



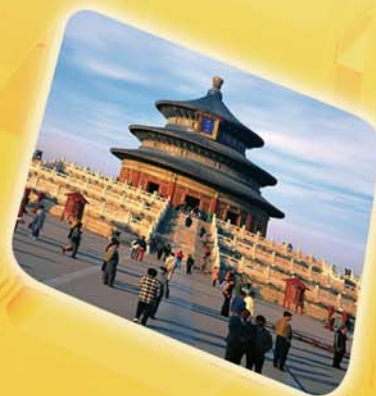
Grandtop International Holdings Limited

泓鋒國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號: 2309)



Interim Report
中期報告 2007



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Yeung Ka Sing, Carson
Mr. Hui Ho Luek, Vico
Mr. Steven McManaman
Mr. Fan Zhi Yi
Mr. Lee Yiu Tung
Mr. Ip Wing Lun
Ms. Wong Po Ling, Pauline
Ms. Bessie Siu

Non-executive Directors

Mr. Christian Lali Karembeu
Mr. Chan Wai Keung

Independent Non-executive Directors

Mr. Chang Kin Man
Mr. Zhou Han Ping
Mr. Yip Man Ki
Mr. Yau Yan Ming, Raymond

COMPANY SECRETARY

Mr. Edmund Siu

AUDIT COMMITTEE

Mr. Chang Kin Man
Mr. Zhou Han Ping
Mr. Yip Man Ki
Mr. Yau Yan Ming, Raymond

NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

Mr. Chang Kin Man
Mr. Zhou Han Ping
Mr. Yip Man Ki
Mr. Yau Yan Ming, Raymond

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3008, 30/F,
West Tower,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

公司資料

董事會

執行董事

楊家誠先生
許浩略先生
Steven McManaman先生
范志毅先生
李耀東先生
葉泳倫先生
王寶玲女士
蕭佩詩女士

非執行董事

Christian Lali Karembeu先生
陳偉強先生

獨立非執行董事

鄭健民先生
周漢平先生
葉文琪先生
邱恩明先生

公司秘書

蕭俊文先生

審核委員會

鄭健民先生
周漢平先生
葉文琪先生
邱恩明先生

提名委員會及薪酬委員會

鄭健民先生
周漢平先生
葉文琪先生
邱恩明先生

香港主要營業地點

香港
干諾道中168-200號
信德中心
西座30樓3008室

REGISTERED OFFICE

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

SHARE REGISTRAR

Principal share registrar and transfer office

Butterfield Fund Services (Cayman) Limited
Butterfield House,
68 Fort Street,
P.O. Box 705,
Grand Cayman KY1-1107,
Cayman Islands

Hong Kong Branch share registrar

Tricor Tengis Limited
26/F., Tesbury Centre,
28 Queen's Road East,
Wanchai, Hong Kong

LEGAL ADVISORS

As to Hong Kong law

Robertsons Solicitors & Notaries

As to Cayman Islands law

Conyers Dill & Pearman, Cayman

AUDITOR

Shu Lun Pan Horwath Hong Kong CPA Limited
Certified Public Accountants

PRINCIPAL BANKERS

Hang Seng Bank
Standard Chartered Bank
The Bank of East Asia

STOCK CODE

2309

註冊辦事處

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

股份登記處

股份過戶登記總處

Butterfield Fund Services (Cayman) Limited
Butterfield House,
68 Fort Street,
P.O. Box 705,
Grand Cayman KY1-1107,
Cayman Islands

股份過戶登記香港分處

卓佳登捷時有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

法律顧問

有關香港法律

羅拔臣律師事務所

有關開曼群島法律

Conyers Dill & Pearman, Cayman

核數師

香港立信浩華會計師事務所有限公司
執業會計師

主要往來銀行

恒生銀行有限公司
渣打銀行有限公司
東亞銀行有限公司

股份代號

2309

UNAUDITED INTERIM RESULTS

The Board of Directors of Grandtop International Holdings Limited (the "Company") hereby presents the unaudited condensed consolidated financial statements of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2007.

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 September 2007

未經審核中期業績

泓鋒國際控股有限公司(「本公司」)董事會謹此提呈本公司及其附屬公司(「本集團」)截至二零零七年九月三十日止六個月之未經審核簡明綜合財務報表。

簡明綜合損益表

截至二零零七年九月三十日止六個月

		Unaudited six months ended 30 September 未經審核 截至九月三十日止六個月		
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	
	Notes 附註			
Turnover	營業額	3	14,349	22,760
Cost of sales	銷售成本		(12,830)	(20,784)
Gross profit	毛利		1,519	1,976
Other revenue	其他收益		109	59
Selling expenses	銷售開支		(528)	(453)
Administrative expenses	行政開支		(27,291)	(4,801)
Loss from operations	經營虧損	4	(26,191)	(3,219)
Finance costs	融資成本	5	—	(58)
Loss before taxation	除稅前虧損		(26,191)	(3,277)
Taxation	稅項	6	—	—
Loss for the period	本期間虧損		(26,191)	(3,277)
Attributable to:	應佔：			
Equity holders of the Company	本公司股權持有人		(26,191)	(3,277)
Minority interests	少數股東權益		—	—
			(26,191)	(3,277)
Dividend	股息	7	—	—
Loss per share	每股虧損	8	(5.8 cents 仙)	(1.0 cents 仙)
Basic	基本			
Diluted	攤薄		N/A 不適用	N/A 不適用

CONDENSED CONSOLIDATED BALANCE SHEET

At 30 September 2007

簡明綜合資產負債表

於二零零七年九月三十日

			As at 30 September 2007 於二零零七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2007 於二零零七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	5,000	4,594
Leasehold land	租賃土地	9	612	720
Prepayments for acquisition of an investment	收購投資之 預付款項	10	244,602	—
Available-for-sale financial assets	可供出售金融資產	11	—	—
			250,214	5,314
Current assets	流動資產			
Inventories	存貨		1,538	3,656
Trade receivables	應收貿易賬款	12	2,520	5,613
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項		1,204	1,835
Cash and bank balances	現金及銀行結餘		2,272	6,757
			7,534	17,861
Total assets	資產總值		257,748	23,175
Equity	權益			
Capital and reserves attributable to the equity holders of the Company	本公司股權持有人 應佔資本及儲備			
Share capital	股本	14	6,912	3,840
Reserves	儲備		80,387	(3,895)
			87,299	(55)
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債		167	167
Amount due to a director	應付董事款項	15	140,000	—
			140,167	167
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及 其他應付款項	13	5,862	3,066
Tax payable	應付稅項		19,997	19,997
Amounts due to directors	應付董事款項	15	4,423	—
			30,282	23,063
Total equity and liabilities	總權益及負債		257,748	23,175
Net current liabilities	流動負債淨值		(22,748)	(5,202)
Total assets less current liabilities	總資產減流動負債		227,466	112

**CONDENSED CONSOLIDATED STATEMENT
OF CHANGES IN EQUITY**

簡明綜合權益變動表

For the six months ended 30 September 2007

截至二零零七年九月三十日止六個月

		Unaudited 未經審核								
		Attributable to shareholders To the Company 本公司股東應佔								
		Share capital 股本	Contributed surplus 繳入盈餘	Share premium account 股份 溢價賬	Share options reserve 購股權儲備	Translation reserve 匯兌儲備	Accumulated losses 累計虧損	Total 總計	Minority interest 少數 股東權益	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 April 2006	於二零零六年四月一日 之結餘	3,200	(85)	25,146	—	—	(25,010)	3,251	—	3,251
Loss for the period	本期間虧損	—	—	—	—	—	(3,277)	(3,277)	—	(3,277)
Balance at 30 September 2006	於二零零六年九月三十日 之結餘	3,200	(85)	25,146	—	—	(28,287)	(26)	—	(26)
Balance at 1 April 2007	於二零零七年四月一日 之結餘	3,840	(85)	32,250	—	—	(36,060)	(55)	—	(55)
Open offer of shares	公開發售股份	1,920	—	35,120	—	—	—	37,040	—	37,040
Placing of shares	配售股份	1,152	—	64,443	—	—	—	65,595	—	65,595
Recognition of equity-settled share based payment	確認股權結算 股份支付	—	—	—	10,200	—	—	10,200	—	10,200
Exchange differences arising on translation of foreign assets	換算外國資產 產生的匯兌 差額	—	—	—	—	710	—	710	—	710
Loss for the period	本期間虧損	—	—	—	—	—	(26,191)	(26,191)	—	(26,191)
Balance at 30 September 2007	於二零零七年九月三十日 之結餘	6,912	(85)	131,813	10,200	710	(62,251)	87,299	—	87,299

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2007

簡明綜合現金流量表

截至二零零七年九月三十日止六個月

		Unaudited six months ended 30 September 未經審核 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Net cash outflow from operating activities	經營活動之現金流出淨額	(2,030)	(2,268)
Net cash (outflow)/inflow from investing activities	投資活動之現金(流出)/流入淨額	(245,090)	7,673
Net cash inflow/(outflow) from financing activities	融資活動之現金流入/(流出)淨額	242,635	(5,950)
Decrease in cash and cash equivalents	現金及現金等值項目減少	(4,485)	(545)
Cash and cash equivalents at beginning of the period	期初之現金及現金等值項目	6,757	2,488
Cash and cash equivalents at end of the period	期終之現金及現金等值項目	2,272	1,943
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
— Cash and bank balances	— 現金及銀行結餘	2,272	1,943

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2007

1. Basis of preparation and accounting policies

The unaudited interim condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and with the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). These unaudited interim condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended 31 March 2007.

