



奇峰國際  
Superb Summit International

**SUPERB SUMMIT INTERNATIONAL  
TIMBER COMPANY LIMITED**  
奇峰國際木業有限公司

*(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 : 01228)

*Interim Report* 中期報告

**2009**



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## CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED 30 JUNE 2009

The Board of Directors (the “Board” or “Directors”) of Superb Summit International Timber Company Limited (the “Company”) is pleased to present the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2009 (“the Period”). The unaudited consolidated results have been reviewed by the Company’s audit committee (the “Audit Committee”).

## 綜合收益表

截至二零零九年六月三十日止六個月

奇峰國際木業有限公司(「公司」)董事會(「董事會」或「董事」)欣然宣佈公司及其附屬公司(統稱「集團」)截至二零零九年六月三十日止六個月(「本期間」)之未經審核綜合業績。有關未經審核綜合業績已由公司之審核委員會(「審核委員會」)審閱。

		<b>Six months ended 30 June</b> 截至六月三十日止六個月		
		<b>2009</b> 二零零九年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	
	Notes 附註			
Turnover	營業額	4	188,558	264,955
Cost of sales	銷售成本		<b>(175,693)</b>	(222,495)
Gross profit	毛利		<b>12,865</b>	42,460
Other income	其他收入	6	<b>94,204</b>	918
Other gains and losses	其他收益及虧損	7	<b>330,793</b>	(6,501)
Selling and distribution expenses	銷售及分銷開支		<b>(9,821)</b>	(11,206)
Administrative expenses	行政開支		<b>(29,905)</b>	(29,256)
Other operating expenses	其他經營開支		<b>(60,189)</b>	(43,729)
Profit/(loss) from operations	經營溢利/(虧損)	8	<b>337,947</b>	(47,314)
Finance costs	財務成本	9	<b>(13,496)</b>	(19,004)
Profit/(loss) before tax	除稅前溢利/(虧損)		<b>324,451</b>	(66,318)
Income tax expenses	所得稅開支	10	<b>(755)</b>	(129)
Profit/(loss) for the period	本期間溢利/(虧損)		<b>323,696</b>	(66,447)
Attributable to:	以下人士應佔：			
Owners of the Company	公司擁有人		<b>214,224</b>	(65,505)
Non-controlling interests	非控制權益		<b>109,472</b>	(942)
			<b>323,696</b>	(66,447)
Dividend	股息	11	-	-
Earnings/(loss) per share attributable to the owners of the Company for the period	就期內公司擁有人應佔每股盈利/(虧損)			
Earnings/(loss) per share	每股盈利/(虧損)	12		
Basic	基本		HK 0.88 cents港仙	(HK 0.37 cents港仙)
Diluted	攤薄		N/A不適用	N/A不適用

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合全面收入報表

截至二零零九年六月三十日止六個月

		<b>Six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2009</b>	2008
		二零零九年	二零零八年
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit/(loss) for the period	本期間溢利／(虧損)	<b>323,696</b>	(66,447)
Translation differences on overseas operations	海外業務之換算差額	<b>6,739</b>	231,042
Unrealised gain on available-for-sales financial assets	可供出售金融資產之未變現收益	-	18
<b>Total comprehensive income for the period, net of tax</b>	<b>本期間全面收入總額，已扣稅</b>	<b>330,435</b>	164,613
Total comprehensive income attributable to:	以下人士應佔全面收入總額：		
Owners of the Company	公司擁有人	<b>215,031</b>	97,445
Non-controlling interests	非控制權益	<b>115,404</b>	67,168
		<b>330,435</b>	164,613

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2009

## 綜合財務狀況報表

於二零零九年六月三十日

			30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	Notes 附註			
<b>ASSETS</b>		<b>資產</b>		
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Owner-occupied leasehold interest in land	13	業主佔用土地租賃權益	51,372	51,413
Property, plant and equipment	15	物業、廠房及設備	167,032	184,154
Goodwill	14	商譽	-	-
Biological assets	16	生物資產	3,565,119	3,227,017
<b>Total non-current assets</b>		<b>非流動資產總值</b>	<b>3,783,523</b>	3,462,584
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Inventories	18	存貨	81,904	96,486
Owner-occupied leasehold interest in land	13	業主佔用土地租賃權益	572	984
Trade receivables	19	應收貿易賬項	87,368	107,863
Prepayments, deposits and other receivables		預付款項、訂金及 其他應收款項	72,646	74,541
Assets of disposal group classified as held for sale	21	分類為持作出售之 出售集團之資產	90,251	-
Cash and cash equivalents		現金及現金等值項目	222,010	54,582
Amount due from non-controlling interests	20	應收非控制權益款項	326,385	325,111
<b>Total current assets</b>		<b>流動資產總值</b>	<b>881,136</b>	659,567
<b>TOTAL ASSETS</b>		<b>資產總值</b>	<b>4,664,659</b>	4,122,151
<b>LIABILITIES</b>		<b>負債</b>		
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Trade payables	22	應付貿易賬項	35,433	43,481
Tax payables		應付稅項	36,330	36,547
Liabilities of disposal group classified as held for sale	21	分類為持作出售之 出售集團之負債	436,031	-
Other payables and accruals		其他應付款項及應計款項	205,950	191,823
Interest-bearing bank loans – due within one year	23	計息銀行貸款 – 一年內到期	-	406,780
Convertible note payable	28	應付可換股票據	45,856	109,965
<b>Total current liabilities</b>		<b>流動負債總額</b>	<b>759,600</b>	788,596
<b>TOTAL LIABILITIES</b>		<b>負債總額</b>	<b>759,600</b>	788,596
<b>TOTAL NET ASSETS</b>		<b>淨資產總值</b>	<b>3,905,059</b>	3,333,555



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2009

## 綜合財務狀況報表

於二零零九年六月三十日

			<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核)
		Notes 附註	<b>HK\$'000</b> 千港元	HK\$'000 千港元
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	26	<b>276,290</b>	234,523
Reserves	儲備		<b>2,716,391</b>	2,302,058
Total equity attributable to the owners of the Company	公司擁有人應佔權益總額		<b>2,992,681</b>	2,536,581
Non-controlling interests	非控制權益		<b>912,378</b>	796,974
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>3,905,059</b>	3,333,555

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2009

# 綜合權益變動表

截至二零零九年六月三十日止六個月

		Attributable to the owners of the company 公司擁有人應佔											
		Share capital	Share premium	Property revaluation reserve	Foreign exchange reserve	Conversion		Statutory reserve	Retained profits	Non-controlling interests	Total		
						Share options reserve	Share note equity reserve					General reserve	Share equity reserve
		股本	股份溢價	物業重估儲備	外匯儲備	購股權儲備	可換股票據權益儲備	一般儲備	基金	保留溢利	總計	非控制權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 26)	(Note a)					(Note b)					
		(附註26)	(附註a)					(附註b)					
At 1 January 2009 (Audited)	於二零零九年一月一日 (經審核)	234,523	1,131,894	1,354	259,043	134,032	11,018	904	4,917	758,896	2,536,581	796,974	3,333,555
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	214,224	214,224	109,472	323,696
Translation difference on overseas operation	海外業務之換算差額	-	-	-	807	-	-	-	-	-	807	5,932	6,739
Total comprehensive income for the period	本期間全面收入總額	-	-	-	807	-	-	-	-	214,224	215,031	115,404	330,435
Cancellation of share option	註銷購股權	-	-	-	-	(14,897)	-	-	-	14,897	-	-	-
Employee share option benefits	僱員購股權福利	-	-	-	-	23,616	-	-	-	-	23,616	-	23,616
Arising upon conversion of convertible notes into new shares	轉換可換股票據為新股份而產生	6,667	53,333	-	-	-	(6,010)	-	-	-	53,990	-	53,990
Issue of placing shares	發行配售股份	35,100	128,363	-	-	-	-	-	-	-	163,463	-	163,463
Transfer of retained profits	轉撥保留溢利	-	-	-	-	-	-	126	(126)	-	-	-	-
At 30 June 2009 (Unaudited)	於二零零九年六月三十日 (未經審核)	276,290	1,313,590*	1,354*	259,850*	142,751*	5,008*	904*	5,043*	987,891*	2,992,681	912,378	3,905,059

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2009

# 綜合權益變動表

截至二零零九年六月三十日止六個月

		Attributable to the owners of the company 公司擁有人應佔												
		Share capital	Share premium	Property revaluation reserve	Foreign exchange reserve	Share options reserve	Warrant reserve	Conversion note equity reserve	Investment revaluation reserve	Statutory reserve fund	Retained profits	Non-controlling interests	Total	
		股本	股份溢價	物業重估儲備	外匯儲備	購股權儲備	認股權證儲備	可換股票據權益儲備	投資重估儲備	法定儲備基金	保留溢利	非控制權益	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
								(restated) (重列)			(restated) (重列)	(restated) (重列)	(restated) (重列)	
At 1 January 2008 (Audited) (as restated)	於二零零八年一月一日 (經審核)(重列)	176,299	667,977	2,795	136,625	107,047	15,148	63,073	-	4,578	1,383,587	2,557,129	974,579	3,531,708
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	-	(65,505)	(65,505)	(942)	(66,447)
Translation difference on overseas operation	海外業務之換算差額	-	-	-	162,932	-	-	-	-	-	-	162,932	68,110	231,042
Unrealised gain on available-for-sales financial assets	可供出售金融資產之 未變現收益	-	-	-	-	-	-	-	18	-	-	18	-	18
Total comprehensive income for the period	本期間全面收入總額	-	-	-	162,932	-	-	-	18	-	(65,505)	97,445	67,168	164,613
Exercise of share options	行使購股權	442	2,043	-	-	(1,525)	-	-	-	-	1,525	2,485	-	2,485
Exercise of warrants	行使認股權證	21	185	-	-	-	(19)	-	-	-	-	187	-	187
Transfer of retained profits	轉撥保留溢利	-	-	-	-	-	-	-	-	90	(90)	-	-	-
Employee share option benefits	僱員購股權福利	-	-	-	-	33,238	-	-	-	-	-	33,238	-	33,238
At 30 June 2008 (Unaudited)	於二零零八年六月三十日 (未經審核)	176,762	670,205*	2,795*	299,557*	138,760*	15,129*	63,073*	18*	4,668*	1,319,517*	2,690,484	1,041,747	3,732,231

\* These reserve accounts comprise the consolidated reserves of HK\$2,716,391,000 (30 June 2008: HK\$2,513,722,000 as restated, HK\$1,818,661,000 as previously reported) in the consolidated statement of financial position.

\* 此等儲備賬包括綜合財務狀況報表之綜合儲備2,716,391,000港元(二零零八年六月三十日: 2,513,722,000港元, 經重列, 1,818,661,000港元, 如前呈列)。

## Notes:

- (a) The share premium of the Group includes the premium arising from the new issue of shares of the Company.
- (b) The subsidiaries are required to transfer 10% of their profit after taxation calculated in accordance with the PRC accounting regulations to the statutory reserve fund until such reserve reaches 50% of the registered capital of the respective subsidiaries, upon which any further appropriation will be at the recommendation of the directors of the subsidiaries. Such reserve may be used to reduce any losses incurred by the subsidiaries or be capitalised as paid-up capital of the subsidiaries.

## 附註:

- (a) 集團之股份溢價包括公司發行新股產生之溢價。
- (b) 附屬公司須將其根據中國會計條例計算之除稅後溢利之10%之款額撥入法定儲備基金, 直至是項儲備達到有關附屬公司註冊資本之50%, 其後是否作進一步撥款則由附屬公司之董事決定。有關儲備可用於減少附屬公司所錄得之任何虧損, 亦可資本化作為該等附屬公司之繳足股本。



## CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合現金流量表

截至二零零九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (unaudited) (未經審核) HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
Profit/(loss) before tax	除稅前溢利／(虧損)	324,451	(66,318)
Adjustments for:	調整：		
Finance costs	財務成本	13,496	19,004
Interest income	利息收入	(1,454)	(351)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,771	22,716
Amortisation of owners-occupied leasehold interest in land	業主佔用土地租賃權益之攤銷	572	430
Impairment loss on available-for-sales financial assets	可供出售金融資產之減值虧損	-	6,501
Gain arising from changes in fair value less estimated point-of-sale costs of biological assets	生物資產公平值變動減估計銷售點成本產生之收益	(330,793)	-
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)／虧損	(43)	2,778
Impairment loss recognised in respect of trade receivables	就應收貿易賬項確認之減值虧損	13,626	-
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	110	-
Write-down of property, plant and equipment	撇減物業、廠房及設備	11,302	3,228
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	4,092	-
Deficit on revaluation of leasehold land and buildings	重估租賃土地及樓宇之虧絀	804	-
Share-based payments expenses	以股份為基礎付款之開支	23,616	33,238
Write-back of property plant and equipment	撥回物業、廠房及設備	(88,935)	-
Reversal of impairment loss in respect of other receivable	就其他應收款項之減值虧損撥回	(2,768)	-

**CONSOLIDATED STATEMENT OF CASH FLOWS**

FOR THE SIX MONTHS ENDED 30 JUNE 2009

**綜合現金流量表**

截至二零零九年六月三十日止六個月

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2009</b> 二零零九年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	<b>2008</b> 二零零八年 (unaudited) (未經審核) <b>HK\$'000</b> 千港元
<b>OPERATING CASH FLOW BEFORE MOVEMENTS IN WORKING CAPITAL</b>	<b>營運資金變動前之經營現金流量</b>	<b>(21,153)</b>	21,226
Decrease in inventories	存貨減少	<b>10,490</b>	4,705
Decrease/(increase) in trade receivables	應收貿易賬項減少/(增加)	<b>5,485</b>	(58,963)
Decrease in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項減少	<b>3,354</b>	5,132
Decrease in biological assets	生物資產減少	-	11,509
Decrease in trade payables	應付貿易賬項減少	<b>(4,647)</b>	(8,869)
Increase/(decrease) in other payables and accruals	其他應付款項及應計款項增加/(減少)	<b>27,694</b>	(19,862)
<b>CASH FROM/(USED IN) OPERATING ACTIVITIES</b>	<b>經營業務所得/(所用)現金</b>	<b>21,223</b>	(45,122)
Taxes (paid)/refund	(已付)/退回稅項	<b>(972)</b>	4,755
<b>NET CASH FROM/(USED IN) OPERATING ACTIVITIES</b>	<b>經營業務所得/(所用)現金淨額</b>	<b>20,251</b>	(40,367)
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Proceeds from disposal of property plant and equipment	出售物業、廠房及設備所得款項	<b>4,492</b>	-
Acquisition of property, plant and equipment	收購物業、廠房及設備	<b>(9,790)</b>	(9,154)
Interest received	已收利息	<b>1,454</b>	351
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(3,844)</b>	(8,803)

## CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合現金流量表

截至二零零九年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Net proceeds from issue of placing share	發行配售股份所得款項淨額	163,463	-
Proceeds from exercise of share option	行使購股權所得款項	-	2,485
Proceeds from issue of exercise of warrants	行使認股權證所得款項	-	187
Cash on subsidiary classified as held for sale	分類為持作出售之附屬公司之現金	(7)	-
New bank loans raised	新增銀行貸款	-	19,125
Interest paid	已付利息	(12,252)	(19,004)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金淨額</b>	<b>151,204</b>	<b>2,793</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之增加/(減少)淨額</b>	<b>167,611</b>	<b>(46,377)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>期初之現金及現金等值項目</b>	<b>54,582</b>	<b>138,205</b>
Effect of foreign exchange rate changes	匯率變動之影響	(183)	(10,085)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期終之現金及現金等值項目</b>	<b>222,010</b>	<b>81,743</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目結餘分析</b>	<b>222,010</b>	<b>81,743</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 1. GENERAL

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of registered office and principal place of business of the Company is Units 2804-2806, 28th Floor, China Merchants Tower, 168-200 Connaught Road Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"). Other than those subsidiaries established in the People's Republic of China ("the PRC") whose functional currency is Renmibi ("RMB") and the subsidiary incorporated in Macau whose functional currency is Macau Patacas ("MOP"), the functional currency of the Company and its subsidiaries (collectively known as the "Group") is HK\$.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 17 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the six months ended 30 June 2009 (the "Period").

### 2. MATERIAL FUNDAMENTAL UNCERTAINTIES IN RESPECT OF GOING CONCERN

In preparing the consolidated financial statements, the directors have given careful consideration to the future liquidity of the Group in light of its operating loss before tax of approximately HK\$6,342,000 after adjustment of gain arising from changes in fair value less estimated point-of-sale costs of biological assets. Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the success of the measures to improve the Group's profitability and cash flows, to obtain finance from other resources, to secure the necessary facilities from its existing bankers, and the success of assessing the worst impacts arising from the failure of repayment of certain bank loans.

Based on the following reasons, the consolidated financial statements have been prepared on a going concern basis.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 1. 一般資料

公司為在開曼群島註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。公司之註冊辦事處兼主要營業地點為香港干諾道中168至200號招商局大廈28樓2804至2806室。

綜合財務報表乃以港元（「港元」）列示。除在中華人民共和國（「中國」）成立之附屬公司之功能貨幣為人民幣（「人民幣」），以及在澳門註冊成立之附屬公司之功能貨幣為澳門元（「澳門元」）外，公司及其附屬公司（統稱為「集團」）的功能貨幣為港元。

公司作為一間投資控股公司。其主要附屬公司之主要業務載於財務報表附註17。截至二零零九年六月三十日止六個月（「本期間」）集團之主營業務性質並無重大改變。

### 2. 有關持續經營之重大基本不明朗因素

於編製綜合財務報表時，鑑於集團於調整因生物資產公平值變動減估計銷售點成本而產生的收益後出現除稅前經營虧損約6,342,000港元，故董事已審慎考慮集團之未來流動資金狀況。儘管上文所述者，綜合財務報表乃按持續經營基準編製，其正確性乃取決於改善集團盈利能力及現金流量的措施，自其他來源獲得融資、自其現有銀行獲得所需融資能否成功及能否準確評估因無法償還若干銀行貸款而造成的最壞影響而定。

基於以下理由，綜合財務報表按持續經營基準編製。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 2. MATERIAL FUNDAMENTAL UNCERTAINTIES IN RESPECT OF GOING CONCERN *(Continued)*

- (i) On 10 July 2009, the Company had entered into an agreement with the Group's non-controlling interests, Superview International Limited ("Superview"), in relation to the proposed transactions which, among other matters, included (i) acquisition from Superview, its 30% equity interest in Green & Good Group Limited ("Green & Good") and (ii) releasing the counter guarantee given by the Group in favour of an independent third party guarantor in respect of the bank loan of the Group's subsidiary, 綠之嘉木制品制造有限公司 ("G&G Wood") and (iii) disposal of 67.7% equity interest in G&G Wood held by the Group's subsidiary ("G&G Wood Target Share"), Leeka Wood Co., Ltd ("Leeka Wood"), to Superview. The directors of the Group are of the view that upon completion of the proposed transactions, the debt structure of the Group will be significantly improved through replacing the short-term bank loans by redeemable convertible notes issued by the Company. Furthermore, the Group will divest its investment in loss-making business and consolidate its resources on the development of woodland business.
- (ii) Leeka Wood, a subsidiary of the Group, currently owns about 3.5 million cubic meter of timber resources covering forest land of about 316,000 Chinese mu(畝) in the PRC. Upon completion of the proposed transactions, Green & Good will become wholly owned by the Group and Green & Good will be in a better position to negotiate with third party for future development of its operation and business. The acquisition of the remaining 30% interests in Green & Good is also in the best interest of the shareholders of the Company since all the operation and business decision of Green & Good could be made effectively without any need of taking into account the interests of the non-controlling interests. The directors believe that the timber business has vast potential in the People's Republic of China ("PRC") and the profitability of the Group will be improved in future.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 2. 有關持續經營之重大基本不明朗因素(續)

- (i) 於二零零九年七月十日，公司與集團之非控制權益超景國際有限公司(「超景」)就建議交易而訂立一份協議；據此(其中包括)(i)向超景收購其於綠之嘉集團有限公司(「綠之嘉」)之30%股本權益；及(ii)解除集團就集團附屬公司綠之嘉木制品制造有限公司(「綠之嘉木制品」)之銀行貸款而向一名獨立第三方提供之反擔保；及(iii)向超景出售集團附屬公司綠之嘉木業有限公司(「綠之嘉木業」)所持綠之嘉木制品之67.7%股本權益(「綠之嘉木制品目標股份」)。集團董事認為，待完成建議交易後，透過公司所發行之可贖回可換股票據代替短期銀行貸款，集團之負債結構將顯著改善。此外，集團將撤資虧蝕業務及整合其於林地開發業務之資源。
- (ii) 集團附屬公司綠之嘉木業現時於中國持有約3,500,000立方米之林木資源，覆蓋範圍約為316,000畝。待完成建議交易後，綠之嘉將由集團全資擁有，故綠之嘉與任何第三方就其未來營運及業務發展進行談判時將處於較佳位置。收購綠之嘉餘下30%權益亦符合公司股東最佳利益，原因是綠之嘉可有效地作出所有營運及業務決策，不必考慮非控制權益之利益。董事相信，林木業務在中華人民共和國(「中國」)潛力龐大，故集團之盈利能力日後將見改善。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 2. MATERIAL FUNDAMENTAL UNCERTAINTIES IN RESPECT OF GOING CONCERN *(Continued)*

- (iii) G&G Wood, a subsidiary of Green & Good, is principally engaging in manufacture, distribution and sales of flooring product, has been substantially inactive and has contributed a loss to the Group. By disposing the G&G Wood Target Share, the financial position and liquidity of the Group may be improved and the resources of the Group may be efficiently re-allocated.
- (iv) By disposing the G&G Wood Target Share to Superview and releasing the counter guarantee given by Green & Good to a third party guarantor in respect of the bank loan of G&G Wood, the bank loan of G&G Wood will be removed from the Group and the Group's contingent liability arising from counter guarantee will be discharged. This can greatly improve the financial position of the Group.

