



ITC CORPORATION LIMITED

德祥企業集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 372.HK

Advancing Together

Excelling Together

携手向前 卓越共享



Burcon
A New World in Protein™



Interim Report

2013/14

中期業績報告



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

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

Independent Non-Executive Directors

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

AUDIT COMMITTEE

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

CORPORATE GOVERNANCE COMMITTEE

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

NOMINATION COMMITTEE

Shek Lai Him, Abraham, *GBS, JP* (*Chairman*)
 Chau Mei Wah, Rosanna
 Chuck, Winston Calptor
 Lee Kit Wah

REMUNERATION COMMITTEE

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

SECRETARY

Kam Suet Fan

AUDITOR

Deloitte Touche Tohmatsu

LEGAL ADVISORS

Conyers Dill & Pearman (*Bermuda*)
 lu, Lai & Li (*Hong Kong*)
 Reed Smith Richards Butler (*Hong Kong*)

公司資料

董事會

執行董事

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

獨立非執行董事

卓育賢
 李傑華
 石禮謙, *GBS, JP*

審核委員會

李傑華 (*主席*)
 卓育賢
 石禮謙, *GBS, JP*

企業管治委員會

周美華 (*主席*)
 陳佛恩
 卓育賢
 李傑華

提名委員會

石禮謙, *GBS, JP* (*主席*)
 周美華
 卓育賢
 李傑華

薪酬委員會

卓育賢 (*主席*)
 周美華
 李傑華

秘書

甘雪芬

核數師

德勤 • 關黃陳方會計師行

律師

康德明律師事務所 (*百慕達*)
 姚黎李律師行 (*香港*)
 禮德齊伯禮律師行 (*香港*)

PRINCIPAL BANKERS

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

REGISTERED OFFICE

Clarendon House
 2 Church Street
 Hamilton HM 11
 Bermuda

PRINCIPAL PLACE OF BUSINESS

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

**PRINCIPAL SHARE REGISTRAR
AND TRANSFER OFFICE**

MUFG Fund Services (Bermuda) Limited
 26 Burnaby Street
 Hamilton HM 11
 Bermuda

**BRANCH SHARE REGISTRAR
AND TRANSFER OFFICE**

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

WEBSITE

www.itc.com.hk

STOCK CODE

Hong Kong Stock Exchange 372

主要往來銀行

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

註冊辦事處

Clarendon House
 2 Church Street
 Hamilton HM 11
 Bermuda

主要營業地點

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

股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
 26 Burnaby Street
 Hamilton HM 11
 Bermuda

股份過戶登記分處

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

網址

www.itc.com.hk

股份代號

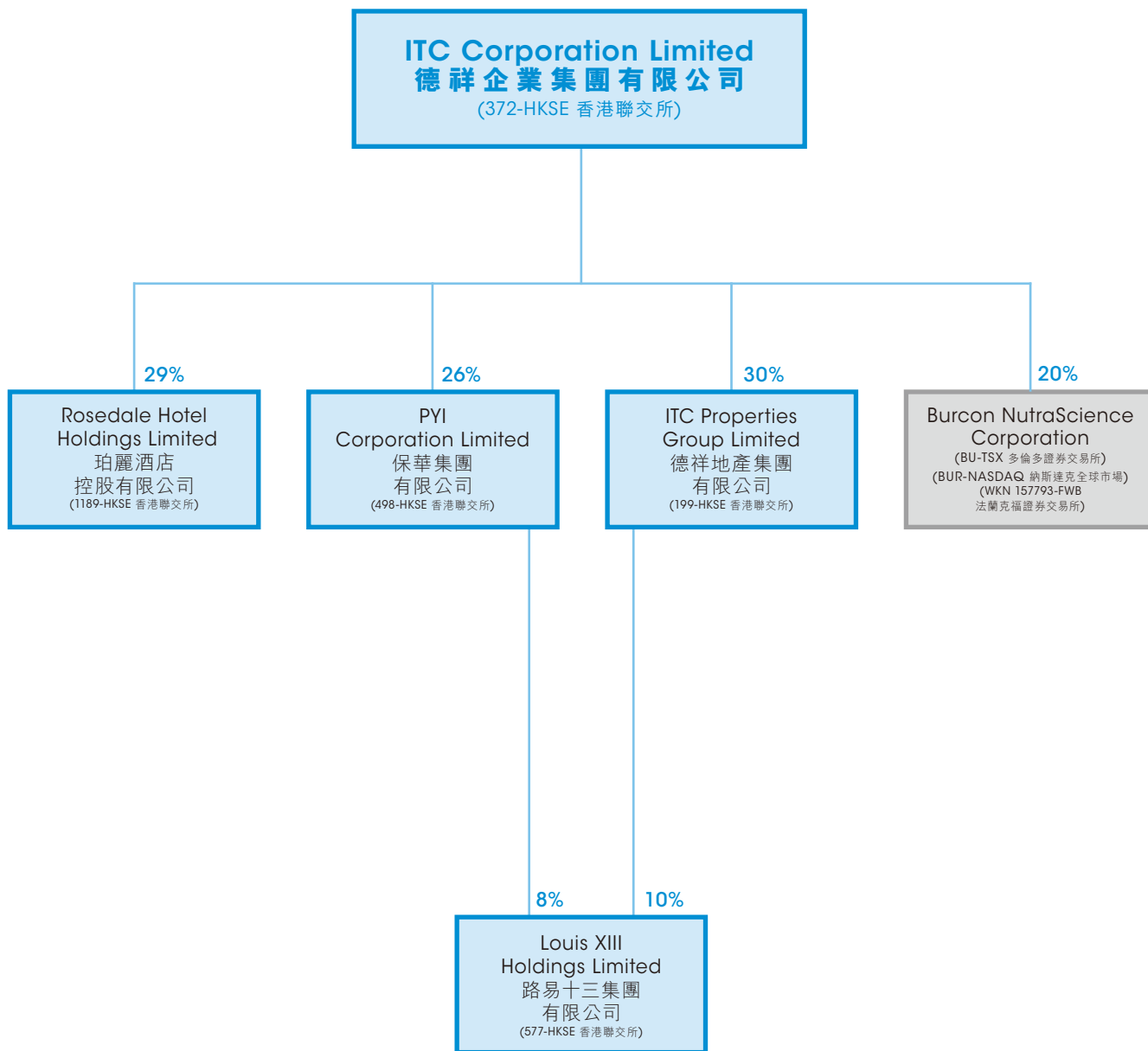
香港聯交所 372

CORPORATE CHART

AT 29TH NOVEMBER, 2013

集團架構

於二零一三年十一月二十九日



■ Hong Kong listed 香港上市

■ Overseas listed 海外上市

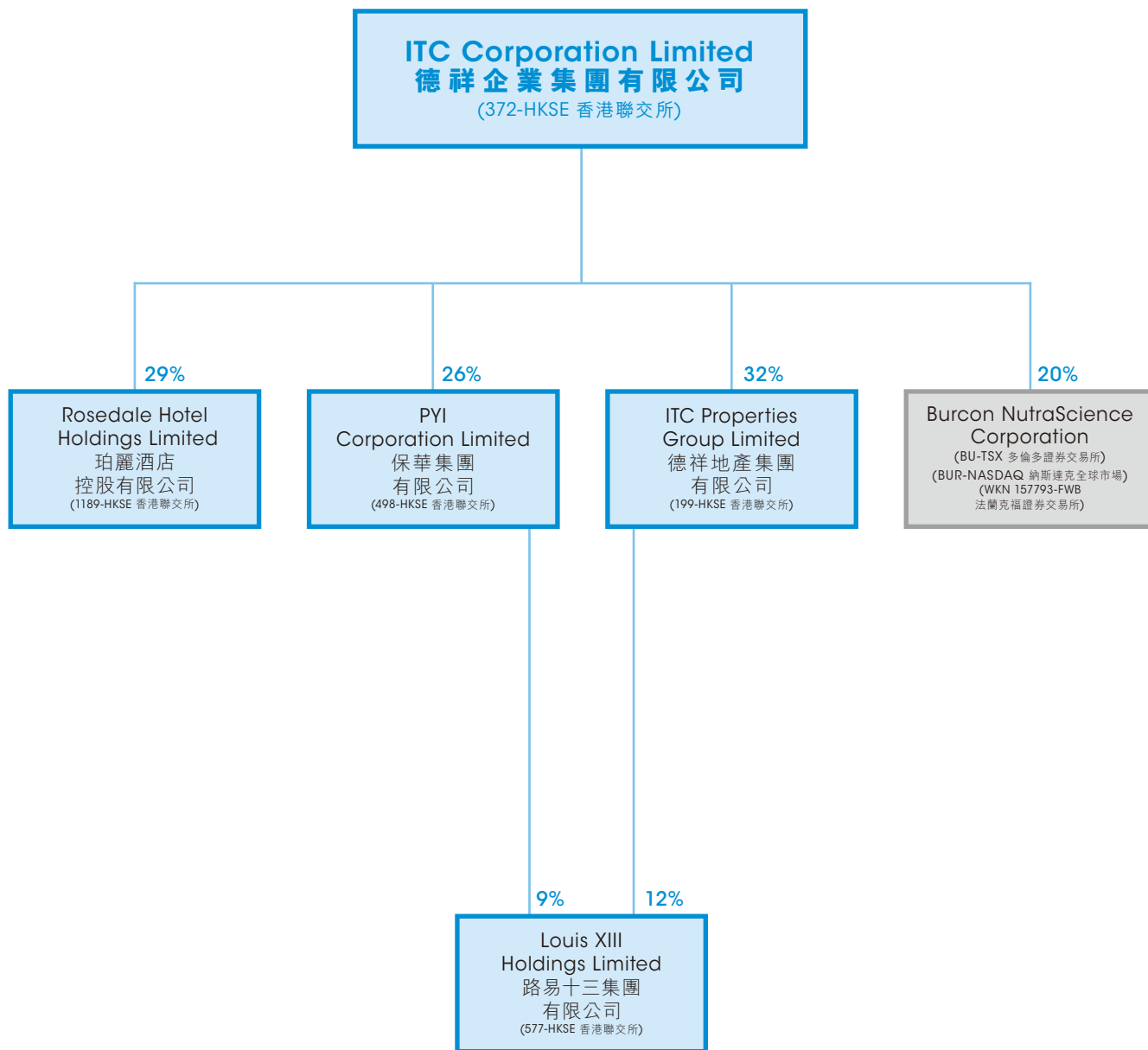
(Stock code - Listing place 股份代號 - 上市地方)

CORPORATE CHART

AT 30TH SEPTEMBER, 2013

集團架構

於二零一三年九月三十日



■ Hong Kong listed 香港上市

■ Overseas listed 海外上市

(Stock code - Listing place 股份代號 - 上市地方)

CHAIRMAN'S STATEMENT

I am pleased to present to shareholders the interim report and condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries (the "Group") for the six months ended 30th September, 2013.

INTERIM DIVIDEND

The board of directors of the Company (the "Board") has resolved to pay an interim dividend of HK1.0 cent per share (six months ended 30th September, 2012: HK1.0 cent per share). The interim dividend will be paid to shareholders whose names appear on the register of members of the Company as at the close of business on Friday, 20th December, 2013 and is expected to be paid to shareholders by post on or about Wednesday, 22nd January, 2014.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 18th December, 2013 to Friday, 20th December, 2013, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares of the Company accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:00 p.m. on Tuesday, 17th December, 2013.

BUSINESS REVIEW

Review of Financial Performance

The Group reported a loss of HK\$98 million attributable to shareholders (2012: profit of HK\$162 million) and a basic loss per share of HK9.40 cents (2012: earnings per share HK20.79 cents) for the six months ended 30th September, 2013. Such loss was mainly attributable to net loss of HK\$90 million on the net change in the Group's interest in ITC Properties Group Limited ("ITC Properties") and decrease in share of associates' results to HK\$12 million from HK\$153 million for the last interim period.

