



ITC CORPORATION LIMITED

德祥企業集團有限公司

(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 : 372.HK



2010-2011

INTERIM REPORT 中期業績報告



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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Chan Kwok Keung, Charles (*Chairman*)  
 Chau Mei Wah, Rosanna  
 (*Deputy Chairman and Managing Director*)  
 Chan Kwok Chuen, Augustine  
 Chan Fut Yan  
 Cheung Hon Kit  
 Chan Yiu Lun, Alan

#### Independent Non-Executive Directors

Chuck, Winston Calptor  
 Lee Kit Wah  
 Shek Lai Him, Abraham, *SBS, JP*

### AUDIT COMMITTEE

Lee Kit Wah (*Chairman*)  
 Chuck, Winston Calptor  
 Shek Lai Him, Abraham, *SBS, JP*

### REMUNERATION COMMITTEE

Chuck, Winston Calptor (*Chairman*)  
 Chau Mei Wah, Rosanna  
 Lee Kit Wah

### SECRETARY

Lee Hon Chiu

### AUDITORS

Deloitte Touche Tohmatsu

### LEGAL ADVISORS

Conyers Dill & Pearman (*Bermuda*)  
 Lu, Lai & Li (*Hong Kong*)  
 Richards Butler in association with Reed Smith LLP  
 (*Hong Kong*)

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
 The Bank of East Asia, Limited  
 CITIC Bank International Limited  
 The Hongkong and Shanghai Banking Corporation Limited  
 HSBC Bank Canada  
 Wing Hang Bank, Limited

## 公司資料

### 董事會

#### 執行董事

陳國強 (*主席*)  
 周美華  
 (*副主席兼董事總經理*)  
 陳國銓  
 陳佛恩  
 張漢傑  
 陳耀麟

#### 獨立非執行董事

卓育賢  
 李傑華  
 石禮謙, *SBS, JP*

### 審核委員會

李傑華 (*主席*)  
 卓育賢  
 石禮謙, *SBS, JP*

### 薪酬委員會

卓育賢 (*主席*)  
 周美華  
 李傑華

### 秘書

李漢潮

### 核數師

德勤 • 關黃陳方會計師行

### 律師

Conyers Dill & Pearman (*百慕達*)  
 姚黎李律師行 (*香港*)  
 齊伯禮律師行禮德律師行聯營行  
 (*香港*)

### 主要往來銀行

中國銀行(香港)有限公司  
 東亞銀行有限公司  
 中信銀行國際有限公司  
 香港上海滙豐銀行有限公司  
 加拿大滙豐銀行  
 永亨銀行有限公司

**REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**PRINCIPAL PLACE OF BUSINESS**

30/F, Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong  
Tel : (852) 2831 8118  
Fax : (852) 2973 0939

**PRINCIPAL SHARE REGISTRAR  
AND TRANSFER OFFICE**

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM 08  
Bermuda

**BRANCH SHARE REGISTRAR AND  
TRANSFER OFFICE**

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

**WEBSITE**

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

**STOCK CODE**

Hong Kong Stock Exchange

372

**註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**主要營業地點**

香港  
中環  
夏慤道12號  
美國銀行中心30樓  
電話 : (852) 2831 8118  
傳真 : (852) 2973 0939

**股份過戶登記總處**

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM 08  
Bermuda

**股份過戶登記分處**

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**

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

**股份代號**

香港聯交所

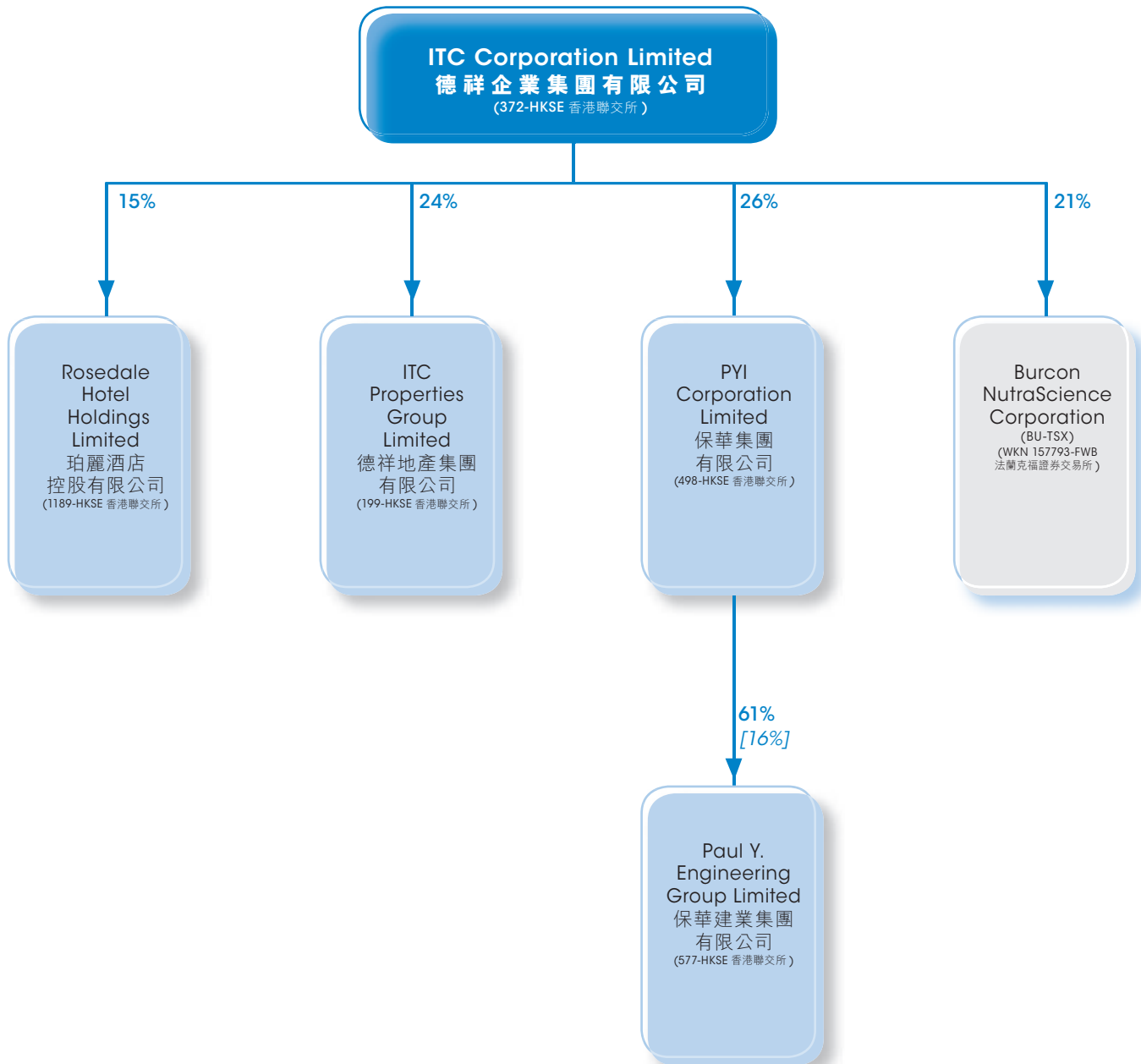
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**CORPORATE CHART**

AT 26TH NOVEMBER, 2010

**集團架構**

於二零一零年十一月二十六日



- Hong Kong listed 香港上市
- Overseas listed 海外上市

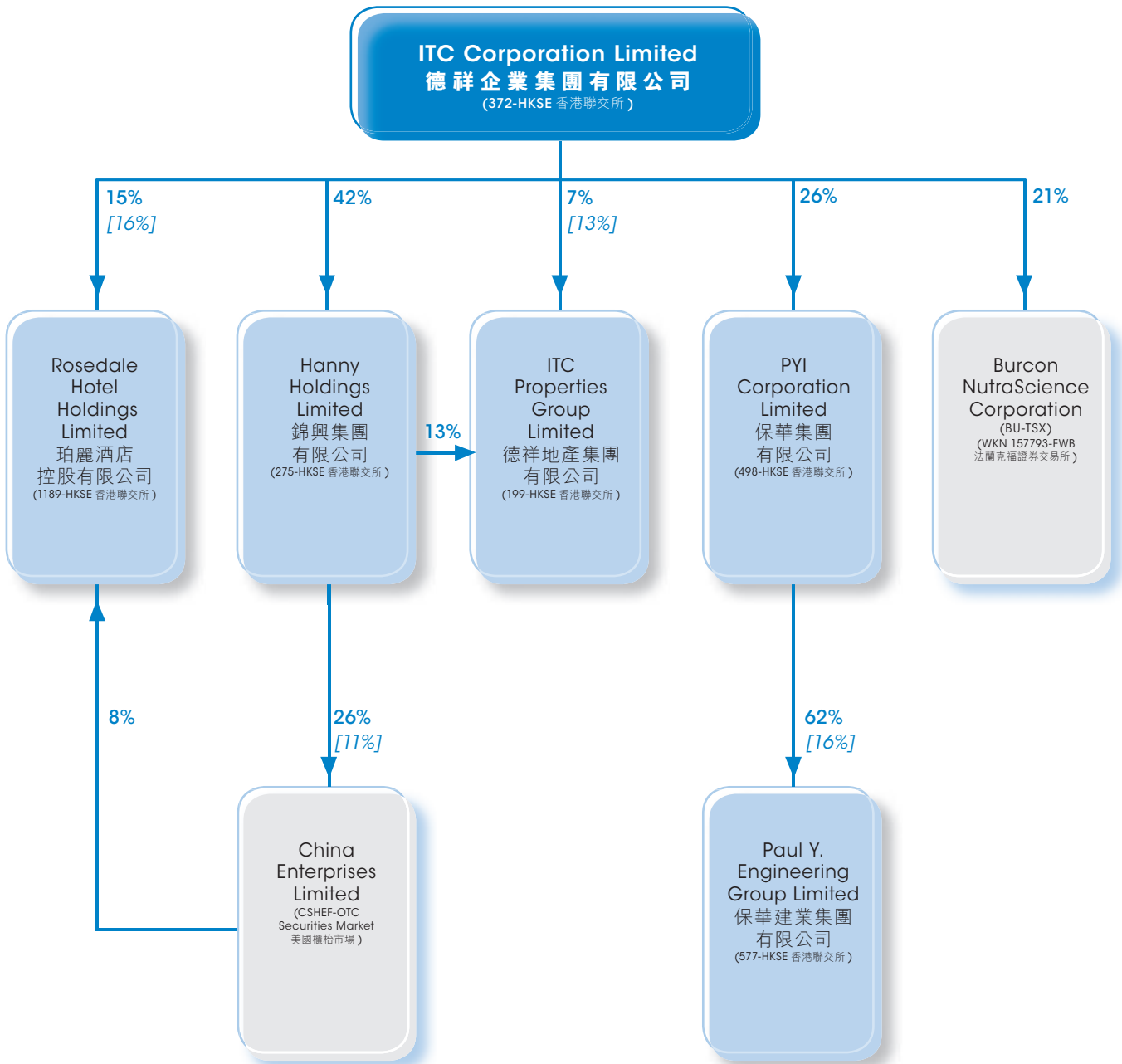
*[ITC's effective interest 德祥企業之實際權益]*  
 (Stock code - Listing place 股份代號 - 上市地方)

**CORPORATE CHART**

AT 30TH SEPTEMBER, 2010

**集團架構**

於二零一零年九月三十日



- Hong Kong listed 香港上市
- Overseas listed 海外上市

*[ITC's effective interest 德祥企業之實際權益]*  
(Stock code - Listing place 股份代號 - 上市地方)

## CHAIRMAN'S STATEMENT

### ***"The Distribution of Hanny Shares Represents a Significant Return to Our Shareholders."***

I am pleased to present to shareholders the interim report and condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries (the "Group") for the six months ended 30th September, 2010.

## INTERIM DIVIDEND

Notwithstanding the Group's loss of HK\$710 million for the six months ended 30th September, 2010, the board of directors of the Company (the "Board") has resolved to pay an interim dividend of HK1.0 cent per share (2009: Nil) as the Board considered that the loss was mainly driven by the non-cash loss of HK\$845 million from the distribution of shares of Hanny Holdings Limited ("Hanny") to the shareholders of the Company approved during the interim period (details of which are discussed in the section "Business Review"). Without such non-cash loss, the Group would have achieved a profit of HK\$135 million for the interim period.

The interim dividend will be paid to shareholders whose names appear on the register of members of the Company as at the close of business on Friday, 28th January, 2011 and is expected to be paid to shareholders by post on or about Tuesday, 1st March, 2011.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 26th January, 2011 to Friday, 28th January, 2011, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:00 p.m. on Tuesday, 25th January, 2011.

## 主席報告書

### ***「分派錦興股份，為本公司的股東帶來重大回報。」***

本人欣然向股東提呈德祥企業集團有限公司（「本公司」）及其附屬公司（「本集團」）截至二零一零年九月三十日止六個月之中期報告及簡明綜合財務報表。

## 中期股息

儘管本集團於截至二零一零年九月三十日止六個月錄得虧損710,000,000港元，本公司董事會（「董事會」）已議決派付中期股息每股1.0港仙（二零零九年：零），因為董事會認為虧損主要來自中期間內批准分派錦興集團有限公司（「錦興」）之股份予本公司股東（詳情載於「業務回顧」一節）所產生之非現金虧損845,000,000港元。不計此非現金虧損，本集團於中期間應錄得溢利135,000,000港元。

中期股息將派付於二零一一年一月二十八日（星期五）營業時間結束時名列本公司股東名冊之股東，並預期將於二零一一年三月一日（星期二）或前後以郵寄方式派付予股東。

## 暫停辦理股東登記手續

本公司將由二零一一年一月二十六日（星期三）至二零一一年一月二十八日（星期五）（包括首尾兩日）期間暫停辦理股東登記手續，期內將不會登記任何股份之轉讓。要符合資格獲發中期股息，所有本公司股份過戶文件連同有關股票須不遲於二零一一年一月二十五日（星期二）下午四時正送交本公司之香港股份過戶登記分處卓佳秘書商務有限公司（地址為香港灣仔皇后大道東28號金鐘匯中心26樓）以作登記。

## BUSINESS REVIEW

### Distribution of Hanny Shares to Shareholders

For the six months ended 30th September, 2010, the Group reported a loss of HK\$710 million attributable to owners (2009: loss HK\$77 million). Basic loss per share was accordingly HK\$0.94 compared with HK\$0.12 of the corresponding period in last year. The interim period loss was mainly driven by the distribution of Hanny shares to the shareholders on the basis of 9.3 Hanny shares for every 10 shares of the Company held (the "Distribution"). The value of the Group's Hanny shares distributed was HK\$1,188 million which was being equity-accounted at net asset value prior to the Distribution. Since the Distribution was completed in November and the Hanny shares were trading at a deep discount to its underlying asset value and the accounting rules require the Distribution to be recognised in accordance with the market price of Hanny shares on its date of approval, a loss of HK\$845 million was recorded for the Distribution in this interim period. This non-cash loss was recorded as the market price of Hanny shares did not reflect its underlying asset value. Without such non-cash loss, the Group would have achieved a profit of HK\$135 million for the interim period.

Analysis of the Group's performance is as follows:

## 業務回顧

### 分派錦興股份予股東

截至二零一零年九月三十日止六個月，本集團錄得擁有人應佔虧損710,000,000港元（二零零九年：虧損77,000,000港元），每股基本虧損則為0.94港元，去年同期虧損為0.12港元。中期虧損主要因為分派錦興股份予股東（基準為每持有10股本公司股份可獲派9.3股錦興股份）（「分派」）所致。本集團所分派錦興股份之價值達1,188,000,000港元，並且於分派前以權益會計法按資產淨值入賬。由於分派於十一月才完成，以及錦興股份之市價與其相關資產價值相比呈大幅折讓，兼且會計規則規定分派須按錦興股份於其批准當日之市價確認，故於本中期期間已就分派錄得虧損845,000,000港元。錄得此項非現金虧損，乃因錦興股份市價並無反映其潛在之資產價值。不計此非現金虧損，本集團於中期期間應錄得溢利135,000,000港元。

本集團表現之分析如下：

		Six months ended	
		30.09.2010	30.09.2009
		HK\$'M	HK\$'M
		截至九月三十日止六個月	截至九月三十日止六個月
		二零一零年	二零零九年
		百萬港元	百萬港元
Profit (loss) contributed by strategic investments:	策略性投資貢獻之溢利(虧損)：		
Hanny	錦興	(19)	36
PYI	保華	48	29
Rosedale	珀麗	85	(19)
ITC Properties	德祥地產	8	9
Burcon	Burcon	(7)	(4)
		<u>115</u>	<u>51</u>
Gain (loss) from changes in interests in associates	於聯營公司權益變動之收益(虧損)	40	(120)
Net loss from other investments and operations	其他投資及經營業務之虧損淨額	(20)	(8)
		<u>135</u>	<u>(77)</u>
Profit (loss) before distribution	分派前溢利(虧損)	135	(77)
Loss on distribution of Hanny shares to shareholders	分派錦興股份予股東之虧損	(845)	-
		<u>(710)</u>	<u>(77)</u>
Loss attributable to owners	擁有人應佔虧損	(710)	(77)



The Board is pleased to reward its shareholders with the Distribution which transforms the underlying value of the Group's strategic investments into shareholder value. The Distribution successfully unlocked value for the shareholders by allowing them to directly participate in Hanny's growth prospects, adding liquidity to their interests as well as providing the flexibility for them to gain direct control over their interests in Hanny.