### 3. PRINCIPAL ACCOUNTING POLICIES

#### Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The consolidated financial statements have been prepared under the historical cost basis except for leasehold land and buildings, biological assets and certain financial instruments, which are measured at revalued amount or fair values, as explained in the accounting policies set out below.

In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 2. 有關持續經營之重大基本不明朗因素(續)

- (iii) 綠之嘉之附屬公司綠之嘉木制品主要從事製造、分銷及銷售地板產品，由於大部份時間並無營運，令集團蒙受虧損。透過出售綠之嘉木制品目標股份，集團之財務狀況及流動資金或會改善，而集團之資源亦或可有效率地重新分配。
- (iv) 藉向超景出售綠之嘉木制品目標股份及解除綠之嘉就綠之嘉木制品之銀行貸款向第三方擔保人作出之反擔保，綠之嘉木制品之銀行貸款將從集團中清除，而集團因反擔保所產生之或然負債將被解除。此舉能大大改善集團之財務狀況。

### 3. 主要會計政策

#### 編製基準

綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下統稱「香港財務報告準則」)編製。除租賃土地及樓宇、生物資產及若干金融工具按重估值或公平值計量(詳情見下文所載之會計政策之解釋)外，綜合財務報表乃根據歷史成本基準編製。

此外，綜合財務報表包括根據聯交所證券上市規則規定之適用披露事項。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Basis of preparation (Continued)

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next period are discussed in note 35.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 編製基準(續)

按香港財務報告準則之規定編製綜合財務報表時，管理層須作出判斷、估計及假設從而影響政策實施及資產、負債、收入及支出之呈報金額。該等估計及有關假設乃以過往之經驗及在既定情況下相信合理之多項其他因素為基準，估計之結果構成判斷未能從其他來源確定之資產及負債之賬面值之基準。實際結果可能與此等估計不盡相同。

有關估計及相關假設須不斷檢討。若修訂只影響該修訂期，會計估計之修訂於修訂期內確認或如該修訂影響本期及未來會計期，則於修訂期及未來會計期確認。

管理層根據香港財務報告準則作出之對綜合財務報表有重大影響之判斷及對下個期間重大調整有重大風險之估計乃於附註35討論。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Basis of preparation (Continued)

Application of new and revised Hong Kong Financial Reporting Standards

In the current period, the Group has applied, the following amendments and interpretations (“INTs”) (herein collectively referred to as “New HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), which are or have become effective.

Improvements to HKFRSs May 2008

Improvements to HKFRSs April 2009

HKFRS 2	Share based Payment-Vesting Conditions and Cancellations
HKFRS 7	Financial Instruments: Disclosure
HKFRS 8	Operating Segments
HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23	Borrowing Costs (Revised)
HKAS 32	Financial Instruments: Presentation and HKAS 1 Puttable Financial Instruments and obligations Arising on Liquidation
HK (IFRIC) 13	Customer Loyalty Programmes
HK (IFRIC) 9	Reassessments of Embedded Derivatives and HKAS 39 Financial Instruments: Recognition and Measurement
HK (IFRIC) 16	Hedges of a Net Investment in a Foreign Operation

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 編製基準(續)

應用新訂及經修訂香港財務報告準則

於本期間，集團已應用下列由香港會計師公會(「香港會計師公會」)頒佈為已生效之修訂及詮釋(「詮釋」)(下文統稱為「新香港財務報告準則」)。

二零零八年五月香港財務報告準則之改進

二零零九年四月香港財務報告準則之改進

香港財務報告準則第2號	以股份為基礎之付款－歸屬條件及註銷
香港財務報告準則第7號	金融工具：披露
香港財務報告準則第8號	經營分部
香港會計準則第1號(經修訂)	財務報表之呈列
香港會計準則第23號	借貸成本(經修訂)
香港會計準則第32號	金融工具：呈列及香港會計準則第1號「可沽財務工具及清盤產生的承擔」
香港(國際財務報告詮釋委員會)第13號	客戶忠誠計劃
香港(國際財務報告詮釋委員會)第9號	重新評估附帶衍生工具及香港會計準則第39號「金融工具：確認及計量」
香港(國際財務報告詮釋委員會)第16號	對沖境外業務之淨投資

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Basis of preparation (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (Continued)

The adoption of the New HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

As at the date of this report, HKICPA issued the following New HKFRSs that have not been effective. However, the Group has not early applied these new and revised standards or interpretations ("HK(IFRIC)-INTs") that have been issued but are not yet effective as at the date of this report.

HKFRSs (Amendments)	Improvement to HKFRSs May 2008 <sup>1</sup>
HKFRSs (Amendments)	Improvements to HKFRSs April 2009 <sup>2</sup>
HKAS 27 (Revised)	Consolidated and Separate Consolidated Financial Statements <sup>3</sup>
HKAS 39 (Amendments)	Eligible hedged items <sup>3</sup>
HKFRS 1 (Revised)	First-time Adoptions of HKFRS <sup>3</sup>
HKFRS 2 (Amendments)	Share-based Payments– Company Cash-Settled Share based Payment Transactions <sup>6</sup>
HKFRS 3 (Revised)	Business Combinations <sup>3</sup>
HK(IFRIC)-INT 9 and HKAS39 (Amendments)	Embedded Derivatives <sup>4</sup>
HK(IFRIC)-INT 17	Distributions of Non- cash Assets to Owners <sup>3</sup>
HK(IFRIC)-INT 18	Transfer of Assets from Customers <sup>5</sup>

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策 (續)

#### 編製基準 (續)

應用新訂及經修訂香港財務報告準則 (續)

採納新香港財務報告準則對如何編製及呈報本會計期間或上一會計期間之業績及財務狀況並無任何重大影響。因此，無須作出前期調整。

於本報告日期，香港會計師公會已頒佈下列尚未生效之新香港財務報告準則。然而，集團並未提早應用此等於本報告日期已頒佈但尚未生效之新訂及經修訂準則或詮釋（「香港（國際財務報告詮釋委員會）－詮釋」）。

二零零八年五月香港財務報告準則之改進 <sup>1</sup>	
二零零九年四月香港財務報告準則之改進 <sup>2</sup>	
香港會計準則第27號(經修訂)	綜合及獨立個別綜合財務報表 <sup>3</sup>
香港會計準則第39號(修訂)	合資格對沖項目 <sup>3</sup>
香港財務報告準則第1號(經修訂)	首次採納香港財務報告準則 <sup>3</sup>
香港財務報告準則第2號(修訂)	以股份為基礎之付款－公司現金結算以股份為基礎付款之交易 <sup>6</sup>
香港財務報告準則第3號(經修訂)	業務合併 <sup>3</sup>
香港(國際財務報告詮釋委員會)第9號及香港會計準則第39號(修訂)	附帶衍生工具 <sup>4</sup>
香港(國際財務報告詮釋委員會)第17號	向擁有人分派非現金資產 <sup>3</sup>
香港(國際財務報告詮釋委員會)第18號	轉讓客戶之資產 <sup>5</sup>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Basis of preparation (Continued)

Application of new and revised Hong Kong Financial Reporting Standards (HKFRSs") (Continued)

- <sup>1</sup> Amendments to HKFRS 5, effective for annual periods beginning on or after 1 July 2009
- <sup>2</sup> Effective for annual periods beginning on or after 1 July 2009 and 1 January 2010 as appropriate.
- <sup>3</sup> Effective for annual periods beginning on or after 1 July 2009.
- <sup>4</sup> Effective for annual periods ending on or after 30 June 2009.
- <sup>5</sup> Effective for transfers of assets from customers received on or after 1 July 2009
- <sup>6</sup> Effective for annual periods beginning on or after 1 January 2010.

The application of HKFRS 3(revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009, HKAS 27(revised) will affect the accounting treatment for changes in a parents ownership interest in a subsidiary. The directors of the Company anticipate that the application of the other revised standards, amendments or interpretations will have no material impact on the result and financial position of the Group.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from it activities. All intra-group transactions, balances income and expenses are eliminated on consolidation.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the effective dates of acquisition or up to the effective dates of disposal, as appropriate.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 編製基準(續)

應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

- <sup>1</sup> 香港財務報告準則第5號之修訂於二零零九年七月一日或之後開始之年度期間生效。
- <sup>2</sup> 於二零零九年七月一日及二零一零年一月一日(按適用)或之後開始之年度期間生效。
- <sup>3</sup> 於二零零九年七月一日或之後開始之年度期間生效。
- <sup>4</sup> 於二零零九年六月三十日或之後結束之年度期間生效。
- <sup>5</sup> 於二零零九年七月一日或之後收取轉讓客戶之資產生效。
- <sup>6</sup> 於二零一零年一月一日或之後開始之年度期間生效。

應用香港財務報告準則第3號(經修訂)可能影響收購日期為二零零九年七月一日或之後開始之首個年度報告期間開始或之後之業務合併之會計方法，而香港會計準則第27號(經修訂)將影響母公司於附屬公司之擁有權權益變動之會計處理。公司董事預期，應用其他經修訂準則、修訂或詮釋對集團之業績及財務狀況不會有重大影響。

#### 綜合基準

綜合財務報表包括公司及受公司控制之實體(其附屬公司)之財務報表。當公司有權控制某實體之財務及營運政策以從其業務中獲取利益時，即取得控制權。集團旗下公司間之交易、結餘及收支於綜合時對銷。

在期內購入或售出之附屬公司之業績由收購生效日起計或計至出售生效日止(視情況而定)，列入綜合收益表內。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

#### Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 Business Combinations are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations, which are recognised and measured at fair value less costs to sell.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss. The interest of non-controlling interests in the acquiree is initially measured at the non-controlling interests' proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

#### Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 綜合基準(續)

有需要時，將於附屬公司之財務報表作出調整以使其會計政策與集團其他成員公司所使用者為一致。

#### 業務合併

收購業務採用收購法入賬。收購成本按於交換日期集團就換取被收購方控制權所給予資產、所產生或承擔負債以及所發行股本工具之公平值總額，加上業務合併任何直接應佔成本計算。符合香港財務報告準則第3號「業務合併」項下確認條件之被收購方可識別資產、負債及或然負債，乃於收購日期按有關公平值確認；惟按照香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」分類為持作出售之非流動資產(或出售組別)除外，該等資產會按公平值減銷售成本確認及計量。

收購所產生商譽確認為資產，且初步按成本計算，成本即業務合併成本超出集團於已確認可識別資產、負債及或然負債公平淨值之權益之差額。倘於重新評估後，集團於被收購方之可識別資產、負債及或然負債公平淨值之權益超出業務合併成本，則超出數額即時於損益確認。非控制權益於被收購方之權益，初步按非控制權益於已確認資產、負債及或然負債公平淨值之比例計算。

#### 附屬公司及非控制權益

附屬公司乃指集團控制之公司。控制乃指集團有權管理一家實體之財務及經營之決策，以於其業務中獲取利益。於評估控制時，已計及當前可行使之潛在投票權。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Subsidiaries and non-controlling interests (Continued)

An investments in subsidiaries are consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total comprehensive income for the period between non-controlling interests and the owners of the Company.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策 (續)

#### 附屬公司及非控制權益 (續)

集團於附屬公司之投資，自控制開始之日起直至控制解除之日止，均在綜合財務報表中綜合計算。集團內結餘及交易及集團內交易產生之任何未變現溢利均於編製綜合財務報表時全數對銷。集團內交易產生之未變現虧損以未變現溢利同樣之方式對銷，惟僅以無減值證據為限。

非控制權益是指並非由公司直接或間接透過附屬公司擁有之權益所佔附屬公司資產淨值之部份，就此而言，集團並無與該等權益之持有人協定任何額外條款，以致集團整體須承擔就財務負債所界定之該等權益之合約責任。非控制權益在綜合財務狀況報表之權益項目中與公司擁有人應佔權益分開列示。而非控制權益所佔集團業績之權益則在綜合收益表內列為在非控制權益與公司擁有人之間分配之期內全面收入總額。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Subsidiaries and Non-controlling interests (Continued)

Where losses applicable to the non-controlling interests exceed the non-controlling interests in the equity of a subsidiary, the excess, and any further losses applicable to the non-controlling interests, are charged against the Group's interests except to the extent that the non-controlling interests has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the non-controlling interests' share of losses previously absorbed by the Group has been recovered. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position depending on the nature of the liability. In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale (or include in a disposal group that is classified as held for sale).

#### Investments in subsidiaries

The Company's investments in subsidiaries are stated at cost less impairment loss, if any.

#### Goodwill

Goodwill arising on an acquisition of business represents the excess of the cost of a business combination or an investment in an associate over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities of the relevant business at the date of a acquisitions. Such goodwill is stated of cost less accumulate impairment losses.

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated statement of financial position.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 附屬公司及非控制權益(續)

如果非控制權益應佔之虧損超過其所佔之附屬公司權益，超額部份和任何歸屬於非控制權益之進一步虧損便會沖減集團所佔權益；但非控制權益須承擔具有約束力之義務並有能力作出額外投資以彌補虧損則除外。如附屬公司其後呈報溢利，則所有相關溢利均會分配予集團，直至集團收回以往承擔之非控制權益應佔虧損為止。非控制權益持有人之貸款及該等持有人之其他合約責任乃根據負債之性質於綜合財務狀況報表內列為財務負債。於公司之財務狀況報表內，於附屬公司之投資除歸類為持作銷售(或包括在歸類為持作銷售之出售組別內)外，乃按成本減減值虧損列賬。

#### 於附屬公司之投資

公司於附屬公司之投資乃以成本值扣除減值虧損(如有)列賬。

#### 商譽

因收購業務而產生之商譽指業務合併或於聯營公司投資之成本超出集團佔有關業務於收購日期之被收購方可識別資產、負債及或然負債公平淨值權益之差額。商譽乃按成本減累計減值虧損列賬。

因收購業務而產生之資本化商譽於綜合財務狀況報表內分開呈列。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash generating units, or groups of cash-generating units, that are expected to be benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated income statement. An impairment loss for goodwill is not reversed in subsequent periods. On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

#### Biological assets

Biological assets comprise forest crop in PRC.

Biological assets are living plants involved in the agricultural activities of the transformation of biological assets into agricultural produce for sale or into additional biological assets. Biological assets and agricultural produce are measured at fair value less estimated point-of-sale costs at initial recognition and at the end of each reporting period. The fair value less estimated point-of-sale costs at the time of harvest is deemed as the cost of agricultural produce for further processing, if applicable. If an active market exists for a biological asset or agricultural produce with reference to comparable species, growing condition and expected yield of the crops, the quoted price in that market is adopted for determining the fair value of that asset.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 商譽(續)

就減值測試而言，因收購產生之商譽分配至預期從收購之協同效益中獲益之各個有關現金產生單位或現金產生單位組合。獲分配商譽之現金產生單位每年及於出現跡象顯示該項單位可能減值時測試減值。就某財政年度之收購商譽而言，獲分配商譽之現金產生單位於該財政年度結束前測試減值。如現金產生單位之可收回金額低於該單位之賬面值，則首先分配減值虧損以調低分配至該單位之任何商譽賬面值，然後依據單位內各項其他資產之賬面值按比例調低。商譽之任何減值虧損直接於綜合收益表確認。商譽之減值虧損於往後期間不予撥回。當其後出售有關現金產生單位時，已資本化之商譽應佔金額於釐定出售損益金額時計算在內。

#### 生物資產

生物資產包括位於中國之林木資源。

生物資產乃存活之植物，涉及將生物資產轉化為待售林業產品或轉化為其他生物資產。於各報告期終，生物資產及農產品乃初步按公平值減估計銷售點成本計量確認。公平值減採伐時之估計銷售點成本乃被視為作進一步加工之農產品成本(如適用)。倘活躍市場存有為生物資產或農產品提供可資比較類別、成長狀況及預期林業作物產量，則採納該市場之報價釐定該項資產之公平值。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Biological assets (Continued)

If an active market does not exist, the Group uses the most recent market transaction price, provided that there has not been a significant change in economic circumstances between the transaction date and the end of the reporting period, or the market prices for similar assets adjusted to reflect differences to determine fair values. The gain or loss arising on initial recognition and subsequent changes in fair values less estimated point-of-sale costs of biological assets is recognised in the consolidated income statement in the period in which it arise. Upon the sale of the agricultural produce as forestry products, the carrying amount is transferred to cost of sales in the consolidated income statement.

#### Impairment for tangible assets

Impairment tests on assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (ie the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit (ie the lowest group of assets in which the asset belongs for which there are separately identifiable cash flows).

Impairment charges are included in the administrative expenses line item in the consolidated income statement, except to the extent they reverse income previously recognised directly in equity.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another accounting standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that other accounting standard.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 生物資產(續)

倘並無活躍市場，則集團採用最近之市場交易價，惟自交易日起至報告期終之經濟情況並無出現重大變動，或類似資產之市價作出調整以反映釐定公平值之差額。於初步確認時產生之收益或虧損及其後公平值變動減生物資產之估計銷售點成本乃於其產生期間內在綜合收益表確認。於農產品作為林產品銷售時，賬面值乃撥至綜合收益表內之銷售成本。

#### 無形資產減值

倘因任何事件或情況變動顯示資產之賬面額可能不可收回，則會進行減值測試。倘資產之賬面值高於其可收回金額(即可使用價值與扣減出售成本之公平值兩者之較高者本)，資產則相應撇銷。

倘若未能可靠估計個別資產之可收回金額，則按資產之現金產生單位進行減值測試(即資產按可獨立辨認之現金流量計算所屬之最低水平)。

減值費用乃計入綜合收益表之行政開支項目內，惟以先前直接於權益確認為撥回收入為限。

於回撥減值虧損時，資產之賬面值可調高至重新釐定之估計可收回金額，惟不可高於該資產(現金產生單位)於過往年度未計減值虧損前之賬面值。撥回之減值虧損可即時被確認為收入。倘有關資產因按其他會計準則以重估值列賬，其回撥額可按其他會計準則當作重估增值入賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Disposal group held for sales

Disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sales transaction rather than through continuing use. This condition is regarded as met only when the sales is highly probable and disposal group is available for immediate sale in its present condition. Disposal groups classified as held for sale are measured at the lower of the disposal group previous carrying amount and fair value less costs to sell.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Cost is calculated using the weighted average costs formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realizable value, is recognised as a reduction in the amount of inventories recognised as an expenses in the period in which the reversal occurs.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 持作出售之出售集團

如出售集團之賬面值將主要透過出售交易而非透過持續使用收回，則分類為持作出售。只有在銷售之可能性高及出售集團可即時以其現況出售時，才被視為符合此項條件。分類為持作出售之出售集團按出售集團先前賬面值及公平值減出售成本之較低者計量。

#### 存貨

存貨按成本或可變現淨值兩者之較低者列賬。可變現淨值為於日常業務過程中之估計售價，扣除完成之估計成本及銷售開支。

成本以加權成本公式計算，並包括所有採購成本、轉換成本及其他因將存貨送至現時位置及達致現有用途所產生之其他成本。當存貨出售時，有關存貨之賬面值於相關收入獲確認之期內確認為開支。任何撇減存貨至可變現淨值之金額及存貨之所有虧損於撇減或虧損產生期內確認為開支。任何因可變現淨值增加而產生之存貨撇減撥回金額乃確認為存貨削減金額，並於撥回產生期間確認為開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods and services, or for administrative purpose are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

Leasehold Land and buildings held for use in the production or supply of goods or services, or for administrative purpose, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and any subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair value. Increases in valuation are credited to the property revaluation reserve. Decreases in valuation are first offset against increases on earlier valuations in respect of the same property and are thereafter charged to the consolidated statement of comprehensive income. Any subsequent increases are credited to the consolidated statement of comprehensive income up to the amount previously charged and thereafter to property revaluation reserve.

Property, plant and equipment are depreciated at rates sufficient to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives and residual value are reviewed, and adjusted if appropriate, at the end of each reporting period. The principal annual rates are as follows:

Leasehold land and buildings	–	The shorter of the lease terms or 50 years
Leasehold improvements, furniture, office equipment and motor vehicles	–	5% – 20%
Plant and machinery	–	10%

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 物業、廠房及設備

就生產或供應貨品及服務或就行政目的而持有之物業、廠房及設備按成本減其後之累計折舊及累計減值虧損列賬。

就生產或供應貨品或服務或就行政目的而持有之租賃土地及樓宇按其重估金額(即於估值日期之公平值減其後任何累計折舊及其後任何累計減值虧損)於綜合財務狀況報表列賬。為使賬面值不會與使用公平值釐定者有重大差別,須定期進行足夠次數之重估。估值之增加記入物業重估儲備,估值之減少則先以同一物業早前之估值增加作抵銷,之後才列入綜合全面收入報表。其後任何增值均須先記入綜合全面收入報表,直至抵銷早前列入收益表之數額後,才記入物業重估儲備。

物業、廠房及設備以直線法於估計可用年期內,按足以撇銷其成本(扣除預計剩餘價值後)之比率折舊。於各報告期終均會檢討可用年期及剩餘價值(如適用)。主要年度折舊率如下:

租賃土地及樓宇	–	按租期或50年之較短者
租賃物業裝修、傢俬、辦公室設備及汽車	–	5% – 20%
廠房及機器	–	10%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment (Continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenances costs are charged to the consolidated income statement during the period in which they are incurred.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

All non-qualifying expenditures and expenses incurred on other non-qualifying development activities are charged as expenses to the consolidated income statement in the period in which such expenses are incurred.

Upon disposal of leasehold buildings, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the property revaluation reserve to retained profits.