2. Significant accounting policies

The accounting policies used in the unaudited condensed consolidated financial statements are consistent with those followed in the preparation of the Company and its subsidiaries (the “Group”) for the year ended 31 March 2007 except for the following new/revised Hong Kong Financial Reporting Standards (“HKFRSs”), HKASs and Interpretations (hereinafter collectively referred to as the “new/revised HKFRSs”), which have become effective for accounting periods beginning on or after 1 April 2007, that are adopted for the first time for the current period’s financial statements:

HKAS 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC) — Int 8	Scope of HKFRS 2
HK(IFRIC) — Int 9	Reassessment of Embedded Derivatives
HK(IFRIC) — Int 10	Interim Financial Reporting and Impairment
HK(IFRIC) — Int 11	HKFRS 2 — Group and Treasury Share Transactions

未經審核簡明綜合財務報表附註

截至二零零七年九月三十日止六個月

1. 編製基準及會計政策

本未經審核簡明綜合中期財務報表乃根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十六之適用披露規定及香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。本未經審核簡明綜合中期財務報表須與截至二零零七年三月三十一日止年度之全年財務報表一併閱讀。

2. 主要會計政策

本未經審核簡明綜合財務報表所採用之會計政策與編製本公司及其附屬公司(「本集團」)截至二零零七年三月三十一日止年度之全年綜合財務報表所依循者一致，惟與以下於二零零七年四月一日或之後開始之會計期間生效，且於本期間之財務報表首次採納之新訂／經修訂香港財務報告準則(「香港財務報告準則」)、香港會計準則及詮釋(下文統稱為「新訂／經修訂香港財務報告準則」)除外：

香港會計準則第1號 (經修訂)	資本披露
香港財務報告準則第7號	金融工具：披露
香港(國際財務報告詮釋委員會) — 詮釋第8號	香港財務報告準則第2號的應用範圍
香港(國際財務報告詮釋委員會) — 詮釋第9號	嵌入式衍生工具的重估
香港(國際財務報告詮釋委員會) — 詮釋第10號	中期財務申報及減值
香港(國際財務報告詮釋委員會) — 詮釋第11號	香港財務報告準則第2號一集團及庫存股份交易

2. Significant accounting policies (Continued)

The adoption of the above new/revised HKFRSs has no material impact on the accounting policies of the Group and the methods of computation in Group's unaudited interim condensed consolidated financial statements.

The following new/revised HKFRSs relevant to the Group's operations have been issued but are not effective for the current reporting period and have not been early adopted:

HKAS 23 (Revised)	Borrowing Costs ¹
HKFRS 8 HK(IFRIC) — Int 12	Operating Segments ¹ Service Concession Arrangement ²
HK(IFRIC) — Int 13	Customer Loyalty Programmes ³
HK(IFRIC) — Int 14	HKAS 19 — The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ²

¹ Effective for annual periods beginning on or after 1 January 2009.

² Effective for annual periods beginning on or after 1 January 2008.

³ Effective for annual periods beginning on or after 1 July 2008.

2. 主要會計政策 (續)

採納上述新訂／經修訂香港財務報告準則對本集團之會計政策及本集團未經審核簡明綜合中期財務報表之計算方法並無構成重大影響。

以下新訂／經修訂香港財務報告準則(與本集團之業務有關)已頒佈但於本報告期間尚未生效，且並無獲提早採納：

香港會計準則第23號 (經修訂)	借貸成本 ¹
香港財務報告準則第8號 香港(國際財務報告 詮釋委員會)－詮釋 第12號	營運分部 ¹ 財務專營權安排 ²
香港(國際財務報告 詮釋委員會)－詮釋 第13號	忠實客戶計劃 ³
香港(國際財務報告 詮釋委員會)－詮釋 第14號	香港會計準則第19號－對界 定利益資產的限制、最低 資金要求及其互相影響 ²

¹ 於二零零九年一月一日或以後開始之年度期間生效。

² 於二零零八年一月一日或以後開始之年度期間生效。

³ 於二零零八年七月一日或以後開始之年度期間生效。

3. Segment information

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are provision of (i) apparel sourcing (ii) apparel trading and (iii) sales support services.

An analysis of the Group's turnover and operating results by segments during the period is shown as follows:

(i) Primary segment

3. 分類資料

本公司之主要業務為投資控股。其附屬公司之主要業務為提供(i)服飾採購、(ii)服飾貿易及(iii)銷售支援服務。

本集團於期內按分類之營業額及經營業績之分析如下：

(i) 主要分類

		Unaudited 未經審核							
		Continuing operations 持續經營業務						Consolidated 綜合	
		Apparel sourcing Six months ended 30 September 服飾採購 截至九月三十日止六個月		Apparel trading Six months ended 30 September 服飾貿易 截至九月三十日止六個月		Sales support services Six months ended 30 September 銷售支援服務 截至九月三十日止六個月		Six months ended 30 September 綜合 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Segment revenue	分類收益	—	—	14,349	22,760	—	—	14,349	22,760
Segment results	分類業績	—	—	(26,191)	(3,219)	—	—	(26,191)	(3,219)
Finance costs	融資成本							—	(58)
Loss before taxation	除稅前虧損							(26,191)	(3,277)
Taxation	稅項							—	—
Loss for the period	本期間虧損							(26,191)	(3,277)

3. Segment information (Continued)
(ii) Secondary segment

3. 分類資料 (續)
(ii) 次要分類

		Unaudited 未經審核			
		Turnover 營業額		Operating results 經營業績	
		Six months ended 30 September 截至九月三十日 止六個月		Six months ended 30 September 截至九月三十日 止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Hong Kong	香港	2,529	4,012	(9,227)	(1,134)
Macau	澳門	11,820	18,748	(16,964)	(2,085)
		14,349	22,760	(26,191)	(3,219)

There are no material sales between the geographical segments.

地區分類間並無重大銷售。

No analysis of capital expenditure by geographical location is presented as majority of the Group's capital assets acquired during the period is located in Hong Kong and Macau.

由於本集團於期內收購之資本資產均位於香港及澳門，因此並無呈列按地區所劃分之資本開支之分析。

4. Loss from operations

The Group's loss from operations is arrived at after charging:

4. 經營虧損

本集團之經營虧損乃扣除下列各項後達致：

		Unaudited Six months ended 30 September 未經審核 截至九月三十日止六個月	
		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Cost of inventories sold	售出存貨之成本	12,830	20,784
Depreciation of owned property, plant and equipment	自置物業、廠房及設備之折舊	514	678
Amortisation of leasehold land	租賃土地之攤銷	108	215
Operating leases in respect of land and buildings	土地及樓宇之經營租約	760	669
Staff costs (including directors' remuneration)	僱員成本(包括董事酬金)		
Salaries and other staff benefits	工資及其他僱員福利	4,256	2,789
Share-based compensation benefits	以股份支付之款項福利	7,400	—
		11,656	2,789

5. Finance costs

5. 融資成本

Unaudited
Six months ended
30 September
未經審核
截至九月三十日止六個月

		2007 二零零七年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元
Interest expenses on: Mortgage loan wholly repayable within five years	利息支出： 須於五年內全數 償還之按揭貸款	—	58

6. Taxation

No provision for Hong Kong profits tax has been made for the six months ended 30 September 2007 as the Group either incurred taxation loss or had no assessable profit for the period (six months ended 30 September 2006: nil).

6. 稅項

由於本集團於期內並無產生稅務虧損或應課稅溢利，故並無就截至二零零七年九月三十日止六個月之香港利得稅作出撥備（二零零六年九月三十日止六個月：無）。

7. Dividend

The directors do not recommend the payment of interim dividend for the six months ended 30 September 2007 (six months ended 30 September 2006: nil).

7. 股息

董事並不建議就截至二零零七年九月三十日止六個月派發任何中期股息（二零零六年九月三十日止六個月：無）。

8. Loss per share

The calculation of basic loss per share is based on the Group's net loss attributable to equity holders of the Company for the period ended 30 September 2007 of HK\$26,191,000 (30 September 2006: HK\$3,277,000) and the weighted average of 454,557,807 (2006: 320,000,000) ordinary shares in issue during the period.

