INTERIM REPORT 2010
中期報告

FORETFRONT GROUP LIMITED
福方集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code 股份代號: 885)

* For identification purposes only
* 僅供識別

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CORPORATE INFORMATION
公司資料

DIRECTORS

Executive Directors

Mr. Yeung Ming Kwong# *(Acting Chairman)*
Ms. Lo Oi Kwok, Sheree
Mr. Ting Wing Cheung, Sherman
(Resigned on 17 May 2010)
Mr. Wen Louis
Mr. Zhuang You Dao
Mr. Lam Yick Sing
(Appointed on 4 June 2010)

Independent Non-executive Directors

Mr. Chung Yuk Lun*#
Ms. Lam Yan Fong, Flora*#
Mr. Pak William Eui Won *#

* *Member of Audit Committee*
\# *Member of Remuneration Committee*

COMPANY SECRETARY

Mr. Chui Kark Ming

AUDITOR

Mazars CPA Limited
42nd Floor, Central Plaza,
18 Harbour Road, Wanchai,
Hong Kong.

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited

董事

執行董事

楊明光先生#*（署理主席）*
羅愛過女士
丁永章先生
（於二零一零年五月十七日辭任）
溫耒先生
莊友道先生
林益勝先生
（於二零一零年六月四日獲委任）

獨立非執行董事

鍾育麟先生*#
林欣芳女士*#
Pak William Eui Won先生*#

* *審核委員會成員*
\# *薪酬委員會成員*

公司秘書

崔格鳴先生

核數師

瑪澤會計師事務所有限公司
香港
灣仔港灣道18號
中環廣場42樓

主要往來銀行

渣打銀行（香港）有限公司

CAYMAN ISLANDS LEGAL ADVISERS

Maples and Calder Asia
1504, One International Finance Centre,
1 Harbour View Street,
Hong Kong.

REGISTERED OFFICE

P. O. Box 309, Ugland House,
South Church Street, George Town,
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British West Indies.

PRINCIPAL PLACE OF BUSINESS

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28 Marble Road,
North Point,
Hong Kong.

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

885

WEBSITE

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馬寶道28號
華匯中心11樓1103室

香港股份過戶登記處

卓佳登捷時有限公司
香港
灣仔皇后大道東28號
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股份代號

885

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CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
簡明綜合全面收入報表

FOR THE SIX MONTHS ENDED 30 JUNE 2010
截至二零一零年六月三十日止六個月

The Board of Directors (the "Directors") of Forefront Group Limited (the "Company") reports the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2010 as follows:

福方集團有限公司(「本公司」)董事會(「董事」)謹此匯報本公司及其附屬公司(統稱「本集團」)截至二零一零年六月三十日止六個月之未經審核簡明綜合財務報表如下:

			Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月	
		Note 附註	**2010 二零一零年 HK$'000 千港元**	2009 二零零九年 HK$'000 千港元
Continuing operations	**持續經營業務**			
Turnover	營業額	2	**12,958**	15,514
Other income	其他收入		**268**	31,165
Net gain on acquisition and disposal of a subsidiary	收購及出售一間附屬公司之盈利淨額	22	**25,000**	–
Negative goodwill arising from acquisition of a subsidiary	收購一間附屬公司所產生之負商譽		**3,262**	–
General and administrative expenses	一般及行政開支		**(7,762)**	(5,913)
Changes in fair value of financial assets at fair value through profit or loss	於損益帳按公平值處理之財務資產之公平值變動		**(124,898)**	81,844
(Loss) Profit from operations	**經營(虧損)溢利**		**(91,172)**	122,610
Finance costs	融資成本		**(1,286)**	(552)
Share of results of associates	應佔聯營公司之業績		**4,094**	303
(Loss) Profit before taxation	除稅前(虧損)溢利	3	**(88,364)**	122,361
Taxation	稅項	4	**–**	–
(Loss) Profit for the period from continuing operations	持續經營業務之期內(虧損)溢利		**(88,364)**	122,361
Discontinued operations	**已終止經營業務**			
Loss for the period from discontinued operations	已終止經營業務之期內虧損		**–**	(839)
(Loss) Profit for the period	期內(虧損)溢利		**(88,364)**	121,522
Other comprehensive (loss) income	**其他全面(虧損)收入**			
Exchange difference arising from translation of financial statements of overseas subsidiaries	換算海外附屬公司財務報表產生之匯兌差額		**(213)**	(18)
Total comprehensive (loss) income for the period	期內全面(虧損)收入總額		**(88,577)**	121,504

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
簡明綜合全面收入報表

FOR THE SIX MONTHS ENDED 30 JUNE 2010
截至二零一零年六月三十日止六個月

		Note	Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月	
			2010	2009
			二零一零年	二零零九年
		Note	**HK$'000**	HK$'000
		附註	**千港元**	千港元
(Loss) Profit for the period attributable to:	**以下人士應佔期內（虧損）溢利：**			
Equity holders of the parent	母公司股權持有人		**(88,364)**	121,522
Non-controlling interest	非控股權益		**–**	–
			(88,364)	121,522
Total comprehensive (loss) income for the period attributable to:	**以下人士應佔期內全面（虧損）收入總額：**			
Equity holders of the parent	母公司股權持有人		**(88,577)**	121,504
Non-controlling interest	非控股權益		**–**	–
			(88,577)	121,504
Basic (loss) earnings per share:	**每股基本（虧損）盈利：**	5		
				(Restated)（重列）
From continuing operations (HK cents per share)	來自持續經營業務（每股港仙）		**(4.78)**	48.04
From discontinued operations (HK cents per share)	來自已終止經營業務（每股港仙）		**–**	(0.33)
Diluted (loss) earnings per share:	**每股攤薄（虧損）盈利：**	5		
From continuing operations (HK cents per share)	來自持續經營業務（每股港仙）		**(4.78)**	47.80
From discontinued operations (HK cents per share)	來自已終止經營業務（每股港仙）		**–**	(0.33)

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

AS AT 30 JUNE 2010
於二零一零年六月三十日

		Note 附註	**At 30 June 2010 於 二零一零年 六月三十日 (Unaudited) (未經審核) HK$'000 千港元**	At 31 December 2009 於 二零零九年 十二月三十一日 (Audited) (經審核) HK$'000 千港元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	7	**806**	1,204
Interests in associates	於聯營公司之權益	8	**41,588**	37,094
Goodwill	商譽	9	**–**	–
Intangible assets	無形資產	10	**82,500**	–
Available-for-sale financial assets	可供出售財務資產	11	**–**	–
			124,894	38,298
Current assets	**流動資產**			
Financial assets at fair value through profit or loss	於損益帳按公平值處理之財務資產	12	**500,215**	273,919
Loan receivables	應收貸款	13	**245,813**	60,082
Other receivables	其他應收款項	14	**2,834**	13,994
Pledged deposits	有抵押存款	15	**–**	558
Bank balances and cash	銀行結存及現金		**63,010**	134,610
			811,872	483,163
Current liabilities	**流動負債**			
Other payables	其他應付款項	16	**27,200**	28,603
Derivative financial instruments	衍生財務工具	17	**–**	–
			27,200	28,603
Net current assets	**流動資產淨值**		**784,672**	454,560
Total assets less current liabilities	**資產總值減流動負債**		**909,566**	492,858
Non-current liabilities	**非流動負債**			
Zero coupon convertible bonds	零息票可換股債券	18	**–**	84,461
NET ASSETS	**資產淨值**		**909,566**	408,397
Capital and reserves	**股本及儲備**			
Share capital	股本	19	**281,083**	43,938
Reserves	儲備		**628,483**	364,459
Equity attributable to equity holders of the parent	母公司股權持有人應佔股權		**909,566**	408,397
Non-controlling interest	非控股權益		**–**	–
TOTAL EQUITY	**股權總值**		**909,566**	408,397

