



FUJIAN HOLDINGS LIMITED  
閩 港 控 股 有 限 公 司

*(Incorporated in Hong Kong with limited liability)*

*(於香港註冊成立之有限公司)*

*(Stock Code 股份代號: 181)*

Interim Report  
中 期 報 告

2007

## CONTENTS

### 目錄

Corporate Information	公司資料	2
Chairman's Statement	主席報告	4
Management Discussion and Analysis	管理層討論與分析	6
Corporate Governance Report	企業管治報告	7
Directors' Report	董事報告	9
Condensed Consolidated Income Statement	簡明綜合收益表	16
Condensed Consolidated Balance Sheet	簡明綜合資產負債表	17
Condensed Consolidated Statement of Changes in Equity	簡明綜合權益變動表	18
Condensed Consolidated Cash Flow Statement	簡明綜合現金流量表	19
Notes to the Condensed Consolidated Financial Statements	簡明綜合財務報表附註	20

## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors:

WANG Xiaowu (*Chairman of the Board*)

WANG Ruilian

LIU Xiaoting

##### Non-executive Directors:

FENG Qiang

YE Tao

##### Independent Non-executive Directors:

LAM Kwong Siu

CHEUNG Wah Fung, Christopher

LEUNG Hok Lim

#### COMPANY SECRETARY

LAW Kim Fai

#### AUDIT COMMITTEE

LEUNG Hok Lim (*Chairman of the Committee*)

LAM Kwong Siu

CHEUNG Wah Fung, Christopher

#### REMUNERATION COMMITTEE

LAM Kwong Siu (*Chairman of the Committee*)

LEUNG Hok Lim

CHEUNG Wah Fung, Christopher

#### NOMINATION COMMITTEE

CHEUNG Wah Fung, Christopher

(*Chairman of the Committee*)

LEUNG Hok Lim

LAM Kwong Siu

#### PRINCIPAL BANKERS

Hang Seng Bank Limited

Chiyu Banking Corporation Limited

#### REGISTERED OFFICE

Room 3305A, 33th Floor,

West Tower, Shun Tak Centre

200 Connaught Road Central

Hong Kong

#### 董事會

##### 執行董事：

汪小武 (*董事會主席*)

王瑞煉

劉小汀

##### 非執行董事：

馮強

葉濤

##### 獨立非執行董事：

林廣兆

張華峰

梁學濂

#### 公司秘書

羅劍輝

#### 審核委員會

梁學濂 (*委員會主席*)

林廣兆

張華峰

#### 薪酬委員會

林廣兆 (*委員會主席*)

梁學濂

張華峰

#### 提名委員會

張華峰

(*委員會主席*)

梁學濂

林廣兆

#### 往來銀行

恒生銀行有限公司

集友銀行有限公司

#### 註冊辦事處

香港

中環干諾道中二百號

信德中心西座

33樓3305A室

## CORPORATE INFORMATION

### 公司資料

#### AUDITORS

Messrs. HLB Hodgson Impey Cheng  
Chartered Accountants  
Certified Public Accountants  
31st Floor, Gloucester Tower, The Landmark  
11 Pedder Street, Central  
Hong Kong

#### SOLICITORS

Paul, Hastings, Janofsky & Walker  
22nd Floor, Bank of China Tower  
1 Garden Road  
Hong Kong

#### SHARE REGISTRAR

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

#### STOCK CODE

181

#### WEBSITE

[www.fujianholdings.com](http://www.fujianholdings.com)

#### 核數師

國衛會計師事務所  
英國特許會計師  
香港執業會計師  
香港  
中環畢打街11號  
置地廣場  
告羅士打大廈31樓

#### 律師

普衡律師事務所  
香港  
花園道1號  
中銀大廈22樓

#### 股份過戶登記處

卓佳標準有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

#### 股份代號

181

#### 網址

[www.fujianholdings.com](http://www.fujianholdings.com)

## CHAIRMAN'S STATEMENT

### 主席報告

The board of directors (the "Board") of Fujian Holdings Limited (the "Company") is pleased to present the unaudited consolidated interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2007 (the "Period"). These interim results have been reviewed by the Company's Audit Committee.

#### BUSINESS REVIEW

During the first half of 2007, the Company continued to manage the Group's assets effectively. We operated property lease business in Hong Kong in accordance with prudent financial principles, and lent out idle funds reasonably which brought about stable cash inflow to the Company. Satisfactory results were achieved from our debt restructuring program upon completion of the debt restructuring of Xiamen South East Asia Hotel (the "Hotel"), and the conclusion of the claim and debt restructuring agreement with creditors regarding Investment 2234 China Fund I.B.V..

The Group procured the contract for undertaking the management of the Hotel. After repeated liaisons with the contracting party, the Group was ultimately able to require the contracting party, through legal means, to pay the debt service fund in arrears and withdraw from the contract, and completed the work left by the contracting party.

The Group will continue to seek for various business opportunities, which will help lay a sound foundation for its business development in the future.

#### PROSPECTS

In 2007, the Group will continue to operate under prudent approaches, strengthen its existing businesses and recover non-performing assets and the debt restructuring works of the Hotel, so as to elevate the quality of its assets. The Group will also strive to seek new investment businesses and identify new principal businesses for the Company in order to create new sources of profit.

The Board is of the view that the Group has sound corporate governance practices. Together with the dedication and relentless efforts of its management and the staff, the Board believes that there will be a progression in the Group's businesses.

閩港控股有限公司(「本公司」)之董事會(「董事會」)欣然提呈本公司及其附屬公司(「本集團」)截至二零零七年六月三十日止六個月(「本期間」)之未經審核綜合中期業績。該等中期業績已經本公司審核委員會審閱。

#### 業務回顧

2007年上半年公司繼續有效經營集團資產，香港物業出租業務持續經營，實行穩健的理財政策，合理安排閒置資金，為公司帶來穩定的現金收入。完成廈門東南亞大酒店(「東酒」)債務重組工作，與債權人投資2234中國第一號基金公司達成債權、債務重組協議，集團取得良好的債務重組業績。

集團認真履行東酒承包管理合同，經過與承辦方反覆溝通，最終以法律形式要求承辦方支付拖欠的償債基金和退出承包合同，並做好後期工作。

集團繼續積極尋找各種商機，為今後業務發展奠定良好基礎。

#### 前景展望

2007年集團將繼續實行穩健經營的方針，鞏固現有業務，做好盤活資產和酒店債務重組工作，提升資產品質。同時，堅持不懈地積極尋找新的投資業務，確定公司新的主業，增加利潤點。

董事會認為本集團企業管治良好，經過管理層和員工共同努力，董事會相信，本集團之業務將有發展。

## CHAIRMAN'S STATEMENT 主席報告

### ACKNOWLEDGEMENTS

I would like to take this opportunity to extend my sincere gratitude to all shareholders, business partners and customers for their support, and to all our colleagues for their efforts, hard work and selfless dedication. Their hardwork represents the firm foundation of the Group's future business development.

On behalf of the Board  
**Fujian Holdings Limited**  
**Wang Xiaowu**  
*Chairman*

Hong Kong, 21 September 2007

### 致謝

本人謹此感謝各位股東、合作伙伴及客戶對本集團的鼎力支持。本人亦藉此衷心感謝集團全體員工的辛勤工作和無私奉獻，他們的努力為集團未來業務的發展奠定了堅實基礎。

承董事會命  
**閩港控股有限公司**  
**汪小武**  
*主席*

香港，二零零七年九月二十一日

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

#### FINANCIAL REVIEW

The Group recorded loss attributable to the equity holders of the Company of HK\$1,117,527 and basic loss per share of HK0.21 cents during the Period (profit attributable to the equity holders of the Company of HK\$1,299,753 and basic earnings per share of HK0.25 cents were recorded for the six months ended 30 June 2006).