主席報告書

本人欣然向股東提呈德祥企業集團有限公司(「本公司」)及其附屬公司(「本集團」)截至二零一三年九月三十日止六個月之中期報告及簡明綜合財務報表。

中期股息

本公司董事會(「董事會」)已議決派付中期股息每股1.0港仙(截至二零一二年九月三十日止六個月:每股1.0港仙)。中期股息將向於二零一三年十二月二十日(星期五)營業時間結束時名列本公司股東名冊之股東派付,並預期將於二零一四年一月二十二日(星期三)或前後以郵寄方式派予股東。

暫停辦理股東登記手續

本公司將由二零一三年十二月十八日(星期三)至二零一三年十二月二十日(星期五)(包括首尾兩日)期間暫停辦理股東登記手續,期內將不會登記任何股份之轉讓。為符合資格獲發中期股息,所有本公司股份過戶文件連同有關股票須不遲於二零一三年十二月十七日(星期二)下午四時正送交本公司之香港股份過戶登記分處卓佳秘書商務有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)以供登記。

業務回顧

財務表現回顧

截至二零一三年九月三十日止六個月,本集團錄得股東應佔虧損98,000,000港元(二零一二年:溢利162,000,000港元)及每股基本虧損9.40港仙(二零一二年:每股盈利20.79港仙)。導致該虧損主要由於本集團於德祥地產集團有限公司(「德祥地產」)之權益淨變動之虧損淨額為90,000,000港元,以及攤佔聯營公司業績由上一中期期間153,000,000港元減少至12,000,000港元所致。

Analysis of the Group's performance is as follows:

本集團表現之分析如下：

		Six months ended	
		30.9.2013	30.9.2012
		HK\$'M	HK\$'M
		截至九月三十日止六個月	截至九月三十日止六個月
		二零一三年	二零一二年
		百萬港元	百萬港元
Share of results of associates:	攤佔聯營公司業績：		
ITC Properties	德祥地產	42	164
PYI	保華	18	22
Rosedale	珀麗	(48)	(33)
Burcon	Burcon	-	-
		<u>12</u>	<u>153</u>
Net (loss) gain on the net change in interests in associates	於聯營公司權益之淨變動之(虧損)收益淨額	(90)	29
Net loss on other investments and operations	來自其他投資及經營業務之虧損淨額	(20)	(20)
		<u>(98)</u>	<u>162</u>
(Loss) profit attributable to shareholders	股東應佔(虧損)溢利	<u>(98)</u>	<u>162</u>

Listed Strategic Investments

ITC Properties Group Limited ("ITC Properties")

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

In April 2013, the Group and Ms. Ng Yuen Lan, Macy (spouse of Dr. Chan Kwok Keung, Charles) converted the convertible notes of ITC Properties (the "ITCP Notes") in the principal amounts of HK\$54.4 million and HK\$297 million at the conversion price of HK\$2.102 per share, respectively. In order to benefit from the continual return from ITC Properties, the Group invested HK\$41.8 million in acquiring approximately 12.7 million shares of ITC Properties on the open market and HK\$55.1 million in acquiring the ITCP Notes in an aggregate principal amount of HK\$43.85 million in April 2013. Such HK\$43.85 million ITCP Notes was also converted by the Group into the shares of ITC Properties at the conversion price of HK\$2.102 per share in August 2013. Coupling with others' conversion of their ITCP Notes and exercise of share options and the issuance of scrip dividends by ITC Properties, the Group's interest in ITC Properties decreased from 37.3% as at 31st March, 2013 to 32.8% as at 30th September, 2013. As a result, the Group recorded a net loss on the above net change in interest in ITC Properties of approximately HK\$90 million.

ITC Properties recorded a profit of HK\$97 million attributable to its shareholders for the six months ended 30th September, 2013. The decrease in profit as compared with HK\$405 million for last corresponding period in 2012 was mainly attributable to the absence of substantial gain on disposal of its partial interest in Sun Valley Golf Resort in Sanya, Mainland China. As a result, the Group shared a profit of HK\$42 million from ITC Properties for the interim period.

上市策略性投資項目

德祥地產集團有限公司(「德祥地產」)

德祥地產主要從事於澳門、中國內地及香港之物業發展及投資業務。德祥地產亦於中國內地開發及投資高爾夫球度假村及消閒業務、證券投資及提供貸款融資服務。

於二零一三年四月，本集團與伍婉蘭女士(陳國強博士之配偶)按換股價每股2.102港元轉換本金金額分別為54,400,000港元及297,000,000港元之德祥地產可換股票據(「德祥地產票據」)。為受惠於德祥地產持續帶來之回報，於二零一三年四月，本集團投資41,800,000港元於公開市場購買約12,700,000股德祥地產股份及55,100,000港元購買總本金金額43,850,000港元之德祥地產票據。於二零一三年八月，本集團按換股價每股2.102港元將該43,850,000港元德祥地產票據轉換為德祥地產股份。連同其他人士轉換彼等之德祥地產票據及行使購股權，加上德祥地產發行以股代息股份，本集團於德祥地產之權益由二零一三年三月三十一日之37.3%下降至二零一三年九月三十日之32.8%。因此，本集團錄得於德祥地產上述權益淨變動之虧損淨額約90,000,000港元。

德祥地產於截至二零一三年九月三十日止六個月錄得其股東應佔溢利97,000,000港元，較二零一二年同期之溢利405,000,000港元減少，主要因為本期間並無出售其於中國內地三亞紅峽谷高爾夫球度假俱樂部之部分權益獲得大額收益。因此，本集團於中期期間攤佔德祥地產溢利為42,000,000港元。

PYI Corporation Limited ("PYI")

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

The Group's interest in PYI remained at 26.8% throughout the period under review. PYI recorded a profit attributable to shareholders of HK\$69 million for the six months ended 30th September, 2013, as compared with HK\$81 million for the corresponding period in 2012. The decrease was mainly attributable to (a) the absence of interest income from deferred consideration receivable from disposal of 50.1% interest in Yangkou Port Co which was early received in December 2012; and (b) an one-off loss on disposal of a non-core 45% joint venture for a possible property redevelopment project in an old residential area of Yichang City. As a result, the profit contributed by PYI decreased from HK\$22 million to HK\$18 million.

Rosedale Hotel Holdings Limited ("Rosedale")

Rosedale is principally engaged in the business of hotel operation in Mainland China and Hong Kong and also trading of securities. Rosedale is managing 4-star rated hotels in Mainland China and Hong Kong, namely Rosedale Hotel Kowloon, Rosedale on the Park, Rosedale Hotel & Suites, Beijing, Rosedale Hotel & Suites, Guangzhou, Times Plaza Hotel, Shenyang and Luoyang Golden Gulf Hotel.

In June 2013, Rosedale announced a capital injection plan for Rosedale Hotel Beijing Co., Ltd. ("Rosedale Beijing") under which an investor conditionally agreed to make a capital contribution of US\$68.8 million in cash. The investor shall pay a compensation amount estimated at approximately RMB530.2 million to Rosedale in consideration of waiving its pre-emption rights to make the capital contribution. According to the circular of Rosedale dated 26th July, 2013, upon completion of the capital injection, Rosedale's interest in Rosedale Beijing will be reduced from 88.7% to 17.7% and Rosedale expects to recognise a gain before taxation of HK\$790 million, subject to adjustments. Based on the aforementioned gain to Rosedale and the Group's 29.7% interest in Rosedale as at the date of this report, the Group will share a profit of approximately HK\$230 million.

The Group's interest in Rosedale remained at 29.7% throughout the period under review. For the six months ended 30th June, 2013, Rosedale recorded a loss of HK\$162 million attributable to shareholders as compared with HK\$111 million for the corresponding period in 2012. The loss was mainly attributable to recognition of impairment losses in respect of a hotel property in Mainland China and the increase in repair and maintenance expenses. With the loss recorded by Rosedale, the Group shared a loss of HK\$48 million for the interim period.

保華集團有限公司 ("保華")

保華以香港為基地，專注於中國內地長江流域之港口和基礎建設之開發及投資，以及港口和物流設施之營運，亦從事與港口及基礎建設開發相關的土地和房產開發及投資業務，並通過保華建業集團有限公司，提供全面的工程及物業相關的服務。

於回顧期間，本集團於保華之權益維持於26.8%。保華於截至二零一三年九月三十日止六個月錄得股東應佔溢利69,000,000港元，而二零一二年同期則為81,000,000港元。本期間淨溢利減少主要由於期內(a)並無因出售洋口港公司50.1%股權之應收遞延代價所產生之利息收入，該應收遞延代價已於二零一二年十二月提早收回；及(b)因出售一間涉及一個位於宜昌市舊住宅區之可能物業重建項目的非核心45%合營企業所造成的一次性虧損。因此，保華所貢獻之溢利由22,000,000港元減少至18,000,000港元。

珀麗酒店控股有限公司 ("珀麗")

珀麗主要於中國內地及香港經營酒店業務及證券買賣業務。珀麗於中國內地及香港經營四星級酒店業務，即九龍珀麗酒店、香港珀麗酒店、北京珀麗酒店、廣州珀麗酒店、瀋陽時代廣場酒店及洛陽金水灣大酒店。

於二零一三年六月，珀麗公佈北京珀麗酒店有限責任公司("北京珀麗")之一項注資計劃，據此，一名投資者有條件同意以現金向北京珀麗增資68,800,000美元。該投資者須向珀麗支付約人民幣530,200,000元之補償，作為珀麗放棄其注資優先權之代價。根據珀麗日期為二零一三年七月二十六日之通函，於完成注資時，珀麗於北京珀麗之權益將由88.7%降至17.7%，而珀麗預期將確認稅前收益790,000,000港元(可予以調整)。根據珀麗上述收益及本集團於截至本報告日期持有珀麗之29.7%權益計算，於完成時本集團將分佔約230,000,000港元之收益。

於回顧期間，本集團於珀麗之權益維持29.7%。截至二零一三年六月三十日止六個月，珀麗錄得其股東應佔虧損162,000,000港元，而二零一二年同期則為111,000,000港元。虧損主要由於就中國內地一間酒店物業確認減值虧損，以及維修及保養開支增加。由於珀麗錄得虧損，本集團於中期期間攤佔虧損為48,000,000港元。

Burcon NutraScience Corporation (“Burcon”)

Burcon is a leader in developing functionally and nutritionally valuable plant-based proteins. Its shares are listed on the Toronto Stock Exchange, the NASDAQ Global Market and the Frankfurt Stock Exchange. Since 1999, Burcon has developed a portfolio of composition, application, and process patents originating from its core protein extraction and purification technology. Burcon has developed CLARISOY™ soy protein, the only vegetable-based protein that offers clarity and complete protein nutrition for low pH beverage systems; Peazazz®, a uniquely soluble and clean-tasting pea protein isolate; and Puratein®, Supertein™ and Nutratein® canola protein isolates with unique functional and nutritional attributes.

Burcon’s flagship protein technology, CLARISOY™, has been licensed to Archer-Daniels-Midland Company (“ADM”), a leader in the global food ingredient industry listed in the U.S., since March 2011. Under the license agreement, Burcon will earn a royalty based on a percentage of net revenue from sales of CLARISOY™ by ADM. In December 2012, ADM notified Burcon of the first commercial sale of CLARISOY™. In May 2013, CLARISOY™ earned the 2013 Food Innovation Award from the Canadian Institute of Food Science and Technology. ADM also introduced CLARISOY™ 120, a powdered version that may be used in acidic beverages.

In June 2013, Burcon completed the building of a semi-works production facility to produce Peazazz® pea protein. The new plant utilises commercial-scale equipment and will be capable of producing large quantities of Peazazz® required for market development activities. In August 2013, the aforesaid plant became fully commissioned and operational, marking a significant advancement in the commercialisation of Peazazz®.

