



**KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED**  
**泰 盛 實 業 集 團 有 限 公 司**

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 1159

**Interim Report 2010 中期報告**

# KARCE



## CONTENTS

Highlights
Corporate Information
Management Discussion and Analysis
Condensed Consolidated Income Statement
Condensed Consolidated Statement of Comprehensive Income
Condensed Consolidated Statement of Financial Position
Condensed Consolidated Statement of Changes in Equity
Condensed Consolidated Statement of Cash Flows
Notes to the Unaudited Condensed Consolidated Interim Financial Statements

## 目 錄

摘要	2
公司資料	3
管理層回顧及業績分析	5
簡明綜合損益表	12
簡明綜合全面收入表	14
簡明綜合財務狀況表	15
簡明綜合權益變動表	16
簡明綜合現金流量表	17
未經審核簡明綜合中期財務報表附註	18

## HIGHLIGHTS

Unaudited loss attributable to owners of the company was approximately HK\$15.2 millions for the six months ended 30 June 2010, which represents an increase in loss of approximately HK\$45.6 millions as compared to the profit HK\$30.4 millions of the same period last year.

For the six months ended 30 June 2010, unaudited turnover decreased to approximately HK\$13.1 millions, which represents a drop of approximately 41.7% as compared to the same period last year.

Unaudited basic loss per share of the Company was approximately HK2.16 cents for the six months ended 30 June 2010.

The Directors do not recommend any interim dividend for the six months ended 30 June 2010.

## 摘要

截至二零一零年六月三十日止六個月，本公司擁有人應佔未經審核虧損約15,200,000港元，較去年同期溢利30,400,000港元增加虧損約45,600,000港元。

截至二零一零年六月三十日止六個月，未經審核營業額減少至約13,100,000港元，較去年同期減少約41.7%。

截至二零一零年六月三十日止六個月，本公司錄得未經審核每股基本虧損約2.16港仙。

董事會並不建議就截至二零一零年六月三十日止六個月派發任何中期股息。

## CORPORATE INFORMATION

### Directors

#### Executive Directors

Mr. Sun Ying Chung  
(Chairman and Managing Director)  
Mr. Chan Sung Wai  
Mr. Wong King Lam, Joseph

#### Non-executive Directors

Mr. Lee Kwok Leung  
Mr. Yang Yiu Chong, Ronald Jeffrey

#### Independent non-executive Directors

Mr. Chan Siu Wing, Raymond (resigned on 7 April 2010)  
Mr. Lum Pak Sum  
Mr. Ho Lic Ki  
(appointed on 14 January 2010 and resigned on 9 April 2010)  
Mr. Law Chun Choi  
(appointed on 22 April 2010)  
Mr. Mak Ka Wing, Patrick  
(appointed on 22 April 2010)

### Company Secretary

Ms. Tang Lo Nar, Luler  
(resigned on 1 April 2010)  
Mr. Cheng Mei Chau  
(appointed on 1 April 2010)

### Audit Committee

Mr. Lum Pak Sum (Chairman)  
Mr. Law Chun Choi  
Mr. Mak Ka Wing, Patrick

### Investment Steering Committee

Mr. Yang Yiu Chong, Ronald Jeffrey (Chairman)  
Mr. Chan Sung Wai  
Mr. Lum Pak Sum

## 公司資料

### 董事

#### 執行董事

辛衍忠先生  
(主席兼董事總經理)  
陳崇煒先生  
黃景霖先生

#### 非執行董事

李國樑先生  
楊耀宗先生

#### 獨立非執行董事

陳兆榮先生 (於二零一零年四月七日辭任)  
林佰森先生  
何力驥先生 (於二零一零年一月十四日獲委任  
並已於二零一零年四月九日辭任)  
羅進財先生  
(於二零一零年四月二十二日獲委任)  
麥家榮先生  
(於二零一零年四月二十二日獲委任)

### 公司秘書

鄧露娜女士  
(於二零一零年四月一日辭任)  
鄭美洲先生  
(於二零一零年四月一日獲委任)

### 審核委員會

林佰森先生 (主席)  
羅進財先生  
麥家榮先生

### 投資督導委員會

楊耀宗先生 (主席)  
陳崇煒先生  
林佰森先生

## Remuneration Committee

Mr. Sun Ying Chung (*Chairman*)  
Mr. Lum Pak Sum  
Mr. Law Chun Choi  
Mr. Mak Ka King, Patrick

## Registered Office

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## Head Office and Principal Place of Business

Suite 3404, 34th Floor  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

## Bermuda Principal Share Registrar and Transfer Office

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM08  
Bermuda

## Hong Kong Branch Share Registrar and Transfer Office

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

## Website

<http://www.aplushk.com/clients/1159>

## 薪酬委員會

辛衍忠先生 (主席)  
林佰森先生  
羅進財先生  
麥家榮先生

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 總辦事處及主要營業地點

香港  
中環  
夏慤道12號  
美國銀行中心  
34樓3404室

## 百慕達主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM08  
Bermuda

## 股份過戶登記香港分處

卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心  
26樓

## 網址

<http://www.aplushk.com/clients/1159>



## MANAGEMENT DISCUSSION AND ANALYSIS

### Business and Operational Review

For the six months ended 30 June 2010 (the "Period"), the Group concentrated its effort in consolidating its existing business of conductive silicon rubber keypads trading, as well as identifying business opportunities in new industries and markets.

Following the disposal of the conductive silicon rubber keypad manufacturing business and electronic products operation in 2009, the Group's revenue for the Period was mainly generated from the trading of conductive silicon rubber keypads and amounted to HK\$13,116,000 (2009 corresponding period: HK\$22,480,000).

In the first half of 2010, the Group continued to exercise stringent cost control and successfully lower its operating expenses. During the Period, the ratio of selling and distribution costs to revenue was 0.02%, representing a decrease of 1.37 percentage points from 1.39% of the corresponding period of last year. The ratio of administrative expenses to revenue decreased by 18.6 percentage points to 20.8% as compared with 39.4% of the corresponding period of last year.

The Group reported a loss attributable to owners of the Company for the six months ended 30 June 2010 of approximately HK\$15,199,000, as opposed to a profit of HK\$30,447,000 for the first half of 2009, which included the results of the discontinued operations. Basic loss per share for the Period was HK2.16 cents (2009 corresponding period: basic earnings per share of HK4.40 cents).