#### LIQUIDITY AND FINANCIAL RESOURCES

Net cash generated by in operating activities was HK\$4,155,356 for the Period, compared with net cash used in operating activities of HK\$1,791,080 for the six months ended 30 June 2006. Cash and bank balances for the Period amounted to HK\$21,665,998 (for the six months ended 30 June 2006: HK\$4,058,677).

The Group's debt ratio (measured by total liabilities over total assets) and the gearing ratio (interest bearing borrowings over shareholders' funds) were 38% and 26% as at 30 June 2007, compared to 38% and 26% for the year ended 31 December 2006, respectively.

#### CAPITAL STRUCTURE OF THE GROUP

The Group's monetary assets, loan and transactions are principally denominated in Hong Kong dollars and Renminbi. Operating outgoings incurred by the Group's subsidiary in the PRC are mainly denominated in RMB, which usually receives revenue in RMB as well. The management is of the opinion that the Group's exposure to foreign exchange rate risks is not significant, and hedging by means of derivative instruments is considered unnecessary.

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the top management of the Group in Hong Kong.

#### CONTINGENT LIABILITY

During the Period, the Group did not have any significant contingent liability.

#### 財務回顧

本集團於本期間本公司權益持有人應佔虧損為1,117,527港元及每股基本虧損0.21港仙(二零零六年六月三十日止六個月:本公司權益持有人應佔溢利1,299,753港元和每股基本盈利0.25港仙)。

#### 流動資金及財務資源

於本期間,經營業務現金流入淨額為4,155,356港元,二零零六年六月三十日止六個月,經營業務現金流出淨額則為1,791,080港元。於本期間,現金及銀行結餘為21,665,998港元(二零零六年六月三十日止六個月:4,058,677港元)。

截至二零零七年六月三十日止本集團之債務比率(負債總額除以資產總額)和資本負債比率(付息借貸除以股東資金)分別為38%和26%,而截至二零零六年十二月三十一日止年度分別為38%和26%。

#### 本集團之資本架構

本集團之貨幣資產、貸款及交易主要以港元及人民幣計值。本集團中國附屬公司之營運支出主要為人民幣,其並常以人民幣收取收益。管理層認為本集團之外匯風險極低,並認為無須就對沖採用衍生工具。

本集團之現有附屬公司之資金及庫務政策均由香港之高級管理層集中管理及監控。

#### 或然負債

於本期間,本集團並無任何重大或然負債。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The directors of the Company consider that the Company has complied throughout the Period with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The Company had received from each of the Independent Non-executive Directors a verbal confirmation of his independence. In the opinion of the Company, all of the Independent Non-executive Directors are independent in respect of the preparation of the 2007 interim financial statements.

The Company has adopted the Model Code for securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. The Company had made specific enquiries to all directors of the Company regarding any non-compliance with the Model Code during the Period, and had received confirmations from all directors of the Company that they had fully complied with the required standard set out in the Model Code during the Period.

With the consent of the Audit Committee, the Board hereby confirms that, in preparation of the 2007 unaudited consolidated interim financial statements of the Company, the directors of the Company, both collectively and individually, applied such degree of skill, care and diligence as they may reasonably be expected of under the Listing Rules throughout the Period.

### **NOMINATION COMMITTEE**

The Nomination Committee was established in March 2005 to ensure fair and transparent procedures for the appointment of directors to the Board. The Committee's authority and duties are set out in written terms of reference, which specify that it must comprise at least three members. The existing Nomination Committee comprises three Independent Non-executive Directors, Mr. Cheung Wah Fung, Christopher, Mr. Leung Hok Lim and Mr. Lam Kwong Siu.

本公司董事認為，本公司一直遵守上市規則附錄十四所載之企業管治常規守則。本公司已收到每一位獨立非執行董事就有關彼等之獨立性發出的口頭確認。本公司認為全體獨立非執行董事於編製二零零七年中期財務報表之獨立性均屬獨立。

本公司一直採納上市規則附錄10所載上市公司董事進行證券交易的標準守則（「標準守則」）。本公司已向全體董事為於本期間有否違反標準守則一事作出特定查詢，而彼等均已確認於本期間完全遵從標準守則之有關規定。

在審核委員會認同下，董事會在此確認董事於編製本公司二零零七年未經審核綜合中期財務報表時已遵守上市規則之規定而共同與個別地履行誠信責任及應有技能、謹慎和勤勉行事的責任。

### **提名委員會**

提名委員會已於二零零五年三月成立，旨在確保董事之委聘程序符合公平及透明之原則。該委員會之權力及職責載於書面指引內，列明委員會最少應有三名成員。而提名委員會現時由三名獨立非執行董事組成，包括張華峰先生、梁學濂先生及林廣兆先生。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### REMUNERATION COMMITTEE

According to the Code on Corporate Governance Practices, the Group established its Remuneration Committee in March 2005 comprising three Independent Non-executive Directors, namely Mr. Lam Kwong Siu, Mr. Leung Hok Lim and Mr. Cheung Wah Fung, Christopher.

The Remuneration Committee shall consult the Chairman and/or the General Manager of the Group about their proposals relating to remuneration package and other human resources issues of the directors of the Company and senior management of the Group. The emoluments of directors of the Company are based on each director's skill, knowledge and involvement in the Group's affairs, with reference to the Group's performance and profitability, remuneration benchmark in the industry and the prevailing market conditions.

#### 薪酬委員會

根據企業管治常規守則，本集團已於二零零五年三月成立薪酬委員會，由三名獨立非執行董事組成，包括林廣兆先生、梁學濂先生及張華峰先生。

薪酬委員會須就本公司之董事及本集團之高級管理人員之薪酬建議及其他人力資源問題諮詢本集團主席及／或總經理。本公司董事酬金乃根據個別董事之技能、知識水平及對本集團事務之投入程度，並參照本集團之業績與盈利狀況、同業酬金水平及市場環境而釐定。

## DIRECTORS' REPORT

### 董事報告

#### MANAGEMENT SERVICE CONTRACTS

The management service contracts of the Company or any of its subsidiaries are as follows:

According to the management contract entered into between Yan Hei Limited ("Yan Hei"), a wholly-owned subsidiary of the Company, and Fujian Sunshine Group Limited (陽光集團, the "Sunshine Group") in relation to the appointment of the Sunshine Group as the operator to manage the daily operation of the Hotel on 30 June 2004 for a period of 10 years commencing 1 July 2004, the Sunshine Group is required to pay Yan Hei a fixed annual cash payment of RMB6,660,000 (payable monthly) and a variable management fee calculated at 1% of the annual turnover of the Hotel.

#### EMPLOYEE

During the Period, the Group had approximately 130 employees in total, with most of them working in the PRC. The remuneration package was determined with reference to the prevailing market conditions and individual performance of the employees. Apart from contractual remunerations, the Group also provides its employees with mandatory provident fund schemes and medical insurance cover.

