

SHK 新工投資有限公司
Hong Kong Industries Limited
(Stock Code 股份代號 : 666)

2010
Interim Report
中期業績報告



SHK 新工投資有限公司
Hong Kong Industries Limited

Interim Report
中期業績報告

For the six months ended 30th June, 2010
截至二零一零年六月三十日止六個月



CORPORATE INFORMATION

Chairman

Warren Lee Wa Lun*

Directors

Mark Wong Tai Chun*
Arthur George Dew#
Peter Lee Yip Wah#
Ambrose So Shu Fai†
Albert Ho†

* Executive Directors and members of the Executive Committee

Non-Executive Directors

† Independent Non-Executive Directors

Secretary

Lo Tai On

Auditor

Grant Thornton

Solicitors

P.C. Woo & Co.
Troutman Sanders Solicitors and International Lawyers

Bankers

The Bank of East Asia Limited
Citibank N.A.
CITIC Bank International Limited
Dah Sing Bank Limited
Industrial and Commercial Bank of China (Asia) Limited
Merrill Lynch (Asia Pacific) Limited

公司資料

主席

李華倫*

董事

王大鈞*
狄亞法#
李業華#
蘇樹輝†
何振林†

* 執行董事及執行委員會成員

非執行董事

† 獨立非執行董事

秘書

羅泰安

核數師

均富會計師行

律師

胡百全律師事務所
長盛國際律師事務所

銀行

東亞銀行有限公司
花旗銀行
中信銀行國際有限公司
大新銀行有限公司
中國工商銀行(亞洲)有限公司
美林(亞太)有限公司

CORPORATE INFORMATION *(continued)*

Registered Office

Room 1801, 18th Floor
Allied Kajima Building
138 Gloucester Road
Wanchai, Hong Kong

Registrars and Transfer Office

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

Stock Code

The Stock Exchange of Hong Kong Limited: 666

Website

<http://www.ymi.com.hk>

公司資料(續)

註冊辦事處

香港灣仔告士打道138號
聯合鹿島大廈18樓1801室

股份過戶登記處

卓佳秘書商務有限公司
香港皇后大道東28號
金鐘匯中心26樓

股份代號

香港聯合交易所有限公司：666

網站

<http://www.ymi.com.hk>



RESULTS

The Board of Directors (the “Board”) of SHK Hong Kong Industries Limited (the “Company”) is pleased to present the Interim Report which includes the unaudited interim condensed consolidated financial statements of the Company and its subsidiaries (the “Group”) for the six months ended 30th June, 2010. The consolidated income statement, consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity of the Group for the six months ended 30th June, 2010, and the consolidated statement of financial position as at 30th June, 2010 of the Group, all of which are unaudited and condensed, along with selected explanatory notes, are set out on pages 4 to 20 of this report.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the unaudited interim condensed consolidated financial statements for the six months ended 30th June, 2010. In addition, the Group’s external auditor has reviewed the unaudited interim condensed consolidated financial statements set out on pages 4 to 20 in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants.

業績

新工投資有限公司(「本公司」)董事會(「董事會」)欣然提呈本公司及其附屬公司(「本集團」)截至二零一零年六月三十日止六個月之中期報告其中包括未經審核中期簡明綜合財務報表。本集團截至二零一零年六月三十日止六個月之綜合收益表、綜合全面收益表、綜合現金流量表及綜合權益變動表，以及本集團於二零一零年六月三十日結算之綜合財務狀況表，全部均為未經審核及以簡明賬目編製，連同選定之說明附註均載於本報告第4至20頁。

審核委員會已經與管理層審閱本集團所採納之會計原則及方法，並討論有關內部監控及財務報告事宜，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簡明綜合財務報表。再者，本集團之外聘核數師已按香港會計師公會頒佈之香港審閱聘任準則第2410號「獨立核數師執行之中期財務資料審閱」審閱載於第4至20頁之未經審核中期簡明綜合財務報表。



CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30th June, 2010

簡明綜合收益表

截至二零一零年六月三十日止六個月

		Unaudited 未經審核		
		Six months ended 30th June, 截至六月三十日止六個月		
		2010	2009	
		二零一零年	二零零九年	
		HK\$'000	HK\$'000	
		千港元	千港元	
	Notes 附註			
Revenue	收入	3	24,518	12,221
Other net income	其他收入淨額	4	9,380	221,318
Administrative and other operating expenses	行政及其他經營費用		(16,481)	(28,042)
Operating profit	經營溢利		17,417	205,497
Finance costs	財務成本	6	(252)	(35)
Profit before income tax	所得稅前溢利	7	17,165	205,462
Income tax expense	所得稅開支	8	-	-
Profit for the period attributable to the owners of the Company	本公司擁有人應佔期內溢利		17,165	205,462
Earnings per share (HK cents)	每股盈利(港仙)	9		
- Basic	- 基本		0.46	7.96
- Diluted	- 攤薄		0.44	7.86



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30th June, 2010

簡明綜合全面收益表

截至二零一零年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30th June, 截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the period	本期間溢利	17,165	205,462
Other comprehensive (expenses)/income	其他全面(費用)/收益		
Change in fair value of available-for-sale financial assets	可供出售財務資產之公平值變動	4,125	35,240
Reclassification adjustment upon disposal of available-for-sale financial assets	處置可供出售財務資產時重新分類調整	(25,464)	—
Other comprehensive (expenses)/income for the period, net of tax	除稅後之本期間其他全面(費用)/收益	(21,339)	35,240
Total comprehensive (expenses)/income for the period attributable to the owners of the Company	本公司擁有人應佔期內全面(費用)/收益總額	(4,174)	240,702

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30th June, 2010

二零一零年六月三十日結算

			Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Interests in associates	於聯營公司權益		18,155	18,155
Available-for-sale financial assets	可供出售財務資產	11	499,308	381,256
Held-to-maturity investments	持有至到期投資	12	–	51,516
			517,463	450,927
Current assets	流動資產			
Trade and other receivables and prepayment	貿易及其他應收款及預付款項	13	11,237	8,634
Amount due from a fellow subsidiary	應收一間同系附屬公司欠款		606	256
Financial assets at fair value through profit or loss	按公平值列賬及在損益賬處理之財務資產	14	571,443	534,350
Pledged bank deposits	銀行抵押存款	15	50,856	3,955
Cash and cash equivalents	現金及現金等價物	15	98,202	247,110
			732,344	794,305
Current liabilities	流動負債			
Other payables and accrued expenses	其他應繳款及應計費用		575	12,051
Amount due to a holding company	欠一間控股公司款項		150	293
Amount due to a fellow subsidiary	欠一間同系附屬公司款項		4,654	4,627
Borrowings	貸款	16	22,752	27,216
Financial liabilities at fair value through profit or loss	按公平值列賬及在損益賬處理之財務負債	17	77,154	59,216
Taxation payable	應繳稅項		–	1,271
			105,285	104,674
Net current assets	流動資產淨值		627,059	689,631
Total assets less current liabilities	資產總值減流動負債		1,144,522	1,140,558
Net assets	資產淨值		1,144,522	1,140,558
EQUITY	權益			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本	18	373,966	373,879
Reserves	儲備		762,505	766,679
			1,136,471	1,140,558
Non-controlling interests	非控股權益		8,051	–
Total equity	權益總額		1,144,522	1,140,558

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30th June, 2010

截至二零一零年六月三十日止六個月

		Unaudited 未經審核						Non- controlling interests 非控股 權益	Total equity 權益總額	
		Equity attributable to the owners of the Company 本公司擁有人應佔權益								
		Share capital 股本	Share premium 股份溢價	Capital redemption reserve 資本贖回 儲備	Capital contribution reserve 資本繳入 儲備	Investment revaluation reserve 投資重估 儲備	Retained earnings/ (accumulated losses) 保留盈利/ (累計虧損)	Total 總額		
		HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	
At 1st January, 2010	二零一零年 一月一日結算	373,879	487,776	20,032	367	60,036	198,468	1,140,558	-	1,140,558
Profit for the period	本期間溢利	-	-	-	-	-	17,165	17,165	-	17,165
Other comprehensive (expenses)/income:	其他全面(費用)/收益:									
Change in fair value of available-for-sale financial assets	可供出售財務資產之公平值變動	-	-	-	-	4,125	-	4,125	-	4,125
Reclassification adjustment upon disposal of available-for-sale financial assets	處置可供出售財務資產時重新分類調整	-	-	-	-	(25,464)	-	(25,464)	-	(25,464)
Total comprehensive (expenses)/income for the period	本期間全面(費用)/收益總額	-	-	-	-	(21,339)	17,165	(4,174)	-	(4,174)
Capital contribution by non-controlling interests	非控股權益資本注資	-	-	-	-	-	-	-	8,051	8,051
Exercise of warrants	行使認股權證	87	-	-	-	-	-	87	-	87
Transactions with the owners	與擁有人之交易	87	-	-	-	-	-	87	8,051	8,138
At 30th June, 2010	二零一零年 六月三十日結算	373,966	487,776	20,032	367	38,697	215,633	1,136,471	8,051	1,144,522
At 1st January, 2009	二零零九年 一月一日結算	186,917	492,746	20,032	367	(4,776)	(97,114)	598,172	-	598,172
Profit for the period	本期間溢利	-	-	-	-	-	205,462	205,462	-	205,462
Other comprehensive income:	其他全面收益:									
Change in fair value of available-for-sale financial assets	可供出售財務資產之公平值變動	-	-	-	-	35,240	-	35,240	-	35,240
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	35,240	205,462	240,702	-	240,702
Proceeds from shares issued	已發行股份之所得款項	186,917	-	-	-	-	-	186,917	-	186,917
Share issuance expenses	發行股份之費用	-	(4,970)	-	-	-	-	(4,970)	-	(4,970)
Exercise of warrants	行使認股權證	1	-	-	-	-	-	1	-	1
Transactions with the owners	與擁有人之交易	186,918	(4,970)	-	-	-	-	181,948	-	181,948
At 30th June, 2009	二零零九年 六月三十日結算	373,835	487,776	20,032	367	30,464	108,348	1,020,822	-	1,020,822