The Group’s interest in Burcon remained at 20.8% during the interim period.

Note: CLARISOY™, a trademark of ADM, is under license to Burcon from ADM.

Burcon NutraScience Corporation (「Burcon」)

Burcon於開發具功效性及擁有極高營養價值之植物蛋白質方面處於領先地位。其股份於多倫多證券交易所、納斯達克全球市場及法蘭克福證券交易所上市。自一九九九年，Burcon已在其有關提取及淨化植物蛋白質之技術上，發展出一系列合成、應用及加工專利權。Burcon已開發：CLARISOY™大豆蛋白質，其為唯一的植物蛋白質能為低pH值之飲料提供清澈和完備之蛋白質營養；Peazazz®，一種具水溶性及帶清新口味、獨特的豌豆分離蛋白質；以及Puratein®、Supertein™及Nutratein®，具有獨特功能及營養特性之芥花籽分離蛋白質。

自二零一一年三月起，Burcon授權Archer-Daniels-Midland Company（於美國上市，並於全球食材工業處於領導地位之公司，以下簡稱「ADM」）使用其旗艦蛋白質技術CLARISOY™。根據特許協議，Burcon將根據ADM銷售CLARISOY™收益淨額之若干百分比收取專利費。於二零一二年十二月，ADM通知Burcon CLARISOY™首次商業銷售。於二零一三年五月，CLARISOY™贏得Canadian Institute of Food Science and Technology頒發之2013食品創新大獎。ADM亦推出可用於酸性飲料的粉狀版—CLARISOY™ 120。

於二零一三年六月，Burcon完成興建一座中規模生產設施，用以生產Peazazz®豌豆蛋白質。新廠房使用商業規模設備，並有能力大量生產Peazazz®以滿足開發市場活動之需要。於二零一三年八月，該廠房已可全面投入運作，令Peazazz®之商業化邁前重要一步。

於中期期間，本集團於Burcon之權益維持於20.8%。

附註：Burcon之CLARISOY™之特許權現屬ADM持有，亦為ADM之商標。

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

本集團於主要上市策略性投資項目之股權權益概述如下：

Name of investee company	Place of listing	Stock code	Effective interest	
			As at 30.9.2013	As at the date of this report
所投資公司之名稱	上市地點	股份代號	實際權益 於二零一三年九月三十日	於本報告日期
ITC Properties 德祥地產	Hong Kong Stock Exchange 香港聯交所	199	33.0%	30.9%
PYI 保華	Hong Kong Stock Exchange 香港聯交所	498	26.8%	26.8%
Rosedale 珀麗	Hong Kong Stock Exchange 香港聯交所	1189	29.7%	29.7%
Burcon	Toronto Stock Exchange 多倫多證券交易所 NASDAQ Global Market 納斯達克全球市場 Frankfurt Stock Exchange 法蘭克福證券交易所	BU BUR WKN 157793	20.8%	20.8%
Louis XIII 路易十三	Hong Kong Stock Exchange 香港聯交所	577	6.6% (Note) (附註)	5.5% (Note) (附註)

Note: The Group's effective interest in Louis XIII Holdings Limited ("Louis XIII") is held through ITC Properties and PYI.

附註：本集團於路易十三集團有限公司（「路易十三」）之實際權益乃透過德祥地產及保華持有。

LIQUIDITY AND FINANCIAL RESOURCES

As at 30th September, 2013, the Group's total assets and equity attributable to shareholders were HK\$2,934 million and HK\$2,817 million respectively, representing a respective decrease of 3% and 1% as compared with the last audited date, which was mainly due to the recognition of net loss from the net change in interest in an associate during the period.

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and seizing investment opportunities, as and when they become available.

流動資金及財務資源

本集團於二零一三年九月三十日之總資產及股東應佔權益分別為2,934,000,000港元及2,817,000,000港元，較上次審核日期相比分別減少3%及1%，其主要由於本集團於期內確認一間聯營公司權益之淨變動產生之虧損淨額所致。

本集團繼續採取審慎理財政策管理其流動資金需要。目的為保持有充裕資金應付營運資金所需，以及於機會來臨時把握投資良機。

During the interim period, the Group invested an aggregate of HK\$97 million in acquiring the ITCP Notes in the principal amount of HK\$43.85 million and 12.7 million shares of ITC Properties. As a result, the Group's current assets were reduced to HK\$64 million as at 30th September, 2013, decreased by 49% as compared with the last audited date. During the interim period, the holders of the convertible notes of the Company (the "Convertible Notes") continued to demonstrate their confidence in the Group by converting all of the outstanding Convertible Notes in the principal amount of HK\$99 million into approximately 330 million shares of the Company at the conversion price of HK\$0.30 per share, therefore the Group's current liabilities were reduced to HK\$116 million, decreased by 27% as compared with the last audited date. Accordingly, the Group's current ratio was 0.6 as at the interim period end date (31st March, 2013: 0.8).

GEARING

As at 30th September, 2013, the Group had bank deposits, bank balances and cash of HK\$49 million, bank borrowings of HK\$52 million and margin account payable of HK\$20 million. All bank borrowings and margin account payable were either repayable within one year or on demand and were at floating interest rates.

As a result of the conversion of the Convertible Notes, the Group's gearing ratio improved to 0.8% as at 30th September, 2013 (31st March, 2013: 3.8%). The gearing ratio was calculated on the basis of net borrowings of HK\$23 million over the equity attributable to shareholders of HK\$2,817 million. Net borrowings is arrived at by deducting bank deposits, bank balances and cash from the aggregate of borrowings and margin account payable.

EXCHANGE RATE EXPOSURE

Most of the assets and liabilities of the Group are denominated in Hong Kong dollars, hence the Group's exposure to fluctuations in foreign exchange rates is minimal and no foreign exchange hedging instruments are used.

PLEDGE OF ASSETS

As at 30th September, 2013, certain assets of the Group with carrying value of HK\$582 million were pledged to financial institutions for credit facilities granted to the Group.

CONTINGENT LIABILITIES

As at 30th September, 2013, the Group had no contingent liabilities, except that upon the disposal of subsidiaries in 2011, the Group had given an indemnity relating to unrecorded taxation liabilities, if any, and the affairs and business of the subsidiaries up to the date of disposal to the purchaser.

於本中期期間，本集團合共投資97,000,000港元購買本金金額43,850,000港元之德祥地產票據及12,700,000股德祥地產股份。因此，本集團於二零一三年九月三十日之流動資產下降至64,000,000港元，較上一個審核日期減少49%。於本中期期間本公司可換股票據（「可換股票據」）之持有人按每股0.30港元之換股價轉換本金金額99,000,000港元尚未轉換之可換股票據為約330,000,000股本公司之股份，繼續證明彼等對本集團充滿信心，本集團之流動負債因而下降至116,000,000港元，較上一個審核日期減少27%。據此，本集團於中期結算日之流動比率為0.6（二零一三年三月三十一日：0.8）。

資產負債比率

於二零一三年九月三十日，本集團銀行存款、銀行結存及現金為49,000,000港元，銀行借款為52,000,000港元，以及應付保證金賬戶款項為20,000,000港元。所有銀行借款及應付保證金賬戶款項須於一年內償還或按通知償還，並按浮動息率計息。

由於可換股票據已轉換，本集團於二零一三年九月三十日之資產負債比率改善至0.8%（二零一三年三月三十一日：3.8%），計算基礎按借款淨額23,000,000港元除以股東應佔權益2,817,000,000港元。借款淨額乃借款及應付保證金賬戶款項之總和，並扣除銀行存款、銀行結存及現金後而計算。

匯率風險

本集團大部分資產及負債均以港元為單位，故此本集團之外匯波動風險極低，亦無使用外匯對沖工具。

資產抵押

於二零一三年九月三十日，本集團將賬面值為582,000,000港元之若干資產抵押予金融機構以授予本集團信貸融資額。

或然負債

於二零一三年九月三十日，本集團概無或然負債，惟於二零一一年出售附屬公司時，本集團就有關附屬公司尚未入賬之稅項負債（如有）及其截至出售日止之事務及業務，向買方提供彌償保證。

EMPLOYEE AND REMUNERATION POLICY

As at 30th September, 2013, the Group had a total of 63 employees. It is the Group's remuneration policy that the employees' remuneration is based on the employees' skill, knowledge and involvement in the Company's affairs and is determined by reference to the Company's performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The ultimate objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high-calibre team which is essential to the success of the Company. The Group also offers benefits to employees including discretionary bonus, training, provident funds and medical coverage. The share option scheme of the Company is established for the eligible participants (including employees) but no share options were granted during the period and there is no outstanding share option as at 30th September, 2013 and as at the date of this report.

EVENT AFTER THE INTERIM PERIOD

Rosedale

In November 2013, Rosedale announced that its wholly-owned subsidiary has entered into an agreement to dispose of its 60% equity interest, including the corresponding shareholder's loan, in the hotel property known as Rosedale Hotel Kowloon. Upon completion, Rosedale is expected to recognise a gain of approximately HK\$456 million, subject to adjustments. Based on the aforementioned gain to Rosedale and the Group's 29.7% interest in Rosedale as at the date of this report, the Group will share a profit of approximately HK\$130 million. The completion of the aforesaid disposal is subject to fulfillment or waiver of certain conditions on or before 5th March, 2014.

SECURITIES IN ISSUE

As a result of the issue of shares upon conversion of Convertible Notes and under scrip dividend scheme for final dividend for the year ended 31st March, 2013, the number of issued shares of the Company of HK\$0.01 each is 1,270,229,989 as at the date of this report.

OUTLOOK

In view of the precarious state of the global economy, mainly driven by slow economic recovery and the uncertain timing of tapering US quantitative measures, the outlook is expected to remain uncertain. The Group's strategic framework will continue to keep the Group well-poised for opportunities as well as meeting the challenges ahead. The diversified business activities of the Group's strategic investments would help to reduce the Group's reliance on a particular sector.

Looking forward, the Board remains cautiously optimistic about the long-term prospects of the Group, and the Group will pursue investment opportunities in a prudent but proactive approach in order to bring long-term value to its shareholders.

僱員及酬金政策

於二零一三年九月三十日，本集團聘用共63名僱員。根據本集團酬金政策，僱員薪酬乃因應僱員之技能、知識及對本公司事務之參與程度，並參考本公司之表現與業界之薪金水平及當時市況而釐定。酬金政策最終旨在確保本集團有力吸引、挽留及鼓勵高質素之團隊精英，彼等對本公司之成功尤為重要。本集團亦提供福利予僱員，包括酌情花紅、培訓、公積金及醫療保障計劃。本公司之購股權計劃乃為合資格參與者（包括僱員）設立，惟於期內並無授出購股權，且於二零一三年九月三十日及於本報告日期概無尚未行使之購股權。

中期期間後事項

珀麗

於二零一三年十一月，珀麗公佈其全資附屬公司訂立一項協議出售旗下名為九龍珀麗酒店60%之股權權益，包括相關股東貸款。珀麗預期將於完成時確認約456,000,000港元之收益（可予以調整）。根據珀麗於上述之收益及本集團於本報告日期持有珀麗之29.7%權益計算，本集團將攤佔約130,000,000港元之收益。上述出售事宜，須待若干條件於二零一四年三月五日或之前達成或獲豁免後才可完成。

已發行之證券

由於轉換可換股票據以及就根據截至二零一三年三月三十一日止年度之末期股息以股代息計劃而發行之股份，於本報告日期，本公司每股面值0.01港元之已發行股份之數目為1,270,229,989股。

展望

考慮到環球經濟狀況不穩定，主要由於經濟復甦緩慢及美國量化寬鬆措施未有確實退市時間表，預計前景依然不明朗。本集團之策略框架將繼續使本集團可隨時把握機遇及面對當前的挑戰，而本集團之策略性投資項目業務多元化則有助減少對個別行業之依賴。

展望未來，董事會對本集團之長遠前景維持審慎樂觀，本集團將貫徹其審慎而積極之投資策略，爭取投資機會，為股東帶來長期價值。

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

As at 30th September, 2013, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Listing Rules") were as follows:

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

Name of director	Capacity	Long position/ Short position	Number of shares of the Company held	Approximate percentage of the issued share capital of the Company
董事姓名	身份	好倉／淡倉	所持本公司 股份數目	佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	262,446,848 (Note) (附註)	20.87%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,681,534 (Note) (附註)	16.12%

Note:

Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Dr. Chan Kwok Keung, Charles was deemed to be interested in 202,681,534 shares of the Company (of which 3,409 shares were the scrip shares as mentioned below) held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 262,446,848 shares of the Company (of which 4,707,856 shares were the scrip shares as mentioned below).