#### 管理合約

本公司或其任何附屬公司的管理合約如下：

根據本公司之全資附屬公司仁禧有限公司(「仁禧」)與福建陽光集團有限公司(「陽光集團」)於二零零四年六月三十日就委任陽光集團為營辦商管理酒店而訂立之管理合同，由二零零四年七月一日起計，為期十年，陽光集團向仁禧支付每年固定現金款項人民幣6,660,000元(應按月支付)，及以該酒店每年營業額1%計算的浮動管理費。

#### 僱員

於本期間，本集團僱員總數約130名，大部份任職於中國。薪酬待遇一般視乎市場條件及僱員個人表現而釐定，除合約薪金外，並包括有強制性公積金計劃及醫療保險計劃。

## DIRECTORS' REPORT

### 董事報告

#### SHARE OPTIONS

The details of share options outstanding as at 30 June 2007 as granted under the new share option scheme (the "New Scheme") adopted by the Company's shareholders on 10 May 2004 are as follows:

#### 購股權

根據由本公司股東於二零零四年五月十日採納的新購股權計劃(「新計劃」)授出而於二零零七年六月三十日尚未行使之購股權股份詳細如下：

	Date of grant	Options held as at 1 January 2007 於二零零七年一月一日持有之購股權	Options exercised during the Period 於期內行使之購股權	Options lapsed during the Period 於期內失效之購股權	Options held as at 30 June 2007 於二零零七年六月三十日持有之購股權	Nature of interests 權益性質	Exercise price 行使價 HK\$ 港元	Exercise period 行使期	% of existing Shares 佔現有股份之百分比
Wang Xiaowu 汪小武	3 June 2004 二零零四年六月三日	5,200,000	4,160,000	-	1,040,000	Personal 個人	0.184	3 June 2004- 2 June 2014 二零零四年六月三日至 二零一四年六月二日	0.20
Mei Qiping 梅勤萍	3 June 2004 二零零四年六月三日	3,120,000	1,560,000	1,560,000	-	Personal 個人	0.184	3 June 2004- 2 June 2014 二零零四年六月三日至 二零一四年六月二日	-
Chen Danyun 陳丹雲	3 June 2004 二零零四年六月三日	2,080,000	1,660,000	-	420,000	Personal 個人	0.184	3 June 2004- 2 June 2014 二零零四年六月三日至 二零一四年六月二日	0.08
Cheung Wah Fung, Christopher 張華峰	3 June 2004 二零零四年六月三日	5,200,000	5,200,000	-	-	Personal 個人	0.184	3 June 2004- 2 June 2014 二零零四年六月三日至 二零一四年六月二日	-
Employees 僱員	3 June 2004 二零零四年六月三日	200,000	200,000	-	-	Personal 個人	0.184	3 June 2004- 2 June 2014 二零零四年六月三日至 二零一四年六月二日	-
		<u>15,800,000</u>	<u>12,780,000</u>	<u>1,560,000</u>	<u>1,460,000</u>				

The consideration to be paid upon acceptance of the options by each of the grantees is HKD 1.

每位承授人在每次接納購股權時所付之代價為港幣1元。

## DIRECTORS' REPORT

### 董事報告

#### DISCLOSURE OF INTERESTS BY DIRECTORS

As at 30 June 2007, the interests of the Directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Listing Rules (the "Model Code") were as follows:

#### 董事權益披露

於二零零七年六月三十日，董事於本公司或其相聯法團（定義見證券及期貨條例（按香港法例第571章）（「證券及期貨條例」）第XV部）之股份及相關股份擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯合交易所有限公司（「聯交所」）之權益（包括根據證券及期貨條例之該等條文董事被當作或被視作享有之權益及淡倉）；或(b)須記入根據證券及期貨條例第352條規定存置之登記冊之權益；或(c)須根據上市規則所載上市發行人董事進行證券交易的標準守則（「標準守則」）通知本公司及聯交所之權益如下：

Director 董事	Type of interests 權益類別	Number of issued ordinary shares held 所持已發行普通股數目	Number of underlying shares held 所持相關股份數目	Total interests 權益總額	Percentage of interest 百分比
Wang Xiaowu 汪小武	Personal 個人	4,160,000	–	4,160,000	0.78%
Cheung Wah Fung, Christopher 張華峰	Personal 個人	5,200,000	–	5,200,000	0.98%

## DIRECTORS' REPORT

### 董事報告

Save as disclosed above, during the Period, none of the directors of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (as defined in Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of 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 (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time during the Period was the Company or its subsidiaries engaged in any arrangements to enable the directors of the Company or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

#### Interests in competing businesses

During the Period, none of the directors of the Company nor their respective associates had any business which competes or is likely to compete, either directly or indirectly, with any business of the Group.

#### Interests in assets of the Group

During the Period, none of the directors of the Company had any direct or indirect interests in any assets which have been acquired or disposed of, or leased to, or which are proposed to be acquired or disposed of or leased to, the Company or any of its subsidiaries.

#### Directors' interests in contracts

None of the directors of the Company was materially interested in any contract or arrangement subsisting during the Period which is significant in relation to the business of the Group.

除上文所披露外，於本期間，董事概無於本公司及其相聯法團（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或被視為擁有(i)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（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條之規定須載入該條文所述之登記冊內之任何權益或淡倉；或(iii)須根據標準守則，須知會本公司及聯交所之任何權益或淡倉。

本公司或其附屬公司在本期間任何時間概無參與任何安排，致使董事或彼等各自之配偶或未滿18歲之子女可透過購入本公司或任何其他法團之股份或債券而獲取利益。

#### 於競爭業務中之權益

於本期間，董事或彼等各自之聯繫人士概無直接或間接擁有與本集團任何業務競爭或可能競爭之任何業務。

#### 於本集團資產中之權益

於本期間，董事概無於本公司或其任何附屬公司已收購或出售或承租，或建議收購或出售或承租之任何資產中擁有任何直接或間接權益。

#### 董事之合約權益

董事概無於本期間存在而就本集團業務而言屬重大之任何合約或安排中擁有重大權益。

## DIRECTORS' REPORT

### 董事報告

#### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2007, as far as is known to the directors of the Company and the Company, and as confirmed upon reasonable enquiry, the register maintained by the Company under section 336 of the SFO shows that the following persons (not being directors and employees of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which are required to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company or had an option in respect of such capital were as follows:

#### 主要股東

截至二零零七年六月三十日止，就本公司董事及本公司所知，或於彼等作出合理查詢後所能確定，按照本公司根據證券及期貨條例第336條須存置之登記冊所記錄，下列人士（並非本公司之董事及僱員）擁有或被視為擁有本公司股份或相關股份中根據證券及期貨條例第XV部第2及第3分部須向本公司或聯交所披露之權益或淡倉，或直接或間接擁有附帶權利可於所有情況下於本公司任何其他成員公司之股東大會上投票之任何類別股本面值5%以上，或擁有該等股本之購股權：

#### Long Positions

#### 好倉

Name of Shareholders 股東名稱	Number of shares of the Company held 所持本公司 股份數目	% of total issued shares of the Company 佔已發行本公司 股份總額百分比
HC Technology Capital Company Limited ("HC Technology") 華晶科技投資有限公司(「華晶科技」)	279,241,379 (a)	52.4
FIDC 華閩投發	279,241,379 (a)	52.4
Fujian Huamin Industrial Group Company Limited ("FHIG") 福建華閩實業(集團)有限公司(「福建華閩實業(集團)」)	279,241,379 (a)	52.4
Sino Earn Holdings Limited ("Sino Earn") 華鑫(香港)控股有限公司(「華鑫」)	72,553,382 (b)	13.6
Fujian Huaxing Trust & Investment Company ("FHTI") 福建華興信託投資公司(「華興信託」)	72,553,382 (b)	13.6
Fujian Huaxing Industrial Company ("FHIC") 福建華興實業公司(「華興實業」)	72,553,382 (b)	13.6

## DIRECTORS' REPORT

### 董事報告

#### Notes:

- (a) HC Technology beneficially holds 279,241,379 shares in the Company. Pursuant to the SFO, FHIG is deemed to be interested in the 279,241,379 shares by virtue of its being beneficially interested in 100% of the issued share capital of FIDC and FIDC is deemed to be beneficially interested in 100% of the issued share capital of HC Technology. FHIG is a state-owned corporation of the PRC.
- (b) Sino Earn beneficially holds 72,553,382 shares in the Company. Pursuant to the SFO, each of FHTI and FHIC is deemed to be interested in the 72,553,382 shares by virtue of their being beneficially interested in 30% and 70% of the issued share capital of Sino Earn respectively. Both FHTI and FHIC are state-owned corporations of the PRC.