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
簡明綜合股東權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2010
截至二零一零年六月三十日止六個月

		Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Share options reserve 購股權儲備 HK$'000 千港元	Equity component of Zero Coupon Convertible Bonds 零息票可換股債券之權益部分 HK$'000 千港元	Capital reserve 資本儲備 HK$'000 千港元	Capital redemption reserve 資本贖回儲備 HK$'000 千港元	Cumulative translation reserve 累計換算儲備 HK$'000 千港元	Accumulated deficit 累計虧絀 HK$'000 千港元	Total 總計 HK$'000 千港元	Non-controlling interest 非控股權益 HK$'000 千港元	Total equity 股權總值 HK$'000 千港元
Six months ended 30 June 2010 (Unaudited)	**截至二零一零年六月三十日止六個月（未經審核）**											
Beginning of period	期初	**43,938**	**805,044**	**–**	**23,230**	**10,482**	**1,173**	**213**	**(475,683)**	**408,397**	**–**	**408,397**
Total comprehensive loss attributable to equity holders of the Company	本公司股權持有人應佔全面虧損總額	**–**	**–**	**–**	**–**	**–**	**–**	**(213)**	**(88,364)**	**(88,577)**	**–**	**(88,577)**
Issue of shares on rights issue, net of expenses	供股時發行股份（已扣除開支）	**109,846**	**188,975**	**–**	**–**	**–**	**–**	**–**	**–**	**298,821**	**–**	**298,821**
Share options granted	授出購股權	**–**	**–**	**1**	**–**	**–**	**–**	**–**	**–**	**1**	**–**	**1**
Exercise of share options	行使購股權	**4,394**	**9,667**	**(1)**	**–**	**–**	**–**	**–**	**–**	**14,060**	**–**	**14,060**
Convertible bonds issued and converted, net of expenses	發行及轉換可換股債券（已扣除開支）	**32,448**	**76,528**	**–**	**(23,230)**	**–**	**–**	**–**	**–**	**85,746**	**–**	**85,746**
Conversion of optional bond	轉換選擇性債券	**11,358**	**27,142**	**–**	**–**	**–**	**–**	**–**	**–**	**38,500**	**–**	**38,500**
Issue of new shares	發行新股	**79,099**	**73,519**	**–**	**–**	**–**	**–**	**–**	**–**	**152,618**	**–**	**152,618**
End of period	期終	**281,083**	**1,180,875**	**–**	**–**	**10,482**	**1,173**	**–**	**(564,047)**	**909,566**	**–**	**909,566**
Six months ended 30 June 2009 (Unaudited)	截至二零零九年六月三十日止六個月（未經審核）											
Beginning of period	期初	93,636	709,566	–	–	10,482	1,173	243	(589,825)	225,275	–	225,275
Total comprehensive income (loss) attributable to equity holders of the Company	本公司股權持有人應佔全面收入（虧損）總額	–	–	–	–	–	–	(18)	121,522	121,504	–	121,504
Convertible Notes issued and converted	發行及轉換可換股票據	52,631	47,691	–	–	–	–	–	–	100,322	–	100,322
Issue of new shares	發行新股	22,727	32,610	–	–	–	–	–	–	55,337	–	55,337
End of period	期終	168,994	789,867	–	–	10,482	1,173	225	(468,303)	502,438	–	502,438

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

FOR THE SIX MONTHS ENDED 30 JUNE 2010
截至二零一零年六月三十日止六個月

		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月	
		2010 **二零一零年** **HK$'000** **千港元**	2009 二零零九年 HK$'000 千港元
Net cash (used in) generated from operating activities	**經營業務(所用)所得現金淨額**	**(521,698)**	11,638
Net cash generated from (used in) investing activities	**投資活動所得(所用)現金淨額**	**84,743**	(25,350)
Net cash generated from financing activities	**融資活動所得現金淨額**	**364,797**	28,062
(Decrease) Increase in cash and cash equivalents	**現金及現金等價物(減少)增加**	**(72,158)**	14,350
Cash and cash equivalents at beginning of period	**期初之現金及現金等價物**	**135,168**	65,721
Effect on cumulative translation adjustments	**累計換算調整之影響**	**–**	(18)
Cash and cash equivalents at end of period	**期初之現金及現金等價物**	**63,010**	80,053
Analysis of cash and cash equivalents:	**現金及現金等價物分析:**		
Bank balances and cash	銀行結存及現金	**63,010**	79,495
Pledged deposits	有抵押存款	**–**	558
		63,010	80,053

1. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES

These unaudited interim condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting", other relevant HKASs and Interpretations and Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The accounting policies used in preparing these unaudited interim condensed consolidated financial statements are consistent with those used in the Group's audited financial statements for the year ended 31 December 2009 except for the impact of the adoption of the following.

HKFRS 3 (Revised): Business Combinations/Improvement to HKFRS (2009) with amendments to HKFRS 3

The revised Standard introduced a number of major changes including the following:

- acquisition-related transaction costs, other than share and debt issue costs, to be expensed as incurred;
- existing interest in the acquiree to be remeasured at fair value, with the gain or loss recognised in profit or loss, upon subsequent changes in ownership interests;
- non-controlling interest in the acquiree to be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree;

1. 遵例聲明及會計政策

此等未經審核中期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之適用披露規定、香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及其他相關香港會計準則及詮釋以及香港財務報告準則(「香港財務報告準則」)編製。

編製此等未經審核中期簡明綜合財務報表所採用之會計政策與本集團截至二零零九年十二月三十一日止年度經審核財務報表所採用者貫徹一致,惟採納下列各項之影響除外。

香港財務報告準則第3號(經修訂):業務合併/香港財務報告準則之改進(二零零九年)連同香港財務報告準則第3號之修訂

該項經審核準則引進多項主要變動,包括下列各項:

- 收購相關交易成本(股份及債務發行成本除外)將於產生支銷;
- 於被收購方之現有權益將於擁有權權益日後出現變動時按公平值重新計量,所產生之盈虧於損益確認;
- 於被收購方之非控股權將按公平值或於被收購方之可識別資產及負債之權益比例計量;

1. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES *(continued)*

HKFRS 3 (Revised): Business Combinations/Improvement to HKFRS (2009) with amendments to HKFRS 3 *(continued)*

- contingent consideration to be recognised at fair value at the acquisition date; and
- goodwill to be measured at the excess of the aggregate of the acquisition-date fair value of the acquirer's interest in the acquiree and the amount of any non-controlling interest over the net of the acquisition-date amounts of identifiable assets acquired and the liabilities assumed from the acquisition.