## 管理層回顧及業績分析

### 業務及營運回顧

截至二零一零年六月三十日止六個月（「期內」），本集團專注於鞏固其現有之導電硅橡膠按鍵貿易業務，以及於新興工業及市場物色商機。

隨著導電硅橡膠按鍵生產業務及電子產品業務已於二零零九年度相繼出售，本集團之期內收益主要來自導電硅橡膠按鍵貿易，涉及金額達13,116,000港元（二零零九年同期：22,480,000港元）。

於二零一零年上半年，本集團繼續嚴緊控制成本，並成功降低營運開支。期內，銷售及分銷費用佔收益0.02%，即由去年同期之1.39%下降1.37個百分點。行政開支則佔收益20.8%，相對去年同期之39.4%下降18.6個百分點。

截至二零一零年六月三十日止六個月，本集團錄得本公司擁有人應佔虧損約15,199,000港元，而二零零九年上半年則錄得溢利30,447,000港元（當中已計及終止經營業務之業績）。期內每股基本虧損為2.16港仙（二零零九年同期：每股基本盈利為4.40港仙）。

## SEGMENTAL ANALYSIS

### Conductive Silicon Rubber Keypads

The market environment of conductive silicon rubber keypads continued to be extremely competitive. Following the completion of the disposal of the keypad manufacturing operation, the Group focused on enhancing operational efficiency and exercising cost control measures to improve the margins of its trading business. During the Period, the conductive silicon rubber keypad trading business posted an operating profit of HK\$2,182,000 (2009 corresponding period: loss of HK\$8,614,000).

With prudent financial management and extensive experience in trading operations, the Group is confident in weathering any possible challenges ahead and will continue to explore ways to improve operational efficiency of this segment.

### LCoS Televisions

With respect to the LCoS television business, the production plan at the Suzhou plant had not been realised, due to failure in delivery of the key production machineries to the plant. During the Period, the Group incurred non-cash finance costs of HK\$17,543,000, as a result of the imputed interests on the convertible bonds and promissory notes issued to the vendors as part of the consideration for the acquisition of patents and machineries required for the production of LCoS television.

Since the pledge created on the key manufacturing machineries had not been discharged, the transfer of ownership of the machineries to the Group could not be completed. Without the machineries, the production plan and sales plan of LCoS televisions had not been realised. In view of the rapid advancement in television technology, the Group is of the view that it has missed the golden opportunity for developing LCoS televisions. The Directors of the Company have resolved that the Pacific Choice Group which carried out the LCoS television business be treated as having been deconsolidated from that of the Group with effect from 1 December 2009.

## 分部分析

### 導電硅橡膠按鍵

導電硅橡膠按鍵之營商環境仍面對劇烈競爭。完成出售按鍵生產業務後，本集團專注於提升營運效率及透過實施成本控制措施改善貿易業務之利潤。期內，導電硅橡膠按鍵貿易業務錄得經營溢利2,182,000港元（二零零九年同期：虧損8,614,000港元）。

憑藉審慎財務管理及於貿易業務之熟練經驗，本集團有信心可應對未來可能出現之任何挑戰，並將繼續尋求方法改善此分部之營運效率。

### LCoS電視

關於LCoS電視業務，由於未能將主要生產機器運送至蘇州廠房，故該廠房之生產計劃仍未落實。期內，由於向賣方發行可換股債券及簽發承兌票據（作為收購生產LCoS電視所需之專利及機器之部份代價）之估算利息，令本集團產生17,543,000港元非金融資產成本。

由於就主要生產機器提供之抵押仍未獲解除，故未能將機器擁有權轉讓予本集團。在缺乏有關機器之情況下，LCoS電視之生產及銷售計劃仍未能實現。鑑於電視科技發展迅速，本集團認為已錯過了發展LCoS電視之最佳時機。本公司董事已議決，Pacific Choice集團有關LCoS電視業務將被視作為已從本集團賬目中取消綜合處理，自二零零九年十二月一日生效。

The board proposed that the vendors to buy back the LCoS television business and cancel the convertible bonds and promissory notes issued to them as part of the consideration for the acquisition. A demand letter for the proposed settlement was issued in July 2010 to the warrantors to obtain the vendors' counteroffer on the above proposed repurchase of the LCoS television business. However, as of now, no terms in such connection have been negotiated or agreed. The Group will continue to negotiate with the vendors on the proposed settlement.

In May 2010, an Independent Committee was established to study, investigate and follow up on the LCoS television business.

## FUTURE PLANS AND PROSPECTS

The global economy has been maintaining positive growth on average, as a result of the stimulus policies adopted by various governments since the outbreak of the financial crisis in 2008. Driven by market recovery and popularity of electronic devices, demand for conductive silicon rubber keypads is expected to grow. However, the profit margin of the trading business is under pressure as manufacturers' production costs continue to rise, while the selling prices of keypad products are expected to further decline. The Group will strive to improve the operation efficiency of the conductive silicon rubber keypad trading business to ensure growth in profitability.

Regarding the LCoS television business, the Group will continue to negotiate with the vendors to buy back the LCoS television business to them. Up to the present, no reply has been received from the vendors. The Group is also exploring other alternatives such as disposing the business to other third parties. If the abovementioned attempts fail, the Group does not rule out taking legal actions against the vendors and the warrantors.

In addition to maintaining stable operation of the existing keypad trading business, the Group believes it needs to broaden its business portfolio and income source to sustain its ongoing development. In June 2010, the Group entered into a memorandum of understanding ("MOU") in relation to a proposed acquisition of 55% equity interest in a PRC company, with an aim to expand the Group's business to the manufacture of steel bar for prestressed concrete. As no progress had been made in the proposed acquisition, the Group entered into an agreement to terminate the MOU, effective from 6 August 2010.

董事會建議賣方將LCoS電視業務購回，並註銷已發行予賣方作為部份收購代價之可換股債券及承兌票據。有關建議償付之通知書已於二零一零年七月向保證人發出，以取得賣方對上述建議回購LCoS電視業務之反收購建議。然而，迄今仍未就此磋商或協定任何條款。本集團將繼續就建議償付與賣方洽商。

於二零一零年五月，一個獨立委員會經已成立，以研究、調查及跟進LCoS電視業務。

## 未來計劃及展望

二零零八年爆發金融危機後，各國政府實施刺激經濟政策，致使環球經濟整體上維持正增長。受市場復甦及電子設備日漸受落之推動，導電硅橡膠按鍵之需求預計將會上升。但是，由於生產商之生產成本不斷上漲，貿易業務之邊際利潤亦同時受壓，而預期按鍵產品之售價亦會進一步下跌。本集團將竭力改善導電硅橡膠按鍵貿易業務之營運效率，以確保利潤得以增長。

有關LCoS電視業務，本集團將繼續與賣方洽商其購回LCoS電視業務之事宜，但到目前為止賣方仍未有答覆。本集團亦正搜尋其他方案，例如出售該業務予其他第三方。倘以上方案未能成功，本集團不排除向賣方及保證人採取法律行動。

除了維持現有按鍵貿易業務之穩健運作外，本集團相信我們需要擴闊業務層面及收入來源以支持長遠發展。二零一零年六月，本集團簽訂了有關建議收購一間中國公司55%股權之諒解備忘錄（「諒解備忘錄」），目標為擴展本集團業務至生產預應力混凝土用鋼棒。由於該建議收購仍未有進展，本集團簽訂了協議結束諒解備忘錄，由二零一零年八月六日起生效。



With the recovery in the global economy, it is anticipated that demand for energy and resources will continue to surge. Resource and energy-related industries in Asia, particularly in the PRC, which is the main engine for growth in global markets, are expanding rapidly. The Group will continue to explore opportunities for investment in companies or projects with a solid business platform in area with healthy prospects, as part of its strategy for sustaining long-term development and bringing greater returns to the Group and its shareholders.

