒店之87.4%間接權益。該協議已於二零零七年八月八日獲本公司股東批准，並已於二零零七年八月十五日完成。

On 26 May 2007, Fortuneup International Limited, a wholly owned subsidiary of the Group entered into the Investment and Shareholders Agreement (“ISA”) with an independent third party to subscribe for new shares in Tangula Group Limited (“TGL”) representing 72% of the enlarged issued share capital of TGL at a consideration of US\$52.9 million (approximately HK\$412.6 million). The major asset of TGL is the 49% indirect interest in a sino-foreign cooperative joint venture which has an exclusive right to operate luxury trains on the Qinghai-Tibet Railway. The ISA is conditional, amongst other things, to the approval by the shareholders of the Company at a special general meeting to be convened for the purpose. As at the date of this report, the transaction has not completed.

LIQUIDITY AND FINANCIAL RESOURCES

On 14 May 2007, the Company entered into a placing agreement with a placing agent pursuant to which the placing agent conditionally agreed to place (i) on a fully underwritten basis, 120,000,000 new shares at a price of HK\$0.8 per new share (“Tranche I Placing”) and (ii) on a best effort basis, 200,000,000 new shares at a price of HK\$0.8 per new share (“Tranche II Placing”). The net proceeds of approximately HK\$248.0 million would be used to fund the acquisition of Shenyang Limited, other future investments in the leisure and travel industry, and for use as the Group’s general working capital. Tranche I Placing and Tranche II Placing were completed in May 2007 and August 2007 respectively.

On 27 June 2007, the Company entered into the placing agreement with a placing agent pursuant to which the placing agent conditionally agreed to place, on a fully underwritten basis, 130,000,000 new shares at a price of HK\$0.8 per new share. The net proceeds from the placing of approximately HK\$100.9 million is intended to be used to further expand its existing business and enhance the general working capital of the Group which will accordingly strengthen the financial conditions and shareholders base of the Company. The placing has been completed in August 2007.

於二零零七年五月二十六日，本集團之全資附屬公司運高國際有限公司與一名獨立第三方訂立投資及股東協議（「投資及股東協議」），以認購Tangula Group Limited（「TGL」）新股份（相當於TGL經擴大已發行股本72%），代價為52,900,000美元（約412,600,000港元）。TGL之主要資產為其於一間中外合作經營企業之49%間接權益，而該間中外合作營合企業擁有青藏鐵路豪華列車之獨家經營權利。投資及股東協議須待（其中包括）本公司股東於為此召開之股東特別大會上批准後，方可作實。於本報告日期，該項交易尚未完成。

流動資金及財務資源

於二零零七年五月十四日，本公司與一名配售代理訂立一份配售協議，據此，配售代理有條件同意(i)按全面包銷基準配售120,000,000股新股，每股新股作價0.8港元（「第一批配售」）；及(ii)按盡力基準配售200,000,000股新股，每股新股作價0.8港元（「第二批配售」）。所得款項淨額約248,000,000港元用作收購Shenyang Limited，撥付休閒及旅遊業務之其他未來投資，並用作本集團之一般營運資金。第一批配售及第二批配售已分別於二零零七年五月及二零零七年八月完成。

於二零零七年六月二十七日，本公司與一名配售代理訂立一份配售協議，據此，配售代理有條件同意按全面包銷基準配售130,000,000股新股，每股新股作價0.8港元。配售事項之所得款項淨額約100,900,000港元，計劃用作進一步擴充其現有業務及增加本集團之一般營運資金，故此將鞏固本公司之財務狀況及股東基礎。配售事項已於二零零七年八月完成。

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During the first six months of the year, convertible notes in the aggregate principal value of HK\$281 million have been converted. Accordingly, 355,696,195 new shares in the Company have been issued and allotted.

At balance sheet date, the Group's total borrowings were as follows:

		As at 30.6.2007 HK\$ million 於二零零七年 六月三十日 百萬港元	As at 31.12.2006 HK\$ million 於二零零六年 十二月三十一日 百萬港元
Loan from related companies	關連公司貸款	125.2	106.3
Bank and short term loan repayable within one year	一年內到期之銀行及 短期貸款	224.7	59.3
Bank and other loans repayable after one year	一年後到期之銀行及 其他貸款	388.1	406.5
Convertible notes	可換股票據	601.5	810.0
		1,339.5	1,382.1

The convertible notes issued in June 2006, due in June 2011, bear interest at a fixed rate of 2% per annum. All other borrowings bear floating interest rates.

The gearing ratio as at 30 June 2007, expressed as a percentage of total borrowings to equity attributable to shareholders of the parent, was 80.8% (At 31.12.2006: 110.1%).

PLEDGE OF ASSETS

At 30 June 2007, certain assets of the Group at net book value of HK\$625.1 million (At 31.12.2006: HK\$638.3 million) were pledged to banks and financial institutions for credit facilities.

於本年度首六個月，本金總額為281,000,000港元之可換股票據已獲兌換。因此，本公司已發行及配發355,696,195股新股。

於結算日，本集團之借貸總額如下：

於二零零六年六月發行及於二零一一年六月到期之可換股票據按固定利率每年2厘計息。所有其他借貸均按浮動利率計息。

於二零零七年六月三十日，資本負債比率（按借貸總額相對母公司股東應佔權益之百分比列示）為80.8%（於二零零六年十二月三十一日：110.1%）。

資產抵押

於二零零七年六月三十日，本集團已將賬面淨值為625,100,000港元（於二零零六年十二月三十一日：638,300,000港元）之若干資產抵押予銀行及財務機構以取得信貸融資額。

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 30 June 2007.