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30th June, 2010

簡明綜合現金流量表

截至二零一零年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30th June, 截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Net cash (used in)/generated from operating activities	經營業務(耗用)/產生之現金淨額	(99,377)	73,847
Net cash used in investing activities	投資業務耗用之現金淨額	(55,220)	(189,908)
Net cash generated from financing activities	融資活動產生之現金淨額	5,689	233,991
(Decrease)/increase in cash and cash equivalents	現金及現金等價物之(減少)/增加	(148,908)	117,930
Cash and cash equivalents as at 1st January	於一月一日之現金及現金等價物	247,110	135,159
Cash and cash equivalents as at 30th June	於六月三十日之現金及現金等價物	98,202	253,089

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. GENERAL INFORMATION AND BASIS OF PREPARATION

SHK Hong Kong Industries Limited (the "Company") is a limited liability company incorporated and domiciled in Hong Kong. The address of the Company's registered office and principal place of business of the Company is Room 1801, 18th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong. The Company's shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange of Hong Kong").

As at 30th June, 2010, the parent of the Company is Bright Clear Limited which is indirectly wholly-owned by Allied Group Limited ("AGL"), a company incorporated in Hong Kong and listed on the Stock Exchange of Hong Kong. The ultimate parent undertaking of the Company is the trustees of Lee and Lee Trust. The address of the principal place of business of the trustees of Lee and Lee Trust is 24th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

The principal activities of the Company and its subsidiaries (the "Group") include the investments in listed and unlisted financial instruments.

The unaudited interim condensed consolidated financial statements for the six months ended 30th June, 2010, on pages 4 to 20 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities ("Listing Rules") on the Stock Exchange of Hong Kong and with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31st December, 2009.

The unaudited interim condensed consolidated financial statements have been approved for issue by the Board of Directors of the Company (the "Board") on 24th August, 2010.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited interim condensed consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair value, as appropriate.

The accounting policies adopted in the unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st December, 2009, except for the adoption of the new and amended Hong Kong Financial Reporting Standards ("HKFRSs") (which include individual Hong Kong Financial Reporting Standards, HKASs and Interpretations) as disclosed below.

1. 一般資料及編製基礎

新工投資有限公司(「本公司」)乃於香港註冊成立及位於香港之有限公司。本公司註冊辦事處及本公司主要營業地址為香港灣仔告士打道138號聯合鹿島大廈18樓1801室。本公司股份於香港聯合交易所有限公司(「香港聯交所」)上市。

於二零一零年六月三十日，本公司之母公司為聯合集團有限公司(「聯合集團」)間接全資擁有的晴輝有限公司，聯合集團為一間在香港註冊成立及於香港聯交所上市之公司。本公司之最終母企業為Lee and Lee Trust之信託人。Lee and Lee Trust之信託人之主要營業地址為香港灣仔告士打道138號聯合鹿島大廈24樓。

本公司及其附屬公司(「本集團」)之主要業務包括投資於上市及非上市之金融工具。

本載於第4頁至20頁之截至二零一零年六月三十日止六個月未經審核中期簡明綜合財務報表乃按照香港聯交所證券上市規則(「上市規則」)附錄16之適用披露規定及香港會計師公會(「香港會計師公會」)頒布之香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

本未經審核中期簡明綜合財務報表並未包括全年財務報表的一切所需資料及披露，並應與本集團二零零九年十二月三十一日止年度之全年財務報表一起查閱。

未經審核中期簡明綜合財務報表已經由本公司之董事會(「董事會」)於二零一零年八月二十四日批准。

2. 重大會計政策概要

本未經審核中期簡明綜合財務報表乃按歷史成本法編製，惟按公平值(如適用)計算之若干金融工具除外。

除以下所披露已採納之新訂及經修訂之香港財務報告準則(「香港財務報告準則」)外(該準則包括個別香港財務報告準則、香港會計準則及詮釋)，本未經審核中期簡明綜合財務報表採納之會計政策與編製本集團截至二零零九年十二月三十一日止年度之全年財務報表所用者一致。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

New and amended HKFRSs

From 1st January, 2010, the Group has applied for the first time the following new and amended HKFRSs which are relevant to and effective for the Group's financial statements for the annual financial period beginning on 1st January, 2010.

HKAS 27 (Revised)	Consolidated and Separate Financial Statements
Various	Annual Improvements to HKFRSs 2009

Other than as noted below, the adoption of these new and amended HKFRSs did not result in significant changes in the Group's accounting policies.

HKAS 27 (Revised) – Consolidated and Separate Financial Statements

HKAS 27 (Revised) introduced changes to the accounting requirements for transactions with non-controlling (formerly called "minority") interests and the loss of control of a subsidiary. The adoption of HKAS 27 (Revised) is applied prospectively.

The Group has not early adopted the following new or amended HKFRSs that have been issued and relevant to the Group but are not yet effective:

HKFRS 9	Financial Instruments ⁴
HKAS 24 (Revised)	Related Party Disclosures ³
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ²
Various	Annual Improvements to HKFRSs 2010 ¹

Notes:

- ¹ Effective for annual periods beginning on or after 1st July, 2010 and 1st January, 2011, as appropriate
- ² Effective for annual periods beginning on or after 1st July, 2010
- ³ Effective for annual periods beginning on or after 1st January, 2011
- ⁴ Effective for annual periods beginning on or after 1st January, 2013

2. 重大會計政策概要(續)

新訂及經修訂香港財務報告準則

於二零一零年一月一日起，本集團已採用下列於二零一零年一月一日首次生效及與本集團有關且適用之新訂及經修訂香港財務報告準則。

香港會計準則第27號 (經修訂)	綜合及獨立財務報表
其他	二零零九年香港財務報告 準則的年度改進

除以下註明以外，採納該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策出現重大變動。

香港會計準則第27號(經修訂) – 綜合及獨立財務報表

香港會計準則第27號(經修訂)引進與非控股(前稱「少數股東」)權益進行交易及失去附屬公司控制權之會計變動。香港會計準則第27號(經修訂)於採納期後適用。

本集團並無提早採用以下已頒佈但尚未生效及與本集團有關之新訂或經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ⁴
香港會計準則第24號 (經修訂)	關連人士之披露 ³
香港(國際財務報告 詮釋委員會)–詮釋 第19號	以股本工具抵銷金融負債 ²
其他	二零一零年香港財務報告 準則的年度改進 ¹

附註：

- ¹ 於二零一零年七月一日及二零一一年一月一日或之後開始之年度期間生效(如適用)。
- ² 於二零一零年七月一日或之後開始之年度期間生效。
- ³ 於二零一一年一月一日或之後開始之年度期間生效。
- ⁴ 於二零一三年一月一日或之後開始之年度期間生效。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

New and amended HKFRSs (continued)

HKFRS 9 *Financial Instruments* introduces new requirements for the classification and measurement of financial assets and will be effective from 1st January, 2013, with earlier application permitted. The Standard requires all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

Save as described above, the Directors of the Company anticipate that the application of other new and amended HKFRSs will have no material impact on the results and financial position of the Group.

3. REVENUE

Turnover of the Group is revenue from the investments in listed and unlisted financial instruments.