An item of property, plant and equipment is derecognised upon disposal when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated income statement in the period which item is derecognized.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 物業、廠房及設備(續)

其後產生之成本，只有在有關項目未來可能帶給集團經濟效益，而項目之成本又能夠可靠計算時，方列作相關資產之賬面值或確認為另一項資產。所有其他維修保養成本即期列入綜合收益表扣除。

若資產賬面值高於其估計可收回價值，將立即調減至可收回價值。

其他不合資格開支和不合資格發展活動所產生之開支悉數即期撥入綜合收益表中列作開支。

出售租賃樓宇時，重估儲備中因先前估值而變現之相關部分，須從樓宇重估儲備轉撥保留溢利。

當預期繼續使用物業、廠房及設備項目不會產生任何未來經濟利益時，便終止確認該項資產。終止確認資產所產生之任何收益或虧損(按出售所得款項淨額與該項目之賬面值間之差額計算)於終止確認項目之期間計入綜合收益表。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Construction in progress

Construction in progress represents property, plant and equipment under construction and pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings, the cost of plant and machinery and interest charges arising from borrowings used to finance these assets during the period of construction or installation and testing, if any. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and are available for intended use. When the assets concerned are brought into use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated in the preceding paragraphs.

#### Convertible note

Convertible note issued by the Company that contain both the liability and conversion equity components are classified separately into respective items on initial recognition. Conversion equity will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts. The difference between the proceeds of the issue of the convertible loan note and the fair value assigned to the liability component, representing the conversion equity for the holder to convert the convertible note into equity, is included in equity (convertible note equity reserve).

In subsequent periods, the liability component of the convertible note is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible note equity reserve until the conversion option is exercised (in which case the balance stated in convertible note equity reserve until the conversion option is exercised (in which case the balance stated in convertible note equity reserve will be transferred to share premium).

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 在建工程

在建工程指在建及未安裝之物業、廠房及設備，按成本減累計減值虧損(如有)入賬。成本包括所產生之建造開支、廠房及機器成本及建造或安裝及測試期間用於就該等資產提供資金而借貸資金所產生之利息費用(如有)。於有關資產建造及安裝完成前，不會就在建工程作出折舊撥備。於有關資產完成時，成本轉撥至之物業、廠房及設備，並根據上段所列政策計提折舊。

#### 可換股票據

公司發行之可換股票據，當中包括負債和換股權益部分，於最初確認時劃分為單獨的項目。以定額現金或其他金融資產交換公司自身的固定數目的股本工具的方式結算的換股權益，劃分為股本工具。於最初確認時，負債部份之公平值按類似的不可轉換債務的現行市場利率釐定。發行可換股貸款票據的所得款項總額與分配給負債部份(代表持有人用於將可換股票據兌換為權益的換股權益)的公平值之間的差額，將在權益中確認(可換股票據權益儲備)。

於後續期間，可換股票據的負債部份將按攤銷成本用實際利息法列賬。權益部份指可將負債部份兌換成公司普通股之購股權，將保留於可換股票據權益儲備，直至附設之換股權獲行使為止(在此情況下，可換股票據權益儲備之結餘將轉撥至股份溢價)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Convertible note (Continued)

Where the option remains unexercised at the expiry date, the balance stated in convertible note equity reserve will be released to the retained profits. No gain or loss is recognized in consolidated income statement upon conversion or expiration of the option.

Transaction costs that relate to the issue of the convertible loan note are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and amortised over the period of the convertible note using the effective interest method.

#### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Consideration paid to reacquire the Company's own equity instruments are deducted from equity. No gain or loss is recognized in consolidated income statement.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策 (續)

#### 可換股票據 (續)

倘購股權於到期日尚未獲行使，可換股票據權益儲備之結餘將撥至保留溢利。換股權兌換或到期時將不會於綜合收益表中確認任何盈虧。

有關發行可換股票據的交易成本將按所得款項總額的分配比例分配到負債及權益部份。有關權益部份之交易成本直接自權益中扣除。與負債部份有關的交易成本計入負債部份的賬面值，並採用實際利率法於可換股票據期間攤銷。

#### 股本工具

公司發行之股本工具按收到的所得款項減直接發行成本列賬。支付作重新購買公司本身之股本工具之代價從股本中扣減。損益概不於綜合收益表確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Financial Instruments

##### (i) Financial assets

Financial assets comprise trade receivables, other receivables, cash and cash equivalents, and amount due from non-controlling interests.

The Group classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Group's accounting policy for each category is as follows:

**Fair value through profit or loss:** This category comprises the financial assets that have been acquired for the purpose of selling or repurchasing it in the short-term or if so designated by management. This category includes derivatives which are not qualified for hedge accounting. Debt securities and bank deposits with embedded derivatives for yield enhancement whose economic characteristics and risks are not closely related to the host securities and deposits are designated as financial assets at fair value through profit or loss. They are carried in the consolidated statement of financial position at fair value with changes in fair value recognised in the consolidated statement of comprehensive income.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 金融工具

##### (i) 金融資產

金融資產包括應收貿易賬項、其他應收款項、現金及現金等值項目及應收非控制權益款項。

集團視乎金融資產之收購用途將該等資產歸類為以下其中一項。集團就各類別之會計政策如下：

**按公平值計入損益：**此類別指購入之目的為短期內或管理層指定出售或購回之金融資產。此類別亦包括不符合對沖會計處理之衍生工具。附帶內在衍生工具以增加回報收益之債務證券及銀行存款(而有關衍生產品之經濟特徵及風險均與主體證券及存款沒有密切關係者)歸類為按公平值計入損益之金融資產。金融資產乃按公平值於綜合財務狀況報表列賬，而公平值之變動則於綜合全面收入報表確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Financial Instruments (Continued)

##### (i) Financial assets (Continued)

Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade receivables), but also incorporate other types of contractual monetary asset. At the end of each reporting period subsequent to initial recognition, they are carried at amortised cost using the effective interest rate method, less any identified impairment losses.

Held-to-maturity investments: These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. At the end of each reporting period subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using effective interest rate method, less any identified impairment losses.

Available-for-sale: Non-derivative financial assets not included in the above categories are classified as available-for-sale and comprise the Group's strategic investments in entities not qualifying as subsidiaries, associates or jointly controlled entities. They are carried at fair value with changes in fair value recognised directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in the consolidated statement of comprehensive income. For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses at the end of each reporting period subsequent to initial recognition.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 金融工具(續)

##### (i) 金融資產(續)

貸款及應收款項：該等資產乃非衍生性質之金融資產，附帶固定或可計算之付款，但並不存在活躍市場之報價。貸款及應收款項主要透過向客戶提供貨品及服務(應收貿易賬項)所產生，亦包括其他類別之合約貨幣資產。於初步確認後各報告期終日，則採用實際利率準減任何已識別減值虧損進行攤銷。

持至到期投資：該等資產為擁有固定或可計算之付款及集團管理層認為可以或有能力持有至到期之固定年期之非衍生性質金融資產。於初步確認後各報告期終日，持至到期投資乃採用實際利率準減任何已識別減值虧損進行攤銷。

可供出售：並非屬於上述類別之非衍生性質金融資產乃列作可供出售，包括集團於非附屬公司、聯營公司或共同控制實體之實體作出之策略性投資。可供出售乃按公平值列賬，而公平值之變動則直接於權益中確認。倘可供出售金融資產之公平值減少構成客觀證據顯示出現減值，損失之數額乃於權益中扣除，並於綜合全面收入報表中確認。在活躍市場上並無已報市價之可供出售股本投資，其公平值無法可靠地計算，與該等非上市股本工具有關並須以交付該等工具結算之衍生工具，則須於初步確認後各報告期終日按成本減減值虧損計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Financial Instruments (Continued)

##### (ii) Financial liabilities

Financial liabilities comprise trade payables, other payables and accruals, interest-bearing bank loans and convertible note payable.

The Group classifies its financial liabilities into one of two categories, depending on the purpose for which the liabilities were incurred. The Group's accounting policies for each category is as follows:

Financial liabilities at fair value through profit or loss has two subcategories, including financial liabilities held for trading and those designated at fair value through profit or loss on initial recognition. At the end of each reporting period subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in the consolidated statement of comprehensive income in the period in which they arise.

Other financial liabilities: Other financial liabilities include the following items:

- Trade payables and other short-term monetary liabilities, which are recognised at amortised cost.
- Bank loans are initially recognised at the amount advanced net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statement of financial position. "Interest expense" in this context includes initial transaction costs and premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 金融工具(續)

##### (ii) 金融負債

金融負債包括應付貿易賬項、其他應付款項及應計款項、計息銀行貸款及應付可換股票據。

集團將金融負債分為兩類，視乎負債所產生之目的而定。集團就各類別之會計政策如下：

按公平值計入損益之金融負債有兩類，包括持有作買賣之金融負債及於初步確認時被指定按公平值計入損益之金融負債。於初步確認後之各報告期終日，按公平值計入損益之金融負債乃按公平值計量，而公平值之變動在彼等產生之期間內即時直接在綜合全面收入報表中確認。

其他金融負債：其他金融負債包括下列各項：

- 應付貿易賬項及其他短期貨幣負債，按攤銷成本確認。
- 銀行貸款乃初步按所墊付金額扣除發行工具直接應佔之任何交易成本確認。該等計息負債於其後採用實際利息法按攤銷成本計算，以確保於償還期間之利息開支乃就負債之結餘按固定利率於綜合財務狀況報表中列賬。「利息開支」就此而言，包括初步交易成本及贖回之應付溢價，以及未償還負債所產生之任何利息或應付票息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Financial Instruments (Continued)

##### (iii) Derecognition

Financial assets are derecognized when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in consolidated income statement.

Financial liabilities are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in consolidated income statement.

#### Owner-occupied leasehold interest in land

Interests in leasehold land held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on a straight-line basis to the consolidated income statement.

#### Leased assets

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 金融工具(續)

##### (iii) 終止確認

當從資產收取現金流之權利屆滿或金融資產獲轉讓時，以及集團已轉讓金融資產擁有權之絕大部分風險及回報，則會終止確認金融資產。於終止確認金融資產時，資產賬面值與已直接於權益確認已收及應收代價以及累計收益或虧損之總和間之差額於綜合收益表確認。

當相關合約特定之責任獲解除、註銷或屆滿時，則金融負債會終止確認。已終止確認金融負債之賬面值與已付代價間之差額於綜合收益表確認。

#### 業主佔用土地租賃權益

根據經營租賃持作自用之租賃土地之權益指於購入由承租人佔用之物業之長期權益時須先支付之數額。有關金額按成本列賬，並於租賃期內按直線法攤銷，攤銷金額列入綜合收益表。

#### 租賃資產

當租約條款將擁有權之絕大部份風險及回報轉移承租人時，租約分類為融資租賃。所有其他租約分類為經營租賃。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Leased assets (Continued)

##### *The Group as lessor*

Rental income from operating leases is recognised in the consolidated income statement on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### *The Group as lessee*

Rentals payable under operating leases are charged to the consolidated income statement on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

#### Employee benefits

##### (i) Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 租賃資產(續)

##### 集團作為出租人

來自經營租賃之租金收入以直線法於有關租約期內在綜合收益表確認。於進行經營租約談判及安排時產生之初期直接成本計入租賃資產之賬面值，並以直線法於租期內確認為開支。

##### 集團作為承租人

根據經營租賃應付之租金以直線法於有關租約期內自綜合收益表扣除。訂立經營租約作為優惠之已收及應收利益以直線法於租期內扣減租金開支。

#### 僱員福利

##### (i) 退休福利計劃

根據強制性公積金計劃條例，集團為所有合資格參與強積金計劃之僱員設立定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃按僱員基本薪金之百分比計算，並於根據強積金計劃之規定須作出供款時計入綜合收益表內。強積金計劃之資產以獨立管理基金形式持有，與集團之資產分開。集團就強積金計劃支付之僱主供款全部歸僱員所有。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Employee benefits (Continued)

##### (i) Retirement benefits scheme (Continued)

The employees of the Group's subsidiaries operating in the PRC are required to participate in a central pension scheme (the "Central Scheme") operated by the local municipal government in the PRC. The respective local municipal government in the PRC, undertakes to assume the retirement benefits obligations of all existing and future retired staff of these subsidiaries. The only obligation of these subsidiaries with respect to the Central Scheme is to meet the required contributions under the Central Scheme. The contributions are charged to the consolidated income statement as they become payable in accordance with the rules of the Central Scheme.

##### (ii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

##### (iii) Employee entitlements

Employee entitlements to annual leave and long service payment are recognised when they accrue to the employees. A provision is made for the estimated liability for annual leave and long service payment as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

### 3. 主要會計政策(續)

#### 僱員福利(續)

##### (i) 退休福利計劃(續)

集團於中國經營之附屬公司旗下僱員須參與由中國地方政府管理之中央退休金計劃(「中央計劃」)。中國之各別地方政府承諾會承擔該等附屬公司所有現時及日後退休員工之退休福利責任。該等附屬公司於中央計劃中之唯一責任乃根據中央計劃提供所需供款。有關供款會於根據中央計劃之規定須作出供款時自綜合收益表扣除。

##### (ii) 終止福利

只有當集團顯示其承諾終止僱用或透過沒有機會撤回之詳細並正式之自願離職計劃所提供之福利時，該終止服務福利方被確認。

##### (iii) 僱員權益

僱員應享年假及長期服務金乃於應計予僱員時確認，並就截至報告期終因僱員所提供服務而產生之估計年假及長期服務金負債作出撥備。

僱員應享病假及分娩或陪產假僅於支取假期時始予確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Share-based payments

##### *Equity-settled-share based payment transactions*

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the consolidated income statement on a straight-line basis over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated income statement over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the consolidated income statement is charged with the fair value of goods and services received.

#### Revenue recognition

Revenue is measurement at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 以股份為基礎之付款

##### *權益結算以股份為基礎付款之交易*

倘僱員獲授購股權，則購股權之公平值乃於授出日期按直線基準於歸屬期自綜合收益表扣除。倘出現非市場歸屬情況，則會考慮調整於各報告期終日預期將予歸屬之股本工具數目，因此按歸屬期確認之累計金額乃根據最終歸屬之購股權數目計算。市場歸屬情況已計入所授出購股權之公平值。只要所有其他歸屬情況獲達成，則不論是否達致市場歸屬情況均會作出扣除。倘未能達致市場歸屬情況，累計開支不會作出調整。

倘購股權之條款及條件於歸屬前獲修訂，購股權之公平值於緊接修訂前及緊隨修訂後之增加亦按剩餘歸屬年期自綜合收益表扣除。

倘股本工具乃授予非僱員之人士，則按所取得貨品及服務之公平值自綜合收益表扣除。

#### 收益確認

收益乃按已收或應收代價之公平值計量，指於日常業務過程中提供貨品及服務應收之款項(已扣除折扣及銷售相關稅項)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

Revenue from sales of goods are recognised in the consolidated income statement when goods are delivered and title has passed or when the significant risks and rewards of ownership have been transferred to the buyer.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rates applicable which is the rate that exactly discounts the estimates future cash receipts through the expected life of the financial asset to that assets net carrying amount.

Dividend income is recognised when the shareholders' rights to receive payment is established.

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

#### Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策 (續)

#### 收益確認 (續)

銷貨收入於貨品交付及擁有權轉移後或於擁有權之絕大部分風險及回報已轉讓予買方時於綜合收益表確認。

利息收入按時間比例根據未償還本金額及適用實際利率計算入賬。實際利率乃指將金融資產預計年期之估計未來現金收益準確地折算至其賬面淨值之比率。

股息收入於股東收取付款之權利獲確立時確認。

來自經營租賃之租金收入以直線法於有關租約期內確認。

#### 撥備及或然負債

如集團或公司因過往事件產生法定或推定責任而出現時間或金額未確定之負債，並可合理估計將可能導致經濟利益流出時，即會確認撥備。

如有關債務可能不會導致經濟利益流出，或未能可靠地估計金額，則有關債務會披露為或然負債，除非經濟利益流出之可能性很低。純粹視乎日後有否出現一個或多個情況而可能產生之債務，亦披露為或然負債，除非經濟利益流出之可能性很低。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Income taxes

Income tax for the period comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the consolidated income statement except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 所得稅

本期間所得稅包括即期稅項及遞延稅項資產及負債之變動。即期稅項及遞延稅項資產及負債之變動均在綜合收益表內確認，惟如某部份之即期稅項及遞延稅項資產及負債之變動與直接於權益中確認之項目有關，則該部份須於權益中確認。

即期稅項是按本期間應課稅收入，以於報告期終採用或主要採用之稅率計算之預期應繳稅項，及任何有關以往年度應繳稅項之調整。

遞延稅項資產及負債分別由資產及負債按財務報表之賬面值及課稅值兩者之可予扣減及應課稅之暫時性差異所產生。遞延稅項資產亦可由未經使用之稅務虧損及未經使用之稅項優惠所產生。

除了若干有限之例外情況外，所有遞延稅項負債，及所有遞延稅項資產(僅限於將來很可能取得應課稅盈利而令該項資產得以運用之部份)均予確認。容許確認由可予扣減暫時性差異所產生之遞延稅項資產之未來應課稅盈利包括其將由目前之應課稅暫時性差異回撥之部份，而此等應課稅暫時性差異應由同一稅務當局向同一應課稅單位徵收，並預期在可予扣減暫時性差異預期回撥之同一期間內回撥或在由遞延稅項資產產生之稅務虧損能轉回或轉入之期間內回撥。在評定目前之應課稅暫時性差異是否容許確認由未經使用之稅務虧損及優惠所產生之遞延稅項資產時採用上述相同之標準，即該等暫時性差異由同一稅務當局向同一應課稅單位徵收，並預期在稅務虧損或優惠能應用之期間內回撥方計算在內。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Income taxes (Continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 所得稅(續)

該等確認遞延稅項資產及負債之有限例外情況，包括不可在稅務方面獲得扣減之商譽所引致之暫時性差異、首次確認但並不影響會計盈利及應課稅盈利之資產或負債(惟其不可為業務合併之部分)、以及有關於附屬公司之投資所引致之暫時性差異，如為應課稅差異，則集團控制回撥期限及該差異於可預見未來將可能不會回撥；或如為可予扣減差異，則只限於可能在未來回撥之差異。

應確認之遞延稅項數額是按照資產及負債賬面值之預期變現或清償方式，以報告期終採用或主要採用之稅率計算。遞延稅項資產及負債均無作貼現計算。

集團會在各報告期終評估遞延稅項資產之賬面值。如果不再可能取得足夠之應課稅盈利以運用有關之稅務利益，賬面金額則予以調低。如日後可能取得足夠之應課稅盈利時，任何已扣減金額則予以撥回。

分派股息所產生之額外所得稅在支付有關股息之責任確認時予以確認。

即期稅項及遞延稅項結餘及其變動，乃各自分開列示及並無相互抵銷。若公司或集團在法律上擁有抵銷即期稅項資產及即期稅項負債之行使權利及符合下列額外條件，則即期稅項資產可抵銷即期稅項負債，及遞延稅項資產可抵銷遞延稅項負債：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Income taxes (Continued)

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### Foreign currency

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which it operates (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are similarly recognised immediately in the consolidated statement of comprehensive income, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation.

Change in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security, and other changes in the carrying amount of the security. Translation differences are recognised in the consolidated statement of comprehensive income.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 所得稅(續)

- 若為即期稅項資產及負債：公司或集團計劃以淨額清償，或計劃同時變現資產和清償負債；或
- 若為遞延稅項資產及負債：如其與同一稅務當局向下述者徵收之所得稅有關：
  - 同一應課稅單位；或
  - 如為不同之應課稅單位，預期在未來每一個週期將清償或追償顯著數目之遞延稅項負債或資產及計劃以淨額基準清償即期稅項資產及即期稅項負債或計劃同時變現即期稅項資產及清償即期稅項負債。

#### 外幣

集團實體以所經營之主要經濟環境之貨幣(「功能貨幣」)以外之其他貨幣訂立之交易，則按進行交易時之匯率記錄。外幣貨幣資產及負債於報告期終按匯率換算。因重新換算未償付貨幣資產及負債所產生之匯兌差額一般會即時於綜合全面收入報表確認，除非外幣借貸被列作對沖海外業務投資淨額。

以外幣為單位及被分類為可供出售證券之貨幣證券公平值轉變將在其證券攤銷成本轉變衍生之匯兌差額及其他證券賬面值轉變之間分配。匯兌差額會在綜合全面收入報表中確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Foreign currency (Continued)

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in the consolidated income statement as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale are included in the fair value reserve in equity.