#### *Gain/Loss from Changes in Interests in Associates*

The gain of HK\$40 million was mainly attributable to the net effect of (i) a discount of HK\$86 million when the Group acquired shares of ITC Properties Group Limited ("ITC Properties") and Rosedale Hotel Holdings Limited ("Rosedale") on the open market with the consideration paid lower than the fair value of the assets acquired; and (ii) a deemed disposal loss of HK\$46 million mainly derived from the dilutive effects from the placement of 94 million new shares of ITC Properties in June 2010 and the issuance of about 112 million new shares of Rosedale for its 2% convertible exchangeable notes due in June 2011 (the "Rosedale Notes").

#### *Listed Strategic Investments Directly Held*

##### *Hanny Holdings Limited ("Hanny")*

Hanny is an investment holding company principally engaged in trading of securities, holding of vessels for sand mining, industrial water supply business, property development and trading, and other strategic investments including an associated company whose shares are traded on the OTC Securities Market in the U.S. and convertible notes issued by companies whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange").

The Group's interest in Hanny remained unchanged during the interim period at 42.7%. In April 2010, the Group acquired an aggregate principal amount of HK\$42 million of Hanny's 2% convertible notes due in June 2011 (the "Hanny Notes") at a discount by paying HK\$31 million as the consideration. Subsequently in July 2010, Hanny proposed to repurchase all of the outstanding Hanny Notes at face value with the consideration satisfied by the issuance of Hanny shares at HK\$0.50 per share (the "Hanny Repurchase Offer"). The Group accepted the Hanny Repurchase Offer for the entire aggregate principal amount of HK\$231 million of Hanny Notes held by the Group and approved the Distribution in September 2010. On the date of approval of the Distribution, Hanny ceased to be an associate of the Group. The Distribution and the Hanny Repurchase Offer were completed in November 2010 with the Group's interest in Hanny dropped to 0.1%.

董事會欣然以分派回饋股東，將本集團策略性投資項目之潛在價值轉化為股東價值。分派成功為股東實現價值，讓彼等直接參與錦興之增長前景，為彼等之權益注入流通性乃至靈活性，使彼等取得本身於錦興權益之直接控制權。

#### *於聯營公司權益變動之收益／虧損*

40,000,000港元之收益主要來自(i)收購收益86,000,000港元，源自本集團以低於所購買資產公平價值之代價，於公開市場購買德祥地產集團有限公司(「德祥地產」)及珀麗酒店控股有限公司(「珀麗」)之股份；及(ii)視作出售虧損的46,000,000港元，源自德祥地產於二零一零年六月配售其94,000,000股新股份及珀麗就其於二零一一年六月到期之2厘可換股可交換票據(「珀麗票據」)發行其約112,000,000股新股份之攤薄影響等因素引致。

#### *直接持有之上市策略性投資項目*

##### *錦興集團有限公司(「錦興」)*

錦興為一間投資控股公司，主要從事證券買賣、擁有採砂船隻、工業化供水業務、物業發展及買賣以及其他策略性投資，包括股份於美國櫃檯市場買賣之一間聯營公司，及股份於香港聯合交易所有限公司(「香港聯交所」)上市之公司所發行之可換股票據。

於中期期間內，本集團於錦興之權益維持42.7%不變。於二零一零年四月，本集團以折讓價31,000,000港元作為代價，購入總本金額42,000,000港元之錦興於二零一一年六月到期之2厘可換股票據(「錦興票據」)。隨後於二零一零年七月，錦興建議按面值購回全部尚未行使之錦興票據，代價透過按每股0.50港元發行錦興股份繳付(「錦興購回建議」)。本集團接納錦興購回建議，涉及本集團所持有之全部總本金額231,000,000港元之錦興票據，並於二零一零年九月批准分派。於批准分派日期，錦興不再為本集團之聯營公司。分派及錦興購回建議於二零一零年十一月完成，而本集團於錦興之權益則降至0.1%。

Hanny has recorded a loss of HK\$57 million for the six months ended 30th September, 2010 as compared with a profit of HK\$79 million for the corresponding period in 2009 which was mainly attributable to the net effects of (i) decrease in revenue and other income, gains and losses; (ii) decrease in fair value gain on investment properties; (iii) decrease in gain on disposal of interest in an associate and available-for-sale investments; and (iv) decrease in impairment losses on property, plant and equipment and intangible assets. The Group accounted for Hanny as an associate from the beginning of the interim period up to the date of approval of the Distribution. Accordingly, the Group shared a loss of HK\$19 million for this period.

#### ***PYI Corporation Limited ("PYI")***

Based in Hong Kong, PYI focuses on infrastructure investment in and operation of bulk cargo port and logistics facilities in the Yangtze River region in Mainland China. They are also engaged in land and property development in association with port facilities. In addition, PYI provides comprehensive engineering and property-related services through Paul Y. Engineering Group Limited.

During the period under review, the Group's interests in PYI remained unchanged at 26.7%. PYI recorded a profit attributable to its owners of HK\$178 million for the six months ended 30th September, 2010 compared with HK\$116 million for the same period in 2009. The improved result was mainly attributable to the contribution from Jiangyin Sunan International Container Terminal of HK\$90 million (2009: Nil) resulting from the bargain purchase by PYI for its additional 15% interest from 25% to 40% and continuous cost control measures during the period. As a result, PYI contributed a profit increase from HK\$29 million to HK\$48 million for the interim period to the Group.

#### ***Rosedale Hotel Holdings Limited ("Rosedale")***

Rosedale is principally engaged in hotel operation in Hong Kong and Mainland China and also trading of securities. Rosedale manages a 4-star business hotel chain in Hong Kong and Mainland China, namely Rosedale on the Park, Rosedale Hotel & Suites Beijing, Rosedale Hotel & Suites Guangzhou, the Times Plaza Hotel Shenyang, and the Luoyang Golden Gulf Hotel. In addition, Rosedale is running a budget hotel chain under the brand name "Square Inn" in Mainland China.

During the period from May to July 2010, the Group acquired an aggregate of about 26 million shares of Rosedale on the open market at a total consideration of HK\$16 million with an aim to take advantage of the potential up-side from Rosedale's plans to expand its business in Mainland China's flourishing hospitality industry. In September 2010, Rosedale completed its repurchase offer in respect of all the outstanding Rosedale Notes. The Group, as a result, received HK\$100 million by electing the cash option for all its holding of the Rosedale Notes in an aggregate principal amount of HK\$114 million. These Rosedale Notes were originally acquired by the Group at an aggregate discounted consideration of HK\$90 million over a number of transactions in 2009 and have been "out-of-the-money" since the first date of acquisition by the Group.

錦興於截至二零一零年九月三十日止六個月錄得虧損57,000,000港元，二零零九年同期則錄得溢利79,000,000港元，主要因為(i)收益及其他收入、收益及虧損減少；(ii)投資物業公平價值收益減少；(iii)出售一間聯營公司之權益及可供出售投資項目之收益減少；及(iv)物業、廠房及設備及無形資產之公平價值收益減少等多項因素引致。由於本集團於中期期間開始時將錦興作為聯營公司入賬直至批准分派當日為止，故此本集團於本期間攤佔虧損19,000,000港元。

#### ***保華集團有限公司 ("保華")***

保華以香港為基地，專注於中國內地長江流域一帶的大宗散貨港口基建投資及物流運作業務。他們亦從事與港口設施相關的土地及房產開發業務，並通過保華建業集團有限公司，提供全面的工程及與房地產相關的服務。

於回顧期間內，本集團於保華之權益維持26.7%不變。保華於截至二零一零年九月三十日止六個月錄得其擁有人應佔溢利178,000,000港元，二零零九年同期則為116,000,000港元。業績改善主要因為保華議價收購江陰蘇南國際集裝箱碼頭額外15%權益(由25%增至40%)而產生之貢獻90,000,000港元(二零零九年：無)，以及期間持續實行成本控制措施所致。因此，保華對本集團貢獻之溢利由29,000,000港元增加至於中期期間之48,000,000港元。

#### ***珀麗酒店控股有限公司 ("珀麗")***

珀麗主要於香港及中國內地經營酒店及從事證券買賣。珀麗於香港及中國內地經營一四星級商務連鎖酒店，即香港珀麗酒店、北京珀麗酒店、廣州珀麗酒店、瀋陽時代廣場酒店，以及洛陽金水灣大酒店。另外，珀麗於中國內地經營以「方圓四季」為品牌之經濟型連鎖酒店。

考慮到珀麗計劃於中國內地發展蓬勃之款待行業擴展業務，本集團於二零一零年五月至七月期間於公開市場以總代價16,000,000港元購入合共約26,000,000股珀麗股份，希望藉此受惠。於二零一零年九月，珀麗完成就尚未行使之全部珀麗票據之購回建議。本集團透過就其持有之全部珀麗票據(總本金額114,000,000港元)選取現金選項，因而獲得100,000,000港元。該等珀麗票據原本由本集團於二零零九年經過多項交易以折讓之總代價90,000,000港元購入，並且自本集團收購首日起便一直屬「價外」。

The effects from the open market purchases mentioned above were partly reduced by the dilutive effects from the issuance of new Rosedale shares to holders of Rosedale Notes, electing the share options pursuant to Rosedale's repurchase offer. As a result, the Group's effective interest in Rosedale increased from 15.3% to 16.8% during the interim period.

For the six months ended 30th June, 2010, Rosedale recorded a profit of HK\$578 million attributable to its owners, compared with a loss of HK\$115 million for the same period in 2009. The significant improvement was mainly caused by the substantial gain on disposal of its 90% equity interest in its travel business. Accordingly, the Group shared a profit of HK\$85 million for the interim period compared with last interim period's loss of HK\$19 million.

#### **ITC Properties Group Limited ("ITC Properties")**

ITC Properties is principally engaged in property development and investment in Macau, Mainland China and Hong Kong, golf resort and leisure operations in Mainland China, securities investment and loan financing services.

The Group's effective interest in ITC Properties changed from 14.8% to 13.6% during the interim period. The change was mainly due to the dilutive effects from ITC Properties' placement of its 94 million new shares in June 2010.

ITC Properties recorded a profit of HK\$115 million attributable to its owners for the six months ended 30th September, 2010, same as the profit of HK\$115 million for the same period last year. Current period's profit mainly comprised the increase in fair value of its investment properties attributable to the robust performance of Hong Kong's property market and the compensation from cancellation of land acquisition at Hengqin, Zhuhai of Mainland China. With the increase in profit of ITC Properties, the Group shared a profit of approximately HK\$8 million for the interim period.

#### **Burcon NutraScience Corporation ("Burcon")**

Burcon is a leader in nutrition, health and wellness in the field of functional, renewable plant proteins. Since 1999, Burcon has developed a portfolio of composition, application, and process patents originating from its core protein extraction and purification technology. Burcon is currently developing Supertein™ and Puratein® canola protein isolates with unique functional and nutritional attributes. Supertein™ and Puratein® are the first canola protein isolates to have attained the self-affirmed Generally Recognised as Safe ("GRAS") status in the U.S. In August 2010, Burcon received a no objection letter from the U.S. Food and Drug Administration ("FDA") indicating that these canola protein isolates are GRAS under the intended conditions of use as an ingredient across a variety of food and beverage applications. In addition to canola, Burcon is also developing CLARISOY®, a revolutionary soy protein isolate which is 100% soluble, tasteless and completely transparent in acidic solutions.

上述從公開市場上購買珀麗股份之效應，部分因根據珀麗購回建議而向選擇股份選項之珀麗票據持有人發行新珀麗股份之攤薄效應而抵減。因此，本集團於中期期間於珀麗之實際權益由15.3%增至16.8%。

於截至二零一零年六月三十日止六個月，珀麗錄得其擁有人應佔溢利578,000,000港元，而二零零九年同期則錄得虧損115,000,000港元。此顯著改善主要因為出售其於旅遊業務90%之股本權益而錄得重大收益所致。因此，本集團於中期期間攤佔溢利85,000,000港元，而上一中期期間則攤佔虧損19,000,000港元。

#### **德祥地產集團有限公司 (「德祥地產」)**

德祥地產主要從事於澳門、中國內地及香港之物業發展及投資、於中國內地經營高爾夫球度假村及消閒業務、證券投資及貸款融資服務。

於中期期間，本集團於德祥集團之實際權益由14.8%變為13.6%。此改變主要由於二零一零年六月德祥地產配售其94,000,000股新股份之攤薄效應所致。

德祥地產於截至二零一零年九月三十日止六個月錄得其擁有人應佔溢利115,000,000港元，與去年同期之溢利115,000,000港元相同。本期間之溢利主要包括因香港物業市場表現理想而使投資物業公平價值增加，及取消於中國內地珠海橫琴購置土地之賠償。隨著德祥地產溢利增加，本集團於中期期間攤佔溢利約8,000,000港元。

#### **Burcon NutraScience Corporation (「Burcon」)**

Burcon於具功效性及擁有再生特質之植物蛋白質界別中，在營養、保健及健康方面，處於領先地位。自一九九九年，Burcon已在其有關提取及淨化植物蛋白質之技術上，發展出一系列合成、應用及加工專利權。Burcon現正致力發展具獨有功效及營養價值之芥花籽分離蛋白質商品Supertein™及Puratein®，該等產品為首種獲得美國「self-affirmed Generally Recognised as Safe」(「GRAS」)資格之芥花籽分離蛋白質。於二零一零年八月，Burcon收到美國食品藥品監督管理局(「FDA」)之不反對函件，確認該等芥花籽分離蛋白質為GRAS(食品應用)。除芥花籽外，Burcon亦正研發CLARISOY®，CLARISOY®為一種能百分百於酸性液體中溶解、無味及於當中完全呈現透明狀之革命性大豆分離蛋白質。

The Group's interest in Burcon decreased from 21.6% to 21.2% due to share options which were exercised by other parties during the interim period.

Burcon continues to be a development-stage company and reported a loss of 4.1 million Canadian dollars for the six months ended 30th September, 2010, as compared to a loss of 2.5 million Canadian dollars for the same period of the prior year. The increase in the loss amount was mainly due to the recognition of non-cash stock-based compensation expense for share options. The loss shared by the Group was HK\$7 million for the interim period.

#### Listed Strategic Investments Indirectly Held

##### Paul Y. Engineering Group Limited ("Paul Y. Engineering")

Paul Y. Engineering is an international engineering and property services group headquartered in Hong Kong. It provides full fledging property service to the property sectors and communities in Hong Kong, Macau and Mainland China.

##### China Enterprises Limited ("China Enterprises")

China Enterprises is principally engaged in investment holding, which includes investment in an associated company which is principally engaged in the manufacture and sale of tires products in Mainland China and other countries; and investment in financial assets.

