

Interim Report
中期報告

2013



AMCO
UNITED HOLDING LIMITED

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雋泰控股有限公司*

(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 : 630)

** For identification purposes only*
僅供識別

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Management Discussion and Analysis

管理層討論及分析

RESULTS, BUSINESS REVIEW AND PROSPECTS

Results

In the past two years, the Company and its subsidiaries (collectively referred to as the "Group") made continuous effort to restructure and streamline the business operations so as to improve the overall financial position of the Group. Since then, the Group has focused its resources on the manufacture and sale of medical devices products and manufacture and sale of plastics moulding products.

However, hindered by the European debt crisis and the slow recovery of the United States, the global demand was still weak in the first half of 2013. For the six months ended 30 June 2013, the Group's continuing operations recorded a turnover of HK\$49.5 million, representing a decrease of HK\$13.9 million or 21.8% from HK\$63.4 million for the last corresponding period. The loss from continuing operations for the period under review was increased by HK\$5.3 million to HK\$13.9 million, compared to the loss of HK\$8.6 million for the six months ended 30 June 2012. This was mainly attributable to the net effect of (i) a decline in the overall gross profit margin of the Group; (ii) HK\$4.6 million gain on deregistration of certain subsidiaries; (iii) impairment losses on other receivables and goodwill amounted to HK\$1.1 million and HK\$8.3 million respectively; and (iv) HK\$8.1 million gain on change in fair value of convertible notes were recorded during the period.

During the period under review, the Group did not have any discontinued operating activities while a loss from discontinued operations in manufacture and sale of data media products and distribution of data media products was HK\$0.8 million in the first half of 2012.

The Group's overall loss attributable to owners of the Company rose 48.3% from approximately HK\$9.4 million during the six months ended 30 June 2012 to HK\$13.9 million for the first six months of 2013.

業績、業務回顧及前景

業績

於過去兩年內，本公司及其附屬公司（統稱為「本集團」）作出不斷努力以重組及精簡業務經營，從而改善本集團之整體財務狀況。自此以後，本集團將其資源專注於製造及銷售醫療設備產品以及製造及銷售塑膠模具產品。

然而，受到歐洲債務危機及美國經濟復甦緩慢之影響，二零一三年上半年之全球需求仍疲弱。截至二零一三年六月三十日止六個月，本集團之持續經營業務錄得營業額49,500,000港元，較去年同期之63,400,000港元減少13,900,000港元或21.8%。於回顧期間，來自持續經營業務之虧損較截至二零一二年六月三十日止六個月之虧損8,600,000港元增加5,300,000港元至13,900,000港元。此乃主要由於期內錄得(i)本集團的整體毛利率下降；(ii)若干附屬公司撤銷註冊之收益4,600,000港元；(iii)其他應收款項及商譽之減值虧損分別1,100,000港元及8,300,000港元；及(iv)可換股票據公允值變動收益8,100,000港元之淨影響所致。

於回顧期間內，本集團並無任何已終止經營業務，而於二零一二年上半年來自製造及銷售數據媒體產品及分銷數據媒體產品之已終止經營業務之虧損為800,000港元。

本公司擁有人應佔本集團之整體虧損由截至二零一二年六月三十日止六個月之約9,400,000港元上升48.3%至二零一三年首六個月之13,900,000港元。

RESULTS, BUSINESS REVIEW AND PROSPECTS (continued)

Business Review

Manufacture and sale of medical devices products

For the six months ended 30 June 2013, revenue from manufacture and sale of medical devices products segment recorded HK\$12 million, decreased 51.2% or HK\$12.6 million compared with HK\$24.6 million the same period of last year. The amount represented 24.3% of the Group's total revenues for the period under review. The decrease of revenue was mainly due to the decrease in sales orders from its key customer in America and the continued challenging economic environment. Segment's performance was turning from profit of HK\$1.5 million in the first six months period of 2012 to loss of HK\$3.2 million in the same period of 2013, which was the result of high production cost and administrative expenses.

Manufacture and sale of plastic moulding products

Revenue from manufacture and sale of plastic moulding products segment slightly declined by 3.1% to HK\$37.5 million for the period under review, which accounts for 75.7% of the total Group's revenue. The decrease was mainly due to a sluggish global business environment in the American and European markets which caused the customers to be more conservative in placing order. Segmental loss was improved from HK\$4.7 million in the first six month of 2012 to HK\$4.3 million in 2013.

Prospects

The global economic environment remains challenging and uncertain in the second half of 2013. However, the Company is confident of turning challenges into opportunity with its strong ability to adapt to the evolving operating environment over the near three decades.

Meanwhile, with the intensification of market competition and the rising cost of both labour and materials, the Company will strive to maintain its competitiveness through carrying out effective cost control, improving the production efficiency and strengthening and expanding the customer base.

Looking ahead, the Company will continue leveraging its experience, skillset and knowhow to develop new growth potentials and create new cutting edges so as to secure a solid position in the future development.

業績、業務回顧及前景 (續)

業務回顧

製造及銷售醫療設備產品

截至二零一三年六月三十日止六個月，製造及銷售醫療設備產品分類之收入錄得12,000,000港元，較去年同期之24,600,000港元減少51.2%或12,600,000港元。該金額佔本集團於回顧期間的總收入之24.3%。收入之減少乃主要由於其在美國之主要客戶之銷售訂單減少及持續具挑戰性之經濟環境所致。分類表現由二零一二年首六個月期間之溢利1,500,000港元轉變為於二零一三年同期之虧損3,200,000港元，此乃由於高生產成本及行政開支所致。

製造及銷售塑膠模具產品

製造及銷售塑膠模具產品分類之收入於回顧期間輕微減少3.1%至37,500,000港元，其佔本集團的總收入之75.7%。減少乃主要由於美國及歐洲市場之全球營商環境呆滯造成客戶於下訂單時更為保守所致。分類虧損由二零一二年首六個月之4,700,000港元改善至二零一三年之4,300,000港元。

前景

全球經濟環境於二零一三年下半年仍具挑戰性及不明朗。然而，憑藉於近三十年能適應不斷轉變之經營環境之雄厚實力，本公司有信心化挑戰為機遇。

同時，隨著市場競爭轉趨激烈以及勞工和原料成本上升，本公司將透過實施有效成本控制、改善生產效率以及加強和擴大客戶基礎來維持其競爭力。

展望未來，本公司將繼續憑藉其經驗、技能及專業知識以開發新增長潛力及創造新競爭優勢，從而於未來發展中取得穩固地位。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Capital and debt structure

As at 30 June 2013, the Group's consolidated net assets was approximately HK\$23.9 million, representing approximately HK\$13.7 million, equivalent to a decrease of 36.4% as compared with that of 31 December 2012, primarily arising from the operating loss for the period.

As at 30 June 2013, the Company has 875,823,986 shares of HK\$0.01 each in issue. On 26 March 2013, the Company effected a capital reorganisation, which included:

- (i) share consolidation of every ten issued shares of par value HK\$0.01 each into one issued consolidated share of par value HK\$0.10 each;
- (ii) capital reduction of the par value of each issued consolidated share from HK\$0.10 to HK\$0.01 by cancellation of HK\$0.09 of the paid-up capital on each issued consolidated share; and
- (iii) cancellation of the entire amount standing to the credit of the share premium account of the Company.

As a result of the capital reorganisation, there were approximately HK\$78.8 million from share capital and HK\$223.9 million from share premium credited to the contributed surplus account of the Company and was applied for setting off the accumulated loss of the Company.

As at 30 June 2013, the Company has outstanding convertible notes issued as partial consideration for the acquisition of the manufacturing businesses on 10 October 2011 valued at approximately HK\$13.5 million, of which, approximately HK\$7.1 million was classified as non-current liabilities due to the conversion conditions applicable to their convertibility.

財務回顧

股本及債務架構

於二零一三年六月三十日，本集團之綜合淨資產約23,900,000港元，較二零一二年十二月三十一日減少約13,700,000港元（相當於36.4%），主要是期內經營虧損所產生。

於二零一三年六月三十日，本公司已發行875,823,986股每股0.01港元之股份。於二零一三年三月二十六日，本公司已實行股本重組，其包括：

- (i) 將每十股每股面值0.01港元之已發行股份合併為一股每股面值0.10港元之已發行合併股份；
- (ii) 透過註銷每股已發行合併股份繳足股本0.09港元進行股本削減以將每股已發行合併股份之面值由0.10港元削減至0.01港元；及
- (iii) 註銷本公司之股份溢價賬之全部進賬額。

由於股本重組，來自股本之約78,800,000港元及來自股份溢價之223,900,000港元乃計入本公司之繳入盈餘賬，並用於抵銷本公司之累計虧損。

於二零一三年六月三十日，本公司已發行估值為約13,500,000港元之尚未行使可換股票據作為於二零一一年十月十日收購製造業務之部份代價，而由於適用於其轉換之轉換條件，其中約7,100,000港元已分類為非流動負債。

FINANCIAL REVIEW (continued)

Capital and debt structure (continued)

As at 30 June 2013, the Group's total borrowings from financial institutions amounted to HK\$16.3 million, representing an increase by HK\$6.3 million from HK\$10 million as at 31 December 2012. Over 99.3% of the borrowings were payable within one year. Since most of the borrowings were denominated in Hong Kong dollars, the risk of currency exposure was minimal. The Group's total cash and bank balances amounted to approximately HK\$9.2 million at 30 June 2013, which was about HK\$1 million lower than the position of HK\$10.2 million at 31 December 2012.

The Group's gearing ratio was 158.4% at 30 June 2013 while that of 31 December 2012 was 95%. The ratio was determined by bank and other borrowings, amount due to a director, obligations under finance leases and convertible notes over shareholders' equity.

Working capital and liquidity

As at 30 June 2013, the Group's current ratio and quick ratio were 0.7 and 0.6 respectively (31 December 2012: 0.8 and 0.7 respectively). Inventory turnover on sales of continuing operations increased to 27 days which are 2 days longer than that at 31 December 2012. Receivable turnover of continuing operations was 60 days while it was 57 days at 31 December 2012.

The Group incurred unaudited loss for the period ended 30 June 2013 of HK\$13.9 million and as of that date, the Group's current liabilities exceeded its current assets by HK\$20.6 million. Notwithstanding these conditions, the going concern basis has been adopted on the basis that a director of the Company has undertaken to provide financial support to the Company over the next twelve months and will not demand repayment of debts of HK\$8 million as at 30 June 2013 due from the Company until such time when repayment will not affect the Company's ability to repay other creditors in the normal course of business. Management plans to improve the Group's financial performance by undertaking an extensive restructuring program to reduce operating costs. This includes (i) taking steps to reduce discretionary expenses and administrative costs; and (ii) seeking potential investors in order to provide adequate funding to the Group for its ongoing business development.

財務回顧 (續)

股本及債務架構 (續)

於二零一三年六月三十日，本集團來自金融機構之總借貸為16,300,000港元，較二零一二年十二月三十一日之10,000,000港元增加6,300,000港元。有關之借貸超過99.3%須於一年內償還。由於大部分借貸均以港元計值，貨幣風險甚低。於二零一三年六月三十日，本集團之現金及銀行結餘總額約為9,200,000港元，較二零一二年十二月三十一日之10,200,000港元減少約1,000,000港元。

於二零一三年六月三十日，本集團之資產負債比率為158.4%，而於二零一二年十二月三十一日為95%。該比率乃以銀行及其他借貸、應付一名董事款項、融資租賃承擔及可換股票據除以股東權益計算。

營運資金及流動資金

於二零一三年六月三十日，本集團之流動比率及速動比率分別為0.7及0.6（二零一二年十二月三十一日：分別為0.8及0.7）。持續經營業務之存貨銷售周轉期增至27天，其較二零一二年十二月三十一日增加2天。持續經營業務之應收賬款周轉期為60天，而於二零一二年十二月三十一日為57天。

截至二零一三年六月三十日止期間內，本集團已產生未經審核虧損13,900,000港元，及於該日，本集團之流動負債超出其流動資產20,600,000港元。儘管出現上述狀況，由於本公司一名董事已承諾向本公司提供未來十二個月之財務支持且將不會要求償還於二零一三年六月三十日應收本公司之債務8,000,000港元，直至償還將不會影響本公司於一般業務過程中償還其他債權人之能力時為止，因此，已採納持續經營基準。管理層計劃透過進行一系列廣泛之重組計劃以削減經營成本，從而改善本集團之財務表現。這些計劃包括(i)採取措施削減酌情開支及行政開支；及(ii)尋求潛在投資者以就本集團之持續業務發展向本集團提供足夠資金。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW (continued)

Contingent liabilities and charges

As at 30 June 2013, the Group has pledged its assets with an aggregate net book value of HK\$3.8 million (31 December 2012: HK\$4 million) to secure bank facilities granted and finance lease obligations. The Group had no material contingent liabilities at 30 June 2013.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2013, the number of employees of the Group was approximately 200. The remuneration packages of the Group's employees are mainly based on their performance and experience, taking into account the current industry practices. Remuneration packages of employees include salaries, insurance, mandatory provident fund and share option scheme. Other employee benefits include medical cover, housing allowance and discretionary bonuses.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2013 (2012: Nil).

