



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

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

Stock Code 股份代號: 1159

Interim Report

2011 中期報告

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CORPORATE INFORMATION

Directors

Executive Directors

Mr. Sun Ying Chung
(Chairman and Managing Director)

Mr. Chan Sung Wai

Mr. Wong King Lam, Joseph

Non-executive Directors

Mr. Lee Kwok Leung

Mr. Yang Yiu Chong, Ronald Jeffrey

Independent non-executive Directors

Mr. Lum Pak Sum

Mr. Law Chun Choi

Mr. Mak Ka Wing, Patrick

Company Secretary

Mr. Cheng Mei Chau

Audit Committee

Mr. Lum Pak Sum (Chairman)

Mr. Law Chun Choi

Mr. Mak Ka Wing, Patrick

Remuneration Committee

Mr. Sun Ying Chung (Chairman)

Mr. Lum Pak Sum

Mr. Law Chun Choi

Mr. Mak Ka Wing, Patrick

Investment Steering Committee

Mr. Yang Yiu Chong, Ronald Jeffrey (Chairman)

Mr. Chan Sung Wai

Mr. Lum Pak Sum

公司資料

董事

執行董事

辛衍忠先生

(主席兼董事總經理)

陳崇煒先生

黃景霖先生

非執行董事

李國樑先生

楊耀宗先生

獨立非執行董事

林栢森先生

羅進財先生

麥家榮先生

公司秘書

鄭美洲先生

審核委員會

林栢森先生 (主席)

羅進財先生

麥家榮先生

薪酬委員會

辛衍忠先生 (主席)

林栢森先生

羅進財先生

麥家榮先生

投資督導委員會

楊耀宗先生 (主席)

陳崇煒先生

林栢森先生

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Bermuda Principal Share Registrar and Transfer Office

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

Hong Kong Branch Share Registrar and Transfer Office

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

Website

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

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MANAGEMENT DISCUSSION AND ANALYSIS

Business and Operational Review

For the six months ended 30 June 2011 (the "Period"), the Group continued its effort in consolidating its principal business of conductive silicon rubber keypads trading, as well as identifying opportunities for acquisition to expand its portfolio and source of income.

During the Period, the Group continued to exercise stringent cost control, thereby maintaining its operating expenses at a minimal level.

With respect to the LCoS television operation, an impairment loss on intangible asset of HK\$50,000,000 was made during the Period due to the lapse of the Disposal Agreement on 30 June 2011. Upon the signing of the Cancellation Agreement, a sum of HK\$35,000,000 was returned to the Purchaser and a gain of HK\$15,000,000 on the forfeited deposit was recognized.

As a result, the loss attributable to owners of the Company for the six months ended 30 June 2011 amounted to approximately HK\$54,377,000, representing an increase in loss of approximately HK\$39,178,000 from that of the first half of 2010. Basic loss per share for the Period was approximately HK7.74 cents (2010 corresponding period: basic loss per share was HK2.16 cents).

SEGMENTAL ANALYSIS

Conductive Silicon Rubber Keypads

The market environment of conductive silicon rubber keypads continued to be extremely competitive during the Period. Selling prices had been declining amid a glutted market and weak demand for conductive silicon rubber keypads with rising trend for touch-screen keyboards.

On the other hand, the cost of conductive silicon rubber keypads remained high due to increase in production costs as a result of the rise in wages and raw material costs in Mainland China. The profit margin of this business had been under increasing pressure.

Through stringent cost control and improved operational efficiency, the Group's trading business remained profitable during the Period. Despite a 68.5% decrease in revenue of the conductive silicon rubber keypads trading business, this segment reported a gross profit of approximately HK\$730,000 during the Period, with a profit margin of 17.6%, up from 16.6% of the corresponding period of 2010.

管理層討論及分析

業務及營運回顧

截至二零一一年六月三十日止六個月（「期內」），本集團專注於鞏固其主要業務，即導電硅橡膠按鍵貿易，並物色收購商機以擴大其業務範疇及收入來源。

期內，本集團繼續實施嚴格之成本控制，從而將營運開支維持於最低水平。

就LCoS電視業務而言，由於出售協議已於二零一一年六月三十日失效，期內產生無形資產減值虧損50,000,000港元。撤銷協議簽訂時，已歸還35,000,000港元予買家，並已確認沒收按金收益15,000,000港元。

因此，截至二零一一年六月三十日止六個月，本公司擁有人應佔虧損約為54,377,000港元，較二零一零年上半年增加約39,178,000港元之虧損。期內每股基本虧損約為7.74港仙（二零一零年同期：每股基本虧損2.16港仙）。

分部分析

導電硅橡膠按鍵

導電硅橡膠按鍵之營商環境於期內仍面對激烈競爭。面對同類貨品充斥市場以及觸摸屏鍵盤崛起，令對導電硅橡膠按鍵之需求疲弱，導電硅橡膠按鍵之售價一直下降。

另一方面，由於中國內地工資提升以及原材料成本上升令生產成本上漲，導電硅橡膠按鍵之成本持續高企。該行業之邊際利潤一直承受沉重壓力。

透過嚴格之成本控制及經過改善之營運效率，本集團之貿易業務於期內仍維持盈利能力。儘管導電硅橡膠按鍵貿易業務之收益下降68.5%，該分部仍於期內錄得毛利約730,000港元，邊際利潤為17.6%，而二零一零年同期則為16.6%。

LCoS Televisions

The Group and an independent third party ("Purchaser") entered into a formal agreement in January 2011 for the disposal of its LCoS television business. The consideration for the disposal amounted to HK\$637,500,000, with HK\$50,000,000 in cash as a non-refundable deposit ("Deposit") and part payment of the consideration. The Deposit had been paid to the Company upon the signing of the Disposal Agreement.

On 7 July 2011 the Group announced that as some of the conditions precedent to the completion of the Disposal Agreement (including but not limited to the obtaining of Shareholders' approval for the Disposal) were not fulfilled by the Long Stop Date (i.e. 30 June 2011), the Disposal Agreement lapsed on the same day (save for certain clauses).

On 24 August 2011, the Company entered into a Cancellation Agreement with the Purchaser to cancel the Disposal Agreement. Pursuant to the Cancellation Agreement, the Company was able to retain HK\$15,000,000 of the Deposit, which was treated as gain on forfeited deposit for the disposal. As a result of the cancellation of the Disposal Agreement, the Group made an impairment loss on intangible asset of HK\$50,000,000 during the Period.

FUTURE PLANS AND PROSPECTS

The aftershocks of Eurozone debt crisis and the US economic instability are expected to drag down the global economy. Coupled with RMB appreciation and continued increase in production costs, the operating environment of the Group's trading business will remain challenging.

To cope with these challenges, the Group will continue to implement stringent cost control measures to reduce operating costs and to improve its competitiveness. Moreover, the Group will further strengthen its relationship with existing customers, expand customer base, and enrich its portfolio of trading products. The Group is now exploring the opportunities for trading other electronic components. With extensive experience in trading operations and solidified relationship with existing customers, the Group is confident in enhancing the competitiveness of its trading business in order to be better prepared for upcoming opportunities and challenges.