The Group's shareholding interests in the major listed strategic investments are summarised below:

#### Listed Strategic Investments Directly Held

Name of investee company	Place of listing	Stock code	Shareholding percentage	
			As at 30.09.2010	As at the date of this report
所投資公司之名稱	上市地點	股份代號	於二零一零年九月三十日	於本報告日期
Hanny 錦興	Hong Kong Stock Exchange 香港聯交所	275	42.7%	0.1%
PYI 保華	Hong Kong Stock Exchange 香港聯交所	498	26.7%	26.7%
Rosedale 珀麗	Hong Kong Stock Exchange 香港聯交所	1189	16.8% (Note a) (附註a)	15.8% (Note a) (附註a)
ITC Properties 德祥地產	Hong Kong Stock Exchange 香港聯交所	199	13.6% (Note b) (附註b)	24.7% (Note b) (附註b)
Burcon	Toronto Stock Exchange and Frankfurt Stock Exchange Toronto Stock Exchange 及 法蘭克福證券交易所	BU WKN 157793	21.2%	21.2%

本集團於Burcon之權益由21.6%下降至21.2%，原因為其他人士於中期期間行使其購股權。

Burcon仍為一間處於發展階段的公司，於截至二零一零年九月三十日止六個月錄得虧損4,100,000加元，而去年同期則錄得虧損2,500,000加元。其虧損金額增加主要因為須就購股權確認非現金之股票補償開支。中期期間本集團攤佔虧損7,000,000港元。

#### 間接持有之上市策略性投資項目

##### 保華建業集團有限公司 (「保華建業」)

保華建業是以香港為基地的國際化工程及物業服務集團，全力建設香港、澳門及中國內地，並為三地的地產界提供全方位服務。

##### China Enterprises Limited (「China Enterprises」)

China Enterprises主要從事投資控股，包括主要從事於中國內地及其他國家製造及銷售輪胎產品之聯營公司之投資；及投資金融資產。

本集團於主要上市策略性投資項目之股權權益概述如下：

#### 直接持有之上市策略性投資項目

## Listed Strategic Investments Indirectly Held

## 間接持有之上市策略性投資項目

Name of investee company 所投資公司之名稱	Place of listing 上市地點	Stock code 股份代號	Effective interest	
			As at 30.09.2010 於二零一零年九月三十日 實際權益	As at the date of this report 於本報告日期
Paul Y. Engineering 保華建業	Hong Kong Stock Exchange 香港聯交所	577	16.6% (Note c) (附註c)	16.6% (Note c) (附註c)
China Enterprises	OTC Securities Market, U.S. 美國櫃檯市場	CSHEF	11.1% (Note d) (附註d)	0.0% (Note d) (附註d)

## Notes:

- (a) As at 30th September, 2010, China Enterprises held a shareholding interest in Rosedale and the Group's direct shareholding interest in Rosedale was 15.8%. As at the date of this report, the Group's shareholding interest in Rosedale represents its 15.8% direct interest only as the shareholding interest in Rosedale held by China Enterprises, if any, is not material in calculating the Group's shareholding interest in Rosedale after the completion of the Distribution.
- (b) As at 30th September, 2010, Hanny and China Enterprises each held a shareholding interest in ITC Properties and the Group's direct shareholding interest in ITC Properties was 7.7%. As at the date of this report, the Group's shareholding interest in ITC Properties represents its 24.7% direct interest only as the shareholding interest in ITC Properties held by China Enterprises, if any, is not material in calculating the Group's shareholding interest in ITC Properties after the completion of the Distribution.
- (c) The Group's effective interest is held through PYI.
- (d) As at 30th September, 2010, the Group's effective interest was held through Hanny. As at the date of this report, the Group's effective interest in China Enterprises is not material as the Group's shareholding interest in Hanny is not material after the completion of the Distribution.

## 附註：

- (a) 於二零一零年九月三十日，China Enterprises持有珀麗之股權權益，而本集團於珀麗之股權權益包括其15.8%直接權益。於本報告日期，本集團於珀麗之股權權益僅包括其15.8%直接權益，乃因於分派完成後，China Enterprises持有之珀麗之股權權益(如有)在計算本集團於珀麗之股權權益時並不十分重要。
- (b) 於二零一零年九月三十日，錦興及China Enterprises各持有德祥地產之股權權益，而本集團於德祥地產之股權權益包括其7.7%直接權益。於本報告日期，本集團於德祥地產之股權權益僅包括其24.7%直接權益，乃因於分派完成後，China Enterprises持有之德祥地產之股權權益(如有)在計算本集團於德祥地產之股權權益時並不十分重要。
- (c) 本集團之實際權益透過保華持有。
- (d) 於二零一零年九月三十日，本集團之實際權益透過錦興持有。於本報告日期，本集團於China Enterprises之實際權益並不重大，乃由於分派完成後本集團於錦興之股權權益並不重大所致。

## FINANCIAL REVIEW

As at 30th September, 2010, the Group's total assets and equity attributable to owners decreased by 21% and 36% to HK\$2,646 million and HK\$1,969 million respectively, as compared to the last audited date. The decrease was mainly due to the recognition of the Distribution on its approval date during the interim period. The market value of the Hanny shares distributed was significantly below its carrying value when previously recorded as an interest in associates on the Group's financial statements.

With respect to liquidity, the Group adopts a prudent funding and treasury policy with regard to its overall business operations such that adequate funding is maintained to match with cash flows required for working capital and seizing investment opportunities.

As at 30th September, 2010, current assets of the Group was HK\$681 million, representing an increase of 172% during the interim period. These current assets included an aggregate amount of HK\$267 million of convertible notes issued by the Group's associates being reclassified from non-current assets as these convertible notes will be matured within one year from the interim period end date. Also, there was an amount of HK\$118 million distribution payables, being the portion of Hanny shares previously recorded as interests in associates, a non-current asset on the Group's financial statements, but became transferrable to the shareholders of the Company pursuant to the Distribution and re-stated at market value as a current asset.

As at 30th September, 2010, current liabilities of the Group was HK\$413 million, representing an increase of 623% during the interim period. The increase was due to an aggregate payable amount of HK\$351 million, for the Distribution and the final dividend for the year ended 31st March, 2010, which has been distributed to the shareholders of the Company in November 2010.

Accordingly, the Group's current ratio was 1.6 as at the interim period end date.

## GEARING

As at 30th September, 2010, bank deposits, bank balances and cash was HK\$160 million and the total bank loan facilities drawn by the Group was HK\$96 million of which HK\$48 million is repayable within one year or on demand. All of these bank loan facilities were at floating interest rates. In addition, the Group recognised HK\$186 million as the liability component of its convertible notes which were issued in November 2009 with a 2-year maturity and a 5% annual interest. The conversion price was HK\$0.5 per share as at 30th September, 2010, and was subsequently adjusted to HK\$0.3 per share on 22nd October, 2010 due to the Distribution.

Accordingly, the Group's gearing ratio was 6.2% as at 30th September, 2010 (31st March, 2010: 4.2%), calculated on the basis of net borrowings, being the excess of borrowings over bank deposits, bank balances and cash, of HK\$122 million over the equity attributable to owners of HK\$1,969 million.

## 財務回顧

於二零一零年九月三十日，與上次審核日期比較，本集團之總資產及擁有人應佔權益分別減少21%及36%至2,646,000,000港元及1,969,000,000港元。減少主要因為於中期期間內的分派於其批准日被確認所致。所分派之錦興股份市值遠低於其先前於本集團財務報表中記錄為聯營公司權益時之賬面值。

流動資金方面，本集團在整體業務運作方面採取審慎理財政策，以便有充裕資金應付營運資金所需之現金流，以及把握投資良機。

於二零一零年九月三十日，本集團之流動資產為681,000,000港元，相當於中期期間增長172%。該等流動資產包括由非流動資產重新分類之本集團聯營公司發行之可換股票據總金額267,000,000港元，原因是該等可換股票據將於自中期期間期結日起一年內到期。另有金額為118,000,000港元之應付分派款項，即先前記錄為聯營公司權益（本集團財務報表之非流動資產）之部分錦興股份，根據分派則成為可轉讓予本公司股東並重新按彼等之市值呈列為流動資產。

於二零一零年九月三十日，本集團之流動負債為413,000,000港元，相當於中期期間增加623%。增加因為分派及就截至二零一零年三月三十一日止年度確認之末期股息之應付款項總額351,000,000港元所致，該等款項已於二零一零年十一月派付予本公司股東。

故此，本集團於中期期間期結日之流動比率為1.6。

## 資產負債比率

於二零一零年九月三十日，銀行存款、銀行結存及現金為160,000,000港元，而本集團已動用之銀行信貸總額為96,000,000港元，其中須於一年內償還或按通知償還之部份為48,000,000港元。上述之銀行信貸均按浮動息率計息。此外，本集團確認186,000,000港元為其可換股票據之負債部份，該等可換股票據於二零零九年十一月發行，有效期兩年，年利率五厘。於二零一零年九月三十日之換股價為每股0.5港元，隨後於二零一零年十月二十二日因分派調整為每股0.3港元。

因此，按本集團之借款淨額（即借款超過銀行存款、銀行結存及現金之金額）122,000,000港元及擁有人應佔權益1,969,000,000港元計算，本集團於二零一零年九月三十日之資產負債比率為6.2%（二零一零年三月三十一日：4.2%）。

## EXCHANGE RATE EXPOSURE

As at 30th September, 2010, 3.5% of the bank deposits, bank balances and cash were denominated in foreign currencies and all of the Group's borrowings were denominated in Hong Kong dollars.

## PLEDGE OF ASSETS

As at 30th September, 2010, properties with an aggregate carrying value of HK\$264 million were pledged to a bank to secure general facilities granted to the Group.

## CONTINGENT LIABILITIES

As at 30th September, 2010, the Group had no contingent liabilities, except that on disposal of an associate, the Group had given an indemnity to the purchaser relating to unrecorded taxation liabilities, if any, and the affairs and business of the associate up to the date of disposal.

## EMPLOYEE AND REMUNERATION POLICY

As at 30th September, 2010, the Group had a total of 69 employees. It is the Group's remuneration policy that the employees' remuneration is based on the employees' skill, knowledge and involvement in the Company's affairs and is determined by reference to the Company's performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The ultimate objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high-calibre team which is essential to the success of the Company. The Group also offers benefits to employees including discretionary bonus, training, provident funds and medical coverage. The share option scheme is established for the eligible participants (including employees) but no share options were granted during the period. There were 29,447,750 outstanding share options granted by the Company as at 1st April, 2010. Due to lapse of share options during the interim period and up to the date of this report, the outstanding share options of the Company as at 30th September, 2010 and as at the date of this report were 28,853,000 and 28,471,750 respectively. The subscription price was HK\$2.52 per share as at 30th September, 2010, and was subsequently adjusted to HK\$1.51 per share as at the date of this report due to the Distribution.

## MAJOR EVENTS AFTER THE INTERIM PERIOD

The major events of the Group after the interim period are summarised below:

### *Completion of the Distribution of Hanny Shares and the Hanny Repurchase Offer*

On 21st October, 2010, the final basis of the Distribution was determined at 9.3 Hanny shares for every 10 shares of the Company held. Upon the completion of the Distribution and the Hanny Repurchase Offer in November 2010, the Group's interests in Hanny were reduced to 0.1%.

## 匯兌風險

於二零一零年九月三十日，3.5%之銀行存款、銀行結存及現金以其他貨幣為單位，而本集團之借款均以港元為單位。

## 資產抵押

於二零一零年九月三十日，賬面總值264,000,000港元之物業已抵押予一間銀行，以為本集團取得一般信貸。

## 或然負債

於二零一零年九月三十日，本集團概無或然負債，惟於出售一間聯營公司時，本集團就該聯營公司尚未入賬之稅項負債(如有)及其截至出售日止之事務及業務，向買方提供彌償保證。

## 僱員及酬金政策

於二零一零年九月三十日，本集團聘用共69名僱員。根據本集團酬金政策，員工薪酬乃因應員工之技能、知識及對本公司事務之參與程度，並參考本公司之表現及業界之薪金水平及當時市況而釐定。酬金政策最終旨在確保本集團有力吸引、挽留及鼓勵高質素之團隊精英，彼等對本公司之成功尤為重要。本集團亦提供福利予僱員，包括酌情花紅、培訓、公積金及醫療保障計劃。購股權計劃乃為合資格參與者(包括僱員)設立，惟並無於期內授出購股權。於二零一零年四月一日，由本公司授出而尚未行使之購股權數目為29,447,750份。由於於中期期間內及截至本報告日期購股權之失效，本公司於二零一零年九月三十日及於本報告日期之尚未行使購股權數目分別為28,853,000份及28,471,750份。於二零一零年九月三十日之認購價為每股2.52港元，隨後因分派而調整為於本報告日期每股1.51港元。

## 中期期間後重大事項

本集團於中期期間後之重大事項概述如下：

### *完成分派錦興股份及錦興購回建議*

於二零一零年十月二十一日，分派之最後基準釐定為每持有10股本公司股份獲派9.3股錦興股份。隨著於二零一零年十一月分派及錦興購回建議完成後，本集團於錦興之權益減少至0.1%。

### Acquisition of Shares of ITC Properties

In November 2010, the Group acquired the Hanny group's entire holding of about 76 million shares of ITC Properties at a consideration of HK\$176 million pursuant to an agreement dated 27th September, 2010. Such acquisition represented 13.5% shareholding interest of ITC Properties as at the date of the aforesaid agreement. The Board considered that it was an opportune time to increase its strategic investment in ITC Properties. Moreover, since the entering of the aforesaid agreement with the Hanny group, the Group has acquired an aggregate of about 21 million shares of ITC Properties from the open market at an aggregate consideration of HK\$46 million. As at the date of this report, the Group's interests in ITC Properties is 24.7%.

## SECURITIES IN ISSUE

The total number of issued shares of the Company of HK\$0.01 each remained unchanged during the interim period and through to the date of this report at 753,695,343.

## OUTLOOK

While the global economy remains vulnerable, in particular for the U.S. and certain European countries, the strength of Mainland China's economy is evident. Hong Kong will continue to benefit due to its close ties with Mainland China. However, the influx of liquidity has already led to the expressed concerns from the Chinese and Hong Kong governments over the growing speculation of an asset bubble, which is causing investors to be more cautious and selective.

The Board believes its long term strategy of exploring potential investments in an aggressive yet cautious manner, accommodates soundly to the current environment. The Board is confident that PYI, ITC Properties and Rosedale will continue to benefit from their exposure and presence in Mainland China. Additionally, the Board is also excited about the future of Burcon. Burcon has achieved several promising milestones in the past few months. In August 2010, Burcon announced that it received a no objection letter from the U.S. FDA with respect to Burcon's canola protein isolates, indicating that Burcon's Supertein™ and Puratein® are GRAS under the intended conditions of use. In November 2010, Burcon announced that it proposes to expand its cooperation with Archer Daniels Midland Company, a leader in the global food ingredient industry and Burcon's existing partner for canola, with respect to Burcon's soy protein isolate, CLARISOY®. Burcon has been equity-accounted by the Group at its net asset value of approximately 0.25 Canadian dollars per share which is significantly lower than its current share price of around 10 Canadian dollars. The Board is confident that Burcon's share price will continue to reflect the future prospect and success of Burcon.

### 購買德祥地產之股份

於二零一零年十一月，根據日期為二零一零年九月二十七日之協議，本集團自錦興集團以代價176,000,000港元購買其持有之全部約76,000,000股德祥地產股份。於上述協議之日期，該購買相當於德祥地產之13.5%股權權益。董事會認為，此乃增加其於德祥地產作為策略性投資項目之有利時機。此外，自與錦興集團訂立上述協議以來，本集團已從公開市場以總代價46,000,000港元購買合共約21,000,000股德祥地產股份。於本報告日期，本集團於德祥地產之權益為24.7%。

## 已發行之證券

本公司每股面值0.01港元之已發行股份總數於中期期間及直至本報告日期維持不變，仍為753,695,343股。

## 展望

雖然全球經濟體系（尤其是美國及若干歐洲國家）依然不穩，中國經濟之強勁卻有目共睹。香港將繼續因背靠中國內地而受惠。然而，游資湧入已引起中國及香港政府就資產泡沫投機日增之情況表示關注，投資者亦因此更為謹慎選擇投資項目。

董事會相信，其以積極而審慎的態度物色潛在投資項目之長期策略與此環境穩妥契合。董事會深信保華、德祥地產及珀麗將繼續因彼等業務立足於中國內地而受惠。此外，董事會亦對Burcon之未來發展感到振奮。Burcon在過去數月已奠定了多個令人鼓舞的里程碑。二零一零年八月，Burcon宣佈獲得美國FDA對於Burcon之芥花籽分離蛋白質之不反對函件，即象徵Burcon的Supertein™及Puratein®獲確認為「GRAS」（食品應用）。二零一零年十一月，Burcon宣佈建議與其芥花籽合作夥伴、全球食品業界領導者Archer Daniels Midland Company之合作擴大至Burcon之大豆分離蛋白質CLARISOY®。本集團以權益會計法將Burcon按其資產淨值約每股0.25加元入賬，遠低於其現時股價約10加元。董事會相信，Burcon之股價將繼續反映Burcon之前景及日後成就。



## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30th September, 2010, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register of the Company required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") were as follows:

### (a) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

## 董事於股份、相關股份及債權證之權益及淡倉

於二零一零年九月三十日，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及債權證中持有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之權益及淡倉，或根據香港聯交所證券上市規則（「上市規則」）附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）而須另行知會本公司及香港聯交所之權益及淡倉如下：

### (a) 於本公司之股份、相關股份及債權證之權益及淡倉

Name of director 董事姓名	Capacity 身份	Long position/ Short position 好倉／淡倉	Number of shares of the Company held 所持本公司 股份數目	Number of underlying shares of the Company held 所持本公司 之相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	61,016,330 (Note 1) (附註1)	-	8.10%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	202,678,125 (Note 1) (附註1)	-	26.89%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	4,102,250 (Note 2) (附註2)	0.54%
Chan Kwok Chuen, Augustine 陳國銓	Beneficial owner 實益擁有人	Long position 好倉	-	1,830,000 (Note 2) (附註2)	0.24%
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	-	3,812,500 (Note 2) (附註2)	0.51%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long position 好倉	-	3,812,500 (Note 2) (附註2)	0.51%
Chuck, Winston Calptor 卓育賢	Beneficial owner 實益擁有人	Long position 好倉	-	381,250 (Note 2) (附註2)	0.05%
Lee Kit Wah 李傑華	Beneficial owner 實益擁有人	Long position 好倉	-	381,250 (Note 2) (附註2)	0.05%

## (a) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

## (a) 於本公司之股份、相關股份及債權證之權益及淡倉(續)

Name of director	Capacity	Long position/ Short position	Number of shares of the Company held	Number of underlying shares of the Company held	Approximate percentage of the issued share capital of the Company
董事姓名	身份	好倉／淡倉	所持本公司 股份數目	所持本公司 之相關股份數目	佔本公司已發行 股本概約百分比
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	-	381,250 (Note 2) (附註2)	0.05%

## Notes:

- Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Dr. Chan Kwok Keung, Charles was deemed to be interested in 202,678,125 shares of the Company held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 61,016,330 shares of the Company.
- These interests represented the interests in underlying shares in respect of the share options (unlisted equity derivatives) granted by the Company to these directors as beneficial owners, the details of which are set out in the section headed "Share Option Scheme" of this report.

