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China Fortune Holdings Limited

中國長遠控股有限公司*

(Incorporated in Bermuda with limited liability, carrying on business in H.K. as CFH Limited)

(Stock Code: 110)

**INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED 30 JUNE 2014**

INTERIM RESULTS

The board of directors (the “Board”) of China Fortune Holdings Limited (the “Company”) presents the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2014, together with the comparative figures set out below. These condensed consolidated interim results have not been audited, but have been reviewed by the audit committee (the “Audit Committee”) of the Company.

* For identification purpose only

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2014

		Six months ended	
		30/6/2014	30/6/2013
	Note	HK\$'000	HK\$'000
		(unaudited)	(unaudited)
Turnover	4	34,340	116,210
Cost of sales		<u>(30,339)</u>	<u>(112,081)</u>
Gross profit		4,001	4,129
Other income		4,706	3,269
Other gains and losses		(314)	(2,150)
Selling and distribution costs		(6,250)	(5,998)
Administrative expenses		(14,765)	(11,633)
Finance costs	5	(662)	(656)
Share of result of an associate		<u>(376)</u>	<u>(320)</u>
Loss before income tax		(13,660)	(13,359)
Income tax expense	6	<u>—</u>	<u>—</u>
Loss for the period	7	<u><u>(13,660)</u></u>	<u><u>(13,359)</u></u>
Attributable to:			
Owners of the Company		(11,405)	(11,536)
Non-controlling interests		<u>(2,255)</u>	<u>(1,823)</u>
		<u><u>(13,660)</u></u>	<u><u>(13,359)</u></u>
Loss per share			
Basic	8	<u><u>(1.38) cents</u></u>	<u><u>(1.40) cents</u></u>
Diluted	8	<u><u>N/A</u></u>	<u><u>N/A</u></u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2014

	Six months ended	
	30/6/2014	30/6/2013
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Loss for the period	<u>(13,660)</u>	<u>(13,359)</u>
Other comprehensive income that may be subsequently transferred to profit or loss		
Exchange differences arising on translation of foreign operations	<u>(7,273)</u>	<u>6,457</u>
Total comprehensive income for the period	<u>(20,933)</u>	<u>(6,902)</u>
Total comprehensive income attributable to:		
Owners of the Company	(16,464)	(7,319)
Non-controlling interests	<u>(4,469)</u>	<u>417</u>
	<u>(20,933)</u>	<u>(6,902)</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2014

	<i>Note</i>	30/6/2014 HK\$'000 (unaudited)	31/12/2013 HK\$'000 (audited)
Non-current assets			
Plant and equipment		12,757	13,919
Mining right		279,771	286,485
Investment in an associate		647	1,023
Available-for-sale investments		10,303	10,303
Club memberships		1,216	1,221
		304,694	312,951
Current assets			
Inventories		9,799	7,239
Trade and other receivables	9	13,382	20,766
Amounts due from non-controlling shareholders of subsidiaries		3,848	4,171
Cash and cash equivalents		85,592	96,581
		112,621	128,757
Current liabilities			
Trade and other payables	10	25,943	30,170
Amounts due to related parties		3,239	1,642
Tax payables		6,486	6,532
Other borrowings	11	15,498	15,870
		51,166	54,214
Net current assets		61,455	74,543
Total assets less current liabilities		366,149	387,494
Capital and reserves			
Share capital	12	82,786	82,316
Reserves		125,484	141,219
Equity attributable to owners of the Company		208,270	223,535
Non-controlling interests		90,687	95,156
		298,957	318,691
Non-current liabilities			
Deferred tax liabilities		67,192	68,803
		366,149	387,494