Interest income from available-for-sale financial assets and held-to-maturity investments	可供出售財務資產及持有至到期投資之利息收入
Dividend income	股息收入
– listed investments	– 上市投資
– unlisted investment	– 非上市投資
Interest income from bank deposits	銀行存款利息收入

2. 重大會計政策概要(續)

新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」引進金融資產分類及計量之新規定，將由二零一三年一月一日起生效，並允許提早應用。該準則規定香港會計準則第39號「金融工具：確認及計量」範圍內所有已確認金融資產按攤銷成本或公平價值計量，特別是(i)以業務模式持有以收取合約現金流量為目的之債務投資，及(ii)純粹為支付本金及未償還本金之利息而擁有合約現金流量之債務投資，一般按攤銷成本計量。所有其他債務投資及股本投資按公平價值計量。應用香港財務報告準則第9號可能影響本集團金融資產之分類及計量。

除上文所述，董事預期應用其他新訂及經修訂香港財務報告準則將不會對本集團業績及財務狀況造成任何重大影響。

3. 收入

本集團之營業額為投資於上市及非上市之金融工具之收入。

Unaudited 未經審核	
Six months ended 30th June, 截至六月三十日止六個月	
2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
15,469	8,388
8,507	3,514
460	–
82	319
24,518	12,221

4. OTHER NET INCOME

4. 其他收入淨額

		Unaudited 未經審核	
		Six months ended 30th June, 截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Gain/(loss) on disposal/redemption of available-for-sale financial assets and held-to-maturity investments	處置／贖回可供出售財務資產及持有至到期投資之收益／(虧損)	43,032	(3,563)
Fair value (loss)/gain on financial assets and liabilities at fair value through profit or loss	按公平值列賬及在損益賬處理之財務資產及負債之公平值(虧損)/收益	(33,713)	174,800
Sundry income	雜項收入	61	81
Receipts on interests in Grand China Shares (Note)	新華航空股份權益收款(附註)	-	50,000
		9,380	221,318

Note:

As detailed in the Group's annual financial statements for each of the years ended 31st December, 2006 and 2007, the Group entered into an agreement with Grand China Air Company Limited ("Grand China") (the "Grand China Agreement") in 2006 and pursuant to which, among other things, the Group agreed to dispose of the 34.22% equity interest in CR Airways Limited (now known as Hong Kong Airlines Limited) (the "CR Airways") held by the Group at the consideration of HK\$190,000,000 in return for the 97,850,000 shares of Grand China of RMB1 each at RMB2 each (the "Grand China Shares").

In connection with the execution of the Grand China Agreement, the Group agreed to (i) convert a partial principal amount of approximately HK\$62,182,000 of the CR Airways' Class A convertible debentures into 62,181,818 ordinary shares of HK\$1 each of CR Airways (the "Converted Shares"), which represented 34.22% of the equity holdings in CR Airways, and to dispose of the Converted Shares to Grand China in return for 97,850,000 shares of RMB1 each of Grand China; (ii) waive its remaining investments in CR Airways' Class A, Class C and Class D convertible debentures in the aggregate amount of approximately HK\$111,152,000 (the "Remaining Debentures"); (iii) waive all its rights in relation to the entire principal amount and accrued interest of promissory note of approximately HK\$16,667,000 (the "Promissory Note") due from Mr. Yip Kwong ("Mr. Yip"), shareholder of CR Airways; and (iv) waive the option granted by a company wholly owned by Mr. Yip to purchase its interests in CR Airways (the "Option Shares").

附註：

如本集團截至二零零六年及二零零七年十二月三十一日年度之各全年財務報表所詳述，於二零零六年本集團與新華航空控股有限公司(「新華航空」)訂立協議(「新華航空協議」)，據此(其中包括)本集團同意出售由本集團持有的中富航空有限公司(現稱為香港航空有限公司)(「中富航空」)的34.22%股本權益，代價為190,000,000港元，按每股作價人民幣2元以換取97,850,000股每股面值人民幣1元的新華航空股份(「新華航空股份」)。

就根據執行新華航空協議而言，本集團同意(i)轉換其中一部分本金額約62,182,000港元的中富航空A類可換股債權證為每股面值1港元的62,181,818股中富航空普通股(「轉換股份」)，即中富航空的34.22%股權，並出售轉換股份予新華航空以換取每股面值人民幣1元的97,850,000股新華航空股份；(ii)撤銷餘下總值約111,152,000港元的中富航空A類、C類及D類可換股債權證(「餘下債權證」)的投資；(iii)撤銷其應收中富航空股東葉光先生(「葉先生」)的約16,667,000港元承付票據(「承付票據」)全部本金額及應計利息的所有權利；及(iv)撤銷葉先生全資擁有的公司授出的購股權，據此可收購其於中富航空之股份權益(「購股權股份」)。

4. OTHER NET INCOME (continued)

Note: (continued)

In June 2006, the Group completed the transfer of the Converted Shares to Grand China and waived the Remaining Debentures, Promissory Note and Option Shares (the transferred Converted Shares and waived assets collectively referred to as the "CR Airways Financial Assets"). However, in the same year, the Group was informed by Grand China that Grand China encountered difficulty in registration of the Grand China Shares. The Group also experienced difficulties in negotiating with Grand China.

In view of the title uncertainty and the lack of cooperation from Grand China, the Group did not recognise the Grand China Shares and made a decision to derecognise the CR Airways Financial Assets during the year ended 31st December, 2006. As a result of the derecognition of the CR Airways Financial Assets and the failure to recognise the Grand China Shares, the carrying value of the CR Airways Financial Assets in the aggregate amount of HK\$190.19 million was charged to the income statement for the year ended 31st December, 2006.

On 15th April, 2008, a third party independent of the Group (the "Buyer") entered into an agreement with a subsidiary of the Group, according to which the Buyer agreed to pay for the Group's interests in the Grand China Shares at a total consideration of HK\$110 million to that subsidiary. During the year ended 31st December, 2008, the Group received HK\$60 million non-refundable amount in cash from the Buyer and that amount was recognised as income in 2008. The Group received the remaining HK\$50 million balance payment in cash from the Buyer in April 2009. The amount was recognised as income in the unaudited condensed consolidated income statement for the six months ended 30th June, 2009.

5. SEGMENT INFORMATION

Under HKFRS 8, reported segment information is based on internal management reporting information that is regularly reviewed by the Executive Directors. The Executive Directors assess segment profit or loss using a measure of operating profit. The measurement policies the Group uses for segment reporting under HKFRS 8 are the same as those used in its HKFRS financial statements.

On adoption of HKFRS 8, based on the regular internal financial information reported to the Group's Executive Directors for their decisions about resources allocation to the Group's business components and review of these components' performance, the Group has identified only one operating segment, financial instrument investments. Accordingly, segment disclosures are not presented.

4. 其他收入淨額(續)

附註：(續)

於二零零六年六月，本集團完成向新華航空轉讓轉換股份及撤銷餘下債權證、承付票據及購股權股份(該已轉讓已換股股份及已撤銷資產統稱「中富航空財務資產」)。然而，於同年，本集團得到新華航空告知，新華航空在新華航空股份登記事宜上遭遇困難。本集團亦難以與新華航空進行磋商。

於截至二零零六年十二月三十一日止年度內，鑒於所有權存在不明朗因素及新華航空拒絕合作，本集團未能確認新華航空股份，因此決定取消確認中富航空財務資產。由於取消確認中富航空財務資產及未能確認新華航空股份，因此賬面值合計190,190,000港元的中富航空財務資產已於截至二零零六年十二月三十一日止年度內在收益表扣除。

於二零零八年四月十五日，有一獨立於本集團之第三方(「買方」)與本集團一附屬公司訂立協議，據此，買方同意就本集團於新華航空股份之權益向該附屬公司支付合共110,000,000港元之代價。本集團於截至二零零八年十二月三十一日止年度內已收到買方不可退還之現金60,000,000港元，並且有關款項已於二零零八年確認為收入。本集團於二零零九年四月已收到買方支付餘款現金50,000,000港元。截至二零零九年六月三十日止六個月未經審核簡明綜合收益表已將有關款項確認為收入。

5. 分部資料

根據香港財務報告準則第8號，分部資料的呈報乃以內部管理呈報資料為基準，內部管理呈報資料由執行董事定期檢討。執行董事採用營運溢利的計量方法評估分部業務盈虧。本集團根據香港財務報告準則第8號就分部呈報所採用的計量政策與其香港財務報告準則財務報表內所採用者一致。

採納香港財務報告準則第8號時，根據定期呈報予本集團執行董事的內部財務資料以供本集團執行董事決定本集團各業務組成的資源分配並審閱該等組成的表現，本集團識別僅有金融工具投資一個經營分部，故將不會呈列分部披露。

6. FINANCE COSTS

Interest on bank borrowings wholly repayable within five years 須於五年內悉數償還之銀行借貸利息

Unaudited

未經審核

Six months ended 30th June,

截至六月三十日止六個月

2010	2009
二零一零年	二零零九年
HK\$'000	HK\$'000
千港元	千港元

252 35

7. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging: Management fee (Note 19) Employee benefit expenses (including Directors' emoluments) Write-off of trade receivable 所得稅前溢利已扣除下列各項：管理費開支(附註19) 僱員福利開支 (包括董事酬金) 貿易應收款撤銷

Unaudited

未經審核

Six months ended 30th June,

截至六月三十日止六個月

2010	2009
二零一零年	二零零九年
HK\$'000	HK\$'000
千港元	千港元

8,529 5,754
1,302 1,322
- 18,008

8. INCOME TAX EXPENSE

No Hong Kong profits tax has been provided for the six months ended 30th June, 2010 as the Group has no assessable profits.