In September 2013, Dr. Chan Kwok Keung, Charles and Galaxyway Investments Limited have elected to receive 4,707,856 scrip shares and 3,409 scrip shares of the Company respectively in lieu of cash dividend pursuant to the scrip dividend scheme of the Company in relation to the final dividend of the Company for the year ended 31st March, 2013. Such scrip shares were issued by the Company on 4th October, 2013.

During the six months ended 30th September, 2013, Dr. Chan Kwok Keung, Charles converted the convertible notes of the Company in an aggregate principal amount of HK\$36,000,000 at the current conversion price of HK\$0.3 per share into 119,999,997 shares of the Company.

董事於股份、相關股份及債權證之權益及淡倉

於二零一三年九月三十日，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及債權證中持有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之權益及淡倉，或根據香港聯合交易所有限公司（「香港聯交所」）證券上市規則（「上市規則」）附錄十之上市發行人董事進行證券交易的標準守則（「標準守則」）而須另行知會本公司及香港聯交所之權益及淡倉如下：

(a) 於本公司之股份、相關股份及債權證之權益及淡倉

附註：

Galaxyway Investments Limited為Chinaview International Limited之全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。陳國強博士被視作擁有Galaxyway Investments Limited所持有之202,681,534股本公司股份之權益（其中3,409股為下文所述之代息股份）。陳國強博士持有262,446,848股本公司股份（其中4,707,856股為下文所述之代息股份）。

於二零一三年九月，根據本公司截至二零一三年三月三十一日止年度之本公司末期股息有關之以股代息計劃，陳國強博士及Galaxyway Investments Limited分別選擇本公司4,707,856股代息股份及3,409股代息股份代替以現金收取股息。本公司於二零一三年十月四日已發行該等代息股份。

於截至二零一三年九月三十日止六個月內，陳國強博士按現時換股價每股0.3港元轉換總本金金額36,000,000港元之本公司可換股票據兌換為119,999,997股本公司股份。

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

(b) 於德祥地產之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of ITC Properties held	Number of underlying shares of ITC Properties held	Approximate percentage of the issued share capital of ITC Properties
董事姓名	身份	好倉／淡倉	所持德祥地產 股份數目	所持德祥地產 之相關 股份數目	佔德祥地產 已發行股本 概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	211,052,123 (Note 1) (附註1)	-	32.84%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	6,066,400	-	0.94%
Chan Kwok Keung, Charles 陳國強	Interest of spouse (Note 1) 配偶權益 (附註1)	Long position 好倉	141,294,005 (Note 1) (附註1)	-	21.98%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	9,933,111 (Note 2) (附註2)	-	1.55%
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	2,800,000 (Notes 2 and 3) (附註2及3)	-	0.43%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	750,000 (Note 2) (附註2)	-	0.12%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	750,000 (Note 2) (附註2)	0.12%

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

Notes:

1. An indirect wholly-owned subsidiary of the Company held 211,052,123 shares of ITC Properties. By virtue of his direct and deemed interests in approximately 36.61% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of ITC Properties held by the indirect wholly-owned subsidiary of the Company.

Fortune Crystal Holdings Limited, a company indirectly wholly-owned by Ms. Ng Yuen Lan, Macy (the spouse of Dr. Chan Kwok Keung, Charles), held 141,294,005 shares of ITC Properties. Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of ITC Properties held by Fortune Crystal Holdings Limited.

2. Details of outstanding share options (unlisted equity derivatives) granted to the directors of the Company by ITC Properties as at 30th September, 2013 were as follows:

Name of optionholder	Date of grant	Option period**	Number of share options 購股權數目			Exercise price per share of ITC Properties as at 30th September, 2013 (subject to adjustments) 每股德祥地產股份 於二零一三年九月三十日 之行使價(可予以調整) HK\$ 港元
			Outstanding as at 1.4.2013 於二零一三年 四月一日 尚未行使	Exercised during the period	Outstanding as at 30.9.2013 於二零一三年 九月三十日 尚未行使	
Chau Mei Wah, Rosanna 周美華	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	1,500,000	(1,500,000)	-	2.22
Chan Fut Yan 陳佛恩	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2,900,000	(2,900,000)	-	2.22
Chan Yiu Lun, Alan 陳耀麟	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	1,500,000	(750,000)	750,000	2.22

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

3. As at 30th September, 2013, the register of the Company kept under Section 352 of the SFO showed that Mr. Chan Fut Yan held 2,800,000 shares of the ITC Properties. On 3rd October, 2013, a disclosure form was received by the Company which showed that the number of shares of ITC Properties held by Mr. Chan Fut Yan decreased from 2,800,000 shares to 2,600,000 shares of ITC Properties on 30th September, 2013.

(b) 於德祥地產之股份、相關股份及債權證之權益及淡倉(續)

附註:

1. 本公司一間間接全資附屬公司持有德祥地產211,052,123股股份之權益。由於其直接及被視作擁有本公司已發行股本約36.61%之權益，陳國強博士被視作於本公司一間間接全資附屬公司所持有之該等德祥地產股份中擁有權益。

達穎控股有限公司乃由伍婉蘭女士間接全資擁有之公司，彼為陳國強博士之配偶，持有德祥地產141,294,005股股份。陳國強博士被視作於達穎控股有限公司所持有之該等德祥地產股份中擁有權益。

2. 於二零一三年九月三十日，德祥地產授予本公司董事之尚未行使之購股權(非上市股本衍生工具)詳情如下：

** 就於二零一零年三月二十九日授出之購股權而言及根據按德祥地產於二零一零年八月二十六日採納之購股權計劃之條款及細則，購股權可於購股權期間內任何時間行使，惟其中最多50%購股權可於第二年期間(二零一一年三月二十九日至二零一二年三月二十八日)內行使，其餘尚未行使購股權可於二零一二年三月二十九日至二零一四年三月二十八日期間內行使。

3. 於二零一三年九月三十日，本公司根據證券及期貨條例第352條而存置之登記冊記錄顯示，陳佛恩先生持有2,800,000股德祥地產股份。於二零一三年十月三日，本公司收到一份披露表格，其顯示於二零一三年九月三十日，陳佛恩先生持有之德祥地產股份數目由2,800,000股減少至2,600,000股。

(c) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF PYI**(c) 於保華之股份、相關股份及債權證之權益及淡倉**

Name of director	Capacity	Long position/ Short position	Number of shares of PYI held	Approximate percentage of the issued share capital of PYI
董事姓名	身份	好倉／淡倉	所持保華 股份數目	佔保華 已發行股本 概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	1,226,971,695	26.81%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	35,936,031	0.79%
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	6,000	0.00%

Note:

An indirect wholly-owned subsidiary of the Company held 1,226,971,695 shares of PYI. By virtue of his direct and deemed interests in approximately 36.61% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of PYI held by the indirect wholly-owned subsidiary of the Company.

附註：

本公司一間間接全資附屬公司持有1,226,971,695股保華股份。鑑於其直接及被視作擁有本公司已發行股本約36.61%之權益，陳國強博士被視作於由本公司一間間接全資附屬公司所持有之該等保華股份中擁有權益。

(d) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ROSEDALE**(d) 於珀麗之股份、相關股份及債權證之權益及淡倉**

Name of director	Capacity	Long position/ Short position	Number of shares of Rosedale held	Approximate percentage of the issued share capital of Rosedale
董事姓名	身份	好倉／淡倉	所持珀麗股份數目	佔珀麗已發行股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團 之權益 (附註)	Long position 好倉	195,706,000	29.76%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	1,132,450	0.17%

Note:

An indirect wholly-owned subsidiary of the Company held 195,706,000 shares of Rosedale. By virtue of his direct and deemed interests in approximately 36.61% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of Rosedale held by the indirect wholly-owned subsidiary of the Company.

附註：

本公司一間間接全資附屬公司持有195,706,000股珀麗股份。鑑於其直接及被視作擁有本公司已發行股本約36.61%權益，陳國強博士被視作於由本公司一間間接全資附屬公司所持有之該等珀麗股份中擁有權益。

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

(e) 於BURCON之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of Burcon held	Number of underlying shares (in respect of the share options (unlisted equity derivatives)) of Burcon held	Approximate percentage of the issued share capital of Burcon
董事姓名	身份	好倉／淡倉	所持Burcon 股份數目	所持Burcon 之相關股份 (有關購股權 (非上市 股本衍生 工具))數目	佔Burcon 已發行股本 概約百分比
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	405,389	-	1.28%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	72,500	0.23%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	105,000	0.33%

As at 30th September, 2013, ITC Properties, PYI, Rosedale and Burcon were associated corporations of the Company within the meaning of Part XV of the SFO.

Dr. Chan Kwok Keung, Charles was, by virtue of his direct and deemed interests in approximately 36.61% of the issued share capital of the Company, deemed to be interested in the shares and underlying shares (in respect of equity derivatives), if any, of the associated corporations (within the meaning of Part XV of the SFO) of the Company held by the Group under Part XV of the SFO.

Save as disclosed above, as at 30th September, 2013, none of the directors and chief executives of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

於二零一三年九月三十日，根據證券及期貨條例第十五部之定義，德祥地產、保華、珀麗及Burcon乃本公司之相聯法團。

鑑於其直接及被視作擁有本公司已發行股本約36.61%之權益，根據證券及期貨條例第十五部，陳國強博士被視作於本集團持有之本公司相聯法團(定義見證券及期貨條例第十五部)之股份及相關股份(有關股本衍生工具)(如有)中擁有權益。

除上文所披露者外，於二零一三年九月三十日，本公司董事及主要行政人員概無於本公司或任何相聯法團(定義見證券及期貨條例第十五部)之股份、相關股份或債權證中擁有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之任何權益及淡倉，或根據標準守則而須另行知會本公司及香港聯交所之權益及淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES OF THE COMPANY

As at 30th September, 2013, so far as is known to the directors and the chief executives of the Company, the interests or short positions of substantial shareholders in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

董事購買股份或債券之權利

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

主要股東於本公司股份之權益及淡倉

於二零一三年九月三十日，據本公司之董事及主要行政人員所知悉，根據證券及期貨條例第336條保存之本公司登記冊所記錄之主要股東於本公司之股份及相關股份之權益或淡倉如下：

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	262,446,848 (Note) (附註)	20.87%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,681,534 (Note) (附註)	16.12%
Chinaview International Limited	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,681,534 (Note) (附註)	16.12%
Galaxyway Investments Limited	Beneficial owner 實益擁有人	Long position 好倉	202,681,534 (Note) (附註)	16.12%
Ng Yuen Lan, Macy 伍婉蘭	Interest of spouse (Note) 配偶權益 (附註)	Long position 好倉	465,128,382 (Note) (附註)	36.98%

Note:

Galaxyway Investments Limited, which held 202,681,534 shares of the Company (of which 3,409 shares were scrip shares as mentioned below), was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Ms. Ng Yuen Lan, Macy is the spouse of Dr. Chan Kwok Keung, Charles. Chinaview International Limited, Dr. Chan Kwok Keung, Charles and Ms. Ng Yuen Lan, Macy were deemed to be interested in these shares of the Company held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 262,446,848 shares of the Company (of which 4,707,856 shares were scrip shares as mentioned below). Ms. Ng Yuen Lan, Macy was deemed to be interested in the shares of the Company held by Dr. Chan Kwok Keung, Charles.