Following the cancellation of the Disposal Agreement, the Group will continue to negotiate with the original vendors to sell back the LCoS television business to them.

LCoS電視

本集團與獨立第三方(「買家」)已於二零一一年一月就LCoS電視業務之出售事項訂立正式協議。出售代價總額為637,500,000港元，其中現金50,000,000港元為不可退還按金(「按金」)以及部分代價付款。按金已於出售協議簽訂時支付予本公司。

於二零一一年七月七日，本集團宣佈，由於完成出售協議所需之部分先決條件(包括但不限於就出售事項取得股東批准)無法於最後完成日期(即二零一一年六月三十日)前達成，故此，出售協議已於同日失效(除若干條款外)。

於二零一一年八月二十四日，本公司與買家訂立撤銷協議以撤銷出售協議。根據撤銷協議，本公司可保留15,000,000港元之按金，有關款項按沒收出售事項按金收益處理。由於撤銷出售協議，本集團於期內錄得無形資產減值虧損50,000,000港元。

未來計劃及展望

歐元區債務危機之餘波以及美國經濟不穩預期將拖累全球經濟。受人民幣升值以及生產成本持續增加影響，本集團貿易業務之經營環境預期將繼續充滿挑戰性。

為應付挑戰，本集團將持續實行嚴格之成本控制措施以降低營運成本並加強競爭能力。另外，本集團亦進一步鞏固與現有客戶之關係、擴闊客戶基礎，並豐富貿易產品之組合。本集團現在尋求買賣其他電子元件之機遇。憑藉於貿易業務之豐富經驗以及與現有客戶之穩固關係，本集團有信心可提升貿易業務之競爭能力，以為未來機遇及挑戰作出更好準備。

在撤銷出售協議後，本集團將繼續與原有賣方協商，期望可向其售回LCoS電視業務。

The Group is of the view that the global consumption of metals and minerals has been growing rapidly, and these markets provide vast room for development in mid and long term. China is now the world's largest consumer of metals and minerals including iron ore, steel, coal, aluminum, copper and nickel. In light of this, the Group is also identifying suitable metals and minerals projects for possible acquisition to achieve sustainable growth.

The Group's share trading has been suspended since September 2010, pending an announcement on a very substantial acquisition. The Group will keep its shareholders informed on this transaction following clearance from the Stock Exchange.

INVESTMENT STEERING COMMITTEE

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

INTERIM DIVIDEND

The Directors do not recommend any interim dividend for the six months ended 30 June 2011 (six months ended 30 June 2010: nil).

CAPITAL STRUCTURE

The Group has a deficiency in shareholders' equity of approximately HK\$285,797,000 (31 December 2010: a deficiency of approximately HK\$231,420,000). As at 30 June 2011, the short term and long term interest bearing debts to shareholders' equity was nil (31 December 2010: nil).

本集團認為，金屬及礦產之全球消耗量一直急速增長，而該等市場提供龐大之中長期發展空間。中國現為世界上金屬及礦產（包括鐵礦石、鋼鐵、煤炭、鋁、銅及鎳等）的最大消耗國。有鑑於此，本集團正物色合適之金屬及礦產之可能收購項目，以實現持續增長。

本集團之股份自二零一零年九月起暫停買賣，以待發表有關非常重大收購事項之公佈。本集團將於聯交所審批後知會其股東有關此交易之情況。

投資督導委員會

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

中期股息

董事並不建議就截至二零一一年六月三十日止六個月派發任何中期股息（截至二零一零年六月三十日止六個月：零）。

資本結構

本集團之股東權益虧絀約285,797,000港元（二零一零年十二月三十一日：虧絀約為231,420,000港元）。於二零一一年六月三十日，短期及長期計息債項佔股東權益比率為零（二零一零年十二月三十一日：零）。

LIQUIDITY AND FINANCIAL RESOURCES

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

Prudent financial management and selective investment criteria have enabled the Group to maintain a strong financial position. As at 30 June 2011, the Group's fixed deposits and cash balances increased to approximately HK\$63,181,000 (31 December 2010: approximately HK\$15,856,000).

As at 30 June 2011, the current ratio was approximately 0.55 (31 December 2010: approximately 12.4) based on current assets of approximately HK\$64,280,000 and current liabilities of approximately HK\$117,393,000 and the quick ratio was approximately 0.55 (31 December 2010: approximately 12.4).

MATERIAL ACQUISITION AND DISPOSAL

Details of material acquisition and disposal during the six months ended 30 June 2011 are set out in note 19.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

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

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2011, the Group employed approximately 8 full time employees in Hong Kong. The Group's remuneration policies are primarily based on prevailing market salary levels and the performance of the respective companies and individuals concerned. Employees may also participate in the share option scheme of the Group.

流動資金及財政資源

本集團一般以內部產生之現金流量及其往來銀行提供之銀行信貸為其業務提供資金。

審慎理財及選擇性投資令本集團之財政狀況維持穩健。於二零一一年六月三十日，本集團之定期存款及現金結存增加至約63,181,000港元（二零一零年十二月三十一日：約15,856,000港元）。

於二零一一年六月三十日，流動比率約為0.55（二零一零年十二月三十一日：約12.4），此乃按流動資產約64,280,000港元及流動負債約117,393,000港元之基準計算。速動比率約為0.55（二零一零年十二月三十一日：約12.4）。

重大收購及出售事項

截至二零一一年六月三十日止六個月之重大收購及出售事項詳情載於附註19。

匯率波動風險

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

僱員及酬金政策

於二零一一年六月三十日，本集團僱用約八名香港全職僱員。本集團之薪酬政策主要根據現時之市場薪酬水平，以及各公司及員工個別之表現為基準釐定。僱員亦可參與本集團之認購股權計劃。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2011, the interests or short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange, or as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed issuers ("Model Code") set out in the Appendix 10 to the Listing Rules were as follows:

Ordinary shares of HK\$0.1 each of the Company (Long positions)

Name of Director	Number of ordinary shares held personal interests 以個人權益方式持有之普通股數目	Approximate percentage of issued share capital 佔已發行股本之概約百分比
董事姓名		
Mr. Sun Ying Chung 辛衍忠先生	23,000,000	3.27%

Save as disclosed above, as at 30 June 2011, none of the Directors or Chief Executive of the Company or their associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME

Details of the share option scheme adopted by the Company on 29 May 2002 (the "Share Option Scheme") are set out in note 21 to the unaudited condensed consolidated interim financial statements. No options have been granted under the share option scheme since its adoption.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零一一年六月三十日，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XV部）之股份、相關股份及債券中擁有並已知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條規定而設置之登記冊所記錄或已根據上市規則附錄十所載之上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益或淡倉如下：

本公司每股面值0.1港元之普通股（好倉）

除上文所披露者外，於二零一一年六月三十日，概無本公司董事或主要行政人員或彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何須根據證券及期貨條例第XV部之第7及8分部規定知會本公司及聯交所，或須記錄於本公司根據證券及期貨條例第352條須予存置之登記冊或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉。