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2014

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Special reserve <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Statutory funds <i>HK\$'000</i>	Share option reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Attributable to owners of the Company <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
Balance at 1 January 2013 (audited)	82,166	392,962	2,481	77,306	30,132	–	(311,241)	273,806	139,763	413,569
Loss for the period	–	–	–	–	–	–	(11,536)	(11,536)	(1,823)	(13,359)
Exchange differences arising on translation of foreign operations	–	–	–	4,217	–	–	–	4,217	2,240	6,457
Total comprehensive income for the period	–	–	–	4,217	–	–	(11,536)	(7,319)	417	(6,902)
Balance at 30 June 2013 (unaudited)	<u>82,166</u>	<u>392,962</u>	<u>2,481</u>	<u>81,523</u>	<u>30,132</u>	<u>–</u>	<u>(322,777)</u>	<u>266,487</u>	<u>140,180</u>	<u>406,667</u>
Balance at 1 January 2014 (audited)	82,316	393,311	2,481	84,921	30,132	1,446	(371,072)	223,535	95,156	318,691
Loss for the period	–	–	–	–	–	–	(11,405)	(11,405)	(2,255)	(13,660)
Exchange differences arising on translation of foreign operations	–	–	–	(5,059)	–	–	–	(5,059)	(2,214)	(7,273)
Total comprehensive income for the period	–	–	–	(5,059)	–	–	(11,405)	(16,464)	(4,469)	(20,933)
Issue of shares upon exercise of share options	470	729	–	–	–	–	–	1,199	–	1,199
Transfer of reserve upon exercise of share options	–	372	–	–	–	(372)	–	–	–	–
Balance at 30 June 2014 (unaudited)	<u>82,786</u>	<u>394,412</u>	<u>2,481</u>	<u>79,862</u>	<u>30,132</u>	<u>1,074</u>	<u>(382,477)</u>	<u>208,270</u>	<u>90,687</u>	<u>298,957</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2014

	Six months ended	
	30/6/2014	30/6/2013
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Net cash (used in)/generated from operating activities	(12,084)	18,769
Net cash generated from/(used in) investing activities	494	(8,206)
Net cash generated from/(used in) financing activities	<u>2,796</u>	<u>(17)</u>
Net (decrease)/increase in cash and cash equivalents	(8,794)	10,546
Cash and cash equivalents at 1 January	96,581	89,371
Effect of foreign exchange rate changes	<u>(2,195)</u>	<u>1,243</u>
Cash and cash equivalents at 30 June	<u>85,592</u>	<u>101,160</u>

Notes:–

1. GENERAL

The Company is an exempted company with limited liability incorporated in Bermuda under the Companies Act 1981 of Bermuda (as amended). The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of the Group are distribution and trading of mobile phones and related accessories, development of marketing and after-sales service network and mining and processing of celestite, zinc and lead minerals.

2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2014 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

These unaudited condensed consolidated interim financial statements should be read in conjunction with the Group’s 2013 annual report, which have been prepared in accordance with Hong Kong Financial Reporting Standards.

3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared on the historical cost basis except that certain financial instruments, if any, are measured at fair values.

The accounting policies used in the preparation of these condensed consolidated interim financial statements are consistent with those used in the financial statements contained in the 2013 annual report except for the adoption of the new standards, amendments or interpretations issued by the HKICPA which are mandatory for the annual periods beginning on or after 1 January 2014. The adoption of these standards, amendments or interpretations has no material effect on the Group’s financial position or results of operations.

The Group has not early adopted the new standards, amendments or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards, amendments or interpretations will have no material impact on the results and financial position of the Group.

4. SEGMENT INFORMATION AND TURNOVER

(a) Reportable segments

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers (the “CODM”) that are used to make strategic decisions.

During the six months ended 30 June 2014, the Group has two reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group’s reportable segments:

- Mobile phone business
- Mining business

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Corporate expenses, corporate assets and corporate liabilities are not allocated to the reportable segments as they are not included in the measure of the segments’ profit or loss, segments’ assets and segments’ liabilities that are used by the CODM for assessment of segment performance.