In September 2013, Dr. Chan Kwok Keung, Charles and Galaxyway Investments Limited have elected to receive 4,707,856 scrip shares and 3,409 scrip shares of the Company respectively in lieu of cash dividend pursuant to the scrip dividend scheme of the Company in relation to the final dividend of the Company for the year ended 31st March, 2013. Such scrip shares were issued by the Company on 4th October, 2013.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30th September, 2013.

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

During the six months ended 30th September, 2013, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

CORPORATE GOVERNANCE CODE

The Company has, throughout the six months ended 30th September, 2013, complied with the code provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

CHANGES IN INFORMATION ON DIRECTORS

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

Mr. Shek Lai Him, Abraham was awarded the Gold Bauhinia Star (G.B.S.) by the Government of the HKSAR on 1st July, 2013.

Mr. Lee Kit Wah resigned as an independent non-executive director of SinoCom Software Group Limited (0299.HK) on 10th September, 2013.

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

附註：

Galaxyway Investments Limited為Chinaview International Limited之一間全資附屬公司持有202,681,534股本公司股份(其中3,409股為下文所述之代息股份)，而Chinaview International Limited則由陳國強博士全資擁有。伍婉蘭女士為陳國強博士之配偶。Chinaview International Limited、陳國強博士及伍婉蘭女士均被視作於Galaxyway Investments Limited所持有之該等本公司股份中擁有權益。陳國強博士持有262,446,848股本公司股份(其中4,707,856股為下文所述之代息股份)。伍婉蘭女士被視作於由陳國強博士所持有之本公司股份中擁有權益。

於二零一三年九月，根據本公司截至二零一三年三月三十一日止年度之本公司末期股息有關之以股代息計劃，陳國強博士及Galaxyway Investments Limited分別選擇本公司4,707,856股代息股份及3,409股代息股份代替以現金收取股息。本公司於二零一三年十月四日已發行該等代息股份。

除上文所披露者外，於二零一三年九月三十日，根據證券及期貨條例第336條本公司須保存之登記冊所記錄，概無其他人士擁有本公司之股份或相關股份之權益或淡倉。

購買、出售或贖回本公司上市證券

於截至二零一三年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

企業管治守則

本公司已於截至二零一三年九月三十日止六個月內一直遵守上市規則附錄十四所載之企業管治守則之守則條文。

董事資料之更改

自本公司最近刊發之年度報告以來本公司董事資料作出之更改載列如下。

石禮謙先生於二零一三年七月一日榮獲香港特別行政區政府頒授金紫荊星章。

李傑華先生於二零一三年九月十日辭任中訊軟件集團股份有限公司(0299.HK)之獨立非執行董事職務。

經更新之本公司董事資料可於本公司網站查閱。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code for the six months ended 30th September, 2013.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, financial reporting process and internal control matters including a review of the unaudited interim financial report for the six months ended 30th September, 2013.

The interim financial report of the Company for the six months ended 30th September, 2013 has been reviewed by the auditor, Deloitte Touche Tohmatsu, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

On Behalf of the Board

Dr. Chan Kwok Keung, Charles
Chairman

Hong Kong, 29th November, 2013

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的標準守則，作為本公司董事進行證券交易之標準守則。本公司向全體董事作出具體查詢後，彼等確認於截至二零一三年九月三十日止六個月內一直符合標準守則所載之標準。

審核委員會

審核委員會與管理層已審閱本集團採納之會計原則及慣例，並就審計、財務申報過程及內部監控事項，包括審閱截至二零一三年九月三十日止六個月之未經審核中期財務報告作商討。

本公司截至二零一三年九月三十日止六個月之中期財務報告已經由核數師德勤•關黃陳方會計師行根據香港會計師公會頒佈之《香港審閱工作準則》第2410號「由實體之獨立核數師執行之中期財務資料的審閱」進行審閱。

代表董事會

主席
陳國強博士

香港，二零一三年十一月二十九日

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告書

Deloitte.

德勤

To the Board of Directors of ITC Corporation Limited
(Incorporated in Bermuda with limited liability)

致德祥企業集團有限公司董事會
(於百慕達註冊成立之有限公司)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries set out on pages 21 to 35, which comprise the condensed consolidated statement of financial position as of 30th September, 2013 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

本行已審閱第21至35頁所載德祥企業集團有限公司(「本公司」)及其附屬公司之簡明綜合財務報表，當中包括於二零一三年九月三十日之簡明綜合財務狀況表，以及截至該日止六個月期間之相關簡明綜合損益及其他全面收入表、簡明綜合權益變動表及簡明綜合現金流量表以及某些解釋附註。香港聯合交易所有限公司證券主板上市規則規定，中期財務資料之編製須符合當中訂明之相關條文，以及由香港會計師公會頒佈之香港會計準則第34號《中期財務報告》(「香港會計準則第34號」)。本公司董事須負責根據香港會計準則第34號編製及呈報這些簡明綜合財務報表。本行之責任是根據審閱之結果，對這些簡明綜合財務報表作出結論，並按照雙方所協定之委聘書條款僅向整體董事會報告，除此之外本報告別無其他目的。本行不會就本報告之內容向任何其他人士負上或承擔任何責任。

SCOPE OF REVIEW

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

審閱範圍

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

CONCLUSION

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

結論

根據本行的審閱工作，本行並沒有注意到任何事項，使本行相信簡明綜合財務報表在所有重大方面沒有按照香港會計準則第34號的規定編製。

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
29th November, 2013

德勤·關黃陳方會計師行
執業會計師
香港
二零一三年十一月二十九日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其他全面收入表

For the six months ended 30th September, 2013 截至二零一三年九月三十日止六個月

		(Unaudited)	
		Six months ended	
		30.9.2013	30.9.2012
		HK\$'000	HK\$'000
		(未經審核)	
		截至九月三十日止六個月	
		二零一三年	二零一二年
		千港元	千港元
	Notes		
	附註		
Revenue	3	<u>4,194</u>	<u>8,860</u>
Management and other related service income	管理及其他有關服務收入	2,224	1,852
Gain on conversion options embedded in convertible notes	可換股票據附帶之換股權之收益	-	447
Interest income	利息收入	1,271	6,315
Property rental income	物業租金收入	542	536
Other income	其他收入	282	723
Administrative expenses	行政開支	(19,431)	(22,540)
Finance costs	財務成本	(5,103)	(7,133)
Net loss on net decrease in interest in an associate	聯營公司權益淨減少之虧損淨額	(116,186)	(3,100)
Share of results of associates	攤佔聯營公司業績		
- share of results	- 攤佔業績	12,246	152,638
- gain on acquisitions of additional interests in associates	- 收購聯營公司額外權益之收益	26,427	32,403
(Loss) profit for the period	期間(虧損)溢利	<u>(97,728)</u>	<u>162,141</u>
Other comprehensive income (expenses):	其他全面收入(開支):		
Items that may be subsequently reclassified to profit or loss:	其後將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	(424)	477
Share of other comprehensive income (expenses) of associates	攤佔聯營公司其他全面收入(開支)	5,524	(6,873)
Reclassification adjustment on reserves released on net decrease in interest in an associate	聯營公司權益淨減少時轉出儲備之重新分類調整	(2,191)	(54)
Other comprehensive income (expenses) for the period	期間其他全面收入(開支)	<u>2,909</u>	<u>(6,450)</u>
Total comprehensive (expenses) income for the period	期間全面(開支)收入總額	<u>(94,819)</u>	<u>155,691</u>
		<i>HK cents</i>	<i>HK cents</i>
		<i>港仙</i>	<i>港仙</i>
(Loss) earnings per share	每股(虧損)盈利		
Basic	基本	<u>(9.40)</u>	<u>20.79</u>
Diluted	攤薄	<u>(9.40)</u>	<u>10.04</u>

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

At 30th September, 2013 於二零一三年九月三十日

	Notes	(Unaudited) 30.9.2013 HK\$'000 (未經審核) 二零一三年 九月三十日 千港元	(Audited) 31.3.2013 HK\$'000 (經審核) 二零一三年 三月三十一日 千港元
	附註		
Non-current assets			
Property, plant and equipment	9	6,721	7,637
Investment property	9	21,615	21,966
Intangible assets		1,733	1,825
Interests in associates	10	2,839,878	2,785,380
Debt portion of convertible notes	11	-	52,741
Conversion options embedded in convertible notes	11	-	18,634
		2,869,947	2,888,183
Current assets			
Inventories		-	29
Debtors, deposits and prepayments	12	2,633	3,641
Amounts due from associates		2,278	4,244
Loans receivable		10,000	28,000
Note receivable from an associate		-	50,000
Short-term bank deposits, bank balances and cash		49,117	39,635
		64,028	125,549
Current liabilities			
Margin account payable		20,018	-
Creditors and accrued expenses	13	5,706	9,898
Dividend payable		37,528	-
Bank overdrafts		52,410	52,555
Convertible notes payable	14	-	95,852
		115,662	158,305
Net current liabilities		(51,634)	(32,756)
Total assets less current liabilities		2,818,313	2,855,427
Non-current liabilities			
Deferred tax liabilities		1,035	1,035
Net assets		2,817,278	2,854,392
Capital and reserves			
Share capital	15	12,576	9,276
Share premium and reserves		2,804,702	2,845,116
Total equity		2,817,278	2,854,392

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

For the six months ended 30th September, 2013 截至二零一三年九月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Contributed surplus	Reserve on acquisition	Capital redemption reserve	Other reserve	Property revaluation reserve	Investment revaluation reserve	Translation reserve	Convertible notes reserve	Accumulated profits	Total
		股本	股份溢價	實繳盈餘	收購儲備	股本贖回儲備	其他儲備	物業重估儲備	投資重估儲備	匯兌儲備	可換股票據儲備	累計溢利	合計
		HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st April, 2013	於二零一三年四月一日	9,276	623,949	196,676	(25,087)	908	9,615	2,437	16,992	166,592	11,946	1,841,088	2,854,392
Loss for the period	期間虧損	-	-	-	-	-	-	-	-	-	-	(97,728)	(97,728)
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	(424)	-	-	(424)
Share of other comprehensive income (expenses) of associates	攤佔聯營公司其他全面(開支)收入	-	-	-	-	-	-	-	(12,931)	18,455	-	-	5,524
Reserves released on net decrease in interest in an associate	於一間聯營公司權益淨減少時轉出之儲備	-	-	-	73	-	-	-	(1,928)	(336)	-	-	(2,191)
Total comprehensive income (expenses) for the period	期間全面收入(開支)總額	-	-	-	73	-	-	-	(14,859)	17,695	-	(97,728)	(94,819)
Issue of shares	發行股份	-	-	-	-	-	-	-	-	-	-	-	-
- conversion of convertible notes	- 兌換可換股票據	3,300	106,262	-	-	-	-	-	-	-	(11,946)	-	97,616
Decrease in associates' equity attributable to the Group's interests arising on equity transactions of the associates	因於聯營公司之股本交易導致本集團於聯營公司股權應佔權益減少	-	-	-	-	-	(2,187)	-	-	-	-	(196)	(2,383)
Final dividend for the year ended 31st March, 2013	已派付截至二零一三年三月三十一日止年度之末期股息	-	-	-	-	-	-	-	-	-	-	(37,528)	(37,528)
At 30th September, 2013	於二零一三年九月三十日	12,576	730,211	196,676	(25,014)	908	7,428	2,437	2,133	184,287	-	1,705,636	2,817,278
At 1st April, 2012	於二零一二年四月一日	7,770	577,765	196,676	(24,890)	908	11,559	2,346	(779)	167,246	17,255	1,657,404	2,613,260
Profit for the period	期間溢利	-	-	-	-	-	-	-	-	-	-	162,141	162,141
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	477	-	-	477
Share of other comprehensive income (expenses) of associates	攤佔聯營公司其他全面收入(開支)	-	-	-	-	-	-	-	1,263	(8,136)	-	-	(6,873)
Reserves released on net decrease in interest in an associate	於一間聯營公司權益淨減少時轉出之儲備	-	-	-	-	-	-	-	9	(63)	-	-	(54)
Total comprehensive income (expenses) for the period	期間全面收入(開支)總額	-	-	-	-	-	-	-	1,272	(7,722)	-	162,141	155,691
Issue of shares	發行股份	-	-	-	-	-	-	-	-	-	-	-	-
- conversion of convertible notes	- 兌換可換股票據	67	2,039	-	-	-	-	-	-	-	(241)	-	1,865
- scrip dividend	- 以股代息	39	1,717	-	-	-	-	-	-	-	-	-	1,756
Transaction costs on issue of shares	發行股份之交易成本	-	(46)	-	-	-	-	-	-	-	-	-	(46)
Decrease in associates' equity attributable to the Group's interests arising on equity transactions of the associates	因於聯營公司之股本交易導致本集團於聯營公司股權應佔權益減少	-	-	-	(317)	-	(2,273)	-	-	-	-	(402)	(2,992)
Final dividend for the year ended 31st March, 2012	已派付截至二零一二年三月三十一日止年度之末期股息	-	(1,756)	-	-	-	-	-	-	-	-	(21,755)	(23,511)
At 30th September, 2012	於二零一二年九月三十日	7,876	579,719	196,676	(25,207)	908	9,286	2,346	493	159,524	17,014	1,797,388	2,746,023