The Improvements to HKFRS (2009) contains amendments to clarify the measurement of the fair value of an intangible asset acquired in a business combination and to permit the grouping of intangible assets as a single asset if each asset has similar useful economic lives.

The Group amended its accounting policies in relation to business combinations in order to bring them in line with the requirements under HKFRS 3 (Revised). In accordance with the relevant transitional provisions in HKFRS 3 (Revised), the Group has applied these new policies prospectively to business combination for which the acquisition date is on or after 1 January 2010. These changes in accounting policies did not affect the accounting for the acquisition of the entire interests in two subsidiaries, Perfect Time Investments Limited and Richful Zone International Limited during the period since these acquisitions did not involve material acquisition-related transaction costs and no non-controlling interests were involved.

1. 遵例聲明及會計政策*（續）*

香港財務報告準則第3號（經修訂）：業務合併／香港財務報告準則之改進（二零零九年）連同香港財務報告準則第3號之修訂*（續）*

- 或然代價將按收購當日之公平值確認；及
- 商譽按收購方於被收購方之權益在收購當日之公平值與任何非控股權益金額之總額，超出所收購可識別資產於收購當日之公平值減去因收購而承擔之負債後之金額計量。

香港財務報告準則之改進（二零零九年）載有多項修訂，釐清計量於業務合併時收購無形資產之公平值之方法，並允許倘無形資產之可用經濟年期相近，則可將該等無形資產合併作一項單一資產計算。

本集團修訂其有關業務合併之會計政策，以符合香港財務報告準則第3號（經修訂）之規定。按照香港財務報告準則第3號（經修訂）之相關過渡條文，本集團已對收購日期為二零一零年一月一日或之後之業務合併應用該等新政策。該等會計政策變動並不影響期內收購兩家附屬公司－時美投資有限公司及豐域國際有限公司－全部權益之會計方法，原因為該等收購事項並不涉及重大之收購相關交易成本，亦無涉及任何非控股權益。

1. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES *(continued)*

HKAS 27 (Revised): Consolidated and Separate Financial Statements

The revised Standard requires accounting for changes in ownership interests in a subsidiary, while maintaining control, to be recognised as an equity transaction. It also requires, when the group loses control of a subsidiary, any interest retained in the former subsidiary to be remeasured at fair value with the gain or loss recognised in profit or loss. This principle is also extended to a disposal of an associate through the consequential amendments to HKAS 28 Investments in Associates. The revised Standard has been applied by the Group retrospectively subject to specified transitional provisions. The adoption of the revised Standard did not have material impact on the financial statements for the period ended 30 June 2010.

Other than the above, amendments and interpretations issued by HKICPA which are or have become effective did not have any material impact on the accounting policies of the Group.

At the date of authorisation of these condensed consolidated financial statements, the HKICPA has issued a number of new/revised HKFRSs that are not yet effective for the current period. The Group is in the process of making an assessment of what the impact of these HKFRSs is expected to be in the period of initial application. So far it is concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

1. 遵例聲明及會計政策 *(續)*

香港會計準則第27號(經修訂):綜合及獨立財務報表

該項經修訂準則規定一家附屬公司在其控制權仍屬集團所有時,其擁有權權益之變動會確認為股權交易。此外,該準則亦規定倘集團失去附屬公司之控制權,則所保留於前附屬公司之任何權益將按公平值重新計量,所產生之盈虧則於損益確認。該項原則亦透過香港會計準則第28號於聯營公司之投資之其後修訂擴展至出售聯營公司之情況。本集團已在特定過渡條文之規限下追溯應用該項經修訂準則。採納該項經修訂準則不會對截至二零一零年六月三十日止期間之財務報表構成任何重大影響。

除上述者外,香港會計師公會所頒佈現時或已經生效之修訂及詮釋對本集團之會計政策並無任何重大影響。

於授權刊發此等簡明綜合財務報表當日,香港會計師公會已頒佈多項於本期間尚未生效之新訂/經修訂香港財務報告準則。本集團現正評估該等香港財務報告準則在初次應用期間之預期影響,目前之結論為採納該等準則不大可能對本集團之經營業績及財務狀況構成重大影響。

2. SEGMENT INFORMATION

The chief decision makers have evaluated the performance of operating segments and allocated resources to those segments based on the Group's internal reporting in respect of these segments. The executive directors consider investing in associates, securities trading and provision of financing services are the Group's major operating segments. Segment results represent the profit earned by each segment without allocation of finance costs and share of results of associates. The following analysis is the measure reported to chief operating decision maker for the purposes of resources allocation and assessment of segment performance.

2. 分類資料

主要決策人已根據本集團各經營分類之內部報告，評估該等分類之表現及將資源分配至各分類。執行董事認為於聯營公司之投資、證券買賣及提供融資服務為本集團之主要經營分類。分類業績指各分類所賺取之溢利，當中並未分配融資成本及應佔聯營公司之業績。以下分析為向主要營運決策人匯報之方法，以分配資源及評估分類表現。

		Six months ended 30 June 2010 (Unaudited) 截至二零一零年六月三十日止六個月（未經審核）			
		Investing 投資 HK$'000 千港元	Provision of financing services 提供融資服務 HK$'000 千港元	Unallocated 未經分配 HK$'000 千港元	Total 總計 HK$'000 千港元
Turnover	**營業額**				
Net gain on disposal of and dividend income from financial assets at fair value through profit or loss	出售於損益帳按公平值處理之財務資產之盈利淨額及源自相關財務資產之股息收入	11,614	–	–	11,614
Interest income from provision of financial services	提供金融服務之利息收入	–	1,344	–	1,344
Total turnover	總營業額	11,614	1,344	–	12,958
Operating results	**經營業績**				
Segment results	分類業績	(113,326)	1,355	(8,749)	(120,720)
Share of results of associates	應佔聯營公司之業績				4,094
Negative goodwill arising from acquisition of a subsidiary	收購一間附屬公司所產生之負商譽				3,262
Net gain on disposal of a subsidiary	出售一間附屬公司之盈利淨額				25,000
Taxation	稅項				–
Loss for the period	**期內虧損**				(88,364)

2. SEGMENT INFORMATION *(continued)*

2. 分類資料*（續）*

		Six months ended 30 June 2009 (Unaudited) 截至二零零九年六月三十日止六個月（未經審核）			
		Investing 投資 HK$'000 千港元	Provision of financing services 提供融資服務 HK$'000 千港元	Unallocated 未經分配 HK$'000 千港元	Total 總計 HK$'000 千港元
Turnover	**營業額**				
Net gain on disposal of and dividend income from financial assets at fair value through profit or loss	出售於損益帳按公平值處理之財務資產之盈利淨額及源自相關財務資產之股息收入	14,603	–	–	14,603
Interest income from provision of financial services	提供金融服務之利息收入	–	911	–	911
Total turnover	總營業額	14,603	911	–	15,514
Operating results	**經營業績**				
Segment results	分類業績	96,222	30,702	(4,866)	122,058
Share of results of associates	應佔聯營公司之業績				303
Taxation	稅項				–
Profit from continuing operations	來自持續經營業務之溢利				122,361
Loss from discontinued operations	來自已終止經營業務之虧損				(839)
Profit for the period	**期內溢利**				121,522