For the six months ended 30 June 2014 (unaudited)

	Mobile phone business HK\$'000	Mining business HK\$'000	Total HK\$'000
Reportable segment revenue from external customers	<u>34,340</u>	<u>–</u>	<u>34,340</u>
Reportable segment loss	<u>(7,401)</u>	<u>(2,138)</u>	<u>(9,539)</u>
Loss on disposal/written off of plant and equipment	295	–	295
Depreciation and amortisation	615	248	863
Write down of inventories	285	–	285
Additions to non-current assets	319	–	319
Revenue			
Reportable segment revenue and consolidated revenue			34,340
Loss before income tax			
Reportable segment loss			(9,539)
Interest income			919
Miscellaneous income			383
Corporate expenses			(4,385)
Share of result of an associate			(376)
Finance costs			(662)
Consolidated loss before income tax			<u>(13,660)</u>

As at 30 June 2014 (unaudited)

	Mobile phone business HK\$'000	Mining business HK\$'000	Total HK\$'000
Reportable segment assets	<u>105,099</u>	<u>297,180</u>	<u>402,279</u>
Reportable segment liabilities	<u>(8,347)</u>	<u>(101,639)</u>	<u>(109,986)</u>
Assets			
Reportable segment assets			402,279
Unallocated corporate assets			
– Investment in an associate			647
– Available-for-sale investments			10,303
– Others			4,086
Consolidated total assets			<u>417,315</u>
Liabilities			
Reportable segment liabilities			109,986
Unallocated corporate liabilities			8,372
Consolidated total liabilities			<u>118,358</u>

For the six months ended 30 June 2013 (unaudited)

	Mobile phone business HK\$'000	Mining business HK\$'000	Total HK\$'000
Reportable segment revenue from external customers	116,210	–	116,210
Reportable segment loss	(6,530)	(1,614)	(8,144)
Gain on disposal of plant and equipment	–	(154)	(154)
Depreciation and amortisation	577	334	911
Impairment loss recognised in respect of trade receivables	2,250	–	2,250
Write down of inventories	2,004	–	2,004
Additions to non-current assets	9	474	483
Revenue			
Reportable segment revenue and consolidated revenue			116,210
Loss before income tax			
Reportable segment loss			(8,144)
Interest income			292
Miscellaneous income			424
Corporate expenses			(4,955)
Share of result of an associate			(320)
Finance costs			(656)
Consolidated loss before income tax			(13,359)
As at 31 December 2013 (audited)			
	Mobile phone business HK\$'000	Mining business HK\$'000	Total HK\$'000
Reportable segment assets	121,478	304,330	425,808
Reportable segment liabilities	(10,653)	(103,305)	(113,958)
Assets			
Reportable segment assets			425,808
Unallocated corporate assets			
– Investment in an associate			1,023
– Available-for-sale investments			10,303
– Others			4,574
Consolidated total assets			441,708
Liabilities			
Reportable segment liabilities			113,958
Unallocated corporate liabilities			9,059
Consolidated total liabilities			123,017

(b) **Turnover**

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

5. FINANCE COSTS

	Six months ended	
	30/6/2014	30/6/2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Interests on:		
Other borrowings wholly repayable within five years	<u>662</u>	<u>656</u>
	<u>662</u>	<u>656</u>

6. INCOME TAX EXPENSE

	Six months ended	
	30/6/2014	30/6/2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Current tax – PRC Enterprise Income Tax (“EIT”)	<u>–</u>	<u>–</u>
Income tax expense	<u>–</u>	<u>–</u>

For both six months ended 30 June 2014 and 2013, the Group’s subsidiaries in the PRC were subject to the EIT rate of 25%.

No provision has been made for income tax as the Group did not have any estimated assessable profits for both periods.

7. LOSS FOR THE PERIOD

	Six months ended	
	30/6/2014	30/6/2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period has been arrived after charging:		
Depreciation of plant and equipment	882	783
Exchange loss	19	40
Staff costs		
– directors' emoluments	2,478	2,603
– other staff costs	7,629	5,317
– retirement benefit scheme contribution (excluding directors)	1,291	959
	11,398	8,879
and after crediting:		
Service income from provision of logistics and promotion services	3,384	2,499
Interest income	919	292

8. LOSS PER SHARE

The calculation of loss per share for the six months ended 30 June 2014 is based on the loss for the period attributable to owners of the Company of HK\$11,405,000 (30 June 2013: loss of HK\$11,536,000) and the weighted average number of 825,150,182 shares in issue during the period (30 June 2013: 821,663,442 shares in issue).