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

For the six months ended 30th September, 2013 截至二零一三年九月三十日止六個月

		(Unaudited)	
		Six months ended	
		30.9.2013	30.9.2012
		HK\$'000	HK\$'000
		(未經審核)	
		截至九月三十日止六個月	
		二零一三年	二零一二年
		千港元	千港元
Net cash from (used in) operating activities	經營業務所得(動用)之現金淨額	42,498	(20,678)
Net cash (used in) from investing activities	投資業務(動用)所得之現金淨額		
Repayment of note receivable from an associate	一間聯營公司償還 應收票據	50,000	50,000
Acquisition of convertible notes	收購可換股票據	(55,152)	(11,085)
Acquisitions of additional interests in associates	增購聯營公司 額外權益	(41,862)	(2,300)
Others	其他	(483)	(945)
		(47,497)	35,670
Net cash from (used in) financing activities	融資業務所得(動用)之現金淨額		
Margin account payable raised	籌得之應付保證金賬戶	20,000	-
Interest paid	已付利息	(5,355)	(3,687)
Dividends paid	已付股息	-	(21,755)
Transaction costs on issue of shares	發行股份之交易成本	-	(46)
		14,645	(25,488)
Net increase (decrease) in cash and cash equivalents	現金與現金等值項目增加(減少) 淨額	9,646	(10,496)
Cash and cash equivalents at beginning of the period	期初現金與現金 等值項目	(12,920)	11,684
Effect of foreign exchange rate changes	外幣匯率變動之影響	(19)	117
Cash and cash equivalents at end of the period	期末現金與現金 等值項目	(3,293)	1,305
Analysis of the balances of cash and cash equivalents	現金與現金等值項目 結存分析		
Short-term bank deposits, bank balances and cash	短期銀行存款、 銀行結存及現金	49,117	34,148
Bank overdrafts	銀行透支	(52,410)	(32,843)
		(3,293)	1,305

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30th September, 2013 截至二零一三年九月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

In preparing the condensed consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity and going concern of the Group in light of the Group's current liabilities exceed its current assets by approximately HK\$51.6 million as at 30th September, 2013. The directors of the Company are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future, after taking into consideration that there are available borrowing facilities, the future plan of the Group and that there are assets available to pledge for obtaining further banking facilities.

2. PRINCIPAL ACCOUNTING POLICIES

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

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30th September, 2013 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31st March, 2013.

In the current interim period, the Group has applied, for the first time, the following new or revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant for the preparation of the Group's condensed consolidated financial statements:

HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 13	Fair Value Measurement
HKAS 19 (as revised in 2011)	Employee Benefits
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
Amendments to HKFRSs	Annual Improvements to HKFRSs 2009 - 2011 Cycle
HK (IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

1. 編製基準

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

於編製簡明綜合財務報表時，鑒於本集團於二零一三年九月三十日之流動負債超出流動資產約51,600,000港元，本公司董事已審慎考慮本集團未來之流動資金及持續經營能力。於計及可取用的借貸、本集團之未來計劃，以及持有資產可供抵押以取得更多銀行信貸後，本公司董事信納本集團將有足夠財務資源應付於可見將來到期的財務責任。

2. 主要會計政策

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

除下文所述者外，截至二零一三年九月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與於編製本集團截至二零一三年三月三十一日止年度之年度財務報表所沿用者相同。

於本中期期間，本集團首次採納以下由香港會計師公會頒佈並與本集團編製簡明綜合財務報表相關之新訂或經修訂香港財務報告準則(「香港財務報告準則」)：

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11號	合營安排
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10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂	綜合財務報表、合營安排及披露於其他實體之權益：過渡性指引
香港財務報告準則第13號	公平價值計量
香港會計準則第19號(二零一一年經修訂)	僱員福利
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
香港財務報告準則第7號之修訂	披露—抵銷金融資產及金融負債
香港會計準則第1號之修訂	其他全面收入項目之呈列
香港財務報告準則之修訂	香港財務報告準則二零零九年及二零一一年週期之年度改進
香港(國際財務報告詮釋委員會)—詮釋第20號	露天礦場生產階段之剝採成本

2. PRINCIPAL ACCOUNTING POLICIES (continued)***New and revised standards on consolidation, joint arrangements, associates and disclosures***

In the current interim period, the Group has applied for the first time HKFRS 10, HKFRS 11, HKFRS 12 and HKAS 28 (as revised in 2011) together with the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 regarding the transitional guidance. HKAS 27 (as revised in 2011) is not applicable to these condensed consolidated financial statements as it deals only with separate financial statements. The directors of the Company made an assessment as at the date of initial application of these new and revised standards (i.e. 1st April, 2013) and concluded that the application of these new and revised standards has had no impact to the Group.

Amendments to HKAS 34 Interim Financial Reporting (as part of the Annual Improvements to HKFRSs 2009 - 2011 Cycle)

The Group has applied the amendments to HKAS 34 "Interim Financial Reporting" as part of the Annual Improvements to HKFRSs 2009 - 2011 Cycle for the first time in the current interim period. The amendments to HKAS 34 clarify that the total assets and total liabilities for a particular reportable segment would be separately disclosed in the condensed consolidated financial statements only when the amounts are regularly provided to the chief operating decision makers and there has been a material change from the amounts disclosed in the last annual financial statements for that reportable segment. The segment assets of certain reportable segments with material change from the amounts disclosed in the 2013 annual financial statements was disclosed in note 3.

HKFRS 13 Fair Value Measurement

The Group has applied HKFRS 13 for the first time in the current interim period. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements, and replaces those requirements previously included in various HKFRSs. Consequential amendments have been made to HKAS 34 to require certain disclosures to be made in the condensed consolidated financial statements.

The scope of HKFRS 13 is broad, and applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, subject to a few exceptions. HKFRS 13 contains a new definition for "fair value" and defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

The directors of the Company considered that the application of HKFRS 13 has had no material effect on the amounts recognised in these condensed consolidated financial statements.

2. 主要會計政策(續)***綜合報告、合營安排、聯營公司及其披露之新訂及經修訂準則***

於本中期期間，本集團首次採納香港財務報告準則第10號、香港財務報告準則第11號、香港財務報告準則第12號及香港會計準則第28號(二零一一年經修訂)，連同香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂過渡性指引。香港會計準則第27號(二零一一年經修訂)由於僅適用於處理獨立財務報表，故並不適用於本簡明綜合財務報表。本公司董事於首次採納新訂及經修訂準則當日(即二零一三年四月一日)作出評估，結論為應用新訂及經修訂準則對本集團並無影響。

香港會計準則第34號「中期財務報告」之修訂(作為香港財務報告準則二零零九年至二零一一年週期之年度改進之部分)

本集團已於本中期期間首次採納香港會計準則第34號「中期財務報告」之修訂作為香港財務報告準則二零零九年至二零一一年週期之年度改進之部分。香港會計準則第34號之修訂澄清，僅在定期提供予主要營運決策人士就特定可呈報分部之總資產及總負債金額及與上年度財務報表所披露之金額出現重大變動之情況下，簡明綜合財務報告方需要分開披露該特定可呈報分部之總資產及總負債。與二零一三年年度財務報表中所披露金額有重大變動之若干可呈報分部之分部資產於附註3中披露。

香港財務報告準則第13號「公平價值計量」

本集團於本中期期間首次採納香港財務報告準則第13號。香港財務報告準則第13號制訂有關對公平價值計量的單一指引及有關披露，並取代過往載於多項香港財務報告準則的有關規定。香港會計準則第34號亦作出相應修訂，規定須於簡明綜合財務報表中作出若干披露。

香港財務報告準則第13號範圍廣闊，除若干例外情況下，其同時適用於其他香港財務報告準則規定或准許使用公平價值計量及有關公平價值計量披露的金融工具項目及非金融工具項目。香港財務報告準則第13號載有「公平價值」的新定義，將公平價值界定為在現時市況下於計量日期在一項於主要(或最有利的)市場中有序交易中出售資產應收取或轉讓負債應支付之價格。香港財務報告準則第13號項下之公平價值為平倉價，不論該價格為直接可觀察所得或使用另一項估值技術估計得出。此外，香港財務報告準則第13號亦載有廣泛的披露規定。

本公司董事認為，採納香港財務報告準則第13號對本簡明綜合財務報表中確認之金額並無重大影響。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income**

The amendments to HKAS 1 introduce new terminology for statement of comprehensive income and income statement. Under the amendments to HKAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis - the amendments do not change the existing option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes.

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

3. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable from outside customers for the period.

Segment information

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

Finance	-	loan financing services
Long-term investment	-	investment in investments such as convertible notes issued by the associates
Others	-	leasing of investment properties, leasing of motor vehicles and management services

Information regarding the above operating segments, which are also reportable segments of the Group, is reported below.