No Hong Kong profits tax had been provided for the six months ended 30th June, 2009 as the assessable profits of the Group were offset by tax losses brought forward.

9. EARNINGS PER SHARE

The calculation of basic earnings per share for the six months ended 30th June, 2010 is based on the profit attributable to the owners of the Company of approximately HK\$17,165,000 (2009: profit of approximately HK\$205,462,000) and on the weighted average number of approximately 3,738,917,000 (2009: approximately 2,581,732,000) ordinary shares in issue during the period.

The calculation of diluted earnings per share for the six months ended 30th June, 2010 is based on the adjusted profit attributable to the owners of the Company of approximately HK\$17,165,000 (2009: profit of approximately HK\$205,462,000) and on the weighted average number of approximately 3,926,700,000 (2009: approximately 2,614,619,000) ordinary shares outstanding during the period, after adjusting for the effect of dilutive potential ordinary shares for warrants.

6. 財務成本

7. 所得稅前溢利

8. 所得稅開支

由於本集團在截至二零一零年六月三十日止六個月並無應課稅溢利，因此並無就香港利得稅作出撥備。

由於本集團在截至二零零九年六月三十日止六個月之應課稅溢利已由稅務虧損滾存抵銷，因此並無就香港利得稅作出撥備。

9. 每股盈利

截至二零一零年六月三十日止六個月每股基本盈利乃根據本公司擁有人應佔溢利約17,165,000港元(二零零九年：溢利約205,462,000港元)及本期間已發行普通股之加權平均數約3,738,917,000股(二零零九年：約2,581,732,000股)計算。

截至二零一零年六月三十日止六個月每股攤薄溢利乃根據本公司擁有人應佔調整溢利約17,165,000港元(二零零九年：溢利約205,462,000港元)及本期間就認股權證潛在攤薄普通股影響作出調整後之已發行普通股之加權平均數約3,926,700,000股(二零零九年：約2,614,619,000股)計算。



10. DIVIDEND

At a Board meeting held on 24th August, 2010, the Board resolved not to declare an interim dividend for the period (2009: Nil).

10. 股息

於二零一零年八月二十四日舉行之董事會會議，董事會議決不派發本期間之中期股息(二零零九年：無)。

11. AVAILABLE-FOR-SALE FINANCIAL ASSETS

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
Listed equity and debt securities	上市股本證券及債務證券		
– listed in Hong Kong	– 香港上市	31,441	66,048
– listed outside Hong Kong	– 香港以外上市	414,290	281,852
Market value of listed equity and debt securities	上市股本證券及債務證券之市值	445,731	347,900
Unlisted equity securities	非上市股本證券	31,876	33,356
Unlisted debt securities	非上市債務證券	21,701	–
		499,308	381,256

12. HELD-TO-MATURITY INVESTMENTS

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
At amortised cost:	按攤銷成本：		
– unlisted debt securities	– 非上市債務證券	–	16,990
– listed debt securities	– 上市債務證券	–	34,526
		–	51,516

During the period, held-to-maturity debt securities at amortised cost of HK\$14,156,000 (2009: Nil) were disposed of at a profit of HK\$4,507,000 (2009: Nil). The disposal was to modify the maturity and risk profile of the investment portfolio. Based on this change, the management have reclassified all the held-to-maturity debt securities from the held-to-maturity category to the available-for-sale category.

本期間內，出售一項按攤銷成本列賬為數14,156,000港元(二零零九年：無)之持有至到期債務證券，其出售溢利為4,507,000港元(二零零九年：無)。該項出售是要改變有關投資組合之期限及風險情況。基於是項變更，管理層已將所有持有至到期債務證券從持有至到期類別重新分類為可供出售類別。

13. TRADE AND OTHER RECEIVABLES AND PREPAYMENT

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
Trade receivables	貿易應收款	11,048	7,985
Other receivables	其他應收款	181	13
Prepayment	預付款項	8	636
		11,237	8,634

There are no specific credit terms granted and the Group allows a credit period up to the settlement dates of their respective transactions. The ageing analysis of the trade receivables which are included in trade and other receivables and prepayment, presented after deducting impairment allowance, was as follows:

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
Within one year	一年內	11,048	7,985

本集團並無授出特定信貸條件，且允許信貸期可直至各交易的結算日。貿易應收款項(包括在貿易及其他應收款及預付款項)已扣除減值準備後呈列之賬齡分析如下：

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
Listed equity securities held for trading	持有作買賣之上市股本證券		
– listed in Hong Kong	– 香港上市	507,614	451,493
– listed outside Hong Kong	– 香港以外上市	56,089	52,083
Market value of listed equity securities	上市股本證券之市值	563,703	503,576
Conversion options embedded in convertible bonds	嵌入可換股債券之可換股期權	4,390	9,178
Unlisted warrants	非上市認股權證	3,350	12,540
Unlisted equity securities	非上市股本證券	–	9,056
		571,443	534,350

14. 按公平值列賬及在損益賬處理之財務資產



15. CASH AND CASH EQUIVALENTS

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
Cash on hand and at banks and other financial institutions	手頭現金及銀行及其他金融機構存款	6,389	43,192
Short-term time deposits	短期定期存款	142,669	207,873
		149,058	251,065
Less: Pledged bank deposits	減：銀行抵押存款	(50,856)	(3,955)
Cash and cash equivalents	現金及現金等價物	98,202	247,110

16. BORROWINGS

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
Bank loans repayable within one year	一年內償還之銀行貸款	22,752	27,216

At 30th June, 2010, all bank loans were denominated in British pound and bore interest rate at 1.56% (at 31st December, 2009: 1.71% to 1.74%) per annum. The bank loans were secured by certain equity securities with carrying value of approximately HK\$278,990,000 (at 31st December, 2009: approximately HK\$2,915,000), debt securities and embedded derivatives with carrying value of approximately HK\$102,087,000 (at 31st December, 2009: approximately HK\$136,177,000) and bank deposits of approximately HK\$50,856,000 (at 31st December, 2009: approximately HK\$3,955,000).

於二零一零年六月三十日，全部銀行借貸以英鎊計值及附帶年利率1.56%（於二零零九年十二月三十一日：1.71%至1.74%）。該銀行借貸是由若干賬面值約278,990,000港元（於二零零九年十二月三十一日：約2,915,000港元）之股本證券、賬面值約102,087,000港元（於二零零九年十二月三十一日：約136,177,000港元）之債務證券及嵌入式衍生工具及約50,856,000港元（於二零零九年十二月三十一日：約3,955,000港元）之銀行存款作為抵押。



17. FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

17. 按公平值列賬及在損益賬處理之財務負債

		Unaudited 未經審核 30th June, 2010 二零一零年 六月三十日 HK\$'000 千港元	Audited 經審核 31st December, 2009 二零零九年 十二月三十一日 HK\$'000 千港元
Derivative financial instruments	衍生金融工具		
– call options embedded in bonds and notes	– 嵌入債券及票據之可提早贖回期權	77,154	59,216

18. SHARE CAPITAL

18. 股本

		Number of shares 股份數目	Value 價值 HK\$'000 千港元
Ordinary shares of HK\$0.1 each	每股面值0.1港元之普通股		
Authorised:	法定：		
At 1st January, 2010 and 30th June, 2010	於二零一零年一月一日及二零一零年六月三十日	7,000,000,000	700,000
Issued and fully paid:	已發行及繳足：		
At 1st January, 2010	於二零一零年一月一日	3,738,789,813	373,879
Exercise of warrants	行使認股權證	872,802	87
At 30th June, 2010	於二零一零年六月三十日	3,739,662,615	373,966

At the extraordinary general meeting of the Company held on 24th March, 2009, the shareholders of the Company (the "Shareholders") approved an issue of new warrants ("2011 Warrant(s)") exercisable from 23rd April, 2009 to 22nd April, 2011 (both days inclusive), on the basis of one 2011 Warrant for every five shares taken up under the rights issue on 24th March, 2009. Pursuant to which 373,834,503 units of 2011 Warrants were issued to the Shareholders at an initial subscription price of HK\$0.1 per share, subject to adjustment, as a result of the issue of new warrants.