FOREIGN CURRENCY EXPOSURE

The majority of the Group's assets and liabilities and business transactions were denominated in Hong Kong dollars, US dollars and Renminbi. As such, the fluctuation of foreign currencies does not have a significant impact on the performance, results and operations of the Group during the reporting period and in the foreseeable future.

The Group will continue to monitor closely its foreign currency exposure and requirements and to arrange for hedging facilities when necessary.

EMPLOYEES

At 30 June 2007, the Group has 2,073 employees of which 29 employees were stationed overseas and 1,118 employees were stationed in the PRC. Competitive remuneration packages are structured to commensurate with the responsibilities, qualifications, experience and performance of individual employees. The Group also provided training programmes, provident fund scheme and medical insurance for its employees. Total staff remuneration incurred for the six months ended 30 June 2007 were approximately HK\$71.1 million (2006: HK\$65.8 million).

或然負債

於二零零七年六月三十日，本集團並無任何重大或然負債。

外幣風險

本集團之大部分資產與負債及業務交易均以港元、美元及人民幣計算。因此，外幣波動對本集團於報告期間及可預見未來之表現、業績及營運並無造成重大影響。

本集團將會繼續密切監察其外幣風險及需要，並會於有需要時安排對沖融資額。

僱員

於二零零七年六月三十日，本集團聘用2,073名僱員，當中29名駐居海外，另外1,118名則在國內工作。本集團提供與個別僱員之職責、資歷、經驗及表現相稱之優越薪酬組合。此外，本集團亦為其僱員提供培訓課程、公積金計劃及醫療保險。截至二零零七年六月三十日止六個月，員工薪酬總額約為71,100,000港元（二零零六年：65,800,000港元）。

SHARE OPTION SCHEME

The Group has a share option scheme (the "Scheme"), which was approved and adopted by shareholders of the Company on 3 May 2002, to enable the directors to grant options to employees, executives or officers of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and any suppliers, consultants, agents or advisers who will contribute or have contributed to the Company or any of its subsidiaries as incentives and rewards for their contribution to the Company or such subsidiaries. The maximum number of shares in respect of which options may be granted under the Scheme, when aggregated with any shares subject to any other schemes, shall not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the Scheme (the "General Limit"). The Company proposed to refresh the General Limit so that the number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company would be increased to 10% of the shares in issue as at the date of approval of the General Limit as "refreshed". The refreshment of the General Limit was approved by the shareholders of the Company in the annual general meeting held on 19 May 2006.

As at 30 June 2007, there were 51,495,000 share options granted and outstanding at an exercise price of HK\$0.728 per share.

購股權計劃

本集團設有一項購股權計劃（「該計劃」），該計劃於二零零二年五月三日獲本公司股東批准及採納，董事藉此可向本公司或其任何附屬公司僱員、行政人員或高級職員（包括本公司或其任何附屬公司之執行及非執行董事），以及將會或曾經對本公司或其任何附屬公司作出貢獻之供應商、專業顧問、代理或諮詢人授出購股權，以獎勵及回饋彼等對本公司或該等附屬公司所作之貢獻。根據該計劃可能授出之購股權所涉及之股份，與任何其他計劃所涉及之股份一併計算，數目合共不得超過本公司於批准及採納該計劃日期之已發行股本10%（「一般限額」）。本公司已建議更新一般限額，致使根據該計劃及本公司任何其他購股權計劃將授出之所有購股權獲行使時可發行之股份數目，增加至一般限額獲批准「更新」當日已發行股份之10%。本公司股東已於二零零六年五月十九日舉行之股東週年大會上批准更新一般限額。

於二零零七年六月三十日，已授出但尚未行使之購股權為51,495,000份，其行使價為每股0.728港元。

PROSPECTS

THE CHINA FOCUS

The China market continues to be the focus of world tourism industry. The number of outbound visitors in the first quarter of 2007 has already reached 9.7 million, a 14.5% more than the same period last year. According to the information provided by the World Travel Fair 2007 held at Shanghai in March 2007, the number of outbound travellers during the last 5 years increased by 2.8 times, representing an average of 22% increase per annum. Market predicted that the number of outbound travellers in 2007 shall reach 37.4 million and shall attain the level of 50 million by 2015.

For inbound, according to the statistics released by the China National Tourism Administration, the number of visitors to the mainland in the first half of the year has already reached 83.9 million and representing an increase of 22.2% over the same period of last year.

To grasp the enormous opportunities on the PRC travel market, the Group has taken steps to broaden its PRC operating network in multi-directions through acquisitions and co-operation with market players.

In August 2007, the Group successfully completed the acquisition of a budget hotel management company in Chengdu, the hometown of the giant pandas and a city with a number of nearby heritage attractions such as the E' Mei Mountain and the Le' Shan Buddha. The business is operating under the brand "Square Inn" and the management of this new business stream has taken aggressive actions to expand into the market. The Group is confident that Square Inn will get a share in the booming budget hotel market in the near future.

展望

中國聚焦

中國市場繼續為全球旅遊業之焦點。二零零七年第一季，出境遊客數目已達9,700,000人次，較去年同期增長14.5%。根據二零零七年三月在上海舉行之二零零七年世界旅遊資源博覽會提供之資料，過去五年之出境遊客數目已增加2.8倍，每年平均增幅為22%。市場預期二零零七年出境遊客將達37,400,000人次，二零一五年更達50,000,000人次。

入境旅遊方面，根據中國國家旅遊局發佈之統計數字，本年度上半年前往內地之旅客人數達到83,900,000人次，較去年同期增長22.2%。

為抓緊中國旅遊市場之龐大機遇，本集團透過進行收購及與市場業者合作，已從多方面著手擴大其中國營運網絡。

於二零零七年八月，本集團成功完成收購一間位於成都之經濟型酒店管理公司。成都為大熊貓之家鄉，鄰近地區亦有著不少歷史名勝，例如峨眉山及樂山大佛。此項業務以「方圓四季酒店」為品牌經營，而其管理層已積極擴展該市場。本集團深信方圓四季酒店於不久將來可在蓬勃發展之經濟型酒店市場中佔一席位。

Management Discussion and Analysis 管理層論述及分析

In early August 2007, the Group has completed the acquisition of the 4-star Times Plaza Shenyang Hotel, located in Shenyang, Liaoning Province. Management expected that by rebranding this newly acquired hotel into the Rosedale chain of hotels, the Group's business hotel network would be strengthened and would raise its position and bargaining power in the market.