2. SEGMENT INFORMATION *(continued)*

2. 分類資料 *(續)*

An analysis of the Group's assets by operating segment is set out below:

本集團資產按經營分類分析如下：

		At 30 June 2010 於二零一零年六月三十日			
		Investing 投資 HK$'000 千港元	**Provision of financing services 提供融資服務 HK$'000 千港元**	**Unallocated 未經分配 HK$'000 千港元**	**Total 總計 HK$'000 千港元**
Segment assets	分類資產	**500,215**	**245,813**	**149,150**	**895,178**
Interests in associates	於聯營公司之權益				**41,588**
					936,766

		At 31 December 2009 於二零零九年十二月三十一日			
		Investing 投資 HK$'000 千港元	Provision of financing services 提供融資服務 HK$'000 千港元	Unallocated 未經分配 HK$'000 千港元	Total 總計 HK$'000 千港元
Segment assets	分類資產				
– continuing operations	－持續經營業務	273,919	104,511	100,651	479,081
– discontinued operations	－已終止經營業務				5,286
Interests in an associate	於聯營公司之權益				37,094
					521,461

3. (LOSS) PROFIT BEFORE TAXATION

(Loss) Profit from operations has been arrived at after charging:

3. 除稅前（虧損）溢利

經營（虧損）溢利經扣除下列各項後列帳：

		Six months ended 30 June 截至六月三十日止六個月					
		2010 (Unaudited) 二零一零年（未經審核）			2009 (Unaudited) 二零零九年（未經審核）		
		Continuing operations 持續經營業務 HK$'000 千港元	**Discontinued operations 已終止經營業務 HK$'000 千港元**	**Total 總計 HK$'000 千港元**	Continuing operations 持續經營業務 HK$'000 千港元	Discontinued operations 已終止經營業務 HK$'000 千港元	Total 總計 HK$'000 千港元
Depreciation	折舊	**442**	**–**	**442**	–	546	546
Staff cost and related expenses	員工成本及相關開支	**2,680**	**–**	**2,680**	1,596	1,798	3,394
Share-based payment in respect of share options	有關購股權之以股份支付之款項	**1**	**–**	**1**	–	–	–
Amortisation of effective interest on convertible bonds	可換股債券實際利息攤銷	**1,286**	**–**	**1,286**	322	–	322

4. TAXATION

Hong Kong Profits Tax has not been provided as the Group's entities either have no assessable profit or their assessable profits for the period are wholly absorbed by unrelieved tax losses brought forward from previous years.

4. 稅項

由於本集團之實體並無應課稅溢利或於期內之應課稅溢利已被過往年度結轉之未抵銷稅項虧損全數抵銷，故並無計提香港利得稅撥備。

5. (LOSS) EARNINGS PER SHARE

Basic (loss) earnings per share

The calculation of basic (loss) earnings per share is based on the weighted average number of ordinary shares of 1,848,558,000 shares (2009 (restated): 254,684,000 shares) in issue during the period.

From continuing operations

The calculation of the basic (loss) earnings per share from continuing operations attributable to shareholders is based on the loss for the period from continuing operations of HK$88,364,000 (2009: profit of HK$122,361,000) and the denominators detailed above in respect of weighted average number of shares.

5. 每股（虧損）盈利

每股基本（虧損）盈利

每股基本（虧損）盈利按期內已發行1,848,558,000股（二零零九年（重列）：254,684,000股）普通股加權平均數計算。

來自持續經營業務

股東應佔來自持續經營業務之每股基本（虧損）盈利按持續經營業務之期內虧損88,364,000港元（二零零九年：溢利122,361,000港元）及上文所詳述之加權平均股數計算。

5. (LOSS) EARNINGS PER SHARE *(continued)*

Basic (loss) earnings per share *(continued)*

The weighted average number of ordinary shares adopted in the calculation of basic earnings per share for the six months ended 30 June 2009 has been adjusted to reflect the impact of the capital reorganisation and the rights issue effected subsequent to 30 June 2009.

From discontinued operations

The calculation of the basic loss per share for the discontinued operations attributable to shareholders based on the loss for the period from the discontinued operations of HK$Nil (2009: HK$839,000) and the denominators detailed above in respect of weighted average number of shares.

Diluted earnings per share

For the six months ended 30 June 2010, as there was an anti-dilutive effect after adjusting for the effects of all dilutive potential ordinary shares, diluted loss per share for continuing and discontinued operations were the same as the basis loss per share.

For the six months ended 30 June 2009, the calculation of diluted earnings (loss) per share is based on the weighted average number of ordinary shares of 255,979,000 shares representing basis weighted average number of shares of the Company of 1,052,121,000 plus the weighted average number of shares of 5,351,000 shares deemed to be issued if all outstanding convertible bonds during the period had been converted, and adjusted for the share consolidation on the basic of every five shares to one consolidated share and the rights issue which were effected subsequent to 30 June 2009.

For the six months ended 30 June 2009, the calculation of the diluted earnings per share from continuing operations attributable to shareholders is based on the profit for the period from continuing operations of HK$122,361,000 and the denominators detailed above in respect of weighted average number of shares.

Diluted loss per share from discontinued operations for the six months ended 30 June 2009 was the same as the basis loss per share as there was an anti-dilutive effect after adjusting for the effect of all dilutive potential ordinary shares.

5. 每股（虧損）盈利*（續）*

每股基本（虧損）盈利*（續）*

計算截至二零零九年六月三十日止六個月之每股基本盈利時所採用之普通股加權平均數已作調整，以反映於二零零九年六月三十日後進行之股本重組及供股之影響。

來自已終止經營業務

股東應佔來自已終止經營業務之每股基本虧損按已終止經營業務之期內虧損零港元（二零零九年：839,000港元）及上文所詳述之加權平均股數計算。

每股攤薄盈利

截至二零一零年六月三十日止六個月，由於調整所有潛在攤薄普通股之影響後產生反攤薄影響，故持續及已終止經營業務之每股攤薄虧損與每股基本虧損相同。

截至二零零九年六月三十日止六個月，每股攤薄盈利（虧損）按255,979,000股普通股加權平均數（即本公司股份之基本加權平均數1,052,121,000股，另加假設期內所有未轉換之可換股債券獲轉換時被視為將予發行之加權平均股數5,351,000股，並已就於二零零九年六月三十日後進行之股份合併（基準為每五股股份合併為一股合併股份）及供股作出調整）計算。

截至二零零九年六月三十日止六個月，股東應佔來自持續經營業務之每股攤薄盈利按持續經營業務之期內溢利122,361,000港元及上文所詳述之加權平均股數計算。

截至二零零九年六月三十日止六個月，由於調整所有潛在攤薄普通股之影響後產生反攤薄影響，故已終止經營業務之每股攤薄虧損與每股基本虧損相同。

6. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in these interim financial statements, during the six months ended 30 June 2010, the Group had the following significant related party transactions:

(a) Mr. Zhuang You Dao ("Mr. Zhuang"), a director of the Company, has given personal guarantee to the Group for a loan of HK$5,000,000 granted to a subsidiary to finance its loan to Tianjin Kai Sheng Automobile Service Company Limited ("Tianjin Kai Sheng"), an associate of the Group. The loan was fully settled in March 2010.