## 附註：

- Galaxyway Investments Limited為Chinaview International Limited之全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。陳國強博士被視作擁有Galaxyway Investments Limited所持有之202,678,125股本公司股份之權益。陳國強博士持有61,016,330股本公司股份。
- 該等權益指有關本公司向該等董事(作為實益擁有人)授予之購股權(非上市股本衍生工具)於相關股份中之權益，詳情載於本報告「購股權計劃」一節。

## (b) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF HANNY

## (b) 於錦興之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of Hanny held	Number of underlying shares of Hanny held	Approximate percentage of the issued share capital of Hanny
董事姓名	身份	好倉／淡倉	所持錦興 股份數目	所持錦興之 相關股份數目	佔錦興已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	240,146,821 (Note) (附註)	-	42.77%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	-	14,622,821 (Note) (附註)	2.60%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	2,298,393	-	0.41%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	-	179,520 (Note) (附註)	0.03%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long position 好倉	1	-	0.00%
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	32	-	0.00%

## Note:

240,146,821 shares of Hanny were held by an indirect wholly-owned subsidiary of the Company. The Company, through its indirect wholly-owned subsidiaries, also held the convertible notes of Hanny (unlisted equity derivatives) in an aggregate principal amount of HK\$231,479,295. Upon full conversion of the convertible notes by the indirect wholly-owned subsidiaries of the Company at a conversion price of HK\$15.83 per share of Hanny (subject to adjustments), 14,622,821 shares of Hanny would be issued to the indirect wholly-owned subsidiaries of the Company.

By virtue of his direct and deemed interests in approximately 34.99% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and underlying shares of Hanny held by the indirect wholly-owned subsidiaries of the Company.

Dr. Chan Kwok Keung, Charles owned the convertible notes of Hanny (unlisted equity derivatives) in the principal amount of HK\$2,841,810. Upon full conversion of such convertible notes by Dr. Chan Kwok Keung, Charles at a conversion price of HK\$15.83 per share of Hanny (subject to adjustments), 179,520 shares of Hanny would be issued to Dr. Chan Kwok Keung, Charles.

## 附註：

240,146,821股錦興股份由本公司一間間接全資附屬公司持有。本公司透過其間接全資附屬公司亦持有總本金額為231,479,295港元之錦興可換股票據(非上市股本衍生工具)。本公司之間接全資附屬公司按換股價每股錦興股份15.83港元(可予以調整)悉數兌換該等可換股票據時,14,622,821股錦興股份將發行予本公司之間接全資附屬公司。

鑑於陳國強博士直接及被視作擁有本公司已發行股本約34.99%權益,陳國強博士被視作於由本公司之間接全資附屬公司所持有之錦興股份及相關股份中擁有權益。

陳國強博士擁有本金額為2,841,810港元之錦興可換股票據(非上市股本衍生工具)。陳國強博士按換股價每股錦興股份15.83港元(可予以調整)悉數兌換該等可換股票據時,179,520股錦興股份將發行予陳國強博士。

## (c) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF PYI

## (c) 於保華之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of PYI held 所持保華 股份數目	Number of underlying shares of PYI held 所持保華之 相關股份數目	Approximate percentage of the issued share capital of PYI 佔保華已發行 股本概約百分比
董事姓名	身份	好倉／淡倉			
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation ( <i>Note 1</i> ) 於受控制法團之權益 (附註1)	Long position 好倉	1,213,537,695	-	26.79%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	35,936,031	-	0.79%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	3,626,666 ( <i>Note 2</i> ) (附註2)	0.08%
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	-	7,083,334 ( <i>Note 2</i> ) (附註2)	0.16%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long position 好倉	400	-	0.00%
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	6,000	-	0.00%

## Notes:

- The shares of PYI were held by an indirect wholly-owned subsidiary of the Company. By virtue of his direct and deemed interests in approximately 34.99% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of PYI held by an indirect wholly-owned subsidiary of the Company.
- As at 1st April, 2010 and 30th September, 2010, Ms. Chau Mei Wah, Rosanna and Mr. Chan Fut Yan held share options (unlisted equity derivatives) (which were granted on 28th December 2004) with rights to subscribe for 3,626,666 shares of PYI and 7,083,334 shares of PYI respectively at HK\$0.5294 per share of PYI (subject to adjustments) during the period from 28th December 2004 to 26th August 2012. These share options were vested on the date of grant.

## 附註：

- 保華股份由本公司一間間接全資附屬公司持有。鑑於陳博士直接及被視作擁有本公司已發行股本約34.99%權益，陳國強博士被視作於由本公司一間間接全資附屬公司所持有之保華股份中擁有權益。
- 於二零一零年四月一日及二零一零年九月三十日，周美華女士及陳佛恩先生持有於二零零四年十二月二十八日獲授予之購股權（非上市股本衍生工具），彼等有權於二零零四年十二月二十八日至二零一二年八月二十六日期間以每股保華股份0.5294港元（可予以調整）之代價分別認購3,626,666股保華股份及7,083,334股保華股份。該等購股權於授出日期歸屬。

## (d) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF BURCON

## (d) 於BURCON之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of Burcon held	Number of underlying shares (in respect of the share options (unlisted equity derivatives)) of Burcon held	Approximate percentage of the issued share capital of Burcon
董事姓名	身份	好倉／淡倉	所持Burcon 股份數目	所持Burcon之相關 股份(有關購股權 (非上市股本 衍生工具))數目	佔Burcon 已發行股本 概約百分比
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	385,389	-	1.30%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	52,500	0.18%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	65,000	0.22%

## (e) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ITC PROPERTIES

## (e) 於德祥地產之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of ITC Properties held	Number of underlying shares of ITC Properties held	Approximate percentage of the issued share capital of ITC Properties
董事姓名	身份	好倉／淡倉	所持德祥地產 股份數目	所持德祥地產之 相關股份數目	佔德祥地產已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporations (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	196,412,926	-	34.77%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporations (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	37,511,230 (Note 1) (附註1)	6.64%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	6,066,400	-	1.07%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	3,200,000	-	0.56%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	1,500,000 (Note 2) (附註2)	0.26%

## (e) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ITC PROPERTIES (continued)

## (e) 於德祥地產之股份、相關股份及債權證之權益及淡倉(續)

Name of director	Capacity	Long position/ Short position	Number of shares of ITC Properties held	Number of underlying shares of ITC Properties held	Approximate percentage of the issued share capital of ITC Properties
董事姓名	身份	好倉／淡倉	所持德祥地產 股份數目	所持德祥地產之 相關股份數目	佔德祥地產已發行 股本概約百分比
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	-	2,900,000 (Note 2) (附註2)	0.51%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long position 好倉	14,202,000	-	2.51%
Cheung Hon Kit 張漢傑	Beneficial owner 實益擁有人	Long position 好倉	-	3,900,000 (Note 2) (附註2)	0.69%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	1,500,000 (Note 2) (附註2)	0.26%

Notes:

- 43,607,400 shares of ITC Properties were held by Selective Choice Investments Limited ("Selective Choice"), an indirect wholly-owned subsidiary of the Company. 76,402,763 shares of ITC Properties were held by Loyal Concept Limited ("Loyal Concept"), an indirect wholly-owned subsidiary of Hanny. Pursuant to a conditional agreement dated 27th September, 2010 entered into between Selective Choice and Loyal Concept, Selective Choice conditionally agreed to acquire 76,402,763 shares of ITC Properties from Loyal Concept. Selective Choice held convertible notes (unlisted equity derivatives) of ITC Properties in the aggregate principal amount of HK\$64,000,000 at a conversion price of HK\$8.904 per share of ITC Properties (subject to adjustments). Upon full conversion of such convertible notes, 7,187,780 shares of ITC Properties would be issued to Selective Choice. Loyal Concept owned convertible notes (unlisted equity derivatives) of ITC Properties in the principal amount of HK\$270,000,000 at a conversion price of HK\$8.904 per share of ITC Properties (subject to adjustments). Upon full conversion of such convertible notes, 30,323,450 shares of ITC Properties would be issued to Loyal Concept. An indirect wholly-owned subsidiary of the Company owned approximately 42.77% of the issued share capital of Hanny and Dr. Chan Kwok Keung, Charles held approximately 0.41% of the issued share capital of Hanny. By virtue of his direct and deemed interests in approximately 34.99% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and underlying shares of ITC Properties held by Selective Choice and Loyal Concept.

附註:

- 43,607,400股德祥地產股份由本公司一間間接全資附屬公司Selective Choice Investments Limited(「Selective Choice」)持有。76,402,763股德祥地產股份由錦興一間間接全資附屬公司Loyal Concept Limited(「Loyal Concept」)持有。根據Selective Choice與Loyal Concept所訂立日期為二零一零年九月二十七日之有條件協議，Selective Choice有條件同意向Loyal Concept購買76,402,763股德祥地產股份。Selective Choice持有總本金額64,000,000港元之德祥地產可換股票據(非上市股本衍生工具)，換股價為每股德祥地產股份8.904港元(可予以調整)。於悉數兌換該批可換股票據後，7,187,780股德祥地產股份將發行予Selective Choice。Loyal Concept擁有本金額270,000,000港元之德祥地產可換股票據(非上市股本衍生工具)，換股價為每股德祥地產股份8.904港元(可予以調整)。於悉數兌換該批可換股票據後，30,323,450股德祥地產股份將發行予Loyal Concept。本公司一間間接全資附屬公司擁有錦興已發行股本約42.77%，而陳國強博士直接持有錦興已發行股本約0.41%。鑑於陳國強博士直接及被視作擁有本公司已發行股本約34.99%權益，陳國強博士被視作於由Selective Choice及Loyal Concept所持有之德祥地產股份及相關股份中擁有權益。

**(e) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ITC PROPERTIES (continued)**

Notes: (continued)

2. Details of outstanding share options (unlisted equity derivatives) granted to the directors of the Company by ITC Properties as at 30th September, 2010 were as follows:

Name of optionholder	Date of grant	Exercisable period*	Number of share options 購股權數目		Exercise price per share of ITC Properties (subject to adjustments) 每股德祥地產股份之行使價(可予以調整) HK\$ 港元
			Outstanding as at 1.4.2010 於二零一零年四月一日尚未行使	Outstanding as at 30.9.2010 於二零一零年九月三十日尚未行使	
Chau Mei Wah, Rosanna 周美華	29.03.2010 二零一零年三月二十九日	29.03.2010 to 28.03.2014 二零一零年三月二十九日至二零一四年三月二十八日	1,500,000	1,500,000	2.22
Chan Fut Yan 陳佛恩	29.03.2010 二零一零年三月二十九日	29.03.2010 to 28.03.2014 二零一零年三月二十九日至二零一四年三月二十八日	2,900,000	2,900,000	2.22
Cheung Hon Kit 張漢傑	29.03.2010 二零一零年三月二十九日	29.03.2010 to 28.03.2014 二零一零年三月二十九日至二零一四年三月二十八日	3,900,000	3,900,000	2.22
Chan Yiu Lun, Alan 陳耀麟	29.03.2010 二零一零年三月二十九日	29.03.2010 to 28.03.2014 二零一零年三月二十九日至二零一四年三月二十八日	1,500,000	1,500,000	2.22

\* In relation to the grant of share options on 29th March, 2010 subject to the terms and conditions of the share option scheme of ITC Properties adopted on 26th August, 2002, the share options shall be exercisable at any time during the option period and subject further to a maximum of 50% of the share options shall be exercisable during the second year period commencing from 29th March, 2011 to 28th March, 2012 with the balance of the share options not yet exercised may be exercised during the period commencing from 29th March, 2012 to 28th March, 2014.

As at 30th September, 2010, Hanny, PYI, Burcon and ITC Properties are associated corporations of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at 30th September, 2010, none of the directors and chief executives of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

**(e) 於德祥地產之股份、相關股份及債權證之權益及淡倉(續)**

附註：(續)

2. 於二零一零年九月三十日德祥地產授予本公司董事之尚未行使之購股權(非上市股本衍生工具)詳情如下：

\* 就根據德祥地產於二零零二年八月二十六日採納之購股權計劃條款及細則於二零一零年三月二十九日授出之購股權而言，購股權將於購股權期間內任何時間行使，惟其中最多50%購股權可於二零一一年三月二十九日至二零一二年三月二十八日第二年期間內行使，尚未行使之剩餘購股權則可於二零一二年三月二十九日至二零一四年三月二十八日期間內行使。

於二零一零年九月三十日，根據證券及期貨條例第十五部之定義，錦興、保華、Burcon及德祥地產乃本公司之相聯法團。

除上文所披露者外，於二零一零年九月三十日，本公司董事及主要行政人員概無於本公司或任何相聯法團(定義見證券及期貨條例第十五部)之股份、相關股份或債權證中擁有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之任何權益或淡倉，或根據標準守則而須另行知會本公司及香港聯交所之權益或淡倉。

## SHARE OPTION SCHEME

## 購股權計劃

Details of the movements in share options granted under the share option scheme of the Company during the period were as follows:

根據本公司購股權計劃於期內所授出之購股權之變動詳情如下：

Name or category of participants	Date of grant	Exercisable period*	Exercise price per share (subject to adjustments) 每股股份之行使價 (可予以調整) HK\$ 港元	Number of shares of the Company to be issued upon exercise of the share options 因行使購股權而將予發行之本公司股份數目				
				Outstanding as at 1.4.2010 於二零一零年四月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled or lapsed during the period 期內註銷或失效	Outstanding as at 30.9.2010 於二零一零年九月三十日尚未行使
Directors of the Company 本公司董事								
Chau Mei Wah, Rosanna 周美華	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	4,102,250	-	-	-	4,102,250
Chan Kwok Chuen, Augustine 陳國銓	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	1,830,000	-	-	-	1,830,000
Chan Fut Yan 陳佛恩	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	3,812,500	-	-	-	3,812,500
Cheung Hon Kit 張漢傑	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	3,812,500	-	-	-	3,812,500
Chuck, Winston Calptor 卓育賢	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	381,250	-	-	-	381,250
Lee Kit Wah 李傑華	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	381,250	-	-	-	381,250
Shek Lai Him, Abraham 石禮謙	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	381,250	-	-	-	381,250
Employees 僱員	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	3,156,750	-	-	(61,000)	3,095,750
Other participants 其他參與者	28.3.2008 二零零八年三月二十八日	28.3.2008 to 27.3.2011 二零零八年三月二十八日至二零一一年三月二十七日	2.52	11,590,000	-	-	(533,750)	11,056,250
Total 總計				<u>29,447,750</u>	<u>-</u>	<u>-</u>	<u>(594,750)</u>	<u>28,853,000</u>

\* These share options were vested at the date of grant.