認購股權計劃

本公司於二零零二年五月二十九日採納之認購股權計劃（「認購股權計劃」）之詳情載於未經審核簡明綜合中期財務報表附註21。自採納認購股權計劃以來，概無根據認購股權計劃授出認購股權。

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as the Share Option Scheme of the Company, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2011, so far as was known to the directors and the chief executive of the Company, the following persons (other than any director and chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

董事收購股份或債券之權利

除本公司之認購股權計劃外，於本期間內任何時間，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債券而獲益。

主要股東之權益及淡倉

於二零一一年六月三十日，就本公司董事及主要行政人員所知，以下人士（本公司任何董事及主要行政人員除外）於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條存置之登記冊所記錄之權益或淡倉，或另行知會本公司及聯交所之權益或淡倉：

Name of shareholder 股東姓名／名稱	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of issued share capital of the Company 佔本公司已發行 股本概約百分比 (Note 1) (附註1)
China Eagle Development Limited ("China Eagle")	Beneficial owner (note 2) 實益擁有人(附註2)	4,669,500,000	664.83%
Hsu Ming Shan 許銘珊	Interest held by controlled corporation (note 2) 受控制法團持有之權益 (附註2)	4,669,500,000	664.83%
Lam Suk Fong	Interest held by controlled corporation (note 2) 受控制法團持有之權益 (附註2)	4,669,500,000	664.83%

Name of shareholder	Capacity	Number of ordinary shares held	Approximate percentage of issued share capital of the Company 佔本公司已發行股本概約百分比 (Note 1) (附註1)
股東姓名／名稱	身份	所持普通股數目	
Fairtime International Limited ("Fairtime")	Beneficial owner (note 3) 實益擁有人(附註3)	612,500,000	87.21%
Chan Shun Yuen#	Interest held by controlled corporation (note 3) 受控制法團持有之權益 (附註3)	612,500,000	87.21%
陳迅元#			
Taiwan Micro Display Corporation ("TMDC") 台灣微型影像股份有限公司 (「台灣微型影像」)	Beneficial owner (note 4) 實益擁有人(附註4)	468,000,000	66.63%
Luen Fat Securities Company Limited 聯發證券有限公司	Beneficial owner (note 5) 實益擁有人(附註5)	351,178,000	50.00%
Yue Wai Keung	Interest held by controlled corporation (note 5) 受控制法團持有之權益 (附註5)	351,178,000	50.00%
余維強			
Golden Mount Limited ("Golden Mount")	Beneficial owner (note 6) 實益擁有人(附註6)	198,944,000 (L)	28.33%
Chim Pui Chung	Interest held by controlled corporation (note 6) 受控制法團持有之權益 (附註6)	198,944,000 (L)	28.33%
詹培忠			

Notes:

- # Now known as Chan Hau Kong.
- (L) All the shares are long positions.
1. The percentages are calculated based on the total number of issued shares of the Company of 702,356,000 shares as at 30 June 2011.
2. Pursuant to the sale and purchase agreement dated 30 April 2008 and the supplemental agreement dated 24 October 2008 (collectively refer to as the "SPA"), subject to the provisions stated therein being satisfied, the Company might issue to China Eagle (beneficially owned by Hsu Ming Shan and Lam Suk Fong) up to a total of HK\$1,867,800,000 zero coupon convertible bonds (the "Convertible Bond") due 2014 at a conversion price (the "Conversion Price") of HK\$0.40 each, which entitling China Eagle to subscribe for up to 4,669,500,000 conversion shares at the Conversion Price upon exercise of the conversion rights attached to the Convertible Bonds in full.
- The SPA completed on 15 January 2009 (the "Completion Date") and on the same date the Company issued the first tranche of HK\$67,800,000 Convertible Bonds to China Eagle at the Conversion Price (which entitling China Eagle to subscribe for 169,500,000 conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in full). As at the date of this report, the Company has not yet issued the remaining HK\$1,800,000,000 Convertible Bonds.
3. Pursuant to the SPA, subject to the provisions stated therein being satisfied, the Company might issue to Fairtime (beneficially owned by Chan Shun Yuen who now known as Chan Hau Kong) up to a total of HK\$245,000,000 Convertible Bonds, which entitling Fairtime to subscribe for 612,500,000 conversion shares at the Conversion Price upon exercise of the conversion rights attached to such convertible bonds in full.

附註：

- # 現稱陳厚光。
- (L) 所有股份均為好倉。
1. 該等百分比乃根據於二零一一年六月三十日之本公司已發行股份總數702,356,000股計算。
2. 根據日期為二零零八年四月三十日之買賣協議及日期為二零零八年十月二十四日之補充協議（統稱「買賣協議」），並在當中所載之條文獲達成之規限下，本公司可按每股0.40港元之換股價（「換股價」）向China Eagle（由許銘珊及Lam Suk Fong實益擁有）發行最多合共1,867,800,000港元於二零一四年到期之零息可換股債券（「可換股債券」），可換股債券賦予China Eagle於可換股債券所附換股權獲悉數行使時按換股價認購最多4,669,500,000股換股股份之權利。
- 買賣協議已於二零零九年一月十五日（「完成日」）完成，同日，本公司按換股價向China Eagle發行首批67,800,000港元之可換股債券（其賦予China Eagle於可換股債券所附換股權獲悉數行使時認購169,500,000股換股股份之權利）。於本報告日期，本公司仍未發行餘額1,800,000,000港元之可換股債券。
3. 根據買賣協議，並在當中所載之條文獲達成之規限下，本公司可向Fairtime（由陳迅元（現稱陳厚光）實益擁有）發行最多合共245,000,000港元之可換股債券，可換股債券賦予Fairtime於可換股債券所附換股權獲悉數行使時按換股價認購612,500,000股換股股份之權利。

On Completion Date, the Company issued the first tranche of HK\$45,000,000 Convertible Bonds to Fairtime (which entitling Fairtime to subscribe for 112,500,000 conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in full). As at the date of this report, the Company has not yet issued the remaining HK\$200,000,000 Convertible Bonds.

4. Pursuant to the SPA, the Company issued HK\$187,200,000 Convertible Bonds to TMDC on the Completion Date (which entitling TMDC to 468,000,000 conversion shares upon exercise of the conversion rights attached to the Convertible Bonds in full).
5. Luen Fat Securities Company Limited ("Luen Fat") (beneficially owned as to 80.9% by Yue Wai Keung), is the underwriter to the underwriting agreement dated 17 May 2010 in relation to the proposed open offer of 351,178,000 new shares of the Company as announced on 17 May 2010. Pursuant to the underwriting agreement, Luen Fat agreed to underwrite up to 351,178,000 new shares of the Company. As at the date of this report, the open offer is not yet completed.
6. The entire issued share capital of Golden Mount is wholly and beneficially owned by Mr. Chim Pui Chung. By virtue of the Securities and Futures Ordinance, Mr. Chim Pui Chung is deemed to be interested in the 198,944,000 shares of the Company.

Save as disclosed above, the Company had not been notified and is not aware of any other persons who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 30 June 2011.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the unaudited interim results for the six months ended 30 June 2011.