(b) In addition, during the period, the associate advanced RMB12,000,000 (equivalent to HK$13,761,000) to Mr. Zhuang which amount has been pledged as a security to facility the associate to obtain banking facilities from a bank. In addition, such banking facilities are secured on a personal guarantee given by Mr. Zhuang to the extent of RMB12,000,000.

(c) On 22 December 2009, the Group agreed to grant additional loan of HK$12,500,000 to Tianjin Kai Sheng. The facilities was also guaranteed by Mr. Zhuang, for use in financing the associate's automobile distribution business. The loan was terminated on 5 February 2010 and no cash outflow was incurred in respect of the loan.

(d) Mr. Zhuang has given personal guarantee to a supplier of the associate for financing facilities in aggregate of RMB20,000,000 (equivalent to HK$22,935,000) granted to the associate.

6. 關連人士交易

除此等中期財務報表其他部分所披露者外，本集團於截至二零一零年六月三十日止六個月內進行之重大關連人士交易如下：

(a) 本公司董事莊友道先生（「莊先生」）就授予一間附屬公司之5,000,000港元貸款向本集團提供個人擔保，而有關貸款乃用作撥付其向本集團聯營公司天津市凱聲汽車維修有限公司（「天津市凱聲」）提供之貸款。該筆貸款已於二零一零年三月全數償付。

(b) 此外，該聯營公司於期內向莊先生墊付人民幣12,000,000元（相等於13,761,000港元），該筆款項已經抵押，作為該聯營公司取得銀行之銀行融資之擔保。此外，有關銀行融資以莊先生給予之個人擔保作抵押，金額以人民幣12,000,000元為限。

(c) 於二零零九年十二月二十二日，本集團同意向天津市凱聲授出額外貸款12,500,000港元。該等融資亦已獲莊先生提供擔保，用以為該聯營公司之汽車分銷業務提供資金。該筆貸款其後於二零一零年二月五日終止，故該筆貸款並無造成現金流出。

(d) 莊先生已就該聯營公司獲提供之融資信貸額合共人民幣20,000,000元（相等於22,935,000港元）向該聯營公司之一名供應商提供個人擔保。

7. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2010, the Group spent HK$44,000 (six months ended 30 June 2009: HK$Nil) on additions to property, plant and equipment for daily operation use. No disposal of property, plant and equipment was taken place during the six months ended 30 June 2010 (six months ended 30 June 2009: property, plant and equipment with an aggregate carrying value of HK$232,000 were disposed with a loss of approximately HK$68,000).

7. 物業、廠房及設備

截至二零一零年六月三十日止六個月，本集團耗資44,000港元（截至二零零九年六月三十日止六個月：零港元）添置物業、廠房及設備作日常營運用途。截至二零一零年六月三十日止六個月並無出售物業、廠房及設備（截至二零零九年六月三十日止六個月：出售帳面值合共為232,000港元之物業、廠房及設備，而出售虧損約為68,000港元）。

8. INTERESTS IN ASSOCIATES

8. 於聯營公司之權益

		As at 30 June 2010 (Unaudited) 於二零一零年六月三十日（未經審核）				As at 31 December 2009 (Audited) 於二零零九年十二月三十一日（經審核）
		Golden Fame 金信	**Tianjin Kai Sheng** 天津市凱聲	**Tinhua** (Note a) 天華（附註a）	**Total** 總計	
		HK$'000 千港元	**HK$'000** 千港元	**HK$'000** 千港元	**HK$'000** 千港元	HK$'000 千港元
Share of net assets	應佔資產淨值	**38,316**	**3,272**	**–**	**41,588**	103,601
Goodwill on acquisition	收購產生之商譽	**–**	**–**	**–**	**–**	91,993
Impairment loss	減值虧損	**–**	**–**	**–**	**–**	(158,500)
		38,316	**3,272**	**–**	**41,588**	37,094

8. INTERESTS IN ASSOCIATES *(continued)*

(a) Investment in Tinhua Excel Way Special Fiber (Xintai) Company Limited ("Tinhua")

Reference is made to the annual report of year 2009 and related announcements. The Group had invested in Tinhua by acquiring two subsidiaries, Excel Way Investments Limited ("Excel Way") and Shinning Global Worldwide Limited ("Shinning Global"), at an aggregate consideration of HK$158,500,000. Due to the lengthy administrative process for a bank in granting banking facility to Tinhua, the required liquidity to meet the working capital requirement for the commencement of Tinhua's production has been adversely affected. Up to the year end date of 31 December 2009, the Group had not yet injected the last instalment of capital of HK$24,149,000 (US$3,100,000) due to the uncertainties arisen from the postponed trial run and formal operations of Tinhua. The Group believes that such uncertainties arisen will in turn increase the risk exposure of its investment in Tinhua. The directors were of the opinion that the possibility of recovering the residual value from the investment in Tinhua was low and a full impairment loss of HK$158,000,000 was made in the financial statements for the year ended 31 December 2009.

8. 於聯營公司之權益 *(續)*

(a) 於天華溢威特種纖維（新泰）有限公司（「天華」）之投資

謹此提述二零零九年年報及相關公佈。本集團已透過收購兩間附屬公司溢威投資有限公司（「溢威」）及Shinning Global Worldwide Limited（「Shinning Global」）而投資於天華，總代價為158,500,000港元。由於銀行向天華授出銀行信貸須辦理冗長之行政程序，令天華取得所需流動資金作為開展生產業務之營運資金一事受到不利影響。截至年結日二零零九年十二月三十一日止，本集團並無作出最後一期注資24,149,000港元（3,100,000美元），原因為天華之試運行及正式營運仍要推延產生不確定因素。本集團相信，出現該等不確定因素將增加本集團於天華之投資風險。董事認為，本公司可收回於天華之投資之剩餘價值之可能性不大，因而已於截至二零零九年十二月三十一日止年度之財務報表內計提全數減值虧損158,000,000港元。

8. INTERESTS IN ASSOCIATES *(continued)*

(a) Investment in Tinhua Excel Way Special Fiber (Xintai) Company Limited ("Tinhua") *(continued)*

Given the unforeseeable prospect of Tinhua's business, management has appointed provisional liquidators to voluntarily liquidate Excel Way. A Statement of Voluntary Winding Up and the Notice of Appointment of Provisional Liquidators were filed with the Company Registry on 14 April 2010 and the commencement of the voluntary liquidation process has been disclosed in the Company's announcement on 15 April 2010. Pursuant to High Court Order on 31 May 2010, joint and several liquidators had been appointed and as at the end of the reporting period, Excel Way is still under the winding up process.