No diluted loss per share is presented as the effect of all potential ordinary shares is anti-dilutive for the periods ended 30 June 2014 and 2013.

9. TRADE AND OTHER RECEIVABLES

	30/6/2014 <i>HK\$'000</i> (unaudited)	31/12/2013 <i>HK\$'000</i> (audited)
Trade receivables	19,511	21,318
<i>Less: accumulated allowance</i>	<u>(18,458)</u>	<u>(18,563)</u>
	1,053	2,755
Value-added-tax receivables	150	231
Rebates receivable	–	30
Prepayments to suppliers	4,456	1,720
Other receivables and deposits	11,160	19,548
<i>Less: accumulated allowance</i>	<u>(3,437)</u>	<u>(3,518)</u>
	<u>13,382</u>	<u>20,766</u>

The Group generally requests for full prepayment from its trade customers but it also allows certain trade customers a credit period of 30 to 90 days. The following is an aged analysis of trade receivables (net of allowance) presented based on the invoice date at the end of reporting period:

	30/6/2014 <i>HK\$'000</i> (unaudited)	31/12/2013 <i>HK\$'000</i> (audited)
Trade receivables		
0 to 30 days	621	883
31 to 90 days	174	343
91 to 365 days	223	213
Over 365 days	<u>35</u>	<u>1,316</u>
	<u>1,053</u>	<u>2,755</u>

10. TRADE AND OTHER PAYABLES

The following is an aged analysis of the trade payables presented based on the invoice date at the end of reporting period:

	30/6/2014 <i>HK\$'000</i> (unaudited)	31/12/2013 <i>HK\$'000</i> (audited)
Trade payables		
0 to 30 days	178	544
31 to 90 days	89	12
Over 90 days	192	193
	459	749
Rebates payable	2,091	5,960
Prepayments from customers	908	1,427
Other payables and accruals	22,485	22,034
	25,943	30,170

11. OTHER BORROWINGS

	30/6/2014 <i>HK\$'000</i> (unaudited)	31/12/2013 <i>HK\$'000</i> (audited)
Other borrowings, secured	15,498	15,870

At the end of reporting period, the Group's other borrowings were pledged by 100,000 tons of minerals reserve (31 December 2013: 100,000 tons), carrying at a fixed annual interest rate of 8.47% (31 December 2013: 8.47%) per annum and repayable within one year (31 December 2013: within one year).

At 30 June 2014 and 31 December 2013, the Group did not have any banking facilities.

12. SHARE CAPITAL

	Number of ordinary shares	Share capital HK\$'000
Ordinary shares of HK\$0.10 each		
<i>Authorised:</i>		
At 31 December 2013 and 30 June 2014	<u>1,000,000,000</u>	<u>100,000</u>
<i>Issued and fully paid:</i>		
At 1 January 2014	823,163,442	82,316
Share options exercised	<u>4,700,000</u>	<u>470</u>
At 30 June 2014	<u>827,863,442</u>	<u>82,786</u>

13. DIVIDEND

The Board did not declare an interim dividend for the six months ended 30 June 2014 and 30 June 2013.

REVIEW AND OUTLOOK

Financial Review

Being a fulfillment distributor for Nokia Stores in the People's Republic of China ("PRC") since 2006, our turnover continued to drop in the period. The Group recorded a consolidated revenue during the period of HK\$34.3 million when compared to the previous corresponding period of HK\$116.2 million. The gross profit amounted to HK\$4.0 million, a slight decrease when compared to the previous corresponding period of HK\$4.1 million. The gross margin percentage during the period was 11.7% which was higher than the previous corresponding period of 3.6%. As a result, the Group reported a loss of HK\$13.7 million during the period when compared to a loss of HK\$13.4 million in the previous corresponding period.

The selling and distribution costs amounted to HK\$6.3 million when compared to the previous corresponding period of HK\$6.0 million. The administrative expenses amounted to HK\$14.8 million when compared to the previous corresponding period of HK\$11.6 million.