於完成日，本公司向Fairtime發行首批45,000,000港元之可換股債券（其賦予Fairtime於可換股債券所附換股權獲悉數行使後認購112,500,000股換股股份之權利）。於本報告日期，本公司仍未發行餘額200,000,000港元之可換股債券。

4. 根據買賣協議，本公司於完成日向台灣微型影像發行187,200,000港元之可換股債券（其賦予台灣微型影像於可換股債券所附換股權獲悉數行使時認購468,000,000股換股股份之權利）。
5. 聯發證券有限公司（「聯發」）（由余維強實益擁有80.9%權益）為於二零一零年五月十七日所公佈而日期為二零一零年五月十七日之包銷協議（內容有關建議公開發售351,178,000股本公司新股份）之包銷商。根據包銷協議，聯發同意包銷最多351,178,000股本公司新股份。於本報告日期，公開發售尚未完成。
6. Golden Mount之全部已發行股本乃由詹培忠先生全資實益擁有。鑑於證券及期貨條例，詹培忠先生被視為於198,944,000股本公司股份中擁有權益。

除上文所披露者外，於二零一一年六月三十日，本公司並無獲知會且不知悉有任何其他人士於本公司股份及相關股份中擁有根據證券及期貨條例第336條須於本公司存置之登記冊記錄之權益或淡倉。

審核委員會

審核委員會已與管理層審閱本集團所採用之會計原則及慣例，並已討論有關內部控制及財務報告等事宜，包括審閱截至二零一一年六月三十日止六個月之未經審核中期業績。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the six months ended 30 June 2011, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Group.

CORPORATE GOVERNANCE PRACTICES

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

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

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

購買、出售或贖回本公司之上市證券

於截至二零一一年六月三十日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本集團任何上市證券。

企業管治常規

本集團已設立正式並具透明度之程序以保障本集團股東之利益。本集團定期檢討本集團之企業管治程序及發展。於回顧期間，本集團已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治常規守則所列之守則並遵守所有守則條文，惟以下者除外：

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

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

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings and its code of conduct regarding securities transactions by the Directors throughout the six months ended 30 June 2011.

CHANGES IN DIRECTORS' INFORMATION

The changes in Directors' information as required to be disclosed pursuant to Rule 13.51(2) and Rule 13.51B(1) of the Listing Rules, since the publication of the 2010 Annual Report of the Company, are set out below:

Mr. Chan Sung Wai

Resigned as an executive director of Energy International Investments Holdings Limited (stock code: 353) effective 12 April 2011.

Mr. Wong King Lam, Joseph

Resigned as an executive director of Grand Field Group Holdings Limited (stock code: 115) effective 15 August 2011.

Mr. Lum Pak Sum

Resigned as an independent non-executive director of Energy International Investments Holdings Limited (stock code: 353) effective 1 July 2011.

董事之證券交易

本公司已就董事之證券交易採納條款不比上市規則附錄十所載交易規定標準寬鬆之行為守則。經向全體董事作出具體查詢後，各董事於截至二零一一年六月三十日止六個月一直遵守該等行為守則及交易規定標準以及其董事進行證券交易之行為守則。

董事資料變動

本公司自二零一零年年報刊發後之董事資料變動須按上市規則第13.51(2)條及第13.51B(1)條披露。現載列如下：

陳崇煒先生

辭任能源國際投資控股有限公司（股份代號：353）執行董事，於二零一一年四月十二日生效。

黃景霖先生

辭任鈞濠集團有限公司（股份代號：115）執行董事，於二零一一年八月十五日生效。

林栢森先生

辭任能源國際投資控股有限公司（股份代號：353）獨立非執行董事，於二零一一年七月一日生效。

PUBLICATION OF OTHER FINANCIAL INFORMATION

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

On behalf of the board of Directors

Sun Ying Chung

Chairman

Hong Kong
29 August 2011

公佈其他財務資料

載有上市規則附錄十六規定之所有資料之其他財務資料，將於適當時候在香港交易及結算所有限公司網站www.hkex.com.hk之「最新上市公司資料」及本公司網站www.aplushk.com/clients/1159上登載。

代表董事會

辛衍忠

主席

香港
二零一一年八月二十九日

INTERIM RESULTS

The board of directors (the "Directors" or the "Board") of Karce International Holdings Company Limited ("the Company") is pleased to present the unaudited condensed consolidated operating results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2011, together with the unaudited comparative figures of the corresponding period in the 2010 are as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2011

中期業績

泰盛實業集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零一一年六月三十日止六個月之未經審核簡明綜合營運業績，連同二零一零年同期之未經審核比較數字如下：

簡明綜合全面收益表

截至二零一一年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
Revenue	收益	4	13,116
Cost of goods sold	已售貨品成本	(3,408)	(10,934)
Gross profit	毛利	730	2,182
Selling and distribution costs	銷售及分銷費用	-	(3)
Administrative expenses	行政開支	(3,910)	(2,730)
Finance costs	融資成本	5	(17,543)
Loss before taxation	除稅前虧損	6	(18,094)
Income tax credit	所得稅抵免	7	2,895
Loss for the period from continuing operations	來自持續經營業務之 本期虧損	(19,377)	(15,199)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Discontinued operations	終止經營業務		
Loss for the period from discontinued operations	來自終止經營業務之本期虧損	8	-
		(35,000)	-
Loss and total comprehensive expense for the period, attributable to owners of the Company	本公司擁有人應佔本期虧損及全面開支總額	(54,377)	(15,199)
		HK Cents	HK Cents
		港仙	港仙
Loss per share	每股虧損	9	
From continuing and discontinued operations	來自持續經營業務及終止經營業務		
Basic	基本	(7.74)	(2.16)
Diluted	攤薄	(7.74)	(2.16)
From continuing operations	來自持續經營業務		
Basic	基本	(2.76)	(2.16)
Diluted	攤薄	(2.76)	(2.16)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2011

於二零一一年六月三十日

			30 June 2011 二零一一年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2010 二零一零年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	15	17
Intangible asset	無形資產	12	-	50,000
			15	50,017
Current Assets	流動資產			
Trade receivables	貿易應收款項	13	942	5,925
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		157	419
Bank balances and cash	銀行結存及現金		63,181	15,856
			64,280	22,200
Current Liabilities	流動負債			
Trade payables	貿易應付款項	14	455	1,196
Other payables and accruals	其他應付款項及應計費用	15	35,095	596
Promissory notes	承兌票據	16	80,725	-
Deferred tax liabilities	遞延稅項負債	18	1,118	-
			117,393	1,792
Net Current (Liabilities)/Assets	流動(負債)/資產淨值		(53,113)	20,408
Total Assets less Current Liabilities	總資產減流動負債		(53,098)	70,425
Non-current Liabilities	非流動負債			
Amount due to a shareholder	應付一名股東款項		3,653	7,153
Promissory notes	承兌票據	16	-	74,964
Convertible bonds	可換股債券	17	215,025	201,389
Deferred tax liabilities	遞延稅項負債	18	14,021	18,339
			232,699	301,845
Net Liabilities	負債淨值		(285,797)	(231,420)
Capital and Reserves	資本及儲備			
Share capital	股本		70,236	70,236
Reserves	儲備		(356,033)	(301,656)
Equity attributable to owners of the Company	本公司擁有人應佔權益		(285,797)	(231,420)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2010 (Unaudited)