In June 2007, the Group has announced that it has entered into a conditional agreement to subscribe for a controlling stake in a company which has a 49% indirect interest in a sino-foreign cooperative joint venture to operate two luxury trains routes running on the Qinghai-Tibet Railway. The train operation is expected to commence in the third quarter of 2008. The Company is confident that the luxury train business will further uplift the status of the Group in the market and shall provide considerable contribution to the results of the Group in the future.

HONG KONG TRAVEL BUSINESS

Further to the regular tour series to popular sightseeing destinations, the Group shall continue to put in considerable resources to develop and launch series of featured products such as beauty series, culture appreciation tours and financial series to suit the needs of the growing number of customers who prefer to expend on distinctive products with profundity.

Under CEPA Phase 3, Hong Kong based travel agents are allowed, on a pilot basis, to operate outbound tours to Hong Kong and Macau. The Group sees that the necessary procedures for granting the licences are about to complete and the business is to be commenced in the near future. This shall further strengthen the position of the Company within the Pearl River Delta area and shall provide positive contribution to the results of the Group.

In the coming year, the Group shall put in resources and effort to further enhance our service quality and to uplift the status of the customers buying our tour, FIT and cruise products. This shall be achieved via extensive co-operation with prestige airlines, hotels, cruise liners and the tourism authorities of our tour destinations.

本集團已於二零零七年八月初完成收購一家位於遼寧省瀋陽市之四星級酒店「瀋陽時代廣場酒店」。管理層預期，將此間新收購之酒店以「珀麗」連鎖酒店重新命名，可加強本集團之商務酒店網絡，並可提高市場地位及議價能力。

本集團在二零零七年六月公佈訂立一份有條件協議，認購一間公司之控股權。該間公司擁有一間可經營兩條青藏鐵路豪華列車路線之中外合作合營企業之49%間接權益。本集團預期該列車業務將於二零零八年第三季展開。本公司相信該豪華列車業務將進一步提升本集團之市場地位，並於日後為本集團之業績帶來龐大貢獻。

香港旅遊業務

除前往熱門觀光目的地之一般旅遊路線外，本集團將繼續投放大量資源，以開發並推出一系列特色產品，如美容之旅、文化欣賞之旅及財經系列，以配合人數正在增長而喜愛消費在具有內涵且別樹一格之產品之客戶群。

根據第三階段更緊密經貿安排，總部位於香港之旅行社可以試點形式營辦出境遊往港澳地區。本集團預期批授牌照之所有必須手續已貼近完成，有關業務將於日內投入服務。此項業務將進一步加強本公司在珠三角地區之地位，並為本集團之業績帶來正面貢獻。

來年，本集團將投放資源致力進一步改善服務質素，以及提升參加本集團旅行團、自助遊及郵輪產品之客戶之地位，具體措施為與各旅遊目的地之著名航空公司、酒店、郵輪公司及旅遊局廣泛合作。

HOTEL OPERATIONS

Benefited from the booming China inbound market and the Hong Kong Government's aggressive measures to promote the city, the average room rates and occupancy rates of the three "Rosedale" branded hotels and the Luoyang Golden Gulf Hotel improved remarkably. Following the joining of the newly acquired Times Plaza Shenyang Hotel and Square Inn, the hotel network of the Group becomes more intact to get itself ready for the coming 2008 Beijing Olympic Games and the local government's emphasis on the development of the tourism industry. The Group shall continue to explore further investment opportunities to enlarge its hotel network.

酒店經營

受惠於中國入境遊市場之暢旺及港府採取積極措施宣傳香港，三間以「珀麗」為品牌之酒店及洛陽金水灣大酒店之平均房價及入住率均明顯上升。隨著新收購之瀋陽時代廣場酒店及方圓四季酒店加盟，本集團之酒店網絡將更完備以把握二零零八年北京奧運會及政府大力推動旅遊業所帶來之商機。本集團將繼續發掘更多投資機會以擴大其酒店網絡。

Supplementary Information

附加資料

DIRECTORS' INTERESTS IN SECURITIES

As at 30 June 2007, the interests and short positions of the directors or chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which are required (a) 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 or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") to be notified to the Company and the Stock Exchange were as follows:-

INTERESTS IN THE SHARES

Name of Director	Long position/ Short position	Capacity	Nature of interest	Number of shares held 持有 股份數目	Approximate percentage of shareholding 股權之概約百分比
董事名稱	好倉／淡倉	身份	權益性質		
Mr. Kwok Ka Lap, Alva 郭嘉立先生	Long position 好倉	Beneficial owner 實益擁有人	Personal interest 個人權益	150,000 150,000	0.01% 0.01%

INTERESTS IN UNDERLYING SHARES UNDER EQUITY DERIVATIVES

The directors or chief executive of the Company have been granted options under the share option scheme of the Company (the "Scheme"), details of which are set out in the section "Share Option Scheme" below.