CAPITAL REORGANISATION

On 5 February 2013, the Board proposed the capital reorganisation, pursuant to which every ten (10) existing shares of HK\$0.01 each in the issued share capital of the Company was proposed to be consolidated into one (1) consolidated share of HK\$0.10 (the "Share Consolidation") and immediately following to the Share Consolidation, the paid-up capital of the Company to the extent of HK\$0.09 on each issued consolidated share was reduced from HK\$0.10 to HK\$0.01 (collectively, the "Capital Reorganisation"). The Capital Reorganisation was approved by the shareholders of the Company at the special general meeting held on 25 March 2013. Upon the Capital Reorganisation becoming effective on 26 March 2013, the trading board lot size of the share of the Company was also changed from 2,000 existing shares per board lot to 10,000 new shares per board lot. Details of the Capital Reorganisation are set out in the Company's announcements dated 5 February 2013, 25 March 2013 and 28 March 2013 and circular dated 1 March 2013.

財務回顧 (續)

或然負債及抵押

於二零一三年六月三十日，本集團已抵押其總賬面淨值3,800,000港元（二零一二年十二月三十一日：4,000,000港元）之資產作為獲授予之銀行信貸及融資租約承擔之擔保。於二零一三年六月三十日，本集團並無重大或然負債。

僱員及薪酬政策

於二零一三年六月三十日，本集團僱員人數約為200人。本集團給予僱員之薪酬主要按彼等之表現及經驗而定，並參考行內目前慣例。僱員薪酬包括薪金、保險、強制性公積金及購股權計劃。其他僱員福利包括醫療保障、房屋津貼及酌情花紅。

中期股息

董事會不建議派發截至二零一三年六月三十日止六個月之中期股息（二零一二年：無）。

股本重組

於二零一三年二月五日，董事會建議進行股本重組，據此，建議將本公司已發行股本中每十(10)股每股面值0.01港元之現有股份合併為一(1)股每股面值0.10港元之合併股份（「股份合併」），而緊隨股份合併後，將本公司之每股已發行合併股份之繳足股本已由0.10港元削減0.09港元至0.01港元（統稱「股本重組」）。股本重組已於二零一三年三月二十五日舉行之股東特別大會上獲本公司股東批准。於股本重組於二零一三年三月二十六日生效後，本公司股份之每手買賣單位亦已由每手2,000股現有股份更改為每手買賣單位10,000股新股份。股本重組詳情載於本公司日期為二零一三年二月五日、二零一三年三月二十五日及二零一三年三月二十八日之公佈及日期為二零一三年三月一日之通函。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATION CORPORATION

(a) Shares

Directors' and chief executives' interests and short positions in shares, underlying shares and debentures

As at 30 June 2013, the interests or short positions of the directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions

1. Shares and underlying shares of the Company

Name of directors 董事姓名	Capacity 身份	Number of ordinary shares 普通股數目		Number of underlying shares held under share option scheme 根據購股權計劃持有相關股份數目	Number of underlying shares held under performance incentive agreement 根據履約獎勵協議持有相關股份數目	Total 總計	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
		Personal interests 個人權益	Corporate interests 公司權益				
Mr. Yip Wai Lun, Alvin 葉偉倫先生	Interest of controlled corporation 受控制公司之權益	-	146,288,922 (Note 1) (附註1)	-	660,000,000 (Note 2) (附註2)	806,288,922	92.06%
Ms. Leung Mei Han 梁美嫻女士	Interest of controlled corporation 受控制公司之權益	-	218,116,000 (Note 3) (附註3)	-	-	218,116,000	24.90%
Mr. Leung Ka Kui, Johnny 梁家駒先生	Beneficial owner 實益擁有人	29,000	-	149	-	29,149	0.00%
Mr. Chan Kam Kwan, Jason 陳錦坤先生	Beneficial owner 實益擁有人	-	-	149	-	149	0.00%

董事及最高行政人員於本公司及相關法團股份、相關股份及債券之權益及淡倉

(a) 股份

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零一三年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（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根據證券及期貨條例第352條須列入本公司置存之登記冊內之權益或淡倉，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或淡倉如下：

好倉

1. 本公司股份及相關股份

Corporate Governance and Other Information

企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATION CORPORATION (continued)

(a) Shares (continued)

Directors' and chief executives' interests and short positions in shares, underlying shares and debentures (continued)

Long positions (continued)

1. Shares and underlying shares of the Company (continued)

Notes:

1. These shares were held by Almeco United Group Limited as to 145,658,922 and Titron Group Holdings Limited as to 630,000. Each of Almeco United Group Limited and Titron Group Holdings Limited was owned by Mr. Yip Wai Lun, Alvin as to 100% directly and 42.5% indirectly. Accordingly, Mr. Yip Wai Lun, Alvin was deemed to be interested in these 146,288,922 shares by virtue of the SFO.
2. Pursuant to the performance incentive agreement dated 4 March 2011 (the "Performance Incentive Agreement"), a maximum number of 6,720,000,000 shares ("Shares") is potentially entitled by Atlas Medical Limited, which was 50% owned by Mr. Yip Wai Lun, Alvin and 50% owned by Mr. Lye Khay Fong respectively. Out of these 6,720,000,000 Shares, 20,000,000 Shares were lapsed according to the terms of the Performance Incentive Agreement during the year ended 31 December 2012. On 26 March 2013, the Company effected the Capital Reorganisation, whereupon (among others) the number of Shares issuable pursuant to the Performance Incentive Agreement was adjusted from 6,700,000,000 Shares to 670,000,000 Shares. Out of these 670,000,000 Shares, 10,000,000 Shares were lapsed according to the terms of the Performance Incentive Agreement during the six months ended 30 June 2013. Mr. Yip Wai Lun, Alvin was deemed to be interested in all these Shares by virtue of the SFO.

董事及最高行政人員於本公司及相關法團股份、相關股份及債券之權益及淡倉 (續)

(a) 股份 (續)

董事及最高行政人員於股份、相關股份及債券之權益及淡倉 (續)

好倉 (續)

1. 本公司股份及相關股份 (續)

附註:

1. 145,658,922股股份及630,000股股份分別由Almeco United Group Limited及Titron Group Holdings Limited持有。Almeco United Group Limited及Titron Group Holdings Limited各自由葉偉倫先生直接及間接持有100%及42.5%權益。因此，根據證券及期貨條例，葉偉倫先生被視為於該等146,288,922股股份中擁有權益。
2. 根據日期為二零一一年三月四日之履約獎勵協議（「履約獎勵協議」），上限為6,720,000,000股股份（「履約獎勵股份」）之潛在權益由Atlas Medical Limited擁有，而Atlas Medical Limited由葉偉倫先生及黎其方先生各自擁有50%權益。在該等6,720,000,000股履約獎勵股份當中，20,000,000股履約獎勵股份已於截至二零一二年十二月三十一日止年度根據履約獎勵協議之條款失效。於二零一三年三月二十六日，本公司進行股本重組，據此（其中包括），根據履約獎勵協議可發行之履約獎勵股份數目由6,700,000,000股履約獎勵股份調整為670,000,000股履約獎勵股份。在該等670,000,000股履約獎勵股份當中，10,000,000股履約獎勵股份已於截至二零一三年六月三十日止六個月根據履約獎勵協議之條款失效。根據證券及期貨條例，葉偉倫先生被視為於所有該等履約獎勵股份中擁有權益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATION CORPORATION (continued)

(a) Shares (continued)

Directors' and chief executives' interests and short positions in shares, underlying shares and debentures (continued)

Long positions (continued)

1. Shares and underlying shares of the Company (continued)

Notes: (continued)

3. These shares were held by Qshare Holding Limited, which was 100% owned by Ms. Leung Mei Han. Accordingly, Ms. Leung Mei Han was deemed to be interested in these 218,116,000 shares by virtue of the SFO.

2. Interest in debenture of the Company

董事及最高行政人員於本公司及相關法團股份、相關股份及債券之權益及淡倉 (續)

(a) 股份 (續)

董事及最高行政人員於股份、相關股份及債券之權益及淡倉 (續)

好倉 (續)

1. 本公司股份及相關股份 (續)

附註: (續)

3. 該等股份乃由Qshare Holding Limited持有，而Qshare Holding Limited由梁美嫻女士擁有100%權益。因此，根據證券及期貨條例，梁美嫻女士被視為於該等218,116,000股股份中擁有權益。

2. 於本公司債券之權益

Name of director 董事姓名	Capacity 身份	Amount of debenture held 所持債券金額	Class of debenture 債券類別	Approximate percentage of total debenture of the Company 佔本公司債券 總額之概約百分比
Mr. Yip Wai Lun, Alvin 葉偉倫先生	Beneficial owner 實益擁有人	HK\$14,418,905 14,418,905港元	Freely transferable and convertible into the shares of the Company 可自由轉讓及可兌換 為本公司股份	36.01%

Corporate Governance and Other Information 企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATION CORPORATION (continued)

董事及最高行政人員於本公司及相關法團股份、相關股份及債券之權益及淡倉(續)

(b) Share options

The following table discloses movements in the Company's share options during the six months ended 30 June 2013:

(b) 購股權

下表披露本公司購股權於截至二零一三年六月三十日止六個月之變動情況：

Name of participants	Date of share option granted	Share option scheme category (Note 1 and 2)	Outstanding at beginning of the period (Note 3)	Granted during the period	Exercised during the period	Cancelled/lapsed during the period	Outstanding at end of the period	Exercise price HK\$ (Note 3)	Exercise period
參與者姓名	購股權授出日期	購股權計劃類別(附註1及2)	於期初尚未行使(附註3)	於期內授出	於期內行使	於期內註銷/失效	於期末尚未行使	行使價港元(附註3)	行使期
Directors									
董事									
Mr. Leung Ka Kui, Johnny 梁家駒先生	25.1.2005	2005	149	-	-	-	149	1.629	25.1.2005 – 24.1.2015
Mr. Chan Kam Kwan, Jason 陳錦坤先生	25.1.2005	2005	149	-	-	-	149	1.629	25.1.2005 – 24.1.2015
Mr. Ma Bo Ping (Note 4) 麻伯平先生(附註4)	6.5.2011	2011	970,000	-	-	(970,000)	-	2.097	6.5.2011 – 5.5.2013
Mr. Zhou Yu Sheng (Note 4) 周豫盛先生(附註4)	6.5.2011	2011	970,000	-	-	(970,000)	-	2.097	6.5.2011 – 5.5.2013
Total for directors 董事合計			1,940,298	-	-	(1,940,000)	298		
Employees 僱員	25.1.2005	2005	127	-	-	-	127	1.629	25.1.2005 – 24.1.2015
Total for employees 僱員合計			127	-	-	-	127		
Total under the Company's share option scheme 本公司購股權計劃項下總數			1,940,425	-	-	(1,940,000)	425		Approximate percentage to total Company's shares in issue at end of the period 佔本公司於期末已發行股份總數之 概約百分比 0.00%

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATION CORPORATION (continued)

(b) Share options (continued)

Notes:

1. The 2005 and 2011 options were granted under the Company's share option scheme adopted on 12 June 2004.
2. As a result of the Capital Reorganisation effective on 26 March 2013, the exercise price and number of new shares to be issued under the outstanding share options were adjusted pursuant to the terms of the Company's share option scheme.
3. The closing price of the Company's shares immediately before 25 January 2005 and 6 May 2011, the dates of grant of 2005 and 2011 options, were HK\$0.159 and HK\$0.202 respectively.
4. Mr. Ma Bo Ping and Mr. Zhou Yu Sheng resigned as executive directors of the Company on 23 May 2011.

Save as disclosed above, none of the directors nor the chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code and none of the directors or chief executives, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period under review.