Pursuant to the Subscription Agreement entered by the Group with Excel Way and Mr. Yeung Ming Kwong ("Mr. Yeung"), the director of the Company on 26 August 2008, the consideration for subscribing the subscription shares of Excel Way was US$7,500,000 and up to the end of the reporting period, the Group has paid US$4,400,000 to Excel Way for capital contribution to Tinhua. The remaining outstanding portion of US$3,100,000 (HK$24,149,000) was included in other payables as at 30 June 2010.

8. 於聯營公司之權益 *(續)*

(a) 於天華溢威特種纖維(新泰)有限公司(「天華」)之投資 *(續)*

鑑於天華業務之不明朗前景，管理層已委任臨時清盤人對溢威進行自動清盤。於二零一零年四月十四日，自動清盤陳述書及委任臨時清盤人通知書已獲呈交予公司註冊處，而如本公司日期為二零一零年四月十五日之公佈所披露，自動清盤程序已經展開。根據日期為二零一零年五月三十一日之高等法院判令，共同及個別清盤人已獲委任，而於報告期結束日，溢威仍處於清盤程序中。

根據本集團於二零零八年八月二十六日與溢威及本公司董事楊明光先生(「楊先生」)訂立之認購協議，認購溢威之認購股份之代價為7,500,000美元，而截至報告期結束日，本集團已向溢威支付4,400,000美元作為向天華之注資。餘下3,100,000美元(24,149,000港元)未支付款額已於二零一零年六月三十日計入其他應付款項。

9. GOODWILL　9. 商譽

		As at 30 June 2010 (Unaudited) 於二零一零年六月三十日(未經審核)			As at 31 December 2009 (Audited) 於二零零九年十二月三十一日(經審核)
		Leapfly Limited Leapfly Limited HK$'000 千港元	Natural Harvest Investment Limited 盛然投資有限公司 HK$'000 千港元	Total 總計 HK$'000 千港元	HK$'000 千港元
Carrying value	帳面值				
Acquisition of subsidiaries	收購附屬公司	**20,000**	**55,000**	**75,000**	75,000
Less: Impairment loss	減：減值虧損	**(20,000)**	**(55,000)**	**(75,000)**	(75,000)
At end of the reporting period	於報告期結束日	**–**	**–**	**–**	–

10. INTANGIBLE ASSETS　10. 無形資產

		HK$'000 千港元
At cost	**按成本**	
Addition – acquisition of subsidiary (note 21) and at end of the reporting period	增加－收購附屬公司(附註21)及於報告期結束日	82,500

Reference is made to the Company's announcement dated 9 April 2010, the Group acquired the entire issued share capital of a company which owns the rights to (i) obtain 50% of forestry land use rights and forestry trees entitlement of three forestry sites in Simao District, Puer City, Yunnan Province, the People's Republic of China (the "PRC") and (ii) share 50% of distributable profits of these forests.

謹此提述本公司日期為二零一零年四月九日之公佈，本集團收購一間公司之全部已發行股本，該公司擁有以下各項權利：(i)取得中華人民共和國(「中國」)雲南省普洱市思茅區三塊林地之50%林地使用權及林木所有權，及(ii)分佔該等林地之50%可分派溢利。

10. INTANGIBLE ASSETS *(continued)*

At the date of acquisition, the fair value of these rights was assessed at HK$82,500,000 with reference to the valuation on the forestry land use rights and forestry tree entitlement of these forests conducted by an independent professional valuer, B.I. Appraisals Limited, on the market approach which considers prices recently paid for similar assets.

The forestry land use rights and forestry trees entitlement of these three forestry sites are 50 years from 8 January 2010 to 7 January 2060, according to the reissued forestry land use rights and ownership rights issued by the PRC local government.

10. 無形資產*（續）*

於收購之日，該等權利之公平值獲評估為82,500,000港元，此乃經參考獨立專業估值師保柏國際評估有限公司使用市場法對該等林地之林地使用權及林木所有權進行之估值（當中考慮類似資產最近之交易價格）而釐定。

根據中國地方政府重新發出之林地使用權及林木所有權，該三塊林地之林地使用權及林木所有權由二零一零年一月八日起至二零六零年一月七日止為期50年。

11. AVAILABLE-FOR-SALE FINANCIAL ASSETS

11. 可供出售財務資產

		As at 30 June 2010 於二零一零年六月三十日 (Unaudited) (未經審核) HK$'000 千港元	As at 31 December 2009 於二零零九年十二月三十一日 (Audited) (經審核) HK$'000 千港元
Unlisted equity interests in Taiwan, at cost	於台灣之非上市股本權益，按成本	**6,908**	6,908
Unlisted equity interests in Hong Kong, at cost	於香港之非上市股本權益，按成本	**25,000**	25,000
Less: Impairment loss recognised	減：已確認減值虧損	**(31,908)**	(31,908)
		–	–

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

12. 於損益帳按公平值處理之財務資產

		As at 30 June 2010 於二零一零年六月三十日 (Unaudited) （未經審核） HK$'000 千港元	As at 31 December 2009 於二零零九年十二月三十一日 (Audited) （經審核） HK$'000 千港元
Listed equity securities listed in Hong Kong	於香港上市之上市股本證券		
At beginning of period/year	**於期／年初**	**273,919**	98,748
Additions	購入	**530,176**	311,080
Disposals	出售	**(178,982)**	(162,748)
Fair value adjustments	公平值調整	**(124,898)**	26,839
At the end of the reporting period	**於報告期結束日**	**500,215**	273,919

The fair value of listed equity securities is based on quoted market prices in active markets at the end of the reporting period.

上市股本證券之公平值乃根據報告期結束日在活躍市場所報之市價計算。

13. LOAN RECEIVABLES

Loans granted to borrowers are repayable according to repayment schedules. The balance represents:

13. 應收貸款

借款人獲授之貸款須按照還款時間表償還。有關結餘指：

		Note 附註	**At 30 June 2010** **於二零一零年六月三十日** **(Unaudited)** **（未經審核）** **HK$'000** **千港元**	At 31 December 2009 於二零零九年十二月三十一日 (Audited) （經審核） HK$'000 千港元
Loan receivables from third parties	應收第三方貸款	(a)	**247,272**	61,553
Allowance for doubtful debts	呆帳撥備		**(1,459)**	(1,471)
		(b)	**245,813**	60,082

Notes:

(a) At the end of the reporting period, (i) loan receivables carry effective interest rates ranging from 2% to prime rate plus 2% (31 December 2009: prime rate); (ii) loan balance of HK$1,459,000 was overdue and was fully impaired; (iii) the remaining loan balances of HK$245,813,000 are within the respective maturity dates; and (iv) loan balances of HK$170,669,000 are secured by the borrowers' net interests in their account maintained with a broker (31 December 2009: HK$60,082,000); and (v) loan balance of HK$75,144,000 (31 December 2009: HK$Nil) is unsecured.