8. 每股虧損

每股基本虧損乃按本集團截至二零零七年九月三十日止期間之本公司股權持有人應佔虧損淨額26,191,000港元（二零零六年九月三十日：3,277,000港元）及期內已發行普通股之加權平均數454,557,807股（二零零六年：320,000,000股）計算。

There was no diluting event for the period ended 30 September 2006 and there was an anti-dilutive effect from the share options granted during the period ended 30 September 2007, and accordingly, no diluted loss per share has been presented.

由於截至二零零六年九月三十日止期間並無任何攤薄事件，而於截至二零零七年九月三十日止期間授出之購股權具反攤薄影響，因此並無呈列每股攤薄虧損。

9. Capital expenditure

9. 資本開支

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 千港元	Leasehold land 租賃土地 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Opening net book amount as at 1 April 2007	於二零零七年四月一日 之期初賬面淨值	4,594	720	5,314
Additions	添置	1,198	—	1,198
Written off	撇除	(278)	—	(278)
Depreciation and amortisation	折舊及攤銷	(514)	(108)	(622)
Closing net book amount as at 30 September 2007	於二零零七年九月三十日 之期終賬面淨值	5,000	612	5,612
Opening net book amount as at 1 April 2006	於二零零六年四月一日 之年初賬面淨值	12,103	5,757	17,860
Additions	添置	286	—	286
Disposals of Subsidiaries	出售附屬公司	(5,660)	(4,587)	(10,247)
Depreciation and amortisation	折舊及攤銷	(1,226)	(450)	(1,676)
Impairment	減值	(909)	—	(909)
Closing net book amount as at 31 March 2007	於二零零七年三月三十一日 之年終賬面淨值	4,594	720	5,314

10. Prepayments for acquisition of an investment

On 27 June 2007, the Company entered into the binding Memorandum of Understanding with Mr. David Sullivan, Mr. David Gold, Mr. Ralph Gold, Ms. Karren Brady and Mr. Roger Bannister (collectively the "Vendors") whereby the Vendors had granted the Company the right to purchase an aggregate 29.9% of the issued capital of Birmingham City Plc. ("BCP") from them or their nominees for an aggregate price of £14,950,029 (approximately HK\$237,225,000). The Company prepaid the consideration of approximately HK\$237,225,000 and professional fee, stamp duty and currency translation of approximately HK\$7,377,000 and recorded the balances as prepayments for acquisition of an investment under non-current assets. The transaction on the acquisition of 29.9% issued capital of BCP was approved by the shareholders at the extraordinary general meeting ("EGM") of the Company on 23 November 2007 and the transaction is completed on the same date.

11. Available-for-sale financial assets

The Group

		As at 30 September 2007 於二零零七年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2007 於二零零七年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Held for non-trading purpose:	持作非買賣用途：		
Listed equity securities — Hong Kong, at cost	香港上市股本證券， 按成本值	1,320	1,320
Impairment loss on available-for-sale financial assets	可供出售金融資產之 減值虧損	(1,320)	(1,320)
		—	—

10. 預付收購投資之款項

於二零零七年六月二十七日，本公司與 David Sullivan 先生、David Gold 先生、Ralph Gold 先生、Karren Brady 女士及 Roger Bannister 先生 (統稱「賣方」) 訂立約束性諒解備忘錄，據此，賣方向本公司授出向其或其代名人購買於 Birmingham City Plc. (「BCP」) 已發行股本合共 29.9% 之權利，價格總額為 14,950,029 英鎊 (約為 237,225,000 港元)。本公司已預付代價約 237,225,000 港元及律師費、印花稅及貨幣換算合共約為 7,377,000 港元，有關款項於非流動資產下列為收購投資之預付款項。收購 BCP 已發行股本 29.9% 之交易已於二零零七年十一月二十三日之本公司股東特別大會 (「股東特別大會」) 上獲股東批准，而該交易已於同日完成。

11. 可供出售金融資產

本集團

12. Trade receivables

General credit terms granted by the Group to its customers ranged from 0 – 60 days (2006: 0 – 60 days). The following is an aged analysis of the trade receivables at the balance sheet date.

		As at 30 September 2007 於二零零七年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2007 於二零零七年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 30 days	30天內	1,497	4,291
Between 31 – 60 days	31天至60天	571	1,636
Between 61 days to 1 year	61天至一年	452	1,295
		2,520	7,222
Less: Impairment loss on trade receivables	減：應收貿易賬款之 減值虧損	—	(1,609)
		2,520	5,613

13. Trade and other payables

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

		As at 30 September 2007 於二零零七年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2007 於二零零七年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade creditors	應付貿易賬款		
Within 90 days	90天內	328	727
Within 91 days to 180 days	91天至180天	—	190
		328	917
Other payables due within 30 days or on demand	於30天內到期或於 按要價償還之其他 應付款項	5,534	2,149
		5,862	3,066

12. 應收貿易賬款

本集團授予其客戶之信貸期一般為0至60天(二零零六年：0至60天)。下文為應收貿易賬款於結算日之賬齡分析。

13. 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項於結算日之賬齡分析如下：

14. Share capital

14. 股本

		As at 30 September 2007 (Unaudited) 於二零零七年九月三十日 (未經審核)		At at 31 March 2007 (Audited) 於二零零七年三月三十一日 (經審核)	
Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised capital:	法定股本：				
At beginning and end of period/year	期初／年初 及期終／年終	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid capital:	已發行及繳足股本：				
At beginning of period/year	期初／年初	384,000,000	3,840	320,000,000	3,200
Issue of shares by way of open offer (Note (a))	透過公開發售 發行股份(附註(a))	192,000,000	1,920	—	—
Issue of shares by way of placing (Note (b))	透過配售發行 股份(附註(b))	115,200,000	1,152	64,000,000	640
At end of period/year	期終／年終	691,200,000	6,912	384,000,000	3,840

Notes:

附註：

- (a) On 23 April 2007, the Company entered into an underwriting agreement to raise approximately HK\$37,040,000, after expenses, by issuing 192,000,000 offer shares at a price of HK\$0.20 per offer share by way of open offer, on the basis of one offer share for every two shares held. The open offer had been completed on 7 June 2007, resulting in additional amount of HK\$35,120,000 standing in the share premium account; and
- (b) On 20 June 2007, the Company entered into a placing agreement to raise approximately HK\$65,595,000, after expenses, by issuing 115,200,000 placing shares at a price of HK\$0.57 each and completed on 11 July 2007, resulting in additional amount of HK\$64,443,000 standing in the share premium account.

- (a) 於二零零七年四月二十三日，本公司訂立包銷協議，透過按每持有兩股股份獲發一股發售股份之基準，以公開發售之方式按每股發售股份0.20港元之價格發行192,000,000股發售股份，集資約37,040,000港元(計及開支後)。公開發售已於二零零七年六月七日完成，導致股份溢價賬額外進賬35,120,000港元；
- (b) 於二零零七年六月二十日，本公司訂立配售協議，透過按每股0.57港元之價格發行115,200,000股配售股份，集資約65,595,000港元(計及開支後)，並已於二零零七年七月十一日完成，導致股份溢價賬額外進賬64,443,000港元。

15. Amounts due to directors

Amounts due to directors are unsecured, non-interest bearing and repayable on demand except for an amount of HK\$140,000,000 which is not repayable within twelve months after the balance sheet date.

15. 應付董事款項

應付董事款項為無抵押、免息及按要求償還，惟於結算日後十二個月內尚未償還之款項140,000,000港元除外。

16. Share option scheme

Under the old share option scheme (the “Old Scheme”) adopted by the Company on 22 October 2002, the purpose was to enable the Company to grant options to directors and employees of the Company or its subsidiaries (the “Group”) in recognition of their contribution to the Group. Under the Old Scheme, the board of directors of the Company may grant options to Eligible Participant, any full-time employee of the Group including any executive of the Group.

The total numbers of the Company’s shares which may be issued upon exercise of all options to be granted under the Old Scheme must not in aggregate exceed 10% of the Company’s from time to time. The total number of shares issued and to be issued upon exercise of the options granted to each Eligible Participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the shares in issue. Where any grant of options to a substantial shareholder of the Company or an independent non-executive Director or any of their respective Associates, would result in the shares issued or to be issued upon exercise of all Options already granted or to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-months period up to and including the date of such grant, representing in aggregate over 0.1% of the shares in issue; and having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5 million, the proposed grant must be subject to the approval of the shareholders of the Company at general meeting where their votes are taken on a poll. The Subscription Price shall be determined by the Board and shall be not less than the higher of (i) the closing price of the shares on the Stock Exchange on the Offer Date, which must be a business day; (ii) the average closing price of the shares on the Stock Exchange for five business days immediately preceding the Offer Date; and (iii) nominal value of shares. The Old Scheme was terminated and replaced by the new share option scheme on 30 July 2007.