On consolidation, the results of overseas operations are translated into Hong Kong dollars at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the end of reporting period. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised directly in consolidated statement of comprehensive income (the "foreign exchange reserve"). Exchange differences recognised in the consolidated statement of comprehensive income of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the overseas operation concerned are reclassified to the foreign exchange reserve if the item is denominated in the functional currency of the Group or the overseas operation concerned.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are transferred to the consolidated statement of comprehensive income as part of the profit or loss on disposal.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 所得稅(續)

非貨幣金融資產及負債之匯兌差額呈報為公平值盈虧之一部分。非貨幣金融資產及負債(例如按公平值計入損益之權益)之匯兌差額將於綜合收益表中確認為公平值盈虧一部分。非貨幣金融資產(例如分類為可供出售之權益)之匯兌差額在權益之公平值儲備內列賬。

於綜合賬目時，海外業務之業績乃按交易進行之概約匯率換算為港元。海外業務之所有資產及負債(包括因收購該等業務而產生之商譽)按報告期終之匯率換算。按開盤匯價換算之期初資產淨值與按實際匯率計算海外業務之業績之匯兌差額乃直接於綜合全面收入報表中確認(「外匯儲備」)。倘項目乃以集團或海外業務之功能貨幣計值，則於集團實體之獨立財務報表中就換算組成集團海外業務投資淨額部份之長期貨幣項目而於綜合全面收入報表確認之匯兌差額重新分類為外匯儲備。

於出售海外業務時，有關該業務於外匯儲備中直至出售日期為止所確認之累計匯兌差額乃轉撥至綜合全面收入報表列作出售之損益。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 3. PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Borrowing costs

Borrowing costs are included in finance costs in the consolidated income statement in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

### 4. TURNOVER

The Group is principally engaged in the (i) exploitation and management of timber resources in the PRC; (ii) research and development, processing, manufacture, distribution, marketing and sales of a wide range of timber products and (iii) the manufacture and sales of electronic products.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 3. 主要會計政策(續)

#### 借貸成本

除直接用作收購、建設或製造而需要相當長時間才可以投入原定用途或銷售之資產之借貸成本予以資本化外，借貸成本均在產生之期間包括於綜合收益表之財務成本內。

借貸成本乃於資產之開支產生、借貸成本產生及有關籌備資產作其擬定用途或出售所需之活動進行時即資本化作為合格資產之部份成本。當所有有關籌備合格資產作其擬定用途或出售所需之活動大致上中斷或完成時，即暫停中止或停止資本化借貸成本。

### 4. 營業額

集團主要從事(i)於中國開發及管護林木資源；(ii)研發、加工、製造、分銷、市場推廣及銷售廣泛林木產品及(iii)製造及銷售電子產品。

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Income from logging and trading of timber and sales of flooring products	木材採伐及買賣以及銷售木地板產品之收入	1,662	58,795
Sales of electronic products	銷售電子產品	186,896	206,160
		<b>188,558</b>	264,955

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 5. SEGMENT INFORMATION

Segment information is presented by way of two segment formats:

- (i) on a primary segment reporting basis, by business segment; and
- (ii) on a secondary segment reporting basis, by geographical segment.

The principal activities of the Group are (i) integrated timber business and (ii) the manufacture and sales of electronic products, which is managed according to the geographical location of ultimate customers.

Each of the Group's geographical segments, represents a strategic business unit that offers products to customers located in different geographical areas which are subject to risks and returns that are different from those of other geographical segments.

The Group's geographical segments are as follows:

- (a) People's Republic of China;
- (b) Hong Kong;
- (c) India;
- (d) Elsewhere in Asia; and
- (e) Africa, Western Europe, the Middle East, North and South America, and Russia.

In determining the Group's geographical segments, revenues, results, assets and liabilities are attributed to the segments based on the location of the customers.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 5. 分類資料

分類資料以兩種分類形式呈列：

- (i) 以業務分類作為主要分類呈報基準；及
- (ii) 以地區分類作為輔設分類呈報基準。

集團之主要業務為(i)綜合林木業務及(ii)製造及銷售電子產品，主要業務乃根據最終客戶所在地區管理。

集團之各地區分部乃向位於不同地區之客戶提供產品之策略商業單位，各地區分類之風險及回報不盡相同。

集團之地區分類如下：

- (a) 中華人民共和國；
- (b) 香港；
- (c) 印度；
- (d) 亞洲其餘地區；及
- (e) 非洲、西歐、中東、南北美洲及俄羅斯。

於決定集團之地區分類時，收益、業績、資產及負債乃因應客戶所在地區而歸屬不同分類。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### (a) Business segments

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's business segments.

For the six months ended 30 June

		Timber business 林木業務		Electronic consumer products business 電子消費者產品業務		Consolidated 綜合	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元	2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Segment revenue:	分類收益：						
Sales to external customers	向外間客戶銷售	1,662*	58,795	186,896	206,160	188,558	264,955
Segment results	分類業績	361,235	(3,124)	(7,917)	(12,539)	353,318	(15,663)
Unallocated expenses	未分配之開支					(28,867)	(50,655)
Profit/(loss) before tax	除稅前溢利/(虧損)					324,451	(66,318)
Income tax expenses	所得稅開支					(755)	(129)
Profit/(loss) for the period attributable to owners of the Company	期內公司擁有人 應佔溢利/(虧損)					323,696	(66,447)
<b>Other segment information:</b>	<b>其他分類資料：</b>						
Depreciation	折舊	1,185	12,780	9,558	9,908	10,743	22,688
Unallocated depreciation	未分配之折舊	-	-	-	-	28	28
		1,185	12,780	9,558	9,908	10,771	22,716
Capital expenditure	資本開支	2,546	973	7,244	5,403	9,790	6,376
Write-down of inventories to net realisable value	撇減存貨至 可變現淨值	3,679	-	413	-	4,092	-

\* Pursuant to Memorandum of Understanding signed on 29 June 2009 and conditional share transfer agreement signed on 10 July 2009 in respect of the proposed transactions, this amount representing the revenue from G&G Wood will not be consolidated in the accounts of the Group upon the completion of proposed transactions.

### 5. 分類資料(續)

#### (a) 業務分類

下表載列集團業務分類之收益、業績與若干資產、負債及開支之資料。

截至六月三十日止六個月

\* 根據就建議交易而於二零零九年六月二十九日訂立之諒解備忘錄及於二零零九年七月十日訂立之有條件股份轉讓協議，此金額乃來自綠之嘉木制品之收入，於完成建議交易後不後併入集團之賬目內計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### (a) Business segments (Continued)

For the six months ended 30 June (Continued)

### 5. 分類資料(續)

#### (a) 業務分類(續)

截至六月三十日止六個月(續)

		Timber business 林木業務		Electronic consumer products business 電子消費者產品業務		Consolidated 綜合	
		2009 二零零九年 (Unaudited) HK\$'000 千港元	2008 二零零八年 (Unaudited) HK\$'000 千港元	2009 二零零九年 (Unaudited) HK\$'000 千港元	2008 二零零八年 (Unaudited) HK\$'000 千港元	2009 二零零九年 (Unaudited) HK\$'000 千港元	2008 二零零八年 (Unaudited) HK\$'000 千港元
Write (back)/down value of property, plant and equipment	(撥回)/撇減物業、廠房及設備	(88,935)	-	11,302	3,228	(77,633)	3,228
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及備之(收益)/虧損	(43)	-	-	2,778	(43)	2,778
Impairment loss recognised/(reversal) in respect of trade receivables	就應收貿易賬項確認/(撥回)之減值虧損	14,512	-	(886)	-	13,626	-
Impairment loss (reversal)/recognised in respect of doubtful otherreceivables	就其他應收款項呆壞賬(撥回)/確認之減值虧損	(2,768)	-	110	-	(2,658)	-
Deficit on revaluation of leasehold land and buildings	重估租賃土地及樓宇之虧絀	804	-	-	-	804	-
At 30 June 2009 (Unaudited)/ At 31 December 2008 (Audited)	於二零零九年六月三十日(未經審核)/ 二零零八年十二月三十一日(經審核)						
Segment assets	分類資產	4,262,383	3,554,467	258,537	554,239	4,520,920	4,108,706
Unallocated assets	未分配之資產	-	-	-	-	143,739	13,445
Total assets	總資產	4,262,383	3,554,467	258,537	554,239	4,664,659	4,122,151
Segment liabilities	分類負債	636,256	635,468	86,943	95,697	723,199	731,165
Unallocated liabilities	未分配之負債	-	-	-	-	36,401	57,431
Total liabilities	總負債	636,256	635,468	86,943	95,697	759,600	788,596

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### (b) Geographical segments based on the location of customers

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's geographical segments.

For the six months ended 30 June

### 5. 分類資料(續)

#### (b) 按客戶所在地區分析之地區分類

下表載列集團各地區分類之收益、業績與若干資產、負債及開支之資料。

截至六月三十日止六個月

		People's Republic of China		Hong Kong		India		Elsewhere in Asia		Africa, Western Europe, the Middle East, North and South America, and Russia		Consolidated	
		中華人民共和國		香港		印度		亞洲其餘地區		非洲、西歐、中東、南北美洲及俄羅斯		綜合	
		2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment revenue:	分類收益:												
Sales to external customers	向外間客戶銷售	24,694	86,376	1,193	1,118	57,669	59,949	26,543	29,282	78,459	88,230	188,558	264,955
Segment results	分類業績	373,258	2,207	(29,343)	(39,751)	(2,828)	(3,647)	(1,209)	(1,707)	(3,704)	(5,178)	336,174	(48,076)
Unallocated income	未分配之收入											2,321	888
Unallocated expenses	未分配之開支											(548)	(126)
Profit/(loss) from operations	經營溢利/(虧損)											337,947	(47,314)
Finance costs	財務成本											(13,496)	(19,004)
Profit/(loss) before tax	除稅前溢利/(虧損)											324,451	(66,318)
Income tax expenses	所得稅開支											(755)	(129)
Profit/(loss) for the period attributable to the owners of the Company	期內公司擁有人應佔溢利/(虧損)											323,696	(66,447)
Other segment information:	其他分類資料:												
Depreciation	折舊	2,159	13,895	265	265	2,949	2,881	1,358	1,407	4,012	4,240	10,743	22,688
Unallocated depreciation	未分配之折舊	-	-	-	-	-	-	-	-	-	-	28	28
		2,159	13,895	265	265	2,949	2,881	1,358	1,407	4,012	4,240	10,771	22,716
Capital expenditure	資本開支	3,439	4,135	46	110	2,235	1,959	1,029	519	3,041	2,431	9,790	9,154
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	3,733	-	2	-	131	-	63	-	163	-	4,092	-



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 5. SEGMENT INFORMATION (Continued)

#### (b) Geographical segments based on the location of customers (Continued)

At 30 June 2009 (Unaudited)/31 December 2008 (Audited)

### 5. 分類資料(續)

#### (b) 按客戶所在地區分析之地區分類(續)

於二零零九年六月三十日(未經審核)/二零零八年十二月三十一日(經審核)

		People's Republic of China		Hong Kong		India		Elsewhere in Asia		Africa, Western Europe, the Middle East, North and South America, and Russia		Consolidated	
		中華人民共和國		香港		印度		亞洲其餘地區		非洲、西歐、中東、南北美洲及俄羅斯		綜合	
		2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
		(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)	(未經審核)	(經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分類資產	4,110,665	3,619,290	6,403	11,554	117,825	139,052	56,700	65,340	146,184	200,272	4,437,777	4,035,508
Unallocated assets	未分配之資產	-	-	-	-	-	-	-	-	-	-	226,882	86,643
Total assets	總資產	4,110,665	3,619,290	6,403	11,554	117,825	139,052	56,700	65,340	146,184	200,272	4,664,659	4,122,151
Segment liabilities	分類負債	583,565	71,671	63,960	577,119	26,827	27,828	12,348	13,592	36,499	40,955	723,199	731,165
Unallocated liabilities	未分配之負債	-	-	-	-	-	-	-	-	-	-	36,401	57,431
Total liabilities	總負債	583,565	71,671	63,960	577,119	26,827	27,828	12,348	13,592	36,499	40,955	759,600	788,596



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 6. OTHER INCOME

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	43	-
Reversal of impairment loss of property, plant and equipment	撥回物業、廠房及設備之減值虧損	88,935	-
Reversal of impairment loss in respect of other receivables	撥回其他應收款項之減值虧損	2,768	-
Sundry income	雜項收入	872	537
Rental income	租金收入	132	-
Dividend income	股息收入	-	30
Interest income	利息收入	1,454	351
		<b>94,204</b>	918

### 7. OTHER GAINS AND LOSSES

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Gain arising from changes in fair value less estimated point-of-sale costs of biological assets	生物資產之公平值變動減估計銷售點成本產生之收益	330,793	-
Impairment loss on available-for-sales financial assets	可供出售金融資產之減值虧損	-	(6,501)
		<b>330,793</b>	(6,501)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 8. PROFIT/(LOSS) FROM OPERATIONS

The Group's profit/(loss) from operations is arrived at after charging:

### 8. 經營溢利／(虧損)

集團之經營業務溢利／(虧損)已扣除：

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of inventories sold	已售存貨之成本	175,693	222,495
Depreciation of property, plant and equipment on – owned assets	物業、廠房及 設備折舊 – 自置資產	10,771	22,716
Amortisation of owners occupied leasehold interest in land	業主佔用土地租賃權益攤銷	572	430
Minimum lease payments under operating leases for leasehold land and buildings	經營租約之租賃土地及 樓宇最低租金付款	2,850	908
Auditors' remuneration	核數師酬金	980	165
Staff costs (excluding directors' emoluments) – Wages and salaries	職工成本(不包括董事酬金) – 工資及薪金	37,761	34,082
Retirement benefits scheme contributions (excluding directors' contributions)	退休福利計劃供款 (不包括董事供款)	2,525	2,483
Share-based payments expenses	以股份為基礎付款之開支	23,616	33,238
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	4,092	–
Impairment loss recognised in respect of trade receivables	就應收貿易賬項確認之減值虧損	13,626	–
Impairment loss recognised in respect of other receivables	就其他應收款項確認之減值虧損	110	–
Exchange loss, net	匯兌虧損，淨額	201	51
Write-down of property, plant and equipment	撇減物業、廠房及設備	11,302	3,228
Deficit on revaluation of leasehold land and buildings	重估租賃土地及樓宇之虧絀	804	–
Impairment loss on available- for-sales financial assets	可供出售金融資產之減值虧損	–	6,501
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	–	2,778

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 9. FINANCE COSTS

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Interest on:	以下項目之利息：		
Bank loans wholly repayable within 5 years	須於五年內全數償還之 銀行貸款	12,252	14,368
Convertible note payable	應付可換股票據	1,244	4,636
		<b>13,496</b>	19,004

### 9. 財務成本

### 10. INCOME TAX EXPENSES

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Current taxation:	本期間稅項：		
Hong Kong	香港	-	-
Other jurisdictions	其他司法權區	311	257
Under/(over)-provision in prior years	往年撥備不足/(超額撥備)		
Hong Kong	香港	-	(128)
Other jurisdictions	其他司法權區	444	-
		<b>755</b>	129

### 10. 所得稅開支

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 10. INCOME TAX EXPENSES (Continued)

Hong Kong Profits Tax is calculated at 16.5% (2008:16.5%) of the estimated assessable profits arising in Hong Kong for the Period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

Pursuant to the laws and regulations in the PRC, certain Group's PRC subsidiaries are entitled to exemption from PRC Foreign Enterprise Income Tax for two years commencing from their first profit-making year, followed by a 50% relief for the three years thereafter.

Under Decree-Law no. 58/99/M, a Macau company incorporated under that Law (called "58/99/M Company") is exempted from Macau complementary tax (Macau income tax) as long as the 58/99/M Company does not sell its products to a Macau resident company. Currently, Tak Shun (Lam's) Macao Commercial Offshore Limited is qualified as 58/99/M Companies.

No provision for deferred tax had been made as the Group did not have any significant unprovided deferred tax assets and liabilities in respect of the Period (2008: Nil).

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 10. 所得稅開支(續)

香港利得稅乃根據本期間在香港賺取之估計應課稅溢利按稅率16.5% (二零零八年：16.5%)計算撥備。

在其他司法權區產生之稅項乃根據各司法權區之現行稅率計算。

根據中國法律及法規，若干集團之中國附屬公司有權豁免中國外資企業所得稅，由首個獲利年度起計兩年，其後三年則減半。

根據澳門第58/99/M號法令，按照該法令註冊成立之澳門公司(「58/99/M公司」)，可獲豁免繳納澳門補充稅(澳門所得稅)，惟58/99/M公司不可向澳門本土公司銷售其產品。目前德信(林氏)澳門離岸商業服務有限公司符合58/99/M公司資格。

由於集團於本期間並無任何重大未撥備遞延稅項資產及負債(二零零八年：無)，因此並無作出遞延稅項撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 10. INCOME TAX EXPENSES (Continued)

The tax expenses for the Period can be reconciled to the profit/(loss) per the consolidated income statement is as follows:

### 10. 所得稅開支(續)

本期間稅務支出與溢利/(虧損)於綜合收益表之對賬如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2009 二零零九年 (Unaudited) (未經審核) HK\$'000 千港元	2008 二零零八年 (Unaudited) (未經審核) HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利/(虧損)	324,451	(66,318)
Tax at domestic income tax rate	按本地所得稅稅率計算之稅項	53,534	(10,942)
Tax effect of expenses that are not deductible in determining taxable profit	就計算應課稅溢利不可扣除開支之稅務影響	9,626	3,206
Tax effect of income that is not taxable in determining taxable profit	就計算應課稅溢利毋須課稅收入之稅務影響	(66,142)	(1,830)
Tax effect of tax losses not recognized	未確認稅務虧損之稅務影響	4,248	9,610
Under/(over)-provision in prior periods	過往期間撥備不足/(超額撥備)	444	(144)
Utilization of previously unrecognized tax losses	動用過往未確認稅務虧損	77	29
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司之不同稅率之影響	(1,032)	200
Tax expenses for the Period	本期間稅務支出	755	129

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 11. DIVIDEND

No interim dividend has paid or proposed for the six months ended 30 June 2009 and has been proposed since the end of reporting period (30 June 2008: Nil).

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

#### (a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the Group's profit for the Period attributable to the owners of the Company of approximately HK\$214,224,000 (2008: loss of HK\$65,505,000) and the weighted average of 24,456,221,801 (2008: 17,669,581,347) ordinary shares in issue during the Period.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 11. 股息

截至二零零九年六月三十日止六個月並無派付或擬派股息，而自報告期終以來亦無擬派任何股息(二零零八年六月三十日：無)。

### 12. 每股盈利／(虧損)

#### (a) 每股基本盈利／(虧損)

每股基本盈利／(虧損)乃根據本期間集團之公司擁有人應佔溢利約214,224,000港元(二零零八年：虧損65,505,000港元)及本期間24,456,221,801股(二零零八年：17,669,581,347股)已發行普通股之加權平均數。

		Six months ended 30 June 截至六月三十日止六個月	
Weighted average number of ordinary shares		2009 二零零九年 (Unaudited) (未經審核)	2008 二零零八年 (Unaudited) (未經審核)
		普通股加權平均數	
Issued ordinary shares at 1 January	於一月一日之已發行普通股	23,452,299,150	17,629,928,600
Effect of issuance of placing shares	發行配售股份之影響	407,237,569	-
Effect of issuance of conversion shares	發行換股股份之影響	596,685,082	-
Effect of exercise of share options	行使購股權之影響	-	38,128,022
Effect of exercise of listed warrants	行使上市認股權證之影響	-	1,524,725
Weighted average number of ordinary shares at 30 June	於六月三十日之普通股加權平均數	24,456,221,801	17,669,581,347

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

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

#### (b) Diluted earnings/(loss) per share

As the share options, conversion shares and listed warrants outstanding during the six months ended 30 June 2009 and 2008 were anti-dilutive to the Group's earning/(loss) per share, diluted earnings/(loss) per share were not adjusted in this respect for the six months ended 30 June 2009 and 2008.

### 13. OWNER-OCCUPIED LEASEHOLD INTEREST IN LAND

The Group's owner-occupied leasehold interest in land comprises:

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 12. 每股盈利／（虧損）（續）

#### (b) 每股攤薄盈利／（虧損）

由於截至二零零九年及二零零八年六月三十日止六個月內之未行使購股權、換股股份及上市認股權證對集團之每股盈利／（虧損）具有反攤薄效應，故於截至二零零九年及二零零八年六月三十日止六個月並無就此調整每股攤薄盈利／（虧損）。

### 13. 業主佔用土地租賃權益

集團之業主佔用土地租賃權益包括：

		30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2008 二零零八年 十二月三十日 (Audited) (經審核) HK\$'000 千港元
Medium-term leasehold land in PRC	於中國之中期租賃土地	51,944	52,397
Analysed for reporting purpose as:	為報告之目的分析為：		
- current assets	- 流動資產	572	984
- non-current assets	- 非流動資產	51,372	51,413
		51,944	52,397



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 14. GOODWILL

		<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十日 (Audited) (經審核) HK\$'000 千港元
<b>Cost</b>	<b>成本</b>		
At 1 January	於一月一日	<b>25,715</b>	25,715
Arising on acquisition	因收購而產生	-	-
At the end of the period/year	於期終/年終	<b>25,715</b>	25,715
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>		
At 1 January	於一月一日	<b>(25,715)</b>	-
Provided for the period/year	期內/年內撥備	-	(25,715)
At the end of the period/year	於期終/年終	<b>(25,715)</b>	(25,715)
<b>Carrying amount</b>	<b>賬面值</b>		
At the end of the period/year	於期終/年終	-	-

As at 31st December 2008, the directors of the Company reviewed the performance and viability of floorboard manufacturing business, which was operated by 綠之嘉木制品制造有限公司 ("G&G Wood Products"), a subsidiary of the Company. The directors of the Company estimated that G&G Wood Products cannot generate sufficient cash flow to sustain a viable business. Thus, impairment losses have been fully provided for the goodwill which arised from acquisition of G&G Wood Products.