\* 該等購股權於授出當日歸屬。

Save as disclosed herein, at no time during the period under review was the Company or any of its subsidiaries a party to any arrangements which enabled the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate, and none of the directors, chief executives or their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the period under review.

除本文所披露者外，本公司或其任何附屬公司於回顧期內任何時間概無參與訂立任何安排，以使本公司董事可藉購入本公司或任何其他法人團體之股份或債務證券（包括債權證）而獲利，且董事、主要行政人員或彼等之配偶或未滿十八歲之子女於回顧期內概無擁有認購本公司證券之權利，亦無行使任何該等權利。



## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO

As at 30th September, 2010, so far as is known to the directors and the chief executives of the Company, the interests or short positions of substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under section 336 of the SFO were as follows:

### (a) INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

## 根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉

於二零一零年九月三十日，就本公司董事及主要行政人員所知，根據證券及期貨條例第336條保存之本公司登記冊所記錄之主要股東／其他人士於本公司之股份及相關股份之權益或淡倉如下：

### (a) 主要股東於本公司股份及相關股份之權益及淡倉

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	61,016,330 (Note) (附註)	8.10%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	26.89%
Chinaview International Limited	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	26.89%
Galaxyway Investments Limited	Beneficial owner 實益擁有人	Long position 好倉	202,678,125	26.89%
Ng Yuen Lan, Macy 伍婉蘭	Interest of spouse (Note) 配偶權益(附註)	Long position 好倉	263,694,455 (Note) (附註)	34.99%

Note: Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Ms. Ng Yuen Lan, Macy is the spouse of Dr. Chan Kwok Keung, Charles. Chinaview International Limited, Dr. Chan Kwok Keung, Charles and Ms. Ng Yuen Lan, Macy were deemed to be interested in 202,678,125 shares of the Company held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 61,016,330 shares of the Company. Ms. Ng Yuen Lan, Macy was deemed to be interested in the shares of the Company held by Dr. Chan Kwok Keung, Charles.

附註：Galaxyway Investments Limited為Chinaview International Limited之全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。伍婉蘭女士為陳博士之配偶。Chinaview International Limited、陳國強博士及伍婉蘭女士均被視作擁有Galaxyway Investments Limited所持有之202,678,125股本公司股份之權益。陳國強博士持有61,016,330股本公司股份。伍婉蘭女士被視作於由陳國強博士所持有之本公司股份中擁有權益。

## (b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

## (b) 其他人士於本公司股份及相關股份之權益及淡倉

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Number of underlying shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	所持本公司 相關股份數目	佔本公司已發行 股本概約百分比
Everland Group Limited	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	-	50,000,000	6.63%
Wong Yun Sang 黃潤生	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	50,000,000	6.63%
Chair Sai Sui 車世瑞	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	50,000,000	6.63%
Ma Hon Man, Hoffman 馬浩文	Beneficial owner (Note 2) 實益擁有人(附註2)	Long position 好倉	-	70,332,712	9.33%
Katherine Chan 陳家歡	Interest of spouse (Note 2) 配偶權益(附註2)	Long position 好倉	-	70,332,712	9.33%
Yeung Po Yuk, Pymalia 楊寶玉	Beneficial owner (Note 3) 實益擁有人(附註3)	Long position 好倉	-	70,000,000	9.29%
Sunrise Light Limited	Beneficial owner (Note 4) 實益擁有人(附註4)	Long position 好倉	410,000	-	0.05%
Sunrise Light Limited	Beneficial owner (Note 4) 實益擁有人(附註4)	Long position 好倉	-	50,000,000	6.63%
All Media Services Limited	Interest of controlled corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	410,000	-	0.05%
All Media Services Limited	Interest of controlled corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	-	50,000,000	6.63%
Ultra Star Services Limited	Interest of controlled corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	410,000	-	0.05%

(b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS  
IN SHARES AND UNDERLYING SHARES OF THE COMPANY  
(continued)

(b) 其他人士於本公司股份及相關股份之權益  
及淡倉(續)

Name	Capacity	Long position/ Short position	Number of shares of the Company held 所持本公司 股份數目	Number of underlying shares of the Company held 所持本公司 相關股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比
姓名／名稱	身份	好倉／淡倉			
Ultra Star Services Limited	Interest of controlled corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	-	50,000,000	6.63%
Yeung Hoi Sing, Sonny 楊海成	Interest of controlled corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	410,000	-	0.05%
Yeung Hoi Sing, Sonny 楊海成	Interest of controlled corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	-	50,000,000	6.63%
Yeung Hoi Sing, Sonny 楊海成	Beneficial owner corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	75,000	-	0.00%
Yeung Hoi Sing, Sonny 楊海成	Beneficial owner corporation (Note 4) 於受控制法團之權益 (附註4)	Long position 好倉	-	3,000	0.00%
Liu Siu Lam, Marian 廖小琳	Interest of spouse (Note 4) 配偶權益(附註4)	Long position 好倉	485,000	-	0.00%
Liu Siu Lam, Marian 廖小琳	Interest of spouse (Note 4) 配偶權益(附註4)	Long position 好倉	-	50,003,000	6.63%

**(b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**  
(continued)

Notes:

1. Everland Group Limited was interested in 50,000,000 underlying shares (in respect of unlisted equity derivatives) of the Company. Mr. Wong Yun Sang and Mr. Chair Sai Sui owned as to 50% of Everland Group Limited respectively. By virtue of SFO, each of Mr. Wong Yun Sang and Mr. Chair Sai Sui was deemed to be interested in the underlying shares of the Company in which Everland Group Limited was interested.
2. Mr. Ma Hon Man, Hoffman was interested in 70,332,712 underlying shares of the Company, of which 332,712 underlying shares and 70,000,000 underlying shares related to listed equity derivatives and unlisted equity derivatives respectively. So far as known to the directors of the Company, such 332,712 underlying shares of the Company lapsed in November 2009. Ms. Katherine Chan is the spouse of Mr. Ma Hon Man, Hoffman and therefore, by virtue of the SFO, was deemed to be interested in the underlying shares of the Company in which Mr. Ma was interested.
3. Ms. Yeung Po Yuk, Pymalia was interested in 70,000,000 underlying shares (in respect of unlisted equity derivatives) of the Company.
4. Sunrise Light Limited, a company wholly-owned by All Media Services Limited, was interested in 410,000 shares of the Company and 50,000,000 underlying shares (in respect of unlisted equity derivatives) of the Company. All Media Services Limited was wholly-owned by Ultra Star Services Limited, which in turn was wholly-owned by Mr. Yeung Hoi Sing, Sonny. Mr. Yeung Hoi Sing, Sonny was interested in 75,000 shares of the Company and 3,000 underlying shares (in respect of listed equity derivatives) of the Company. So far as known to the directors of the Company, such 3,000 underlying shares of the Company lapsed in November 2009. Mr. Yeung Hoi Sing, Sonny was deemed to be interested in the shares and underlying shares of the Company in which Sunrise Light Limited was interested. Ms. Liu Siu Lam, Marian is the spouse of Mr. Yeung Hoi Sing, Sonny and therefore, by virtue of the SFO, was deemed to be interested in the shares and underlying shares of the Company in which Mr. Yeung and Sunrise Light Limited were interested.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30th September, 2010.

**(b) 其他人士於本公司股份及相關股份之權益及淡倉(續)**

附註：

1. Everland Group Limited於50,000,000股本公司相關股份(有關非上市股本衍生工具)中擁有權益。黃潤生先生及車世瑞先生分別擁有Everland Group Limited之50%權益。根據證券及期貨條例，黃潤生先生及車世瑞先生各被視為於Everland Group Limited擁有權益之本公司相關股份中擁有權益。
2. 馬浩文先生於70,332,712股本公司相關股份中擁有權益，當中332,712股相關股份及70,000,000股相關股份分別與上市股本衍生工具及非上市股本衍生工具有關。根據本公司董事所悉，該332,712股本公司相關股份已於二零零九年十一月失效。陳家歡女士為馬浩文先生之配偶，故根據證券及期貨條例，彼被視為於馬先生擁有權益之本公司相關股份中擁有權益。
3. 楊寶玉女士於70,000,000股本公司相關股份(有關非上市股本衍生工具)中擁有權益。
4. Sunrise Light Limited乃由All Media Services Limited全資擁有之公司，並於410,000股本公司股份及50,000,000股本公司相關股份(有關非上市股本衍生工具)中擁有權益。All Media Services Limited乃由Ultra Star Services Limited全資擁有，而Ultra Star Services Limited則由楊海成先生全資擁有。楊海成先生於75,000股本公司股份及3,000股本公司相關股份(有關上市股本衍生工具)中擁有權益。根據本公司董事所悉，該3,000股本公司相關股份已於二零零九年十一月失效。楊海成先生被視為於Sunrise Light Limited擁有權益之本公司股份及相關股份中擁有權益。廖小琳女士為楊海成先生之配偶，故根據證券及期貨條例，彼被視為於楊海成先生及Sunrise Light Limited擁有權益之本公司股份及相關股份中擁有權益。

除上文所披露者外，於二零一零年九月三十日，根據證券及期貨條例第336條本公司須保存之登記冊所記錄，概無其他人士擁有本公司之股份或相關股份之權益或淡倉。

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

During the six months ended 30th September, 2010, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has, throughout the six months ended 30th September, 2010, complied with the code provisions of the Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules.

## CHANGES IN INFORMATION ON DIRECTORS

Changes in information of the directors of the Company since the Company's last published annual report are set out below.

Mr. Shek Lai Him, Abraham was appointed as the vice chairman, an independent non-executive director and a member of the audit committee of ITC Properties with effect from 30th September, 2010 and he was also appointed on 10th September, 2010 as an independent non-executive director of Kosmopolito Hotels International Limited, which has become a listed company on the Hong Kong Stock Exchange on 11th October, 2010. Mr. Cheung Hon Kit is an independent non-executive director of International Entertainment Limited, the listing of the shares of which has been transferred from the Growth Enterprise Market to Main Board of the Hong Kong Stock Exchange with effect from 27th September, 2010.

The updated biographies of directors of the Company are available on the Company's website.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code for the six months ended 30th September, 2010.

## 購買、出售或贖回本公司上市證券

於截至二零一零年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

## 企業管治常規守則

本公司已於截至二零一零年九月三十日止六個月內一直遵守上市規則附錄十四所載之企業管治常規守則之守則條文。

## 董事資料之更改

自本公司最近刊發之年度報告以來本公司董事資料作出之更改載列如下。

石禮謙先生獲委任為德祥地產副主席、獨立非執行董事及審核委員會成員，由二零一零年九月三十日起生效，另彼亦於二零一零年九月十日獲委任為麗悅酒店集團有限公司（於二零一零年十月十一日成為香港聯交所上市公司）獨立非執行董事。張漢傑先生為國際娛樂有限公司獨立非執行董事，該公司之股份由創業板轉至香港聯交所主板上市，由二零一零年九月二十七日起生效。

本公司董事之更新履歷已刊登於本公司網站。

## 董事證券交易標準守則

本公司已採納上市規則附錄十所載的標準守則，作為本公司董事進行證券交易之標準守則。本公司向全體董事作出具體查詢後，彼等確認於截至二零一零年九月三十日止六個月內一直符合標準守則所規定之標準。

## AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, financial reporting process and internal control matters including a review of the unaudited interim financial report for the six months ended 30th September, 2010.

The interim financial report of the Company for the six months ended 30th September, 2010 has been reviewed by the auditor, Deloitte Touche Tohmatsu, 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.

On Behalf of the Board

**Dr. Chan Kwok Keung, Charles**  
*Chairman*

Hong Kong, 26th November, 2010

## 審核委員會

審核委員會與管理層已審閱本集團採納之會計原則及慣例，並就審計、財務申報過程及內部監控事項，包括審閱截至二零一零年九月三十日止六個月之未經審核中期財務報告作商討。

本公司截至二零一零年九月三十日止六個月之中期財務報告已經由核數師德勤•關黃陳方會計師行根據香港會計師公會頒佈之《香港審閱工作準則》第2410號「由實體之獨立核數師執行之中期財務資料的審閱」進行審閱。

代表董事會

主席  
**陳國強博士**

香港，二零一零年十一月二十六日

## REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

# Deloitte.

## 德勤

TO THE BOARD OF DIRECTORS OF ITC CORPORATION LIMITED  
(Incorporated in Bermuda with limited liability)

## INTRODUCTION

We have reviewed the interim financial information set out on pages 30 to 47, which comprises the condensed consolidated statement of financial position of ITC Corporation Limited and its subsidiaries (collectively referred to as the "Group") as of 30th September, 2010 and the related condensed consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information 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.

## 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 interim financial information consists of making enquiries, 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 interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu  
Certified Public Accountants

Hong Kong, 26th November, 2010

## 中期財務資料審閱報告書

致德祥企業集團有限公司董事會  
(於百慕達註冊成立之有限公司)

## 引言

本行已審閱第30至47頁所載之中期財務資料，當中包括德祥企業集團有限公司及其附屬公司（統稱「本集團」）於二零一零年九月三十日之簡明綜合財務狀況表，以及截至該日止六個月期間之相關簡明綜合全面收入表、簡明綜合權益變動表及簡明綜合現金流量表及某些解釋附註。香港聯合交易所有限公司證券主板上市規則規定，中期財務資料之編製須符合當中訂明之相關條文，以及由香港會計師公會頒佈之香港會計準則第34號《中期財務報告》（「香港會計準則第34號」）。本公司董事須負責根據香港會計準則第34號編製及呈報這些中期財務資料。本行之責任是根據審閱的結果，對本中期財務資料作出結論，並按照雙方所協定之委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。本行不會就本報告之內容向任何其他人士負上或承擔任何責任。

## 審閱範圍

本行依據香港會計師公會頒佈之《香港審閱工作準則》第2410號「由實體之獨立核數師執行之中期財務資料的審閱」進行審閱工作。審閱中期財務資料包括主要向負責財務和會計事務之人員作出查詢，以及進行分析性和其他審閱程序。由於審閱之範圍遠較根據香港審計準則進行審核之範圍為小，故本行不保證可知悉所有在審核中可能發現之重大事項。因此，本行不會發表審核意見。

## 結論

根據本行的審閱工作，本行並沒有注意到任何事項，使本行相信本財務資料在所有重大方面沒有按照香港會計準則第34號的規定編製。

德勤•關黃陳方會計師行  
執業會計師

香港，二零一零年十一月二十六日

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 簡明綜合全面收入表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2010 截至二零一零年九月三十日止六個月

		(Unaudited)	
		Six months ended	
		30.09.2010	30.09.2009
		HK\$'000	HK\$'000
		(Restated)	
		(未經審核)	
		截至九月三十日止六個月	
		二零一零年	二零零九年
		千港元	千港元
		(經重列)	
	Notes		
	附註		
Turnover	營業額		
- gross proceeds	- 所得款項總額	30,419	25,893
Revenue	收入	27,934	25,835
Management and other related service income	管理及其他有關服務收入	2,379	2,215
Net (loss) gain on financial instruments	金融工具之(虧損)收益淨額	(6,025)	20,044
Interest income	利息收入	20,860	20,419
Property rental income	物業租金收入	2,047	1,946
Other income	其他收入	111	220
Administrative expenses	行政開支	(27,789)	(29,705)
Loss on assets classified as held for distribution to shareholders	分類為持作分派予股東之資產之虧損	(845,445)	-
Finance costs	財務成本	(10,946)	(7,971)
Net loss on deemed disposal of interests in associates	視作出售聯營公司權益之虧損淨額	(46,443)	(138,841)
Share of results of associates	攤佔聯營公司業績		
- share of results	- 攤佔業績	115,160	51,046
- gain on acquisitions of associates	- 收購聯營公司收益	86,200	3,172
Loss for the period	本期間虧損	(709,891)	(77,455)
Other comprehensive (expenses) income:	其他全面(開支)收入:		
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	(400)	5,581
Share of other comprehensive income of associates	攤佔聯營公司其他全面收入	57,086	46,560
Fair value gain on available-for-sale investments	可供銷售投資之公平價值收益	-	18,009
Reclassification adjustments:	重新分類調整:		
- reserves released on write down of assets classified as held for distribution to shareholders	- 撤減分類為持作分派予股東之資產時轉出儲備	(88,294)	-
- reserves released on deemed disposal of interests in associates	- 視作出售聯營公司權益時轉出儲備	(424)	(6,664)
- investment revaluation reserve released on disposal of available-for-sale investments	- 出售可供銷售投資時轉出投資重估儲備	-	(12,879)
Other comprehensive (expenses) income for the period	本期間其他全面(開支)收入	(32,032)	50,607
Total comprehensive expenses for the period	本期間全面開支總額	(741,923)	(26,848)
Loss per share	每股虧損		
Basic and diluted (HK dollar)	基本及攤薄(港元)	(0.94)	(0.12)



## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

AT 30TH SEPTEMBER, 2010 於二零一零年九月三十日

	Notes	(Unaudited) 30.09.2010 HK\$'000	(Audited) 31.03.2010 HK\$'000 (Restated) (經審核) 二零一零年 三月三十一日 千港元 (經重列)
	附註	(未經審核) 二零一零年 九月三十日 千港元	
<b>Non-current assets</b>			
Property, plant and equipment	12	213,635	219,503
Investment properties	12	88,253	88,497
Intangible assets		1,781	1,540
Interests in associates	13	1,656,426	2,471,715
Debt portion of convertible notes	15	-	328,358
Conversion options embedded in convertible notes	15	-	201
Available-for-sale investments		4,954	8,049
		<b>1,965,049</b>	<b>3,117,863</b>
<b>Current assets</b>			
Inventories		33	33
Debtors, deposits and prepayments	14	49,183	2,917
Amounts due from associates		41,059	74,356
Amount due from a related company		96	96
Loans receivable		31,969	21,969
Debt portion of convertible notes	15	266,777	-
Investments held for trading		14,348	6,825
Short-term bank deposits, bank balances and cash		159,589	144,207
		<b>563,054</b>	<b>250,403</b>
Assets classified as held for distribution	16	117,672	-
		<b>680,726</b>	<b>250,403</b>
<b>Current liabilities</b>			
Creditors and accrued expenses	17	13,240	13,011
Distribution payable		350,996	-
Amounts due to associates		1,191	941
Bank borrowings - due within one year		5,250	5,250
Bank overdrafts		42,781	37,974
		<b>413,458</b>	<b>57,176</b>
<b>Net current assets</b>		<b>267,268</b>	<b>193,227</b>
<b>Total assets less current liabilities</b>		<b>2,232,317</b>	<b>3,311,090</b>
<b>Non-current liabilities</b>			
Bank borrowings - due after one year		47,500	47,500
Convertible notes payable		186,274	180,492
Deferred tax liabilities		29,870	29,870
		<b>263,644</b>	<b>257,862</b>
<b>Net assets</b>		<b>1,968,673</b>	<b>3,053,228</b>
<b>Capital and reserves</b>			
Share capital		7,537	7,537
Share premium and reserves		1,961,136	3,045,691
<b>Total equity</b>		<b>1,968,673</b>	<b>3,053,228</b>

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

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2010 截至二零一零年九月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔												
		Share capital	Share premium	Contributed surplus	Reserve on acquisition	Capital redemption reserve	Other reserve	Property revaluation reserve	Investment revaluation reserve	Translation reserve	Convertible note reserve	Share option reserve	Accumulated profits	Total
		股本	股份溢價	實繳盈餘	收購儲備	股本贖回儲備	其他儲備	物業重估儲備	投資重估儲備	匯兌儲備	可換股票據儲備	購股權儲備	累計溢利	合計
		HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st April, 2010 (originally stated)	於二零一零年四月一日 (原列)	7,537	570,579	1,377,041	(96,081)	908	2,159	30,630	68,794	139,034	22,928	18,248	803,257	2,945,034
Effect of changes in accounting policies (note 2)	會計政策變動之影響 (附註2)	-	-	-	-	-	-	112,161	-	-	-	-	(3,967)	108,194
At 1st April, 2010 (restated)	於二零一零年四月一日 (經重列)	7,537	570,579	1,377,041	(96,081)	908	2,159	142,791	68,794	139,034	22,928	18,248	799,290	3,053,228
Loss for the period	期間虧損	-	-	-	-	-	-	-	-	-	-	-	(709,891)	(709,891)
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	-	-	-	-	-	-	-	-	(400)	-	-	-	(400)
Share of other comprehensive income of associates	攤佔聯營公司其他 全面收入	-	-	-	-	-	-	-	34,617	22,469	-	-	-	57,086
Released on write down of assets classified as held for distribution to shareholders	撥減分類為待作分派 予股東之資產時轉出	-	-	-	4,582	-	9,008	-	(101,884)	-	-	-	-	(88,294)
Released on deemed disposal of interests in associates	視作出售聯營公司 權益時轉出	-	-	-	10	-	1,254	-	(209)	(1,479)	-	-	-	(424)
Total comprehensive income (expenses) for the period	期間全面收入(開支) 總額	-	-	-	4,592	-	10,262	-	(67,476)	20,590	-	-	(709,891)	(741,923)
Distribution (note 10) - final dividend for the year ended 31st March, 2010	分派(附註10) - 截至二零一零年三月 三十一日止年度之 末期股息	-	-	-	-	-	-	-	-	-	-	-	(7,537)	(7,537)
- distribution of assets	- 分派資產	-	-	(343,459)	-	-	-	-	-	-	-	-	-	(343,459)
Decrease in associates' equity attributable to the Group's interests arising on equity transaction of the associates	因於聯營公司之股本交易 導致本集團於聯營公司 股權應佔權益減少	-	-	-	-	-	(1,682)	-	-	-	-	-	10,046	8,364
Released upon lapse of vested share options	已歸屬購股權失效時轉出	-	-	-	-	-	-	-	-	-	-	(369)	369	-
At 30th September, 2010	於二零一零年九月三十日	7,537	570,579	1,033,582	(91,489)	908	10,739	142,791	1,318	159,624	22,928	17,879	92,277	1,968,673
At 1st April, 2009 (originally stated)	於二零零九年四月一日 (原列)	269,461	414,287	1,108,927	(97,420)	908	9,154	44,588	(5,824)	140,772	4,183	18,673	773,443	2,681,152
Effect of changes in accounting policies (note 2)	會計政策變動之影響 (附註2)	-	-	-	-	-	-	37,865	-	-	-	-	(2,863)	35,002
At 1st April, 2009 (restated)	於二零零九年四月一日 (經重列)	269,461	414,287	1,108,927	(97,420)	908	9,154	82,453	(5,824)	140,772	4,183	18,673	770,580	2,716,154
Loss for the period	期間虧損	-	-	-	-	-	-	-	-	-	-	-	(77,455)	(77,455)
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額	-	-	-	-	-	-	-	-	5,581	-	-	-	5,581
Share of other comprehensive income of associates	攤佔聯營公司其他 全面收入	-	-	-	-	-	2,628	-	47,184	(3,252)	-	-	-	46,560
Fair value gain on available-for-sale investments	可供銷售投資之公平 價值收益	-	-	-	-	-	-	-	18,009	-	-	-	-	18,009
Released on deemed disposal of partial interests in associates	視作出售聯營公司部分 權益時轉出	-	-	-	1,339	-	495	-	(2,943)	(5,555)	-	-	-	(6,664)
Released on disposal of available-for-sale investments	出售可供銷售投資時轉出	-	-	-	-	-	-	-	(12,879)	-	-	-	-	(12,879)
Total comprehensive income (expenses) for the period	期間全面收入(開支)總額	-	-	-	1,339	-	3,123	-	49,371	(3,226)	-	-	(77,455)	(26,848)
Capital reorganisation	股本重組	(268,114)	-	268,114	-	-	-	-	-	-	-	-	-	-
Issue of shares	發行股份	-	-	-	-	-	-	-	-	-	-	-	-	-
- on exercise of warrants	- 行使認股權證	-	32	-	-	-	-	-	-	-	-	-	-	32
- on issue of rights shares	- 發行供股股份	5,390	102,400	-	-	-	-	-	-	-	-	-	-	107,790
- on placement of shares	- 配售股份	800	59,200	-	-	-	-	-	-	-	-	-	-	60,000
Transaction costs attributable to issue of shares	發行股份之應佔交易成本	-	(5,348)	-	-	-	-	-	-	-	-	-	-	(5,348)
Decrease in associates' equity attributable to the Group's interests arising on equity transaction of the associates	因於聯營公司之股本交易 導致本集團於聯營公司 股權應佔權益減少	-	-	-	-	-	(5,932)	-	-	-	-	-	6,046	114
Released upon lapse of vested share options	已歸屬購股權失效時轉出	-	-	-	-	-	-	-	-	-	-	(425)	425	-
At 30th September, 2009	於二零零九年九月三十日	7,537	570,571	1,377,041	(96,081)	908	6,345	82,453	43,547	137,546	4,183	18,248	699,596	2,851,894

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2010 截至二零一零年九月三十日止六個月

		(Unaudited)	
		Six months ended	
		30.09.2010	30.09.2009
		HK\$'000	HK\$'000
		(未經審核)	
		截至九月三十日止六個月	
		二零一零年	二零零九年
		千港元	千港元
Net cash (used in) from operating activities	經營業務(動用)所得之現金淨額	<b>(27,377)</b>	168,736
Net cash from (used in) investing activities	投資業務所得(動用)之現金淨額		
Proceeds from early redemption of convertible notes	提前贖回可換股票據所得款項	<b>100,496</b>	-
Proceeds from disposal of available-for-sale investments	出售可供銷售投資所得款項	<b>3,095</b>	27,772
Acquisition of convertible notes	收購可換股票據	<b>(31,460)</b>	(85,592)
Acquisition of additional interests in associates	增購聯營公司權益	<b>(30,187)</b>	(102,382)
Additions to available-for-sale investments	添加可供銷售投資	-	(3,544)
Others	其他	<b>1,239</b>	(808)
		<b>43,183</b>	(164,554)
Net cash (used in) from financing activities	融資業務(動用)所得之現金淨額		
Interest paid	已付利息	<b>(5,164)</b>	(5,668)
Gross proceeds from issue of shares	發行股份所得款項總額	-	167,790
Payment of transaction costs attributable to issue of shares of the Company	支付發行本公司股份應佔之交易成本	-	(5,348)
Others	其他	-	1,791
		<b>(5,164)</b>	158,565
Net increase in cash and cash equivalents	現金與現金等值項目增加淨額	<b>10,642</b>	162,747
Cash and cash equivalents at beginning of the period	期初現金與現金等值項目	<b>106,233</b>	(2,776)
Effect of foreign exchange rate changes	外幣匯率變動之影響	<b>(67)</b>	(2,135)
Cash and cash equivalents at end of the period	期末現金與現金等值項目	<b>116,808</b>	157,836
Analysis of the balance of cash and cash equivalents	現金與現金等值項目結存分析		
Short-term bank deposits, bank balances and cash	短期銀行存款、銀行結存及現金	<b>159,589</b>	189,920
Bank overdrafts	銀行透支	<b>(42,781)</b>	(32,084)
		<b>116,808</b>	157,836

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註**  
**FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2010 截至二零一零年九月三十日止六個月**

**1. BASIS OF PREPARATION**

The condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

**2. PRINCIPAL ACCOUNTING POLICIES**

The condensed consolidated financial statements have been prepared on the historical costs basis, except for certain properties and financial instruments, which are measured at revalued amount and fair value as appropriate.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st March, 2010 except as stated below.

During the period ended 30th September, 2010, as detailed in note 16, the Group's present ownership interest in Hanny (as defined in note 10) has been classified as non-current assets held for distribution. Accordingly, the Group has adopted the following accounting policy:

**Assets classified as held for distribution**

Non-current assets are classified as held for distribution when the Group is committed to distribute the asset to the owners. This condition is regarded as met only when the distribution is highly probable and the asset is available for immediate distribution in its present condition.

Non-current assets classified as held for distribution are measured at the lower of the assets' previous carrying amount and fair value less costs to distribute.

The Group discontinues the use of equity method of accounting from the date that its interests in associates is classified as held for distribution in accordance with HKFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations", which are measured at the lower of the interest in associates' previous carrying amount and the fair value less costs to distribute.

**1. 編製基準**

德祥企業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則附錄十六有關披露之適用規定及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)之規定而編製。

**2. 主要會計政策**

簡明綜合財務報表乃根據歷史成本法編製，惟若干物業及金融工具乃按重估金額或公平價值(視前者適用)計算。

除下文所述者外，簡明綜合財務報表所採用之會計政策與於編製本集團截至二零一零年三月三十一日止年度之年度財務報表時一致。

如附註16所述，於截至二零一零年九月三十日止期間，本集團現時於錦興(定義見附註10)之擁有權益已被分類為持作分派之非流動資產。因此，本集團採納下列會計政策：

**分類為持作分派之資產**

若本集團承諾會將資產分派予其擁有人，則非流動資產會被分類為持作分派。當分派為很有可能發生並且資產在現有狀況下可予即時分派，方會被視為已達成上述分類之條件。

分類為持作分派之非流動資產乃按該等資產之原賬面值及公平價值之較低者減分派成本計量。

根據香港財務報告準則第5號「持作出售非流動資產及終止經營業務」，本集團由彼於聯營公司之權益被分類為持作分派當日起終止使用權益會計法，即於聯營公司之權益之原賬面值及公平價值之較低者減分派成本計量。

**2. PRINCIPAL ACCOUNTING POLICIES (continued)**

In addition, in the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA.

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of Improvements to HKFRSs 2008
HKFRSs (Amendments)	Improvements to HKFRSs 2009
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKAS 32 (Amendment)	Classification of Rights Issues
HKAS 39 (Amendment)	Eligible Hedged Items
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions
HKFRS 3 (Revised)	Business Combinations
HK(IFRIC) - Int 17	Distributions of Non-cash Assets to Owners

The Group applies HKFRS 3 (Revised) "Business Combinations" prospectively to business combinations for which the acquisition date is on or after 1st April, 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 1st April, 2010.

As there was no transaction during the current interim period to 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.

In addition, as part of Improvements to HKFRSs issued in 2009, HKAS 17 "Leases" has been amended in relation to the classification of leasehold land. Before the amendment to HKAS 17, the Group was required to classify leasehold land as operating leases and to present leasehold land as prepaid lease payments in the consolidated statement of financial position. The amendment to HKAS 17 has removed such a requirement. The amendment requires that the classification of leasehold land should be based on the general principles set out in HKAS 17, that is, whether or not substantially all the risks and rewards incidental to ownership of a leased asset have been transferred to the lessee.

**2. 主要會計政策(續)**

此外，於本中期業績期間，本集團首次採納由香港會計師公會頒佈之多項新訂及經修訂準則、修訂本及詮釋（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則 (修訂本)	香港財務報告準則 第5號之修訂， 作為二零零八年 頒佈之香港財務 報告準則之改進 之一部份
香港財務報告準則 (修訂本)	於二零零九年頒佈 之香港財務報告 準則之改進
香港會計準則第27號 (經修訂)	綜合及個別 財務報表
香港會計準則第32號 (修訂本)	供股權之分類
香港會計準則第39號 (修訂本)	合資格對沖項目
香港財務報告準則第1號 (修訂本)	首次採納者之 額外豁免
香港財務報告準則第2號 (修訂本)	集團現金結算以 股份為基礎付款 之交易
香港財務報告準則第3號 (經修訂)	業務合併
香港(國際財務報告準則 詮釋委員會) —詮釋第17號	向擁有人分派 非現金資產

本集團根據未來適用法將香港財務報告準則第3號(經修訂)「企業合併」應用於收購日期為二零一零年四月一日或以後的企業合併。本集團亦根據未來適用法對在二零一零年四月一日或以後日期開始的期間採用香港會計準則第27號(經修訂)「綜合及單獨財務報表」內有關取得控制權後附屬公司所有者權益的變動以及喪失對附屬公司的控制權的會計處理的要求。

由於在本中期期間內並無適用於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)的交易，因此，應用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)以及因此而對其他香港財務報告準則所作出的修訂對本集團於本會計期間及上一會計期間的簡明綜合財務報表並無影響。

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)以及因此而對其他香港財務報告準則所作出的修訂適用的未來交易可能影響到本集團於未來期間的業績。

此外，作為於二零零九年頒佈之「香港財務報告準則改良本」之一部分，香港會計準則第17號「租賃」就租賃土地分類作出修訂。於香港會計準則第17號修訂前，本集團須將有年期土地歸類為經營租約及在綜合財務狀況表內列為預付租約付款。該香港會計準則第17號之修訂已剔除有關規定，而要求按照香港會計準則第17號所訂之一般原則(即租用資產之擁有權所附帶之一切風險及回報實質上是否已轉移至承租人)將有年期土地歸類。

**2. PRINCIPAL ACCOUNTING POLICIES (continued)**

In accordance with the transitional provisions set out in the amendment to HKAS 17, the Group reassessed the classification of unexpired leasehold land as at 1st April, 2010 based on information that existed at the inception of the leases. Leasehold lands which met finance lease classification have been reclassified from prepaid lease payments to property, plant and equipment measured at revalued amounts retrospectively.