16. 購股權計劃

根據本公司於二零零二年十月二十二日採納之舊購股權計劃（「舊計劃」），目的為允許本公司向本公司或其附屬公司（「本集團」）之董事及僱員授出購股權，以表揚其對本集團之貢獻。根據舊計劃，本公司董事會可向合資格參與者及本集團任何全職僱員（包括本集團之執行董事）授出購股權。

根據舊計劃授出之所有購股權獲行使時可發行之本公司股份總數合計不得超過本公司不時之10%。授予各名合資格參與者之購股權獲行使時已發行及將會發行之股份總數（包括已行使及尚未行使購股權）在任何12個月期間不得超過已發行股份之1%。倘向本公司之主要股東或獨立非執行董事或其各自之任何聯繫人授出購股權，可能導致已授出或將會授出之所有購股權（包括已行使、已註銷或尚未行使之購股權）於行使時，於直至及包括有關授出日期之12個月期間向該人士之已發行或將會發行之股份合共超過已發行股份之0.1%；而根據各次授出日期之股份收市價，總價值超過5,000,000港元，則該建議授出必須於股東大會上由本公司股東投票表決通過。認購價將由董事會釐定，惟不得低於以下最高者：(i)於要約日期（必須為營業日）股份於聯交所之收市價；(ii)於緊接要約日期前五個營業日股份於聯交所之平均收市價；及(iii)股份之面值。舊計劃已於二零零七年七月三十日終止，並由新購股權計劃取代。

16. Share option scheme (Continued)

Under the new share option scheme (the "New Scheme") adopted by the Company on 30 July 2007, the purpose of the New Scheme is to enable the Company to grant options to Participants as incentive and/or rewards for their contribution and support to the Group and to recruit and retain high-calibre Employees. Under the New Scheme, the board may grant options to Participant, including employee, executive or non-executive director, supplier of goods or services, consultant of the Group.

The maximum number of shares in respect of which options may be granted under the New Scheme shall not exceed 30% of the Shares in issue from time to time. Under the New Scheme, the other terms are similar to the above descriptions in the Old Scheme.

At 30 September 2007, the number of shares in respect of which options had been granted and remained outstanding under the scheme was 93,120,000 (30 September 2006: nil) representing 13.47% of the shares of the Company in issue at that date. (30 September 2006: nil).

During the six months ended 30 September 2007, 24,000,000 share options were granted to employees at subscription price of HK\$0.5 on 7 June 2007, in accordance with the Old Scheme. 69,120,000 share options were granted to directors, employees and consultants at subscription price of HK\$1.126 on 21 August 2007, in accordance with the New Scheme.

The following table discloses movements of the Company's share options held by directors, employees and other eligible participants during the six months ended 30 September 2007:

		Outstanding at 1 April 2007 於二零零七年 四月一日 尚未行使	Granted during the period 於期間內授出	Exercised during the period 於期間內行使	Outstanding at 30 September 2007 於二零零七年 九月三十日 尚未行使
Directors	董事	—	22,736,000	—	22,736,000
Employees	僱員	—	48,384,000	—	48,384,000
Other eligible participants	其他合資格參與者	—	22,000,000	—	22,000,000
		—	93,120,000	—	93,120,000

16. 購股權計劃 (續)

根據本公司於二零零七年七月三十日採納之新購股權計劃(「新計劃」)，新計劃之目的為允許本公司向參與者授出購股權，作為其對本集團之貢獻及支持之激勵及／或獎勵，以及招攬及留住高水準之僱員。根據新計劃，董事會可以向參與者(包括本集團之僱員、執行或非執行董事、貨品或服務供應者、顧問)授出購股權。

根據新計劃可以授出之購股權相關之最高股份數目不得超過已發行股份不時之30%。根據新計劃，其他條款與上述舊計劃類同。

於二零零七年九月三十日，根據計劃已授出及尚未行使購股權相關之股份數目為93,120,000股(二零零六年九月三十日：無)，佔本公司於該日已發行股份之13.47%(二零零六年九月三十日：無)。

截至二零零七年九月三十日止六個月內，已根據舊計劃於二零零七年六月七日按認購價0.5港元向僱員授出24,000,000份購股權。於二零零七年八月二十一日，已按照新計劃以認購價1.126港元向董事、僱員及顧問授出69,120,000份購股權。

下表披露於截至二零零七年九月三十日止六個月，董事、僱員及其他合資格參與者所持本公司購股權之變動：

16. Share option scheme (Continued)

During the six months ended 30 September 2007, options were granted on 7 June and 21 August 2007. The estimated aggregate fair value of the options granted is approximately HK\$10,200,000. No option has been granted or outstanding during the six months ended 30 September 2006.

The fair value of the share options granted was estimated on the date of grant using the Black Scholes option pricing of grant using the Black Scholes option pricing model with the following assumptions:

Date of grant 授出日期		7 June 2007 二零零七年 六月七日	21 August 2007 二零零七年 八月二十一日
Risk free rate	無風險利率	3.91%	3.92%
Share price at date of grant	於授出日期之股價	0.49	1.10
Exercise price	行使價	0.50	1.126
Volatility	波幅	55.35%	61.74%

17. Commitments and contingent liabilities

Operating lease commitments

As at 30 September 2007, the total future minimum lease payments under non-cancellable operating leases in respect of rented premises are payable as follows:

		As at 30 September 2007 於二零零七年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2007 於二零零七年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Amounts payable:	應付金額：		
— within one year	— 一年內	1,397	319
— within two to five years	— 兩年至五年內	582	288
		1,979	607

16. 購股權計劃 (續)

於二零零七年九月三十日止六個月，已分別於二零零七年六月七日及八月二十一日授出購股權。已授出購股權之估計公平值合共約為10,200,000港元。於二零零六年九月三十日止六個月，並無已授出或尚未行使之購股權。

於授出日期，已授出購股權之公平值已使用Black Scholes期權定價模型作出估計，當中使用以下假設：

17. 承擔及或然負債

經營租約承擔

於二零零七年九月三十日，本集團根據租賃物業於下列期限屆滿不可撤銷經營租約於日後應付之最低租金總額如下：

17. Commitments and contingent liabilities (Continued)

Contingent liabilities

A writ was filed against the Company in respect of a claim for reimbursement of expenses paid on behalf of the Group amounting to approximately HK\$3,000,000 on 26 July 2006. The Company was not aware of such alleged payments and had instructed lawyers to deal with the matter. The Board is of the opinion that the claim is not justifiable and without merit.

A writ was filed by Siu Ban & Sons Limited ("Siu Ban") against Sun Tai Hing Garment Making Co. Limited ("Sun Tai Hing"), a subsidiary of the Company on 11 September 2007 in respect of a claim for the return of the property of Sun Tai Hing located in Hong Kong ("the Property") and the damage for the loss of the cost and interest of Siu Ban as it was claimed by Siu Ban that Sun Tai Hing did not pay the purchase consideration for the acquisition of the Property in May 2002. The Board is of the opinion that the claim is not justifiable and without merit.

18. Material related party transactions

- (a) Directors of the Company have advanced funds to the Group amounting to approximately HK\$144,423,000 for the six months ended 30 September 2007 (six months ended 30 September 2006: HK\$1,367,000), including the advance from a director of the Company, by the amount of HK\$140,000,000 was to finance the acquisition of 29.9% equity interest of BCP; and
- (b) The Group has remunerated to key management compensation amounting approximately HK\$1,097,000 for the six months ended 30 September 2007 (six months ended 30 September 2006: HK\$166,000).

19. Pledge of assets

As at 30 September 2007, none of the Group's assets has been pledged (31 March 2007: nil)

17. 承擔及或然負債 (續)

或然負債

於二零零六年七月二十六日，本公司被提出令狀，申索付還代表本集團支付之開支約3,000,000港元。本公司並不知悉該等指稱之款項，並已委託律師處理此事。董事會認為申索並無理由支持，且缺乏充分理據。

於二零零七年九月十一日，Siu Ban & Sons Limited (「Siu Ban」)向本公司之附屬公司新大興製衣有限公司(「新大興」)提出令狀，申索交還新大興位於香港之物業(「該物業」)以及Siu Ban之成本及利息虧損之損害賠償，原因為Siu Ban指稱新大興並無就於二零零二年五月收購該物業支付購買代價。董事會認為申索並無理由支持，且缺乏充分理據。

18. 重大關連人士交易

- (a) 截至二零零七年九月三十日止六個月，本公司董事已向本集團墊支資金約144,423,000港元(截至二零零六年九月三十日止六個月：1,367,000港元)，包括用作撥付收購BCP之29.9%股權之本公司董事之墊款140,000,000港元；及
- (b) 截至二零零七年九月三十日止六個月，本集團已提供管理層要員賠償約1,097,000港元(截至二零零六年九月三十日止六個月：166,000港元)。

19. 資產之質押

於二零零七年九月三十日，本集團概無質押任何資產(二零零七年三月三十一日：無)。

20. Significant post balance sheet event

On 27 June 2007, the Company entered into the binding Memorandum of Understanding with Mr. David Sullivan, Mr. David Gold, Mr. Ralph Gold, Ms. Karren Brady and Mr. Roger Bannister (collectively the "Vendors") whereby the Vendors had granted the Company the right to purchase an aggregate 29.9% of the issued capital of Birmingham City Plc. ("BCP") from them or their nominees for an aggregate price of £14,950,029 (approximately HK\$237,225,000). The Company prepaid the consideration of approximately HK\$237,225,000 and professional fee, stamp duty and currency translation of approximately HK\$7,377,000 and recorded the balances as prepayments for acquisition of an investment under non-current assets. The transaction on the acquisition of 29.9% issued capital of BCP was approved by the shareholders at the extraordinary general meeting ("EGM") of the Company on 23 November 2007 and the transaction is completed on the same date.