在本公司於二零零九年三月二十四日舉行之特別股東大會上，本公司之股東（「股東」）批准發行新認股權證（「二零一一年認股權證」），可自二零零九年四月二十三日至二零一一年四月二十二日（包括首尾兩天）行使，基準為按每五股獲接納二零零九年三月二十四日之供股股份獲發一份二零一一年認股權證。據此，根據發行新認股權證的結果已按初步認購價每股0.1港元（可予以調整）向股東發行373,834,503份二零一一年認股權證。

During the period, 872,802 warrants were converted into 872,802 ordinary shares at a subscription price of HK\$0.1 per share. Accordingly 372,516,922 warrants were outstanding at 30th June, 2010. Exercise in full of the outstanding warrants would result in the issue of 372,516,922 additional shares with an aggregate subscription value of approximately HK\$37,252,000.

本期間內，872,802份認股權證已按每股0.1港元之認購價轉換為872,802股普通股。因此，於二零一零年六月三十日尚有372,516,922份認股權證未獲行使。悉數行使尚未行使之認股權證將引致發行372,516,922股額外股份，認購價合共約37,252,000港元。

19. RELATED PARTY TRANSACTIONS

Save as those disclosed elsewhere above in this unaudited interim condensed consolidated financial statements, significant related party transactions entered by the Group for the six months ended 30th June, 2010, some of which also constitute connected transactions under the Listing Rules, were:

		Unaudited 未經審核	
		Six months ended 30th June, 截至六月三十日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
Management fee expenses to Yu Ming Investment Management Limited ("YMIM")	向禹銘投資管理有限公司 (「禹銘投資管理」) 支付之管理費開支	8,529	5,754

- (a) On 22nd June, 2007, an investment management agreement ("Investment Management Agreement") was entered into by the Company and YMIM, which was approved by the Shareholders on 3rd August, 2007. Under the Investment Management Agreement, YMIM agreed to assist the Board with the day-to-day management of the Group from the earlier of (i) 1st October, 2007; or (ii) the date immediately following the day on which the Investment Management Agreement was approved by the Shareholders to 31st December, 2009. YMIM was entitled to a management fee equal to 1.5% per annum of the consolidated net asset value of the Group attributable to the owners of the Company, calculated and payable in arrears on a quarterly basis by reference to the arithmetical average of the consolidated net asset value of the Group attributable to the owners of the Company on the last day of each calendar month during each quarter; and a performance fee equal to 20% of the amount by which the audited consolidated net asset value of the Group attributable to the owners of the Company of each year ending 31st December, exceeds (i) if a performance fee has been paid during the management period, the audited consolidated net asset value of the Group attributable to the owners of the Company as at the end of the latest financial year in which YMIM was entitled to a performance fee; or (ii) if no performance fee has been paid during the management period, the consolidated net asset value of the Group attributable to the owners of the Company on effective date of the Investment Management Agreement.

19. 與有關連人士之交易

除於本未經審核中期簡明綜合財務報表其他部份所披露外，本集團於截至二零一零年六月三十日止六個月進行重大之與有關連人士交易(其中部份據上市規則亦構成關連交易)如下：

- (a) 二零零七年六月二十二日，本公司與禹銘投資管理訂立一投資管理協議(「投資管理協議」)，並於二零零七年八月三日獲股東批准。根據投資管理協議，禹銘投資管理同意協助董事會處理本集團之日常管理，有效期為(i)二零零七年十月一日；或(ii)緊隨投資管理協議獲股東批准之日(以較早者為準)至二零零九年十二月三十一日。禹銘投資管理可享有相等於可歸屬本公司擁有人之綜合資產淨值1.5%之年管理費(乃參考每季內各曆月最後一日之可歸屬本公司擁有人之綜合資產淨值之平均數計算及於每季期末時支付)；及相等於截至十二月三十一日止各年可歸屬本公司擁有人之經審核綜合資產淨值超出以下數額之20%之履約費用：(i)本集團於禹銘投資管理享有履約費用之最後財政年度年結日可歸屬本公司擁有人之經審核綜合資產淨值(如於管理期間內已支付履約費用)；或(ii)本集團於投資管理協議生效日期之可歸屬本公司擁有人之綜合資產淨值(如於管理期間內無支付履約費用)。

19. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

On 30th October, 2009, a new investment management agreement (the "New Investment Management Agreement") was entered into by the Company and YMIM, which was approved by the Shareholders on 11th December, 2009. Under the New Investment Management Agreement, YMIM agreed to assist the Board with the day-to-day management of the Group from 1st January, 2010 to 31st December, 2012. YMIM is entitled to a management fee equal to 1.5% per annum of the consolidated net asset value of the Group attributable to the owners of the Company, calculated and payable in arrears on a quarterly basis by reference to the arithmetical average of the published consolidated net asset value of the Group attributable to the owners of the Company on the last day of each calendar month during each quarter; and a performance fee equal to 20% of the amount by which the audited consolidated net asset value of the Group attributable to the owners of the Company of each year ending 31st December, exceeds the audited consolidated net asset value of the Group attributable to the owners of the Company as at the end of the latest financial year in which YMIM was entitled to a performance fee.

As at 30th June, 2010, (i) YMIM was an indirect wholly-owned subsidiary of AGL which was a substantial shareholder of the Company holding 70.71% interests in the share of the Company; (ii) Mr. Arthur George Dew was common directors of the Company and AGL; and (iii) Mr. Warren Lee Wa Lun was common director of the Company and YMIM.

- (b) The Group occupies office space of YMIM and reimburses to YMIM 40% of its office and equipment expenses in accordance with the investment management agreement dated 5th March, 1997. The reimbursement for the period paid and payable to YMIM was approximately HK\$364,000 (2009: approximately HK\$403,000).
- (c) During the six months ended 30th June, 2010, commission expenses of approximately HK\$112,000 (2009: approximately HK\$176,000) were charged by Sun Hung Kai Investments Services Limited, a subsidiary of AGL which was a substantial shareholder of the Company, for securities transactions entered into.

19. 與有關連人士之交易 (續)

(a) (續)

二零零九年十月三十日，本公司與禹銘投資管理訂立一新投資管理協議（「新投資管理協議」），並於二零零九年十二月十一日獲股東批准。根據新投資管理協議，禹銘投資管理同意協助董事會處理本集團之日常管理，有效期由二零一零年一月一日至二零一二年十二月三十一日。禹銘投資管理可享有相等於可歸屬本公司擁有人之綜合資產淨值1.5%之年管理費（乃參考每季內各曆月最後一日之可歸屬本公司擁有人之已發表之綜合資產淨值之平均數計算及於每季期末時支付）；及相等於截至十二月三十一日止各年可歸屬本公司擁有人之經審核綜合資產淨值超出本公司於禹銘投資管理享有履約費用之最後財政年度年結日可歸屬本公司擁有人之經審核綜合資產淨值數額之20%之履約費用。

二零一零年六月三十日，(i) 禹銘投資管理為本公司之主要股東聯合集團之間接全資附屬公司（聯合集團持有70.71%本公司股份權益）；(ii) 狄亞法先生為本公司及聯合集團之共同董事；及(iii) 李華倫先生為本公司及禹銘投資管理之共同董事。

- (b) 本集團佔用禹銘投資管理之辦公室空間，並按照於一九九七年三月五日訂立之投資管理協議補償禹銘投資管理之辦公室及設備開支之40%。該期間補償禹銘投資管理開支之已付及應付金額約364,000港元（二零零九：約403,000港元）。
- (c) 截至二零一零年六月三十日止六個月內，本公司之主要股東聯合集團之附屬公司新鴻基投資服務有限公司，就已進行之證券交易收取佣金費用約112,000港元（二零零九年：約176,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The Group's major income for the six months ended 30th June, 2010 (the "2010 Interim Period") comprised mainly bond interest income, stock dividends and profit on disposal of investments including equities, bonds and investment fund.

The Group recorded a net profit attributable to the owners of the Company of approximately HK\$17.2 million for the 2010 Interim Period, compared to approximately HK\$205.5 million in 2009. The net profit was mainly earned on the disposal of certain equities and bonds together with the interest received from bonds during the 2010 Interim Period.

The Group's net asset value remained level at around HK\$1.14 billion by the end of the 2010 Interim Period although the Hang Seng Index and the Hang Seng China Enterprises Index dropped by 8% and 10% respectively over the same period. During the 2010 Interim Period, we opened some short term positions as well as disposed of some stocks held previously as mid-to-small caps. This strategy proved successful and its profit set off partly the revaluation loss on other stocks in the portfolio, a large portion of which is constituent stocks of the Hang Seng Index.