Save as disclosed herein, as at 30 June 2007, the directors of the Company and the Company, as confirmed upon reasonable enquiry made by them and as indicated in the register maintained by the Company under section 336 of the SFO, were not aware of any other persons (other than directors and employees of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares (including any interests in options in respect of such capital), which are required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who owned any interests or short positions to be recorded in the register under Section 336 of the SFO; or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company or had any option in respect of such capital.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

#### 附註：

- (a) 華晶科技實益持有279,241,379股本公司股份。根據證券及期貨條例，鑑於福建華閩實業(集團)實益擁有華閩投發已發行股本之100%權益及華閩投發實益擁有華晶科技已發行股本之100%權益，因此被視為擁有279,241,379股股份權益。福建華閩實業(集團)為中國之國有企業。
- (b) 華鑫實益持有72,553,382股本公司股份。根據證券及期貨條例，鑑於華興信託及華興實業分別實益擁有華鑫已發行股本之30%及70%權益，因此各自被視為擁有72,553,382股股份權益。華興信託及華興實業均為中國之國有企業。

除本文所披露者外，於二零零七年六月三十日，董事及本公司或於彼等作出合理查詢後所能確定，按照本公司根據證券及期貨條例第336條須存置之登記冊所記錄均未獲悉任何其他人士(本公司之董事及僱員除外)於股份及相關股份(包括該等股本之任何購股權權益)中擁有或被視為擁有須根據證券及期貨條例第XV部第2及第3分部之條文向本公司及聯交所披露之權益或淡倉，或概無任何其他人士佔有根據證券及期貨條例第336條，列入該條例所述之登記冊內之權益或淡倉；或直接或間接擁有附帶權利可於所有情況下於本公司任何其他成員公司之股東大會上投票之任何類別股本之面值5%或以上，或擁有該等股本之任何購股權。

#### 購買、出售或贖回本公司之上市證券

本期間，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

## DIRECTORS' REPORT 董事報告

### AUDIT COMMITTEE

The Audit Committee of the Company has reviewed with management the accounting principles and practices adopted by the Group, and discussed internal controls and financial reporting matters including a review of the unaudited interim report for the Period. The existing Audit Committee comprises three Independent Non-executive Directors, Mr. Leung Hok Lim, Mr. Lam Kwong Siu and Mr. Cheung Wah Fung, Christopher.

On behalf of the Board

**Fujian Holdings Limited**

**Wang Xiaowu**

*Chairman*

Hong Kong, 21 September 2007

### 審核委員會

本公司審核委員會已經與管理層審閱本集團所採用的會計原則及方法，並討論有關內部監控及財務匯報事宜，包括審閱截至本期間未經審核之中期報告。而審核委員會現時由三名獨立非執行董事組成，包括梁學濂先生，林廣兆先生及張華峰先生。

承董事會命

**閩港控股有限公司**

**汪小武**

*主席*

香港，二零零七年九月二十一日



## CONDENSED CONSOLIDATED INCOME STATEMENT

## 簡明綜合收益表

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

			30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)
		Note 附註		
Revenue	收益	5	6,703,374	5,368,697
Other revenues and other net gains	其他收益和其他淨收益		4,554,529	6,650,631
Staff costs	員工成本		(2,632,782)	(2,503,975)
Depreciation	折舊		(1,955,187)	(1,365,032)
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷		(1,242,291)	(1,029,289)
Share of profit/(loss) of associates	應佔聯營公司之溢利/(虧損)		239,805	(14,093)
Finance costs	融資成本		(1,531,765)	(1,324,648)
Other operating expenses	其他經營費用		(5,659,474)	(4,542,611)
(Loss)/profit before tax	除稅前(虧損)/溢利	6	(1,523,791)	1,239,680
Taxation	稅項	7	406,264	60,073
(Loss)/profit attributable to the equity holders of the Company	本公司權益持有人應佔(虧損)/溢利		(1,117,527)	1,299,753
(Loss)/earnings per share	每股(虧損)/盈利	8		
- Basic (HK cents per Share)	- 基本(每股港仙)		(0.21)	0.25
- Diluted (HK cents per Share)	- 攤薄(每股港仙)		(0.21)	0.25

## CONDENSED CONSOLIDATED BALANCE SHEET

### 簡明綜合資產負債表

As at 30 June 2007 (in HK Dollars)  
於二零零七年六月三十日 (以港元列示)

		30 June 2007 (Unaudited) 二零零七 六月三十日 (未經審核)	31 December 2006 (Audited) 二零零六 十二月三十一日 (經審核)
		Note 附註	
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	11	54,056,960
Prepaid lease payment	預付租賃款項		55,839,545
Investment properties	投資物業		39,000,000
Interests in associates	聯營公司權益		15,100,000
			14,882,805
			<b>121,797,474</b>
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	12	233,831
Trade and other receivables	貿易及其他應收賬款	13	227,750
Bank balances and cash	銀行結餘及現金		5,368,424
			21,665,998
			<b>27,268,253</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Borrowings	借貸		9,244,033
Interest payable on borrowings	應付借貸利息		10,307,221
Trade and other payables	貿易及其他應付賬款	14	17,875,906
			2,975,372
			<b>30,095,311</b>
<b>Net current liabilities</b>	<b>流動負債淨值</b>		<b>(2,827,058)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>118,970,416</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Deferred tax liabilities	遞延稅項負債		7,575,214
Borrowings	借貸		14,379,607
Trade and other payables	貿易及其他應付賬款	14	5,135,573
			26,684,130
<b>Net assets</b>	<b>資產淨值</b>		<b>92,286,286</b>
<b>Capital and reserves</b>	<b>股本及儲備</b>		
Equity attributable to the equity holders of the Company	本公司權益持有人應佔權益		65,000,000
Share capital	股本	15	66,597,500
Reserves	儲備		25,688,786
<b>Total equity</b>	<b>股本權益總額</b>		<b>92,286,286</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### 簡明綜合權益變動表

Six months ended 30 June 2007 (in HK Dollars)  
截至二零零七年六月三十日止六個月(以港元列示)