As far as the mobile phone retail chain subsidiary in Zhuhai was concerned, the revenue achieved during the period amounted to HK\$17.9 million which decreased by HK\$35.6 million as compared with the previous corresponding period. The Group shared a loss of HK\$0.4 million from the result of an associate during the period as compared to a loss of HK\$0.3 million in the previous corresponding period.

The finance costs during the period was HK\$0.7 million which was approximately the same as in the previous corresponding period.

The net asset value of the Group as at 30 June 2014 amounted to HK\$208.3 million or HK\$0.25 per share when compared to HK\$223.5 million or HK\$0.27 per share as at 31 December 2013. As at 30 June 2014, the Group's other borrowings amounted to HK\$15.5 million, which was maintained more or less at the same level as at 31 December 2013.

The gearing ratio of the Group, defined as the ratio of the total long term liabilities to the shareholder's equity, was 0.32 as at 30 June 2014 when compared to 0.31 as at 31 December 2013.

The total cash and cash equivalents amounted to HK\$85.6 million as at 30 June 2014 without any deposit pledged to banks. The Group is financed by a combination of its equity capital, cash flow generated from its operation and other borrowings. During the period, there was no material change in the funding and treasury policy of the Group. The Group considers the only potential currency exposure is in Renminbi as the majority of its revenue is derived in the PRC. It is the treasury policy of the Group to manage its foreign currency exposure whenever its financial impact is material to the Group.

The inventories of the Group as at 30 June 2014 amounted to HK\$9.8 million, as compared to HK\$7.2 million as at 31 December 2013, mainly comprised inventories from the mobile phone business. The inventory turnover period was 41 days for the six months ended 30 June 2014, as compared with that for the twelve months ended 31 December 2013 of 27 days. The Group will continue to apply strict policy in inventory control in the future.

The amount of trade and other receivables as at 30 June 2014 was HK\$13.4 million, as compared to HK\$20.8 million as at 31 December 2013. In order to minimize the credit risk for the trade receivables, the Group has implemented prudent control on the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the revenue generated from the fulfillment distribution business for Nokia Stores is mainly on cash basis which further reduces the credit risk of the Group.

As at 30 June 2014, the Group had in total 210 employees as compared to 158 employees as at 31 December 2013. Employees were remunerated according to the nature of their job duties and market trend. The Group provided staff welfare and fund contribution to its employees in accordance with the prevailing regulations in the PRC and Hong Kong. There was no material change in the remuneration policy and bonus scheme during the period. The old share option scheme of the Company has expired on 26 January 2014 and the Company has adopted a new share option scheme on 28 May 2014. The new share option scheme is principally same as the old share option scheme, under which the Company may grant share options to the participants, including directors and employees, to subscribe for shares of the Company.

Market and Business Review, and Outlook

Handset Distribution

Nokia, who was the biggest mobile phone manufacturer for over a decade, lost its market share in the mobile phone industry substantially to Apple Inc. and various brands of handsets with the Android platform in these few years. Changes in handset application habit of consumers turn popular handsets from mobile-phone-based into smartphone-based. In view of this, without launching the popular Android-based smartphone, Nokia decided to collaborate with Microsoft Windows Phone in 2011. Nevertheless, the market has been expecting the new Nokia handsets with Windows 8 system long enough, which were eventually launched in late 2012. Nokia unveiled its third range in February 2014, the Nokia X family, which run a modified version of the Android operating system. The market still needs further time to see whether more high-end smartphone models from Nokia can turn it around to increase its market share.

The Group has been a distributor of Nokia handsets since incorporation. The recent situation of Nokia directly and substantially led to a downturn of revenue of the Group in the period. The Group paid special attention and efforts in mitigating the effect and risks in the Nokia Store fulfillment distribution business by lowering the inventory level to a minimal amount. The management will keep monitoring this business segment and take timely and appropriate action when necessary.