On 30 October 2007, the Company and Premier Rise Investments Limited (the "Vendor") entered into the placing and subscription agreement with the placing agent to raise approximately HK\$55,296,000, before expenses, pursuant to which the placing agent agreed to place up to 69,120,000 existing shares at the placing price of HK\$0.80 per placing share on behalf of the Vendor to not less than six placees who will be third parties independent of the Group and its connected persons. The placing was completed on 13 November 2007.

21. Approval of interim report

The Interim Report was approved by the Board of Directors on 27 December 2007.

20. 重大結算日後事項

於二零零七年六月二十七日，本公司與 David Sullivan 先生、David Gold 先生、Ralph Gold 先生、Karren Brady 女士及 Roger Bannister 先生（統稱「賣方」）訂立約束性諒解備忘錄，據此，賣方向本公司授出向其或其代名人購買於 Birmingham City Plc.（「BCP」）已發行股本合共 29.9% 之權利，價格總額為 14,950,029 英鎊（約為 237,225,000 港元）。本公司已預付代價約 237,225,000 港元及律師費、印花稅及貨幣換算合共約為 7,377,000 港元，有關款項於非流動資產下列為收購投資之預付款項。收購 BCP 已發行股本 29.9% 之交易已於二零零七年十一月二十三日之本公司股東特別大會（「股東特別大會」）上獲股東批准，而該交易已於同日完成。

於二零零七年十月三十日，本公司及致尊投資有限公司（「賣方」）與配售代理訂立配售及認購協議，以籌集約 55,296,000 港元（未計及開支前），據此，配售代理同意代表賣方按配售價每股配售股份 0.80 港元配售最多 69,120,000 股現有股份予不少於六名承配人，彼等均為本集團及其關連人士之獨立第三方。配售於二零零七年十一月十三日完成。

21. 批准中期報告

本中期報告已於二零零七年十二月二十七日獲董事會批准。

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the six months ended 30 September 2007, the Group recorded an unaudited turnover of approximately HK\$14 million, representing a decrease of 39% as compared with approximately HK\$23 million for the corresponding period in 2006. The Group also recorded an unaudited net loss attributable to shareholders of approximately HK\$26 million, representing an increase of 767% as compared with approximately HK\$3 million for the corresponding period in 2006. The increase due to lower than expected customers turnout rate for apparel trading and high rental costs and other administrative expenses led to a loss in the period under review. It was also due to the share-based payment expenses recognised in accordance with the Hong Kong Financial Reporting Standard 2 in relation to share options granted to eligible participants pursuant to the Company's share option scheme. During the Interim Period, fair value of share options granted amounted to approximately HK\$10.2 million and included in administrative expenses with a corresponding credit to the share option reserve. The management is in the belief that the grant of share option is an effective way to expedite business diversification development of the Group and, in order to enhance shareholders' value by organic growth.

BUSINESS REVIEW

The Group is principally engaged in (i) apparel sourcing, (ii) apparel trading and (iii) sales support services.

管理層討論及分析

財務回顧

截至二零零七年九月三十日止六個月，本集團錄得未經審核之營業額約為14,000,000港元，較於二零零六年同期約為23,000,000港元下跌39%。本集團亦錄得未經審核之股東應佔虧損淨額約為26,000,000港元，較於二零零六年同期約為3,000,000港元上升767%。由於服飾貿易之客戶新增率低於預期，加上租金成本及其他行政開支高企，以致回顧期產生虧損，且因根據香港財務報告準則第2號，有關根據本公司購股權計劃授予合資格參與者購股權，將股份支付之開支確認入賬。於中期回顧期間內，已授出購股權的公平值約為10,200,000港元，並計入行政開支內，而相關進賬額則撥入購股權儲備。管理層相信授出購股權，可有效配合本集團多元化發展業務，並透過內部增長，提升股東價值。

業務回顧

本集團之主要業務為(i)服飾採購、(ii)服飾貿易及(iii)銷售支援服務。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

BUSINESS REVIEW (Continued)

Apparel sourcing

Following on booming economic condition in both Hong Kong and Macau, the purchasing power from customers in both Hong Kong and Macau markets increased significantly during the period under review. Such booming market condition attracts local competitors entering into the apparel sourcing market and lead to the increase in competition in terms of price and quality of the apparel products, consequently, the Group's apparel sourcing business was adversely affected. The Group decided to minimise the apparel sourcing business in order to avoid further losses.

Apparel trading

During the period under review, an unaudited segment turnover for the six months ended 30 September 2007 amounted to approximately HK\$14 million and recorded a loss of approximately HK\$26 million while it posted both turnover and loss of approximately HK\$23 million and HK\$3 million respectively in last corresponding period in 2006. The Group experienced lower than expected customers turnout rate and high rental costs which led to a loss in the period under review.

Sales support services

During the period under review, the sales support services business remained inactive during the period and therefore no turnover derived from the provision of sales support services. Following the cessation of the quota system for textile products export to the United States, there was a lack of demand from customers for the Group's sales support services. The Group is currently in the process to consider the restructuring of the sales support services business by providing other additional value added services for customers to export their products.

管理層討論及分析 (續)

業務回顧 (續)

服飾採購

隨著港澳兩地經濟環境日趨蓬勃，港澳市場之顧客消費力亦於回顧期內顯著上升。市場環境轉旺吸引當地競爭者投入服飾採購市場，導致服飾產品之價格與質素競爭轉劇，因而令本集團服飾採購業務受壓。本集團決定收縮服飾採購業務以避免進一步虧損。

服飾貿易

於回顧期內，截至二零零七年九月三十日止六個月，未經審核分類營業額約為14,000,000港元，並錄得虧損約26,000,000港元，而於二零零六年同期，則錄得營業額及虧損分別約23,000,000港元及3,000,000港元。本集團錄得之客戶新增率低於預期，加上租金成本高企，以致回顧期產生虧損。

銷售支援服務

於回顧期內，銷售支援服務業務期內仍然並不活躍，因此並無來自提供銷售支援服務之營業額。於出口美國紡織品之配額制度被取消後，本集團之銷售支援服務缺乏客戶需求。本集團現正考慮透過為客戶提供針對產品出口之其他額外增值服務，重整銷售支援服務業務。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2007, the Group had total current assets of approximately HK\$7,534,000 (31 March 2007: HK\$17,861,000) and total current liabilities of approximately HK\$30,282,000 (31 March 2007: HK\$23,063,000). Included in current assets was cash and bank balances of approximately HK\$2,272,000 (31 March 2007: HK\$6,757,000), representing an approximately 66% decrease as compared with 31 March 2007.

Net cash used for operating activities was approximately HK\$2,030,000 for the six months ended 30 September 2007 (six months ended 30 September 2006: HK\$2,268,000). Net cash used for investing activities was approximately HK\$245,090,000 for the six months ended 30 September 2007 (six months ended 30 September 2006: net cash generated from this activities was approximately HK\$7,673,000). Net cash generated from financing activities was approximately HK\$242,635,000 (six months ended 30 September 2006: net cash used for this activities was HK\$5,950,000). With the stable financial position of the Group, the Board is therefore in the opinion that the Group has sufficient resources and working capital to meet its daily operations and future development.

The Group serviced its debts primarily through cash generated by operations, bank borrowings and fund advanced by certain directors. The Group's had no bank borrowings as at 30 September 2007 (31 March 2007: HK\$nil) The Group does not have any bank overdrafts and banking facilities obtained during the period under review.

The cash and bank balances and bank borrowings of the Group's were mainly denominated in Hong Kong dollars, such that the Group does not have significant exposure to foreign exchange fluctuation. No hedging for the foreign currency transaction has been carried out during the period under review.