		Share capital	Share premium	Translation reserve	Share-based compensation reserve	Accumulated losses	Total
		股本	股份溢價	換算儲備	以股份為 支付基準的 酬金儲備	累計虧損	合計
At 1 January 2006	二零零六年一月一日	65,000,000	573,199,393	-	2,907,200	(553,243,843)	87,862,750
Exchange differences arising on translation of foreign operations	兌換差異出於外來經營之轉化	-	-	(5,342,606)	-	-	(5,342,606)
Profit for the year	本年度溢利	-	-	-	-	10,076,031	10,076,031
Total recognised income and expenses for the year	年內已確認收益及開支總額	-	-	(5,342,606)	-	10,076,031	4,733,425
<b>At 31 December 2006 and at 1 January 2007</b>	<b>二零零六年十二月三十一日及 二零零七年一月一日</b>	<b>65,000,000</b>	<b>573,199,393*</b>	<b>(5,342,606)*</b>	<b>2,907,200*</b>	<b>(543,167,812)*</b>	<b>92,596,175</b>
Exchange differences arising on translation of foreign operations	兌換差異出於外來經營之轉化	-	-	(1,543,882)	-	-	(1,543,882)
Issue of shares upon exercise of share options	行使購股權時發行股份	1,597,500	3,392,580	-	(2,351,520)	-	2,638,560
Options lapsed during the period	於期內失效之購股權	-	-	-	(287,040)	-	(287,040)
Loss for the period	本期間虧損	-	-	-	-	(1,117,527)	(1,117,527)
Total recognised income the expenses for the period	期內已確認收益及開支總額	1,597,500	3,392,580	(1,543,882)	(2,638,560)	(1,117,527)	(309,889)
At 30 June 2007	二零零七年六月三十日	66,597,500	576,591,973*	(6,886,488)*	268,640*	(544,285,339)*	92,286,286

\* These accounts make up the aggregate reserves of HK\$25,688,786 (2006: HK\$27,596,175) as shown in the consolidated balance sheet.

\* 該等賬目組成包括綜合資產負債表中儲備總額 25,688,786 港元 (二零零六年: 27,596,175 港元)。

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

### 簡明綜合現金流量表

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

		30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)
Net cash generated by /(used in) operating activities	經營業務現金流入/(流出)淨額	4,155,356	(1,791,080)
Net cash generated by investing activities	投資業務之現金流入淨額	302,024	1,232,860
Net cash generated by/(used in) financing activities	融資活動所得/(動用)之現金淨額	45,722	(2,853,526)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值增加/(減少)淨額	4,503,102	(3,411,746)
Cash and cash equivalents at the beginning of the financial period	期初之現金及現金等值	18,879,382	7,486,234
Effects of foreign exchange rate changes	匯率變動影響	(1,716,486)	(15,811)
Cash and cash equivalents at the end of the financial period	期結之現金及現金等值	21,665,998	4,058,677

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Directors are responsible for the preparation of the Group's unaudited interim financial statements. These unaudited interim financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34: Interim Financial Reporting issued by The Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Listing Rules").

#### 2. IMPACT OF NEW HKFRSs AND HKASs

The accounting policies adopted in the preparation of the unaudited interim 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, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), which also included HKASs and Interpretations, that affect the Group and are adopted for the first time for the current period's financial statements.

#### 1. 編製基準及會計政策

董事乃負責編製本集團之未經審核中期財務報告，該等未經審核中期財務報表已根據香港會計師公會頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」，以及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十六之披露規定而編製。

#### 2. 新香港財務報告準則及香港會計準則的影響

編製未經審核中期簡明綜合財務報告所採納的會計政策與編製本集團截至二零零六年十二月三十一日止年度的年度財務報告所採納者乃相符，惟下列對本集團產生影響，且於本期之財務報告首次採納之新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（亦包括香港會計準則及其註釋）除外：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 2. IMPACT OF NEW HKFRSs AND HKASs (CONTINUED)

- HKAS 1                      Amendment Capital Disclosures
- HKFRS 7                    Financial Instruments: Disclosures
- HK(IFRIC)-Int 7          Applying the Restatement Approach under HKAS 29 *Financial Reporting in Hyperinflationary Economies*
- 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 revised HKAS 1 affects the disclosures of qualitative information about the Group's objectives, policies and processes for managing capital, quantitative data about what the Company regards as capital, and compliance with any capital requirements and the consequences of any non-compliance.

The HKFRS 7 requires disclosures that enable users of the financial statements to evaluate the significance of the Group's financial instruments and the nature and extent of risks arising from those financial instruments and also incorporates major disclosure requirements of HKAS 32.

The HK(IFRIC)-Int 7 addresses requirements of HKAS 29 in a reporting period in which an entity identifies the existence of hyperinflation in the economy of its functional currency, when that economy was not hyperinflationary in the prior period, and requires an entity to restate its financial statements in accordance with HKAS 29.

#### 2. 新香港財務報告準則及香港會計準則的影響(續)

- 香港會計準則            資本披露  
1修訂
- 香港財務報告            金融工具：披露  
準則7
- 香港(國際財務            按香港會計準則29  
報告詮釋委                於惡性通貨膨脹  
員會)－詮釋7              經濟狀況下的  
財務報告適用的  
重列方法
- 香港(國際財務            香港財務報告2的  
報告詮釋委                範圍  
員會)－詮釋8
- 香港(國際財務            嵌入式衍生工具的  
報告詮釋委                重新評估  
員會)－詮釋9
- 香港(國際財務            中期財務報告及減值  
報告詮釋委                報告  
員會)－詮釋10

經修訂的香港會計準則1影響有關本集團資本管理目標、政策及程序各方面的定性資料披露、本公司有關資本的定量數據，以及在遵守任何資本規定及未能遵守有關規定的後果。

香港財務報告準則7要求作出披露，致使財務報表使用者能評估本集團金融工具的重要性及由該等金融工具所產生風險的性質及範圍，及亦包括香港會計準則32中主要披露要求。

香港(國際財務報告詮釋委員會)－詮釋7提出按香港會計準則29要求，於報告期間，實體確定其主要功能貨幣地區經濟存在惡性通貨膨脹，而該經濟於過往期間並無惡性通貨膨脹，實體須按香港會計準則29的要求，重列其財務報表。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 2. IMPACT OF NEW HKFRSs AND HKASs (CONTINUED)

The HK(IFRIC)-Int 8 addresses the application of HKFRS 2 to particular transactions in which the entity cannot identify specifically some or all of the goods or services received.

The HK(IFRIC)-Int 9 addresses the application of HKAS 39 that an entity shall assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative when the entity first becomes a party to the contract, and prohibits subsequent reassessment throughout the life of the contract except for exceptional circumstances.

The HK(IFRIC)-Int 10 addresses the interaction between the requirements of HKAS 34 and the recognition of impairment losses on goodwill in HKAS 36 and certain financial assets in HKAS 39 and that an entity shall not reverse an impairment loss recognised in a previous interim period in respect of goodwill or an investment in either an equity instrument or a financial asset carried at cost.

There was no material impact on the basis of preparation of the unaudited condensed consolidated balance sheet and condensed income statement arising from the above-mentioned accounting standards.

#### 2. 新香港財務報告準則及香港會計準則的影響(續)

香港(國際財務報告詮釋委員會)－詮釋8提出香港財務報告準則2適用於某些交易，實體在交易當中無法確定部份或所有已收到的貨物或服務。

香港(國際財務報告詮釋委員會)－詮釋9提出香港會計準則39適用於當實體第一次成為合約一方，實體須評估嵌入式衍生工具是否須要與主合約分開，而被視為衍生工具，並禁止隨後於合約有效期內重新評估，特別情況除外。

香港(國際財務報告詮釋委員會)－詮釋10提出香港會計準則34的要求及按香港會計準則36商譽及按香港會計準則39若干金融資產的減值虧損的確認的互動，實體不可撥回於過往中期報告期間商譽或權益工具或以成本值計算的金融資產已確認的減值虧損。

上述會計準則對編製未經審核簡明綜合資產負債表及簡明綜合利潤表並無重大影響。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 3. IMPACT OF ISSUED BUT NOT YET EFFECTIVE HKFRSs AND HKASs

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

- HKFRS 8 Operating Segments
- HKAS 23 (Revised) Borrowing Costs
- HK(IFRIC)-Int 11 HKFRS 2 Group and Treasury Share Transactions
- HK(IFRIC)-Int 12 Service Concession Arrangements

HKFRS 8 (effective for accounting period beginning on or after 1 January 2009) supersedes HKAS 14, Segment Reporting, under which segments were identified and reported on the basis of a risk and return analysis. Items were reported on the basis of the accounting policies used for external reporting. Under HKFRS 8, segments are components of an entity regularly reviewed by an entity's chief operating decisionmaker or an authorised qualified staff of the entity. Items are reported based on internal reporting.