## INVESTMENT STEERING COMMITTEE

An Investment Steering Committee was established in June 2010 which composed of one executive director, one non-executive director and one independent non-executive director. The Committee is responsible for the consideration, recommendation of potential investment projects. Ad-hoc meetings will be held when potential projects are identified. During the meeting, they will review individual project's position and action to be taken if necessary, and to recommend to the board for consideration and approval.

## INTERIM DIVIDEND

The Directors do not recommend any interim dividend for the six months ended 30 June 2010 (six months ended 30 June 2009: nil).

## CAPITAL STRUCTURE

The Group has a deficiency in shareholders' equity of approximately HK\$271,048,000 as at 30 June 2010 (31 December 2009: a deficiency of approximately HK\$255,849,000). As at 30 June 2010, the short term and long term interest bearing debts to shareholders' equity was nil (31 December 2009: nil).

隨著環球經濟復甦，預計能源及資源之需求會持續急增。亞洲（尤其是中國）之資源及能源相關工業正高速增长，為全球市場帶來主要動力。本集團將繼續搜尋機會，投資擁有良好前景及穩固業務平台之公司或項目，作為其持續長遠發展之部份策略，並為本集團及其股東爭取更大回報。

## 投資督導委員會

投資督導委員會於二零一零年六月成立，由一名執行董事、一名非執行董事及一名獨立非執行董事組成。該委員會負責考慮及建議潛在投資項目。臨時會議於識別潛在項目時舉行。於會議上，彼等將檢討個別項目狀況及將採取之行動（如有需要），並向董事會作出推薦建議，以供考慮及批准。

## 中期股息

董事會並不建議就截至二零一零年六月三十日止六個月派發任何中期股息（截至二零零九年六月三十日止六個月：零）。

## 股本結構

於二零一零年六月三十日，本集團之股東資金虧絀約271,048,000港元（二零零九年十二月三十一日：虧絀約為255,849,000港元）。於二零一零年六月三十日，短期及長期計息債項佔股東資金為零（二零零九年十二月三十一日：零）。

## LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operation by internally generated cashflow and banking facilities provided by its bankers.

Prudent financial management and selective investment criteria have enabled the Group to maintain a strong financial position. As at 30 June 2010, the Group's fixed deposits and cash balances decreased to approximately HK\$16,393,000 (31 December 2009: approximately HK\$25,544,000).

As at 30 June 2010, the current ratio was approximately 22.1 (31 December 2009: approximately 9.6) based on current assets of approximately HK\$26,124,000 and current liabilities of approximately HK\$1,180,000 and the quick ratio was approximately 22.1 (31 December 2009: approximately 9.6).

The Directors considered that the Group shall have sufficient financial resources to meet its future expansion plan and working capital requirement after a due consideration of the net cash position and the availability of the existing banking facilities.

## MATERIAL ACQUISITION AND DISPOSALS

The Company has no material acquisition and disposal during the period.

## EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

Most of the Group's assets, liabilities and business transactions are denominated in Hong Kong Dollars, Renminbi and US Dollars which have been relatively stable during the period. The Group was not exposed to material exchange risk and had not employed any financial instruments for hedging purposes.

## 流動資金及財政資源

本集團一般以內部產生之現金及其往來銀行提供之銀行信貸為其業務提供資金。

審慎理財及選擇性投資，令本集團之財政狀況維持穩健。於二零一零年六月三十日，本集團之定期存款及現金結存減少至約16,393,000港元（二零零九年十二月三十一日：約25,544,000港元）。

於二零一零年六月三十日，流動比率約為22.1（二零零九年十二月三十一日：約9.6），此乃按流動資產約26,124,000港元及流動負債約1,180,000港元之基準計算。速動比率約為22.1（二零零九年十二月三十一日：約9.6）。

經仔細考慮現金淨值結餘及現時可動用之銀行融資後，董事認為本集團將具備充足之財政資源以應付其日後拓展計劃及營運資金之需求。

## 重大收購及出售事項

於期內本公司並無重大收購及出售事項。

## 匯率波動風險

本集團大部份之資產、負債及商業交易均以港元、人民幣及美元結算，而該等貨幣於期內均相對為穩定。本集團並無面臨對重大匯率風險，故此並無採用任何金融工具作對沖用途。

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2010, the Group employed approximately 8 full time employees in Hong Kong. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Employees may also participate in the share option scheme of the Group.

## CORPORATE GOVERNANCE

### Corporate Governance Practices

The Group has established a formal and transparent procedure to protect the interests of the shareholders of the Group. The Group regularly reviews the corporate governance procedures and developments of the Group. The Group applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices contained in Appendix 14 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the period under review, except that:

Under the code provision A.2.1, the roles of chairman and chief executive officer ("CEO") of the Group should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and CEO of the Group should be clearly established and set out in writing. The roles of the chairman and the CEO of the Group was not separated and was performed by the same individual, Mr. Sun Ying Chung acted as both the chairman and CEO throughout the period under review. The Directors meet regularly to consider major matters affecting the operations of the Group. The Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of Group and believes that this structure will enable the Group to make and implement decisions promptly and efficiently.

Under the code provision A.4.1, the appointment of non-executive Directors should have been appointed for a specific term. During the period under review, the non-executive Directors were not appointed for any specific terms as they are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's bye-laws.

## 僱員及酬金政策

於二零一零年六月三十日，本集團僱用約8名香港全職僱員。本集團之薪酬政策主要根據現時之市場薪酬水平，以及各公司及員工個別之表現為基準釐定。僱員亦可參與本集團之認購股權計劃。

## 企業管治

### 企業管治常規

本集團已設立正式並具透明度之程序以保障本集團股東之利益。本集團定期檢討本集團之企業管治程序及發展。於回顧期間，本集團已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載企業管治常規守則所列之守則並遵守所有守則條文，惟以下者除外：

根據守則條文A.2.1，本集團主席與行政總裁之角色應有區分，並不應由一人同時兼任。本集團主席與行政總裁之間職責之分工應清楚界定並以書面列載。於整個回顧期間，本集團之主席與行政總裁之角色並無區分，乃由辛衍忠先生一人兼任。董事定期會面以考慮影響本集團營運之重大事項。董事認為此組織結構將不會損害董事與本集團管理層之間的權力及職權平衡，並相信此組織結構將可令本集團迅速及有效率地作出和落實決定。

根據守則條文A.4.1，非執行董事之委任應具有指定任期。於回顧期間，非執行董事之委任並無特定期限，而根據公司細則，彼等須於本公司之股東週年大會上輪席告退及膺選連任。

## Directors' Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the six months ended 30 June 2010.

## AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the unaudited interim results for the six months ended 30 June 2010.

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

During the six months ended 30 June 2010, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Group.

## PUBLICATION OF OTHER FINANCIAL INFORMATION

Other financial information containing all the information required by Appendix 16 of the Listing Rules will be available on the website of Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk) under "Latest Listed Companies Information" and the website of the Company at [www.aplushk.com/clients/1159](http://www.aplushk.com/clients/1159) in due course.