Investment Review

As at 30th June, 2010, the Group's major investments and their carrying value, other than its cash holding, were as follows:

Investments	Description
Listed Equities	HK\$574.9 million of a portfolio of 42 listed shares
Bonds	HK\$383.5 million of 14 bonds issued by companies in Hong Kong or overseas
Investment Funds	HK\$31.9 million in 2 investment funds
Direct Investment in Unlisted Equity	HK\$10.1 million in 1 direct investment in unlisted equity
Unlisted Warrants	HK\$3.3 million of 60,000 warrants in J. Bridge Corp., a company listed on the 2nd Section of Tokyo Stock Exchange

管理層論述及分析

概述

本集團截至二零一零年六月三十日止六個月中(「二零一零年中期期間」)大部分收入主要來自債券利息收入、股票股息以及出售包括股本、債券和基金等投資之利潤。

本集團於二零一零年中期期間錄得約17,200,000港元之本公司擁有人應佔純利；作為比較，二零零九年的約為205,500,000港元。純利主要來自於二零一零年中期期間出售若干股本及債券與及收取債券之利息。

雖然同期內恒生指數及恒生中國企業指數分別下降8%及10%，但於二零一零年中期期末，本集團之淨資產持平於約1,140,000,000港元。於二零一零年中期期間，我們進行一些細至中價股之短期操作同時亦沽出一些以前已持有之細至中價股。此策略證明成功並其利潤可以部分抵銷投資組合內其他股票(其中佔大比重的為恒生指數成份股)之估值損失。

投資回顧

於二零一零年六月三十日，本集團除所持現金外之主要投資項目及其賬面值如下：

投資項目	詳情
上市股本	由42家上市公司之股份構成之一個投資組合，賬面值為574,900,000港元
債券	由香港或海外公司發行之14種債券，賬面值為383,500,000港元
投資基金	2個投資基金，賬面值為31,900,000港元
於非上市股本之直接投資	1項於非上市股本之直接投資，賬面值為10,100,000港元
非上市認股權證	60,000份J. Bridge Corp.(一家於東京證券交易所第二板上市之公司)之認股權證，賬面值為3,300,000港元

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Investment Review (Continued)

The Group's portfolio of investment comprises securities in Hong Kong, United States (the "US"), Malaysia, Japan, Taiwan and the People's Republic of China (the "PRC" or the "Mainland"). The value of our portfolio stayed level as at the end of the 2010 Interim Period despite the significant correction of Hong Kong stock market since April 2010.

Oriental Cashmere Limited ("OCL") reported a small loss in the first half. As our investment in OCL had already been fully impaired, the operating loss would not have any adverse effect on the Group's consolidated results for the 2010 Interim Period.

The Group made a direct investment in unlisted equity in a business providing online education services in the Mainland. No material gain or loss was recorded in the period under review.

Prospects

The first six months of 2010 was an eventful period for investors, dominated by the rumoured tightening of credit in the PRC, and then the threat of a European credit crisis. The Hang Seng Index eventually recovered from the low of 18,985 in May to closing at 20,129 on 30th June, 2010, 1,743 points down from the beginning of the year.

The US and the PRC economies, being part of the equation of the Hong Kong stock market, continue to show signs of weakness. We expect the second half of 2010 to be a tug-of-war between the real economy and the offsetting fiscal policies of the US and the PRC. We will cautiously increase our allocation in debt and equity, with prudent hedges on any further downturn of the market.

Financial Position and Gearing Ratio

As at 30th June, 2010, the Group had cash and cash equivalents and pledged bank deposits of approximately HK\$149.1 million and listed equities held for trading of approximately HK\$563.7 million. Bank borrowings denominated in British pound equivalent to approximately HK\$22.8 million were maintained so as to reduce the Group's foreign exchange exposure of bond investments in that currency. The liquidity position of the Group enables us to respond to further investment opportunities that are expected to generate better return for our Shareholders. The Group's gearing ratio, calculated by reference to the ratio of total borrowings to total equity attributable to the owners of the Company as at 30th June, 2010, was 2% (at 31st December, 2009: 2%).

管理層論述及分析(續)

投資回顧(續)

本集團之投資組合包括於香港、美國、馬來西亞、日本、台灣及中華人民共和國(「中國」或「中國內地」)之證券。雖然自二零一零年四月份香港股市開始下滑，但於二零一零年中期期末我們之投資組合價值基本持平。

Oriental Cashmere Limited(「東方羊絨」)於上半年錄得輕微虧損，因於東方羊絨之投資已全數減值，故對本集團於二零一零年中期期間之業績不會構成任何負面影響。

本集團參與一項非上市股本之直接投資，提供中國內地之在線教育服務。於回顧期內，是項投資並未錄得重大之收益或虧損。

前景

對投資者而言，二零一零年之頭六個月乃為一多發事端之時段，主要體現於中國收緊信貸之傳言與及之後一次歐洲信貸危機。恒生指數最終能從五月內之最低位18,985點回升至二零一零年六月三十日收市時之20,129點，即從年初累計下跌1,743點。

美國及中國之經濟(香港股票市場為其等號對應之部份)繼續顯示疲弱之徵狀。我們預計二零一零年下半年將會是實質經濟與美國和中國退出財政政策兩者間之角力局面。我們將會謹慎增加我們於債券及股本之比重，以及為市場任何進一步下滑保守地進行對沖。

財務狀況及資本與負債比率

於二零一零年六月三十日，本集團有現金及現金等價物及銀行抵押存款約149,100,000港元及持有作買賣用途之上市股本證券約563,700,000港元。以英鎊定值之銀行借貸維持於約22,800,000港元，以減低本集團因該貨幣之債券投資所承受之外匯風險。本集團之流動性資金狀況使我們可以對更多預期可為股東帶來更佳回報之投資機會作出反應。本集團之資本與負債比率(乃根據於二零一零年六月三十日之貸款總額與本公司擁有人應佔權益總額之比率計算)為2%(於二零零九年十二月三十一日: 2%)。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Foreign Exchange Exposure

As at 30th June, 2010, the majority of the Group's investments was either denominated in Hong Kong dollars or United States dollars. Exposures to currency exchange rates still arise as the Group has certain investments, which are primarily denominated in Japanese yen, Malaysian ringgit, New Taiwan dollar, British pound and China renminbi. Other than the British-pound bank loans, the Group at present does not have any contracts to hedge against its foreign exchange risks. Should the Group consider its exposure and fluctuation in foreign currency justify hedging, the Group may use forward or hedging contracts to reduce the risks.

Interim Dividend

The Board resolved not to declare an interim dividend for the 2010 Interim Period (2009: Nil).

Guarantee

The Company has given guarantees to financial institutions to secure borrowing facilities available to its wholly-owned subsidiaries in the amount not exceeding HK\$555.7 million (at 31st December, 2009: HK\$255.1 million). Facilities amounting to HK\$22.8 million (at 31st December, 2009: HK\$27.2 million) were utilised as at 30th June, 2010.

Staff Costs

The Group's total staff costs (including Directors' emoluments) for the 2010 Interim Period amounted to approximately HK\$1.3 million (2009: approximately HK\$1.3 million).

Pledge of Assets

Details regarding the pledge of assets are set out in note 16 to the unaudited interim condensed consolidated financial statements on page 17.

Employees

The total number of staff of the Group, including Directors of the Company, at 30th June, 2010 was 6 (at 31st December, 2009: 7). The remuneration policy of the Group is to ensure that all employees, including Directors, are sufficiently compensated for their efforts and time dedicated to the Group and remuneration offered is appropriate for their duties and in line with market practice. No Director, or any of his associates, or executive is involved in deciding his own remuneration.

管理層論述及分析(續)

外匯風險

於二零一零年六月三十日，本集團的大部份投資均以港元或美元定值。仍有貨幣匯率風險來自本集團若干投資，而該等投資主要以日圓、馬來西亞林吉特、新台幣、英鎊及人民幣計值。除英鎊之銀行貸款外，本集團目前無任何合同對沖其外匯風險。如本集團認為其風險及外匯波動情況適宜進行對沖，本集團可能使用遠期或對沖合同來降低風險。

中期股息

董事會議決不派發截至二零一零年中期期間之中期股息(二零零九年：無)。

擔保

本公司就其全資附屬公司所獲財務機構提供不超過555,700,000港元(於二零零九年十二月三十一日：255,100,000港元)的信貸額提供擔保。於二零一零年六月三十日，已動用融資22,800,000港元(於二零零九年十二月三十一日：27,200,000港元)。

員工成本

本集團於二零一零年中期期間的員工成本(包括董事酬金)總額約為1,300,000港元(二零零九年：約1,300,000港元)。

資產抵押

有關資產抵押之詳情載於第17頁未經審核中期簡明綜合財務報表附註第16項。

僱員

於二零一零年六月三十日，本集團之僱員總人數(包括本公司董事)為6名(於二零零九年十二月三十一日：7名)。本集團之酬金政策在於確保所有僱員(包括董事)為本集團貢獻之能力及時間均獲得充份之酬勞，而所提供之酬金乃與其職責相符及與市場水平相若。概無董事或其任何聯繫人士或行政人員參與決定其本身酬金。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