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

簡明綜合權益變動表

截至二零一零年六月三十日止六個月(未經審核)

For the six months ended 30 June 2011 (Unaudited)

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Convertible bonds reserve 可換股債券儲備 HK\$'000 千港元	Accumulated Loss 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2011	於二零一一年一月一日	70,236	102,675	(123)	1,564	120,398	(526,170)	(231,420)
Loss and total comprehensive expense for the period	本期虧損及全面開支總額	-	-	-	-	-	(54,377)	(54,377)
At 30 June 2011	於二零一一年六月三十日	70,236	102,675	(123)	1,564	120,398	(580,547)	(285,797)

截至二零一一年六月三十日止六個月(未經審核)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2011

簡明綜合現金流量表

截至二零一一年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash generated from/(used in) operating activities	來自／(耗於)經營業務之現金淨額	32,325	(9,136)
Net cash generated from/(used in) investing activities	來自／(耗於)投資業務之現金淨額	15,000	(15)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加／(減少) 淨額	47,325	(9,151)
Cash and cash equivalent at 1 January	於一月一日之現金及現金等值項目	15,856	25,544
Cash and cash equivalent at 30 June, represented by bank balances and cash	於六月三十日之現金及現金等值 項目，指銀行結存及現金	63,181	16,393

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. General information and basis of preparation

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

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

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

These unaudited condensed consolidated interim financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). These unaudited condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2010, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS").

2. Accounting policies

The condensed consolidated financial statements have been prepared on the historical cost basis.

In the current interim period, the Group has applied, for the first time, a number of new or revised Standards and Interpretations ("new or revised HKFRSs") issued by the HKICPA.

The application of the above new or revised HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

未經審核簡明綜合中期財務報表附註

1. 一般資料及編製基準

本公司乃一間在百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。

本公司為一間投資控股公司，本集團主要從事導電硅橡膠按鍵貿易及銷售業務。

綜合財務報表以港元（即本公司之功能貨幣）呈列。

該等未經審核簡明綜合中期財務報表乃按照聯交所證券上市規則附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。該等未經審核簡明綜合中期財務報表應連同截至二零一零年十二月三十一日止年度按照香港財務報告準則（「香港財務報告準則」）編製之年度財務報表一併閱讀。

2. 會計政策

簡明綜合財務報表乃按歷史成本基準編製。

於本中期期間，本集團首次採用香港會計師公會頒佈之若干新訂或經修訂準則及詮釋（「新訂或經修訂香港財務報告準則」）。

於本中期期間採用上述新訂或經修訂香港財務報告準則，對該等簡明綜合財務報表所呈報之金額及／或該等簡明綜合財務報表所載之披露事項並無重大影響。

2. Accounting policies (continued)

The Group has not early applied new or revised standards that have been issued but are not yet effective. The following new or revised standards have been issued after the date the consolidated financial statements for the year ended 31 December 2010 were authorised for issuance and are not yet effective:

HKFRS 10	Consolidated Financial Statements ¹
HKFRS 11	Joint Arrangements ¹
HKFRS 12	Disclosure of Interests in Other Entities ¹
HKFRS 13	Fair Value Measurement ¹
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income ²
HKAS 19 (Revised 2011)	Employee Benefits ¹
HKAS 27 (Revised 2011)	Separate Financial Statements ¹
HKAS 28 (Revised 2011)	Investments in Associates and Joint Ventures ¹

¹ Effective for annual periods beginning on or after 1 January 2013

² Effective for annual periods beginning on or after 1 July 2012

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

3. Segment information

Information reported to the Board of Directors of the Company, being the chief operating decision maker ("CODM"), for the purpose of resource allocation and assessment of segment performance focuses on types of goods sold.

The Group currently has only one operating segment, namely conductive silicon rubber keypads, which engages in the business of trading of conductive silicon rubber keypads.

2. 會計政策 (續)

本集團並無提早採用已頒佈但未生效之新訂或經修訂香港財務報告準則。以下新訂或經修訂準則於截至二零一零年十二月三十一日止年度之綜合財務報表獲授權發佈當日之後頒佈，但尚未生效：

香港財務報告準則第10號	綜合財務報表 ¹
香港財務報告準則第11號	共同安排 ¹
香港財務報告準則第12號	披露於其他實體之權益 ¹
香港財務報告準則第13號	公平值之計量 ¹
香港會計準則第1號(修訂本)	其他全面收入項目之呈列 ²
香港會計準則第19號 (二零一一年經修訂)	僱員福利 ¹
香港會計準則第27號 (二零一一年經修訂)	獨立財務報表 ¹
香港會計準則第28號 (二零一一年經修訂)	於聯營公司及合營企業之投資 ¹

¹ 於二零一三年一月一日或其後開始之年度期間生效

² 於二零一二年七月一日或其後開始之年度期間生效

本公司董事預期，採用該等新訂或經修訂準則不會對本集團之業績及財務狀況構成任何重大影響。

3. 分部資料

就資源分配及分部表現評估而言，向作為主要經營決策者（「主要經營決策者」）之本公司董事會呈報之資料集中於已售貨品類別。

本集團現時僅設有一個經營分部，即導電硅橡膠按鍵，該分部從事導電硅橡膠按鍵貿易業務。

3. Segment information (continued)

During the year ended 31 December 2010, the directors have determined to discontinue the liquid crystal on silicon ("LCoS") television business and accordingly the LCoS television segment constitutes a discontinued operation of the Group.

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

Six months ended 30 June 2011

		Continuing operations 持續經營業務	Discontinued operations 終止經營業務	
		Conductive silicon rubber keypads and segment total 導電硅橡膠按鍵及分部合計 HK\$'000 千港元	LCoS Television and segment total LCoS電視及分部合計 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue – External sales	收益 – 外部銷售	4,138	–	4,138
Segment result	分部業績	376	–	376
Unallocated corporate expenses items:	未分配之企業開支項目：			
Central administration costs and directors' salaries	中央行政成本及董事薪金	(3,556)	–	(3,556)
Impairment loss on intangible asset	無形資產之減值虧損	–	(50,000)	(50,000)
Gain on forfeited deposit for disposal of LCoS	沒收出售LCoS事項按金之收益	–	15,000	15,000
Finance costs	融資成本	(19,397)	–	(19,397)
Loss before taxation	除稅前虧損	(22,577)	(35,000)	(57,577)

3. 分部資料 (續)

於截至二零一零年十二月三十一日止年度，董事決定終止硅液晶體（「LCoS」）電視業務。因此，LCoS 電視分部構成本集團之終止經營業務。

以下為於回顧期間本集團按經營分部劃分之收益及業績分析：

截至二零一一年六月三十日止六個月

3. Segment information (continued)

Six months ended 30 June 2010

3. 分部資料 (續)