董事及最高行政人員於本公司及相關法團股份、相關股份及債券之權益及淡倉 (續)

(b) 購股權 (續)

附註:

1. 二零零五及二零一一購股權乃根據於二零零四年六月十二日採納之本公司購股權計劃授出。
2. 由於股本重組於二零一三年三月二十六日生效，根據尚未行使購股權將予發行之新股份之行使價及數目已根據本公司購股權計劃之條款作出調整。
3. 本公司股份緊接二零零五年一月二十五日及二零一一年五月六日（二零零五及二零一一購股權的授出日期）前的收市價分別為0.159港元及0.202港元。
4. 麻伯平先生及周豫盛先生已於二零一一年五月二十三日辭任本公司執行董事。

除上文所披露者外，本公司董事或最高行政人員概無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）之任何股份、相關股份及債券中擁有根據證券及期貨條例第352條須列入本公司置存之登記冊內之任何權益或淡倉，或根據標準守則須知會本公司及聯交所之任何權益或淡倉，而董事或最高行政人員或其配偶或未滿18歲之子女概無任何權利認購本公司之證券，亦無於回顧期內行使任何該等權利。

Corporate Governance and Other Information 企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

Interests and short positions of shareholders discloseable under the SFO

As at 30 June 2013, so far as are known to the directors of the Company, the shareholders (other than directors or chief executives of the Company), who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or had otherwise notified the Company were as follows:

Long positions

Shares and underlying shares of the Company

主要股東及其他人士於本公司之股份及相關股份中擁有權益及淡倉

根據證券及期貨條例須予披露之股東權益及淡倉

於二零一三年六月三十日，據本公司董事所知，股東（本公司董事或最高行政人員除外）於本公司股份或相關股份中，擁有須根據證券及期貨條例向本公司披露，或已記入本公司根據證券及期貨條例第336條規定存置之登記冊內，或已另行知會本公司之權益或淡倉如下：

好倉

本公司股份及相關股份

Name of shareholders	Capacity	Number of issued ordinary shares held	Number of underlying shares held	Approximate percentage of the issued share capital of the Company (Note 1) 佔本公司已發行股本之概約百分比 (附註1)
股東姓名	身份	持有已發行普通股數目	持有相關股份數目	
Atlas Medical Limited	Beneficial owner 實益擁有人	–	660,000,000 (Note 2) (附註2)	75.36%
Lye Khay Fong 黎其方	Beneficial owner 實益擁有人	129,000	28,924,920 (Note 3) (附註3)	3.32%
	Interest of controlled corporation 受控制公司之權益	31,230,000	660,000,000 (Note 4) (附註4)	78.92%
	Founder of a discretionary trust 全權信託之創立人	50,000	–	0.01%
Qshare Holding Limited	Beneficial owner 實益擁有人	218,116,000 (Note 5) (附註5)	–	24.90%

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

主要股東及其他人士於本公司之股份及相關股份中擁有權益及淡倉(續)

Long positions (continued)

好倉(續)

Shares and underlying shares of the Company (continued)

本公司股份及相關股份(續)

Name of shareholders	Capacity	Number of issued ordinary shares held	Number of underlying shares held	Approximate percentage of the issued share capital of the Company (Note 1) 佔本公司已發行股本之概約百分比 (附註1)
股東姓名	身份	持有已發行普通股數目	持有相關股份數目	
Almeco United Group Limited	Beneficial owner 實益擁有人	145,658,922 (Note 6) (附註6)	–	16.63%
Integrated Asset Management (Asia) Limited	Beneficial owner 實益擁有人	82,086,666 (Note 7) (附註7)	–	9.37%
Yam Tak Cheung 任德章	Interest of controlled corporation 受控制公司之權益	82,086,666 (Note 7) (附註7)	–	9.37%
Chelin International Limited 智永國際有限公司	Beneficial owner 實益擁有人	42,000,000 (Note 8) (附註8)	22,324,890 (Note 9) (附註9)	7.34%
Lai Chiu Fai 黎朝輝	Interest of controlled corporation 受控制公司之權益	42,000,000 (Note 8) (附註8)	22,324,890 (Note 9) (附註9)	7.34%

Corporate Governance and Other Information

企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Long positions (continued)

Shares and underlying shares of the Company (continued)

Notes:

1. The calculation of percentage figures is based on the relevant number of shares as a percentage of the number of shares of the Company in issue as at 30 June 2013.
2. These 660,000,000 shares are the maximum number of shares potentially entitled by Atlas Medical Limited as at 30 June 2013, pursuant to the Performance Incentive Agreement.
3. These 28,924,920 shares are potentially entitled by Mr. Lye Khay Fong pursuant to the Convertible Notes as referred to in note 15 to the financial statements.
4. These 660,000,000 shares refer to the same parcel of shares in note 2 above. Atlas Medical Limited was 50% owned by Mr. Lye Khay Fong and 50% owned by Mr. Yip Wai Lun, Alvin respectively. Accordingly, Mr. Lye Khay Fong was deemed to be interested in these 660,000,000 underlying shares by virtue of the SFO.
5. Qshare Holding Limited was 100% owned by Ms. Leung Mei Han, an executive director of the Company.
6. Almeco United Group Limited was 100% directly owned by Mr. Yip Wai Lun, Alvin, an executive director of the Company.

主要股東及其他人士於本公司之股份及相關股份中擁有權益及淡倉 (續)

好倉 (續)

本公司股份及相關股份 (續)

附註:

1. 百分比數字之計算乃根據有關股份數目作為本公司於二零一三年六月三十日之已發行股份數目之百分比。
2. 根據履約獎勵協議，該等660,000,000股股份為Atlas Medical Limited於二零一三年六月三十日可能擁有之最大股份數目。
3. 根據財務報表附註15所述之可換股票據，該等28,924,920股股份之潛在權益由黎其方先生擁有。
4. 該等660,000,000股股份指上文附註2所述之同一批股份。Atlas Medical Limited由黎其方先生及葉偉倫先生分別擁有50%權益。因此，根據證券及期貨條例，黎其方先生被視為於該等660,000,000股相關股份中擁有權益。
5. Qshare Holding Limited由本公司執行董事梁美嫻女士全資擁有。
6. Almeco United Group Limited由本公司執行董事葉偉倫先生直接全資擁有。

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Long positions (continued)

Shares and underlying shares of the Company (continued)

Notes: (continued)

7. These 82,086,666 shares refer to the same parcel of shares. Integrated Asset Management (Asia) Limited was 100% owned by Mr. Yam Tak Cheung. Accordingly, Mr. Yam Tak Cheung was deemed to be interested in these 82,086,666 shares held by Integrated Asset Management (Asia) Limited by virtue of the SFO. The Company has not received any updated notice of interests filed by Integrated Asset Management (Asia) Limited and Mr. Yam Tak Cheung after the completion of the Capital Reorganisation.
8. These 42,000,000 shares refer to the same parcel of shares. Chelin International Limited was 100% owned by Mr. Lai Chiu Fai. Accordingly, Mr. Lai Chiu Fai was deemed to be interested in these 42,000,000 shares held by Chelin International Limited by virtue of the SFO.
9. These 22,324,890 shares are potentially issued and allotted to Chelin International Limited pursuant to the Convertible Notes as referred to in note 15 to the financial statements. Chelin International Limited was 100% owned by Mr. Lai Chiu Fai. Accordingly, Mr. Lai Chiu Fai was deemed to be interested in these 22,324,890 underlying shares by virtue of the SFO.

Other than as disclosed above, the register of substantial shareholders maintained by the Company under Section 336 of the SFO showed that the Company had not been notified of any other interests or short positions in the shares and underlying shares of the Company as at 30 June 2013.

主要股東及其他人士於本公司之股份及相關股份中擁有權益及淡倉 (續)

好倉 (續)

本公司股份及相關股份 (續)

附註: (續)

7. 該等82,086,666股股份指同一批股份。Integrated Asset Management (Asia) Limited 由任德章先生全資擁有。因此，根據證券及期貨條例，任德章先生被視為於由Integrated Asset Management (Asia) Limited持有之該等82,086,666股股份中擁有權益。本公司於完成股本重組後並無收到Integrated Asset Management (Asia) Limited及任德章先生所提交之任何更新之權益通告。
8. 該等42,000,000股股份指同一批股份。智永國際有限公司由黎朝輝先生全資擁有。因此，根據證券及期貨條例，黎朝輝先生被視為於由智永國際有限公司持有之該等42,000,000股股份中擁有權益。
9. 根據財務報表附註15所述之可換股票據，該等22,324,890股股份可能將發行及配發予智永國際有限公司。智永國際有限公司由黎朝輝先生全資擁有。因此，根據證券及期貨條例，黎朝輝先生被視為於該等22,324,890股相關股份中擁有權益。

除上文披露者外，於二零一三年六月三十日，按本公司根據證券及期貨條例第336條置存之主要股東名冊所示，本公司並不知悉於本公司股份及相關股份之任何其他權益或淡倉。

Corporate Governance and Other Information

企業管治及其他資料

CORPORATE GOVERNANCE

The Company has complied with all code provisions of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) for the six months ended 30 June 2013, save as disclosed as follows.

In respect of code provision A.1.3 of the CG Code, notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend.

During the six months ended 30 June 2013, one out of two Board meetings was convened with less than 14 days’ notice to enable the Board members to react timely and make expeditious decisions in respect of urgent corporate transaction which was significant in nature. As a result, the Board meeting was held with a shorter notice period than required with the consent of the directors of the Company. The Board will do its best endeavor to meet the requirement of code provision A.1.3 of the CG Code in the future.

In respect of code provision A.2.1 of the CG Code, the roles of chairman and the chief executive should be separate and should not be performed by the same individual.

Mr. Yip Wai Lun, Alvin was the chairman and managing director of the Company (The Company regards the role of its managing director to be the same as that of chief executive under the CG Code) during the six months ended 30 June 2013. The Board considers that it would be in the best interest of its shareholders that the roles of the chairman and the managing director of the Company be combined to enable a strong and delicate leadership to reposition the Company and implement effective measures to improve shareholders’ value. In this light, the Company has maintained Mr. Yip Wai Lun, Alvin as the chairman and the managing director of the Company. The Company will review the current structure when and as it becomes appropriate.

In respect of code provision A.6.7 of the CG Code, all independent non-executive directors and non-executive directors should attend general meetings of listed issuers. Mr. Yip Wai Lun, Alvin, the chairman and managing director of the Company, and Mr. Leung Ka Kui, Johnny, an independent non-executive director of the Company, were unable to attend the special general meeting of the Company held on 25 March 2013 due to their personal commitment.

企業管治

除下文所披露者外，本公司截至二零一三年六月三十日止六個月已遵守聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之所有守則條文。

根據企業管治守則之守則條文第A.1.3條，應至少提前十四天發出有關定期董事會會議之通告以給予全體董事機會出席。

截至二零一三年六月三十日止六個月，本公司召開兩次董事會會議，其中一次少於十四天通知，以便董事會成員就從對性質而言屬重大之緊急公司交易及時作出回應及迅速決策。因此，董事會會議於本公司董事同意下以較規定之時間更短之通知期內舉行。日後董事會將盡量符合企業管治守則之守則條文第A.1.3條規定。

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之職責應分開，並不應由同一人士擔任。

截至二零一三年六月三十日止六個月，葉偉倫先生同時擔任本公司主席兼董事總經理（本公司視董事總經理一職相當於企業管治守則所指之行政總裁）。董事會認為本公司主席與董事總經理之職務合併符合其股東之最佳利益，此舉有助於堅實及敬業之領導以重新將本公司定位及實施有效措施以提升股東價值。有鑑於此，本公司已保持葉偉倫先生留任本公司主席兼董事總經理。本公司將於適當時候檢討目前的架構。

根據企業管治守則之守則條文第A.6.7條，所有獨立非執行董事及非執行董事應出席上市發行人之股東大會。本公司主席兼董事總經理葉偉倫先生與本公司獨立非執行董事梁家駒先生因彼等之個人事務而未能出席本公司於二零一三年三月二十五日舉行之股東特別大會。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by its directors. Having made specific enquiry, all directors of the Company have confirmed that they have fully complied with the required standard set out in the Model Code during the six months ended 30 June 2013.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises three independent non-executive directors of the Company, namely Mr. Chan Kam Kwan, Jason (chairman of the Audit Committee), Mr. Leung Ka Kui, Johnny and Mr. Lau Man Tak. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group, and discussed financial reporting matters including the review of the unaudited interim results for the six months ended 30 June 2013.