Save as disclosed above, as at 30 June 2007, none of the directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事之證券權益

於二零零七年六月三十日，本公司董事或行政總裁於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部（包括根據證券及期貨條例有關條文被當作或視為擁有之權益或淡倉）須知會本公司及香港聯合交易所有限公司（「聯交所」）；或(b)根據證券及期貨條例第352條須載入該條例所指之登記冊內；或(c)根據聯交所證券上市規則（「上市規則」）內之上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：—

於股份之權益

於股本衍生工具中相關股份之權益

本公司董事或主要行政人員根據本公司之購股權計劃（「計劃」）獲授購股權，有關詳情請參閱下文「購股權計劃」一節。

除上文所披露者外，於二零零七年六月三十日，本公司董事或行政總裁概無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、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所，或根據證券及期貨條例第352條須記錄於本公司存置之登記冊內，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

SHARE OPTION SCHEME

The Scheme which was approved and adopted by its shareholders on 3 May 2002 and amended on 27 May 2005, is valid and effective for a period of 10 years after the date of adoption.

Details of options granted and a summary of the movements of the outstanding options under the Scheme during the period are as follows:

購股權計劃

於二零零二年五月三日，本公司之股東已批准及採納該計劃，並於二零零五年五月二十七日作出修訂，該計劃於採納日起計十年內有效及生效。

於期內，根據該計劃已授出及尚未行使的購股權之變動摘要詳情如下：

Eligible participant	Number of share options 購股權數目					Outstanding as at 30 June 2007 於二零零七年 六月三十日 尚未行使	Exercise price per share 每股行使價 HK\$ 港元	Date of grant 授出日期 (Note 1) (附註1)	Exercisable period 行使期
	Outstanding as at 1 January 2007 於二零零七年 一月一日 尚未行使	Granted during the period 於期內授出	Exercised during the period 於期內行使	Lapsed during the period 於期內失效	Cancelled during the period 於期內註銷				
Director 董事									
Mr. Yu Kam Kee, Lawrence 余錦基先生	4,000,000	-	-	-	-	4,000,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
Mr. Cheung Hon Kit 張漢傑先生	4,000,000	-	-	-	-	4,000,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
Dr. Yap, Allan Yap, Allan博士	4,000,000	-	-	-	-	4,000,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
Mr. Chan Pak Cheung, Natalis 陳百祥先生	1,500,000	-	-	-	-	1,500,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
Mr. Lui Siu Tsuen, Richard 呂兆泉先生	4,600,000	-	1,000,000 (Note 1) (附註1)	-	-	3,600,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
Mr. Kwok Ka Lap, Alva 郭嘉立先生	500,000	-	250,000 (Note 1) (附註1)	-	-	250,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
Mr. Sin Chi Fai (resigned on 27 March 2007) 冼志輝先生(於二零零七年 三月二十七日辭任)	500,000	-	-	500,000	-	-	0.728	22.6.2006	22.6.2006 – 21.6.2008
Employees 員工	30,480,000	-	1,895,000 (Note 2) (附註2)	2,400,000	-	26,185,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
Eligible participant 合資格人士	9,100,000	-	1,140,000 (Note 2) (附註2)	-	-	7,960,000	0.728	22.6.2006	22.6.2006 – 21.6.2008
	<u>58,680,000</u>	<u>-</u>	<u>4,285,000</u>	<u>2,900,000</u>	<u>-</u>	<u>51,495,000</u>			

Supplementary Information 附加資料

Notes:

1. The closing prices of the shares of the Company immediately before the dates on which the share options were exercised by Mr. Lui Siu Tsuen, Richard and Mr. Kwok Ka Lap, Alva during the period were HK\$0.93.
2. The weighted average closing prices of the shares of the Company immediately before the dates on which the share options were exercised by employees and eligible participants during the period were HK\$0.85 and HK\$0.93 respectively.

附註：

1. 緊接呂兆泉先生及郭嘉立先生於期內行使購股權之日期前，本公司股份收市價為0.93港元。
2. 緊接員工及合資格人士於期內行使購股權之日期前，本公司股份加權平均收市價分別為0.85港元及0.93港元。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2007, so far as was known to the directors or chief executive of the Company, the following persons (other than directors or chief executive of the Company) had an interest or short position in the shares and underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:—

(I) INTERESTS IN THE SHARES

Name of shareholder 股東名稱	Long position/ Short position 好倉／淡倉	Capacity 身份	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding 股權之概約百分比
(a) ITC Corporation Limited (Note 2) 德祥企業集團有限公司 (附註2)	Long position 好倉	Interest of controlled corporations 受控制公司的權益	Corporate interest 公司權益	150,740,481	13.82%
ITC Investment Holdings Limited (Note 2)	Long position	Interest of controlled corporations	Corporate interest	150,740,481	13.82%
ITC Investment Holdings Limited (附註2)	好倉	受控制公司的權益	公司權益	150,740,481	13.82%
Mankar Assets Limited (Note 2)	Long position	Interest of controlled corporations	Corporate interest	139,334,481	12.77%
Mankar Assets Limited (附註2)	好倉	受控制公司的權益	公司權益	139,334,481	12.77%
Famex Investment Limited (Note 2) 其威投資有限公司 (附註2)	Long position 好倉	Interest of controlled corporations 受控制公司的權益	Corporate interest 公司權益	139,334,481	12.77%
(b) Hanny Holdings Limited ("Hanny Holdings") (Note 2) 錦興集團有限公司 (「錦興集團」)(附註2)	Long position 好倉	Interest of controlled corporations 受控制公司的權益	Corporate interest 公司權益	139,334,481	12.77%
Hanny Magnetics (B.V.I.) Limited ("Hanny Magnetics") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	139,334,481	12.77%
Hanny Magnetics (B.V.I.) Limited (「Hanny Magnetics」) (附註2)	好倉	受控制公司的權益	公司權益	139,334,481	12.77%