管理層論述及分析(續)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

At 30th June, 2010, the interests and short positions of the Directors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange of Hong Kong") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the Chief Executives of the Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Listing Rules were as follows:

董事於本公司及相聯法團的股份、相關股份及債券之權益及淡倉

於二零一零年六月三十日，本公司董事於本公司及其相聯法團(定義見香港證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「香港聯交所」)之權益及淡倉(包括根據證券及期貨條例之該等條文本公司董事及最高行政人員被視為或被當作擁有之權益及淡倉)，或須列入而已列入按證券及期貨條例第352條存置之登記冊內，或根據上市規則之上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及香港聯交所之權益及淡倉如下：

(a) Interests in shares and underlying shares of the Company

(a) 於本公司的股份及相關股份之權益

Name of Directors 董事姓名	Capacity 身份	Nature of interests 權益性質	Number of shares held 持有股份數目	Number of underlying shares in respect of warrants held 持有認股權證的相關股份數目	Total interests 總權益	% of the total relevant issued shares as at 30th June, 2010 於二零一零年六月三十日佔有關已發行股份總數百分比
Peter Lee Yip Wah 李業華	Beneficial owner 實益擁有人	Personal 個人	3,100,000	310,000	3,410,000 (Note 1) (附註1)	0.09%
Albert Ho 何振林	Beneficial owner 實益擁有人	Personal 個人	2,080,000	216,000	2,296,000 (Note 2) (附註2)	0.06%

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS (Continued)

董事於本公司及相聯法團的股份、相關股份及債券之權益及淡倉(續)

(a) Interests in shares and underlying shares of the Company (Continued)

Note 1: The total interests include the holding of (i) 3,100,000 shares and (ii) 310,000 units of warrant of the Company giving rise to an interest of 310,000 underlying shares of the Company. The warrants of the Company entitle the holders thereof to subscribe at any time during the period from 23rd April, 2009 to 22nd April, 2011 (both days inclusive) for fully paid shares of the Company at an initial subscription price of HK\$0.10 per share (subject to adjustment).

Note 2: The total interests include the holding of (i) 2,080,000 shares and (ii) 216,000 units of warrant of the Company giving rise to an interest of 216,000 underlying shares of the Company. The warrants of the Company entitle the holders thereof to subscribe at any time during the period from 23rd April, 2009 to 22nd April, 2011 (both days inclusive) for fully paid shares of the Company at an initial subscription price of HK\$0.10 per share (subject to adjustment).

(a) 於本公司的股份及相關股份之權益(續)

附註1：該總權益包括持有(i)3,100,000股股份及(ii)310,000份本公司之認股權證而產生之本公司310,000股相關股份之權益。認股權證賦予其持有人權利，可於二零零九年四月二十三日起至二零一一年四月二十二日止(包括首尾兩天在內)之期間任何時間內按初步認購價每股0.10港元(可予調整)認購本公司繳足股款之股份。

附註2：該總權益包括持有(i)2,080,000股股份及(ii)216,000份本公司之認股權證而產生之本公司216,000股相關股份之權益。認股權證賦予其持有人權利，可於二零零九年四月二十三日起至二零一一年四月二十二日止(包括首尾兩天在內)之期間任何時間內按初步認購價每股0.10港元(可予調整)認購本公司繳足股款之股份。

(b) Interests in shares and underlying shares of associated corporations

(b) 於相聯法團的股份及相關股份之權益

Name of Director 董事姓名	Interests in the associated corporation 於相聯法團之權益	Capacity 身份	Nature of interests 權益性質	Number of shares held 持有股份數目	% of the total relevant issued shares of the associated corporation as at 30th June, 2010 於二零一零年六月三十日佔相聯法團的有關已發行股份總數百分比
Mark Wong Tai Chun 王大鈞	Quality HealthCare Asia Limited 卓健亞洲有限公司	Beneficial Owner 實益擁有人	Personal 個人	119,203	0.05%

Save as disclosed above, at no time during the six months ended 30th June, 2010 was the Company, any of its holding companies or its fellow subsidiaries or its subsidiaries or its associated companies a party to any arrangement to enable the Directors or Chief Executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporations.

除上述所披露外，於截至二零一零年六月三十日止六個月內之任何時間，本公司、其控股公司或其同系附屬公司或其附屬公司或其聯營公司概無訂立任何安排，令本公司之董事或主要行政人員可藉購入本公司或其他相聯法團之股份或債券而獲益。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS (Continued)

Save as disclosed above, none of the Directors or the Chief Executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong pursuant to the Model Code contained in the Listing Rules.

SUBSTANTIAL SHAREHOLDERS

The following persons or corporations, other than the interest disclosed above in respect of the Directors, having interest in 5% or more in the shares and underlying shares of the Company as at 30th June, 2010, have been notified to the Company and recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

董事於本公司及相聯法團的股份、相關股份及債券之權益及淡倉(續)

除上述所披露外，本公司各董事或主要行政人員並無於本公司或其相聯法團(定義見證券及期貨條例第XV部份)之股份、相關股份或債券擁有權益或淡倉，而須登記於根據證券及期貨條例第352條規定須存置之登記冊內，或根據上市規則所載標準守則須知會本公司及香港聯交所之任何權益及淡倉。

主要股東

根據本公司按證券及期貨條例第XV部第336條規定而設置之主要股東權益及淡倉登記冊記錄所顯示，以下人士或公司(除上述所披露有關董事所持之權益外)於二零一零年六月三十日持有本公司已發行股本及相關股份百分之五或以上之股份權益：

Name of Shareholders 股東名稱	Notes 附註	Capacity/Nature of interests 身份/權益性質	Number of shares held 持有股份數目	Number of underlying shares in respect of warrants held 持有認股權證的相關股份數目	Total interests 總權益	% of total relevant issued shares as at 30th June, 2010 於二零一零年六月三十日佔有關已發行股份總數百分比
Allied Group Limited ("AGL") 聯合集團有限公司(「聯合集團」)	1	Interest of controlled corporation/ corporate interest 受控制公司的權益/公司權益	2,644,202,032	308,247,574	2,952,449,606	78.94%
Lee and Lee Trust	2	Interest of controlled corporation/ corporate interest 受控制公司的權益/公司權益	2,644,202,032	308,247,574	2,952,449,606	78.94%



SUBSTANTIAL SHAREHOLDERS (Continued)

Notes:

1. AGL holds (i) 2,644,202,032 shares and (ii) 308,247,574 units of warrants of the Company giving rise to an interest of 308,247,574 underlying shares of the Company through its wholly-owned subsidiaries.
2. Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. They together own 52.40% interest in AGL as at 30th June, 2010 and are therefore deemed to have an interest in the said shares and warrants in which AGL is interested.
3. The warrants of the Company entitle the holders thereof to subscribe at any time during the period from 23rd April, 2009 to 22nd April, 2011 (both days inclusive) for fully paid shares of the Company at an initial subscription price of HK\$0.10 per share (subject to adjustment).

Save as disclosed above, the Directors are not aware of any other persons, who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as at 30th June, 2010, which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

AUDIT COMMITTEE

The Company has established an Audit Committee in accordance with rule 3.21 of the Listing Rules.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the interim report (including unaudited interim condensed consolidated financial statements for the six months ended 30th June, 2010). In carrying out this review, the Audit Committee has obtained explanations from management. At the request of the Directors, the Group's external auditor has carried out a review on the unaudited interim condensed consolidated financial statements for the six months ended 30th June, 2010 in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

主要股東(續)

附註:

1. 聯合集團透過其全資附屬公司持有 (i) 2,644,202,032 股股份及 (ii) 308,247,574 份本公司之認股權證而產生之本公司 308,247,574 股相關股份之權益。
2. 李成輝先生、李淑慧女士及李成煌先生均為全權信託 Lee and Lee Trust 之信託人。彼等截至二零一零年六月三十日止共同擁有聯合集團之 52.40% 權益及被視作擁有該等由聯合集團擁有之股份及認股權證權益。
3. 認股權證賦予其持有人權利，可於二零零九年四月二十三日起至二零一一年四月二十二日止 (包括首尾兩天在內) 之期間任何時間內按初步認購價每股 0.10 港元 (可予調整) 認購本公司繳足股款之股份。

除上述所披露外，董事並不知悉有任何其他人士於二零一零年六月三十日，於本公司或任何相聯法團 (定義見證券及期貨條例第 XIV 部) 之股份、相關股份股本衍生工具或債券中擁有根據證券及期貨條例第 XIV 部，須向本公司披露之權益或淡倉。

審核委員會

本公司已遵照上市規則第 3.21 條成立審核委員會。

審核委員會已與管理層檢討本集團所採用之會計政策及慣例，並商討內部監控及財務申報事宜，其中包括一般審閱中期報告 (包括截至二零一零年六月三十日止六個月之未經審核中期簡明綜合財務報表)。於進行有關審閱時，審核委員會由管理層取得有關解釋。應董事會要求，本集團向外聘用之核數師已根據香港會計師公會發出之香港審閱聘任準則第 2410 號「獨立核數師執行的中期財務資料審閱」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簡明綜合財務報表。

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES AND NON-COMPLIANCE OF RULES 3.10(1) AND 3.21 OF THE LISTING RULES

The Company has met with the code provisions of the Code on Corporate Governance Practices (the "CG Code"), as set out in Appendix 14 of the Listing Rules, during the accounting period covered by the interim report except for the following deviation. Also, the non-compliance of rules 3.10(1) and 3.21 of the Listing Rules is explained below.