截至二零一零年六月三十日止六個月

		Continuing operations 持續經營業務
		Conductive silicon rubber keypads and segment total 導電硅橡膠 按鍵及 分部合計 HK\$'000 千港元
Revenue – External sales	收益—外部銷售	13,116
Segment result	分部業績	2,182
Unallocated corporate expenses items: 未分配之企業開支項目:		
Central administration costs and Directors' salaries	中央行政成本及董事薪金	(2,733)
Finance costs	融資成本	(17,543)
Loss before taxation	除稅前虧損	(18,094)

4. Revenue

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

4. 收益

收益亦即本集團之營業額，指扣除期內退貨及貿易折扣後之已售貨品發票淨值。

5. Finance costs

5. 融資成本

		Continuing operations and consolidated	
		持續經營業務及綜合	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
Effective interests on:	以下各項之實際利息：		
Convertible bonds	可換股債券	13,636	11,833
Promissory notes	承兌票據	5,761	5,710
		19,397	17,543

6. Loss before taxation

6. 除稅前虧損

		Continuing operations		Discontinued operations		Consolidated	
		持續經營業務		終止經營業務		綜合	
		2011	2010	2011	2010	2011	2010
		二零一一年	二零一零年	二零一一年	二零一零年	二零一一年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Loss before taxation has been arrived at after charging:	除稅前虧損經扣除下列項目：						
Cost of inventories recognised as expense	確認為開支之存貨成本	3,408	10,934	-	-	3,408	10,934
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	2	1	-	-	2	1
Impairment loss on intangible assets	無形資產之減值虧損	-	-	50,000	-	50,000	-
Gain on forfeited deposit for disposal of LCoS	沒收出售LCoS事項按金之收益	-	-	(15,000)	-	(15,000)	-
Operating lease rentals	經營租賃租金	240	252	-	-	240	252
Directors' remuneration and staff costs	董事薪酬及僱員成本	727	559	-	-	727	559

7. Income tax credit

Hong Kong profits tax has been provided at the rate of 16.5% (30 June 2010: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements since the Group has no assessable profits in Hong Kong for the period.

7. 所得稅抵免

香港利得稅乃根據期內於香港產生之估計應課稅溢利按16.5% (二零一零年六月三十日: 16.5%)之稅率計提。由於本期本集團於香港並無錄得應課稅溢利, 因此並無於簡明綜合財務報表內作出香港利得稅撥備。

	Continuing operations and consolidated	
	持續經營業務及綜合	
	2011	2010
	二零一一年	二零一零年
	HK\$'000	HK\$'000
	千港元	千港元
Deferred tax credit and total tax credit for the period	(3,200)	(2,895)
本期遞延稅項抵免及稅項抵免		

8. Discontinued operations

The loss from the discontinued operations for the period amounted HK\$35,000,000 (2010: nil) is resulted from the loss of HK\$50,000,000 (2010: nil) on impairment of intangible asset and the gain of HK\$15,000,000 (2010: nil) recognized on forfeiture of the deposit for the disposal of LCoS Television business.

8. 終止經營業務

終止經營業務於本期之35,000,000港元(二零一零年:零)虧損乃由於無形資產減值虧損50,000,000港元(二零一零年:零)及沒收出售LCoS電視業務事項按金之收益15,000,000港元(二零一零年:零)所致。

9. Loss per share attributable to the owners of the Company

(a) From continuing and discontinued operations

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

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
<i>Loss</i>	<i>虧損</i>		
Loss for the purpose of basic loss per share	就計算每股基本虧損之虧損	(54,377)	(15,199)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on convertible bonds	可換股債券之利息	13,636	11,833
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	(40,741)	(3,366)
<i>Number of shares</i>	<i>股份數目</i>		
Weighted average number of ordinary shares for the purpose of basic loss per share (in thousands)	就計算每股基本虧損之普通股加權平均數(以千計算)	702,356	702,356
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Convertible bonds (in thousands)	可換股債券(以千計算)	750,000	750,000
Weighted average number of ordinary shares for the purpose of diluted loss per share (in thousands)	就計算每股攤薄虧損之普通股加權平均數(以千計算)	1,452,356	1,452,356

The computation of diluted loss per share from continuing and discontinued operations does not assume the conversion of the Company's outstanding convertible bonds since their exercise would result in decrease in loss per share from continuing and discontinued operations for the six months ended 30 June 2011 and 2010.

9. 本公司擁有人應佔每股虧損

(a) 來自持續經營業務及終止經營業務

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
<i>Loss</i>	<i>虧損</i>		
Loss for the purpose of basic loss per share	就計算每股基本虧損之虧損	(54,377)	(15,199)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on convertible bonds	可換股債券之利息	13,636	11,833
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	(40,741)	(3,366)
<i>Number of shares</i>	<i>股份數目</i>		
Weighted average number of ordinary shares for the purpose of basic loss per share (in thousands)	就計算每股基本虧損之普通股加權平均數(以千計算)	702,356	702,356
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Convertible bonds (in thousands)	可換股債券(以千計算)	750,000	750,000
Weighted average number of ordinary shares for the purpose of diluted loss per share (in thousands)	就計算每股攤薄虧損之普通股加權平均數(以千計算)	1,452,356	1,452,356

由於本公司尚未行使可換股債券會導致截至二零一一年及二零一零年六月三十日止六個月來自持續經營業務及終止經營業務之每股虧損減少，故此，於計算來自持續經營業務及終止經營業務之每股攤薄虧損時並無假設轉換該等債券。

9. Loss per share attributable to the owners of the Company (continued)

(b) From continuing operations

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

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
<i>Earnings/(loss)</i>	<i>盈利/(虧損)</i>		
Loss for the purpose of basic loss per share	就計算每股基本虧損之虧損	(19,377)	(15,199)
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Interest on convertible bonds	可換股債券之利息	13,636	11,833
Loss for the purpose of diluted loss per share	就計算每股攤薄虧損之虧損	(5,741)	(3,366)

The computation of diluted loss per share from continuing operations does not assume the conversion of the Company's outstanding convertible bonds since their exercise would result in decrease in loss per share from continuing operations for the six months ended 30 June 2011 and 2010.

(c) From discontinued operations

Basic and diluted loss per share from the discontinued operations is HK4.98 cents per share, based on loss for the six months ended 30 June 2011 from discontinued operations attributed to the owners of the company of HK\$35,000,000.

The discontinued operations contributed no interest to the Group for the six months ended 30 June 2010.

9. 本公司擁有人應佔每股虧損 (續)

(b) 來自持續經營業務

本公司擁有人應佔持續經營業務之每股基本及攤薄虧損乃按下列數據計算：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元

由於本公司尚未行使可換股債券會導致截至二零一一年及二零一零年六月三十日止六個月來自持續經營業務之每股虧損減少，故此，於計算來自持續經營業務之每股攤薄虧損時並無假設轉換該等債券。

(c) 來自終止經營業務

來自終止經營業務之每股基本及攤薄虧損為每股4.98港仙，乃根據截至二零一一年六月三十日止六個月本公司擁有人應佔來自終止經營業務之虧損35,000,000港元計算。

截至二零一零年六月三十日止六個月，終止經營業務並無為本集團貢獻利益。

10. Dividend

No interim dividend was paid or declared by the Company for the six months ended 30 June 2011 (2010: nil).