於二零零八年十二月三十一日，公司董事已檢討由公司之附屬公司綠之嘉木制品制造有限公司(「綠之嘉木制品」)經營之地板製造業務之表現及可行性。公司董事估計，綠之嘉木制品未能產生足夠現金流以維持可行業務。因此，已就收購綠之嘉木制品所產生之商譽計提全數減值虧損撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Medium term leasehold Land and Buildings	Construction in progress	Plant and machinery	Leasehold Improvements, furniture, office equipment and motor vehicles 租賃物業裝修、 傢具、辦公室 設備及汽車	Total
		中期租賃土地及樓宇 HK\$'000 千港元	在建工程 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
<b>Cost or valuation</b>	<b>成本或估值</b>					
At 1 January 2008 (Audited)	於二零零八年一月一日(經審核)	140,280	28,401	386,262	21,580	576,523
Additions	添置	-	9,091	3,601	6,606	19,298
Transfer	轉讓	19,311	(19,311)	-	-	-
Deficit on revaluation	重估虧絀	(51,603)	-	-	-	(51,603)
Write-down of property, plant and equipment	撇減物業、廠房及設備	(39,876)	-	(243,285)	(832)	(283,993)
Disposals	出售	-	-	(6,405)	(1,324)	(7,729)
Exchange realignment	匯兌調整	8,638	766	22,142	1,103	32,649
At 31 December 2008 and 1 January 2009 (Audited)	於二零零八年十二月三十一日及 二零零九年一月一日(經審核)	76,750	18,947	162,315	27,133	285,145
Additions	添置	292	1,691	5,937	1,870	9,790
Transfer	轉讓	5,388	(5,420)	-	32	-
Deficit on revaluation	重估虧絀	(804)	-	-	-	(804)
Write-back of property, plant and equipment	撥回物業、廠房及設備	-	-	88,935	-	88,935
Write-down of property, plant and equipment	撇減物業、廠房及設備	-	-	(46,522)	-	(46,522)
Disposals	出售	-	-	(2,069)	(3,322)	(5,391)
Reclassification as held for sales	重新分類為持作出售	-	-	(88,935)	-	(88,935)
Exchange realignment	匯兌調整	175	31	385	53	644
At 30 June 2009 (Unaudited)	於二零零九年六月三十日(未經審核)	81,801	15,249	120,046	25,766	242,862
Analysis of cost or valuation	成本或估值分析					
At cost	按成本	-	15,249	120,046	25,766	161,061
At valuation	按估值	81,801	-	-	-	81,801
		81,801	15,249	120,046	25,766	242,862
<b>Depreciation</b>	<b>折舊</b>					
At 1 January 2008 (Audited)	於二零零八年一月一日(經審核)	-	-	76,348	11,650	87,998
Provided for the year	年內撥備	5,427	-	48,508	4,229	58,164
Write-back on revaluation	重估時撥回	(2,107)	-	-	-	(2,107)
Write-down of property, plant and equipment	撇減物業、廠房及設備	(3,322)	-	(41,252)	(183)	(44,757)
Disposals	出售	-	-	(3,534)	(1,241)	(4,775)
Exchange realignment	匯兌調整	92	-	5,784	592	6,468
At 31 December 2008 and 1 January 2009 (Audited)	於二零零八年十二月三十一日及 二零零九年一月一日(經審核)	90	-	85,854	15,047	100,991
Provided for the period	期內撥備	786	-	8,344	1,641	10,771
Write-back on revaluation	重估時撥回	-	-	-	-	-
Write-down of property, plant and equipment	撇減物業、廠房及設備	-	-	(35,220)	-	(35,220)
Disposals	出售	-	-	(96)	(846)	(942)
Exchange realignment	匯兌調整	1	-	201	28	230
At 30 June 2009 (Unaudited)	於二零零九年六月三十日(未經審核)	877	-	59,083	15,870	75,830
<b>Carrying amounts</b>	<b>賬面值</b>					
At 30 June 2009 (Unaudited)	於二零零九年六月三十日(未經審核)	80,924	15,249	60,963	9,896	167,032
At 31 December 2008 (Audited)	於二零零八年十二月三十一日(經審核)	76,660	18,947	76,461	12,086	184,154

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's leasehold land and buildings included above are held under the following lease terms:

### 15. 物業、廠房及設備(續)

上文所載之集團租賃土地及樓宇乃根據以下租賃年期持有：

	30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Medium-term leases in Hong Kong 於香港之中期租約	4,872	4,900
Medium-term leases in the PRC 於中國之中期租約	76,052	71,760
	<b>80,924</b>	76,660

At 30 June 2009, one of the leasehold land and buildings which located in PRC were revalued on a depreciated replacement costs basis by LCH (Asia Pacific) Surveyors Limited, at HK\$3,020,000 (2008: HK\$3,824,000). The resulting revaluation deficit of approximately HK\$804,000 (2008: deficit of approximately HK\$941,000) had been charged to the consolidated income statement.

For the remaining leasehold land and buildings which located in Hong Kong and PRC been carried at historical cost or valuation less accumulated depreciation, the directors have considered the carrying amount of such leasehold land and building do not differ significantly from the previously revalued amounts at 31 December 2008.

於二零零九年六月三十日，其中一項位於中國之租賃土地及樓宇由利駿行測量師有限公司以折舊重置成本基準重估為3,020,000港元(二零零八年:3,824,000港元)。因重估產生之虧絀約804,000港元(二零零八年:虧絀約941,000港元)已於綜合收益表扣除。

就其餘位於香港及中國按歷史成本或估值減累計折舊列賬之租賃土地及樓宇而言，董事認為該等租賃土地及樓宇之賬面值與先前於二零零八年十二月三十一日之重估金額差別不大。

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 16. BIOLOGICAL ASSETS

		<b>30 June 2009</b> 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
At 1 January	於一月一日	<b>3,227,017</b>	3,415,440
Direct sales	直接出售	-	(29,376)
Addition	添置	-	4,942
Exchange realignment	匯兌調整	<b>7,309</b>	180,905
Gain/(loss) arising from changes in fair value less estimated point-of-sale cost of biological assets	生物資產之公平值變動減估計銷售點成本產生之收益/(虧損)	<b>330,793</b>	(344,894)
At the end of the period/year	期終/年終	<b>3,565,119</b>	3,227,017

The analysis of fair value of biological assets by location is as follows:

生物資產之公平值按地區分類如下：

		<b>30 June 2009</b> 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Hebei	河北	<b>31,438</b>	32,588
Yunnan	雲南	<b>3,533,681</b>	3,194,429
		<b>3,565,119</b>	3,227,017

At 30 June 2009 and 31 December 2008, the Group's biological assets in PRC were independently valued by LCH (Asia-Pacific) Surveyors Limited.

於二零零九年六月三十日及二零零八年十二月三十一日，集團於中國之生物資產乃由利駿行測量師有限公司獨立估值。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 16. BIOLOGICAL ASSETS (Continued)

In valuing the inventory of standing trees, the valuer has considered three approaches to value with reference to inventory of standing trees as well as the accounting standard, and found that market approach is the most reasonable approach for this valuation. This method uses the present market value in terms of price per unit volume of the final product and the total merchantable volume of timber in the concession as basis for coming up with the estimated value. The underlying theory of this approach is existing market price is dependent parameter since it reflects how much the buyer is willing to pay and how much the seller is willing to give up his goods and services.

In using the market approach, the valuer has taken the following into consideration:

- Average diameter and length of round logs being sold in the locality;
- The diameter at breast height and the merchantable height of the standing trees;
- Parameters used in classifying young, mid-aged, near mature and mature trees;
- Species of the standing trees;
- The quantity of timber based on the adjusted inventory provided to us; and
- Cutting cost, transportation cost, forestry fund, and other associated costs necessary to process the standing trees to round logs.

The valuer understands, that it is the intention of the Group to sell the biological assets as i) round logs to sawmills in their respective locality, ii) raw material in its solid and engineered wood factory and iii) process some of the harvested timber to sawn timber in its sawmill. Factors considered in selling harvested timber are location of the forest area, species of timber, volume of timber and requirement of the Green & Good Group's owned factories. The valuer has assumed in its valuation that the entire inventory will be sold in their respect locality as round logs since the Green & Good Group's intended to use only a small quantity of the timber for processing in owned factories.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 16. 生物資產(續)

於對現時存活之樹木估值時，估值師曾參考現時存活之樹木之存量及會計準則而考慮三種估值方法，並發現市場估價法是此項估值之最合理方法。此估價法乃採用木材之最終產品之每單位數量之現行市值及有關林場內可供出售之木材總數量為計算基準，以計算有關之估計價值。此估價法之基本理論為，現行市價為足以依據之參數，因其反映買方願意付出之價格及賣方就售出及提供貨物及服務而願意收取之價格。

在採用市場估價法時，估值師曾考慮以下各點：

- 在當地出售之圓材之平均圓周及長度；
- 現時存活之樹木之胸高直徑及商用材高；
- 分辨幼樹、半長成樹、接近長成樹及已長成樹之參數；
- 現時存活樹木之種類；
- 根據吾等所獲提供之經調整木材存量計算之木材數量；及
- 把現時存活之樹木處理成為圓材所需動用之採伐成本、運輸成本、林產業基金及其他相關成本。

估值師知悉，集團有意將生物資產作為：i)圓材，售予彼等各自所在地區之鋸木廠；ii)原材料，售予硬木及複合木材廠；及iii)部份已採伐木材售予鋸木廠加以處理成為經鋸切之木材。就出售已採伐木材所考慮之因素為林場之所在地點、木材之樹種、木材存量及是否需要綠之嘉集團本身之廠房加以處理。估值師在估值報告中已假設全部木材存量將會在彼等各自之所在地區以圓材形式出售，因綠之嘉集團僅有意經本身廠房處理少量木材。

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FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 16. BIOLOGICAL ASSETS (Continued)

During the valuer's on-site inspection, the valuer was informed that young and mid-age trees are also marketable but at lower prices compared to near mature, mature and over mature trees. For this reason, the valuer has valued the entire timber inventory in the forestry reports.

In valuing the inventory of standing tree using the market approach, the valuer has used the average mill gate round log prices taking into consideration tree species, age and location.

Reasonable recovery rates to allow for losses before and during harvesting as well as costs required to harvest and transport the timber from the forest to local point of sales were then deducted to arrive at its opinion of value. The other costs that were considered in the valuer's valuation are: harvesting and transportation cost to main road or point of sales, local and national taxed fund, forestry road allowance and forest management cost.

### 17. PARTICULARS OF SUBSIDIARIES

Particulars of the principal subsidiaries as at 30 June 2009 are as follows:

Name 公司名稱	Place of incorporation/ establishment and operations 註冊成立/成立及 營業地點	Nominal value of paid-up share/ registered capital 實繳股本/ 註冊資本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Green & Good Group Limited ("Green & Good") (Note 1) 綠之嘉集團有限公司 (「綠之嘉」)(附註1)	British Virgin Islands 英屬處女群島	Ordinary US\$100 普通股100美元	70	-	Investment holding 投資控股
Leeka Wood Co., Ltd. (Note 2) 綠之嘉木業有限公司(附註2)	PRC 中國	RMB100,000,000 人民幣100,000,000元	-	70	Manufacture, distribution and sales of timber flooring products and furniture 製造、分銷及銷售木地板產品及傢具
綠之嘉木制品制造有限公司 (Note 3) 綠之嘉木制品制造有限公司 (附註3)	PRC 中國	US\$1,280,000 1,280,000美元	-	47.39	Manufacture, distribution and sales of flooring product 製造、分銷及銷售地板產品

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 16. 生物資產(續)

在實地視察期內，估值師得悉幼樹及半長成樹亦可在市場上出售，惟與接近長成、已長成及年老之樹木相較則價格偏低。基於此理由，估值師已為林產業報告內之全部木材存量進行估值。

估值師在採用市場估值法對現時存活之樹木之存量進行估值時，已採用鋸木廠之圓材平均價(已計入樹木種類、樹齡及所在地點)計算。

估值師之估值意見已計入合理之再購率(已就採伐前及採伐時之損失作準備，並扣除採伐及將木材由樹林運輸至銷售點所需之成本)。估值師在估值時曾考慮之其他成本分別為：採伐及運輸至大路或銷售點之成本、當地及國家稅項基金、林產業津貼及森林管理成本。

### 17. 附屬公司之詳情

於二零零九年六月三十日主要附屬公司之詳情如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 17. PARTICULARS OF SUBSIDIARIES (Continued)

### 17. 附屬公司之詳情(續)

Name 公司名稱	Place of incorporation/ establishment and operations 註冊成立/成立及 營業地點	Nominal value of paid-up share/ registered capital 實繳股本/ 註冊資本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
E-Today Technology Limited ("E-Today")	British Virgin Islands 英屬處女群島	Ordinary US\$600 普通股600美元	100	-	Investment holding 投資控股
E-Today Technology Limited ("E-Today")	British Virgin Islands 英屬處女群島	Ordinary US\$600 普通股600美元	100	-	Investment holding 投資控股
Deji Electronic Co., Ltd. Putian County, Fujian ("Deji Electronic") (Note 4) 福建省莆田縣德基電子有限公司 (「德基電子」)(附註4)	PRC 中國	HK\$10,200,000 10,200,000港元	-	100	Manufacture and sales of electronic products 製造及銷售電子產品
Putian Dexing Electronic Co., Ltd. ("Putian Dexing") (Note 5) 莆田德信電子有限公司 (「莆田德信」)(附註5)	PRC 中國	HK\$128,380,000 128,380,000港元	-	100	Manufacture and sales of electronic products 製造及銷售電子產品
Putian Derong Electronic Co., Ltd. ("Putian Derong") (Note 6) 莆田市德榮電子有限公司 (「莆田德榮」)(附註6)	PRC 中國	HK\$63,000,000 63,000,000港元	-	100	Manufacture and sales of electronic products 製造及銷售電子產品
Zhejiang Yiwu Dexing Electronic Co., Ltd. ("Zhejiang Yiwu") (Note 7) 浙江義烏德信電子有限公司 (「浙江義烏」)(附註7)	PRC 中國	US\$9,950,000 9,950,000美元	-	100	Inactive 暫無營業
Tak Shun (Lam's) Company Limited ("Tak Shun Lam") 德信(林氏)有限公司 (「德信(林氏)」)	Hong Kong 香港	Ordinary HK\$2 Non-voting deferred HK\$10,000 (Note 8) 普通股2港元 無投票權遞延股 10,000港元(附註8)	-	100	Investment holding and distribution of electronic products 投資控股及分銷電子產品
Advance Display Technology Limited 創思顯示技術有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100	Sales of Liquid Crystal Display products 銷售液晶顯示產品
Tak Shun (Lam's) Macao Commercial Offshore Limited 德信(林氏)澳門離岸商業服務有限公司	Macao 澳門	MOP500,000 500,000澳門幣	-	100	Distribution of electronic products 分銷電子產品



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 17. PARTICULARS OF SUBSIDIARIES (Continued)

- Note 1: Green & Good is an investment holding company incorporated in the British Virgin Islands on 2 November 2006 and whose sole asset is the entire equity interest in Leeka Wood Co., Ltd.
- Note 2: Leeka Wood Co., Ltd. is a wholly foreign owned enterprise established in the PRC for an operating period from its date of establishment on 29 March 2006 to 21 January 2027. The registered and paidup capital of Leeka Wood Co., Ltd. amounted to RMB100,000,000.
- Note 3: 綠之嘉木制品制造有限公司 is a joint venture funded by Hong Kong, Macau, Taiwan and the PRC (台港澳與境內合資公司) established in the PRC for an operating period of 15 years commencing from its date of establishment on 23 December 2004. The registered and paid-up capital of 綠之嘉木制品制造有限公司 amounted to US\$12,800,000.
- Note 4: Deji Electronic is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 20 years commencing from its date of establishment on 27 April 1992. The registered and paid-up capital of Deji Electronic amounted to HK\$10,200,000.
- Note 5: Putian Dexing is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 50 years commencing from its date of establishment on 18 May 1998. The registered and paid-up capital of Putian Dexing amounted to HK\$128,380,000.
- Note 6: Putian Derong is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 50 years commencing from its date of establishment on 29 April 2001. The registered and paid-up capital of Putian Derong amounted to HK\$63,000,000.
- Note 7: Zhejiang Yiwu is a Sole Foreign Investment Enterprise established in the PRC for an operating period of 30 years commencing from its date of establishment on 28 November 2003. The registered and paid up capital of Zhejiang Yiwu amounted to US\$9,950,000 (equivalent to HK\$77,610,000).

### 17. 附屬公司之詳情(續)

- 附註1: 綠之嘉為於二零零六年十一月二日在英屬處女群島註冊成立之投資控股公司，而其唯一資產為於綠之嘉木業有限公司之全部股本權益。
- 附註2: 綠之嘉木業有限公司為於中國成立之獨資外資投資企業，由二零零六年三月二十九日成立日期起至二零二七年一月二十一日期間經營。綠之嘉木業有限公司之註冊及繳足資本為人民幣100,000,000元。
- 附註3: 綠之嘉木制品制造有限公司為於中國成立之台港澳與境內合資公司，由二零零四年十二月二十三日成立日期起經營年期為15年。綠之嘉木制品制造有限公司之註冊及繳足資本為12,800,000美元。
- 附註4: 德基電子為於中國成立之獨資外資投資企業，由一九九二年四月二十七日成立日期起經營年期為20年。德基電子之註冊及繳足資本為10,200,000港元。
- 附註5: 莆田德信為於中國成立之獨資外資投資企業，由一九九八年五月十八日成立日期起經營年期為50年。莆田德信之註冊資本為128,380,000港元。
- 附註6: 莆田德榮為於中國成立之獨資外資投資企業，由二零零一年四月二十九日成立日期起經營年期為50年。莆田德榮之註冊資本為63,000,000港元。
- 附註7: 浙江義烏為於中國成立之獨資外資投資企業，由二零零三年十一月二十八日成立日期起經營年期為30年。浙江義烏之註冊及繳足資本為9,950,000美元(相當於77,610,000港元)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 17. PARTICULARS OF SUBSIDIARIES (Continued)

Note 8: The non-voting deferred shares carry no rights as to dividends, no rights to attend or vote at general meetings and no rights to receive any surplus in a return of capital in a winding-up (other than the nominal amount paid up or credited as paid-up of the non-voting deferred shares, after a sum of HK\$1,000,000,000 per ordinary share has been distributed to the holders of the ordinary shares of Tak Shun Lam in such winding-up).

None of the subsidiaries had any debt securities subsisting at the end of the Period or at any time during the Period.

The above table lists the subsidiaries of the Company, which, in the opinion of the directors, principally affected the results for the Period or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 18. INVENTORIES

		<b>30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Raw materials	原料	<b>31,258</b>	41,042
Work in progress	在製品	<b>11,342</b>	11,339
Finished goods	製成品	<b>39,304</b>	44,105
		<b>81,904</b>	96,486

Included in above, finished goods of approximately HK\$3,029,000 (31 December 2008: HK\$4,467,000) are carried at net realisable value.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 17. 附屬公司之詳情(續)

附註8：無投票權遞延股並無附帶獲派股息之權利，亦無權出席股東大會及於會上投票及無權在清盤時在資本償還中收取任何盈餘(除非在清盤時德信(林氏)普通股之持有人已就每股普通股分派1,000,000,000港元之款項後，則可收回已繳或入賬列作繳足股款之無投票權遞延股之面值)。

並無附屬公司於本期間結束及本期間內任何時間有任何債務證券。

董事認為，上表所載列之公司附屬公司，對本期間業績構成主要影響或佔集團資產淨值之主要部份。董事認為，刊載其他附屬公司之詳細資料會令本文過於冗長。

### 18. 存貨

以上包括製成品約3,029,000港元(二零零八年十二月三十一日：4,467,000港元)，以可變現淨值列賬。

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 19. TRADE RECEIVABLES

		<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) <b>HK\$'000</b> 千港元
Trade receivables	應收貿易賬項	<b>121,433</b>	169,000
Less: Impairment loss recognised	減：已確認減值虧損	<b>(34,065)</b>	(61,137)
		<b>87,368</b>	107,863

The Group normally allows credit terms ranging from 30 to 90 days to its customers.

集團一般給予客戶30至90日之信貸期。

An aging analysis of the trade receivables net of impairment loss recognised as at the end of reporting period, based on the date of recognition of the sale, is as follows:

根據銷售確認日期而劃分於報告期終應收貿易賬項(扣除已確認減值虧損)之賬齡分析如下：

		<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) <b>HK\$'000</b> 千港元
1 – 30 days	1 – 30日	<b>35,306</b>	52,019
31 – 60 days	31 – 60日	<b>28,170</b>	27,577
61 – 90 days	61 – 90日	<b>13,470</b>	17,498
Over 90 days	90日以上	<b>10,422</b>	10,769
		<b>87,368</b>	107,863

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 19. TRADE RECEIVABLES *(Continued)*

In the opinion of directors, the Group has provided sufficient impairment on those trade receivables which are past due. Trade receivables that were past due but not impaired relate to a number of independent customers that has a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

The fair values of the Group's trade receivables at 30 June 2009 approximated to the corresponding carrying amounts.

### 20. AMOUNT DUE FROM NON-CONTROLLING INTERESTS

The amount due from non-controlling interests is compensation of shortfall from guarantee profit. The amount is unsecured, interest-bearing of 6.5% per annum and is repayable on or before 29 November 2009.

### 21. ASSETS/LIABILITIES OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

Disposal of the Group's 67.7% interest in 綠之嘉木制品制造有限公司 ("G&G Wood").