Code provision B.1.1

The code provision B.1.1 states that a majority of the members of the remuneration committee should be independent non-executive directors.

The Company used to have a Remuneration Committee which comprised two Independent Non-Executive Directors and one Non-Executive Director. After the resignation of one Independent Non-Executive Director on 12th April, 2010, there were only two members in the Remuneration Committee i.e. one Independent Non-Executive Director and one Non-Executive Director.

As mentioned in the next section, the Company is still actively identifying a suitable candidate to fill the vacancy and will ensure compliance with the code provision B.1.1 as soon as possible.

遵守企業管治常規守則及未有遵守上市規則第3.10(1)及3.21條

本公司於本中期報告所涵蓋之期間內均一直符合上市規則附錄14所載之企業管治常規守則(「企管守則」)之守則條文惟有以下偏離。此外，以下亦解釋未有遵守上市規則第3.10(1)及3.21條之原因。

守則條文第B.1.1條

守則條文第B.1.1條列明薪酬委員會之成員必須大部分為獨立非執行董事。

本公司一向以來薪酬委員會均由兩位獨立非執行董事及一位非執行董事組成。但自二零一零年四月十二日一位獨立非執行董事辭任後，薪酬委員會只得兩名成員，即一名獨立非執行董事及一名非執行董事。

如下段所述，本公司正積極尋找合適人選以填補空缺將確保盡快符合守則條文第B.1.1條之規定。



COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES AND NON-COMPLIANCE OF RULES 3.10(1) AND 3.21 OF THE LISTING RULES *(Continued)*

遵守企業管治常規守則及未有遵守上市規則第3.10(1)及3.21條(續)

Non-compliance of rules 3.10(1) and 3.21 of the Listing Rules

未有遵守上市規則第3.10(1)及3.21條

On 12th April, 2010, Ms. Lam Tak Yee resigned as an Independent Non-Executive Director and member of Audit Committee of the Company. Subsequent to the resignation of Ms. Lam, the Company had not been able to comply with the requirements of rule 3.10(1) (minimum of three independent non-executive directors) and rule 3.21 (minimum of three audit committee members with majority of independent non-executive directors) of the Listing Rules (the "said Rules"). Currently, the Company has only two Independent Non-Executive Directors, namely Mr. Ambrose So Shu Fai and Mr. Albert Ho and two members of Audit Committee, namely Mr. Albert Ho (Chairman of the Audit Committee) and Mr. Arthur George Dew (a Non-Executive Director).

於二零一零年四月十二日，林德儀女士辭任本公司獨立非執行董事及審核委員會成員。於林女士辭任後，本公司並未有遵守上市規則第3.10(1)條(最少三名獨立非執行董事)及第3.21條(最少三名審核委員會成員而當中獨立非執行董事佔大多數)之規定(「該等規則」)。目前，本公司僅有兩名獨立非執行董事(即蘇樹輝先生及何振林先生)及兩名審核委員會成員(即審核委員會主席何振林先生及非執行董事狄亞法先生)。

As at the date of report, the Company is still actively identifying a suitable candidate to fill the vacancy of Independent Non-Executive Director and member of Audit Committee but has not yet been successful.

於本報告日期，本公司仍在積極物色合適人選填補獨立非執行董事及審核委員會成員空缺，惟尚未成功。

The Company will continue to make every effort to look for an appropriate person to fill the vacancy of Independent Non-Executive Director and member of Audit Committee of the Company and will ensure compliance with the said Rules as soon as possible.

本公司將繼續致力物色合適人士填補獨立非執行董事及審核委員會成員空缺，並將確保盡快遵守該等規則。



CHANGES OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Changes in Directors' information since the date of the 2009 annual report of the Company, which are required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules, are set out below:

Mr. Warren Lee Wa Lun, an Executive Director of the Company and the Chairman of the Board, was appointed as a director of Coolpoint Energy Limited (stock code: 8032), a company listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong, on 24th June, 2010.

Mr. Mark Wong Tai Chun, an Executive Director of the Company, was appointed as a director of Allied Properties (H.K.) Limited (stock code: 56), a company listed on the Main Board of the Stock Exchange of Hong Kong, on 18th June, 2010.

Save as disclosed above, there is no other change in the Directors' information required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules since the date of the 2009 annual report of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code during the period.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company has not redeemed any of its securities during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's securities during the period.

根據上市規則第13.51B(1)條有關董事資料之變動

自本公司二零零九年年報刊發日期以來須根據上市規則第13.51B(1)條披露之董事資料變動如下：

本公司執行董事兼董事會主席李華倫先生於二零一零年六月二十四日獲委任為快意節能有限公司(股份代號：8032)之董事，該公司為於香港聯交所創業板上市之公司。

本公司執行董事王大鈞先生於二零一零年六月十八日獲委任為聯合地產(香港)有限公司(股份代號：56)之董事，該公司為於香港聯交所主板上市之公司。

除上述所披露外，並無自本公司二零零九年年報刊發日期以來須根據上市規則第13.51B(1)條披露之其他董事資料變動。

董事進行證券交易的標準守則

本公司已採納上市規則附錄10之標準守則為董事進行證券交易之行為守則。經向全體董事個別作出查詢後，本公司確認全體董事在本期內已遵守標準守則規定之準則。

購買、出售或贖回上市證券

本公司並無在本期內贖回本身之證券。本公司及其附屬公司在本期間內概無購買或出售本公司任何證券。

By order of the Board
SHK Hong Kong Industries Limited
Warren Lee Wa Lun
Chairman

Hong Kong, 24th August, 2010

承董事會命
新工投資有限公司
主席
李華倫

香港，二零一零年八月二十四日



AUDITORS' INDEPENDENT REVIEW REPORT

核數師之獨立審閱報告



Member of Grant Thornton International Ltd
均富國際有限公司之成員所

To the Board of Directors of SHK Hong Kong Industries Limited

(incorporated in Hong Kong with limited liability)

致新工投資有限公司董事會

(於香港註冊成立的有限公司)

Introduction

We have reviewed the unaudited interim condensed consolidated financial statements set out on pages 4 to 20 which comprises the condensed consolidated statement of financial position of SHK Hong Kong Industries Limited and its subsidiaries as of 30th June, 2010 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of the unaudited interim condensed consolidated financial statements to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to express a conclusion on these unaudited interim condensed consolidated financial statements based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

本所已審閱第4至20頁所載的未經審核中期簡明綜合財務報表，此中期財務報表包括新工投資有限公司及其附屬公司於二零一零年六月三十日之簡明綜合財務狀況表及截至二零一零年六月三十日止六個月之相關簡明綜合收益表、簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表及主要會計政策概要及附註解釋。香港聯合交易所有限公司證券上市規則規定，編製未經審核中期簡明綜合財務報表須符合有關條文及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」規定。根據香港財務報告準則，董事須對中期財務報表之編製及公平列報負責。

本所之責任乃根據審閱之結果，對未經審核中期簡明綜合財務報表作出獨立結論，並按照雙方所協定的應聘書條款僅向整體董事會報告，除此之外，本報告別無其他目的。本所不會就本報告的內容向任何其他人士負責或承擔任何責任。



Scope of Review

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

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the unaudited interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34.

Grant Thornton

Certified Public Accountants

6th Floor, Nexus Building
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Hong Kong

24th August, 2010

審閱工作範疇

本所已按照香港會計師公會所頒佈的有關審閱委聘的香港準則第2410號「獨立核數師執行的中期財務資料審閱」進行審閱工作。未經審核中期簡明綜合財務報表之審閱工作主要包括向集團管理層作出查詢，尤以負責財務及會計事項人士為主及對其他審閱程序進行分析及應用。根據香港審計準則，由於審閱的範圍遠較審計為小，故所提供的保證程度較審計就全部重大事項之確認為低。因此，本所不會發表審計意見。

結論

根據本所之審閱工作，並無證據令本所相信未經審核中期簡明綜合財務報表在一切重大方面並無在根據香港會計準則第34號編製。

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二零一零年八月二十四日

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