On behalf of the board of Directors

**Sun Ying Chung**  
*Chairman*

Hong Kong  
24 August 2010

## 董事之證券交易

本公司已採納條款不遜於上市規則附錄10所載交易規定標準之董事進行證券交易之行為守則。經向全體董事作出特定查詢後，各董事於截至二零一零年六月三十日止六個月已一直遵守該等行為守則及交易規定標準以及其董事進行證券交易之行為守則。

## 審核委員會

審核委員會已與管理層審閱本集團所採用之會計原則及慣例，並已討論有關內部控制及財務報告等事宜，包括審閱截至二零一零年六月三十日止六個月之未經審核中期業績。

## 購買、出售或贖回本公司之上市證券

於截至二零一零年六月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本集團任何上市證券。

## 公佈其他財務資料

載有上市規則附錄16規定之所有資料之其他財務資料，將於適當時候可於香港交易及結算所有限公司網站[www.hkex.com.hk](http://www.hkex.com.hk)之「最新上市公司公告」及本公司網站[www.aplushk.com/clients/1159](http://www.aplushk.com/clients/1159)上登載。

代表董事會

**辛衍忠**  
*主席*

香港  
二零一零年八月二十四日

## INTERIM RESULTS

The board of directors (the "Directors" or the "Board") of Karce International Holdings Company Limited ("the Company") is pleased to present the unaudited condensed consolidated operating results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2010, together with the unaudited comparative figures of the corresponding period in the 2009 are as follows:

## CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2010

## 中期業績

泰盛實業集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零一零年六月三十日止六個月之未經審核簡明綜合營運業績，連同二零零九年同期之未經審核比較數字如下：

## 簡明綜合損益表

截至二零一零年六月三十日止六個月

		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2010</b>	<b>2009</b>
		<b>二零一零年</b>	<b>二零零九年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
<b>Continuing operations</b>	<b>持續經營業務</b>		
Revenue	收益	4	13,116
Cost of goods sold	銷售貨品成本		(10,934)
			22,480
			(27,651)
Gross profit/(loss)	毛利/(毛損)		2,182
Other revenue	其他收入	4	-
Other gains and losses	其他收益及虧損	5	-
Selling and distribution costs	銷售及分銷費用		(3)
Administrative expenses	行政開支		(2,730)
Impairment loss recognised in respect of available-for-sale investment	就可供出售投資確認之減值虧損		-
Finance costs	融資成本	7	(17,543)
			(18,047)
Loss before taxation	除稅前虧損	6	(18,094)
Taxation	稅項	8	2,895
			1,649
Loss for the period from continuing operations	來自持續經營業務之本期虧損		(15,199)
			(66,628)



**Six months ended 30 June**  
**截至六月三十日止六個月**

<b>2010</b>	2009
<b>二零一零年</b>	二零零九年
<b>HK\$'000</b>	HK\$'000
<b>千港元</b>	千港元
<b>(Unaudited)</b>	(Unaudited)
<b>(未經審核)</b>	(未經審核)

Notes  
附註

<b>Discontinued operations</b>	<b>終止經營業務</b>			
Profit for the period from discontinued operations	來自終止經營業務之 本期溢利	9	-	97,075
(Loss)/profit for the period	本期(虧損)/溢利		<b>(15,199)</b>	30,447
Attributable to: Owners of the Company	以下應佔: 本公司擁有人		<b>(15,199)</b>	30,447
			<b>HK Cents</b> <b>港仙</b>	HK Cents 港仙
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>	10		
From continuing and discontinued operations	來自持續經營業務及 終止經營業務			
Basic	基本		<b>(2.16)</b>	4.40
Diluted	攤薄		<b>(2.16)</b>	2.92
From continuing operations	來自持續經營業務			
Basic	基本		<b>(2.16)</b>	(9.62)
Diluted	攤薄		<b>(2.16)</b>	(9.62)

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2010

## 簡明綜合全面收入表

截至二零一零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	
		2010 二零一零年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/profit for the period	本期(虧損)/溢利	(15,199)	30,447
Exchange difference on translation of financial statements of foreign operations	換算國外業務財務報表之匯兌差異		
– continuing operations	– 持續經營業務	–	(115)
– discontinued operations	– 終止經營業務	–	(1,474)
		–	(1,589)
Other comprehensive income for the period	本期其他全面收入		
– continuing operations	– 持續經營業務	–	–
– discontinued operations	– 終止經營業務	–	(34,516)
		–	(34,516)
<b>Total comprehensive expenses for the period</b>	<b>本期全面開支總額</b>	<b>(15,199)</b>	<b>(5,658)</b>
Attributable to:	以下應佔:		
Owners of the Company	本公司擁有人	<b>(15,199)</b>	<b>(5,658)</b>

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2010

# 簡明綜合財務狀況表

於二零一零年六月三十日

			30 June 2010 二零一零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2009 二零零九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	13	–
			13	–
<b>Current Assets</b>	<b>流動資產</b>			
Trade receivables	貿易應收款項	13	9,407	8,238
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	14	324	89
Amount due from a related company	應收一間關連公司款項		–	7,171
Bank balances and cash	銀行結存及現金		16,393	25,544
			26,124	41,042
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	15	456	127
Other payables and accruals	其他應付款項及應計費用	16	724	967
Amount due to a shareholder	應付一名股東款項		–	3,000
Amount due to a related company	應付一間關連公司款項		–	163
			1,180	4,257
<b>Net Current Assets</b>	<b>流動資產淨值</b>		24,944	36,785
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		24,957	36,785
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Amount due to a shareholder	應付一名股東款項		7,153	18,430
Convertible bonds	可換股債券	17	188,618	176,785
Deferred tax liabilities	遞延稅項負債	18	19,493	22,388
Promissory notes	承兌票據	19	80,741	75,031
			296,005	292,634
<b>Net Liabilities</b>	<b>負債淨額</b>		(271,048)	(255,849)
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本		70,236	70,236
Reserves	儲備		(341,284)	(326,085)
			(271,048)	(255,849)

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 June 2009 (Unaudited)

截至二零零九年六月三十日止六個月(未經審核)

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Capital reserve	Special reserve	Statutory reserves	Asset revaluation reserve	Investment revaluation reserve	Exchange reserve	Capital redemption reserve	Convertible bonds reserve	(Accumulated loss)/ retained profit (累計虧損)/ 保留溢利	Discontinued operations	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	特別儲備 HK\$'000 千港元	法定儲備 HK\$'000 千港元	資產重估儲備 HK\$'000 千港元	投資重估儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	可換股債券儲備 HK\$'000 千港元	虧損)/ 保留溢利 HK\$'000 千港元	終止經營 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	65,236	102,875	26,084	3,557	6,553	7,656	(436)	10,627	1,564	-	(72,413)	101,967	253,270
Exchange difference on translation of foreign operations	換算國外業務之匯兌差異	-	-	-	-	-	-	-	(115)	-	-	-	(1,474)	(1,589)
Net income recognised directly in equity	於權益直接確認之收入淨額	-	-	-	-	-	-	-	(115)	-	-	-	(1,474)	(1,589)
Profit for the period	本期溢利	-	-	-	-	-	-	-	-	-	-	30,447	-	30,447
Transfer to profit or loss on disposal of foreign operations	出售國外業務時轉撥至損益	-	-	-	-	-	-	-	-	-	-	65,977	(100,493)	(34,516)
Total comprehensive income for the period	本期全面收入總額	-	-	-	-	-	-	-	(115)	-	-	96,424	(101,967)	(5,658)
Issue of shares	發行股份	5,000	-	-	-	-	-	-	-	-	-	-	-	5,000
Equity component of convertible bonds	可換股債券之權益部份	-	-	-	-	-	-	-	-	-	144,189	-	-	144,189
Deferred tax arising from issue of convertible bonds	發行可換股債券產生之遞延稅項	-	-	-	-	-	-	-	-	-	(23,791)	-	-	(23,791)
At 30 June 2009	於二零零九年六月三十日	70,236	102,875	26,084	3,557	6,553	7,656	(436)	10,512	1,564	120,398	24,011	-	373,010