管理層討論及分析 (續)

流動資金及財務資源

於二零零七年九月三十日，本集團之總流動資產約為7,534,000港元(二零零七年三月三十一日：17,861,000港元)及總流動負債約為30,282,000港元(二零零七年三月三十一日：23,063,000港元)。流動資產包括現金及銀行結餘約2,272,000港元(二零零七年三月三十一日：6,757,000港元)，較二零零七年三月三十一日減少約66%。

截至二零零七年九月三十日止六個月，經營活動耗用之現金淨額約為2,030,000港元(截至二零零六年九月三十日止六個月：2,268,000港元)。截至二零零七年九月三十日止六個月，投資活動耗用之現金淨額約為245,090,000港元(截至二零零六年九月三十日止六個月：此活動產生之現金淨額約為7,673,000港元)。融資活動產生之現金淨額約為242,635,000港元(截至二零零六年九月三十日止六個月：此活動耗用之現金淨額為5,950,000港元)。因此，以本集團強健穩固之財務狀況，董事會認為本集團具備充裕資源及營運資金應付其日常業務所需及將來發展。

本集團主要透過經營業務產生之現金、銀行借貸及若干董事墊支之資金支付其債項。於二零零七年九月三十日，本集團並無任何銀行借貸(二零零七年三月三十一日：零港元)。本集團於回顧期內並無獲取任何銀行透支及銀行融資。

本集團之現金及銀行結餘及銀行借貸主要以港元為單位，按此，本集團並無重大外匯波動風險。於回顧期內並無就外匯交易進行對沖。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

LIQUIDITY AND FINANCIAL RESOURCES

(Continued)

As at 30 September 2007, equity attributable to shareholders amounted to approximately HK\$87,299,000, as compared to accumulated losses attributable to shareholders as at 31 March 2007 of HK\$55,000. Gearing ratio, calculated as the bank borrowings divided by shareholders equity was not applicable as the Group had no bank borrowings as at 30 September 2007 (31 March 2007: nil).

The current ratio of the Group, calculated by dividing the current assets by the current liabilities, was approximately 0.25 times as at 30 September 2007 (31 March 2007: 0.77 times). Inventory turnover days for the six months ended 30 September 2007 were 74 days (for the six months ended 30 September 2006: 147 days). The Board of Directors is in the opinion that both gearing ratio and current ratio were at an acceptable level.

PLEDGE OF ASSETS

As at 30 September 2007, none of the Group's assets has been pledged (31 March 2007: nil)

EXCHANGE EXPOSURE

The Group was not exposed to material exchange rates fluctuations during the period.

CAPITAL COMMITMENT

The Group had no material commitment as at 30 September 2007.

管理層討論及分析 (續)

流動資金及財務資源 (續)

於二零零七年九月三十日，股東應佔權益約為87,299,000港元，而於二零零七年三月三十一日之股東應佔累計虧損則為55,000港元。由於本集團於二零零七年九月三十日並無任何銀行借貸，故資本負債比率（按銀行借貸除以股東權益計算）並不適用（二零零七年三月三十一日：無）。

於二零零七年九月三十日，本集團之流動比率（按流動資產除以流動負債計算）約為0.25倍（二零零七年三月三十一日：0.77倍）。截至二零零七年九月三十日止六個月之存貨週轉日為74天（截至二零零六年九月三十日止六個月：147天）。董事會認為資本負債比率及流動比率均處於可接受水平。

資產之質押

於二零零七年九月三十日，本集團概無質押任何資產（二零零七年三月三十一日：無）。

外匯風險

本集團於期內並無重大外匯波動風險。

資本承擔

本集團於二零零七年九月三十日並無重大承擔。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

CONTINGENT LIABILITIES

A writ was filed against the Company in respect of a claim for reimbursement of expenses paid on behalf of the Group amounting to approximately HK\$3,000,000 on 26 July 2006. The Company was not aware of such alleged payments and had instructed lawyers to deal with the matter. The Board is of the opinion that the claim is not justifiable and without merit.

A writ was filed by Siu Ban & Sons Limited (“Siu Ban”) against Sun Tai Hing Garment Making Co. Limited (“Sun Tai Hing”), a subsidiary of the Company on 11 September 2007 in respect of a claim for the return of the property of Sun Tai Hing located in Hong Kong (“the Property”) and the damage for the loss of the cost and interest of Siu Ban as it was claimed by Siu Ban that Sun Tai Hing did not pay the purchase consideration for the acquisition of the Property in May 2002. The Board is of the opinion that the claim is not justifiable and without merit.

EMPLOYEES

As at 30 September 2007, the Group had 50 full time employees in Hong Kong and overseas. The Group remunerated its employees mainly based on industrial practice, individual’s performance and experience. Apart from the basic remuneration, discretionary bonus may be granted to eligible employees with reference to the Group’s performance as well as the individual performance. In addition, share options may also be granted from time to time in accordance with the term of the Company’s approved Share Option Scheme.

管理層討論及分析 (續)

或然負債

於二零零六年七月二十六日，本公司被提出令狀，申索付還代表本集團支付之開支約3,000,000港元。本公司並不知悉該等指稱之款項，並已委託律師處理此事。董事會認為申索並無理由支持，且缺乏充分理據。

於二零零七年九月十一日，Siu Ban & Sons Limited (「Siu Ban」)向本公司之附屬公司新大興製衣有限公司(「新大興」)提出令狀，申索交還新大興位於香港之物業(「該物業」)以及Siu Ban之成本及利息虧損之損害賠償，原因為Siu Ban指稱新大興並無就於二零零二年五月收購該物業支付購買代價。董事會認為申索並無理由支持，且缺乏充分理據。

僱員

於二零零七年九月三十日，本集團於香港及海外共聘用50名全職僱員。本集團主要根據業內慣例、個別員工表現及經驗向其僱員支付薪金。除基本酬金外，亦會參照本集團之表現以及個別員工表現向合資格僱員授予酌情花紅。此外，亦可根據本公司已獲批准之購股權計劃之條款，不時授出購股權。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

MAJOR EVENTS

- (i) On 27 June 2007, the Company entered into the binding Memorandum of Understanding with Mr. David Sullivan, Mr. David Gold, Mr. Ralph Gold, Ms. Karren Brady and Mr. Roger Bannister (collectively the "Vendors") whereby the Vendors had granted the Company the right to purchase an aggregate 29.9% of the issued capital of Birmingham City Plc. ("BCP") from them or their nominees for an aggregate price of £14,950,029 (approximately HK\$237,225,000). The Company prepaid the consideration of approximately HK\$237,225,000 and professional fee, stamp duty and currency translation of approximately HK\$7,377,000 and recorded the balances as prepayments for acquisition of an investment under non-current assets. The transaction on the acquisition of 29.9% issued capital of BCP was approved by the shareholders at the extraordinary general meeting ("EGM") of the Company on 23 November 2007 and the transaction is completed on the same date.
- (ii) On 23 July 2007, Far Grow Investments Limited, wholly owned subsidiary of the Company entered into the conditional sale and purchase agreement with Chung Tat Fun in relation to the proposed acquisition of 51% equity interest of Guangzhou Yuexiu Music Factory Entertainment Ballroom 廣州市越秀區音樂工廠娛樂歌舞廳. The transaction has not yet been completed at the date of this report.

管理層討論及分析 (續)

主要事項

- (i) 於二零零七年六月二十七日，本公司與David Sullivan先生、David Gold先生、Ralph Gold先生、Karren Brady女士及Roger Bannister先生(統稱「賣方」)訂立約束性諒解備忘錄，據此，賣方向本公司授出向其或其代名人購買於Birmingham City Plc. (「BCP」)已發行股本合共29.9%之權利，價格總額為14,950,029英鎊(約為237,225,000港元)。本公司已預付代價約237,225,000港元及律師費、印花稅及貨幣換算合共約為7,377,000港元，有關款項於非流動資產下列為收購投資之預付款項。收購BCP已發行股本29.9%之交易已於二零零七年十一月二十三日之本公司股東特別大會(「股東特別大會」)上獲股東批准，而該交易已於同日完成。
- (ii) 於二零零七年七月二十三日，本公司之全資附屬公司遠茂投資有限公司與鍾達歡就建議收購廣州市越秀區音樂工廠娛樂歌舞廳51%股權訂立有條件買賣協議。該交易於本報告日期尚未完成。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

PROSPECT

Although the Group's apparel sourcing and apparel trading business faced a comprehensive challenge from local competitors, the Group will take every step to overcome the challenge by restructuring the cost structure as well as formulating new business plans to expand revenue by entering into trading of high margin apparel products in the future. The business of football club of Birmingham City Plc. has been competitive and demanding. The Board believes that the Acquisition is a good opportunity to diversify the Group's business and to look for additional income sources. The Group will continue to explore and identify investment opportunities to add to the Group's investment portfolio in order to enhance Shareholders' value by its organic growth. Furthermore, following Completion, the Group will benefit from the supplying and sourcing of apparel, accessories and related products for Birmingham Football Club in the future.

As set out in the circular of the Company dated 23 August 2007, the Company is acquiring 51% equity interest in Guangzhou Yuexiu Music Factory Entertainment Ballroom 廣州市越秀區音樂工廠娛樂歌舞廳 ("GMF") which is principally engaged in operating café and bar as well as providing catering services in the PRC. The Board believes that the acquisition of GMF provides a good opportunity for the Group to diversify its business and to look for additional income sources. Following completion of the sale and purchase agreement for the above acquisition, it is contemplated that the café and restaurant chains will be operated in the PRC.