11. Movements in property, plant & equipment

There was no material acquisition of property, plant and equipment for the six months ended 30 June 2011.

For the six months ended 30 June 2010, the Group had acquired property, plant and equipment of approximately HK\$14,000.

12. Movements in intangible asset

10. 股息

本公司並無就截至二零一一年六月三十日止六個月派付或宣派中期股息(二零一零年:無)。

11. 物業、廠房及設備之變動

截至二零一一年六月三十日止六個月並無有關物業、廠房及設備之重大收購事項。

截至二零一零年六月三十日止六個月,本集團已收購約14,000港元之物業、廠房及設備。

12. 無形資產之變動

		Patents 專利
		HK\$'000
		千港元
Carrying value	賬面值	
At 31 December 2010	於二零一零年十二月三十一日	50,000
Impairment loss recognised in profit or loss	於損益中確認之減值虧損	(50,000)
At 30 June 2011	於二零一一年六月三十日	0

The Company entered into the Disposal Agreement with an independent third party (the "Purchaser") on 25 January 2011, pursuant to which the Group would dispose of the entire interest in Sourcestar Profits Limited and the Pacific Choice Group and a non-refundable deposit amounting HK\$50,000,000 has been received during the period. The non-refundable deposit serves as a clear evidence of an increase in net realisable value of the Group's intangible asset. The relevant intangible asset was fully impaired during the year ended 31 December 2009 and is therefore reversed by such amount of HK\$50,000,000 in the year ended 31 December 2010.

On 7 July 2011 and 17 August 2011, the Company announced that as some of the conditions precedent to Completion under the Disposal Agreement (including but not limited to the obtaining of Shareholders' approval for the Disposal) were not fulfilled by the Long Stop Date (i.e. 30 June 2011), the Disposal Agreement lapsed on the same day (save for certain clauses). As such, the carrying amount of the intangible asset was impaired during the period.

於二零一一年一月二十五日,本公司與獨立第三方(「買家」)訂立出售協議,據此,本集團出售Sourcestar Profits Limited及Pacific Choice集團全部權益,並已於期內收取50,000,000港元之不可退還按金。不可退還按金乃本集團無形資產之可變現淨值增加之確鑿證據。有關無形資產已於截至二零零九年十二月三十一日止年度全面減值,並於截至二零一零年十二月三十一日止年度按有關金額50,000,000港元撥回。

本公司於二零一一年七月七日及二零一一年八月十七日宣佈,由於完成出售協議所需之部分先決條件(包括但不限於就出售事項取得股東批准)無法於最後完成日期(即二零一一年六月三十日)前達成,故此,出售協議已於同日失效(除若干條款外)。因此,無形資產之賬面值已於期內減值。

16. Promissory notes

On 15 January 2009, the Group issued promissory notes of HK\$375,000,000 at zero coupon rate as part of the consideration for acquiring the entire issued share capital of Pacific Choice Group. The effective interest rate was 16% at the date of grant.

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

On 26 April 2010, the Group and the bearer of the promissory notes had agreed to extend the maturity date from 14 January 2011 to 14 January 2012. A gain on extension of maturity of promissory note of approximately HK\$11,908,000 is recognised during the year ended 31 December 2010.

The movements of the promissory note are as follows:

		Six months ended 30 June 2011 截至 二零一一年 六月三十日 止六個月 HK\$'000 千港元	Year ended 31 December 2010 截至 二零一零年 十二月三十一日 止年度 HK\$'000 千港元
Carrying amount at the beginning of the period/year	期初／年初之賬面值	74,964	75,031
Extension of maturity	延長屆滿日期	-	(11,908)
Interest charged	扣除之利息	5,761	11,841
Carrying amount at the end of the period/year	期末／年末之賬面值	80,725	74,964

17. Convertible bonds

Zero-coupon Tranche 1 Bonds due 2014

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

16. 承兌票據

於二零零九年一月十五日，本集團按零票息率發行375,000,000港元之承兌票據，作為收購Pacific Choice集團全部已發行股本之部分代價。於授出日期，實際利率為16%。

於二零零九年二月十六日，本集團及承兌票據持票人已同意，倘出現提早償還250,000,000港元，則承兌票據本金額之10%（即37,500,000港元）將被註銷，歸本集團所有。償還已於二零零九年二月十九日進行。

於二零一零年四月二十六日，本集團及承兌票據持有人已同意將屆滿日期由二零一一年一月十四日延長至二零一二年一月十四日。於截至二零一零年十二月三十一日止年度，延長承兌票據屆滿日期之收益約11,908,000港元已獲確認。

承兌票據之變動如下：

		Six months ended 30 June 2011 截至 二零一一年 六月三十日 止六個月 HK\$'000 千港元	Year ended 31 December 2010 截至 二零一零年 十二月三十一日 止年度 HK\$'000 千港元
Carrying amount at the beginning of the period/year	期初／年初之賬面值	74,964	75,031
Extension of maturity	延長屆滿日期	-	(11,908)
Interest charged	扣除之利息	5,761	11,841
Carrying amount at the end of the period/year	期末／年末之賬面值	80,725	74,964

17. 可換股債券

於二零一四年到期之第一批零息債券

於二零零九年一月十五日，本公司發行於二零一四年一月十四日到期本金額300,000,000港元之第一批債券，乃不計利息並作為收購Pacific Choice集團之部份代價。第一批債券可按換股價每股0.4港元（可予調整）轉換為繳足普通股。

17. Convertible bonds (continued)

Zero-coupon Tranche 1 Bonds due 2014 (continued)

Upon full conversion of the Tranche 1 Bonds at the conversion price of HK\$0.4 per ordinary share of the Company, subject to adjustments, a total of 750,000,000 new ordinary shares would be issued by the Company upon the exercise of the conversion rights attached to the Tranche 1 Bonds. The Company shall redeem any convertible bonds which remain outstanding on the maturity date at its principal amount.

None of the Tranche 1 Bonds were converted from the date of issue to the end of the reporting period.

The convertible bonds contain liability and equity components. The effective interest rate of the liability component is 14% per annum. The equity component is presented under the equity heading of "convertible bonds reserve".