主要股東

於二零零七年六月三十日，就本公司董事或行政總裁所知，以下人士（本公司董事或行政總裁除外）於股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益或淡倉：—

(I) 於股份之權益

Supplementary Information
附加資料

Name of shareholder 股東名稱	Long position/ Short position 好倉 / 淡倉	Capacity 身份	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of shareholding 股權之概約百分比
Powervote Technology Limited ("Powervote") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	139,334,481	12.77%
Powervote Technology Limited (「Powervote」) (附註2)	好倉	受控制公司的權益	公司權益	139,334,481	12.77%
Well Orient Limited ("Well Orient") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	139,334,481	12.77%
威倫有限公司(「威倫」) (附註2)	好倉	受控制公司的權益	公司權益	139,334,481	12.77%
Group Dragon Investments Limited ("Group Dragon") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	139,334,481	12.77%
群龍投資有限公司(「群龍」) (附註2)	好倉	受控制公司的權益	公司權益	139,334,481	12.77%
China Strategic (B.V.I.) Limited ("China Strategic BVI") (Renamed as Group Dragon (B.V.I.) Limited) (Note 2)	Long position	Interest of controlled corporations	Corporate interest	139,334,481	12.77%
China Strategic (B.V.I.) Limited (「China Strategic BVI」) (名稱更改為Group Dragon (B.V.I.) Limited) (附註2)	好倉	受控制公司的權益	公司權益	139,334,481	12.77%
China Enterprises Limited ("CEL") (Note 2)	Long position	Interest of controlled corporations	Corporate interest	139,334,481	12.77%
China Enterprises Limited (「CEL」) (附註2)	好倉	受控制公司的權益	公司權益	139,334,481	12.77%
Million Good Limited ("Million Good") (Note 2)	Long position	Beneficial owner	Corporate interest	139,334,481	12.77%
Million Good Limited (「Million Good」) (附註2)	好倉	實益擁有人	公司權益	139,334,481	12.77%
(c) Gandhara Advisors Asia Ltd. (beneficial owner is Gandhara Master Fund Ltd.)	Long position	Investment manager	Corporate interest	18,887,341	1.73%
Gandhara Advisors Asia Ltd. (實益擁有人為Gandhara Master Fund Ltd.)	好倉	投資經理	公司權益	18,887,341	1.73%
(d) PMA Capital Management Limited (Note 3)	Long position	Investment manager	Corporate interest	12,500,172	1.15%
PMA Capital Management Limited (附註3)	好倉	投資經理	公司權益	12,500,172	1.15%

(II) INTERESTS IN THE UNDERLYING SHARES UNDER EQUITY DERIVATIVES

(II) 於股本衍生工具中相關股份之權益

Name of shareholder	Long position/ Short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) 相關股份(本公司之非上市股本衍生工具)數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
股東名稱	好倉/淡倉	身份	權益性質		
(a) Mr. Li Ka-Shing (Note 1)	Long position	Founder of discretionary trusts and interest of controlled corporations	Corporate and other interests	253,164,556	23.21%
李嘉誠先生 (附註1)	好倉	全權信託的成立人及受控制公司的權益	公司及其他權益	253,164,556	23.21%
Li Ka-Shing Unity Trustee Corporation Limited (as trustee of The Li Ka-Shing Unity Discretionary Trust) (Note 1)	Long position	Trustee and beneficiary of a trust	Other interest	253,164,556	23.21%
Li Ka-Shing Unity Trustee Corporation Limited (作為The Li Ka-Shing Unity Discretionary Trust的信託人) (附註1)	好倉	信託人及信託受益人	其他權益	253,164,556	23.21%
Li Ka-Shing Unity Trustcorp Limited (as trustee of another discretionary trust) (Note 1)	Long position	Trustee and beneficiary of a trust	Other interest	253,164,556	23.21%
Li Ka-Shing Unity Trustcorp Limited (作為另 一項全權信託的 信託人)(附註1)	好倉	信託人及信託受益人	其他權益	253,164,556	23.21%

Supplementary Information
附加資料

Name of shareholder	Long position/ Short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) 相關股份(本公司之非上市股本衍生工具)數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
股東名稱	好倉／淡倉	身份	權益性質		
Li Ka-Shing Unity Trustee Company Limited (as trustee of The Li Ka-Shing Unity Trust) (Note 1)	Long position	Trustee	Other interest	253,164,556	23.21%
Li Ka-Shing Unity Trustee Company Limited (作為The Li Ka-Shing Unity Trust的信託人) (附註1)	好倉	信託人	其他權益	253,164,556	23.21%
Cheung Kong (Holdings) Limited ("CKH") (Note 1)	Long position	Interest of controlled corporations	Corporate interest	253,164,556	23.21%
長江實業(集團)有限公司 (「長實集團」)(附註1)	好倉	受控制公司的權益	公司權益	253,164,556	23.21%
Hutchison Whampoa Limited ("HWL") (Note 1)	Long position	Interest of a controlled corporation	Corporate interest	253,164,556	23.21%
和記黃埔有限公司 (「和黃」)(附註1)	好倉	受控制公司的權益	公司權益	253,164,556	23.21%
Hutchison International Limited ("HIL") (Note 1)	Long position	Beneficial owner	Corporate interest	253,164,556	23.21%
Hutchison International Limited (「HIL」) (附註1)	好倉	實益擁有人	公司權益	253,164,556	23.21%
(b) ITC Corporation Limited	Long position	Interest of controlled corporation	Corporate interest	179,746,835	16.48%
德祥企業集團有限公司	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
ITC Investment Holdings Limited	Long position	Interest of controlled corporation	Corporate interest	179,746,835	16.48%
ITC Investment Holdings Limited	好倉	受控制公司的權益	公司權益	179,746,835	16.48%