The effect of changes in accounting policies on the adoption of amendment to HKAS 17 on the results for the current and prior period by line item presented in the condensed consolidated statement of comprehensive income is as follows:

		Six months ended	
		30.09.2010	30.09.2009
		HK\$'000	HK\$'000
		截至九月三十日止六個月	二零零九年
		二零一零年	二零零九年
		千港元	千港元
Increase in administrative expenses and increase in loss for the period	期內行政開支增加及虧損增加	<u>1,738</u>	<u>552</u>

The effect of changes in accounting policies on the adoption of amendment to HKAS 17 on the financial position of the Group as at 31st March, 2010.

**2. 主要會計政策(續)**

根據香港會計準則第17號之修訂所載之過渡規定，本集團已按照租約開始時所存之資料重新評估於二零一零年四月一日尚未屆滿之有年期土地之歸類。符合融資租賃分類之租賃土地已由預付租賃款項以重估金額計量追溯並重新分類為物業、機器及設備。

採納香港會計準則第17號之修訂之會計政策變動對本會計期間及以往會計期間之業績之影響按呈列於簡明綜合全面收入表之項目載列如下：

採納香港會計準則第17號之修訂之會計政策變動對本集團截至二零一零年三月三十一日之財務狀況之影響如下：

		As at 31.03.2010 (Originally stated)	Adjustments	As at 31.03.2010 (Restated)
		HK\$'000	HK\$'000	HK\$'000
		於二零一零年 三月三十一日 (原列)	調整	於二零一零年 三月三十一日 (經重列)
		千港元	千港元	千港元
Property, plant and equipment	物業、廠房及設備	31,253	188,250	219,503
Prepaid lease payments	預付租賃款項	57,892	(57,892)	-
Deferred tax liabilities	遞延稅項負債	(7,706)	(22,164)	(29,870)
		<u>81,439</u>	<u>108,194</u>	<u>189,633</u>
Accumulated profits	累計溢利	803,257	(3,967)	799,290
Property revaluation reserve	物業重估儲備	30,630	112,161	142,791
		<u>833,887</u>	<u>108,194</u>	<u>942,081</u>

## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

The effect of changes in accounting policies on the adoption of amendment to HKAS 17 on the financial position of the Group as at 1st April, 2009 is as follows:

		As at 01.04.2009 (Originally stated) HK\$'000 於二零零九年 四月一日 (原列) 千港元	Adjustments HK\$'000 調整 千港元	As at 01.04.2009 (Restated) HK\$'000 於二零零九年 四月一日 (經重列) 千港元
Property, plant and equipment	物業、廠房及設備	68,484	101,920	170,404
Prepaid lease payments	預付租賃款項	59,436	(59,436)	-
Deferred tax liabilities	遞延稅項負債	(8,104)	(7,482)	(15,586)
		<u>119,816</u>	<u>35,002</u>	<u>154,818</u>
Accumulated profits	累計溢利	773,443	(2,863)	770,580
Property revaluation reserve	物業重估儲備	44,588	37,865	82,453
		<u>818,031</u>	<u>35,002</u>	<u>853,033</u>

The effect of changes in accounting policies on the adoption of amendment to HKAS 17 on the basic and diluted loss per share for the current and prior period is negligible.

The application of the other new and revised HKFRSs had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

The Group has not early applied the following new or revised standards, amendments or interpretation that have been issued but are not yet effective:

HKFRSs (Amendments)	Improvements to HKFRSs 2010 <sup>1</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>3</sup>
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters <sup>2</sup>
HKFRS 7 (Amendments)	Disclosures - Transfers of Financial Assets <sup>4</sup>
HKFRS 9	Financial Instruments <sup>5</sup>
HK(IFRIC)-Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement <sup>3</sup>
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1st July, 2010 and 1st January, 2011, as appropriate

<sup>2</sup> Effective for annual periods beginning on or after 1st July, 2010

<sup>3</sup> Effective for annual periods beginning on or after 1st January, 2011

<sup>4</sup> Effective for annual periods beginning on or after 1st July, 2011

<sup>5</sup> Effective for annual periods beginning on or after 1st January, 2013

## 2. 主要會計政策(續)

採納香港會計準則第17號之修訂之會計政策變動對本集團截至二零零九年四月一日之財務狀況之影響如下：

採納香港會計準則第17號之修訂之會計政策變動對本期間及以往期間之每股基本及攤薄虧損之影響屬微不足道。

應用其他新訂及經修訂之香港財務報告準則對本集團於本期間及以往會計期間之簡明綜合財務報表概無影響。

本集團並無提早採用下列已頒佈惟尚未生效之新訂或經修訂準則、修訂本或詮釋：

香港財務報告準則 (修訂本)	二零一零年香港 財務報告準則 改良本 <sup>1</sup>
香港會計準則第24號 (經修訂)	關連方披露 <sup>3</sup>
香港財務報告準則第1號 (修訂本)	首次採納者有關 香港財務報告 準則第7號比較 披露資料的有限 豁免 <sup>2</sup>
香港財務報告準則第7號 (修訂本)	披露—金融資產 轉讓 <sup>4</sup>
香港財務報告準則第9號	金融工具 <sup>5</sup>
香港(國際財務報告詮釋 委員會)—詮釋第14號 (修訂本)	預付最低融資要求 <sup>3</sup>
香港(國際財務報告詮釋 委員會)—詮釋第19號	以股本工具消除 金融負債 <sup>2</sup>

<sup>1</sup> 於二零一零年七月一日及二零一一年一月一日(視何者適合)或以後開始之年度期間生效

<sup>2</sup> 於二零一零年七月一日或以後開始之年度期間生效

<sup>3</sup> 於二零一一年一月一日或以後開始之年度期間生效

<sup>4</sup> 於二零一一年七月一日或以後開始之年度期間生效

<sup>5</sup> 於二零一三年一月一日或以後開始之年度期間生效

**2. PRINCIPAL ACCOUNTING POLICIES (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.

The directors of the Company anticipate that the application of other new and revised standards, amendments or interpretation will have no material impact on the results and the financial position of the Group.

**3. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION**

Revenue represents the amounts received and receivable from outside customers for the period and includes net gain on disposal of investments held for trading.

**Segment information**

The Group's operating segments, based on information reported to the chief operating decision maker, being the Executive Directors of the Company, for the purposes of resources allocation and performance assessment are as follows:

Finance	- loan financing services
Long term investment	- investment in investments such as convertible notes issued by the associates
Other investment	- investment in available-for-sale investments, derivatives and trading of securities
Others	- leasing of investment properties, leasing of motor vehicles and management services

Information regarding the above segments is reported below.

Gross proceeds included in turnover represents the amounts received and receivables from outside customers for the period together with gross proceeds from disposal of financial instruments which arise incidental to the main revenue generating activities of the Group.

**2. 主要會計政策(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。準則規定香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產按攤銷成本或公平價值計量，尤其是(i)就收取合約現金流為目的之以業務模式持有之債務投資，及(ii)擁有合約現金流之債務投資，且有關現金流純粹為支付本金及未償還本金之利息，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。

本公司董事預期應用其他新訂準則或經修訂準則、修訂本或詮釋對本集團之業績及財務狀況將不會造成任何重大影響。

**3. 營業額、所得款項總額、收入及分部資料**

收入指期內來自外界客戶之已收及應收款項，當中包括出售持作買賣投資之淨收益。

**分部資料**

本集團之經營分部，根據呈報予主要經營決策人士(即本公司之執行董事)之資料以作資源分配及表現評估之用途、分類如下：

融資	- 貸款融資服務
長期投資	- 投資於投資項目包括聯營公司發行之可換股票據
其他投資	- 投資於可供銷售投資、衍生工具及證券買賣
其他	- 投資物業租賃、出租汽車及管理服務

有關上述分部之資料呈報如下。

列入營業額之所得款項總額，指期內已收及應收對外客戶之款項，連同出售金融工具之所得款項總額，該等金融工具乃於本集團主要產生收入活動中產生。



### 3. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION (continued)

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

Six months ended 30th September, 2010

### 3. 營業額、所得款項總額、收入及分部資料(續)

以下為本集團於回顧期間之收益及業績按經營分部劃分之分析：

截至二零一零年九月三十日止六個月

		Finance HK\$'000 融資 千港元	Long term investment HK\$'000 長期投資 千港元	Other investment HK\$'000 其他投資 千港元	Others HK\$'000 其他 千港元	Segment total HK\$'000 分部總計 千港元	Eliminations HK\$'000 抵銷 千港元	Consolidated HK\$'000 綜合 千港元
<b>TURNOVER</b>	<b>營業額</b>							
- gross proceeds	- 所得款項總額	7,250	18,491	5,048	6,045	36,834	(6,415)	30,419
<b>SEGMENT REVENUE</b>	<b>分部收入</b>							
External sales	對外銷售	2,345	18,491	2,563	4,535	27,934	-	27,934
Inter-segment sales	分部間銷售	4,905	-	-	1,510	6,415	(6,415)	-
Total	總計	7,250	18,491	2,563	6,045	34,349	(6,415)	27,934
<b>RESULT</b>	<b>業績</b>							
Segment result	分部業績	(13,289)	9,881	2,558	1,462	612	-	612
Central administration costs	中央行政成本							(9,029)
Finance costs	財務成本							(10,946)
Loss on assets classified as held for distribution to shareholders	分類為持作分派予股東之資產之虧損							(845,445)
Net loss on deemed disposal of interests in associates	視作出售聯營公司權益之虧損淨額							(46,443)
Share of results of associates	攤佔聯營公司業績							115,160
- share of results	- 攤佔業績							
- gain on acquisitions of associates	- 收購聯營公司收益							86,200
Loss for the period	本期間虧損							(709,891)

## 3. TURNOVER, GROSS PROCEEDS, REVENUE AND SEGMENT INFORMATION

(continued)

Six months ended 30th September, 2009 (Restated)

## 3. 營業額、所得款項總額、收入及分部資料(續)

截至二零零九年九月三十日止六個月(經重列)

		Finance	Long term	Other	Others	Segment	Eliminations	Consolidated
		HK\$ '000	investment	investment	HK\$ '000	total	HK\$ '000	HK\$ '000
		融資	長期投資	其他投資	其他	分部總計	抵銷	綜合
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
TURNOVER	營業額							
- gross proceeds	- 所得款項總額	12,184	13,076	1,123	6,266	32,649	(6,756)	25,893
SEGMENT REVENUE	分部收入							
External sales	對外銷售	7,334	13,076	1,065	4,360	25,835	-	25,835
Inter-segment sales	分部間銷售	4,850	-	-	1,906	6,756	(6,756)	-
Total	總計	12,184	13,076	1,065	6,266	32,591	(6,756)	25,835
RESULT	業績							
Segment result	分部業績	(9,634)	12,925	20,086	991	24,368	-	24,368
Central administration costs	中央行政成本							(9,229)
Finance costs	財務成本							(7,971)
Net loss on deemed disposal	視作出售聯營公司權益之							
of interests in associates	虧損淨額							(138,841)
Share of results of associates	攤佔聯營公司業績							
- share of results	- 攤佔業績							51,046
- gain on acquisitions	- 收購聯營公司收益							
of associates								3,172
Loss for the period	本期間虧損							(77,455)

Inter-segment sales are charged at prevailing market rate or at terms determined and agreed by both parties.

Segment result represents the result of each segment without allocation of central administration costs, including directors' salaries, finance costs, loss on assets classified as held for distribution to shareholders and items related to interest in associates.

分部間之銷售乃按通行市價或按雙方決定及同意之條款收取。

分部業績指各分部之業績，惟不將中央行政成本(包括董事薪酬)、財務成本、分類為持作分派予股東之資產之虧損及與聯營公司權益有關之項目分配。

## 4. NET (LOSS) GAIN ON FINANCIAL INSTRUMENTS

## 4. 金融工具之(虧損)收益淨額

		Six months ended	
		30.09.2010	30.09.2009
		HK\$'000	HK\$'000
		截至九月三十日止六個月	截至九月三十日止六個月
		二零一零年	二零零九年
		千港元	千港元
Dividend income on investments held for trading	持作買賣投資之股息收入	1	1,065
Loss on convertible notes (note 15)	可換股票據之虧損(附註15)	(8,513)	-
Net (loss) gain on:	下列各項之(虧損)收益淨額:		
- Conversion options embedded in convertible notes	- 可換股票據附帶之換股權	(76)	(96)
- Derivative financial instruments	- 衍生金融工具	-	7,773
- Investments held for trading	- 持作買賣投資	2,563	(1,577)
Gain on disposal of available-for-sale investments	出售可供銷售投資之收益	-	12,879
		<u>(6,025)</u>	<u>20,044</u>

## 5. LOSS ON ASSETS CLASSIFIED AS HELD FOR DISTRIBUTION TO SHAREHOLDERS

As a result of the Distribution (as defined in note 10), a loss on write down of these assets to their fair value less cost to distribute, amounting to HK\$845,445,000, was recognised in the profit or loss.

## 5. 分類為分派予股東之資產之虧損

因分派(定義見附註10)關係,將該等資產撇減至其公平價值減分派成本所致之虧損845,445,000港元已於損益中確認。

## 6. FINANCE COSTS

## 6. 財務成本

		Six months ended	
		30.09.2010	30.09.2009
		HK\$'000	HK\$'000
		截至九月三十日止六個月	截至九月三十日止六個月
		二零一零年	二零零九年
		千港元	千港元
Interest on:	以下各項之利息:		
Bank borrowings wholly repayable within five years	須於五年內全部償還之銀行借款	11	376
Bank borrowings not wholly repayable within five years	毋須於五年內全部償還之銀行借款	139	156
Convertible notes payable wholly repayable within five years	須於五年內全部償還之可換股票據應付款	10,796	7,316
Margin account payables	應付孖展賬戶款項	-	123
		<u>10,946</u>	<u>7,971</u>

## 7. NET LOSS ON DEEMED DISPOSAL OF INTERESTS IN ASSOCIATES

The net loss for the six months ended 30th September, 2010 and 30th September, 2009 were mainly resulted from the deemed disposal of partial interests in associates which arose from the dilution effect of exercise of share options and warrants and conversion of convertible notes issued by the associates to parties other than the Group, and placement of new shares by the associates.

## 7. 視作出售聯營公司權益之虧損淨額

截至二零一零年九月三十日及二零零九年九月三十日止六個月之虧損淨額主要乃行使購股權及認股權證及兌換可換股票據(均為該等聯營公司向本集團以外人士發行)及該等聯營公司因配售新股份所產生之攤薄效應被視作出售聯營公司部分權益。

## 8. LOSS FOR THE PERIOD

## 8. 本期間虧損

		Six months ended	
		30.09.2010	30.09.2009
		HK\$'000	HK\$'000
			(Restated)
		截至九月三十日止六個月	
		二零一零年	二零零九年
		千港元	千港元
			(經重列)
Loss for the period has been arrived at after charging (crediting):	本期間虧損已扣除 (計入):		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	6,078	5,899
Share of taxation of associates (included in share of results of associates)	攤佔聯營公司稅項 (列入攤佔聯營公司業績)	35,544	45,846
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	(15)
		<u>          </u>	<u>          </u>

## 9. TAXATION

No provision for Hong Kong Profits Tax has been made as the entities within the Group had no assessable profit for both periods.

## 9. 稅項

由於本集團所包括之單位於兩個期間內並無應課稅溢利，故並無於期內作出香港利得稅撥備。

## 10. DISTRIBUTION

In September, 2010, a dividend of HK1.0 cent (2009: Nil) per share, amounting to HK\$7,537,000 in aggregate, was declared and approved for distribution to shareholders of the Company as the final dividend for the year ended 31st March, 2010.