HKAS 23 (Revised), HK(IFRIC)-Int 11 and HK(IFRIC)-Int 12 shall be applied for annual periods beginning on or after 1 January 2009, 1 March 2007 and 1 January 2008 respectively.

The Group is in process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that while the adoption of the HKFRS 8 may result in new or amended disclosures, these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

#### 3. 已頒佈但尚未生效的香港財務報告準則及香港會計準則

本集團並未於本中期財務報表中應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則及香港會計準則：

- 香港財務報告準則8 營業分類
- 香港會計準則23 (經修訂) 借貸成本
- 香港(國際財務報告詮釋委員會)－詮釋11 香港財務報告準則2 集團及司庫股份 交易
- 香港(國際財務報告詮釋委員會)－詮釋12 服務特許權安排

香港財務報告準則8(適用於二零零九年一月一日或以後開始的會計期間)取代香港會計準則14分類報告，該分類以風險及回報分析為基準予以確定及報告，項目乃以對外報告採用的會計政策為基準報告。按香港財務報告準則8，公司的主要營運決策人或公司被授權的合資格僱員會對實體成份的分類作定期檢討，項目乃基於內部報告方式報告。

香港會計準則23(經修訂)，香港(國際財務報告詮釋委員會)－詮釋11及香港(國際財務報告詮釋委員會)－詮釋12分別適用於二零零九年一月一日、二零零七年三月一日及二零零八年一月一日或以後開始的每年期間。

本集團現正在評估首次採用此等新訂及經修訂香港財務報告準則之影響。截至目前為止，本集團得出之結論是採納香港財務報告準則第8號可能導致須遵守新訂或經修訂之披露規定，惟此等新訂及新修訂香港財務報告準則未必會對本集團之營運業績及財務狀況構成重大影響。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 4. SEASONALITY OF OPERATIONS

The Group operations are not subject to seasonality and cyclicity.

#### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS

The Group is principally engaged in property investment and hotel operation.

The Group's revenue and operating results analysed by principal activities and geographical locations are as follows:

#### 4. 經營季節性

本集團經營活動不具有季節性和循環周期性。

#### 5. 業務和地區分類

本集團主要從事物業投資及酒店業務。

本集團按主要業務及地區劃分之收入及經營業績分析如下：

##### (a) Business Segments

##### (a) 業務分類

	Property investment 物業投資		Hotel operations 酒店業務		Consolidated 綜合	
	30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)	30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)	30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)
Revenue from external customers 外來客戶之收益	489,100	495,000	6,214,274	4,873,697	6,703,374	5,368,697
Segment results 分類業績	473,978	467,608	4,936,463	3,871,542	5,410,441	4,339,150
Unallocated income 未攤分收入					1,351,358	1,083,783
Unallocated corporate expenses 未攤分公司費用					(6,993,630)	(2,844,512)
Share of results of associates 應佔聯營公司業績	124,005	131,388	115,800	(145,481)	239,805	(14,093)
Finance costs 融資成本					(1,531,765)	(1,324,648)
(Loss)/profit before tax 除稅前(虧損)/溢利					(1,523,791)	1,239,680
Taxation 稅項					406,264	60,073
(Loss)/profit for the period 本期間(虧損)/溢利					(1,117,527)	1,299,753

No inter-segment sales and transfers were transacted during the period.

於期內並無進行任何分類間之銷售及轉讓。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (CONTINUED)

##### (b) Geographical Segments

The following table presents revenue for the Group's geographical segments :

#### 5. 業務和地區分類(續)

##### (b) 地區分類

下表呈列本集團按地區分類之收益之資料：

		Hong Kong 香港		PRC 中國		Total 總額	
		30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)	30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)	30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)
Revenue from external customers	外來客戶之收益	489,100	495,000	6,214,274	4,873,697	6,703,374	5,368,697

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

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

#### 6. 除稅前(虧損)/溢利

		30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)
(Loss)/profit before tax has been arrived at after charging/(crediting) the following:	除稅前(虧損)/溢利已扣除/(計入)下列各項:		
Gross rental income from letting of investment properties	出租投資物業租金收入總額	489,100	495,000
Less: Direct operating expenses from investment properties that generated rental income	減: 直接經營成本從投資物業收取之租金收入而產生	(15,122)	(27,392)
		<b>473,978</b>	467,608
Amortisation of prepaid lease payment	預付租賃款項攤銷	<b>1,242,291</b>	1,029,289
Depreciation of hotel properties	酒店物業之折舊	<b>1,321,586</b>	1,179,916
Depreciation of other owned property, plant and equipment	其他擁有之物業、廠房及設備之折舊	<b>633,601</b>	185,116
		<b>1,955,187</b>	1,365,032
Total amortisation and depreciation	總攤銷和折舊	<b>3,197,478</b>	2,394,321
Retirement benefits costs	退休計劃供款	<b>14,100</b>	14,100
Other staff costs, including directors remunerations	其他員工成本, 包括董事酬金	<b>2,618,682</b>	2,489,875
		<b>2,632,782</b>	2,503,975
Auditors' remuneration	核數師酬金	<b>225,000</b>	225,000
Operating lease rentals for rented premises	租賃物業之經營租約租金	<b>240,120</b>	175,200

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 7. TAXATION

Taxation in the condensed consolidated income statement comprises:

#### 7. 稅項

簡明綜合收益表中稅項包括：

	30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)
Deferred tax credited for the period	406,264	60,073

Deferred tax credited  
for the period

本期間遞延稅項計入

406,264

60,073

(a) No provision for Hong Kong profits tax has to be made in the financial statements as the Company and its subsidiaries did not have any assessable profits for the period (30 June 2006: Nil).

(a) 因本公司及其附屬公司於本期間概無任何應課稅溢利(二零零六年六月三十日：無)，故此於財務報表中並不需要為香港利得稅作出撥備。

(b) No provision for PRC income tax has to be made as there were no assessable profits for the subsidiaries of the Company operating in the PRC during the period (30 June 2006: Nil).

(b) 由於本公司在中國經營之附屬公司於本期間並無應課稅溢利(二零零六年六月三十日：無)，故此並不需要為中國所得稅作出任何撥備。

#### 8. (LOSS)/EARNINGS PER SHARE

The calculation of basic loss per share is based on the consolidated loss attributable to the equity holders of the Company of HK\$1,117,527 (30 June 2006: the consolidated profit attributable to the equity holders of the Company of HK\$1,299,753) and the weighted average number of 522,130,000 ordinary shares (30 June 2006: 520,000,000 ordinary shares) deemed to be in issue during the period.