The assets and liabilities attributable to G&G Wood, which is expected to be sold within twelve months after the end of reporting period, have been classified as subsidiary held-for-sales as are presented separately in the consolidated statement of financial position.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 19. 應收貿易賬項 (續)

董事認為，集團已就該等已逾期之應收貿易賬項計提足夠減值撥備。已逾期但無減值之應收貿易賬項涉及多數於集團有良好記錄之獨立客戶。據過往經驗，管理層相信無須就此等結餘作減值撥備，原因是有關信貸質素並無重大改變，且該等結餘仍被視為可全數收回。集團並無就此等結餘持有任何抵押品。

集團於二零零九年六月三十日之應收貿易賬項之公平值接近其相應之賬面值。

### 20. 應收非控制權益款項

應收非控制權益款項為溢利保證短缺款額的賠償。有關款項為無抵押、按年利率6.5厘計息及須於二零零九年十一月二十九日或之前償還。

### 21. 列為持作出售之出售集團之資產／負債

出售集團所持綠之嘉木制品制造有限公司(「綠之嘉木制品」)67.7%權益。

綠之嘉木制品應佔之資產及負債預期於報告期終後十二個月內售出，已分類為持作出售附屬公司，並於綜合財務狀況報表中獨立呈列。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 21. ASSETS/LIABILITIES OF DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

(Continued)

Assets and liabilities of disposal group classified as held for sale

### 21. 列為持作出售之出售集團之資產／負債(續)

分類為持作出售之出售集團之資產及負債

		30 June 2009 二零零九年六月三十日 (Unaudited) (未經審核) HK'000 千港元
Property, plant and equipment	物業、廠房及設備	88,935
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,309
Cash and cash equivalents	現金及現金等值項目	7
Amount due from immediate holding company	應收直接控股公司款項	92,978
		183,229
Less: Amount eliminated in consolidation	減：於綜合賬目時對銷之金額	(92,978)
<b>Assets of disposal group classified as held for sale</b>	<b>分類為持作出售之出售集團之資產</b>	<b>90,251</b>
Accounts payables	應付貿易賬項	3,401
Other payables and accruals	其他應付款項及應計款項	12,877
Accrual bank loans interest	應計銀行貸款利息	12,052
Interest-bearing bank loans – due within one year	計息銀行貸款 – 於一年內到期	407,701
<b>Liabilities of disposal group classified as held for sale</b>	<b>分類為持作出售之出售集團之負債</b>	<b>436,031</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 22. TRADE PAYABLES

An aging analysis of the trade payables at the end of reporting period, based on the receipt of goods purchased is as follows:

		<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
1 – 30 days	1 – 30日	<b>12,713</b>	17,661
31 – 60 days	31 – 60日	<b>10,138</b>	11,360
61 – 90 days	61 – 90日	<b>4,835</b>	4,161
91 – 180 days	91 – 180日	<b>1,854</b>	2,750
Over 180 days	180日以上	<b>5,893</b>	7,549
		<b>35,433</b>	43,481

The Group has financial risk management policies in place to ensure that all payables within the credit timeframe. The fair values of the Group's trade payables at 30 June 2009 approximated to the corresponding carrying amounts, due to their short-term maturities.

### 22. 應付貿易賬項

根據所購買之貨物收訖日期而劃分之報告期終應付貿易賬項之賬齡分析如下：

	<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
1 – 30 days	<b>12,713</b>	17,661
31 – 60 days	<b>10,138</b>	11,360
61 – 90 days	<b>4,835</b>	4,161
91 – 180 days	<b>1,854</b>	2,750
Over 180 days	<b>5,893</b>	7,549
	<b>35,433</b>	43,481

集團已制定財務風險管理政策，以確保所有應付款項並無超出信貸期限。由於集團之應付貿易賬項於短期內到期，故於二零零九年六月三十日之公平值接近其相應之賬面值。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 23. INTEREST-BEARING BANK LOAN

### 23. 計息銀行貸款

		<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Unsecured bank loan	無抵押銀行貸款	<b>407,701</b>	406,780
Reclassified as liabilities of disposal group classified as held for sales	重新分類為列為持作出售之出售集團之負債	<b>(407,701)</b>	-
Unsecured bank loan	無抵押銀行貸款	-	406,780

The above amount bear interest at prevailing market rates and are repayable as follows:

上述金額乃按現行市場利率計息，並須於以下年期償還：

		<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within one year	一年內	-	406,780



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 23. INTEREST-BEARING BANK LOAN (Continued)

The bank loan is floating-rate borrowing which carries interest ranging from 4.5% to 6.3% (31 December 2008: 5.25% to 7.56% per annum).

The Group's bank loan of HK\$407,701,000 was re-classified as liabilities of disposal group classified as held for sale (31 December 2008: interest-bearing bank loan due within one year HK\$406,780,000). This bank loan is guaranteed by a loan service provider, an independent third party. The Group has given a corporate guarantee in favor of this loan service provider in respect of this bank loan.

The directors consider that the carrying amount of bank borrowings is approximated to their fair values.

The Group's borrowing that is denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	<b>30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元</b>	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
At the end of the period/year 期終/年終	-	360,000

### 24. PLEDGE OF ASSETS

At the end of reporting period, none of property, plant and equipment (31 December 2008: Nil) were pledged to secure the Group's banking facilities.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 23. 計息銀行貸款(續)

銀行貸款均為浮息借貸，按介乎4.5%至6.3%之利率計息(二零零八年十二月三十一日：年利率為5.25%至7.56%)。

集團407,701,000港元(二零零八年十二月三十一日：於一年內到期之計息銀行貸款406,780,000港元)之銀行貸款已重新分類為列為持作出售之出售集團之負債。此項銀行貸款乃由一名貸款服務提供者(為獨立第三方)提供擔保。集團已就該銀行貸款向此貸款服務提供者作出一項公司擔保。

董事認為銀行借貸之賬面值接近其公平值。

以有關集團實體之功能貨幣以外之貨幣列值之集團借貸載列如下：

### 24. 資產抵押

於報告期終並無物業、廠房及設備(二零零八年十二月三十一日：無)已抵押作集團銀行融資之抵押。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 25. DEFERRED TAXATION

The following are the major unprovided deferred tax assets by the Group and movements thereon during the Period/Year.

### 25. 遞延稅項

以下為集團於本期間／年內之主要未撥備遞延稅項資產及其變動：

		<b>Difference between depreciation and tax allowances</b>	<b>Estimated tax losses</b>	<b>Total</b>
		折舊與其 免稅額之差額	估計 稅務虧損	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2008 (Audited)	於二零零八年一月一日(經審核)	(216)	598	382
Movement for the year	年內變動	(195)	37	(158)
At 31 December 2008 (Audited)	於二零零八年十二月三十一日 (經審核)	(411)	635	224
Movement for the period	期內變動	(197)	69	(128)
At 30 June 2009 (Unaudited)	於二零零九年六月三十日 (未經審核)	(608)	704	96

The Group did not have any significant unprovided deferred tax assets in respect of the Period (31 December 2008: Nil).

集團於本期間內並無任何重大未撥備遞延稅項資產(二零零八年十二月三十一日：無)。

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 26. SHARE CAPITAL

#### Shares

### 26. 股本 股份

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股			
Authorised:	法定：		
At 1 January 2008,	於二零零八年一月一日、二零零八年		
31 December 2008 and	十二月三十一日及		
30 June 2009	二零零九年六月三十日	100,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2008 (Audited)	於二零零八年一月一日(經審核)	17,629,928,600	176,299
Issue of new shares upon exercise of options	於行使購股權時發行新股份	44,150,000	442
Issue of new shares upon exercise of warrants	於行使認股權證時發行新股份	3,900,000	39
Issue of new shares upon conversion of convertible note	於轉換可換股票據時發行新股份	5,774,320,550	57,743
At 31 December 2008 (Audited)	於二零零八年十二月三十一日 (經審核)	23,452,299,150	234,523
Issue of placing shares (Note (a))	發行配售股份(附註(a))	3,510,000,000	35,100
Issue of new shares upon conversion of convertible note (Note (b))	於轉換可換股票據時發行新股份 (附註(b))	666,666,666	6,667
At 30 June 2009 (Unaudited)	於二零零九年六月三十日 (未經審核)	27,628,965,816	276,290

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 26. SHARE CAPITAL (Continued)

Notes:

The movements in the ordinary share capital during the six months period ended 30 June 2009 are as follows:

- (a) On 22 June 2009, the Company completed a top-up placing of 3,510,000,000 shares of the Company at a price of HK\$0.048 each under general mandate, which was granted to the directors pursuant to the resolution passed by annual general meeting held on 3 June 2009.
- (b) Convertible note holders had converted their convertible notes into 666,666,666 ordinary shares during the Period.

### 26. 股本(續)

附註：

截至二零零九年六月三十日止六個月之普通股股本變動如下：

- (a) 於二零零九年六月二十二日，公司根據二零零九年六月三日舉行之股東週年大會上通過之決議案所授予董事之一般授權，完成以先舊後新方式按每股0.048港元之價格配售公司3,510,000,000股股份。
- (b) 可換股票據持有人已於本期間將其可換股票據轉換成666,666,666股普通股。

### 27. SHARE OPTION SCHEME

The following share options were outstanding under the Option Scheme during the Period:

### 27. 購股權計劃

於本期間內，根據購股權計劃尚未行使之購股權如下：

Name or category of participant	Number of share options 購股權數目				At 30 June 2009 於二零零九年六月三十日	Date of grant of share options 授出購股權日期	Exercise period of share options 購股權行使期限	Exercise price of share options 購股權行使價 HK\$ 港元
	At 1 January 2009 於二零零九年一月一日	Granted during the Period 期內已授出	Exercised during the Period 期內已行使	Lapsed during the Period 期內已失效				
<b>Directors</b> <b>董事</b>								
Lee Chi Kong 李志剛	-	200,000,000	-	-	200,000,000	10/2/2009	10/2/2009 to 13/9/2011 10/2/2009至13/9/2011	0.058
Lam Ping Kei 林平基	20,000,000	-	-	-	20,000,000	3/3/2008	3/3/2008 to 13/9/2011 3/3/2008至13/9/2011	0.159
Li Jun 李珺	75,000,000	-	-	(75,000,000)	-	13/10/2007	15/10/2007 to 13/9/2011 15/10/2007至13/9/2011	0.194
	20,000,000	-	-	(20,000,000)	-	3/3/2008	3/3/2008 to 13/9/2011 3/3/2008至13/9/2011	0.159

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 27. SHARE OPTION SCHEME (Continued)

### 27. 購股權計劃 (續)

Name or category of participant	At 1 January 2009 於二零零九年一月一日	Number of share options 購股權數目			At 30 June 2009 於二零零九年六月三十日	Date of grant of share options 授出購股權日期	Exercise period of share options 購股權行使期限	Exercise price of share options 購股權行使價 HK\$ 港元
		Granted during the Period 期內已授出	Exercised during the Period 期內已行使	Lapsed during the Period 期內已失效				
<b>Directors (Continued)</b> 董事 (續)								
Jing Bin 景濱	75,000,000	-	-	-	75,000,000	13/10/2007	15/10/2007 to 13/9/2011 15/10/2007至13/9/2011	0.194
	20,000,000	-	-	-	20,000,000	3/3/2008	3/3/2008 to 13/9/2011 3/3/2008至13/9/2011	0.159
	-	100,000,000	-	-	100,000,000	10/2/2009	10/2/2009 to 13/9/2011 10/2/2009至13/9/2011	0.058
Cheng Man For 鄭文科	50,000,000	-	-	-	50,000,000	13/10/2007	15/10/2007 to 13/9/2011 15/10/2007至13/9/2011	0.194
	20,000,000	-	-	-	20,000,000	3/3/2008	3/3/2008 to 13/9/2011 3/3/2008至13/9/2011	0.159
	-	100,000,000	-	-	100,000,000	10/2/2009	10/2/2009 to 13/9/2011 10/2/2009至13/9/2011	0.058
Law Wai Fai 羅偉輝	6,000,000	-	-	-	6,000,000	3/3/2008	3/3/2008 to 13/9/2011 3/3/2008至13/9/2011	0.159
	-	2,000,000	-	-	2,000,000	10/2/2009	10/2/2009 to 13/9/2011 10/2/2009至13/9/2011	0.058
<b>Consultants</b> 顧問								
In aggregate 合計	875,000,000	-	-	-	875,000,000	13/10/2007	15/10/2007 to 13/9/2011 15/10/2007至13/9/2011	0.194
	344,000,000	-	-	-	344,000,000	3/3/2008	3/3/2008 to 13/9/2011 3/3/2008至13/9/2011	0.159
	6,000,000	-	-	-	6,000,000	3/3/2008	3/3/2009 to 13/9/2011 3/3/2009至13/9/2011	0.159
	6,000,000	-	-	-	6,000,000	3/3/2008	3/3/2010 to 13/9/2011 3/3/2010至13/9/2011	0.159
	-	598,000,000	-	-	598,000,000	10/2/2009	10/2/2009 to 13/9/2011 10/2/2009至13/9/2011	0.058

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 27. SHARE OPTION SCHEME (Continued)

### 27. 購股權計劃 (續)

Name or category of participant	Number of share options 購股權數目				At 30 June 2009 於二零零九年六月三十日	Date of grant of share options 授出購股權日期	Exercise period of share options 購股權行使期限	Exercise price of share options 購股權行使期價 HK\$ 港元
	At 1 January 2009 於二零零九年一月一日	Granted during the Period 期內已授出	Exercised during the Period 期內已行使	Lapsed during the Period 期內已失效				
<b>Employees</b> <b>僱員</b>								
In aggregate 合計	364,650	-	-	-	364,650	3/1/2005	24/1/2005 to 25/1/2010 24/1/2005至25/1/2010	0.05628
	546,975	-	-	-	546,975	3/1/2005	24/1/2006 to 25/1/2010 24/1/2006至25/1/2010	0.05628
	729,300	-	-	-	729,300	3/1/2005	24/1/2007 to 25/1/2010 24/1/2007至25/1/2010	0.05628
	1,026,375	-	-	-	1,026,375	3/1/2005	24/1/2008 to 25/1/2010 24/1/2008至25/1/2010	0.05628
	50,321,700	-	-	-	50,321,700	31/1/2005	24/1/2009 to 25/1/2010 24/1/2009至25/1/2010	0.05628
	75,000,000	-	-	(75,000,000)	-	13/10/2007	15/10/2007 to 13/9/2011 15/10/2007至13/9/2011	0.194
	71,600,000	-	-	(4,000,000)	67,600,000	3/3/2008	3/3/2008 to 13/9/2011 3/3/2008至13/9/2011	0.159
	53,700,000	-	-	(3,000,000)	50,700,000	3/3/2008	3/3/2009 to 13/9/2011 3/3/2009至13/9/2011	0.159
	53,700,000	-	-	(3,000,000)	50,700,000	3/3/2008	3/3/2010 to 13/9/2011 3/3/2010至13/9/2011	0.159
	1,823,989,000	1,000,000,000	-	(180,000,000)	2,643,989,000			

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## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 27. SHARE OPTION SCHEME (Continued)

These fair value of the share options granted on 24 January 2005, 13 October 2007, 3 March 2008 and 10 February 2009 were calculated using the Black-Scholes pricing model. The inputs into the model were at the respective dates of grant of options as follows:

		24 January 2005 二零零五年 一月二十四日	13 October 2007 二零零七年 十月十三日	3 March 2008 二零零八年 三月三日	10 February 2009 二零零九年 二月十日
Weighted average share price	加權平均股價	\$0.31	\$0.194	\$0.156	\$0.058
Exercise price	行使價	\$0.342	\$0.194	\$0.159	\$0.058
Expected volatility	預計波幅	41.94%	91.32%	78.35%	98%
Expected life (year)	預計期限 (年)	5	4	3.5	2.6
Risk-free rate	無風險利率	4%	3.75%	1.17%	0.368%
Expected dividend yield	預計股息率	0%	0%	0%	0%
Employee exit rate pre-vesting	歸屬前僱員離職率	10%	N/A	N/A	N/A

Expected volatility was determined by using the historical volatility of the Company's share price over the previous period prior to the date of grant of options. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expense of approximately HK\$23,616,000 for the six months ended 30 June 2009 (30 June 2008: HK\$33,238,000) in relation to share options granted by the Company.

At 30 June 2009, the Company had 2,643,989,000 share options (30 June 2008: 1,823,989,000 share options) outstanding under the Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 2,643,989,000 additional ordinary shares of HK\$0.01 each of the Company and additional share capital of HK\$26,439,890 (30 June 2008: HK\$18,239,890) and share premium of approximately HK\$322,511,331 (30 June 2008: HK\$306,581,331) (before share issue expenses).

### 27. 購股權計劃 (續)

該等於二零零五年一月二十四日、二零零七年十月十三日、二零零八年三月三日及二零零九年二月十日授出之購股權之公平值乃採用「柏力克－舒爾斯」定價模式進行計算。於授出購股權當日，該定價模式之輸入數值列明如下：

預計波幅乃依據公司股價於授出購股權當日前過往一個期間內之歷史波幅測算。就非轉讓性、行使限制及行為考慮而言，根據管理層之最佳估計，使用該模式之所使用之預計年期已作出調整。

截至二零零九年六月三十日止六個月，集團就公司所授出購股權確認之總開支約為23,616,000港元(二零零八年六月三十日：33,238,000港元)。

於二零零九年六月三十日，公司根據購股權計劃尚未行使之購股權有2,643,989,000份(二零零八年六月三十日：1,823,989,000份)。根據公司目前之資本架構，倘若尚未行使之購股權獲悉數行將致使額外發行公司2,643,989,000股每股面值0.01港元之普通股，帶來未計發行股份開支前之額外股本26,439,890港元(二零零八年六月三十日：18,239,890港元)及股份溢價約322,511,331港元(二零零八年六月三十日：306,581,331港元)(未扣除發行股份開支)。



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### 28. CONVERTIBLE NOTE PAYABLE

Pursuant to the acquisition of 70% interest in Green & Good from Superview International Limited (“Vendor”), the Company issued convertible notes (the “Convertible Notes”) as partial settlement of the acquisition consideration.

The principal terms of the Convertible Notes are as follows:

Date of issue	8 October 2007
Aggregate principal	HK\$929.7 million
Amount denomination	HK\$10,000,000
In multiple of interest rate per annum	1.0%, payable semi-annually in arrears
Conversion price applicable	HK\$0.09 (Note), subject to adjustments
Maturity date	2 years from the date of issue

Note: Conversion price was adjusted from HK\$0.45 to HK\$0.09 for bonus issue of share on 17 October 2007.

The movement on the liability component of the Convertible Notes as follows:

		HK\$'000 千港元
At 1 January 2008 (Audited) (as restated)	於二零零八年一月一日(經審核) (重列)	568,781
Conversion of convertible note	轉換可換股票據	(467,634)
Interest expenses	利息開支	8,818
At 31 December 2008 (Audited)	於二零零八年十二月三十一日(經審核)	109,965
Conversion of convertible note	轉換可換股票據	(53,991)
Interest expenses	利息開支	1,244
Reclassified as other payables and accruals (Note c)	重新分類為其他應付款項及應計費用(附註c)	(11,362)
At 30 June 2009 (Unaudited)	於二零零九年六月三十日(未經審核)	45,856

### 28. 應付可換股票據

根據向超景國際有限公司(「賣方」)收購綠之嘉之70%權益，公司發行可換股票據(「可換股票據」)以結付部份收購代價。

可換股票據之主要條款如下：

發行日期	二零零七年十月八日
本金總額	929,700,000港元
定值倍數	10,000,000港元
年利率	1.0%，須每滿半年付息一次
適用換股價	0.09港元(附註)(可予調整)
到期日	發行日期起計兩年

附註：換股價已就於二零零七年十月十七日之發行紅股由0.45港元調整至0.09港元。

可換股票據負債部份之變動如下：

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### 28. CONVERTIBLE NOTE PAYABLE (Continued)

Notes:

#### (a) Conversion period

Apart from the portion of Restricted Convertible Notes (as described below), the holders of the Convertible Notes shall have the rights at any time and from time to time, following the date of issue of the Convertible Notes, to convert the whole or any part of the outstanding principal amount into new ordinary shares in the Company. The shares to be issued and allotted upon conversion shall rank pari passu in all respects among themselves and with all other ordinary shares in issue by the Company on the date of such allotment and issue.

#### (b) Restricted Convertible Note

As the profit guarantee cannot be fulfilled by Green & Good, thus the restricted convertible notes of HK\$300 million (the "Restricted Convertible Notes") were cancelled in satisfying the profit guarantee given by the Vendor.

- (c) It represent an accrued interest in which that convertible note payable has already converted into share, Therefore, the Group has reclassified such interest into other payables and accruals.

### 29. CONTINGENT LIABILITIES

Exempt disclosed in note 23, the Group did not have any significant contingent liabilities at the end of reporting period.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 28. 應付可換股票據 (續)

附註:

#### (a) 換股期

除有限制可換股票據(詳見下文)部份外,可換股票據持有人有權在可換股票據發行日期後隨時及不時將全部或任何部份之有關尚未償還本金額兌換為公司新普通股。於兌換時將予發行及配發之股份將在所有方面各自及與於有配發及發行當日公司之所有其他已發行普通股享有同等地位。

#### (b) 有限制可換股票據

由於綠之嘉未能達成溢利保證,故本金額為300,000,000港元之有限制可換股票據(「有限制可換股票據」)已予註銷,以滿足賣方作出之溢利保證。

- (c) 指已轉換成股份之應付可換股票據之應計權益。因此,集團將該等權益重新分類為其他應付款項及應計款項。

### 29. 或然負債

除附註23所披露者外,集團於報告期終並無任何重大或然負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 30. OPERATING LEASE

#### The Group as leasee

The Group leases certain leasehold land and buildings under operating lease. The original lease terms for these leasehold land and buildings ranged from eighteen to twenty years.

At 30 June 2009, the Group had commitment for future minimum lease payments under non-cancellable operating leases falling due as follows:

### 30. 經營租約

#### 集團作為承租人

集團根據經營租約租賃若干租賃土地及樓宇。該等租賃土地及樓宇之原定租約年期介乎18年至20年。

於二零零九年六月三十日，集團於下列年期內屆滿之不可撤銷經營租約之未來最低租金付款承擔如下：

		<b>30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within one year	一年內	<b>2,927</b>	2,801
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	<b>12,968</b>	5,561
Over five years	超過五年	<b>17,842</b>	14,386
		<b>33,737</b>	22,748

The Company did not have any operating lease arrangements as at 30 June 2009 (31 December 2008: Nil).

於二零零九年六月三十日，公司並無任何經營租約安排(二零零八年十二月三十一日：無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 30. OPERATING LEASE (Continued)

#### The Group as lessor

Rental income earned during the Period was HK\$132,000. The Group's plant and machinery held for rental purposes, with a carrying amount of HK\$60,963,000 at the end of reporting period. The plant and machinery are expected to generate rental yields of 2% on an ongoing basis. All of the plant and machinery held have committed tenants for five years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		<b>30 June 2009 二零零九年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within one year	一年內	<b>741</b>	-
In the second to fifth year, inclusive	第二至第五年(包括首尾兩年)	<b>728</b>	-
		<b>1,469</b>	-

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 30. 經營租約(續)

#### 集團作為出租人

於本期間賺取之租金收入為132,000港元。集團持作租賃用途之廠房及機器於報告期終之賬面值為60,963,000港元。預期廠房及機器將持續賺取2%之租金收益。所持所有之廠房及機器均已具五年承租租戶。

於報告期終，集團與客戶訂立租約之未來最低租金付款如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 31. COMMITMENTS

- (a) The Group had the following commitments in respect of its property, plant and equipment as at the end of reporting period:

	<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) <b>HK\$'000</b> 千港元
Contracted for, but not provided in: Leasehold land and buildings	<b>14,580</b>	12,155

- (b) At 30 June 2009, the Group did not have contracted commitments in respect of capital investments in the PRC subsidiaries. (31 December 2008: HK\$90,743,000).