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

During the six months ended 30 June 2013, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則作為董事在證券交易方面之行為守則。經作出特定查詢後，本公司全體董事已確認彼等於截至二零一三年六月三十日止六個月一直遵守標準守則所載之規定標準。

審核委員會

本公司之審核委員會（「審核委員會」）由本公司三名獨立非執行董事陳錦坤先生（審核委員會主席）、梁家駒先生及劉文德先生組成。審核委員會已聯同管理層檢討本集團所採納之會計原則及慣例，並商討財務報告事宜，其中包括審閱截至二零一三年六月三十日止六個月之未經審核中期業績。

購買、出售或贖回本公司之上市證券

截至二零一三年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Corporate Governance and Other Information 企業管治及其他資料

CHANGE IN INFORMATION OF DIRECTOR

Pursuant to the disclosure requirement under Rule 13.51B(1) of the Listing Rules, the change in information of the director of the Company is as follow:

Change in director's position

Ms. Leung Mei Han, an executive director of the Company, as retired as an independent non-executive director of Xiangyu Dredging Holdings Limited at the conclusion of its annual general meeting held on 29 May 2013, the shares of which are listed on the main board of the Stock Exchange.

By Order of the Board

AMCO United Holding Limited

Yip Wai Lun, Alvin

Chairman and Managing Director

Hong Kong, 28 August 2013

董事資料之變動

根據上市規則第13.51B(1)條之披露規定，本公司董事資料之變動載列如下：

董事職務之變動

本公司執行董事梁美嫻女士已於翔宇疏浚控股有限公司於二零一三年五月二十九日舉行之股東週年大會結束時退任其獨立非執行董事，該公司之股份於聯交所主板上市。

承董事會命

雋泰控股有限公司

主席兼董事總經理

葉偉倫

香港，二零一三年八月二十八日

Interim Condensed Consolidated Statement of Comprehensive Income
簡明綜合中期全面收益表

		Six months ended 30 June 截至六月三十日止六個月	
		2013 Unaudited HK\$'000 二零一三年 未經審核 千港元	2012 Unaudited HK\$'000 (Restated) 二零一二年 未經審核 千港元 (經重列)
		Notes 附註	
Continuing operations	持續經營業務		
Turnover	營業額	3	63,362
Cost of sales	銷售成本		(49,480)
Gross profit	毛利		13,882
Other income	其他收益	4	157
Distribution costs	分銷成本		(3,334)
Administrative expenses	行政開支		(27,077)
Impairment losses and write offs	減值虧損及撇銷		-
Gain on change in fair value of convertible notes	可換股票據之公允價值變動收益	15	8,064
Finance costs	財務費用		(311)
Loss before income tax expense	除所得稅開支前虧損	5	(8,619)
Income tax expense	所得稅開支	6	(5)
Loss for the period from continuing operations	期內持續經營業務之虧損		(8,624)
Discontinued operations	已終止經營業務		
Loss for the period from discontinued operations	已終止經營業務之期內虧損	7	(786)
Loss for the period	期內虧損		(9,410)
Other comprehensive income	其他全面收入		
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之項目：		
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		(102)
Reclassification of the cumulative fair value gain attributable to disposal of available-for-sale financial assets to profit or loss	重新分類出售可供出售財務資產應佔累計公允價值收益至損益		28
Other comprehensive income for the period, net of tax	期內其他全面收入，扣除稅項		(74)
Total comprehensive income for the period	期內全面收入總額		(9,484)

Interim Condensed Consolidated Statement of Comprehensive Income

簡明綜合中期全面收益表

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		Unaudited	Unaudited
		HK\$'000	HK\$'000
<i>Notes</i>		(Restated)	
		二零一三年	二零一二年
		未經審核	未經審核
<i>附註</i>		千港元	千港元
		(經重列)	
Loss for the period attributable to:	以下人士應佔期內虧損：		
– Owners of the Company	– 本公司擁有人		
Continuing operations	持續經營業務	(13,959)	(8,624)
Discontinued operations	已終止經營業務	–	(786)
		(13,959)	(9,410)
Total comprehensive income for the period attributable to:	以下人士應佔期內全面收入總額：		
– Owners of the Company	– 本公司擁有人		
Continuing operations	持續經營業務	(13,662)	(8,698)
Discontinued operations	已終止經營業務	–	(786)
		(13,662)	(9,484)
Loss per share	每股虧損		
		9	
From continuing and discontinued operations	來自持續經營業務及已終止經營業務		
Basic	基本	HK(1.59) cents 港仙	HK(1.07) cents 港仙
Diluted	攤薄	HK(2.31) cents 港仙	HK(1.83) cents 港仙
From continuing operations	來自持續經營業務		
Basic	基本	HK(1.59) cents 港仙	HK(0.98) cents 港仙
Diluted	攤薄	HK(2.31) cents 港仙	HK(1.75) cents 港仙
From discontinued operations	來自已終止經營業務		
Basic	基本	–	HK(0.09) cents 港仙
Diluted	攤薄	–	HK(0.08) cents 港仙

Interim Condensed Consolidated Statement of Financial Position
簡明綜合中期財務狀況表

		Notes	30 June 2013 Unaudited HK\$'000 二零一三年 六月三十日 未經審核 千港元	31 December 2012 Audited HK\$'000 二零一二年 十二月三十一日 經審核 千港元
ASSETS AND LIABILITIES	資產及負債	附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	14,169	17,576
Goodwill	商譽	11	37,595	45,907
Deferred tax assets	遞延稅項資產		514	514
			52,278	63,997
Current assets	流動資產			
Inventories	存貨		7,268	7,532
Trade and other receivables	貿易及其他應收款項	12	21,540	26,839
Tax recoverable	可收回稅項		537	813
Pledged time deposits	已抵押定期存款		3,347	3,512
Cash and cash equivalents	現金及現金等價物		9,201	10,163
			41,893	48,859
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	13	31,819	39,022
Bank and other borrowings	銀行及其他借貸	14	15,975	9,614
Amount due to a director	應付董事款項		8,000	4,000
Obligation under finance leases	融資租約承擔		204	204
Convertible notes	可換股票據	15	6,456	10,314
			62,454	63,154
Net current liabilities	流動負債淨額		(20,561)	(14,295)
Total assets less current liabilities	總資產減流動負債		31,717	49,702

Interim Condensed Consolidated Statement of Financial Position

簡明綜合中期財務狀況表

		<i>Notes</i>	30 June 2013	31 December 2012
			Unaudited	Audited
			HK\$'000	HK\$'000
			二零一三年 六月三十日	二零一二年 十二月三十一日
		<i>附註</i>	未經審核 千港元	經審核 千港元
Non-current liabilities	非流動負債			
Obligation under finance leases	融資租約承擔		119	220
Deferred tax liabilities	遞延稅項負債		616	616
Convertible notes	可換股票據	15	7,092	11,314
			7,827	12,150
Net assets	資產淨值		23,890	37,552
EQUITY	權益			
Capital and reserve	股本及儲備			
Share capital	股本	16	8,758	87,582
Reserves	儲備		15,132	(50,030)
Total equity	權益總額		23,890	37,552

Interim Condensed Consolidated Statement of Changes in Equity 簡明綜合中期權益變動表

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Available- for-sale financial assets reserve HK\$'000 可供出售 財務資產儲備	Translation reserve HK\$'000	(Accumulated losses)/ Retained earnings HK\$'000 (累計虧損)/ 本公司擁有人 保留盈利	Equity attributable to owners of the Company HK\$'000 應佔權益	Non- controlling interests HK\$'000 非控股權益	Total HK\$'000 總計 千港元
		股本 千港元	股份溢價 千港元	資本儲備 千港元	財務資產儲備 千港元	匯兌儲備 千港元	保留盈利 千港元	應佔權益 千港元	非控股權益 千港元	總計 千港元
At 1 January 2013 (audited)	於二零一三年一月一日 (經審核)	87,582	223,828	1,941	-	1,426	(277,225)	37,552	-	37,552
Loss for the period	期內虧損	-	-	-	-	-	(13,959)	(13,959)	-	(13,959)
Other comprehensive income for the period	期內其他全面收入	-	-	-	-	297	-	297	-	297
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	297	(13,959)	(13,662)	-	(13,662)
Equity-settled share-based transactions - lapse of options granted to employees	以股本結算股份為基礎之交易 - 授予僱員之購股權失效	-	-	(1,940)	-	-	1,940	-	-	-
Capital reduction	股本削減	(78,824)	(223,828)	-	-	-	302,652	-	-	-
At 30 June 2013 (unaudited)	於二零一三年六月三十日 (未經審核)	8,758	-	1	-	1,723	13,408	23,890	-	23,890
At 1 January 2012 (audited)	於二零一二年一月一日 (經審核)	87,582	223,828	15,415	32	1,845	(246,049)	82,653	(1,519)	81,134
Loss for the period	期內虧損	-	-	-	-	-	(9,410)	(9,410)	-	(9,410)
Other comprehensive income for the period	期內其他全面收入	-	-	-	28	(102)	-	(74)	-	(74)
Total comprehensive income for the period	期內全面收入總額	-	-	-	28	(102)	(9,410)	(9,484)	-	(9,484)
Equity-settled share-based transactions - lapse of options granted to employees	以股本結算股份為基礎之交易 - 授予僱員之購股權失效	-	-	(13,473)	-	-	13,473	-	-	-
At 30 June 2012 (unaudited)	於二零一二年六月三十日 (未經審核)	87,582	223,828	1,942	60	1,743	(241,986)	73,169	(1,519)	71,650

Interim Condensed Consolidated Statement of Cash Flows

簡明綜合中期現金流量表

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		Unaudited	Unaudited
		HK\$'000	HK\$'000
		二零一三年	二零一二年
		未經審核	未經審核
		千港元	千港元
Continuing and discontinued operations	持續經營業務及 已終止經營業務		
Net cash used in operating activities	經營活動動用之現金淨額	(11,064)	(20,081)
Net cash generated from/(used in) investing activities	投資活動產生/(動用)之現金淨額	382	(2,236)
Net cash generated from/(used in) financing activities	融資活動產生/(動用)之現金淨額	9,720	(6,625)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(962)	(28,942)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物	10,163	49,565
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等價物	9,201	20,623
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and cash equivalents	現金及現金等價物	9,201	20,623

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

1. GENERAL INFORMATION

AMCO United Holding Limited (the “Company”) was incorporated in Bermuda with limited liability on 19 August 1994 as an exempted company under the Companies Act 1981 of Bermuda with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 28 November 1996.

The Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are principally engaged in the manufacture and sale of medical devices and manufacture and sale of plastic moulding products.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The interim condensed consolidated financial statements for the six months ended 30 June 2013 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 the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim condensed consolidated financial statements are unaudited but have been reviewed by the Company’s audit committee.

The interim condensed consolidated financial statements should be read in conjunction with the Group’s annual financial statements as at 31 December 2012, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim condensed consolidated financial statements have been prepared on historical cost basis, except for certain assets and liabilities that are measured at their fair value, as appropriate.

1. 一般資料

雋泰控股有限公司（「本公司」）於一九九四年八月十九日根據百慕達一九八一年公司法在百慕達註冊成立為一間獲豁免有限公司，其股份自一九九六年十一月二十八日起於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司及其附屬公司（以下統稱為「本集團」）主要從事製造及銷售醫療設備產品以及製造及銷售塑膠模具產品。

2. 編製基準及會計政策

截至二零一三年六月三十日止六個月之簡明綜合中期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之適當披露規定，以及香港會計師公會（「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」而編製。該等簡明綜合中期財務報表為未經審核，惟已由本公司之審核委員會審閱。

簡明綜合中期財務報表應與本集團根據香港財務報告準則（「香港財務報告準則」）編製之於二零一二年十二月三十一日之財務報表一併閱讀。

簡明綜合中期財務報表乃按歷史成本基準而編製，惟部分資產及負債則以公允價值計量（按適用情況）。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

The Group incurred unaudited loss for the period ended 30 June 2013 of HK\$13,959,000 and as of that date, the Group's current liabilities exceeded its current assets by HK\$20,561,000. Notwithstanding these conditions, the going concern basis has been adopted on the basis that a director of the Company has undertaken to provide financial support to the Company over the next twelve months and not to demand repayment of debts of HK\$8,000,000 as at 30 June 2013 due from the Company until such time when repayment will not affect the Company's ability to repay other creditors in the normal course of business. Management plans to improve the Group's financial performance by undertaking an extensive restructuring program to reduce operating costs. This includes (i) taking steps to reduce discretionary expenses and administrative costs; and (ii) seeking potential investors in order to provide adequate funding to the Group for its ongoing business development.