#### 8. 每股(虧損)/盈利

每股基本虧損乃按本公司權益持有人應佔綜合虧損1,117,527港元(二零零六年六月三十日：本公司權益持有人應佔綜合溢利1,299,753港元)及期內被視為已發行普通股加權平均數522,130,000普通股(二零零六年六月三十日：520,000,000普通股)計算。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 8. (LOSS)/EARNINGS PER SHARE (Continued)

The calculation of diluted loss per share is based on the consolidated loss attributable to the equity holders of the Company of HK\$1,117,527 (30 June 2006: the consolidated profit attributable to the equity holders of the Company of HK\$1,299,753) and the adjusted weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has share options which are dilutive potential ordinary shares. Share options calculation is done to determine the number of shares that would have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

#### 9. INTERIM DIVIDEND

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

#### 10. INVESTMENT PROPERTIES

At 30 June 2007, the directors estimated the carrying amounts of the investment properties do not differ significantly from that which would be determined using fair values at the balance sheet date. Consequently, no fair value gains or loss has been recognised in the current period.

#### 8. 每股(虧損)/盈利(續)

每股攤薄虧損之計算乃根據本公司權益持有人應佔綜合虧損1,117,527港元(二零零六年六月三十日：本公司權益持有人應佔綜合溢利1,299,753港元)以及已調整已發行普通股份之加權平均數時，以假設所有攤薄潛在普通股份已進行轉換。本公司擁有攤薄潛在普通股之購股權。購股權計算目的為根據未行使購股權之認購權面值釐定以公平值認購之股份數目(按本公司股份之年度平均市價釐定)。上述已計算之股份數目與假設行使購股權發行之股份數目比較。

#### 9. 中期股息

董事會議決不派發截至二零零七年六月三十日止六個月之中期股息(二零零六年六月三十日：無)。

#### 10. 投資物業

於二零零七年六月三十日，董事估計投資物業之賬面值與按結算日之公平值釐定之賬面值並無出現重大差異。因此，在本期間並無確認任何公平值損益。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

### 11. PROPERTY, PLANT AND EQUIPMENT

### 11. 物業、廠房和設備

		Hotel properties (Unaudited) 酒店物業 (未經審核)	Furniture and fixtures (Unaudited) 傢俬及裝置 (未經審核)	Leasehold improvements (Unaudited) 租賃 物業裝修 (未經審核)	Plant, machinery and equipment (Unaudited) 廠房、機器 及設備 (未經審核)	Total (Unaudited) 總額 (未經審核)
<b>At cost</b>	<b>成本</b>					
As at 1 January 2007	於二零零七年一月一日	93,000,000	5,925,273	12,942,316	3,954,541	115,822,130
Additions	添置	-	-	-	-	-
Disposals	出售	-	-	-	-	-
Exchange difference	匯兌差額	-	181,499	393,805	115,987	691,291
<b>As at 30 June 2007</b>	<b>於二零零七年六月三十日</b>	<b>93,000,000</b>	<b>6,106,772</b>	<b>13,336,121</b>	<b>4,070,528</b>	<b>116,513,421</b>
<b>Accumulated depreciation</b>	<b>累積折舊</b>					
As at 1 January 2007	於二零零七年一月一日	43,000,000	5,856,674	7,393,481	3,732,430	59,982,585
Charge for the period	本期間折舊	1,321,586	18,232	584,225	31,144	1,955,187
Disposals	出售	-	-	-	-	-
Exchange difference	匯兌差額	-	179,410	226,689	112,590	518,689
<b>As at 30 June 2007</b>	<b>於二零零七年六月三十日</b>	<b>44,321,586</b>	<b>6,054,316</b>	<b>8,204,395</b>	<b>3,876,164</b>	<b>62,456,461</b>
<b>Net book value</b>	<b>賬面淨值</b>					
<b>As at 30 June 2007</b>	<b>於二零零七年六月三十日</b>	<b>48,678,414</b>	<b>52,456</b>	<b>5,131,726</b>	<b>194,364</b>	<b>54,056,960</b>
As at 31 December 2006	於二零零六年十二月三十一日	50,000,000	68,599	5,548,835	222,111	55,839,545

### 12. INVENTORIES

### 12. 存貨

		<b>30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)</b>	31 December 2006 (Audited) 二零零六年 十二月三十一日 (經審核)
Raw material and consumables	原材料及易損耗品	<b>233,831</b>	227,750

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 13. TRADE AND OTHER RECEIVABLES

The ageing analysis of trade receivables and other receivables were as follows:

#### 13. 貿易及其他應收賬款

貿易應收賬款之賬齡分析及其他應收賬款如下：

		<b>30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)</b>	31 December 2006 (Audited) 二零零六年 十二月三十一日 (經審核)
<b>Trade receivables</b>	<b>應收賬款</b>		
Current to six months	即期至六個月	<b>751,923</b>	1,123,904
Over six months and within one year	六個月以上但一年內	<b>123,987</b>	3,899
<b>Total trade receivables</b>	<b>貿易應收賬款總額</b>	<b>875,910</b>	1,127,803
Other receivables, utility deposits and prepayments	其他應收款項、公用設施按金及預付款項	<b>4,492,514</b>	3,760,466
<b>Total trade and other receivables</b>	<b>貿易及其他應收賬款總額</b>	<b>5,368,424</b>	4,888,269

The Group has defined credit terms which are agreed with each of its customers.

本集團與其客戶訂有明確信貸條款。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 14. TRADE AND OTHER PAYABLES

The ageing analysis of trade payables and other payables were as follows:

#### 14. 貿易及其他應付賬款

貿易應付賬款之賬齡分析及其他應付賬款如下：

		<b>30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)</b>	31 December 2006 (Audited) 二零零六年 十二月三十一日 (經審核)
<b>Trade payables</b>	<b>貿易應付賬款</b>		
Current to six months	即期至六個月	<b>151,559</b>	376,667
Over six months and within one year	六個月以上但一年內	<b>62,105</b>	2,020
Over one year	超過一年	<b>239,646</b>	113,456
<b>Total trade payables</b>	<b>貿易應付賬款總額</b>	<b>453,310</b>	492,143
Accrued charges, tenants' deposits and other payables	應計費用、租戶按金及其他應付款項	<b>7,657,635</b>	7,163,833
		<b>8,110,945</b>	7,655,976
Portion classified as non-current liabilities	歸類為非流動負債之部份	<b>(5,135,573)</b>	(4,982,710)
<b>Total trade and other payables</b>	<b>貿易及其他應付賬款總額</b>	<b>2,975,372</b>	2,673,266



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 15. SHARE CAPITAL

#### 15. 股本

		2007		2006	
		<i>Number</i>	<i>HK\$</i>	<i>Number</i>	<i>HK\$</i>
		<i>of shares</i>		<i>of shares</i>	
		二零零七年		二零零六年	
		股份數目	港元	股份數目	港元
<i>Authorised share capital:</i>	法定股本：				
Ordinary shares of	於二零零六年十二月				
HK\$0.125 each as at	三十一日及二零零七年				
31 December 2006	六月三十日每股面值				
and 30 June 2007	0.125港元之普通股	<b>3,040,000,000</b>	<b>380,000,000</b>	3,040,000,000	380,000,000
<i>Issued and fully paid</i>	已發行及繳足股本：				
<i>share capital:</i>					
At 1 January 2007	於二零零七年一月一日	<b>520,000,000</b>	<b>65,000,000</b>	520,000,000	65,000,000
Issue of shares	發行股份	<b>12,780,000</b>	<b>1,597,500</b>	-	-
Ordinary shares of	每股面值0.125 港元				
HK\$0.125	(二零零六年：0.125 港元)				
(2006: HK\$0.125) each	之普通股	<b>532,780,000</b>	<b>66,597,500</b>	520,000,000	65,000,000

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 16. PLEDGE OF ASSETS

As at 30 June 2007, the loan of HK\$23,623,640 (31 December 2006: HK\$22,920,466) was secured by the Group's 40% interests in Xiamen Plaza. Repayment was rescheduled with the bank on 24 September 2003 whereby the bank has agreed to apply to its head office to waive the outstanding interest payable based on the amount of principal repaid on a 1:1 basis. Should the head office of the bank not agree to waive the accrued interest wholly or partly, the remaining interest payable will become payable upon due date of the final installment. Interest is accrued based on the prevailing interest rate of 7.66% per annum. On 19 July 2005, the bank has transferred the loan to China Huarong Asset Management Corporation ("Huarong") where the bank and Huarong have agreed that the loan will continue to comply with the terms as agreed on 24 September 2003 between the Group and the bank.