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

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

		Six months ended 30 June 2011 截至 二零一一年 六月三十日 止六個月 HK\$'000 千港元	Year ended 31 December 2010 截至 二零一零年 十二月三十一日 止年度 HK\$'000 千港元
Carrying amount at the beginning of the period/year	期初／年初之賬面值	201,389	176,785
Interest charged	扣除之利息	13,636	24,604
Carrying amount at the end of the period/year	期末／年末之賬面值	215,025	201,389

17. 可換股債券 (續)

於二零一四年到期之第一批零息債券 (續)

在按換股價每股本公司普通股0.4港元(可予調整)悉數轉換第一批債券時,本公司會於第一批債券所附之轉換權獲行使時發行合共750,000,000股新普通股。本公司須按本金贖回於到期日贖回尚未行使之任何可換股債券。

自發行日期至本報告期末,第一批債券概無獲轉換。

可換股債券包含負債及權益部份。負債部份之實際年利率為14%。權益部份以權益項下之「可換股債券儲備」呈列。

可換股債券負債部份於發行日期之公平值,由獨立估值師依據同等非可換股貸款按現行市場利率貼現之估計未來現金流出現值而釐定。

可換股債券負債部份於期內之變動載列如下:

18. Deferred tax liabilities

The major deferred tax liabilities recognised by the Group and movements thereon during the current period and prior fiscal year are as follows:

		Promissory notes 承兌票據	Convertible bonds 可換股債券	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2010	於二零一零年一月一日	2,058	20,330	22,388
Charge (credit) to profit or loss	扣除 (計入) 損益			
– Recognised in relation to extension of the maturity of the promissory notes	– 就延長承兌票據屆滿日期而確認	1,964	–	1,964
– Release upon amortisation of promissory notes and convertible bonds under effective interest method	– 根據實際利率法攤銷承兌票據及可換股債券時撥回	(1,954)	(4,059)	(6,013)
		10	(4,059)	(4,049)
At 31 December 2010	於二零一零年十二月三十一日	2,068	16,271	18,339
Credit to profit or loss	計入損益			
– Release upon amortisation of promissory notes and convertible bonds under effective interest method	– 根據實際利率法攤銷承兌票據及可換股債券時撥回	(950)	(2,250)	(3,200)
At 30 June 2011	於二零一一年六月三十日	1,118	14,021	15,139

Analysed for reporting purposes as:

就報告用途按以下類別分析：

		30 June 2011 二零一一年 六月三十日 HK\$'000 千港元	31 December 2010 二零一零年 十二月三十一日 HK\$'000 千港元
Current liability	流動負債	1,118	–
Non-current liability	非流動負債	14,021	18,339
		15,139	18,339

19. Material acquisition and disposal

During the period under review, the Company had not announced any material acquisition.

As announced on 7 July 2011, 17 August 2011 and 25 August 2011, the Company had on 25 January 2011 entered into the Disposal Agreement with an independent third party for the disposal of LCoS Television business. However, as some of the conditions precedent to Completion under the Disposal Agreement were not fulfilled by the Long Stop Date (i.e. 30 June 2011), the Disposal Agreement lapsed on the same date. Such Disposal Agreement was subsequently cancelled on 24 August 2011.

20. Related party transaction

During the period ended 30 June 2011, the Group had entered into the following transactions with related party which, in the opinion of the directors, were carried out in the ordinary course of the Group's business.

19. 重大收購及出售事項

於回顧期間，本公司並無公佈任何重大收購事項。

誠如二零一一年七月七日、二零一一年八月十七日及二零一一年八月二十五日之公佈所載，本公司已於二零一一年一月二十五日就出售LCoS電視業務事項與獨立第三方訂立出售協議。然而，由於完成出售協議所需之部份先決條件無法於最後完成日期（即二零一一年六月三十日）前達成，故此，出售協議已於同日失效。有關出售協議其後於二零一一年八月二十四日撤銷。

20. 關連人士交易

於截至二零一一年六月三十日止期間，本集團已與關連方進行以下交易。董事認為，有關交易於本集團一般業務過程中進行。

Name of related party 關連方之名稱	Nature of transaction 交易性質	Six months ended 30 June 截至六月三十日止六個月	
		2011 二零一一年 HK\$'000 千港元 (Unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (Unaudited) (未經審核)
Man Lee Management Limited ("Man Lee") (note a) 萬利管理有限公司（「萬利」）（附註a）	Administration fee paid by the Group 本集團支付之行政費	434	444
Note:	附註：		
(a) Man Lee is beneficially held by a shareholder of the Company.	(a) 萬利由本公司一位股東實益持有。		

21. Share option scheme

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

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

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

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

21. 認購股權計劃

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

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

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

自認購股權計劃獲採納以來概無根據該計劃授出任何認購股權。

22. Contingent liabilities

The Group did not have any significant contingent liabilities as at 30 June 2011 and 31 December 2010.

23. Capital commitments

Pursuant to the announcement of the Company dated 17 January 2011, the Group entered into a conditional sale and purchase agreement on 22 September 2010 with an independent third party pursuant to which the Group would acquire certain chromium mines in the Republic of Madagascar by the issue of convertible bonds in a maximum aggregate consideration of US\$3,520,000,000 (equivalent to approximately HK\$27,280,000,000) by the Company. As at the date of this report, the acquisition is subject to the approvals by the Stock Exchange and shareholders of the Company and the transaction has not yet completed.

24. Events after the end of the reporting period

Disposal of Pacific Choice Group

In January 2011, the Company entered into a Disposal Agreement with an independent third party for the disposal of the entire LCoS Television segment. A non-refundable deposit of HK\$50,000,000 was paid to the Company.

On 7 July 2011, 17 August 2011 and 25 August 2011, the Company announced that as some of the conditions precedent to Completion under the Disposal Agreement (including but not limited to the obtaining of Shareholders' approval for the Disposal) were not fulfilled by the Long Stop Date (i.e. 30 June 2011), the Disposal Agreement lapsed on the same day (save for certain clauses).

On 24 August 2011, the Company entered into a Cancellation Agreement with the Purchaser to cancel the Disposal Agreement and to release each other from their respective obligations towards each other as contained in the Disposal Agreement. As agreed, a sum of HK\$35 million (being part of the Deposit) was returned to the Purchaser, while HK\$15 million (being the remaining balance of the Deposit) was forfeited to and retained by the Company.

22. 或然負債

於二零一一年六月三十日及二零一零年十二月三十一日，本集團並無任何重大或然負債。

23. 資本承擔

根據本公司於二零一一年一月十七日刊發之公佈，本集團於二零一零年九月二十二日與獨立第三方訂立有條件買賣協議，據此，本集團將透過本公司發行總代價最多3,520,000,000美元（相當於約27,280,000,000港元）之可換股債券收購馬達加斯加共和國之若干鉻礦。於本報告日期，收購事項須待聯交所及本公司股東批准後方可作實，而是項交易尚未完成。

24. 報告期間後事項

出售Pacific Choice集團

於二零一一年一月，本公司就整個LCoS電視分部的出售事項與獨立第三方訂立出售協議。對方向本公司支付50,000,000港元之不可退還按金。

本公司於二零一一年七月七日、二零一一年八月十七日及二零一一年八月二十五日宣佈，由於完成出售協議所需之部分先決條件（包括但不限於就出售事項取得股東批准）無法於最後完成日期（即二零一一年六月三十日）前達成，故此，出售協議已於同日失效（除若干條款外）。

於二零一一年八月二十四日，本公司與買家訂立撤銷協議以撤銷出售協議，並解除出售協議內訂明各方對其他方應負之責任。經雙方同意，35,000,000港元（即按金的一部份）已歸還買家，而15,000,000港元（即按金的餘額）則由本公司沒收及保留。



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