The accounting policies adopted and methods of computation used in the interim condensed consolidated financial statements are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2012 except as described below.

2. 編製基準及會計政策 (續)

截至二零一三年六月三十日止期間內，本集團已產生未經審核虧損13,959,000港元，及於該日，本集團之流動負債超出其流動資產20,561,000港元。儘管出現上述狀況，由於本公司一名董事已承諾向本公司提供未來十二個月之財務支持且不會要求償還於二零一三年六月三十日應收本公司之債務8,000,000港元，直至償還將不會影響本公司於一般業務過程中償還其他債權人之能力時為止，因此，已採納持續經營基準。管理層計劃透過進行一系列廣泛之重組計劃以削減經營成本，從而改善本集團之財務表現。此計劃包括(i)採取措施削減酌情開支及行政開支；及(ii)尋求潛在投資者以就本集團之持續業務發展向本集團提供足夠資金。

除下文所述者外，本簡明綜合中期財務報表所採納之會計政策及所使用之計算方法與本集團編製截至二零一二年十二月三十一日止年度之年度財務報表所依循者一致。

Notes to the Interim Condensed Consolidated Financial Statements 簡明綜合中期財務報表附註

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- HKFRSs (Amendments) – Annual Improvements 2009-2011 Cycle
- Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income
- Amendments to HKFRS 7 – Offsetting Financial Assets and Financial Liabilities
- HKFRS 10 – Consolidated Financial Statements
- HKFRS 12 – Disclosure of Interests in Other Entities
- HKFRS 13 – Fair Value Measurement
- HKFRS 27 (2011) – Separate Financial Statements

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

The Group has not applied any new standard or interpretation that is not yet effective for the current period.

2. 編製基準及會計政策 (續)

香港會計師公會已頒佈於本集團及本公司之本會計期間內首次生效之若干新訂香港財務報告準則及香港財務報告準則修訂。其中，以下發展與本集團之財務報表有關：

- 香港財務報告準則(修訂本) – 二零零九年至二零一一年週期之年度改進
- 香港會計準則第1號之修訂本(經修訂) – 呈列其他全面收益項目
- 香港財務報告準則第7號之修訂本 – 抵銷財務資產及財務負債
- 香港財務報告準則第10號 – 綜合財務報表
- 香港財務報告準則第12號 – 披露於其他實體之權益
- 香港財務報告準則第13號 – 公允價值計量
- 香港財務報告準則第27號(二零一一年) – 獨立財務報表

於本中期期間應用上述修訂本對於該等簡明綜合中期財務報表所呈報金額及／或於該等簡明綜合中期財務報表內所載列之披露事項並無重大影響。

本集團並未應用任何於本期間尚未生效之新訂準則或詮釋。

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

3. SEGMENT INFORMATION

During the six months ended 30 June 2013, the Group has two reportable segments (30 June 2012: four segments). The following summary describes the operations in each of the Group's reportable segments:

- (1) Manufacture and sale of medical devices products;
- (2) Manufacture and sale of plastic moulding products;
- (3) Manufacture and sale of data media products (Discontinued operations); and
- (4) Distribution of data media products (Discontinued operations).

The following is an analysis of the Group's revenue and results by reportable and operating segment:

For the period ended 30 June 2013 (Unaudited)

Revenue from external customers	來自外部客戶收入
Reportable segment revenue	可報告分部收入
Reportable segment loss	可報告分部虧損

3. 分部資料

截至二零一三年六月三十日止六個月，本集團有兩個可報告分部（二零一二年六月三十日：四個分部）。以下為本集團各可報告分部業務之概要：

- (1) 製造及銷售醫療設備產品；
- (2) 製造及銷售塑膠模具產品；
- (3) 製造及銷售數據媒體產品（已終止經營業務）；及
- (4) 分銷數據媒體產品（已終止經營業務）。

以下為本集團按可呈報及經營分部劃分之收益及業績分析：

截至二零一三年六月三十日止期間（未經審核）

Continuing operations 持續經營業務		
Manufacture and sale of medical devices products 製造及銷售醫療設備產品 HK\$'000 千港元	Manufacture and sale of plastic moulding products 製造及銷售塑膠模具產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	12,035	49,549
Reportable segment revenue	12,035	49,549
Reportable segment loss	(3,155)	(7,422)

Notes to the Interim Condensed Consolidated Financial Statements 簡明綜合中期財務報表附註

3. SEGMENT INFORMATION (continued)

For the period ended 30 June 2012 (Restated) (Unaudited):

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務			
		Manufacture and sale of medical devices 製造及銷售醫療設備產品	Manufacture and sale of plastic moulding products 製造及銷售塑膠模具產品	Sub-total 小計	Manufacture and sale of data media products 製造及銷售數據媒體產品	Distribution of data media products 分銷數據媒體產品	Sub-total 小計	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Revenue from external customers	來自外部客戶收入	24,657	38,705	63,362	12,482	4,882	17,364	80,726
Reportable segment revenue	可報告分部收入	24,657	38,705	63,362	12,482	4,882	17,364	80,726
Reportable segment profit/(loss)	可報告分部溢利/(虧損)	1,517	(4,717)	(3,200)	(150)	(673)	(823)	(4,023)

Reportable segment loss represents the loss attributable to each segment without allocation of corporate administrative expenses, gain on changes in fair value of convertible notes, finance costs, corporate directors' emoluments, gain on deregistration of subsidiaries, corporate interest income and income tax expenses. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

3. 分部資料 (續)

截至二零一二年六月三十日止期間 (經重列) (未經審核):

可報告分部虧損代表各分部在並無分配企業行政開支、可換股票據之公允價值變動收益、財務費用、企業董事酬金、附屬公司撤銷註冊之收益、企業利息收入及所得稅開支之情況下之應佔虧損。此乃向主要營運決策者報告以進行資源分配及表現評估之計量。

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

3. SEGMENT INFORMATION (continued)

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務			
		Manufacture and sale of medical devices products 製造及 銷售醫療 設備產品 HK\$'000 千港元	Manufacture and sale of plastic moulding products 製造及 銷售塑膠 模具產品 HK\$'000 千港元	Sub-total	Manufacture and sale of data media products 製造及 銷售數據 媒體產品 HK\$'000 千港元	Distribution of data media products 分銷數據 媒體產品 HK\$'000 千港元	Sub-total	Total
				小計			小計	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Reportable segment assets and liabilities	可報告分部資產及負債							
As at 30 June 2013 (unaudited)	於二零一三年六月三十日 (未經審核)							
Reportable segment assets	可報告分部資產	49,238	25,647	74,885	-	-	-	74,885
Reportable segment liabilities	可報告分部負債	2,241	12,911	15,152	-	-	-	15,152
As at 31 December 2012 (audited)	於二零一二年十二月三十一日 (經審核)							
Reportable segment assets	可報告分部資產	58,760	31,475	90,235	-	-	-	90,235
Reportable segment liabilities	可報告分部負債	3,370	15,471	18,841	-	-	-	18,841

All assets are allocated to reportable segments other than deferred tax assets, pledged time deposits, and cash and cash equivalents.

All liabilities are allocated to reportable segments other than bank and other borrowings, amount due to a director, amount due to a related company, deferred tax liabilities and convertible notes.

3. 分部資料 (續)

以下為本集團按可呈報及經營分部劃分之資產及負債分析：

所有分配予可報告分部之資產並不包括遞延稅項資產、已抵押定期存款以及現金及現金等價物。

所有分配予可報告分部之負債並不包括銀行及其他借貸、應付董事款項、應付關連公司款項、遞延稅項負債及可換股票據。

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

3. SEGMENT INFORMATION (continued)

The following is the Group's reconciliation of reportable segment revenues and profit and loss:

3. 分部資料 (續)

以下為本集團可報告分部收益及損益之對賬：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		Unaudited	Unaudited
		HK\$'000	HK\$'000
		(Restated)	
		二零一三年	二零一二年
		未經審核	未經審核
		千港元	千港元
		(經重列)	
Revenue	收益		
Reportable segment revenue	可報告分部收益	49,549	63,362
Loss before income tax expense and discontinued operations	除所得稅開支及已終止經營業務前之虧損		
Reportable segment loss	可報告分部虧損	(7,422)	(4,023)
Segment loss from discontinued operations	已終止經營業務之分部虧損	-	823
Gain on change in fair value of convertible notes	可換股票據公允價值變動收益	8,080	8,064
Impairment loss and write offs	減值虧損及撇銷	(9,369)	-
Finance costs	財務費用	(539)	(311)
Unallocated corporate income	未分配企業收入	8,334	126
Unallocated corporate expenses	未分配企業開支	(13,041)	(13,298)
Consolidated loss before income tax expense from continuing operations	來自持續經營業務之除所得稅開支前綜合虧損	(13,957)	(8,619)

Notes to the Interim Condensed Consolidated Financial Statements
簡明綜合中期財務報表附註

4. OTHER INCOME

4. 其他收益

		Six months ended 30 June 截至六月三十日止六個月	
		2013 Unaudited HK\$'000 二零一三年 未經審核 千港元	2012 Unaudited HK\$'000 (Restated) 二零一二年 未經審核 千港元 (經重列)
Continuing operations:	持續經營業務：		
Exchange gain, net	匯兌收益·淨額	82	1
Interest income	利息收入	9	83
Gain on deregistration of subsidiaries	附屬公司撤銷註冊之收益	4,583	5
Gain on disposal of property, plant and equipment	出售物業·廠房及設備 之收益	108	-
Forfeiture of deposit paid for new share subscription (note 21)	沒收就新股份認購所支付 之按金(附註21)	3,740	-
Other income	其他收益	190	68
		8,712	157

5. LOSS BEFORE INCOME TAX EXPENSE

5. 除所得稅開支前虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2013 Unaudited HK\$'000 二零一三年 未經審核 千港元	2012 Unaudited HK\$'000 (Restated) 二零一二年 未經審核 千港元 (經重列)
Continuing operations:	持續經營業務：		
Loss before income tax expense has been arrived at after charging:	除所得稅開支前虧損 已扣除下列各項：		
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	17,187	16,661
Depreciation of property, plant and equipment	物業·廠房及設備折舊	3,345	3,398
Cost of inventories recognised as an expense	確認為開支之存貨成本	33,092	41,871
Impairment loss on goodwill	商譽之減值虧損	8,312	-
Impairment loss on other deposits, prepayments and other receivables	其他按金·預付款項及 其他應收款項之減值虧損	1,057	-

Notes to the Interim Condensed Consolidated Financial Statements 簡明綜合中期財務報表附註

6. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for the both periods. Hong Kong profits tax has not been provided as there is no assessable profit arising in or derived from Hong Kong during the financial period.

Overseas taxation is calculated at the rates prevailing in the respective jurisdiction.

Income tax expense for the period has been provided on the estimated assessable profit derived from the People's Republic of China.

7. LOSS FOR THE PERIOD FROM DISCONTINUED OPERATIONS

6. 所得稅開支

香港利得稅乃按該兩個期間之估計應課稅溢利之16.5%計算。由於本集團於本財務期間並無在香港產生或來自香港之應課稅溢利，故並無作出香港利得稅撥備。

海外稅項乃按有關司法權區之現行稅率計算。

期內所得稅開支已就來自中華人民共和國之估計應課稅溢利作出撥備。

7. 已終止經營業務之期內虧損

Six months ended 30 June 截至六月三十日止六個月

		2013 Unaudited HK\$'000 二零一三年 未經審核 千港元	2012 Unaudited HK\$'000 (Restated) 二零一二年 未經審核 千港元 (經重列)
Manufacture and sale of data media products	製造及銷售數據媒體產品	-	(156)
Distribution of data media products	分銷數據媒體產品	-	(630)
		-	(786)

The business of manufacture and sale of data media products and the business of distribution of data media products which were carried out by Noble Team Holdings Limited and its subsidiaries were put into liquidation on 31 December 2012.

These business segments are presented as part of discontinued operations in accordance with HKFRS 5.