For the six months ended 30 June 2010 (Unaudited)

截至二零一零年六月三十日止六個月(未經審核)

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Special reserve	Capital redemption reserve	Convertible bonds reserve	Accumulated Loss	Total	
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	特別儲備 HK\$'000 千港元	資本贖回儲備 HK\$'000 千港元	可換股債券儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	合計 HK\$'000 千港元	
At 1 January 2010	於二零一零年一月一日		70,236	102,675	(123)	1,564	120,398	(550,599)	(255,849)
Loss for the period and total comprehensive expenses	本期虧損及全面開支總額	-	-	-	-	-	(15,199)	(15,199)	
At 30 June 2010	於二零一零年六月三十日		70,236	102,675	(123)	1,564	120,398	(565,798)	(271,048)

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

For the six months ended 30 June 2010

截至二零一零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	
		2010 二零一零年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash (used in)/generated from operations	(耗於)／來自經營業務之現金	(9,136)	49,153
Tax refund	已退回稅項	-	7
Net cash (used in)/generated from operating activities	(耗於)／來自經營業務之現金淨額	(9,136)	49,160
Net cash (used in)/generated from investing activities	(耗於)／來自投資業務之現金淨額	(15)	200,455
Net cash used in financing activities	耗於融資業務之現金淨額	-	(247,445)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)／增加淨額	(9,151)	2,170
Cash and cash equivalent at 1 January	於一月一日之現金及現金等值項目	25,544	1,609
Effect of foreign exchange rate changes	匯率變動之影響	-	(115)
Cash and cash equivalent at 30 June	於六月三十日之現金及現金等值項目		
Bank balances and cash	銀行結存及現金	16,393	3,664



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 1. General information and basis of preparation

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited ("the Stock Exchange").

The Company is an investment holding company where the Group is principally engaged in the trading and sale of conductive silicon rubber keypads.

The consolidated financial statements are presented in Hong Kong dollars, which are the functional currency of the Company.

These unaudited condensed consolidated interim financial statements have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. These unaudited condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2009, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

### 2. Accounting policies

The accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2009.

Certain new standards, amendments and interpretations to the published standards (collectively "New Standards") are mandatory for the accounting period beginning 1 January 2010. The New Standards relevant to the Group are as follows:

The Group applies HKFRS 3 (Revised) "Business Combinations" prospectively to business combinations for which the acquisition date is on or after 1 January 2010. The requirements in HKAS 27 (Revised) "Consolidated and Separate Financial Statements" in relation to accounting for changes in ownership interests in a subsidiary after control is obtained and for loss of control of a subsidiary are also applied prospectively by the Group on or after 1 January 2010.

## 未經審核簡明綜合中期財務報表附註

### 1. 一般資料及編製基準

本公司乃一間在百慕達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。

本公司為一間投資控股公司，本集團主要從事導電硅橡膠按鍵貿易及銷售業務。

綜合財務報表以港元（即本公司之功能貨幣）呈列。

該等未經審核簡明綜合中期財務報表乃按照香港會計師公會頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。該等未經審核簡明綜合中期財務報表應連同截至二零零九年十二月三十一日止年度根據香港財務報告準則（「香港財務報告準則」）編製之年度財務報表一同閱讀。

### 2. 會計政策

所採納之會計政策與截至二零零九年十二月三十一日止年度之年度財務報表所採納者一致。

若干新準則及對已頒佈準則之修訂及詮釋（統稱「新準則」）於二零一零年一月一日開始之會計期間強制實行。與本集團有關之新準則如下：

本集團已採用香港財務報告準則第3號（經修訂）「業務合併」來處理收購日期於二零一零年一月一日當日或其後開始之業務合併之會計事宜。本集團已採用香港會計準則第27號（經修訂）「綜合及獨立財務報表」處理於二零一零年一月一日或其後就取得控制權後附屬公司擁有權益變動及失去附屬公司控制權所牽涉之會計事宜。

## 2. Accounting policies (continued)

As there was no transaction during the current interim period in which HKFRS 3 (Revised) and HKAS 27 (Revised) are applicable, the application of HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to other HKFRSs had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

Results of the Group in future periods may be affected by future transactions for which HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to the other HKFRSs are applicable.

## 3. Segment information

The Group's reportable segments under HKFRS 8 are as follows:

- Conductive silicon rubber keypads
- Electronic products – disposed of during the six months ended 30 June 2009
- LCoS television – acquired on 15 January 2009 and the whole business was deconsolidated from that of the Group on 1 December 2009

## 2. 會計政策 (續)

由於本中期期間並無進行香港財務報告準則第3號(經修訂)及香港會計準則第27號(經修訂)適用之交易,故採用香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他香港財務報告準則相應修訂並未對本集團當前或過往會計期間之簡明綜合財務報表造成影響。

本集團之未來交易當採用香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他香港財務報告準則相應修訂可能會影響未來期間之業績。

## 3. 分部資料

本集團根據香港財務報告準則第8號之可申報分部呈列如下:

- 導電硅橡膠按鍵
- 電子產品 – 已於截至二零零九年六月三十日止六個月出售
- LCoS電視 – 已於二零零九年一月十五日收購,而整體業務於二零零九年十二月一日從本集團賬目中取消綜合入賬

### 3. Segment information (continued)

The following is an analysis of the Group's revenue and results by operating segments for the periods under review:

**Six months ended 30 June 2010**

### 3. 分部資料 (續)

以下為於回顧期間本集團按經營分部劃分之收益及業績分析：

**截至二零一零年六月三十日止六個月**

		<b>Continuing operations 持續經營業務</b>
		<b>Conductive silicon rubber keypads 導電 硅橡膠按鍵</b>
		<b>HK\$'000 千港元</b>
<b>Revenue</b>	<b>收益</b>	
External sales	外部銷售	13,116
Inter-segment sales	部間銷售	-
<b>Total revenue</b>	<b>收益總額</b>	<b>13,116</b>
Operating profit	經營溢利	2,182
<b>Segment result</b>	<b>分部業績</b>	<b>2,182</b>
Unallocated corporate expenses	未分配之企業開支	
Operating loss	經營虧損	(2,733)
Finance costs	融資成本	(17,543)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	<b>(18,094)</b>
Taxation	稅項	2,895
<b>Loss for the period</b>	<b>本期虧損</b>	<b>(15,199)</b>