(b) The granting of loans had been approved and monitored by the Company's executive directors in charge of the Group's money lending operation. The executive directors assessed the collectability of loan receivables at the end of the reporting period individually with reference to borrowers' past collection history and current creditworthiness. In the executive directors' opinion, there was no indication of deterioration in the collectability of the remaining amount of HK$245,813,000 (2009: HK$60,082,000) and thus no additional allowance was considered necessary.

附註：

(a) 於報告期結束日，(i)應收貸款之實際利率介乎2厘至最優惠利率加2厘（二零零九年十二月三十一日：最優惠利率）；(ii)貸款結餘1,459,000港元乃逾期未付，並已全數減值；(iii)餘下貸款結餘245,813,000港元均無逾期；(iv)貸款結餘170,669,000港元乃以借款人證券經紀帳戶內之淨權益作擔保（二零零九年十二月三十一日：60,082,000港元）；及(v)貸款結餘75,144,000港元並無以任何抵押品作擔保（二零零九年十二月三十一日：零港元）。

(b) 授出貸款已獲主管本集團放貸業務之本公司執行董事批准，並受其監察。有關執行董事於報告期結束日參照借款人過往之還款紀錄及現時之信用程度，個別評估能否收回應收貸款。有關執行董事認為並無跡象顯示收回餘額245,813,000港元（二零零九年：60,082,000港元）方面出現問題，故無須作出額外撥備。

14. OTHER RECEIVABLES

14. 其他應收款項

		Note 附註	**At 30 June 2010** **於二零一零年六月三十日** **(Unaudited)** **（未經審核）** **HK$'000** **千港元**	At 31 December 2009 於二零零九年十二月三十一日 (Audited) （經審核） HK$'000 千港元
Other receivables	**其他應收款項**			
Deposits, prepayments and other debtors	按金、預付款項及其他應收帳款		**2,834**	6,929
Due from an associate	應收一間聯營公司款項		**–**	5,065
Dividend receivable from an associate	應收一間聯營公司股息		**–**	2,000
			2,834	13,994

15. PLEDGE OF ASSETS

As at 30 June 2010, margin facilities from a regulated securities broker were granted to the Group which were secured by the Group's financial assets at fair value through profit or loss. As at 30 June 2010, the Group has not utilised any of these facilities and the carrying amount of the financial assets at fair value through profit or loss being charged by the securities broker is HK$500,215,000 (31 December 2009: HK$273,919,000).

15. 資產抵押

於二零一零年六月三十日，本集團獲一名持牌證券經紀授出孖展融資，並以本集團於損益帳按公平值處理之財務資產作抵押。於二零一零年六月三十日，本集團並無動用任何該等融資，而抵押予該證券經紀之於損益帳按公平值處理之財務資產之帳面值為500,215,000港元（二零零九年十二月三十一日：273,919,000港元）。

16. OTHER PAYABLES

16. 其他應付款項

		Note 附註	**At 30 June 2010 於二零一零年六月三十日 (Unaudited) (未經審核) HK$'000 千港元**	At 31 December 2009 於二零零九年十二月三十一日 (Audited) (經審核) HK$'000 千港元
Other payables	**其他應付款項**			
Accrued charges and other creditors	應計費用及其他應付帳款		**3,290**	4,454
Subscription monies payables	應付認購款項	(a)	**23,910**	24,149
			27,200	28,603

(a) The amount included US$3,100,000 (HK$24,149,000) which represented outstanding consideration for subscribing the subscription shares in Excel Way which is under liquidation. The details are more fully explained in note 8.

(a) 該筆款項包括3,100,000美元(24,149,000港元),指認購溢威(清盤中)之認購股份之未清償代價。進一步詳情載於附註8。

17. DERIVATIVE FINANCIAL INSTRUMENTS

17. 衍生財務工具

		At 30 June 2010 於二零一零年六月三十日 (Unaudited) (未經審核) HK$'000 千港元	At 31 December 2009 於二零零九年十二月三十一日 (Audited) (經審核) HK$'000 千港元
Financial liabilities related to the convertible bond options	可換股債券選擇權涉及之財務負債	–	–

On 17 December 2009, the Company had issued zero coupon convertible bonds ("the Bonds") to certain independent third parties at an aggregate principal amount of HK$110,000,000. The details are more fully explained in note 18. In accordance with the terms of the bond instrument, an option is attached to the Bonds. On exercising the conversion rights within 12 months from the date of issue of the Bonds, a converting bondholder shall be granted the option by the Company to subscribe, in cash at 100% of their principal amount, for an aggregate principal amount of optional bonds equal to the principal amount of the Bonds being converted by the converting bondholders.

On 11 February 2010, HK$110,000,000 of the Bonds were fully converted into 324,483,760 shares of the Company. Upon conversion, the bondholders were granted the option by the Company to subscribe for the optional bonds for an aggregate principal amount of HK$110,000,000.

於二零零九年十二月十七日，本公司向若干獨立第三方發行本金總額達110,000,000港元之零息票可換股債券(「債券」)。進一步詳情載於附註18。根據債券文據之條款，債券附有選擇權。倘於債券發行日起計12個月內行使轉換權，進行轉換之債券持有人將獲本公司授予選擇權，可以本金額100%之現金認購本金總額相等於進行轉換之債券持有人所轉換之債券本金額之選擇性債券。

於二零一零年二月十一日，110,000,000港元債券已獲悉數轉換為324,483,760股本公司股份。於轉換時，債券持有人獲本公司授予選擇權，可認購本金總額達110,000,000港元之選擇性債券。

17. DERIVATIVE FINANCIAL INSTRUMENTS *(continued)*

17. 衍生財務工具 *(續)*

The value of options was valued by BI Appraisals Limited, an independent valuer, at the issue date and at 30 June 2010 using the Black-Scholes Option Pricing Mode. The inputs into the model were as follows:

選擇權之價值經由獨立估值師保柏國際評估有限公司於發行日及二零一零年六月三十日使用柏力克－舒爾斯期權定價模型進行估值。該模型之輸入值如下：

		At the date of issue 於發行日	As at 30 June 2010 於二零一零年六月三十日
Conversion price	轉換價	HK$0.339港元	HK$0.322港元
Risk free rate	無風險利率	0.216%	0.537%
Expected exercise period	預期有效期	0.595 year年	0.214 year年
Volatility	波幅	64.196%	26.231%

Expected volatility was measured at the standard deviation of expected share price returns based on statistical analysis of daily share average prices of comparable companies with similar business over the past years immediately preceding the grant dates. The expected life of call options used in the model represents management's best estimate, taking into account of non transferability, exercise restrictions and behavioral consideration.