### 32. POST BALANCE SHEET EVENTS

The following events occurred subsequent to 30 June 2009 up to the date of approval of these consolidated financial statements by the Board of Directors:

#### (i) Shares Consolidation

On 14 September 2009, the Company announced that the Board proposed (i) to implement the Share Consolidation on the basis that every ten (10) issued and unissued shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.10. An extraordinary general meeting will be held on 22 October 2009 for the purpose of considering and approving the ordinary resolution by way of poll in respect of the Share Consolidation.

### 31. 承諾

- (a) 集團於報告期終就其物業、廠房及設備之承擔如下：

	<b>30 June 2009</b> 二零零九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	31 December 2008 二零零八年 十二月三十一日 (Audited) (經審核) <b>HK\$'000</b> 千港元
Contracted for, but not provided in: Leasehold land and buildings	<b>14,580</b>	12,155

- (b) 於二零零九年六月三十日，集團並無擁有就中國附屬公司之資本投資之訂約承擔(二零零八年十二月三十一日：90,743,000港元)。

### 32. 結算日後事項

以下為於二零零九年六月三十日之後及直至董事會批准此等綜合財務報表之日期間發生之事項：

#### (i) 股份合併

於二零零九年九月十四日，公司宣佈，董事會建議(i)進行股份合併，基準為每十(10)股每股面值0.01港元之已發行及未發行股份將合併為一(1)股面值為0.10港元之合併股份。公司將於二零零九年十月二十二日召開股東特別大會，以考慮及按投票表決方批准有關股份合併之普通決議案。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 32. POST BALANCE SHEET EVENTS (Continued)

#### (ii) Proposed Transactions

On 10 July 2009, the Board announced that the Company and Superview entered into the conditional share transfer agreement in respect of, among other matters, (1) acquisition by the Company of 30% shares in Green & Good Group Limited from Superview ("Acquisition"); (2) disposal by Leeka Wood, an indirect non-wholly-owned subsidiary of the Company, of its 67.7% equity interests in G&G Wood to Superview; and (3) to procure release of the respective counter guarantee obligations of Leeka Wood and G&G Wood under the counter guarantee agreements by Superview. The respective considerations for the above transactions are:

- (1) The consideration for the Acquisition is equivalent to a discount of 16% to the interests to be acquired (i.e. 30% of the audited net consolidated asset value of Green & Good including Leeka Wood and G&G Wood as at 30 June 2009) ("Acquisition Consideration"). The Acquisition Consideration was estimated to be not more than HK\$850 million and the Company is entitled to set off the Outstanding Shortfall (i.e. principal amount of HK\$325,111,000 plus interest) owed by Superview to the Company against the Acquisition Consideration and the remaining balance will be settled by issuance of Convertible Notes (A) with conversion price of HK\$0.05 by the Company to Superview on the Completion Date.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 32. 結算日後事項(續)

#### (ii) 建議交易

於二零零九年七月十日，董事會宣佈，公司與超景就(其中包括)(1)公司向超景收購綠之嘉集團有限公司30%股份(「收購事項」)；(2)公司間接非全資附屬公司綠之嘉木業出售其於綠之嘉木製品之67.7%股權予超景；及(3)促使超景解除綠之嘉木業及綠之嘉木製品各自於反擔保協議下之反擔保責任，訂立有條件股份轉讓協議。上述交易之有關代價為：

- (1) 收購事項之代價較將予收購之權益(即綠之嘉集團(包括綠之嘉木業及綠之家木製品)於二零零九年六月三十日之經審核綜合資產淨值30%)折讓16%(「收購代價」)。收購代價估計不高於850,000,000港元，而公司有權以超景結欠公司之欠款(即本金額325,111,000港元加利息)抵銷收購代價，餘額將由公司於完成日期按轉換價0.05港元向超景發行可換股票據(A)支付。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 32. POST BALANCE SHEET EVENTS (Continued)

#### (ii) Proposed Transactions (Continued)

- (2) The consideration for the Disposal is equivalent to 67.7% of the audited net asset value of G&G Wood as at 30 June 2009 excluding its Bank Loan and the interest accrued thereon ("Disposal Consideration"), which was estimated to be in a range from HK\$120 million to HK\$180 million and is payable by Superview to Leeka Wood in cash within 90 days after the Completion Date. If Superview cannot pay the Disposal Consideration in whole or in part, the Company will not deliver the part of Convertible Notes (B) that is equivalent to the amount unpaid and that part of Convertible Notes (B) will be cancelled.
- (3) The consideration for the Release of counter guarantees is equivalent to 90% of the aggregate of the principal amount of the Bank Loan and interest accrued thereon up to the Completion Date ("Release Consideration"), which was estimated to be not more than HK\$391.10 million of which HK\$381,849,639, will be satisfied by way of the issue of Convertible Notes (B) with conversion price of HK\$0.05 and the remaining balance, being the accrued interest from the date of the conditional share transfer agreement up to Completion date, will be payable by the Company to Superview in cash.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 32. 結算日後事項(續)

#### (ii) 建議交易(續)

- (2) 出售事項之代價等同綠之嘉木制品於二零零九年六月三十日之經審核資產淨值(不包括其銀行貸款及相關應計利息)之67.7% (「出售代價」), 估計介乎120,000,000港元至180,000,000港元, 將由超景於完成日期後90日內以現金向綠之嘉木業支付。若超景不能支付全數或部分出售代價, 公司將不會交付等同未支付金額之可換股票據(B)部分, 而該部分之可換股票據(B)被註銷。
- (3) 解除反擔保之代價相當於銀行貸款本金總額90%及截至完成日期之相關累計利息(「解除代價」), 估計不多於391,100,000港元, 其中381,849,639港元將透過按轉換價0.05港元發行可換股票據(B)支付, 餘額(即由有條件股份轉讓協議日期起至完成日期止之應計利息)將由公司現金支付予超景。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 33. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in note 3, management has made the following judgments that have significant effect on the amounts recognised in the consolidated financial statements. The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also discussed below.

#### Impairment loss recognised in respect of trade and other receivables

The policy for impairment loss recognised in respect of trade and other receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. If the financial conditions of customers of the Group were to deteriorate, resulting in impairment of their ability to make payments, additional impairment loss may be required.

#### Write-down of inventories to net realisable value

The management of the Group reviews an aging analysis at each reporting period, and makes provision for obsolete and slow-moving inventory items identified. The management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at each reporting period and makes provision for obsolete items.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 33. 關鍵會計判斷及估計不確定性之主要來源

於應用集團之會計政策(如附註3所述)時,管理層作出下列對於綜合財務報表中已確認之數額產生重大影響之判斷。涉及日後之主要假設及於報告期終估計不明朗因素之其他主要來源(彼等均擁有導致下個財政年度之資產及負債之賬面值出現大幅調整之重大風險)亦討論如下。

#### 就貿易及其他應收款項確認之減值虧損

集團就貿易及其他應收款項確認之減值虧損之政策以評估可收回性及賬目之賬齡分析及管理層之判斷為基準。評估此等應收款項之最終變現需要使用一定程度之判斷,包括目前信譽及過往各客戶收回款項之記錄。倘集團客戶之財務狀況變差,導致其支付能力出現減值,則可能須作出額外之減值虧損。

#### 撇減存貨至可變現價值

集團管理層於各報告期間審核賬齡分析,並就已識別之陳舊及滯銷存貨品提供撥備。管理層估計,該等存貨之可變現淨值主要根據最近期之發票價格及現行市況而釐定。集團於各報告期間進行存貨盤點,並就陳舊品種作出撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 33. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Estimated impairment of goodwill

Management tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 3. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates.

#### Fair values of biological assets

Management estimates at the end of reporting period that the fair values less estimated point-of-sale costs of biological assets of paper mulberry trees and pine trees with reference to market prices and professional valuations. Management considers that there are presently an absence of effective financial instruments for hedging against the pricing risks with the underlying agricultural produce. Un-anticipated volatile changes in market prices of the underlying agricultural produce could significantly affect the fair values of these biological assets and result in fair value re-measurement losses in future accounting periods.

### 34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to stakeholders through optimisation of the debt and equity balance.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to the owners of the Company, comprising issued share capital and reserves. The directors of the Company review the capital structure on a regular basis. As a part of this review, the directors of the Company consider the cost of capital and the associated risks and take appropriate actions to adjust the Company's capital structure. The overall strategy of the Company remained unchanged for the six months ended 30 June 2009 and year ended 31 December 2008.

### 33. 關鍵會計判斷及估計不確定性之主要來源(續)

#### 商譽之估計減值

管理層每年均按照附註3所述之會計政策之規定，為商譽進行減值檢測。而現金產生單位之可收回金額，則按照使用價值計算。計算過程中須作出估算。管理層並無發現任何顯示商譽對集團之價值已經或將會出現減值之跡象。

#### 生物資產之公平值

管理層乃參考市價及專業估值而估計紙桑樹樹苗及松樹之生物資產之報告期終公平值減估計銷售點成本。管理層認為，現時缺乏有效之金融工具對沖有關農產品之價格風險。有關農產品市價之未能預測波動對該等生物資產之公平值造成重大影響，致使於日後會計期間出現公平值重新計量虧損。

### 34. 資本風險管理

集團管理其資本以確保公司將能夠以持續經營方式營運，同時亦透過達致債務與股本之間最佳之平衡而為股東爭取最大回報。

集團之資本結構包括債務，包括現金及現金等值項目及公司擁有人應佔權益，包括已發行股本及儲備。公司董事定期檢討資本結構。作為檢討一部份，公司董事考慮資本成本及相關風險，並採取適當行動調整公司之資本結構。截至二零零九年六月三十日止六個月及截至二零零八年十二月三十一日止年度內，公司之整體策略維持不變。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include trade receivables, other receivables, cash and cash equivalents, amount due from non-controlling interests, trade payables, other payables, interest-bearing bank loans and convertible note payable. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (a) Credit risks

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 30 June 2009 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group manages its exposure to credit risk through continual monitoring of the credit quality of its customers, taking into account their financial position, collection history, past experience and other relevant factors. In addition, the Group reviews regularly the recoverable amount of each individual trade receivables to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

#### (b) Cash flow and fair value interest rate risk

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest-rate risk arises from long-term borrowings. The Group does not have policy to maintain a specific level of its borrowings in fixed rate instruments since the board accepts that this neither protects the Group entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with interest payments.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 35. 金融風險管理目標及政策

集團主要金融工具包括應收貿易賬項、其他應收款項、現金及現金等值項目、應收非控制權益款項、貿易應付款項、其他應付款項、計息銀行貸款及應付可換股票據。該等金融工具詳情於各自之附註披露。該等金融工具相關風險及如何減輕風險之政策載列於下文。管理層管理及監察風險承擔，確保以及時及有效方式實施適當措施。

#### (a) 信貸風險

於二零零九年六月三十日，在對手方未能履行責任之情況下，就各類別已確認金融資產而言，集團之最高信貸風險承擔為綜合財務狀況報表所列該等資產之賬面值。集團透過持續監察其客戶之信貸質素管理其信貸風險承擔，並經考慮其財政狀況、追討歷史、過往經驗及其他相關因素。此外，集團定期檢討各個別應收貿易賬項之可收回金額，確保不可收回金額計提充足減值虧損。就此，公司董事認為，集團之信貸風險顯著減少。

#### (b) 現金流及公平值利率風險

由於集團並無重大付息資產，故集團之收入及經營現金流量大部份與市場利率變動無關。

集團之利率風險來自長期借貸。集團並無政策維持其借貸於特定水平之固定利率工具，因董事會認為是項政策不能保障集團完全避免支付超過現有市場利率之利息風險，亦不能完全對銷利息付款相關之現金流量風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (c) Foreign exchange risk

The Group has transactional currency exposures, primarily with respect to Renminbi for the six months ended 30 June 2009. Such exposures arise from provision of service income in currencies other than the Group's functional currency. All of the Group's sales are denominated in Hong Kong Dollar, United States Dollar and Renminbi for the six months ended 30 June 2009.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The Group conducts its business transactions principally on Hong Kong Dollar, United States Dollar and Renminbi. The exchange rate risk of the Group is not significant.

#### (d) Natural risk

The Group's revenue depends significantly on the ability to harvest wood at adequate levels. The ability to harvest wood in the concessions and the growth of the trees in the plantations may be affected by unfavorable local weather conditions and natural disasters. Weather conditions such as floods, droughts, cyclones and windstorms and natural disasters such as earthquakes, fire, disease, insect infestation and pests are examples of such events. The occurrence of severe weather conditions or natural disasters may diminish the supply of trees available for harvesting in the concessions, or otherwise impede the Group's logging operations or the growth of the trees in the plantations, which in turn may have a material adverse effect on the Group's ability to produce the products in sufficient quantities and in a timely manner.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 35. 金融風險管理目標及政策(續)

#### (c) 外匯風險

截至二零零九年六月三十日止六個月，集團承擔之交易貨幣風險主要與人民幣有關。有關風險源自按集團功能貨幣以外貨幣計提供服務收入。截至二零零九年六月三十日止六個月，集團所有銷售均以港元、美元及人民幣計值。

集團現時並無外幣對沖政策。然而，管理層密切監察外匯風險承擔，並將考慮在必要時對沖重大外幣風險。

集團主要以港元、美元及人民幣進行業務交易。集團之匯率風險輕微。

#### (d) 自然風險

集團之收益主要有賴於伐木效率之充足水平。於有關伐木場中之伐木效率及人工林場中之樹木成長均受當地不利天氣狀況及自然災害所影響。天氣狀況如洪水、乾旱、龍卷風及風暴等，而自然災害如地震、火災、疾病、蟲災及瘟疫等。發生惡劣天氣或自然災害或會減少有關伐木場中可供採伐樹木之供應量，或其他情況妨礙集團之伐木業務或人工林場中之樹木成長，從而對集團及時生產足夠數量產品之能力造成重大不利影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

#### (d) Natural risk *(Continued)*

Moreover, bad weather may adversely affect the condition of the Group's transportation infrastructure, which is critical for the Group to supply timber from the timber concessions to the Group's manufacturing plants and customers. The Group has developed a strategy for utilizing different transportation modes and stockpiling, but its daily operations may be unfavorably affected by interruption of transportation due to bad weather or other reasons.

#### (e) Liquidity risk

Regarding the present policy in the management of the liquidity risk, the Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Company's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Company's remaining contractual maturity for its financial liabilities. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities and based on the earliest date on which the Company is required to pay. The table includes both interest and principal cash flows.

Internally generated cash flow and bank loans are the general sources of funds to finance the operations of the Group. The Group liquidity risk management includes making available standby banking facilities and diversifying the funding sources. The Group regularly reviews its major funding positions to ensure it has adequate financial resources in meeting its financial obligations.

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 35. 金融風險管理目標及政策 *(續)*

#### (d) 自然風險 *(續)*

此外，惡劣天氣亦會對集團之運輸基本設施之狀況造成不利影響，而運輸基本設施乃集團把從伐木場採伐之木材供應予集團之製造廠及客戶之關鍵一環。雖然集團已設計一套運用不同運輸模式及儲存之策略，但其日常經營業務仍會因惡劣天氣或其他原因而受到運輸中斷之不利影響。

#### (e) 流動資金風險

就管理層有關流動資金之現行政策而言，公司監察及維持管理層視作充足之現金及現金等值項目水平，以撥付公司營運及減低現金流量波動之影響。

下表詳細載列公司金融負債之餘下合約到期日。就非衍生金融負債而言，下表乃根據金融負債之未折現現金流量及根據公司須付款之最早日期編製而成。下表包括利息及主要現金流量。

集團一般以內部產生之現金流量及銀行貸款為業務提供資金。集團之流動資金風險管理包括可供動用之備用銀行融資及多元化之資金來源。集團定期審閱其主要資金狀況，以確保擁有足夠之財務資源應付財務責任。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (e) Liquidity risk (Continued)

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the available of funding through an adequate amount of committed credit facilities and the ability to close our market positions. Due to the dynamic nature of the underlying business, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

### 35. 金融風險管理目標及政策(續)

#### (e) 流動資金風險(續)

審慎流動資金風險管理包括維持充足現金及可出售證券、透過已承諾信貸融資之足夠金額提供可動用資金以及提升集團市場地位之能力。由於相關業務之互動性質，集團致力保持可動用之已承諾信貸，藉以維持資金供應之靈活性。

		Undiscounted cash flows Carrying amounts at		
		Within 1 year 於一年內 (Unaudited) (未經審核) HK\$'000 千港元	within 6 months 於六個月內 未折現 現金流量 (Unaudited) (未經審核) HK\$'000 千港元	30 June 2009 於二零零九年六月三十日之賬面值 (Unaudited) (未經審核) HK\$'000 千港元
<b>2009</b>	<b>二零零九年</b>			
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>			
Trade payables	應付貿易賬項	35,433	35,433	35,433
Other payables and accruals	其他應付款項及應計款項	205,950	205,950	205,950
Convertible note payable	應付可換股票據	50,135	45,856	45,856
		291,518	287,239	287,239

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2009

## 綜合財務報表附註

截至二零零九年六月三十日止六個月

### 35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

The fair value of financial assets and financial liabilities are determined as follows:

### 35. 金融風險管理目標及政策(續)

金融資產及金融負債公平值釐定如下：

		30 June 2009 二零零九年 六月三十日 (Unaudited) 未經審核 HK\$'000 千港元
<b>Financial assets</b>		
	<b>金融資產</b>	
Other receivables	其他應收款項	31,399
Trade receivables	應收貿易賬項	87,368
Cash and cash equivalents	現金及現金等值項目	222,010
Amount due from non-controlling interests	應收非控制權益款項	326,385
		667,162
<b>Financial liabilities</b>		
	<b>金融負債</b>	
Trade payables	應付貿易賬項	35,433
Other payables and accruals	其他應付款項及應計款項	205,950
Tax payables	應付稅項	36,330
Convertible note payable	應付可換股票據	45,856
		323,569

### 36. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current period presentation.

### 36. 比較數字

若干數字已重新分類以符合本期間之呈列。



## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS OVERVIEW

The Group is principally engaged in (i) exploitation and management of timber resources in the PRC; (ii) research and development, processing, manufacturing, distribution, marketing and sales of a wide range of timber products and (iii) manufacturing and sales of electronic calculators and other electronic products and liquid crystal display units.

During the Period, the Group recorded turnover of approximately HK\$188.6 million, down 28.8% compared with approximately HK\$265.0 million in corresponding period last year. The decrease in turnover was mainly attributable to the decrease in sales of timber log and wood products. The Group's net profit attributable to shareholders was HK\$214.2 million in contrast to net loss of HK\$65.5 million in corresponding period last year. During the Period, the Group had recognized share option expenses of approximately HK\$23.6 million. For the timber business, it had recorded a profit of approximately HK\$361.2 million during the Period mainly due to a gain in fair value of approximately HK\$330.8 million for biological assets was recognised. In addition, due to the general economic downturn, the Group had continue to scale down its production during the Period, the Group's electronic business had incurred a loss of approximately HK\$7.9 million.

The Group's gross profit during the Period recorded approximately HK\$12.9 million (2008: approximately HK\$42.5 million), down 69.6% compared with corresponding period last year. Gross profit margin had decreased to 6.8% (2008: 16.0%). The decrease in gross profit margin was mainly due to the sharp decline of revenue from timber business, which has higher profit margin compared to the Group's electronic products.

### 業務回顧

集團之主要業務為(i)開發及管護其位於中國境內之林木資源；(ii)研發、加工、生產、分銷、市場推廣及銷售各類林木產品；及(iii)製造及銷售電子計算機及其他電子產品，以及液晶體顯示產品。

本期間內，集團錄得營業額約188,600,000港元，較去年同期約265,000,000港元減少28.8%。營業額減少主要是由於原木及木材產品之銷售下降所致。集團之股東應佔純利為214,200,000港元，而去年同期則錄得虧損淨額65,500,000港元。於本期間，集團已確認購股權開支約23,600,000港元。就林木業務而言，集團於本期間錄得溢利約361,200,000港元，主要是由於確認生物資產公平值收益約330,800,000港元所致。此外，由於整體經濟衰退，本期間內，集團繼續縮減其生產規模，集團之電子業務錄得虧損約7,900,000港元。

集團本期間錄得毛利約為12,900,000港元，較去年約42,500,000港元下跌69.6%。毛利率減少至6.8%（二零零八年：16.0%）。毛利率減少主要由於林木業務收入大幅下降，而林木業務之毛利率較集團電子產品者為高所致。



## MANAGEMENT DISCUSSION AND ANALYSIS

### TIMBER BUSINESS

During the Period, the Group has recorded a segment turnover of approximately HK\$1.7 million, accounting for approximately 0.9% of the Group's turnover (2008: HK\$58.8 million or 22.2% of the Group's turnover), which was all from the sales of floor board products. The gross loss for timber business during the Period recorded approximately HK\$4.8 million (2008: profit of HK\$26.1 million). Decline in turnover was due to the timber operation did not record revenue from timber logging during the Period. No timber logging was arranged during the Period in view of highly volatile price fluctuation of the timber as the timber market was very unstable under the global economic downturn during the Period. Operating result during the Period for the timber business segment recorded a profit of approximately HK\$361.2 million (2008: loss of HK\$3.1 million), which mainly due to a gain in fair value of approximately HK\$330.8 million (2008: Nil) was recognised.