### 3. Segment information (continued)

Six months ended 30 June 2009

### 3. 分部資料 (續)

截至二零零九年六月三十日止六個月

		Continuing operations 持續經營業務			Discontinued operations 終止經營業務			Consolidated 綜合
		Conductive silicon rubber keypads 導電 硅橡膠按鍵 HK\$'000 千港元	LCoS television LCoS電視 HK\$'000 千港元	Eliminations 撇減 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Electronic products 電子產品 HK\$'000 千港元	Eliminations 撇減 HK\$'000 千港元	
<b>Revenue</b>	<b>收益</b>							
External sales	外部銷售	22,480	-	-	22,480	91,287	-	113,767
Inter-segment sales	部間銷售	1,442	-	(1,442)	-	180	(180)	-
<b>Total revenue</b>	<b>收益總額</b>	23,922	-	(1,442)	22,480	91,467	(180)	113,767
Operating profit/(loss)	經營溢利/(虧損)	(8,614)	(629)	(1,262)	(10,505)	5,644	1,262	6,906
Exclude – realised gain on foreign exchange forward contracts	不包括—外匯遠期合約之 已變現收益	-	-	-	-	(564)	-	(564)
<b>Segment result</b>	<b>分部業績</b>	(8,614)	(629)	(1,262)	(10,505)	5,080	1,262	(4,163)
Unallocated corporate expenses	未分配之企業開支							
Operating loss of other segment	其他分部之經營虧損				(3,833)			(3,833)
Realised gain on foreign exchange forward contracts	外匯遠期合約之 已變現收益				-		564	564
Gain on disposal of subsidiaries	出售附屬公司之收益				-		90,888	90,888
Gain on waiver of promissory notes	豁免承兌票據之收益				28,297		-	28,297
Loss on redemption of promissory notes	贖回承兌票據之虧損				(61,351)		-	(61,351)
Finance costs	融資成本				(18,047)		(719)	(18,766)
Impairment loss recognised in respect of available-for-sale investment	就可供出售投資確認之 減值虧損				(2,838)		-	(2,838)
<b>(Loss)/profit before taxation</b>	<b>除稅前(虧損)/溢利</b>				(68,277)		97,075	28,798
Taxation	稅項				1,649		-	1,649
<b>(Loss)/profit for the period</b>	<b>本期(虧損)/溢利</b>				(66,628)		97,075	30,447

#### 4. Revenue and other revenue

Revenue, which is the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts during the period.

An analysis of other revenue is as follows:

	Continuing operations 持續經營業務		Discontinued operations 終止經營業務		Consolidated 綜合	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest income 利息收入	-	4	-	-	-	4
Gain on fair value change on derivative financial instruments 衍生金融工具公平值 變動收益	-	-	-	564	-	564
	-	4	-	564	-	568

#### 4. 收入及其他收入

收入亦即本公司之營業額，指扣除期內退貨及貿易折扣後之銷售貨品發票淨值。

其他收入之分析如下：

#### 5. Other gains and losses

	Continuing operations 持續經營業務		Discontinued operations 終止經營業務		Consolidated 綜合	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Gain on waiver of promissory notes 豁免承兌票據之收益	-	28,297	-	-	-	28,297
Loss on redemption of promissory notes 贖回承兌票據之虧損	-	(61,351)	-	-	-	(61,351)
Gain on disposal of subsidiaries 出售附屬公司之收益	-	-	-	90,888	-	90,888
	-	(33,054)	-	90,888	-	57,834

#### 5. 其他收益及虧損



## 6. Loss before taxation

## 6. 除稅前虧損

	Continuing operations		Discontinued operations		Consolidated	
	持續經營業務		終止經營業務		綜合	
	2010	2009	2010	2009	2010	2009
	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
	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
Loss before taxation has been arrived at after charging:	除稅前虧損經扣除下列項目：					
Cost of inventories recognised as expense	10,934	10,731	-	57,100	10,934	67,831
Loss on disposal of property, plant and equipment	-	287	-	-	-	287
Depreciation and amortisation	折舊及攤銷					
- Properties, plant and equipment	1	4,554	-	3,707	1	8,261
- Prepaid lease payments	-	49	-	62	-	111
Impairment loss recognised in respect of trade receivables	-	200	-	-	-	200
Allowance for obsolete and slow moving inventories	-	405	-	-	-	405
Operating lease rentals	252	1,070	-	55	252	1,125
Staff costs	559	9,263	-	15,009	559	24,272
Impairment loss recognised in respect of available-for-sale investment	-	2,838	-	-	-	2,838

## 7. Finance costs

## 7. 融資成本

	Continuing operations		Discontinued operations		Consolidated	
	持續經營業務		終止經營業務		綜合	
	2010	2009	2010	2009	2010	2009
	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
	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
Imputed interests on:	以下各項之估計利息：					
Convertible bonds	11,833	9,948	-	-	11,833	9,948
Promissory notes	5,710	8,032	-	-	5,710	8,032
Interests on:	以下各項之利息：					
Bank borrowings wholly repayable within five years	-	30	-	696	-	726
Obligation under finance lease	-	37	-	23	-	60
	17,543	18,047	-	719	17,543	18,766

## 8. Taxation

Hong Kong profits tax has been provided at the rate of 16.5% (30 June 2009: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Under the relevant prevailing PRC income tax law, the PRC subsidiaries of the Group are subject to income tax at a rate of 25% for the six months ended 30 June 2010 (30 June 2009: 25%) on their respective taxable income.

## 8. 稅項

香港利得稅乃根據期內於香港產生之估計應課稅溢利按16.5%之稅率(二零零九年六月三十日:16.5%)計提。根據相關現行中國所得稅法,本集團之中國附屬公司須根據其各自之應課稅收入於截至二零一零年六月三十日止六個月按25%(二零零九年六月三十日:25%)之稅率繳納所得稅。

	Continuing operations 持續經營業務		Discontinued operations 終止經營業務		Consolidated 綜合	
	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Current tax:	即期稅項:					
Hong Kong Profits Tax	-	(14)	-	-	-	(14)
PRC enterprise income tax	-	6	-	-	-	6
Profit tax (Refund)	-	(8)	-	-	-	(8)
Deferred taxation	(2,895)	(1,641)	-	-	(2,895)	(1,641)
Tax (credit)/charge for the period	(2,895)	(1,649)	-	-	(2,895)	(1,649)

## 9. Discontinued operations

There were no discontinued operations for the six months ended 30 June 2010.