2. 主要會計政策(續)**香港會計準則第1號「其他全面收入項目之呈列」之修訂**

香港會計準則第1號之修訂就全面收入表及收入表引入新術語。根據香港會計準則第1號之修訂，全面收入表更名為損益及其他全面收入表，而收入表則更名為損益表。香港會計準則第1號之修訂保留可以選擇以單一報表或以兩個分開但連續的報表呈列損益及其他全面收入。然而，香港會計準則第1號之修訂規定須在其他全面分節內作出額外披露，以將其他全面收入項目分為兩類：(a)其後將不會重新分類至損益之項目；及(b)於符合特定條件時其後可能會重新分類至損益之項目。其他全面收入項目之所得稅須按相同基準分配—即有關修訂本並無改變現時可按除稅前或除稅後基準呈列其他全面收入項目之選擇。有關修訂已追溯採納，因此其他全面收入項目之呈列已作出修改以反映有關變動。

除上文所述者外，於本中期間採納其他新訂及經修訂香港財務報告準則對本簡明綜合財務報表所呈報之金額及／或所載之披露並無重大影響。

3. 收入及分部資料

收入指本期間來自外界客戶之已收及應收款項。

分部資料

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

融資	-	貸款融資服務
長期投資	-	投資於投資項目如聯營公司發行之可換股票據
其他	-	投資物業租賃、出租汽車及管理服務

有關上述經營分部之資料，其亦為本集團可呈報之分部，呈報如下。

3. REVENUE AND SEGMENT INFORMATION (continued)
Segment information (continued)

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

Six months ended 30th September, 2013

		Finance HK\$'000 融資 千港元	Long-term investment HK\$'000 長期投資 千港元	Others HK\$'000 其他 千港元	Segment total HK\$'000 分部總計 千港元	Eliminations HK\$'000 抵銷 千港元	Consolidated HK\$'000 綜合 千港元
SEGMENT REVENUE	分部收入						
External sales	對外銷售	558	701	2,935	4,194	-	4,194
Inter-segment sales	分部間銷售	912	-	-	912	(912)	-
Total	總計	<u>1,470</u>	<u>701</u>	<u>2,935</u>	<u>5,106</u>	<u>(912)</u>	<u>4,194</u>
RESULT	業績						
Segment result	分部業績	<u>1,419</u>	<u>596</u>	<u>433</u>	<u>2,448</u>	-	2,448
Central administration costs	中央行政成本						(17,560)
Finance costs	財務成本						(5,103)
Net loss on net decrease in interest in an associate	聯營公司權益淨減少之 虧損淨額						(116,186)
Share of results of associates	攤佔聯營公司業績						12,246
- share of results	- 攤佔業績						
- gain on acquisitions of additional interests in associates	- 收購聯營公司額外 權益之收益						
							<u>26,427</u>
Loss for the period	期間虧損						<u>(97,728)</u>

3. 收入及分部資料(續)
分部資料(續)

以下為本集團於回顧期間收入及業績按經營及可呈報分部劃分之分析：

截至二零一三年九月三十日止六個月

Six months ended 30th September, 2012 (restated)

截至二零一二年九月三十日止六個月(經重列)

		Finance HK\$'000 融資 千港元	Long-term investment HK\$'000 長期投資 千港元	Others HK\$'000 其他 千港元	Segment total HK\$'000 分部總計 千港元	Eliminations HK\$'000 抵銷 千港元	Consolidated HK\$'000 綜合 千港元
SEGMENT REVENUE	分部收入						
External sales	對外銷售	3,023	3,277	2,560	8,860	-	8,860
Inter-segment sales	分部間銷售	890	-	-	890	(890)	-
Total	總計	<u>3,913</u>	<u>3,277</u>	<u>2,560</u>	<u>9,750</u>	<u>(890)</u>	<u>8,860</u>
RESULT	業績						
Segment result	分部業績	<u>3,900</u>	<u>3,603</u>	<u>32</u>	<u>7,535</u>	-	7,535
Central administration costs	中央行政成本						(20,202)
Finance costs	財務成本						(7,133)
Net loss on net decrease in interest in an associate	聯營公司權益淨減少 之虧損淨額						(3,100)
Share of results of associates	攤佔聯營公司業績						152,638
- share of results	- 攤佔業績						
- gain on acquisitions of additional interests in associates	- 收購聯營公司額外 權益之收益						
							<u>32,403</u>
Profit for the period	期間溢利						<u>162,141</u>

3. REVENUE AND SEGMENT INFORMATION (continued)

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

Segment result represents the result of each segment without allocation of central administration costs, including directors' salaries, finance costs and items related to interests in associates.

The information reported under the finance and others segments for the six months ended 30th September, 2012 was restated to conform to the presentation of the 2013 annual financial statements.

The following is an analysis of the Group's segment assets by reportable segments with material changes from the amounts disclosed in the 2013 annual financial statements:

		(Unaudited) 30.9.2013 HK\$'000 (未經審核) 二零一三年 九月三十日 千港元	(Audited) 31.3.2013 HK\$'000 (經審核) 二零一三年 三月三十一日 千港元
Finance	融資	10,000	80,479
Long-term investment	長期投資	-	73,042

3. 收入及分部資料 (續)

分部間銷售乃按通行市價或按雙方決定及同意之條款收取。

分部業績指各分部之業績，惟不將中央行政成本（包括董事薪酬）、財務成本及與聯營公司權益有關之項目分配。

截至二零一二年九月三十日止六個月於融資及其他分部項下呈報之資料已經重列，以符合二零一三年年度財務報表之呈列方式。

以下為本集團按與二零一三年年度財務報表中所披露金額有重大變動之可呈報分部呈列之分部資產分析：

4. NET LOSS ON NET DECREASE IN INTEREST IN AN ASSOCIATE

The net loss comprises of the following:

		Six months ended	
		30.9.2013 HK\$'000 截至九月三十日止六個月 二零一三年 千港元	30.9.2012 HK\$'000 二零一二年 千港元
Loss on deemed disposals of partial interest in an associate	視作出售一間聯營公司部分權益之虧損	29,769	3,100
Net loss on acquisitions and deemed disposals of interest in an associate resulted on the conversion of convertible notes by the Group and outside parties concurrently	收購及視作出售一間聯營公司權益彼因本集團及集團以外人士同時轉換可換股票據導致之虧損淨額	86,417	-
		116,186	3,100

4. 聯營公司權益淨減少之虧損淨額

虧損淨額包括以下各項：

Notes:

(a) Loss on deemed disposals of partial interest in an associate

The loss for the six months ended 30th September, 2013 was mainly resulted from the deemed disposals of partial interest in an associate which was resulted from the dilution effect of exercise of share options and conversion of convertible notes issued by the associate by parties other than the Group and Ms. Ng (as defined in note 4(b)(i)); and the issuance of scrip dividends by that associate. For the six months ended 30th September, 2012, the net loss was mainly resulted from the deemed disposals of partial interest in an associate which arose from the dilution effect of conversion of convertible notes issued by the associate by parties other than the Group.

附註：

(a) 視作出售一間聯營公司部分權益之虧損

截至二零一三年九月三十日止六個月之虧損主要由視作出售聯營公司部分權益所產生，此乃因本集團與伍女士（定義見附註4(b)(i)）以外人士行使聯營公司購股權及轉換其發行之可換股票據以及該聯營公司發行以股代息股份而造成攤薄影響所致。截至二零一二年九月三十日止六個月，虧損淨額主要由視作出售一間聯營公司部分權益所產生，此乃因本集團以外人士轉換聯營公司發行之可換股票據而造成攤薄影響所致。

4. NET LOSS ON NET DECREASE IN INTEREST IN AN ASSOCIATE*(continued)*

(b) Net loss on acquisitions and deemed disposals of interest in an associate resulted on the conversion of convertible notes by the Group and outside parties concurrently:

(i) On 11th April, 2013, the Group and Ms. Ng Yuen Lan, Macy ("Ms. Ng"), spouse of Dr. Chan Kwok Keung, Charles, the Chairman and an Executive Director of the Company, converted ITCP Notes (as defined in note 11) with principal amounts of HK\$54.4 million and HK\$297 million, respectively, into approximately 25.9 million and 141.3 million shares of ITC Properties Group Limited ("ITC Properties", an associate of the Group) at the conversion price of HK\$2.102 per share (the "April Conversion"). The Group's interest in ITC Properties decreased by 6.39% from 37.37% to 30.98% as a result of the April Conversion by both the Group and Ms. Ng concurrently. A net loss of HK\$112,511,000 was recognised in the profit or loss, which was determined as the aggregate of the net reduction in the share of net assets of ITC Properties and its subsidiaries ("ITC Properties Group") at the date of the April Conversion and the carrying values of the debt portion of the ITCP Notes held by the Group and the related embedded conversion options at the date of the April Conversion.

(ii) On 22nd August, 2013, the Group further converted the entire ITCP Notes held with principal amount of HK\$43.85 million into approximately 20.9 million shares of ITC Properties. Certain holders of the ITCP Notes converted the ITCP Notes on the same date concurrently with the Group. As a result, the interest in ITC Properties held by the Group increased from 31.99% to 33.75%. A net gain of HK\$26,094,000 was recognised in the profit or loss, which was determined as the difference of the net increase in the share of fair values of the identifiable assets and liabilities attributable to the Group's interests in ITC Properties Group on 22nd August, 2013, and the carrying values of the debt portion of the ITCP Notes held by the Group and the related embedded conversion options at the date of the conversion.

5. TAXATION

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

6. (LOSS) PROFIT FOR THE PERIOD**4. 聯營公司權益淨減少之虧損淨額(續)**

(b) 收購及視作出售一間聯營公司權益彼因本集團及集團以外人士同時轉換可換股票據導致之虧損淨額：

(i) 於二零一三年四月十一日，本集團與伍婉蘭女士(「伍女士」，本公司主席及執行董事陳國強博士之配偶)按換股價每股2.102港元轉換本金金額分別為54,400,000港元及297,000,000港元德祥地產票據(定義見附註11)為分別約25,900,000股及141,300,000股德祥地產集團有限公司(「德祥地產」，本集團聯營公司)股份(「四月轉換事項」)。本集團於德祥地產之權益因本集團及伍女士同時進行四月轉換事項而由37.37%下跌6.39%至30.98%。損益賬中確認之虧損淨額112,511,000港元乃根據於四月轉換事項日期攤佔德祥地產及其附屬公司(「德祥地產集團」)資產淨值之減少淨額，本集團所持德祥地產票據負債部分之賬面值，以及於四月轉換事項日期可換股票據附帶之換股權總計。

(ii) 於二零一三年八月二十二日，本集團進一步轉換所持全部本金金額為43,850,000港元之德祥地產票據為約20,900,000股德祥地產股份。若干德祥地產票據持有人與本集團於同日轉換德祥地產票據。因此，本集團於德祥地產持有之權益由31.99%增至33.75%。損益賬中確認之收益淨額為26,094,000港元，乃根據於二零一三年八月二十二日本集團於德祥地產集團攤佔之可識別資產及負債公平價值之淨增加，與本集團所持德祥地產票據負債部分之賬面值，以及於轉換日期之可換股票據附帶之換股權之間的差異。

5. 稅項

由於本集團於兩個期間內並無應課稅溢利，故並無於期內作出香港利得稅撥備。

6. 期間(虧損)溢利

		Six months ended	
		30.9.2013	30.9.2012
		HK\$'000	HK\$'000
		截至九月三十日止六個月	
		二零一三年	二零一二年
		千港元	千港元
(Loss) profit for the period has been arrived at after charging:	期間(虧損)溢利已扣除：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,047	3,064
Share of taxation of associates (included in share of results of associates)	攤佔聯營公司稅項 (列入攤佔聯營公司業績)	43,003	56,783

7. DISTRIBUTION

During the current period, a final dividend of HK3.0 cents per share, with an option to elect scrip dividend of shares in respect of the year ended 31st March, 2013 (six months ended 30th September, 2012: HK3.0 cents per share in respect of the year ended 31st March, 2012) was declared and approved for distribution to shareholders of the Company. The aggregate amount of the final dividend declared and approved in the current interim period amounted to HK\$37,528,000 representing cash dividend of HK\$31,130,000 and scrip dividend of HK\$6,398,000 (six months ended 30th September, 2012: cash dividend of HK\$21,755,000 and scrip dividend of HK\$1,756,000).

Subsequent to the end of the interim period, the directors have determined that an interim dividend of HK1.0 cent per share, being HK\$12,702,000 in total with reference to the issued shares as at the date of this report (six months ended 30th September, 2012: interim dividend of HK1.0 cent per share, total being HK\$7,876,000) will be paid to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on 20th December, 2013.