## 10. 分派

於二零一零年九月，已宣派及批准股息每股1.0港仙(二零零九年：零)派付予本公司股東，合共7,537,000港元，作為截至二零一零年三月三十一日止年度之末期股息。

In addition, in July 2010, Hanny Holdings Limited ("Hanny"), a then associate of the Group proposed a repurchase offer to repurchase the Hanny Notes (as defined in note 15) at their face value to be satisfied by the issue of new shares in Hanny of HK\$0.5 each (the "Hanny Repurchase Offer"). The Group proposed an acceptance of the Hanny Repurchase Offer (the "Acceptance") and a distribution of the Group's contributed surplus on the basis of 9.3 ordinary shares in Hanny for every 10 ordinary shares in the Company held (the "Distribution"). The Distribution had been approved by the shareholders of the Company on 21st September, 2010. On the date of approval of the Distribution, the Group held 42.77% equity interest in Hanny, representing 240,146,821 shares in Hanny. Together with 462,958,590 new shares in Hanny to be obtained through the Acceptance, the total number of Hanny shares to be distributed is 700,936,289 (details of which are set out in the announcement of the Company dated 21st October, 2010). Assets classified as held for distribution were presented as current assets as at 30th September, 2010 as detailed in note 16. The amount of the Distribution recognised in the interim financial information was determined with reference to the market price of Hanny shares on 30th September, 2010 and is subject to further change which depends on the market price of Hanny shares on 11th November, 2010, being the date of Distribution.

此外，於二零一零年七月，本集團當時之聯營公司錦興集團有限公司(「錦興」)提出購回建議，建議通過發行每股面值0.5港元之錦興新股份按票據面值購回錦興票據(定義見附註15)(「錦興購回建議」)。本集團建議接納錦興購回建議(「接納」)及分派本集團之實繳盈餘，基準為每持有10股本公司普通股獲派9.3股錦興普通股(「分派」)。分派已於二零一零年九月二十一日獲本公司股東批准。於批准分派當日，本集團持有錦興42.77%之股本權益，相當於240,146,821股錦興股份，連同將通過接納而將取得之462,958,590股錦興新股份，將予分派之錦興股份總數為700,936,289股(詳情載於本公司日期為二零一零年十月二十一日之公佈)。如附註16所述，於二零一零年九月三十日，分類為持作分派之資產乃呈列為流動資產。於中期財務資料內確認之分派金額乃參考錦興股份於二零一零年九月三十日之市價釐定，並視乎錦興股份於二零一零年十一月十一日(即分派當日)之市價而再作出調整。

Subsequent to the end of the interim period, the directors of the Company have determined that an interim dividend of HK1.0 cent per share (2009: Nil) will be paid to the shareholders of the Company whose names appear on the register of members of the Company as at the close of business on 28th January, 2011.

中期期間結束後，本公司董事決定向於二零一一年一月二十八日於營業時間結束時名列本公司股東名冊之本公司股東派付每股1.0港仙(二零零九年：無)之中期股息。

**11. LOSS PER SHARE**

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

**11. 每股虧損**

本公司擁有人應佔之每股基本及攤薄盈利(虧損)乃按以下數據計算:

		<b>Six months ended</b>	
		<b>30.09.2010</b>	30.09.2009
		<b>HK\$'000</b>	HK\$'000
		(Restated)	
		截至九月三十日止六個月	
		二零一零年	二零零九年
		千港元	千港元
		(經重列)	
Loss for the period attributable to the owners of the Company and loss for the purposes of basic and diluted loss per share	本期間本公司擁有人應佔虧損及用以計算每股基本及攤薄虧損之虧損	<b>(709,891)</b>	(77,455)
		<b>Number</b>	Number
		<b>of shares</b>	of shares
		<b>股份數目</b>	股份數目
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	<b>753,695,343</b>	667,554,685

The weighted average number of ordinary shares for the purposes of basic and diluted loss per share for the six months ended 30th September, 2009 had been adjusted for the capital reorganisation of the Company in April 2009 and the bonus element of the issue of four rights shares for every reorganised share in May 2009.

The potential ordinary shares attributable to the Company's outstanding convertible notes payable has anti-dilutive effect for both periods. The computation of diluted loss per share does not assume the exercise of the Company's outstanding share options as the exercise price of the options is higher than the average market price of shares for both periods.

In addition, the computation of diluted loss per share for the six months ended 30th September, 2009 did not assume the exercise of the Company's outstanding warrants (which was expired on 4th November, 2009) as the exercise price of the warrants was higher than the average market price of shares for the period.

**12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES**

During the period, the Group spent approximately HK\$300,000 (01.04.2009 to 30.09.2009: HK\$833,000) on property, plant and equipment.

At 30th September, 2010, the directors of the Company considered the carrying amount of the Group's leasehold land and buildings classified as property, plant and equipment and investment properties carried at revalued amounts and fair value respectively do not differ significantly from that which would be determined using fair values at the reporting date.

用以計算截至二零零九年九月三十日止六個月每股基本及攤薄虧損之普通股加權平均數，已就本公司二零零九年四月之股本重組及二零零九年五月就每股重組後股份發行四股供股股份之紅利部份作出調整。

於兩個期間內，本公司尚未償還之可換股票據應付款項應佔之潛在普通股具反攤薄影響。計算每股攤薄虧損時不假設行使本公司未行使之購股權，因為該等購股權之行使價高於股份於兩個期間內之平均市價。

此外，計算截至二零零九年九月三十日止六個月每股攤薄虧損時不假設行使本公司尚未行使之認股權證(已於二零零九年十一月四日屆滿)，因為該等認股權證之行使價高於其相關股份於該期間之平均市價。

**12. 物業、廠房及設備及投資物業之變動**

於本期間內，本集團動用約300,000港元(二零零九年四月一日至二零零九年九月三十日: 833,000港元)於物業、廠房及設備。

於二零一零年九月三十日，本公司董事認為本集團租賃土地及樓宇(分類為物業、廠房及設備)及投資物業(分別按重估值及公平價值計賬)之賬面值，與使用於呈報日期之公平價值釐定者無大出入。

## 13. INTERESTS IN ASSOCIATES

## 13. 聯營公司權益

		(Unaudited)	(Audited)
		30.09.2010	31.03.2010
		HK\$'000	HK\$'000
		(未經審核)	(經審核)
		二零一零年	二零一零年
		九月三十日	三月三十一日
		千港元	千港元
Share of net assets of associates:	攤佔聯營公司淨資產：		
Listed in Hong Kong	於香港上市	1,643,456	2,455,499
Listed overseas	於海外上市	11,793	15,039
Goodwill	商譽	1,177	1,177
		<u>1,656,426</u>	<u>2,471,715</u>
Market value of listed securities:	上市證券之市值：		
Hong Kong	香港	503,092	694,044
Overseas	海外	512,446	457,764
		<u>1,015,538</u>	<u>1,151,808</u>

## 14. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in debtors, deposits and prepayments are trade debtors of HK\$3,008,000 (31.03.2010: HK\$1,797,000) and their aged analysis at the end of the reporting period is as follows:

## 14. 應收賬款、訂金及預付款項

應收賬款、訂金及預付款項中包括3,008,000港元(二零一零年三月三十一日：1,797,000港元)之應收貿易賬款，而於呈報期間之期末日之賬齡分析如下：

		(Unaudited)	(Audited)
		30.09.2010	31.03.2010
		HK\$'000	HK\$'000
		(未經審核)	(經審核)
		二零一零年	二零一零年
		九月三十日	三月三十一日
		千港元	千港元
Trade debtors	應收貿易賬款		
0 - 30 days	0 - 30日	1,687	1,785
31 - 60 days	31 - 60日	6	5
61 - 90 days	61 - 90日	-	3
Over 90 days	超過90日	1,315	4
		<u>3,008</u>	<u>1,797</u>

Trade debtors arising from property investment business are payable monthly in advance and the credit terms granted by the Group to other trade debtors normally range from 30 days to 90 days (31.03.2010: 30 days to 90 days).

物業投資業務產生之應收貿易賬款須按月墊付，而本集團就其他應收貿易賬款授出之信貸期一般由30日至90日不等(二零一零年三月三十一日：30日至90日)。

In addition, HK\$40,000,000 (31.03.2010: Nil) refundable earnest monies is included in debtors, deposits and prepayments at 30th September, 2010. It represents amount paid for acquisition of interests in a medical clinic project located in Macau. The amount has been refunded by the counterparty subsequent to the end of the interim period.

此外，40,000,000港元(二零一零年三月三十一日：零港元)可退回誠意金乃計入於二零一零年九月三十日之應收賬款、訂金及預付款項。此代表就收購位於澳門某醫療診所項目之權益所支付款項。該筆金額已於中期期間末後獲對方退回。

#### 15. DEBT PORTION OF CONVERTIBLE NOTES AND CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTES

In April 2010, in addition to the original 2% convertible notes issued by Hanny (the "Hanny Notes") with principal amounts of HK\$19,000, HK\$94,802,000 and HK\$95,139,000 with maturity on 12th, 16th and 22nd June, 2011, respectively, held by the Group, the Group entered into agreement with an independent third party to acquire Hanny Notes, with an outstanding principal amount of HK\$41,520,000, together with the transaction costs, for an aggregate consideration of HK\$31,460,000. The Hanny Notes can be converted into shares of Hanny at the conversion price of HK\$15.83 per share (subject to adjustments). On maturity, unless previously converted, Hanny shall redeem the Hanny Notes at the principal amount of the Hanny Notes plus any outstanding interest.

The Group classified the debt portion of the convertible notes as loans and receivables and the embedded conversion option is deemed as held for trading and recognised at fair value on initial recognition. The fair value of the conversion options embedded in Hanny Notes on initial recognition and on 30th September, 2010 is considered to be negligible in the opinion of the directors of the Company.

As detailed in note 10, the Group accepted the Hanny Repurchase Offer.

In August 2010, the Group accepted the repurchase offer from Rosedale Hotel Holdings Limited ("Rosedale") for the repurchase of the 2% convertible notes with maturity date on 7th June, 2011 issued by Rosedale (the "Rosedale Notes") in consideration for cash equal to 88% of the outstanding aggregate principal amount of the debt component of the Rosedale Notes of HK\$114,200,000 held by the Group. The carrying value of the debt component of the Rosedale Notes, together with the fair value of the embedded derivatives, amounted to HK\$108,107,000 at the date of acceptance of the repurchase offer. A loss on the repurchase of convertible notes, together with the transaction cost, amounted to HK\$8,513,000 was recognised in the profit or loss.

At 30th September, 2010, all of the convertible notes held by the Group are with maturity within one year. Accordingly, the debt portion of the convertible notes, together with the conversion options embedded in convertible notes are classified as current assets on the condensed consolidated statement of financial position.

#### 16. ASSETS CLASSIFIED AS HELD FOR DISTRIBUTION

As a result of the Distribution, the Group's present ownership interest in Hanny as at 21st September, 2010 has been classified as non-current assets held for distribution and is presented separately in the condensed consolidated statement of financial position as current assets.

#### 15. 可換股票據債項部份及可換股票據附帶之換股權

於二零一零年四月，除本集團所持有，原本由錦興發行之2厘可換股票據（「錦興票據」）（本金額分別為19,000港元、94,802,000港元及95,139,000港元，到期日分別為二零一一年六月十二日、十六日及二十二日）外，本公司與獨立第三方訂立協議以購買錦興票據，總本金額為41,520,000港元（連同交易成本），總代價為31,460,000港元。錦興票據可按換股價每股15.83港元（可予調整）轉換為錦興股份。到期時，除非先前轉換，錦興須按錦興票據本金額連任何應計利息贖回錦興票據。

於首次確認時，本集團分類可換股票據之債項部份為貸款及應收款項，而附帶換股權則視為持作買賣並按公平價值確認。本公司董事錦興票據附帶之換股權於首次確認時及於二零一零年九月三十日之公平價值極低。

如附註10所詳述，本集團接納錦興購回建議。

於二零一零年八月，本集團接納珀麗酒店控股有限公司（「珀麗」）提出之購回建議，以購回珀麗所發行到期日為二零一一年六月七日之2厘可換股票據（「珀麗票據」），以換取相等於本集團所持珀麗票據債項部份未償還本金總額114,200,000港元之88%之現金。於接納購回建議日期，珀麗票據債項部份之賬面值（連同內含衍生工具之公平價值）為108,107,000港元。購回可換股票據之虧損連同交易成本合共8,513,000港元已於損益中確認。

於二零一零年九月三十日，本集團所持全部可換股票據之到期日均為一年內。因此，可換股票據之債項部份連同可換股票據附帶之換股權乃於簡明綜合財務狀況表中分類為流動資產。

#### 16. 分類為持作分派資產

由於分派關係，截至二零一零年九月二十一日本集團現時於錦興擁有之權益乃分類為持作分派非流動資產，並獨立呈列於簡明綜合財務狀況表中之流動資產。

**17. CREDITORS AND ACCRUED EXPENSES**

Included in creditors and accrued expenses are trade payables of HK\$4,888,000 (31.03.2010: HK\$4,688,000) and their aged analysis at the end of the reporting period is as follows:

**17. 應付賬款及應計開支**

應付賬款及應計開支中包括4,888,000港元(二零一零年三月三十一日: 4,688,000港元)之應付貿易賬款, 於呈報期間之期末日之賬齡分析如下:

		(Unaudited) 30.09.2010 HK\$'000 (未經審核) 二零一零年 九月三十日 千港元	(Audited) 31.03.2010 HK\$'000 (經審核) 二零一零年 三月三十一日 千港元
Trade creditors	應付貿易賬款		
0 - 30 days	0 - 30日	709	559
31 - 60 days	31 - 60日	4,179	4,127
Over 90 days	超過90日	-	2
		<u>4,888</u>	<u>4,688</u>

**18. RELATED PARTY TRANSACTIONS**

During the period, in addition to the transactions disclosed elsewhere in the condensed consolidated financial statements, the Group had transactions with the following related parties, details of which are as follows:

**18. 關連人士交易**

期內, 除已於簡明綜合財務報表所披露之交易外, 本集團與以下有關連人士進行交易, 詳情如下:

		Six months ended	
		30.09.2010 HK\$'000 截至九月三十日止六個月 二零一零年 千港元	30.09.2009 HK\$'000 二零零九年 千港元
Associates of the Group:	本集團之聯營公司:		
Rentals and related building management fee charged by the Group	本集團收取租金及相關物業管理費	1,866	1,895
Service fees charged by the Group	本集團收取服務費	1,361	1,055
Interest income earned by the Group	本集團賺取利息收入	19,873	18,340
Other related companies (Note):	其他關連公司(附註):		
Interest income earned by the Group	本集團賺取利息收入	<u>-</u>	<u>983</u>

Note: A director of the Company has significant influence over the above other related companies.

附註: 本公司一名董事於上述其他關連公司擁有重大影響力。



**19. EVENTS AFTER THE END OF THE INTERIM REPORTING PERIOD**

The Group has the following events after the end of the interim reporting period:-

- (i) According to the announcement of the Company on 27th September, 2010, the Group has entered into an agreement with an indirect wholly-owned subsidiary of Hanny to acquire 76,402,763 shares of an associate of the Group, ITC Properties Group Limited ("ITC Properties"), for a consideration of HK\$175,700,000. The transaction was completed on 25th November, 2010.

In addition, the Group has acquired an aggregate of 21,286,311 ITC Properties shares, on the open market for an aggregate consideration of HK\$45,900,000 during the period from 28th September, 2010 to 14th October, 2010.

The equity interest held by the Group in ITC Properties, after the completion of the acquisitions as stated above, was increased from 7.72% at 30th September, 2010 to 24.71% at the date of this report.

- (ii) The Distribution as detailed in note 10 was completed on 11th November, 2010. The eventual distribution amount based on the market price of Hanny shares as at 11th November, 2010 of HK\$0.50 per share was HK\$350,468,000. The assets distributed were included in the condensed consolidated statement of financial position as at 30th September, 2010 of HK\$349,151,000 in aggregate.

**19. 中期報告期末後事項**

本集團於中期報告期末後發生下列事項：

- (i) 根據本公司二零一零年九月二十七日之公佈，本集團與錦興之間接全資附屬公司訂立協議，購買本集團聯營公司德祥地產集團有限公司（「德祥地產」）之76,402,763股股份，代價為175,700,000港元。該交易已於二零一零年十一月二十五日完成。

此外，本集團於二零一零年九月二十八日至二零一零年十月十四日期間內在公開市場上購買了合共21,286,311股德祥地產股份，總代價45,900,000港元。

經完成如上述購買後，本集團於德祥地產所持股本權益由二零一零年九月三十日之7.72%增至於本報告日期之24.71%。

- (ii) 附註10所詳述之分派已於二零一零年十一月十一日完成。按錦興股份於二零一零年十一月十一日之市價每股0.50港元計算，最終分派金額為350,468,000港元。列入二零一零年九月三十日之簡明綜合財務狀況表內之所分派資產合共為349,151,000港元。



**ITC CORPORATION LIMITED**  
德祥企業集團有限公司