Name of shareholder	Long position/ Short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) 相關股份(本公司之非上市股本衍生工具)數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
股東名稱	好倉／淡倉	身份	權益性質		
Mankar Assets Limited	Long position	Interest of controlled corporation	Corporate interest	179,746,835	16.48%
Mankar Assets Limited	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
Famex Investment Limited	Long position	Interest of controlled corporation	Corporate interest	179,746,835	16.48%
其威投資有限公司	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
(c) Hanny Holdings	Long position	Interest of controlled corporations	Corporate interest	179,746,835	16.48%
錦興集團	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
Hanny Magnetics	Long position	Interest of controlled corporations	Corporate interest	179,746,835	16.48%
Hanny Magnetics	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
Powervote	Long position	Interest of controlled corporations	Corporate interest	179,746,835	16.48%
Powervote	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
Well Orient	Long position	Interest of controlled corporations	Corporate interest	179,746,835	16.48%
威倫	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
Group Dragon	Long position	Interest of controlled corporations	Corporate interest	179,746,835	16.48%
群龍	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
China Strategic BVI	Long position	Interest of controlled corporations	Corporate interest	179,746,835	16.48%
China Strategic BVI	好倉	受控制公司的權益	公司權益	179,746,835	16.48%
CEL	Long position	Beneficial owner	Corporate interest	179,746,835	16.48%
CEL	好倉	實益擁有人	公司權益	179,746,835	16.48%

Supplementary Information
附加資料

Name of shareholder	Long position/ Short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) 相關股份(本公司之非上市股本衍生工具)數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
股東名稱	好倉／淡倉	身份	權益性質		
(d) PMA Capital Management Limited (Note 3)	Long position	Investment manager	Corporate interest	84,810,127	7.78%
PMA Capital Management Limited (附註3)	好倉	投資經理	公司權益	84,810,127	7.78%
(e) DKR Capital Inc. (Note 4)	Long position	Interest of controlled corporations	Corporate interest	88,607,597	8.12%
DKR Capital Inc. (附註4)	好倉	受控制公司的權益	公司權益	88,607,597	8.12%
DKR Management Co. Inc. (Note 4)	Long position	Interest of controlled corporations	Corporate interest	88,607,597	8.12%
DKR Management Co. Inc. (附註4)	好倉	受控制公司的權益	公司權益	88,607,597	8.12%
DKR Capital Partners LP (Note 4)	Long position	Interest of controlled corporations	Corporate interest	88,607,597	8.12%
DKR Capital Partners LP (附註4)	好倉	受控制公司的權益	公司權益	88,607,597	8.12%
DKR Oasis Management Co. LP (Note 4)	Long position	Investment manager	Corporate interest	88,607,597	8.12%
DKR Oasis Management Co. LP (附註4)	好倉	投資經理	公司權益	88,607,597	8.12%
Oasis Management Holdings LLC (Note 4)	Long position	Interest of controlled corporations	Corporate interest	88,607,597	8.12%
Oasis Management Holdings LLC (附註4)	好倉	受控制公司的權益	公司權益	88,607,597	8.12%
DKR SoundShore Oasis Holding Fund Ltd.	Long position	Beneficial owner	Corporate interest	88,607,597	8.12%
DKR SoundShore Oasis Holding Fund Ltd.	好倉	實益擁有人	公司權益	88,607,597	8.12%

Name of shareholder	Long position/ Short position	Capacity	Nature of interest	Number of underlying shares (under unlisted equity derivatives of the Company) 相關 股份(本公司 之非上市股本 衍生工具)數目	Approximate percentage of the issued share capital of the Company 佔本公司已 發行股本之 概約百分比
股東名稱	好倉／淡倉	身份	權益性質		
(f) Gandhara Advisors Asia Ltd. (beneficial owner is Gandhara Master Fund Ltd.)	Long position	Investment manager	Corporate interest	234,177,215	21.47%
Gandhara Advisors Asia Ltd. (實益擁有人為Gandhara Master Fund Ltd.)	好倉	投資經理	公司權益	234,177,215	21.47%

Notes:

- (1) Li Ka-Shing Unity Holdings Limited, of which each of Mr. Li Ka-Shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital, owns the entire issued share capital of Li Ka-Shing Unity Trustee Company Limited. Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust, together with certain companies which Li Ka-Shing Unity Trustee Company Limited as trustee of The Li Ka-Shing Unity Trust is entitled to exercise or control the exercise of more than one-third of the voting power at their general meetings, hold more than one-third of the issued share capital of CKH.

In addition, Li Ka-Shing Unity Holdings Limited also owns the entire issued share capital of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1") as trustee of The Li Ka-Shing Unity Discretionary Trust ("DT1") and Li Ka-Shing Unity Trustcorp Limited ("TDT2") as trustee of another discretionary trust ("DT2"). Each of TDT1 and TDT2 holds units in The Li Ka-Shing Unity Trust. The discretionary beneficiaries of DT1 and DT2 are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children and Mr. Li Tzar Kai, Richard.