For the six months ended 30 June 2012, an analysis of the results and cash flows of these segments included in the interim condensed consolidated statement of comprehensive income and interim condensed consolidated statement of cash flows are as follow:

由Noble Team Holdings Limited及其附屬公司經營之製造及銷售數據媒體產品業務及分銷數據媒體產品業務已於二零一二年十二月三十一日進行清盤。

根據香港財務報告準則第5號，該等業務分部呈列為已終止經營業務之一部分。

截至二零一二年六月三十日止六個月，計入簡明綜合中期全面收益表及簡明綜合中期現金流量表之該等分部業績及現金流量分析如下：

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

7. LOSS FOR THE PERIOD FROM DISCONTINUED OPERATIONS (continued)

(a) Manufacture and sale of data media products

7. 已終止經營業務之期內虧損 (續)

(a) 製造及銷售數據媒體產品

		Six months ended 30 June 2012 Unaudited HK\$'000 (Restated) 截至二零一二年 六月三十日 止六個月 未經審核 千港元 (經重列)
Turnover	營業額	12,482
Cost of sales	銷售成本	(10,339)
Gross profit	毛利	2,143
Other revenue	其他收益	316
Distribution costs	分銷成本	(200)
Administrative expenses	行政開支	(2,409)
Finance costs	財務費用	(6)
Loss before income tax	除所得稅前虧損	(156)
Income tax expense	所得稅開支	-
Loss for the period from discontinued operations	已終止經營業務之期內虧損	(156)
Net cash used in operating activities	經營業務所用之現金淨額	819
Net cash used in investing activities	投資業務所用之現金淨額	(2)
Net cash used in financing activities	融資活動所用之現金淨額	(103)
Net cash inflows	現金流入淨額	714
Loss for the period from the discontinued operations includes the following:	已終止經營業務之期內虧損 包括以下各項：	
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(98)
Cost of inventories recognised as expenses	確認為開支之存貨成本	(5,973)

Notes to the Interim Condensed Consolidated Financial Statements
簡明綜合中期財務報表附註

7. LOSS FOR THE PERIOD FROM DISCONTINUED OPERATIONS (continued)

(b) Distribution of data media products

7. 已終止經營業務之期內虧損 (續)

(b) 分銷數據媒體產品

		Six months ended 30 June 2012 Unaudited HK\$'000 (Restated) 截至二零一二年 六月三十日 止六個月 未經審核 千港元 (經重列)
Turnover	營業額	4,882
Cost of sales	銷售成本	(4,819)
Gross profit	毛利	63
Other revenue	其他收益	70
Distribution costs	分銷成本	(51)
Administrative expenses	行政開支	(755)
Finance costs	財務費用	-
Loss before income tax	除所得稅前虧損	(673)
Income tax credit	所得稅抵免	43
Loss for the period from discontinued operations	已終止經營業務之期內虧損	(630)
Net cash used in operating activities	經營業務所用之現金淨額	(11,088)
Net cash used in investing activities	投資業務所用之現金淨額	(4)
Net cash generated from financing activities	融資活動所得之現金淨額	1
Net cash outflows	現金流出淨額	(11,091)
Loss for the period from the discontinued operations includes the following:	已終止經營業務之期內虧損 包括以下各項：	
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(4)
Cost of inventories recognised as expenses	確認為開支之存貨成本	(4,819)

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

7. LOSS FOR THE PERIOD FROM DISCONTINUED OPERATIONS (continued)

For the purpose of presenting discontinued operations, the comparative interim condensed consolidated statement of comprehensive income and the related notes have been restated as if the operations discontinued had been discontinued at the beginning of the comparative period.

8. INTERIM DIVIDEND

No dividends were paid, declared or proposed during the reporting period. The directors do not recommend the payment of an interim dividend (2012: Nil).

9. LOSS PER SHARE

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

7. 已終止經營業務之期內虧損 (續)

就呈列已終止經營業務而言，比較簡明綜合中期全面收益表及相關附註已予以重列，猶如已終止經營業務已於比較期間初予以終止。

8. 中期股息

報告期內並無派付、宣派或建議派付任何股息。董事並不建議派付中期股息（二零一二年：無）。

9. 每股虧損

計算本公司普通股權擁有人應佔每股基本及攤薄虧損乃基於以下數據：

		30 June 2013 Unaudited 二零一三年 六月三十日 未經審核	30 June 2012 Unaudited (Restated) 二零一二年 六月三十日 未經審核 (經重列)
Basic	基本		
Loss for the period for the purposes of computation of basic loss per share (HK\$'000)	就計算每股基本虧損而言之期內虧損(千港元)		
– from continuing operations	– 來自持續經營業務	(13,959)	(8,624)
– from discontinued operations	– 來自已終止經營業務	–	(786)
		(13,959)	(9,410)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數目	875,823,986	8,758,239,861
Weighted average number of ordinary shares in issue after share consolidation at every 10 shares into 1 share (Note)	每10股股份合併為1股股份之股份合併後已發行普通股之加權平均數目(附註)	875,823,986	875,823,986

Notes to the Interim Condensed Consolidated Financial Statements 簡明綜合中期財務報表附註

9. LOSS PER SHARE (continued)

Note:

The calculation of basic loss per share for the period is based on the consolidated loss for the period attributable to owners of the Company and on the weighted average number of ordinary shares in issue during the period after the adjustment share consolidation as set out in note 16.

9. 每股虧損(續)

附註：

本期間每股基本虧損乃根據本公司擁有人應佔本期間綜合虧損及按附註16所載之股份合併調整後之期內已發行普通股加權平均數目計算。

		30 June 2013 Unaudited	30 June 2012 Unaudited (Restated)
		二零一三年 六月三十日 未經審核	二零一二年 六月三十日 未經審核 (經重列)
Diluted	攤薄		
Loss for the period for the purposes of computation of diluted loss per share (HK\$'000)	就計算每股攤薄虧損而言之期內虧損(千港元)		
– from continuing operations	– 來自持續經營業務		
– basic	– 基本	(13,959)	(8,624)
Adjustment on changes in fair value of convertible notes	可換股票據之公允價值變動調整		
– from continuing operations	– 來自持續經營業務		
– adjusted loss	– 經調整虧損	(8,080)	(8,064)
– from discontinued operations	– 來自已終止經營業務	–	(786)
		(22,039)	(17,474)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數目	875,823,986	8,758,239,861
Adjustments for conversion of convertible notes	就兌換可換股票據之調整	80,087,620	800,876,200
Weighted average number of ordinary shares for diluted loss per share	就每股攤薄虧損而言之普通股加權平均數目	955,911,606	9,559,116,061
Weighted average number of ordinary shares for diluted loss per share after share consideration at every 10 shares into 1 share	於每10股股份合併為1股股份之股份合併後就每股攤薄虧損而言之已發行普通股加權平均數目	955,911,606	955,911,606

9. LOSS PER SHARE (continued)

In calculation of the diluted loss per share, the Company's outstanding share options were not taken into account as they had an anti-dilutive effect. Therefore, the calculation of diluted loss per share is based on the loss for the period attributable to owners of the Company and after adjustments to reflect the effect of deemed conversion of outstanding convertible notes. Weighted average number of dilutive potential ordinary shares is calculated by adjusting the effect of deemed conversion of all convertible notes and the effect of share consolidation as set out in note 16.

There was no dilutive effect from outstanding share options for the periods ended 30 June 2013 and 2012 since all such share options were anti-dilutive.

10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent approximately HK\$3,271,000 (period ended 30 June 2012: HK\$790,000) on the purchase of the property, plant and equipment.

During the period, the Group disposed of certain machineries and furniture, fixtures and equipment with an aggregate carrying amount of HK\$3,369,000 for cash proceeds of HK\$3,477,000, resulting in a gain on disposal of HK\$108,000.

During the six months ended 30 June 2012, the Group disposed of certain leasehold land and building and motor vehicle with an aggregate carrying amount of HK\$194,000 for cash proceeds of HK\$476,000, resulting in a gain on disposal of HK\$282,000.

9. 每股虧損(續)

就計算每股攤薄虧損而言，本公司並未計入尚未行使之購股權，因為彼等具有反攤薄影響。因此，每股攤薄虧損乃根據本公司擁有人應佔期內虧損並經調整以反映視作兌換尚未行使之可換股票據之影響後計算。攤薄潛在普通股之加權平均數目乃透過調整以視作兌換所有可換股票據，以及附註16所載之股份合併影響而計算。

由於所有購股權均具有反攤薄作用，故截至二零一三年及二零一二年六月三十日止期間並無尚未行使購股權之攤薄影響。

10. 物業、廠房及設備之變動

在此期間，本集團動用約3,271,000港元（截至二零一二年六月三十日止期間：790,000港元）購買物業、廠房及設備。

在此期間，本集團出售總賬面值3,369,000港元之若干機器及傢俬、裝置及設備，現金收益為3,477,000港元，獲得出售收益108,000港元。

截至二零一二年六月三十日止六個月，本集團出售賬面總值194,000港元之若干租賃土地及樓宇以及汽車，現金收益為476,000港元，獲得出售收益282,000港元。

Notes to the Interim Condensed Consolidated Financial Statements
簡明綜合中期財務報表附註

11. GOODWILL

		30 June 2013 Unaudited HK\$'000 二零一三年 六月三十日 未經審核 千港元	31 December 2012 Audited HK\$'000 二零一二年 十二月三十一日 經審核 千港元
Cost	成本	67,362	67,362
Less: Impairment loss	減：減值虧損	(29,767)	(21,455)
Net book value	賬面淨值	37,595	45,907

Impairment testing on goodwill

Goodwill at 30 June 2013 of HK\$37,595,000 relates to the manufacturing and sale of medical devices products business unit acquired as part of the acquisition of the manufacturing businesses in 2011. At the period end, the goodwill relating to the business unit, which is also a cash generating unit ("CGU") is subject to impairment testing.

The recoverable amount of the CGU has been determined using cash flow projections under various scenarios based on estimates and financial budgets approved by the management. These projections cover a five-year period, and have been discounted using a discount rate of 17.75% (31 December 2012: 18.25%). The cash flows beyond that five-year period have been extrapolated using a 2.23% growth rate (31 December 2012: 2.23%).

11. 商譽

商譽之減值測試

於二零一三年六月三十日之商譽37,595,000港元與二零一一年所收購之製造及銷售醫療設備產品業務單位（作為收購製造業務之一部份）有關。於期末，與該業務單位有關之商譽（亦為現金產生單位（「現金產生單位」））須進行減值測試。

現金產生單位之可收回款項已根據管理層所批准之估計及財務預算為基礎之各種情況採用現金流量預測釐定。該等預測涵蓋五年期，並採用17.75%（二零一二年十二月三十一日：18.25%）之貼現率貼現。超過五年期之現金流量採用2.23%（二零一二年十二月三十一日：2.23%）增長率推測。

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

11. GOODWILL (continued)

Impairment testing on goodwill (continued)

All of the assumptions and estimations involved in the preparation of the cash flow projects including budgeted gross margin, discount rate and growth rate are determined by the management of the Group based on past performance, experience and their expectation for market development.

As a result, an impairment loss of HK\$8,312,000 was considered necessary in the segment of manufacture and sale of medical devices products. This is primarily due to the performance of this business segment, not matching up to management's expectations in first six months of 2013 and the business unit's expected performance in second half of 2013 and beyond. Much of the problem arose due to the delay by the Group's business partners both in launching new products and in entering new geographical markets.

12. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收款項
Other deposits, prepayments and other receivables	其他按金、預付款項及其他應收款項
Less: Impairment loss recognised on other deposits, prepayments and other receivables	減：就其他按金、預付款項及其他應收款項確認之減值虧損

11. 商譽 (續)

商譽之減值測試 (續)

涉及編製現金流量預測之所有假設及估計 (包括預算毛利率、貼現率及增長率) 乃由本集團管理層根據過往表現、經驗及彼等對市場發展之預期而釐定。

因此，製造及銷售醫療設備產品分類之減值虧損8,312,000港元被視為必要。此乃主要由於此業務分類之表現並無與管理層二零一三年首六個月之預期以及二零一三年下半年及以後業務單位之預期表現匹配。多數問題因本集團業務夥伴延遲推出新產品及進入新地區市場而產生。

12. 貿易及其他應收款項

30 June 2013	31 December 2012
Unaudited	Audited
HK\$'000	HK\$'000
二零一三年 六月三十日	二零一二年 十二月三十一日
未經審核 千港元	經審核 千港元
14,992	18,059
11,835	13,010
(5,287)	(4,230)
21,540	26,839

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12. TRADE AND OTHER RECEIVABLES (continued)

The Group allows an average credit period of 30 to 90 days to its trade customers (for the year ended 31 December 2012: 30 to 90 days). The ageing analysis of trade receivables are as follows:

		30 June 2013	31 December 2012
		Unaudited	Audited
		HK\$'000	HK\$'000
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		未經審核	經審核
		千港元	千港元
Current	即期	9,183	83
1 to 90 days	1至90天	5,393	17,731
91 to 180 days	91至180天	187	28
Over 181 days	181天以上	229	217
		14,992	18,059

12. 貿易及其他應收款項(續)

本集團給予其貿易客戶之平均信貸期為30至90天(截至二零一二年十二月三十一日止年度: 30至90天)。貿易應收款項之賬齡分析如下:

13. TRADE AND OTHER PAYABLES

		30 June 2013	31 December 2012
		Unaudited	Audited
		HK\$'000	HK\$'000
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		未經審核	經審核
		千港元	千港元
Trade payables	貿易應付款項	7,066	6,247
Accruals and other payables	應計款項及其他應付款項	15,553	23,575
Amounts due to related parties	應付關連人士款項	9,200	9,200
		31,819	39,022

13. 貿易及其他應付款項

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

13. TRADE AND OTHER PAYABLES (continued)

Included in amounts due to related parties is an amount due to a related company, Titron Group Holdings Limited, in which Mr. Yip Wai Lun, Alvin being the common director, is unsecured, interest-free and repayable on demand. The remaining balance of amounts due to related parties are unsecured, interest-free and repayable on demand.

The aged analysis of trade payables as follows:

Within 3 months	三個月內
Over 3 months but within 6 months	超過三個月但於六個月內
Over 6 months but within 9 months	超過六個月但於九個月內
Over 9 months but within 12 months	超過九個月但於十二個月內

13. 貿易及其他應付款項 (續)

應付關連人士款項包括應付關連公司 Titron Group Holdings Limited (葉偉倫先生為共同董事)之款項乃無抵押、免息，並須應要求償還。應付關連人士款項餘額乃無抵押、免息，並須應要求償還。

貿易應付款項之賬齡分析如下：

30 June 2013	31 December 2012
Unaudited	Audited
HK\$'000	HK\$'000
二零一三年 六月三十日 未經審核 千港元	二零一二年 十二月三十一日 經審核 千港元
6,413	6,182
646	65
-	-
7	-
7,066	6,247

14. BANK AND OTHER BORROWINGS

During the period, the Group obtained a new short-term loan in the amount of HK\$10,000,000. The loan bears interest at 18% per annum for the first five months and 48% per annum for the following seven months and is repayable within one year. The proceeds were used for general working capital of the Group.

14. 銀行及其他借貸

期內，本集團已取得金額為10,000,000港元之新增短期貸款。該貸款於首五個月乃按年利率18%計息，而其後七個月乃按48%計息，並須於一年內償還。該所得款項已用作本集團之一般營運資金。

15. CONVERTIBLE NOTES

On 23 January 2011, Energy Best Investments Limited (one of the subsidiary of the Group) and the vendors entered into the Sales and Purchases Agreement (“S&P”) in relation to the acquisition of the manufacturing businesses for HK\$120.0 million with HK\$7.5 million to be paid in cash and the balance of HK\$112.5 million by way of convertible notes (“Convertible Notes”). The Convertible Notes could be converted from the date of issue (i.e. 10 October 2011) and ending 10 business days prior to the maturity date, which was 31 December 2015.

Under the S&P, there was a conversion restriction on HK\$40 million of the Convertible Notes, which was to be retained by the vendors for the purpose of satisfying any claims under the warranties pursuant to the S&P. The expiry date of the warranties was 30 June 2012. The vendors undertook to use all reasonable endeavours to otherwise exercise the conversion rights attaching to the balance of the Convertible Notes as soon as practicable after the Completion.

The conversion feature in the Convertible Notes meant they constituted a hybrid contract, with a conversion option derivative embedded into the convertible note. The terms of the Convertible Notes contained certain anti-dilution clauses which breached the “fixed for fixed” rule in HKAS32. The Group had opted to classify the entire Convertible Notes as a financial liability at fair value through profit or loss.

At the date of issue, the fair value of the Convertible Notes was valued by Ascent Partner Transaction Service Limited, a professional independent valuer at HK\$92,295,000. The fair value of the Convertible Notes was based on the available observable market date. The major inputs used in the models were as follows:

Principal amount (HK\$'000)	112,500
Coupon rate	0%
Risk free rate	0.1899%
Market price per share (at date of completion)	HK\$0.041

15. 可換股票據

於二零一一年一月二十三日，Energy Best Investments Limited（本集團其中一間附屬公司）與賣方訂立買賣協議（「買賣協議」），內容有關以120,000,000港元收購製造業務，當中7,500,000港元將以現金支付而餘款112,500,000港元以可換股票據（「可換股票據」）方式支付。此可換股票據可由發行日期（即二零一一年十月十日）起截至到期日（二零一五年十二月三十一日）前十個營業日內予以轉換。

根據買賣協議，可換股票據須受轉換限制，當中40,000,000港元之可換股票據須根據買賣協議就償還擔保項下之任何申索目的而由賣方保留。償還擔保之屆滿日期為二零一二年六月三十日。賣方承諾以合理竭盡全力於完成後在實際可行情況下盡快行使餘下可換股票據所附帶之轉換權。

此可換股票據之兌換特徵指其構成混合合約，將轉換期權衍生工具嵌入可換股票據。而此可換股票據之條款包括已違反香港會計準則第32號「定額原則」之若干反攤薄條款。故本集團選擇歸類全部可換股票據為透過損益按公允價值列賬之財務負債。

於發行日期，可換股票據之公允價值由專業獨立估值師行Ascent Partner Transaction Service Limited估值為92,295,000港元。可換股票據之公允價值乃依據可觀察市場日期而釐定。模式中所用主要輸入數據如下：

本金額（千港元）	112,500
票息率	0%
無風險利率	0.1899%
每股市場價格 (於完成日期)	0.041港元

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

15. CONVERTIBLE NOTES (continued)

As at 30 June 2013 and 31 December 2012, the remaining Convertible Notes of HK\$40,000,000 was revalued at fair value using the following major inputs:

		At 30 June 2013 於二零一三年 六月三十日	At 31 December 2012 於二零一二年 十二月三十一日
Principal amount (HK\$'000)	本金額 (千港元)	40,000	40,000
Coupon rate	息票率	0%	0%
Risk free rate	無風險利率	0.1970%	0.0210%
Market price per share	每股市價	HK\$0.1692 港元	HK\$0.027港元

Total
HK\$'000
總額
千港元

Fair value of the Convertible Notes At 31 December 2012 and 1 January 2013	可換股票據之公允價值 於二零一二年十二月三十一日及 二零一三年一月一日	21,628
Gain arising on changes in fair value	公允價值變動產生之收益	(8,080)
At 30 June 2013	於二零一三年六月三十日	<u>13,548</u>

		At 30 June 2013 Unaudited HK\$'000 於二零一三年 六月三十日 未經審核 千港元	At 31 December 2012 Audited HK\$'000 於二零一二年 十二月三十一日 經審核 千港元
Non-current	非即期	7,092	11,314
Current	即期	6,456	10,314
		13,548	21,628

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

15. CONVERTIBLE NOTES (continued)

Pursuant to the S&P, the conversion cannot trigger a mandatory offer obligation under Rule 26 of Takeover Code. If the Vendors fully convert the HK\$40 million of Convertible Notes, the Vendors will trigger a mandatory offer obligation as the Vendors shareholding in the Group will exceed the 30% threshold. The current portion of the Convertible Notes accordingly represents that amount of the Convertible Notes which can be converted into ordinary shares without triggering the mandatory offer obligation.

16. SHARE CAPITAL

15. 可換股票據 (續)

根據買賣協議，該轉換不可觸發收購守則規則26之強制收購要約責任。倘賣方全數轉換40,000,000港元之可換股票據，賣方將觸發強制收購要約責任，原因為賣方於本集團之股權將超過30%下限。可換股票據之即期部份相應指在並無觸發強制收購要約責任之情況下可兌換為普通股之可換股票據之款項。

16. 股本

		Par value per share HK\$ 每股面值 港元	Number of shares 股份數目 股	Amount HK\$'000 金額 千港元
Authorised:	法定：			
Balance as at 31 December 2012 and 30 June 2013	於二零一二年十二月三十一日 及二零一三年六月三十日之 結餘	0.01	40,000,000,000	400,000
Issued and fully paid:	已發行及繳足：			
Balance as at 1 January 2012 and 31 December 2012	於二零一二年一月一日及 二零一二年十二月三十一日 之結餘	0.01	8,758,239,861	87,582
Share consolidation of every 10 shares of par value of HK\$0.01 each into 1 consolidated share of par value HK\$0.1 each; and reduction par value of each consolidated share from HK\$0.1 to HK\$0.01 (Note)	每10股每股面值0.01港元之 股份合併為1股每股面值 0.1港元之合併股份；及 每股合併股份面值由0.1港元 削減至0.01港元 (附註)	0.01	(7,882,415,875)	(78,824)
Balance as at 30 June 2013	於二零一三年六月三十日之 結餘	0.01	875,823,986	8,758

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簡明綜合中期財務報表附註

16. SHARE CAPITAL (continued)

Note:

Save as disclosed in the Company's circular dated 1 March 2013 in respect of a proposed capital reorganisation ("Capital Reorganisation") which was approved by the shareholders in a special general meeting of the Company on 25 March 2013, the Capital Reorganisation has become effective on 26 March 2013 as detailed below.

- (a) Every ten existing shares of HK\$0.01 each in the issued share capital of the Company were consolidated into one consolidated share of HK\$0.10 each;
- (b) The issued share capital was reduced by cancelling of HK\$0.09 of the paid-up capital on each issued consolidated share so that the par value of each issued consolidated share be reduced from HK\$0.10 to HK\$0.01;
- (c) The entire amount standing to the credit of the share premium account of the Company was cancelled; and
- (d) The credit arising from the share premium account of the Company was transferred to the contributed surplus account of the Company to be applied to set off against the accumulated losses of the Company.

17. CHARGES ON ASSETS

(i) Property, plant and equipment held under finance leases

At 30 June 2013, the net carrying value of motor vehicles held under finance leases of the Group was HK\$407,000 (31 December 2012: HK\$509,000).

(ii) Pledged time deposits

At 30 June 2013, an aggregate amount of approximately HK\$3,347,000 (31 December 2012: HK\$3,512,000) were deposited as pledged time deposits at an annual interest rate ranging from 0.45% to 2.3% (31 December 2012: 0.20% to 0.60%) to secure certain banking facilities granted to the Group.

16. 股本 (續)

附註:

除本公司日期為二零一三年三月一日內容有關建議股本重組(「股本重組」)(由股東於二零一三年三月二十五日舉行之本公司股東特別大會上批准)之通函所披露者外,股本重組已於二零一三年三月二十六日生效,詳情如下。

- (a) 本公司已發行股本中每十股每股面值0.01港元之現有股份合併為一股每股面值0.10港元之合併股份;
- (b) 透過就每股已發行合併股份註銷繳足股本0.09港元而削減已發行股本,致使每股已發行合併股份之面值由0.10港元削減至0.01港元;
- (c) 本公司之股份溢價賬之全部進賬額已予以註銷;及
- (d) 本公司之股份溢價賬所產生之進賬乃轉撥至本公司之繳入盈餘賬,以用於抵銷本公司之累計虧損。

17. 資產抵押

(i) 根據融資租約持有之物業、廠房及設備

於二零一三年六月三十日,根據融資租約持有之本集團汽車之賬面淨值為407,000港元(二零一二年十二月三十一日:509,000港元)。

(ii) 已抵押定期存款

於二零一三年六月三十日,本集團已分別按年利率0.45厘至2.3厘(二零一二年十二月三十一日:0.20厘至0.60厘)之範圍以已抵押定期存款之形式存入合共約3,347,000港元(二零一二年十二月三十一日:3,512,000港元)之款項,以作為本集團獲授之若干銀行信貸之擔保。

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18. RELATED PARTY TRANSACTIONS

Other than the amounts due to related parties as disclosed in note 13, the Group had the following material transactions with related parties:

- (a) Key management personnel remuneration

Salaries and Short-term employee benefits	薪金及短期僱員福利
Post-employment benefits	離職福利

- (b) During the period ended 30 June 2013, the Group entered in to the following transactions with related parties:

Financial advisory fee paid to a related company	已付予關連公司之財務顧問費用	(i)
Service fee paid to a related company	已付予關連公司之服務費	(ii)