Investment in mobile phone operating system

On 29 December 2012, the Group subscribed a convertible bond issued by Jolla Limited, which is a newly established company in Finland and engaged in mobile phone operating system development. After full conversion of the convertible bond into shares of Jolla Limited and together with further subscriptions, the Group acquired approximately 6.25% (at that moment) equity interest in Jolla Limited with an aggregate consideration of HK\$10.2 million in March 2013. Although Jolla Limited is a newly established company in Finland, its team consists of well-experienced programmers and developers of mobile phone operating system. Jolla Limited's coming innovative and brand new mobile phone operating system and smartphones are expected to bring new impact and opportunity to the market. The first flagship smartphone of Jolla Limited has been launched in Hong Kong, available exclusively through 3 Hong Kong, on 12 August 2014.

Mining

We commenced developing a new mining site exploitation system in our Strontium mining site since 2010. However, the development plan and construction progress in this new system had been inevitably and adversely affected by the downturn of the global mineral resources demand since 2012 and up to the current moment. In view of this, the construction works in the new mining site exploitation system is temporarily suspended at the moment and being subject to our managerial review over the whole construction schedule for matching the industry cycle accordingly.

Prospects

Mobile phone operating system, mobile internet application and other mobile/internet related businesses would surely be the key business areas that the Group is interested in since we have been in the mobile phone industry for decades. The Group is actively looking for further business and investment opportunities which will further enhance the shareholders' value.

OTHER INFORMATION

Purchase, sale or redemption of listed securities of the Company

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

CORPORATE GOVERNANCE

Compliance with the Corporate Governance Code

For the six months ended 30 June 2014, the Company has complied with the Corporate Governance Code (“the Code”) as set out in Appendix 14 of the Listing Rules, except that:

1. Provision A.2.1 of the Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual but Mr. Lau Siu Ying currently assumes both roles of the Chairman and the Chief Executive Officer of the Company. Provision A.4 of the Code states that all directors should be subject to re-election at regular intervals. However, Mr. Lau Siu Ying, being the Chairman of the Board, does not need to retire by rotation. Mr. Lau Siu Ying has been in charge of the overall management of the Company since its incorporation. As a result, although he does not need to retire by rotation and assumes both roles of the Chairman and the Chief Executive Officer of the Company, the Board considers that such arrangement at the current stage of development of the Group can facilitate the execution of its business strategies and maximize the effectiveness of its operations. Nevertheless, through the supervision from the Board including the Independent Non-executive Directors, the interests of the shareholders should be adequately and fairly considered.
2. All Non-executive Directors of the Company are not appointed for a specific term as stipulated under the provision A.4.1 of the Code but are subject to retirement by rotation in accordance with the Company’s Bye-laws. In accordance with the relevant provisions in the Bye-laws of the Company, if the appointment of Directors is made by the Board, the Directors so appointed must stand for election by the shareholders at the first annual general meeting following their appointments and all Directors, except the Chairman, must stand for re-election by the shareholders by rotation.

AUDIT COMMITTEE

The Company has formulated written terms of reference for the Audit Committee in accordance with the requirements of the Listing Rules. The Audit Committee is delegated by the Board to assess matters related to the financial statements and to provide recommendations and advices regarding the Company's financial reporting matters, including the review of the interim results for the six months ended 30 June 2014, the internal control and risk management system. The Audit Committee has reviewed and approved this announcement.

As at the date of this announcement, the Audit Committee comprises three Independent Non-executive Directors, Mr. Chang Wing Seng, Victor (Chairman of the Audit Committee), Mr. Wong Lit Chor, Alexis and Dr. Law Chun Kwan.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules.

Having made specific enquiry of the Directors of the Company, all the Directors confirmed that they had complied with the required standards as set out in the Model Code throughout the review period.

By the order of the Board
China Fortune Holdings Limited
Lau Siu Ying
Chairman and Chief Executive Officer

Hong Kong, 28 August 2014

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Lau Siu Ying, Mr. Luo Xi Zhi and Mr. Wang Yu; and three independent non-executive directors, namely Mr. Chang Wing Seng, Victor, Mr. Wong Lit Chor, Alexis and Dr. Law Chun Kwan.