附註:

- (1) 李嘉誠先生、李澤鉅先生及李澤楷先生各自擁有Li Ka-Shing Unity Holdings Limited全部已發行股本的三分之一，而該公司則擁有Li Ka-Shing Unity Trustee Company Limited全部已發行股本。Li Ka-Shing Unity Trustee Company Limited以The Li Ka-Shing Unity Trust信託人的身份，連同若干公司合共持有長實集團三分之一以上的已發行股本，而Li Ka-Shing Unity Trustee Company Limited以The Li Ka-Shing Unity Trust信託人的身份有權在該等公司的股東大會上行使或控制行使三分之一以上的投票權。

此外，Li Ka-Shing Unity Holdings Limited亦擁有Li Ka-Shing Unity Trustee Corporation Limited (「TDT1」) (作為The Li Ka-Shing Unity Discretionary Trust (「DT1」) 的信託人) 以及Li Ka-Shing Unity Trustcorp Limited (「TDT2」) (作為另一項全權信託(「DT2」) 的信託人) 的全部已發行股本。TDT1及TDT2各持有The Li Ka-Shing Unity Trust的信託單位。DT1及DT2的可能受益人為(其中包括)李澤鉅先生、其配偶及子女，以及李澤楷先生。

Certain subsidiaries of CKH are entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of HWL. HWL holds the entire issued share capital of HIL.

By virtue of the SFO, HWL, CKH, Li Ka-Shing Unity Trustee Company Limited, TDT1, TDT2 and Mr. Li Ka-Shing who is the settlor and may be regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, are all deemed to be interested in 253,164,556 underlying shares (in respect of unlisted equity derivatives of the Company) held by HIL.

Pursuant to the subscription agreement dated 23 March 2006 entered into between HIL and the Company, HIL has conditionally agreed to subscribe at completion of the subscription agreement a 2% convertible exchangeable note due 2011 (the "HIL Note") issued by the Company with a principal amount of HK\$200,000,000. Completion of the subscription agreement took place on 8 June 2006. HIL or its nominee(s) is entitled to convert the HIL Note into 253,164,556 new shares on full conversion at an initial conversion price of HK\$0.79 per share (subject to adjustment).

- (2) Million Good is a wholly-owned subsidiary of CEL, whose shares are traded on the OTC Bulletin Board in the US, which in turn is a company owned as to approximately 55.22% effective equity interest by China Strategic BVI. China Strategic BVI is wholly-owned by Group Dragon which in turn is a wholly-owned subsidiary of Well Orient. Well Orient is a wholly-owned subsidiary of Powervote which in turn is a wholly-owned subsidiary of Hanny Magnetics. Hanny Magnetics is a wholly-owned subsidiary of Hanny Holdings which in turn is owned as to approximately 49.99% by Famex Investment Limited. Famex Investment Limited is a wholly-owned subsidiary of Mankar Assets Limited which in turn is a wholly-owned subsidiary of ITC Investment Holdings Limited. ITC Investment Holdings Limited is a wholly-owned subsidiary of ITC Corporation Limited.

11,406,000 shares were held by Asia Will Limited. Asia Will Limited is a wholly-owned subsidiary of Leaptop Investments Limited which in turn is a wholly-owned subsidiary of ITC Investment Holdings Limited.

長實集團的若干附屬公司有權於和黃的股東大會上行使或控制行使三分之一或以上的投票權。和黃持有HIL的全部已發行股本。

根據證券及期貨條例，和黃、長實集團、Li Ka-Shing Unity Trustee Company Limited、TDT1、TDT2及李嘉誠先生（被視為財產授予人及就證券及期貨條例而言，可能被視為DT1及DT2的成立人）均被視為於HIL持有的253,164,556股相關股份（有關本公司非上市股本衍生工具）中擁有權益。

根據HIL與本公司訂立日期為二零零六年三月二十三日之認購協議，HIL已有條件地同意於認購協議完成時認購將由本公司發行本金額為200,000,000港元於二零一一年到期的2%可換股可交換票據（「HIL票據」）。認購協議於二零零六年六月八日完成。HIL或其代名人有權按每股0.79港元（可予調整）的初步換股價，將HIL票據全數兌換為253,164,556股新股份。

- (2) Million Good乃CEL之全資附屬公司，其股份於美國場外交易議價板買賣，而CEL則由China Strategic BVI擁有約55.22%實際股本權益。China Strategic BVI乃由群龍全資擁有，而群龍為威倫之全資附屬公司。威倫為Powervote之全資附屬公司，Powervote則為Hanny Magnetics之全資附屬公司。Hanny Magnetics為錦興集團之全資附屬公司，而後者則由其威投資有限公司擁有約49.99%權益。其威投資有限公司為Mankar Assets Limited之全資附屬公司，而Mankar Assets Limited則為ITC Investment Holdings Limited之全資附屬公司。ITC Investment Holdings Limited為德祥企業集團有限公司之全資附屬公司。

得普有限公司持有11,406,000股股份，該公司乃Leaptop Investments Limited之全資附屬公司，而後者則為ITC Investment Holdings Limited之全資附屬公司。

- (3) PMA Capital Management Limited has total interest in 97,310,299 shares (representing 8.92% shareholding interest), of which 84,810,127 shares relate to its derivative interests.
- (4) DKR Oasis Management Co. LP is controlled as to 49% by Oasis Management Holdings LLC and as to 51% by DKR Capital Partners LP which is controlled as to 50% by DKR Management Co. Inc. DKR Management Co. Inc. is controlled as to 100% by DKR Capital Inc.

- (3) PMA Capital Management Limited 於本公司 97,310,299 股股份 (佔 8.92% 股權) 中擁有總權益，其中 84,810,127 股股份為其有關的衍生權益。
- (4) DKR Oasis Management Co. LP 乃由 Oasis Management Holdings LLC 控有 49% 權益，而 51% 權益則由 DKR Management Co. Inc. 控有 50% 權益的 DKR Capital Partners LP 擁有。DKR Management Co. Inc. 乃由 DKR Capital Inc. 控有 100% 權益。

Save as disclosed above, as at 30 June 2007, the directors or chief executive of the Company were not notified of any other persons who had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company and the Stock Exchange pursuant to Part XV of the SFO.