### ELECTRONIC PRODUCTS BUSINESS

#### Electronic Calculators

During the Period, the sales of electronic calculators recorded approximately HK\$105.7 million or approximately 56.0% of the Group's total turnover. (2008: sales of approximately HK\$107.9 million or 40.7% of the Group's total turnover). The decrease is mainly due to scale down of production during the Period.

#### Other Consumer Electronic Products

The sales of multifunctional water resistance watches and household telephones recorded approximately HK\$23.4 million and approximately HK\$26.5 million respectively during the Period, contributing 12.4% and 14.1% of the Group's turnover (2008: sales of multifunctional water resistance watches and household telephones were approximately HK\$28.1 million and HK\$26.3 million respectively, or 10.6% and 9.9% of the Group's turnover). The decrease is mainly due to scale down of production during the Period.

#### Liquid Crystal Display ("LCD")

During the Period, the sale of LCD recorded HK\$18.9 million or 10% of the Group's total turnover (2008: sales of HK\$21.0 million or 7.9% of the Group's total turnover). Due to the economic downturn, the demand for industrial products was largely reduced during the Period,

## 管理層討論及分析

### 林木業務

本期間內，集團錄得分部營業額約1,700,000港元，佔集團營業額約0.9%（二零零八年：58,800,000港元，佔集團營業額22.2%），全部均來自地板產品之銷售。本期間，林木業務錄得毛損約4,800,000港元（二零零八年：溢利26,100,000港元）。營業額減少乃由於本期間內林木業務並無錄得任何木材採伐收入所致。鑒於本期間內全球經濟倒退，林木市場相當不穩定以致林木價格大幅波動，故本期間內並無木材採伐安排。本期間內，來自林木業務分部之經營業績錄得溢利約361,200,000港元（二零零八年：虧損3,100,000港元），主要由於確認公平值收益約330,800,000港元（二零零八年：無）。

### 電子產品業務

#### 電子計算機

本期間內，電子計算機之銷售額約為105,700,000港元，佔集團總營業額約56.0%（二零零八年：銷售額約107,900,000港元，佔集團總營業額40.7%）。銷售額減少主要是由於本期間內縮減生產規模所致。

#### 其他電子消費產品

本期間內，多功能防水手錶及家用電話之銷售額分別約為23,400,000港元及約26,500,000港元，佔集團營業額12.4%及14.1%（二零零八年：多功能防水手錶及家用電話之銷售額分別約為28,100,000港元及26,300,000港元，分別佔集團營業額10.6%及9.9%）。銷售額減少主要是由於本期間內縮減生產規模所致。

#### 液晶體顯示屏（「液晶體顯示屏」）

本期間內，液晶體顯示屏之銷售額為18,900,000港元，佔集團總營業額之10%（二零零八年：銷售額為21,000,000港元，佔集團營業額7.9%）。由於經濟不景，本期間內對工業產品之需求大幅下降。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Corporate Development

The Group had worked closely with the Research Institute of Wood Industry of the Chinese Academy of Forestry to conduct the “Study of Standardization in the Timber Trading in China” from last year, in an effort to explore the feasibility of developing nation-wide electronic timber trading platform for timber industry that might solve the existing problems in the transaction flow such as over reliance on spot transaction, too many processes involved, high transaction cost and low transaction volume, etc. The Group had already gained the approval of the National Timber Industry Administration Office to establish the first timber electronic trading platform in China.

During the Period, the Group’s electronic products business had incurred a loss due to worldwide economic downturn. The Group had implemented various measures such as raising selling price, controlling of production cost and scaling down of production by concentrating on high profit margin products etc., The Group will continue to control the production costs and other implement appropriate measures to improve the production efficiency and profitability.

### Employees and Remuneration Package

As at 30 June 2009, the Group had approximately 3,500 employees (30 June 2008: approximately 4,500 employees). The remuneration package was based on their work performance, experience and the industry practice. The Group also participated in retirement benefits schemes for its staff in Hong Kong and the People’s Republic of China (the “PRC”).

### Capital Expenditures

During the period, the Group spent approximately HK\$9.8 million (2008: HK\$10.6 million) on acquisition of new production machines, which was financed by internal cash resources.

### Contingent liabilities

The Group did not have any significant contingent liabilities at 30 June 2009 (31 December 2008: Nil).

## 管理層討論及分析

### 企業發展

去年，集團與中國林業科學研究院木材工業研究所緊密合作，進行「中國木材交易標準化範圍研究」，發掘開發全國電子木材買賣平台之可行性，以解決木材業目前過份依賴現貨交易、涉及程序繁複、高交易成本及低成交量等交易流程之問題。集團已獲中國國家林業局全國木材行業管理辦公室之批准，於中國設立首個木材電子交易平台。

本期間內，由於全球經濟下滑，集團之電子產品業務錄得虧損。集團已實施多項措施，如提升售價、控制生產成本及縮減生產規模，以及專注高毛利產品等。集團將繼續控制生產成本及實施適當措施，以改善生產效率及盈利能力。

### 僱員及酬金組合

於二零零九年六月三十日，集團擁有約3,500名僱員(二零零八年六月三十日：約4,500名僱員)。薪酬組合是根據僱員之工作表現、經驗及行業慣例釐定。此外，集團亦為香港及中華人民共和國(「中國」)兩地之員工參加退休福利計劃。

### 資本開支

本期間內，集團使用約9,800,000港元(二零零八年：10,600,000港元)收購新生產機器，有關資金乃以內部現金資源撥付。

### 或然負債

於二零零九年六月三十日，集團並無任何重大或然負債(二零零八年十二月三十一日：無)。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Liquidity and Finance Resources

During the Period, the Group generally financed its operations with internally generated resources and banking facilities provided by its principal bankers in Hong Kong and PRC. As at 30 June 2009, the Group had approximately HK\$407.7 million interest-bearing bank borrowings (31 December 2008: HK\$406.8 million), which was floating interest bearing and denominated in Renminbi with maturity within one year. The Group's banking facilities were secured by corporate guarantees given by certain subsidiaries of the Company.

As at 30 June 2009, the Group's bank borrowings were denominated in Renminbi. The Group's sales and purchases were either denominated in Renminbi, Hong Kong and US dollars. Accordingly, the Directors consider the Group has no significant exposure to foreign exchange fluctuations in view of the stability of the exchange rates of Renminbi, Hong Kong and US dollars. During the Period, the Group did not use any financial instrument for hedging the foreign exchange risk.

As at 30 June 2009, the Group had current assets of approximately HK\$881.1 million (31 December 2008: HK\$659.6 million) and current liabilities of approximately HK\$759.6 million (31 December 2008: HK\$788.6 million). The Group's current ratio had increased from approximately 0.8 times as at 31 December 2008 to 1.2 times as at 30 June 2009. The Group had total assets of approximately HK\$4,664.7 million (31 December 2008: HK\$4,122.2 million) and total liabilities of approximately HK\$759.6 million (31 December 2008: HK\$788.6 million), representing a gearing ratio (expressed as total liabilities to total assets) of approximately 16.3% as at 30 June 2009 as compared with approximately 19.1% as at 31 December 2008.

### 財務回顧

#### 流動資金及財務資源

本期間內，集團均以內部產生之資源及中港兩地之主要往來銀行提供之銀行信貸撥付營運所需。於二零零九年六月三十日，集團之計息銀行借貸約為407,700,000港元(二零零八年十二月三十一日：406,800,000港元)，均為於一年內到期之浮息人民幣貸款。集團之銀行信貸由若干公司附屬公司提供之公司擔保作為抵押。

於二零零九年六月三十日，集團之銀行借貸以人民幣列值，集團之銷售額及購貨額則以人民幣、港元或美元列值。由於人民幣、港元及美元之匯率頗為穩定，因此，董事認為集團並無承擔重大之外匯波動風險。本期間內，集團並無為對沖外匯風險而使用任何金融工具。

於二零零九年六月三十日，集團之流動資產約為881,100,000港元(二零零八年十二月三十一日：659,600,000港元)，流動負債約為759,600,000港元(二零零八年十二月三十一日：788,600,000港元)。集團之流動比率由二零零八年十二月三十一日約0.8倍上升至二零零九年六月三十日1.2倍。集團之資產總值約為4,664,700,000港元(二零零八年十二月三十一日：4,122,200,000港元)，負債總額則約為759,600,000港元(二零零八年十二月三十一日：788,600,000港元)，即於二零零九年六月三十日之資本負債比率(以總負債對總資產呈列)約為16.3%，而於二零零八年十二月三十一日則約為19.1%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### PROSPECTS

The Group endeavors to drive the electronic development and standardization of the timber trading market in China. Upon obtaining the approval from the National Timber Industry Administration Office to establish the first nationwide timber electronic trading market, the Group has been actively cooperating with various representative regional timber markets in China to establish the regional timber exchange and timber regulatory warehouse to create synergies. The Group successively entered into cooperation agreements with Manzhouli Economic Cooperation Zone Commission (滿州里合作委員會) and Shanghai Donghua Global Timber and Building Materials Trading Market Business Management Limited (上海東華環球木業建材交易市場經營管理有限公司) to jointly establish a local timber exchange. The first timber electronic trading center was officially established in Manzhouli as the largest timber trading port in China on 18 August 2009. Looking forward, as various timber exchanges are established nationwide, the Group is able to regulate the management, integrate timber reserves, inventory and other resources in the course of the logistics of timber products through the electronic intranet, so as to drive the development of the electronic transaction in the timber industry and facilitate the transition from physical to online development of timber transaction.

For the electronic manufacturing business, the Group will continue to implement various measures to control the production cost in achieving the aim of improving the production efficiency and profitability. Furthermore, the Group will closely monitor the condition of electronic consumer products to seize new market opportunities.

## 管理層討論及分析

### 展望

集團一直致力推動中國木材市場交易之電子化及規範化，繼獲得國家林業局全國木材行業管理辦公室批准建立首個全中國木材電子交易市場後，集團積極與全國各地具代表性的區域木材市場合作，建立區域性木交所及木材監管倉，締造規模效益，集團已先後與滿州里合作委員會及上海東華環球木業建材交易市場經營管理有限公司簽署合作協議，共同於當地設立木交所，首個木材電子交易中心於今年八月十八日在中國最大的木材交易口岸滿洲里正式成立。展望未來，隨著全國各地之木交所相繼成立，通過電子聯網，集團將能更有效地對木材產品在流通過程中進行規範化管理，整合木材儲備、存貨及其他資源，全面推動木材行業電子化交易，促進木材交易從有形轉向無形化的發展。

就電子製造業務而言，集團將繼續實行各項措施控制生產成本，從而達到改善生產效率及盈利能力之目標。此外，集團將密切監察電子消費產品之市況，探索新市場機遇。

## DISCLOSURE OF ADDITIONAL INFORMATION

### DIRECTORS' INTERESTS OR SHORT POSITIONS IN SHARES

As at 30 June 2009, the interests of the directors and chief executives of the Company in the shares of the Company or 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 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 Companies were as follows:

#### Long position

(a) *Ordinary shares of HK\$0.01 each of the Company*

Name of Directors	Capacity	Number of issued shares held	Percentage of the issued share capital
董事姓名	身份	股份數目 所持已發行	佔已發行 股本百分比
Lee Chi Kong 李志剛	Beneficial owner 實益擁有人	1,650,000	0.01%
Lee Chi Kong 李志剛	Held by controlled corporation (Note) 由受控制法團持有(附註)	329,120,000	1.19%
		330,770,000	1.20%

Note:

These ordinary shares are owned by Huge Healthy Investment Development Limited ("Huge Healthy"), a company incorporated in the British Virgin Islands (the "BVI"). The entire issued share capital of Huge Healthy is beneficially owned by Mr. Lee Chi Kong, the Chairman of the Company.

## 其他資料之披露

### 董事於股份之權益或淡倉

於二零零九年六月三十日，公司董事及主要行政人員在公司或其相聯法團(按證券及期貨條例(「證券及期貨條例」)第XV部定義)之股份中擁有記入公司按證券及期貨條例第352條而存置之登記冊或根據上市公司董事進行證券交易之標準守則向公司及香港聯合交易所有限公司(「聯交所」)發出通知之權益如下：

#### 好倉

(a) *公司每股面值0.01港元普通股*

附註：

此等普通股乃由在英屬處女群島(「英屬處女群島」)註冊成立之公司Huge Healthy Investment Development Limited (「Huge Healthy」)擁有。Huge Healthy之全部已發行股本乃由公司主席李志剛先生實益擁有。

## DISCLOSURE OF ADDITIONAL INFORMATION

## 其他資料之披露

### DIRECTORS' INTERESTS OR SHORT POSITIONS IN SHARES (Continued)

### 董事於股份之權益或淡倉(續)

#### (b) Share options

#### (b) 購股權

Name of Directors	Capacity	Number of underlying shares	Percentage of the issued share capital
董事姓名	身份	相關股份數目	佔已發行股本百分比
Lee Chi Kong 李志剛	Beneficial owner 實益擁有人	200,000,000	0.72%
Jing Bin 景濱	Beneficial owner 實益擁有人	195,000,000	0.71%
Cheng Man For 鄭文科	Beneficial owner 實益擁有人	170,000,000	0.62%
Law Wai Fai 羅偉輝	Beneficial owner 實益擁有人	8,000,000	0.03%

Save as disclosed above, none of the other directors, chief executives and their associates, had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 June 2009.

除上文所披露者外，於二零零九年六月三十日，概無其他董事、主要行政人員及彼等之聯繫人於公司或其任何相聯法團(按證券及期貨條例第XV部定義)之股份、相關股份或債券中擁有任何權益或淡倉。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

### 董事購入股份或債券之權利

Saved as disclosed under the heading "Directors' interests or short positions in shares" above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

除上文「董事於股份之權益或淡倉」一節所披露者外，於期內任何時間，董事或彼等各自之配偶或未滿十八歲之子女概無獲授可藉著購入公司之股份或債券而獲益之權利，彼等亦無行使有關權利；或公司或其任何附屬公司亦無訂立任何安排致使董事可收購在任何其他法人團體之上述權利。

## DISCLOSURE OF ADDITIONAL INFORMATION

### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2009, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors and chief executives, the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

#### Long positions

Ordinary shares of HK\$0.01 each of the Company

Name of shareholder	Capacity	Number of issued ordinary shares held	Number of issued underlying shares (convertible notes) held	Percentage of the issued share capital of the Company
股東名稱	身份	所持已發行普通股數目	所持已發行相關股份(可換股票據)數目	佔公司已發行股本百分比
Super Giant Assets Limited (Note)	Beneficial owner 實益擁有人	3,510,000,000	–	12.70%
Super Giant Assets Limited(附註)				

#### Note:

These ordinary shares are owned by Super Giant Assets Limited ("Super Giant"), a company incorporated in the British Virgin Islands (the "BVI"). The entire issued share capital of Super Giant is beneficially owned by Mr. Lam Ping Kei.

Other than as disclosed above, the Company has not been notified of any other interests or short position in the issued share capital of the Company as at 30 June 2009.

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities for the six months ended 30 June 2009.

## 其他資料之披露

### 主要股東

於二零零九年六月三十日，根據證券及期貨條例第336條規定公司存置之主要股東登記冊，除上文所披露有關若干董事及主要行政人員之權益外，下列股東已通知公司彼等於公司已發行股本中擁有之相關權益。

#### 好倉

公司每股面值0.01港元普通股

Name of shareholder	Capacity	Number of issued ordinary shares held	Number of issued underlying shares (convertible notes) held	Percentage of the issued share capital of the Company
股東名稱	身份	所持已發行普通股數目	所持已發行相關股份(可換股票據)數目	佔公司已發行股本百分比
Super Giant Assets Limited (Note)	Beneficial owner 實益擁有人	3,510,000,000	–	12.70%
Super Giant Assets Limited(附註)				

#### 附註：

此等普通股乃由在英屬處女群島(「英屬處女群島」)註冊成立之公司Super Giant Assets Limited (「Super Giant」)擁有。Super Giant之全部已發行股本乃由林平基先生實益擁有。

除上文所披露者外，於二零零九年六月三十日，公司並無得悉有任何其他人士於公司已發行股本中擁有任何其他權益或淡倉。

### 購買、贖回或出售公司上市證券

公司或其任何附屬公司於截至二零零九年六月三十日止六個月並無購買、贖回或出售公司任何上市證券。



## DISCLOSURE OF ADDITIONAL INFORMATION

### CORPORATE GOVERNANCE

The Company has complied with the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2009, with deviations from code provisions A.4.1 of the Code in respect of term of office of non-executive directors.

Code provision A.4.1 requires that non-executive directors should be appointed for a specific term and subject to re-election.

Currently, all independent non-executive directors, except for Mr. Zhu Guang Qian who was appointed for a specific term of one year, have not been appointed for a specific term of office with the Company. All independent non-executive directors are subject to retirement by rotation in accordance with the Articles of Association. As such, the Company considers that sufficient measures have been taken to serve the purpose of this code provision.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors by Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Upon enquiries by the Company, all Directors of the Company have confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2009.

## 其他資料之披露

### 企業管治

公司於截至二零零九年六月三十日止六個月全期，已遵守上市規則附錄14所載之企業管治常規守則(「守則」)，惟偏離了守則第A.4.1條之守則條文有關非執行董事任期之規定。

守則第A.4.1條規定非執行董事應按指定任期委任並須重選連任。

現時全體獨立非執行董事(除朱光前先生獲委一年指定任期外)均於公司並無特定任期。所有獨立非執行董事均須遵照公司章程細則輪值告退。據此，公司認為已採取足夠措施達致此項守則條文之目標。

### 董事進行證券交易之標準守則

公司已採納上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)。經公司查詢後，公司所有董事已確認，彼等於截至二零零九年六月三十日止六個月全期一直遵守標準守則所載之規定準則。



## DISCLOSURE OF ADDITIONAL INFORMATION

### AUDIT COMMITTEE REVIEW

The Company has an Audit Committee which was established for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises the three independent non-executive directors of the Company.

The Audit Committee has reviewed with the management the accounting principles and policies adopted by the Group and the unaudited interim financial reports for the six months ended 30 June 2009.

On behalf of the Board

**Lee Chi Kong**

*Chairman*

Hong Kong, 25 September 2009

## 其他資料之披露

### 審核委員會審閱

公司已成立審核委員會，其職能為審閱及監督集團之財務申報程序及內部監控。審核委員會由公司三名獨立非執行董事組成。

審核委員會已會同管理層審閱本集團採納之會計原則及政策及截至二零零九年六月三十日止六個月之未經審核中期財務報告。

代表董事會

主席

**李志剛**

香港，二零零九年九月二十五日

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

LEE Chi Kong (*Chairman*)  
JING Bin (*Chief Executive Officer*)  
LAW Wai Fai  
CHENG Man For

#### Independent Non-executive Directors

CHAN Chi Yuen  
WONG Yun Kuen  
ZHU Guang Qian

### MEMBERS OF AUDIT COMMITTEE

CHAN Chi Yuen  
WONG Yun Kuen  
ZHU Guang Qian

### MEMBERS OF REMUNERATION COMMITTEE

CHAN Chi Yuen  
WONG Yun Kuen  
ZHU Guang Qian

### MEMBERS OF NOMINATION COMMITTEE

CHAN Chi Yuen  
WONG Yun Kuen  
ZHU Guang Qian

### REGISTERED OFFICE

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

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 2804-2806, 28th Floor  
China Merchants Tower, Shun Tak Centre,  
168-200 Connaught Road Central  
Hong Kong

## 公司資料

### 董事會

#### 執行董事

李志剛(主席)  
景濱(行政總裁)  
羅偉輝  
鄭文科

#### 獨立非執行董事

陳志遠  
黃潤權  
朱光前

#### 審核委員會成員

陳志遠  
黃潤權  
朱光前

#### 薪酬委員會成員

陳志遠  
黃潤權  
朱光前

#### 提名委員會成員

陳志遠  
黃潤權  
朱光前

#### 註冊辦事處

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

#### 總辦事處及主要營業地點

香港  
干諾道中168至200號  
信德中心招商局大廈  
28樓2804至2806室

## CORPORATE INFORMATION

### COMPANY SECRETARY

CHENG Man For

### PRINCIPAL BANKERS

#### Hong Kong

Bank of China (Hong Kong) Limited  
Chiyu Banking Corporation Limited

#### The PRC

Industrial and Commercial Bank of China  
China Construction Bank  
Agricultural Bank of China  
Beijing Rural Commercial Bank

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Bank of Bermuda (Cayman) Limited  
P.O. Box 513 GT, Strathvale House  
North Church Street, George Town  
Grand Cayman, Cayman Islands  
British West Indies

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### AUDITORS

Lo and Kwong C.P.A. Company Limited  
Suite 216-218, 2/F, Shui On Centre,  
6-8 Harbour Road, Wanchai  
Hong Kong

### STOCK CODE

01228

### WEBSITE

[www.takshun.com.hk](http://www.takshun.com.hk)

## 公司資料

### 公司秘書

鄭文科

### 主要往來銀行

#### 香港

中國銀行(香港)有限公司  
集友銀行有限公司

#### 中國

中國工商銀行  
中國建設銀行  
中國農業銀行  
北京農村商業銀行

### 主要股份過戶登記處

Bank of Bermuda (Cayman) Limited  
P.O. Box 513 GT, Strathvale House  
North Church Street, George Town  
Grand Cayman, Cayman Islands  
British West Indies

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### 核數師

盧鄺會計師事務所有限公司  
香港  
灣仔港灣道6-8號  
瑞安中心2樓216-218室

### 股份代號

01228

### 網址

[www.takshun.com.hk](http://www.takshun.com.hk)



**奇峰國際**  
Superb Summit International

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招商局大廈  
28樓2804至2806室