管理層討論及分析 (續)

展望

儘管本集團之服飾採購及服飾貿易業務面對當地競爭對手之重重挑戰，惟本集團將採取各種所需行動，透過整頓成本結構、為未來涉足高利潤服飾產品貿易業務而制定新業務計劃開拓收益，克服挑戰。Birmingham City Plc. 球會業務競爭激烈，要求極高。董事會相信收購為多元化本集團業務及尋求額外收入來源之良機。本集團將持續發掘及物色投資機會以加入本集團之投資組合，務求透過內部增長提高股東價值。此外，於收購完成後，本集團日後將可為Birmingham Football Club 供應及採購服飾、配飾及相關產品而獲益。

誠如本公司於二零零七年八月二十三日刊發之通函所載，本公司現正收購廣州市越秀區音樂工廠娛樂歌舞廳（「廣州音樂工廠」）之51%股權，其主要從事於中國經營咖啡廳及酒吧以及提供餐飲服務之業務。董事會相信收購廣州音樂工廠為多元化本集團業務及尋求額外收入來源之良機。待上述收購之買賣協議完成後，預期將於中國經營咖啡廳及餐廳連鎖店。

DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2007, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) 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 of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") are as follows:

The Company

Name of directors 董事姓名	Capacity 身份	Note 附註	Number of issued ordinary shares held 所持已發行 普通股數目	Long/Short position in shares 股份之好/淡倉	Percentage of the issued share capital of the Company 佔本公司已 發行股本百分比
Mr. Yeung Ka Sing, Carson 楊家誠先生	Held by controlled corporation 以受控制公司持有	(1)	115,200,000	Long position 好倉	16.67%
	Personal interest 個人權益		10,000,000	Long position 好倉	1.45%
			125,200,000		18.12%

董事於證券之權益

於二零零七年九月三十日，本公司董事及主要行政人員於本公司或任何其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條置存之登記冊所載錄或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）所載之上市公司董事證券交易標準守則須知會本公司及聯交所之權益及淡倉如下：

本公司

Share of the Company of HK\$0.01 each
每股面值0.01港元之本公司股份

DIRECTORS' INTERESTS IN SECURITIES

(Continued)

董事於證券之權益 (續)

Name of directors 董事姓名	Capacity 身份	Note 附註	Share of the Company of HK\$0.01 each 每股面值0.01港元之本公司股份		Percentage of the issued share capital of the Company 佔本公司已 發行股本百分比
			Number of issued ordinary shares held 所持已發行 普通股數目	Long/Short position in shares 股份之好/淡倉	
Mr. Hui Ho Luek, Vico 許浩略先生	Held by controlled corporation 以受控制公司持有	(2)	96,000,000	Long position 好倉	13.89%
	Family interest 家族權益	(3)	18,975,000	Long position 好倉	2.74%
			114,975,000		16.63%
Ms. Siu Bessie 蕭佩詩女士	Held by trust 以信託持有	(4)	96,000,000	Long position 好倉	13.89%

Notes:

- (1) These Shares were held by Great Luck Management Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Yeung Ka Sing, Carson.
- (2) These Shares were held by Premier Rise Investments Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Hui Ho Luek, Vico.
- (3) These Shares were held by Ms. Leung Choi Fan, the spouse of Mr. Hui Ho Luek, Vico.
- (4) These Shares were held by Huge Gain Development Limited which is wholly owned by Nerine Trust Company Limited ("Nerine Trust"). Nerine Trust is the trustee of SB Unit Trust and holds properties for the benefit of holders of units issued by SB Unit Trust. All the units issued by SB Unit Trust were held by the family members of Mr. Siu Ban, co-founder of the Group and the discretionary objects. Ms. Bessie Siu is one of the beneficiaries of the trust.

附註:

- (1) 該等股份由鴻祥管理有限公司持有，該公司乃於英屬處女群島註冊成立，並由楊家誠先生全資擁有。
- (2) 該等股份由致尊投資有限公司持有，該公司乃於英屬處女群島註冊成立，並由許浩略先生全資擁有。
- (3) 該等股份由許浩略先生之配偶梁彩芬女士持有。
- (4) 該等股份由Nerine Trust Company Limited (「Nerine Trust」) 全資擁有之Huge Gain Development Limited持有。Nerine Trust是SB Unit Trust之受託人，並為SB Unit Trust所發行單位之持有人之利益持有財產。SB Unit Trust所發行之全部單位由本集團之共同創辦人蕭彬先生之家族成員及全權信託之受益人持有。蕭佩詩女士為該信託之其中一名受益人。

DIRECTORS' INTERESTS IN SECURITIES

(Continued)

Save as disclosed above, none of the directors nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of part XV of the SFO) as at 30 September 2007, as required to be recorded in the register maintained 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 for Securities Transactions by directors of Listed Issuers in the Listing Rules.

As at 30 September 2007, an aggregate of 22,736,000 share options, representing 3.29% of the issued share capital of the Company, was granted to the Directors under the new share option scheme adopted by the Company on 30 July 2007. Details of which are as follows:

董事於證券之權益 (續)

除上文所披露者外，於二零零七年九月三十日，概無董事或其聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條存置之登記冊所記錄或根據上市規則內上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

於二零零七年九月三十日，本公司根據於二零零七年七月三十日採納之新購股權計劃向董事授出合共22,736,000份購股權（佔本公司之已發行股本之3.29%）。有關詳情如下：

Name of Director 董事姓名	Date of Grant 授出日期	Number of options held 所持購股權數目	Exercise price per Share 每股股份行使價 HK\$ 港元	Expiry Date 屆滿日期
Lee Yiu Tung 李耀東	21 August 2007 二零零七年八月二十一日	6,912,000	1.126	20 August 2017 二零一七年八月二十日
Ip Wing Lun 葉泳倫	21 August 2007 二零零七年八月二十一日	6,912,000	1.126	20 August 2017 二零一七年八月二十日
Wong Po Ling, Pauline 王寶玲	21 August 2007 二零零七年八月二十一日	6,912,000	1.126	20 August 2017 二零一七年八月二十日
Steven McManaman	21 August 2007 二零零七年八月二十一日	2,000,000	1.126	20 August 2017 二零一七年八月二十日
		22,736,000		

SHARE OPTION SCHEME

Under the old share option scheme and new share option scheme adopted by the Company on 22 October 2002 and 30 July 2007 respectively, the board of directors of the Company may, at its discretion, grant options to eligible participants to subscribe for share in the Company.

Details of the movements of share options granted during the interim period under review and outstanding as at 30 September 2007 are as follows:

購股權計劃

根據本公司分別於二零零二年十月二十二日及於二零零七年七月三十日採納之舊購股權計劃及新購股權計劃之條款，本公司董事會可酌情向合資格參與者授出購股權，以認購本公司股份。

於中期回顧期間已授出及於二零零七年九月三十日尚未行使之購股權之變動詳情如下：

		Outstanding as at 1 April 2007 於二零零七年 四月一日 尚未行使	Granted during the period 於期間內授出	Outstanding as at 30 September 2007 於二零零七年 九月三十日 尚未行使	Exercise price 行使價 HK\$ 港元
Directors:					
董事:					
Lee Yiu Tung 李耀東	21 August 2007 二零零七年八月二十一日	—	6,912,000	6,912,000	1.126
Ip Wing Lun 葉泳倫	21 August 2007 二零零七年八月二十一日	—	6,912,000	6,912,000	1.126
Wong Po Ling, Pauline 王寶玲	21 August 2007 二零零七年八月二十一日	—	6,912,000	6,912,000	1.126
Steven McManaman	21 August 2007 二零零七年八月二十一日	—	2,000,000	2,000,000	1.126
Sub-total 小計		—	22,736,000	22,736,000	

SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

Date of grant 授出日期	Outstanding as at 1 April 2007 於二零零七年 四月一日 尚未行使	Granted during the period 於期間內授出	Outstanding as at 30 September 2007 於二零零七年 九月三十日 尚未行使	Exercise price 行使價 HK\$ 港元
Employees: 僱員:				
7 June 2007 二零零七年六月七日	—	24,000,000	24,000,000	0.50
21 August 2007 二零零七年八月二十一日	—	24,384,000	24,384,000	1.126
Sub-total 小計	—	48,384,000	48,384,000	
Others: 其他:				
21 August 2007 二零零七年八月二十一日	—	22,000,000	22,000,000	1.126
Sub-total 小計	—	22,000,000	22,000,000	
Grand total 總和	—	93,120,000	93,120,000	

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

At 30 September 2007, to the best knowledge of the directors, shareholders (other than Directors or Chief Executive of the Company) who had interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東之權益

於二零零七年九月三十日，就董事所知，於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露或本公司根據證券及期貨條例第336條存置之登記冊所記錄之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