除上文披露者外，於二零零七年六月三十日，本公司董事或行政總裁並無獲通知任何其他人士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、相關股份或債券中擁有根據證券及期貨條例第 XV 部須向本公司及聯交所披露之權益或淡倉。

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

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

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於截至二零零七年六月三十日止六個月內概無購買、出售或贖回本公司之任何上市證券。

AUDIT COMMITTEE

The Audit Committee of the Company has reviewed with the management and the Company's auditors the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the unaudited financial statements for the six months ended 30 June 2007 on the basis that such review does not in itself constitute an audit. The Audit Committee is not aware of any material modifications that should have been made to the interim financial statements for the six months ended 30 June 2007. The Audit Committee, with written terms of reference in line with the code provisions set out in the Code on Corporate Governance Practices as stipulated in Appendix 14 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), currently comprises three independent non-executive directors, namely Mr. Kwok Ka Lap, Alva, Mr. Wong King Lam, Joseph and Mr. Poon Kwok Hing, Albert.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors are responsible for the preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the unaudited financial statements for the six months ended 30 June 2007, the directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the unaudited financial statements on a going concern basis. The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group, for safeguarding the assets of the Group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

審核委員會

本公司之審核委員會已與管理層及本公司核數師審閱本集團採納之會計原則及慣例，並已就核數、內部監控及財務申報事宜進行討論，其中包括審閱（本身並不構成審核之基準）於截至二零零七年六月三十日止六個月之未經審核財務報表。審核委員會並不知悉截至二零零七年六月三十日止六個月之中期財務報表需要作出任何重大修改。審核委員會（其書面職權範圍符合香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四之企業管治常規守則所載之守則條文）現由三名獨立非執行董事郭嘉立先生、黃景霖先生及潘國興先生組成。

董事對財務報表之責任

董事須負責編製各財務期間真實公平反映本集團於該期間之財務狀況及業績與現金流量之財務報表。於編製截至二零零七年六月三十日止六個月之未經審核財務報表時，董事已選擇及貫徹應用合適之會計政策，作出審慎、公平及合理之判斷及估計，並按持續基準編製未經審核財務報表。董事亦須負責存置於任何時間均合理準確披露本集團財務狀況之妥善會計記錄，以保護本集團之資產及採取合理措施防止及審查欺詐及其他違規行為。

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2007 except for the following deviations:–

CODE PROVISION A.2.1

Under the code provision A.2.1, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not at present have any officer with the title of “chief executive officer” (“CEO”) but instead the duties of a CEO are performed by Mr. Cheung Hon Kit, the Managing Director of the Company in the same capacity as the CEO of the Company.

CODE PROVISION A.4.1

Under the code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. The current independent non-executive directors of the Company are not appointed for a specific term. However, all directors (including executive and non-executive) of the Company are subject to retirement by rotation at the annual general meeting in accordance with Bye-Law 99 of the Bye-Laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the Code.

CODE PROVISION E.1.2

Under the code provision E.1.2, the chairman of the board should attend the annual general meeting. The Chairman of the Board, Mr. Yu Kam Kee, Lawrence was unable to attend the annual general meeting of the Company held on 25 May 2007 as he had other important business engagement. However, the other executive director, present at the annual general meeting, took the chair of that meeting in accordance with Bye-Law 68 of the Bye-Laws of the Company.

遵守企業管治常規守則

本公司於截至二零零七年六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」），惟下文所述之偏離行為除外：–

守則條文A.2.1

根據守則條文A.2.1，主席與行政總裁之角色應有區分，並不應由一人同時兼任。本公司現時並無設有「行政總裁」（「行政總裁」）之職位，然而行政總裁之職務則由本公司之董事總經理張漢傑先生負責，該職權等同於本公司之行政總裁。

守則條文A.4.1

根據守則條文A.4.1，非執行董事之委任應有指定任期，並須接受重新選舉。本公司現時之獨立非執行董事並非按指定任期委任。然而，本公司所有董事（包括執行及非執行董事）須根據本公司之公司細則第99條於股東週年大會上輪席退任。因此，本公司認為已採取足夠措施確保本公司之企業管治常規之嚴謹程度不遜於該守則所訂立之規定。

守則條文E.1.2

根據守則條文E.1.2，董事會主席應出席股東週年大會。由於董事會主席余錦基先生因需要處理其他重要事務，故未能出席本公司於二零零七年五月二十五日舉行之股東週年大會。然而，其他出席股東週年大會之執行董事根據本公司之公司細則第68條出任該大會主席。

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

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 as its own code for dealing in securities of the Company by the directors (the “Model Code”). Having made specific enquiry of all directors, the Company confirmed that all directors have complied with the required standard as set out in the Model Code during the six months ended 30 June 2007.

On behalf of the Board
Yu Kam Kee, Lawrence
Chairman

Hong Kong, 24 September 2007

遵守上市發行人董事進行證券交易之標準守則

本公司已採納載於上市規則附錄十有關「上市發行人董事進行證券交易之標準守則」作為其董事買賣本公司證券之守則（「標準守則」）。經向所有董事作出特定查詢後，本公司確認所有董事於截至二零零七年六月三十日止六個月內，一直遵守標準守則之規定標準。

代表董事會
主席
余錦基

香港，二零零七年九月二十四日

Hong Kong Wing On Travel Service Limited

香港永安旅遊有限公司

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Mongkok 旺角

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Diamond Hill 鑽石山

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Kwun Tong 觀塘

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Shatin 沙田

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