18. 關連方交易

除附註13所披露之應付予關連人士之款項外，本集團與關連方進行以下重大交易：

- (a) 主要管理人員之酬金

Six months ended 30 June

截至六月三十日止六個月

2013 Unaudited HK\$'000 二零一三年 未經審核 千港元	2012 Unaudited HK\$'000 (Restated) 二零一二年 未經審核 千港元 (經重列)
6,959	7,963
43	44
7,002	8,007

- (b) 截至二零一三年六月三十日止期間，本集團與關連方進行以下交易：

Six months ended 30 June

截至六月三十日止六個月

Notes	2013 Unaudited HK\$'000 二零一三年 未經審核 千港元	2012 Unaudited HK\$'000 (Restated) 二零一二年 未經審核 千港元 (經重列)
附註		
(i)	250	-
(ii)	-	200

Notes to the Interim Condensed Consolidated Financial Statements

簡明綜合中期財務報表附註

18. RELATED PARTY TRANSACTIONS (continued)

(b) (continued)

Notes:

- (i) Financial advisory fee paid to a related company, of which Ms. Leung Mei Han is a director and has beneficial interest, was made in the ordinary course of business with reference to the terms negotiated between the Group and the related company.
- (ii) On 4 March 2011, as part of the agreement with the vendors to acquire the manufacturing businesses, the Company entered into a Performance Incentive Agreement with Atlas Medical Limited ("Atlas"), a limited company incorporated in Hong Kong, in which Mr. Yip is one of the beneficial owners to provide services to the acquired businesses. In accordance with the agreement, Atlas will be paid a monthly fee of HK\$200,000 and entitled to receive a performance bonus equal to 30% of excess of the pro forma combined profit before tax of the acquired businesses over HK\$10 million for each of the six financial years ending 31 December 2016. During the period ended 30 June 2013, Atlas had voluntarily waived the receipt of HK\$1,200,000 service fee (for the period ended 30 June 2012: a sum of HK\$1,000,000 out of a total fee of HK\$1,200,000 was voluntarily waived by Atlas). No performance bonus and performance share was earned or payable for the periods ended 30 June 2012 and 30 June 2013.

18. 關連方交易 (續)

(b) (續)

附註:

- (i) 已付予關連公司(其中梁美嫻女士為董事並擁有實益權益)之財務顧問費用乃於日常業務過程中參考本集團與關連公司磋商之條款作出。
- (ii) 於二零一一年三月四日,作為與賣方訂立協議以收購製造業務之一部份,本公司與Atlas Medical Limited(「Atlas」,一間於香港註冊成立之有限公司,而葉先生為其實益擁有人之一)訂立履約獎勵協議,以向所收購業務提供服務。根據該協議,Atlas將獲支付月費200,000港元及有權收取所收購業務於截至二零一六年十二月三十一日止六個財政年度各年之備考合併除稅前溢利超出10,000,000港元之差額之30%的履約獎金。於截至二零一三年六月三十日止期間,Atlas已自願放棄收取1,200,000港元之服務費(截至二零一二年六月三十日止期間:Atlas已自願放棄總服務費1,200,000港元之1,000,000港元)。截至二零一二年六月三十日及二零一三年六月三十日止期間並無賺取或應付之履約獎金及履約股份。

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19. SHARE OPTION SCHEME

The Company has a share option scheme for eligible employees of the Group.

Details of specific categories of options are as follows:

	Date of grant 授予日期	Exercised period 行使期	Exercise price 行使價
2005	25 January 2005	25 January 2005 – 24 January 2015	HK\$1.629 (Note a)
二零零五年	二零零五年一月二十五日	二零零五年一月二十五日至 二零一五年一月二十四日	1.629港元 (附註a)
2010A	29 January 2010	29 January 2010 – 28 January 2012	HK\$0.8103
二零一零年A	二零一零年一月二十九日	二零一零年一月二十九日至 二零一二年一月二十八日	0.8103港元
2011	6 May 2011	6 May 2011 – 5 May 2013	HK\$2.097 (Note b)
二零一一年	二零一一年五月六日	二零一一年五月六日至 二零一三年五月五日	2.097港元 (附註b)

Note:

As a result of the Capital Reorganisation (see note 16), adjustments were made to the number of ordinary shares to be allotted and issued upon exercise of the subscription rights attaching to all these share options then outstanding granted under the share option scheme by the decrease of:

- (a) 4,265 ordinary shares to 425 ordinary shares and the exercise prices of the outstanding options were adjusted from HK\$0.1629 per ordinary share to HK\$1.629 per ordinary share, effective from 26 March 2013; and
- (b) 19,400,000 ordinary shares to 1,940,000 ordinary shares and the exercise prices of the outstanding options were adjusted from HK\$0.2097 per ordinary share to HK\$2.097 per ordinary share, effective from 26 March 2013.

19. 購股權計劃

本公司為本集團合資格僱員設立購股權計劃。

購股權具體類別之詳情如下：

Date of grant 授予日期	Exercised period 行使期	Exercise price 行使價
25 January 2005	25 January 2005 – 24 January 2015	HK\$1.629 (Note a)
二零零五年一月二十五日	二零零五年一月二十五日至 二零一五年一月二十四日	1.629港元 (附註a)
29 January 2010	29 January 2010 – 28 January 2012	HK\$0.8103
二零一零年一月二十九日	二零一零年一月二十九日至 二零一二年一月二十八日	0.8103港元
6 May 2011	6 May 2011 – 5 May 2013	HK\$2.097 (Note b)
二零一一年五月六日	二零一一年五月六日至 二零一三年五月五日	2.097港元 (附註b)

附註：

由於股本重組（見附註16），於行使根據購股權計劃授出之所有該等當時尚未行使購股權所附帶之認購權後將予配發及發行之普通股數目將透過扣減：

- (a) 4,265股普通股至425股普通股作出調整以及尚未行使購股權之行使價則由每股普通股0.1629港元調至每股普通股1.629港元，自二零一三年三月二十六日生效；及
- (b) 19,400,000股普通股至1,940,000股普通股作出調整以及尚未行使購股權之行使價則由每股普通股0.2097港元調至每股普通股2.097港元，自二零一三年三月二十六日生效。

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簡明綜合中期財務報表附註

19. SHARE OPTION SCHEME (continued)

The following table discloses movements of the Company's share options held by the Group's directors and employees during the period.

		Outstanding at 1 January 2013 '000 於二零一三年 一月一日 尚未行使 千股	Adjustment due to Capital Reorganisation '000 因股本重組 而調整 千股	Lapsed during the period '000 期內失效 千股	Outstanding at 30 June 2013 '000 於二零一三年 六月三十日 尚未行使 千股
2005	二零零五年	4	(3)	-	1
2011	二零一一年	19,400	(17,460)	(1,940)	-
		19,404	(17,463)	(1,940)	1

19. 購股權計劃 (續)

下表披露本集團董事及僱員於期內持有之本公司購股權之變動。

		Outstanding at 1 January 2012 '000 於二零一二年 一月一日 尚未行使 千股	Lapsed during the period '000 期內失效 千股	Outstanding at 30 June 2012 '000 於二零一二年 六月三十日 尚未行使 千股
2005	二零零五年	187	(182)	5
2010A	二零一零年A	48,089	(48,089)	-
2011	二零一一年	19,400	-	19,400
		67,676	(48,271)	19,405

No options were granted and exercised during the six months ended 30 June 2013 (2012: Nil).

截至二零一三年六月三十日止六個月期間，本集團並無授出或行使任何購股權（二零一二年：無）。

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簡明綜合中期財務報表附註

20. COMMITMENTS

(a) Capital Commitments

The Group had the following outstanding capital commitments at the end of the reporting period:

Contracted but not provided for, in respect of:	涉及以下各項之已訂約但未撥備：
– acquisition of property, plant and equipment	– 購買物業、廠房及設備
– capital injection of a subsidiary	– 一間附屬公司之注資

	At 30 June 2013 Unaudited HK\$'000	At 31 December 2012 Audited HK\$'000
	於二零一三年 六月三十日 未經審核 千港元	於二零一二年 十二月三十一日 經審核 千港元
	673	1,611
	6,800	6,800
	7,473	8,411

(b) Operating leases – lessee

The Group had total future minimum lease payments under non-cancellable operating leases falling due are as follows at the end of the reporting period:

Not later than one year	一年內
Later than one year but not later than five years	一年後至五年內

	At 30 June 2013 Unaudited HK\$'000	At 31 December 2012 Audited HK\$'000
	於二零一三年 六月三十日 未經審核 千港元	於二零一二年 十二月三十一日 經審核 千港元
	4,784	4,130
	3,047	912
	7,831	5,042

20. 承擔

(a) 資本承擔

於報告期末，本集團之尚未償還資本承擔如下：

	At 30 June 2013 Unaudited HK\$'000	At 31 December 2012 Audited HK\$'000
	於二零一三年 六月三十日 未經審核 千港元	於二零一二年 十二月三十一日 經審核 千港元
	673	1,611
	6,800	6,800
	7,473	8,411

(b) 經營租賃 – 承租人

於報告期末，本集團根據不可撤銷經營租約於下列期間到期之日後最低租賃付款總額如下：

	At 30 June 2013 Unaudited HK\$'000	At 31 December 2012 Audited HK\$'000
	於二零一三年 六月三十日 未經審核 千港元	於二零一二年 十二月三十一日 經審核 千港元
	4,784	4,130
	3,047	912
	7,831	5,042

21. SUBSCRIPTION OF NEW SHARES

On 4 February 2013 (as supplement on 5 February 2013), the Company and Billion Develop International Limited ("Subscriber") entered into a subscription agreement pursuant to which the Company had conditionally agreed to issue and allot to the Subscriber, and the Subscriber had conditionally agreed to subscribe for 170,000,000 shares ("Subscription Shares"), which are new shares following the completion of the Capital Reorganisation) at the subscription price of HK\$0.22 per share. The Subscriber is an investment holding company. To the best of the directors' knowledge, information and belief, and having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

The aggregate amount payable for the Subscription Shares was HK\$37,400,000. The subscription price was HK\$0.22 per Subscription Share.

At the Special General Meeting of the Company held on 25 March 2013, the Shareholders had passed the special resolution to approve the capital reorganisation involving the share consolidation, capital reduction and share premium cancellation, and the ordinary resolution to approve the subscription agreement dated 4 February 2013 (as supplemented) for the issue of 170,000,000 subscription shares. Details of the above issues are set out, inter alia, in the announcement of the Company dated 5 February 2013 and in the circular of the Company dated 1 March 2013.

As all the conditions precedent of the subscription agreement had been fulfilled on 26 March 2013, pursuant to the subscription agreement, completion of the subscription should have been taken place on 28 March 2013. However, on 28 March 2013, the Subscriber failed to proceed to complete the subscription and to pay the balance of the consideration for the Subscription in the sum of HK\$33,660,000. As such the subscription agreement lapsed and the Company was entitled to forfeit the deposit of HK\$3,740,000 paid by the Subscriber.

21. 認購新股份

於二零一三年二月四日（於二零一三年二月五日經補充），本公司與億展國際有限公司（「認購方」）訂立一份認購協議，據此，本公司已有條件同意按認購價向認購方發行及配發，而認購方已有條件同意認購170,000,000股股份（「認購股份」，其為於完成股本重組後之新股份），認購價為每股0.22港元。認購方為一間投資控股公司。經作出一切合理查詢後，就董事所深知、盡悉及確信，認購方及其最終實益擁有人均為獨立於本公司及其關連人士（定義見上市規則）之第三方。

就認購股份應付之總金額為37,400,000港元。認購價為每股認購股份0.22港元。

在本公司於二零一三年三月二十五日舉行之股東特別大會上，股東已通過特別決議案以批准股本重組（涉及股份合併、股本削減及註銷股份溢價），以及普通決議案以批准於二零一三年二月四日就發行170,000,000股認購股份訂立之認購協議（經補充）。上述發行之詳情載於（其中包括）本公司日期為二零一三年二月五日之公佈及本公司日期為二零一三年三月一日之通函內。

由於認購協議之所有先決條件已於二零一三年三月二十六日獲達成，根據認購協議，認購事項應於二零一三年三月二十八日完成。然而，於二零一三年三月二十八日，認購方未有促使完成認購事項及支付認購事項之餘下代價33,660,000港元。因此，認購協議已告失效，且本公司有權沒收認購方支付之按金3,740,000港元。