8. (LOSS) EARNINGS PER SHARE

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

7. 分派

於本期間內，已就截至二零一三年三月三十一日止年度宣派及批准分派予本公司股東末期股息每股3.0港仙(截至二零一二年九月三十日止六個月：截至二零一二年三月三十一日止年度為每股3.0港仙)，連同以股代息選擇權方式派付。本中期期間已宣派及批准之末期股息總額為37,528,000港元，相當於現金股息31,130,000港元及以股代息股息6,398,000港元(截至二零一二年九月三十日止六個月：現金股息21,755,000港元及以股代息股息1,756,000港元)。

中期期間結束後，董事決定向於二零一三年十二月二十日營業時間結束時名列本公司股東名冊之本公司股東派付中期股息每股1.0港仙，就本報告日期之已發行股份而言合共12,702,000港元(截至二零一二年九月三十日止六個月：中期股息每股1.0港仙，合共7,876,000港元)。

8. 每股(虧損)盈利

本公司擁有人應佔之每股基本及攤薄(虧損)盈利乃按以下數據計算：

		Six months ended	
		30.9.2013	30.9.2012
		HK\$'000	HK\$'000
		截至九月三十日止六個月	
		二零一三年	二零一二年
		千港元	千港元
(Loss) earnings for the period attributable to the owners of the Company for the purpose of basic (loss) earnings per share	期間本公司擁有人應佔(虧損)盈利用以計算每股基本(虧損)盈利	(97,728)	162,141
Effect of dilutive potential shares:	潛在可攤薄股份之影響：		
Adjustment of finance costs on convertible notes payable	按可換股票據應付款項之財務成本調整	-	7,032
Adjustment to the share of result of an associate based on dilution of its earnings per share	按一間聯營公司攤薄後每股盈利之攤佔業績作出調整	-	(40,020)
Adjustment to the interest income on the convertible notes issued by an associate	按一間聯營公司發行之可換股票據之利息收入作出調整	-	(3,299)
(Loss) earnings for the purpose of diluted (loss) earnings per share	用以計算每股攤薄(虧損)盈利之(虧損)盈利	(97,728)	125,854
		Number of shares	Number of shares
		股份數目	股份數目
Weighted average number of shares for the purposes of basic (loss) earnings per share	用以計算每股基本(虧損)盈利之股份加權平均數	1,039,403,374	779,867,605
Effect of dilutive potential shares of convertible notes payable	潛在可攤薄股份按可換股票據應付款項之影響	-	473,934,426
Weighted average number of shares for the purpose of diluted (loss) earnings per share	用以計算每股攤薄(虧損)盈利之股份加權平均數	1,039,403,374	1,253,802,031

The potential shares attributable to the Company's outstanding convertible notes payable in the current period has anti-dilutive effect.

於本期間本公司尚未轉換可換股票據應付款項所涉及潛在股份存在反攤薄效應。

9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

During the period, the Group spent HK\$185,000 (six months ended 30th September, 2012: HK\$1,081,000) on property, plant and equipment.

At 30th September, 2013, the directors of the Company considered the carrying amount of the Group's leasehold land and buildings classified as property, plant and equipment and investment property carried at revalued amounts and fair value, respectively, do not differ significantly from that which would be determined using fair values at the end of the reporting period.

10. INTERESTS IN ASSOCIATES

		(Unaudited) 30.9.2013 HK\$'000 (未經審核) 二零一三年 九月三十日 千港元	(Audited) 31.3.2013 HK\$'000 (經審核) 二零一三年 三月三十一日 千港元
Share of consolidated net assets of associates:	攤佔聯營公司之綜合資產淨值：		
Listed in Hong Kong	於香港上市	2,833,408	2,778,910
Listed overseas	於海外上市	-	-
Goodwill	商譽	6,470	6,470
		<u>2,839,878</u>	<u>2,785,380</u>
Market value of listed securities:	上市證券之市值：		
Hong Kong	香港	938,370	813,146
Overseas	海外	151,920	153,881
		<u>1,090,290</u>	<u>967,027</u>

11. DEBT PORTION OF CONVERTIBLE NOTES AND CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTES

On 1st April, 2013, the Group held 3.25% convertible notes issued by ITC Properties (the "ITCP Notes") with a principal amount of HK\$54.4 million and an adjusted conversion price of HK\$2.102 per share. As disclosed in note 4(b)(i), these ITCP Notes were fully converted into equity shares in ITC Properties on 11th April, 2013. At 19th April, 2013, the Group acquired ITCP Notes in an aggregate principal amount of HK\$43.85 million at a consideration of HK\$55.15 million including the transaction costs. These newly acquired ITCP Notes were fully converted into shares of ITC Properties on 22nd August, 2013. The Group did not hold any ITCP Notes since then or at the end of the reporting period.

The Group classified the debt portion of the convertible notes as loans and receivables and the embedded conversion option was deemed as held for trading and recognised at fair value on initial recognition. The fair values of the conversion options embedded in convertible notes on initial recognition were determined by the directors of the Company with reference to the valuation performed by independent professional valuers not connected with the Group using Black-Scholes Option Pricing Model.

9. 物業、廠房及設備及投資物業之變動

於期內，本集團動用185,000港元(截至二零一二年九月三十日止六個月：1,081,000港元)於物業、廠房及設備。

於二零一三年九月三十日，本公司董事認為本集團分類為物業、廠房及設備及投資物業(其分別按重估值及公平價值呈列)之租賃土地及樓宇之賬面值，與於報告期末原應按公平價值釐定之數額並無重大差異。

10. 聯營公司權益**11. 可換股票據債項部分及可換股票據附帶之換股權**

於二零一三年四月一日，本集團持有本金金額為54,400,000港元由德祥地產發行之3.25厘可換股票據(「德祥地產票據」)，其調整換股價為每股2.102港元。誠如附註4(b)(i)所披露，該等德祥地產票據已於二零一三年四月十一日獲悉數轉換為德祥地產之權益股份。於二零一三年四月十九日，本集團以代價55,150,000港元(包括交易成本)收購總本金金額43,850,000港元的德祥地產票據。該等新收購的德祥地產票據已於二零一三年八月二十二日悉數轉換為德祥地產股份。自此或於報告期末，本集團並無持有任何德祥地產票據。

於首次確認時，本集團將可換股票據之債項部分分類為貸款及應收款項，而附帶換股權則視為持作買賣並按公平價值確認。該等可換股票據附帶之換股權於首次確認時之公平價值，乃由本公司董事參考與本集團概無關連之獨立專業估值師使用Black-Scholes期權定價模式所進行之估值後釐定。

12. DEBTORS, DEPOSITS AND PREPAYMENTS

Included in debtors, deposits and prepayments are trade debtors of HK\$1,647,000 (31.3.2013: HK\$2,101,000) and their aged analysis based on the invoice date at the end of the reporting period is as follows:

		(Unaudited) 30.9.2013 HK\$'000 (未經審核) 二零一三年 九月三十日 千港元	(Audited) 31.3.2013 HK\$'000 (經審核) 二零一三年 三月三十一日 千港元
Trade debtors	應收貿易賬款		
0 - 30 days	0 - 30日	1,635	2,099
31 - 60 days	31 - 60日	10	2
61 - 90 days	61 - 90日	2	-
		<u>1,647</u>	<u>2,101</u>

Trade debtors arising from leasing of investment property business are payable monthly in advance and the credit terms granted by the Group to other trade debtors normally ranged from 30 days to 90 days. For interest receivable, there are no credit terms granted by the Group.

12. 應收賬款、訂金及預付款項

應收賬款、訂金及預付款項中包括1,647,000港元(二零一三年三月三十一日: 2,101,000港元)之應收貿易賬款, 而於報告期末按發票日期之賬齡分析如下:

投資物業租賃業務產生之應收貿易賬款須每月墊付, 而本集團就其他應收貿易賬款授出之信貸期一般由30日至90日不等。本集團並無就應收利息授出信貸期。

13. CREDITORS AND ACCRUED EXPENSES

Included in creditors and accrued expenses are trade payables of HK\$565,000 (31.3.2013: HK\$2,613,000) and their aged analysis based on the invoice date at the end of the reporting period is as follows:

		(Unaudited) 30.9.2013 HK\$'000 (未經審核) 二零一三年 九月三十日 千港元	(Audited) 31.3.2013 HK\$'000 (經審核) 二零一三年 三月三十一日 千港元
Trade creditors	應付貿易賬款		
0 - 30 days	0 - 30日	554	2,601
31 - 60 days	31 - 60日	11	12
		<u>565</u>	<u>2,613</u>

13. 應付賬款及應計開支

應付賬款及應計開支中包括565,000港元(二零一三年三月三十一日: 2,613,000港元)之應付貿易賬款, 而彼等於報告期末按發票日期之賬齡分析如下:

14. CONVERTIBLE NOTES PAYABLE

As at 31st March, 2013, the aggregate outstanding principal amount of the 5% unsecured convertible notes issued by the Company (the "Convertible Notes") was HK\$99,000,000, with effective interest rate of 12.33% per annum which were fully converted into 329,999,992 shares of the Company at the conversion price of HK\$0.30 per share.

During the six months ended 30th September, 2012, the Convertible Notes with principal amount of HK\$2,000,000 were converted into 6,666,666 shares of the Company at the conversion price of HK\$0.30 per share.

15. SHARE CAPITAL**14. 可換股票據應付款項**

於二零一三年三月三十一日，本公司所發行之5厘無抵押可換股票據（「可換股票據」）之未償還總本金金額為99,000,000港元。該等可換股票據按實際年利率12.33厘計息，並已按換股價每股0.30港元悉數轉換為329,999,992股本公司股份。

截至二零一二年九月三十日止六個月，本金金額為2,000,000港元之可換股票據已按換股價每股0.30港元轉換為6,666,666股本公司股份。

15. 股本

		Number of shares 股份數目	Value 價值 HK\$'000 千港元
Ordinary shares of HK\$0.01 each:	每股面值0.01港元之普通股：		
Authorised:	法定：		
At 1st April, 2013 and 30th September, 2013	於二零一三年四月一日及 二零一三年九月三十日	102,800,000,000	1,028,000
Issued and fully paid:	已發行及繳足：		
At 1st April, 2013	於二零一三年四月一日	927,600,100	9,276
Conversion of the Convertible Notes	轉換可換股票據	329,999,992	3,300
At 30th September, 2013	於二零一三年九月三十日	1,257,600,092	12,576

Note:

329,999,992 shares of HK\$0.01 each were issued by the Company upon the conversion of the Convertible Notes with the aggregate principal amount of HK\$99,000,000 during the current interim period at a conversion price of HK\$0.30 per share.

These shares rank pari passu with the then existing shares of the Company in all respects.

附註：

於本中期期間，本公司因總本金金額99,000,000港元之可換股票據按換股價每股0.30港元獲轉換而發行329,999,992股每股面值0.01港元之股份。

上述股份於各方面與本公司當時現有股份享有同等地位。

16. RELATED PARTY TRANSACTIONS

(i) Related party transactions

During the period, the Group had transactions with the following related parties, details of which are as follows:

Class of related party	Nature of transactions	Six months ended	
		30.9.2013 HK\$'000 截至九月三十日止六個月 二零一三年 千港元	30.9.2012 HK\$'000 截至九月三十日止六個月 二零一二年 千港元
關連人士之類別 本集團之聯營公司	交易性質 Rentals and related building management fee charged by the Group 本集團收取租金及相關物業管理費	345	382
	Rentals and related building management fee paid by the Group 本集團支付租金及相關物業管理費	1,351	1,333
	Service fees charged by the Group 本集團收取服務費	172	196
	Interest income received and receivable by the Group 本集團收取及應收利息收入	328	5,905
A director 一名董事	Interest expenses paid and payable by the Group in respect of the Convertible Notes 本集團支付及應付有關可換股票據之利息開支	587	-

16. 關連人士交易

(i) 關連人士交易

期內，本集團與以下關連人士進行之交易之詳情如下：

(ii) Compensation of key management personnel

(ii) 管理層要員之薪金

		Six months ended	
		30.9.2013 HK\$'000 截至九月三十日止六個月 二零一三年 千港元	30.9.2012 HK\$'000 截至九月三十日止六個月 二零一二年 千港元
Fees	袍金	325	325
Salaries and other emoluments	薪金及其他酬金	6,738	7,513
		<u>7,063</u>	<u>7,838</u>



ITC CORPORATION LIMITED
德祥企業集團有限公司