The profit for the period from the discontinued operations is analysed as follows:

## 9. 終止經營業務

截至二零一零年六月三十日止六個月並無終止經營業務。

來自終止經營業務之本期溢利分析如下:

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit of electronic products operation for the period	-	6,187
Gain on disposal of electronic products operation	-	90,888
	-	97,075

## 10. Earnings /(loss) per share attributable to the owners of the Company

### From continuing and discontinued operations

The calculation of the basic and diluted earnings/(loss) per share attributable to the owners of the Company is based on the following data:

## 10. 本公司擁有人應佔每股盈利／(虧損)

### 來自持續經營業務及終止經營業務

本公司擁有人應佔每股基本及攤薄盈利／(虧損)乃按下列數據計算：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<i>Earnings/(loss)</i>	<i>盈利／(虧損)</i>		
Earnings/(loss) for the purpose of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)之盈利／(虧損)	<b>(15,199)</b>	30,447
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on convertible bonds	可換股債券之利息	<b>11,833</b>	9,948
Earnings/(loss) for the purpose of diluted earnings/(loss) per share	就計算每股攤薄盈利／(虧損)之盈利／(虧損)	<b>(3,366)</b>	40,395
<i>Number of shares</i>	<i>股份數目</i>		
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)之普通股加權平均數	<b>702,356</b>	692,411
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Convertible bonds	可換股債券	<b>750,000</b>	691,989
Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share	就計算每股攤薄盈利／(虧損)之普通股加權平均數	<b>1,452,356</b>	1,384,400

Diluted loss per share from continuing and discontinued operations for the period ended 30 June 2010 was the same as the basic loss per share. The Company's outstanding convertible bonds were not included in the calculation of diluted loss per share from continuing and discontinued operations because the effect of the Company's outstanding convertible bonds was anti-dilutive.

截至二零一零年六月三十日止期間之來自持續經營業務及終止經營業務之每股攤薄虧損與每股基本虧損相同。由於本公司之尚未行使可換股債券具有反攤薄效應，故於計算來自持續經營業務及終止經營業務之每股攤薄虧損時並無計及本公司之尚未行使可換股債券。

10. Earnings /(loss) per share attributable to the owners of the Company (continued)

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the ordinary equity holder of the Company is based on the following data:

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<i>Earnings/(loss)</i>	盈利/(虧損)		
Loss for the purpose of basic loss per share	就計算每股基本虧損之虧損	(15,199)	(66,628)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on convertible bonds	可換股債券之利息	11,833	9,948
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	(3,366)	(56,680)

The denominators used are the same as those detailed above for both basic and diluted earnings/(loss) per share.

Diluted loss per share from continuing operations for the six months ended 30 June 2009 and 30 June 2010 were the same as the basic loss per share. The Company's outstanding convertible bonds were not included in the calculation of diluted loss per share from continuing operations because the effect of the Company's outstanding convertible bonds was anti-dilutive.

10. 本公司擁有人應佔每股盈利/(虧損) (續)

來自持續經營業務

本公司普通股股權持有人應佔持續經營業務之每股基本及攤薄虧損乃按下列數據計算：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
<i>Earnings/(loss)</i>	盈利/(虧損)		
Loss for the purpose of basic loss per share	就計算每股基本虧損之虧損	(15,199)	(66,628)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on convertible bonds	可換股債券之利息	11,833	9,948
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	(3,366)	(56,680)

所用分母與上文所述就計算每股基本及攤薄盈利/(虧損)所用者相同。

於截至二零零九年六月三十日及二零一零年六月三十日止六個月，持續經營業務之每股攤薄虧損與每股基本虧損相同。鑒於本公司之尚未行使可換股債券具有反攤薄效應，因此在計算持續經營業務之每股攤薄虧損時並無計入該等尚未行使可換股債券。

## 10. Earnings /(loss) per share attributable to the owners of the Company (continued)

### From discontinued operations

There was no discontinued operations for the six months ended 30 June 2010.

Basic and diluted earnings per share for the six months ended 30 June 2009 for the discontinued operations was HK14.02 cents per share and HK7.01 cents per share respectively. The numerators were based on the profit for the six months ended 30 June 2009 from discontinued operations of approximately HK\$97,075,000, while the denominators used were the same as those detailed above for both basic and diluted earnings/(loss) per share.

## 11. Dividend

No interim dividend was declared by the Company for the six months ended 30 June 2010.

## 12. Movements in property, plant & equipment

There was no material acquisition of property, plant and equipment for the six months ended 30 June 2010.

For the year of 2009, the Group had acquired property, plant and equipment of approximately HK\$2,544,000.

## 13. Trade receivables

The Group generally allows an average credit period of 60 days to its trade customers. An aged analysis of trade receivables, net of provision for impairment loss recognised in respect of trade receivables, is as follows:

## 10. 本公司擁有人應佔每股盈利／（虧損）（續）

### 來自終止經營業務

截至二零一零年六月三十日止六個月並無終止經營業務。

於截至二零零九年六月三十日止六個月，終止經營業務之每股基本及攤薄盈利分別為每股14.02港仙及每股7.01港仙。分子為截至二零零九年六月三十日止六個月來自終止經營業務之溢利約97,075,000港元，而所用分母與上文所述就計算每股基本及攤薄盈利／（虧損）所用者相同。

## 11. 股息

本公司並無就截至二零一零年六月三十日止六個月宣派中期股息。

## 12. 物業、廠房及設備之變動

截至二零一零年六月三十日止六個月並無有關物業、廠房及設備之重大收購事項。

於二零零九年，本集團已收購物業、廠房及設備約2,544,000港元。

## 13. 貿易應收款項

本集團一般給予貿易客戶平均60天之信貸期。貿易應收款項（扣除就貿易應收款項確認之減值虧損撥備）之賬齡分析如下：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Not yet due	未到期	6,214	5,366
Overdue within 30 days	過期不超過30日	997	1,699
Overdue for 31-60 days	過期31至60日	1,752	1,173
Overdue for 61-90 days	過期61至90日	6	—
Overdue for more than 90 days	過期超過90日	438	—
		<b>9,407</b>	8,238



#### 14. Prepayments, deposits and other receivables

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	324	709
Less: Deconsolidation of subsidiaries	減：取消綜合附屬公司	-	(620)
		<b>324</b>	<b>89</b>

#### 14. 預付款項、按金及其他應收款項

#### 15. Trade payables

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Not yet due or overdue within 30 days	未到期或過期不超過30日	172	-
Overdue for 31-60 days	過期31至60日	209	-
Overdue for 61-90 days	過期61至90日	75	-
Overdue for more than 90 days	過期超過90日	-	127
		<b>456</b>	<b>127</b>

#### 15. 貿易應付款項

#### 16. Other payables and accruals

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Other payables and accruals	其他應付款項及應計費用	724	967
		<b>724</b>	<b>967</b>

#### 16. 其他應付款項及應計費用

## 17. Convertible bonds

On 15 January 2009, the Company issued the Tranche 1 Bonds due on 14 January 2014 with a principal amount of HK\$300,000,000, which is interest free. The Tranche 1 Bonds are issued as part of the consideration for acquisition of Pacific Choice. The Tranche 1 Bonds are convertible into fully paid ordinary shares with a par value of HK\$0.1 each of the Company at an initial conversion price of HK\$0.4 per share, subject to adjustment. The effective interest rate is 14%.

The convertible bonds contain liability and equity components. The equity component is presented in equity heading "convertible bonds reserve".

The fair value of the liability component of the convertible bonds at the issuance date was determined based on the present value of the estimated future cash outflows discounted at the prevailing market rate for an equivalent non-convertible loan.