Name of shareholders 股東名稱	Capacity 身份	Note 附註	Share of the Company of HK\$0.01 each 每股面值0.01港元之本公司股份		Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
			Number of issued ordinary shares held 所持已發行 普通股數目	Long/Short position in shares 股份之好/淡倉	
Mrs. Chu Yuet Wah 朱李月華女士	Held by controlled corporation 以受控制公司持有	(1)	263,440,000	Long position 好倉	38.11%
Ms. Ma Siu Fong 馬少芳女士	Held by controlled corporation 以受控制公司持有	(1)	263,440,000	Long position 好倉	38.11%
Kingston Securities Limited 金利豐證券有限公司	Beneficial owner 實益擁有人	(1)	138,240,000	Long position 好倉	20.00%
Kingston Finance Limited 金利豐財務有限公司	Beneficial owner 實益擁有人	(1)	125,200,000	Long position 好倉	18.11%
Great Luck Management Limited 鴻祥管理有限公司	Beneficial owner 實益擁有人	(2)	115,200,000	Long position 好倉	16.67%
Premier Rise Investments Limited 致尊投資有限公司	Beneficial owner 實益擁有人	(3)	96,000,000	Long position 好倉	13.89%
Huge Gain Development Limited	Beneficial owner 實益擁有人	(4)	96,000,000	Long position 好倉	13.89%
Nerine Trust Company Limited	Trustee of trust 信託之受託人	(4)	96,000,000	Long position 好倉	13.89%
Ms. Tsai Lai Wa, Jenny 蔡麗華女士	Held by trust 以信託持有	(4)	96,000,000	Long position 好倉	13.89%

INTERESTS OF SUBSTANTIAL SHAREHOLDERS (Continued)

Notes:

- (1) Kingston Securities Limited and Kingston Finance Limited are owned as to 51% by Mrs. Chu Yuet Wah and as to 49% by Ms. Ma Siu Fong.
- (2) Great Luck Management Limited is wholly owned by Mr. Yeung Ka Sing, Carson, who is also a director of Great Luck Management Limited and the Company.
- (3) Premier Rise Investments Limited is wholly owned by Mr. Hui Ho Luek, Vico, who is also a director of Premier Rise Investments Limited and the Company.
- (4) Huge Gain Development Limited is wholly owned by Nerine Trust. Nerine Trust is the trustee of SB Unit Trust and holds properties for the benefit of holders of units issued by SB Unit Trust. All the units issued by SB Unit Trust were held by the family members of Mr. Siu Ban, co-founder of the Group and the discretionary objects. Both of Ms. Bessie Siu and Ms. Tsai Lai Wa, Jenny are the beneficiaries of the trust.

Save as disclosed above, as at 30 September 2007, the Company has not been notified by any persons (other than Directors or Chief Executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the period under review, neither the Company nor any of the companies comprising the Group had purchased, sold or redeemed any of the Company's shares.

主要股東之權益 (續)

附註:

- (1) 金利豐證券有限公司及金利豐財務有限公司分別由朱李月華女士及馬少芬女士擁有51%及49%。
- (2) 鴻祥管理有限公司由楊家誠先生全資擁有，彼亦為鴻祥管理有限公司及本公司之董事。
- (3) 致尊投資有限公司由許浩略先生全資擁有，彼亦為致尊投資有限公司及本公司之董事。
- (4) Huge Gain Development Limited由Nerine Trust全資擁有。Nerine Trust是SB Unit Trust之信託人，並為SB Unit Trust所發行單位之持有人之利益持有財產。SB Unit Trust所發行之全部單位由本集團之共同創辦人蕭彬先生之家族成員及全權信託之受益人持有。蕭佩詩女士及蔡麗華女士均為該信託之受益人。

除上文所披露者外，於二零零七年九月三十日，本公司並無獲悉任何人士(本公司董事或主要行政人員除外)於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露或本公司根據證券及期貨條例第336條存置之登記冊所記錄之權益或淡倉。

購買、出售或贖回股份

於回顧期內，本公司或任何組成本集團之附屬公司並無購買、出售或贖回本公司之任何股份。

CORPORATE GOVERNANCE

The Company has complied with the applicable code provisions of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2007 except for the deviations as detailed in the Company’s last annual report as follows:

- (a) Code provision A4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The Company deviates from the above code provision as one non-executive Director (“NED”) and all independent non-executive Directors (“INEDs”) are not appointed for specific terms. According to the provisions of the Company’s Articles of Association, however, the NED and INEDs are subject to retirement and re-election. The reason for the deviation is that the Company believes that the Directors ought to be committed to representing the long term interest of the Company’s shareholders.
- (b) Code provision A4.2 stipulates that all directors should be subject to retirement by rotation at least once every three years. Pursuant to the Company’s Articles of Association, the chairman shall not be subject to retirement by rotation or be taken into account in determining the number of directors to retire in each year. In order to ensure the smooth running and continuous adhering to the strategic view of the Company, the Company believes that the position of chairman is more practical to be maintained and not to be subject to retirement by rotation.
- (c) Code provision E1.2 stipulates that the chairman of the board (the “Chairman”) should attend the annual general meeting (the “AGM”). The Chairman was unable to attend the AGM on 3 September 2007 due to his personal reasons but he has designated the Executive Director and Chief Executive Officer of the Company to answer questions raised at the AGM.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted a code of conducts for securities transactions with terms no less exacting than the required standard of the Model Code as set out in Appendix 10 to the Listing Rules.

企業管治

除下述於本公司上一份年報所詳述之偏離外，本公司於截至二零零七年九月三十日止六個月內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」）之適用守則條文：

- (a) 守則條文第A4.1條規定非執行董事之委任應有指定任期，並須接受重選。由於一位非執行董事（「非執行董事」）及全部獨立非執行董事（「獨立非執行董事」）之委任並無指定任期，故本公司偏離上述守則條文。然而，根據本公司之公司組織章程細則，非執行董事及獨立非執行董事須予退任及接受重選。偏離原因乃本公司相信董事須承諾代表本公司股東之長遠利益。
- (b) 守則條文第A4.2條規定所有董事應每三年最少輪值告退一次。根據本公司之組織章程細則，主席毋須輪值告退，而於釐定每年告退之董事人數時，亦不會計入其中。為確保本公司順利營運及持續堅守本公司之策略性視野，本公司相信主席維持其職務及毋須輪值告退更切實可行。
- (c) 守則條文第E1.2條規定董事會主席（「主席」）須出席股東週年大會（「股東週年大會」）。於二零零七年九月三日，主席由於私人理由無法出席股東週年大會，但已委派本公司的執行董事兼首席執行官於股東週年大會解答所提出的問題。

上市公司董事進行證券交易的標準守則

本公司已採納條款嚴謹程度不遜於上市規則附錄十所載標準守則之規定標準之證券交易之操守守則。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS (Continued)

Following specific enquiry made with the directors of the Company, the Company has confirmed that each of its directors has complied with the required standard set out in the Model Code regarding securities transactions by directors.

AUDIT COMMITTEE

The Audit Committee comprises four independent non-executive directors of the Company has reviewed with the management in the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including review of the unaudited financial information and interim report for the six months ended 30 September 2007.

REMUNERATION COMMITTEE

The Remuneration Committee comprises four independent non-executive directors of the Company, is responsible for reviewing and evaluating the remuneration policies of executive directors and senior management and making recommendations to the Board from time to time.

NOMINATION COMMITTEE

The Nomination Committee comprises four independent non-executive directors of the Company. The primary role is to ensure that there is a formal and transparent procedure adopted by the Company for the nomination of directors of the Company.

PUBLICATION OF THE INTERIM RESULTS AND REPORT

This interim results announcement is published on the websites of the Company (<http://www.irasia.com/listco/hk/grandtop/index.htm>) and Hong Kong Exchanges and Clearing Limited (<http://www.hkex.com.hk>). The interim report of the Company for 2007 containing all information required by the Listing Rules will be dispatched to shareholders and made available on the above websites in due course.

By Order of the Board
Grandtop International Holdings Limited
Hui Ho Luek, Vico
Executive Director and Chief Executive Officer

Hong Kong, 27 December 2007

上市公司董事進行證券交易的標準守則 (續)

經向本公司董事作出特定查詢後，本公司確認其各董事已遵守標準守則所載有關董事進行證券交易之規定標準。

審核委員會

審核委員會由本公司四名獨立非執行董事組成，其已與管理層審閱本集團所採納之會計原則及慣例，並商討審核、內部監控及財務申報事宜，包括審閱截至二零零七年九月三十日止六個月之未經審核財務資料及中期報告。

薪酬委員會

薪酬委員會由本公司四名獨立非執行董事組成，負責不時審閱及檢討執行董事及高級管理層之薪酬政策，並向董事會提供建議。

提名委員會

提名委員會由本公司四名獨立非執行董事組成，主要職責是確保本公司採納正式及具透明度之程序以提名本公司之董事。

刊載中期業績及報告

本中期業績公佈乃於本公司網站(<http://www.irasia.com/listco/hk/grandtop/index.htm>)及香港交易及結算所有限公司之網站(<http://www.hkex.com.hk>)刊載。本公司載有上市規則規定的所有資料的二零零七中期報告將寄發予股東，及於適當時於上述網站刊載。

承董事會命
泓鋒國際控股有限公司
許浩略
執行董事兼首席執行官

香港，二零零七年十二月二十七日