On 7 April 2006, Huarong had transferred the loan to Investments 2234 China Fund I B.V. where both parties had also agreed that all terms and conditions of the loan will continue to be complied with as agreed on 24 September 2003.

#### 16. 資產抵押

於二零零七年六月三十日，貸款23,623,640港元(二零零六年十二月三十一日：22,920,466港元)乃以本集團於東酒之40%權益作為抵押，而還款日期由銀行於二零零三年九月二十四日重新訂立，據此，銀行同意向其總部申請根據所償還之本金額按1:1之基準豁免尚未償還之應付利息。倘銀行總部不同意豁免全部或部份孳生之利息，則餘下應付利息須於分期付款最終一期之到期日支付。利息乃根據現行利率每年7.66%孳生。於二零零五年七月十九日，銀行已將貸款轉移予中國華融資產管理公司(「華融」)，銀行及華融均同意有關貸款將繼續遵守於二零零三年九月二十四日本集團與銀行雙方同意之條款。

於二零零六年四月七日，該借貸已由華融轉移予投資2234中國第一號基金公司，雙方均同意有關貸款將繼續遵守於二零零三年九月二十四日之期限和條款。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 17. RELATED PARTY TRANSACTIONS

During the Period, the Group had entered into the following significant related party transactions:

#### 17. 關連人士交易

於本期間，本集團曾進行下列重大關連人士交易：

	Notes	30 June 2007 (Unaudited) 二零零七年 六月三十日 (未經審核)	30 June 2006 (Unaudited) 二零零六年 六月三十日 (未經審核)
	附註		
Rental payable to Fujian Properties Limited, a wholly-owned subsidiary of Fujian Investment and Development Company Limited ("FIDC"), the Group's ultimate controlling shareholder is as follows:	支付予本集團之最終控股股東華閩投資發展有限公司(「華閩投發」)之全資附屬公司華閩物業有限公司之以下租賃費用：		
- rental for Directors quarters	- 董事宿舍租金	1 126,000	66,000
- rental for staff quarters	- 員工宿舍租金	1 30,000	60,000
- rental for rented premises	- 租賃物業租金	1 240,120	-
Rental for Directors quarters payable to	支付予華閩投發之全資附屬公司		
- Perfect Lotus Limited,	- 立昇有限公司	1 -	126,000
- Lokford Limited, a wholly-owned subsidiary of FIDC	- 樂福有限公司 租賃董事宿舍租金	1 66,000	-
Interest of secured loan due from Brilliant Well Investment Limited, ("Brilliant Well") a wholly-owned subsidiary of FIDC	收取華閩投發之全資附屬公司寶利裕投資有限公司(「寶利裕」)有抵押貸款利息	2 -	531,842
Entrusted management service fee due from FIDC	收取華閩投發委託管理服务費	3 -	712,329

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 17. RELATED PARTY TRANSACTIONS (Continued)

1. The rental was calculated with reference to open market rentals.
2. The interest of loan was reached after arms length negotiation between the Group and Brilliant Well with reference to the benchmark interest rate (which was 5.76% upon the signing of the loan agreement) of loans with similar terms issued by the People's Bank of China. Fujian Properties has pledged properties of an estimated aggregate value of HK\$25,000,000 to the Group to secure loans.

The loan was fully repaid by Brilliant Well on 2 August 2006.

3. The consideration for the management service agreement consists of a fixed management fee of HK\$2,000,000 per annum and a floating management fee on the basis of 10% of the balance after deducting the fixed management fee from the net profits after tax of Huamin Tourism and Harmony Piano respectively.

The Management Service Agreement had expired on 10 May 2006.

#### 17. 關連人士交易(續)

1. 租金釐定乃參考公開市場租金計算。
2. 貸款利息乃經過本集團與寶利裕參照中國人民銀行所頒佈類似貸款年期的基準利率後(貸款合同簽署時為5.76%)，按公平原則磋商而訂。華閩物業已訂立物業抵押估計總值25,000,000萬港元予本集團作為貸款之抵押品。

在二零零六年八月二日寶利裕已繳付所有貸款。

3. 管理協議金額以收取每年2,000,000港元之固定管理費及按華閩旅遊及和聲鋼琴各自之稅後溢利淨額扣除固定管理費後之餘額提取10%作為浮動管理費。

委託管理協議已於二零零六年五月十日終止。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the period from 1 January 2007 to 30 June 2007 (in HK Dollars)  
自二零零七年一月一日至二零零七年六月三十日止期間(以港元列示)

#### 18. POST BALANCE SHEET EVENT

On, 24 August 2007, the Company's wholly-owned subsidiary, Yan Hei Limited as guarantor together with its subsidiary, Xiamen South East Asia Hotel Company, Limited ("Xiamen Plaza") as the borrower has entered into a dissolution agreement (the "Dissolution Agreement") with Investments 2234 China Fund I B.V. in relation to new repayment arrangement of outstanding balance of secured other borrowings and interest payable (collectively the "Debts") amounted RMB23,000,000 (equivalent to HK\$23,623,640) and RMB13,147,396 (equivalent to HK\$13,503,885) as at 30 June 2007 respectively.

Pursuant to the Dissolution Agreement, Xiamen Plaza has agreed to repay the Debts by cash of RMB6,500,000 and by transfer the right of unsecured loan and interest receivable from Xiamen Hong Du Park Hotel amounted to RMB30,000,000 and RMB15,800,400 respectively as at 13 July 2007. The RMB6,500,000 will be repaid in three installments within six months from the date of the Dissolution Agreement entered. RMB2,500,000 was repaid on 28 August 2007. The remaining of RMB4,000,000 will be repaid equally in November 2007 and February 2008.

#### 18. 結算日後事項

於二零零七年八月二十四日，本公司全資附屬公司仁禧有限公司，作為擔保人及其附屬公司廈門東南亞大酒店有限公司(「東酒」)，作為借款人與投資2234中國第一號基金公司就結欠有擔保之其他借款及應付利息(統稱「欠款」)之新還款安排訂立和解協議(「和解協議」)。於二零零七年六月三十日，結欠有擔保之其他借款及應付利息分別為人民幣23,000,000元(相等於23,623,640港元)及人民幣13,147,396元(相等於13,503,885港元)。

根據和解協議，東酒同意以以下方法償還欠款：以現金償還人民幣6,500,000元及轉讓來自廈門宏都大飯店之無抵押應收貸款及利息(於二零零七年七月十三日分別為人民幣30,000,000元及人民幣15,800,400元)之權利。人民幣6,500,000元將於訂立和解協議當日起六個月內，分開三期償還。人民幣2,500,000元已於二零零七年八月二十八日償還。餘額人民幣4,000,000元則將於二零零七年十一月及二零零八年二月平均償還。