## 17. 可換股債券

於二零零九年一月十五日，本公司發行於二零一四年一月十四日到期本金額300,000,000港元之第一批債券，不計利息。第一批債券乃發行作為收購Pacific Choice之部份代價。第一批債券可按初步換股價每股0.4港元（可予調整）轉換為本公司每股面值0.1港元之繳足普通股。實際利率為14%。

可換股債券包含負債及權益部份。權益部份於權益項下之「可換股債券儲備」呈列。

可換股債券負債部份於發行日期之公平值乃依據同等非可換股貸款按現行市場利率貼現之估計未來現金流出之現值而釐定。

		HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	–
Liability component at the date of issue	發行當日之負債部份	155,811
Interest expenses charged	扣除之利息開支	20,974
At 31 December 2009	於二零零九年十二月三十一日	176,785

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

可換股債券負債於期內之變動如下：

		HK\$'000 千港元
At 1 January 2010	於二零一零年一月一日	176,785
Interest expenses charged	扣除之利息開支	11,833
At 30 June 2010	於二零一零六月三十日	188,618

## 18. Deferred tax liabilities

The major deferred tax liabilities recognised by the Group are derived from the temporary differences between the tax base amounts and carrying amounts of convertible bonds of approximately HK\$18,378,000 (2009: HK\$20,331,000) and promissory note of approximately HK\$1,115,000 (2009: HK\$2,057,000).

## 19. Promissory notes

On 15 January 2009, the Group issued promissory notes of HK\$375,000,000 for acquiring the entire issued share capital of Pacific Choice at Zero coupon rate. The effective interest rate is 16%.

On 16 February 2009, the Group and the bearer of the promissory notes had agreed that if there was an early repayment of HK\$250,000,000, 10% of the principal amount of the promissory notes, i.e. HK\$37,500,000, would be cancelled in favour to the Group. The repayment had been made on 19 February 2009.

## 18. 遞延稅項負債

本集團確認之主要遞延稅項負債來自稅基金額與可換股債券賬面值約18,378,000港元(二零零九年:20,331,000港元)及承兌票據賬面值約1,115,000港元(二零零九年:2,057,000港元)之臨時差額。

## 19. 承兌票據

於二零零九年一月十五日,本集團按零票息率發行375,000,000港元之承兌票據,以收購Pacific Choice之全部已發行股本。實際利率為16%。

於二零零九年二月十六日,本集團及承兌票據持有人同意提前償還款項250,000,000港元,則承兌票據本金額10%(即37,500,000港元)會被註銷,歸本集團所有。償還已於二零零九年二月二十九日進行。

		HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	
Fair value of promissory notes issued	已發行承兌票據之公平值	278,686
Early redemption	提前贖回	(188,649)
Cancellation in respect of early redemption	就提前贖回註銷	(28,297)
Interest expenses charged	扣除之利息開支	13,291
At 31 December 2009	於二零零九年十二月三十一日	75,031
At 1 January 2010	於二零一零年一月一日	75,031
Interest expenses charged	扣除之利息開支	5,710
At 30 June 2010	於二零一零年六月三十日	80,741

## 20. Material acquisition and disposals

There were no material acquisition or disposal of subsidiaries or associates during the six months ended 30 June 2010.

## 20. 重大收購及出售事項

截至二零一零年六月三十日止六個月並無附屬公司或聯營公司之重大收購或出售。

## 21. Related party transaction

During the period ended 30 June 2010, the Group had entered into the following transaction with related party which, in the opinion of the directors, were carried out in the ordinary course of the Group's business.

Name of related party 關連人士之名稱	Nature of transaction 交易性質	2010 二零一零年 HK\$'000 千港元 (Unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (Unaudited) (未經審核)
T & S Industrial Company Limited	Administration fee paid by the Company 由本公司支付的行政費用	383	454

## 22. Share option scheme

The Company's share option scheme (the "Share Option Scheme") was adopted on 29 May 2002 under which the Board of the Directors may grant options to eligible participants, including employees and directors, of the Company and any of its subsidiaries to subscribe for shares of the Company. The Share Option Scheme is valid and effective for a period of 10 years commencing from the adoption date after which no further options may be issued.

The number of shares, which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and other schemes adopted by the Group, is not permitted to exceed 30% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted under the Share Option Scheme and other schemes adopted by the Group in aggregate is not permitted to exceed 10% of the shares of the Company in issue at the adoption date. The total number of shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the shares of the Company in issue at any 12-month period.

## 21. 關連人士交易

截至二零一零年六月三十日止期間，本集團已與關連人士進行以下交易，董事認為，有關交易於本集團之一般業務過程中進行。

## 22. 認購股權計劃

本公司於二零零二年五月二十九日採納其認購股權計劃（「認購股權計劃」），據此，董事會可向合資格參與者（包括本公司及其任何附屬公司之僱員及董事）授出可認購本公司股份之認購股權。認購股權計劃乃由採納日期起計十年內有效，其後將不得再發行任何認購股權。

行使根據認購股權計劃及本集團採納之其他計劃授出之所有尚未行使認購股權而可能發行之股份數目，不得超過任何時間本公司已發行股份之30%。根據認購股權計劃及本集團採納之其他計劃可能授出之認購股權之有關股份總數不得超過採納日期本公司已發行股份之10%。可能向任何人士發行之認購股權之有關股份總數不得超過於任何十二個月期間本公司已發行股份之1%。

## 22. Share option scheme *(continued)*

Consideration of HK\$1 is payable by the grantee on the acceptance of option granted. Option may be exercised from the date of acceptance of the offer of such option to the earlier of the date on which such option lapses and 10 years from the offer date of that option. The exercise price is determined by the directors of the Company, and will not be less than the higher of the closing prices of the shares on the Stock Exchange on the date of the grant of the options, the average of the closing prices of the shares for the five trading days immediately preceding the date of the grant of the options and the nominal value of the shares.

No share options have been granted under the Share Option Scheme since its adoption.

## 23. Contingent liabilities

The Group did not have any significant contingent liabilities as at 30 June 2010 and 31 December 2009.

## 24. Capital commitments

The Group did not have any significant capital commitments as at 30 June 2010 and 31 December 2009.

## 25. Events after the end of the reporting period

There were no significant events up to the reporting date of interim report.

## 22. 認購股權計劃 (續)

承授人接納獲授之認購股權時須支付代價1港元。認購股權可由接納該等認購股權建議日期起至該等認購股權失效日期及認購股權建議日期起滿十年當日(以較早者為準)止期間行使。行使價由本公司董事釐定,並將不低於認購股權授出日期股份於聯交所之收市價、緊接認購股權授出日期前五個交易日股份於聯交所之平均收市價或股份面值之較高者。

自認購股權計劃獲採納以來概無根據認購股權計劃授出任何認購股權。

## 23. 或然負債

於二零一零年六月三十日及二零零九年十二月三十一日,本集團並無任何重大或然負債。

## 24. 資本承擔

於二零一零年六月三十日及二零零九年十二月三十一日,本集團並無任何重大資本承擔。

## 25. 報告期間後事項

截至中期報告之報告日期,概無發生任何重大事項。



**KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED**  
泰 盛 實 業 集 團 有 限 公 司