預期波幅乃根據緊接授出日期前過去數年類似業務之可資比較公司之每日股份平均價格之數據分析，按預期股價回報之標準偏離幅度計算。該模型所用之認購期權預期有效期指管理層之最佳估計，當中已考慮不可轉讓、行使限制及行為代價等因素。

During the six months ended 30 June 2010, certain holders of the bonds have exercised their options to subscribe optional bonds amounting to HK$38,500,000 which have also been converted into 113,569,316 shares of the Company. The changes in fair value of options during the period ended 30 June 2010 are as follows:

於截至二零一零年六月三十日止六個月，若干債券持有人已行使其選擇權，認購38,500,000港元之選擇性債券，並已將之轉換為113,569,316股本公司股份。於截至二零一零年六月三十日止期間，選擇權之公平值變動如下：

		HK$'000 千港元
At initial recognition	於首次確認時	11,674
Fair value decrease	公平值減少	(11,674)
At 30 June 2010	**於二零一零年六月三十日**	–

18. ZERO COUPON CONVERTIBLE BONDS　18. 零息票可換股債券

		As at 30 June 2010 於二零一零年六月三十日 (Unaudited) (未經審核) HK$'000 千港元	As at 31 December 2009 於二零零九年十二月三十一日 (Audited) (經審核) HK$'000 千港元
Liability component	**負債部分**		
At beginning of period/year	於期／年初	**84,461**	–
Fair value at inception	發行時之公平值	**28,028**	141,175
Issuing costs	發行成本	**–**	(2,154)
Amortisation of effective interest	攤銷實際利息	**1,286**	762
Exercise of conversion rights	行使轉換權	**(113,775)**	(55,322)
At end of the reporting period	**於報告期結算日**	**–**	84,461
Equity component	**權益部分**		
At beginning of period/year	於期／年初	**23,230**	–
Fair value at inception	發行時之公平值	**10,472**	68,825
Issuing costs	發行成本	**–**	(595)
Exercise of conversion rights	行使轉換權	**(33,702)**	(45,000)
At end of the reporting period	**於報告期結算日**	**–**	23,230

18. ZERO COUPON CONVERTIBLE BONDS *(continued)*

On 17 December 2009, the Company had issued certain zero coupon convertible bonds (the "**Bonds**") to certain independent third parties at an aggregate principal amount of HK$110,000,000 bearing no interest. The Bonds are convertible into ordinary shares of the Company, the whole or any part of the principal amount outstanding, at conversion price of HK$0.55 per share and have a maturity of 2 years from the date of issue. In accordance with the terms of the bond instrument, an option is attached to the bond. On an exercising the conversion rights within 12 months from the date of issue of the Bonds, a converting bondholder shall be granted the option by the Company to subscribe, in cash at 100% of their principal amount, for an aggregate principal amount of optional bonds equal to the principal amount of the Bonds being converted by that converting bondholder on the relevant occasion. Accordingly, the maximum aggregate amount of additional Convertible Bonds in respect of which Options may be granted is HK$110,000,000.

The fair value of the liability component and the equity conversion component were determined at issuance of the Bonds. The fair value of the liability component was calculated using a market interest rate for an equivalent non-convertible bonds. The residual amount represents the value of the equity conversion component.

On 10 February, 2010, the conversion price of the Bonds was adjusted from HK$0.55 per share to HK$0.339 per share. On 11 February 2010, the Company has received conversion notices from the bondholders to request for the conversion of the Bonds issued. The Company has then issued a total of 324,483,760 shares at the conversion price of HK$0.339.

18. 零息票可換股債券 *(續)*

於二零零九年十二月十七日，本公司向若干獨立第三方發行本金總額達110,000,000港元及不計息之若干零息票可換股債券（「**債券**」）。債券可以轉換價每股0.55港元，將全部或任何部分未償還本金額轉換為本公司普通股，有效期由發行日起計為期兩年。根據債券文據之條款，選擇權隨附於債券。倘於債券發行日起計12個月內行使轉換權，進行轉換之債券持有人將獲本公司授予選擇權，可以本金額100%之現金認購本金總額相等於進行轉換之債券持有人於相關情況下將轉換之債券本金額之選擇性債券。因此，涉及可能授出選擇權之額外可換股債券總額最多為110,000,000港元。

負債部分及權益部分之公平值均於發行債券時釐定。負債部分之公平值乃使用同等之非可換股債券之市場利率計算。剩餘價值為權益轉換部分之價值。

於二零一零年二月十日，債券之轉換價已由每股0.55港元調整至每股0.339港元。於二零一零年二月十一日，本公司已收到債券持有人發出之轉換通知，要求轉換已發行債券。其後，本公司已按轉換價0.339港元發行合共324,483,760股股份。

18. ZERO COUPON CONVERTIBLE BONDS *(continued)*

In addition, certain bondholders of the Bonds have exercised their options to subscribe additional bonds amounting to HK$38,500,000 which have also been converted into 113,569,316 shares of the Company at the conversion price of HK$0.339.

Subsequent to the end of the reporting period, on 29 July 2010, the conversion price of the Bonds was further adjusted from HK$0.339 per share to HK$0.322 per share.

18. 零息票可換股債券 *（續）*

此外，若干債券持有人已行使其選擇權以認購38,500,000港元之額外債券，並已按轉換價0.339港元將之轉換為113,569,316股本公司股份。

於報告期結束日後，於二零一零年七月二十九日，債券之轉換價已由每股0.339港元進一步調整至每股0.322港元。

19. SHARE CAPITAL

19. 股本

		As at 30 June 2010 (Unaudited) 於二零一零年六月三十日（未經審核）		As at 31 December 2009 (Audited) 於二零零九年十二月三十一日（經審核）	
		No. of Shares 股份數目 '000 千股	**HK$'000 千港元**	No. of Shares 股份數目 '000 千股	HK$'000 千港元
Authorised:	法定：				
Ordinary shares of HK$0.10 each	每股面值0.10港元之普通股	**50,000,000**	**5,000,000**	50,000,000	5,000,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK$0.10 each	每股面值0.10港元之普通股	**2,810,825**	**281,083**	439,384	43,938

20. SHARE OPTIONS

(a) Share option scheme

A share option scheme was approved by shareholders on 6 August 2007 which will remain in force for a period of 10 years commencing on 6 August 2007.

Under the new share option scheme, the Company may grant options to Directors and employees of the Group and any other persons who, in the sole discretion of the Board, have contributed or will contribute to the Group. The maximum of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the new share option scheme and any other share option scheme of the Company must not in aggregate exceed 30% of the total number of shares in issue from time to time. The total number of shares which may be issued upon exercise of all options to be granted under the new share option scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the shares in issue, the General Scheme Limit, at the date of the passing of the relevant ordinary resolution. If any options is to be granted to connected person(s), it must be approved by independent non-executive directors or independent shareholders in accordance with the Listing Rules as the case may be.

(b) Movement in share option scheme during the period

On 26 January 2010, 43,938,446 share options were granted under the Share Option Scheme to qualified participants. The share price at the date of grant is HK$0.31. The share price at the date of grant is the Stock Exchange closing price on the trading date immediately prior to the date of the grant of the options. The options were fully exercised on 26 January 2010 and the Company received proceeds of HK$14 million.

20. 購股權

(a) 購股權計劃

購股權計劃於二零零七年八月六日獲股東批准，自二零零七年八月六日起生效，有效期10年。

根據新購股權計劃，本公司可授予董事、本集團僱員及董事會全權酌情認為曾經或將會對本集團作出貢獻之任何其他人士購股權。因行使根據新購股權計劃及本公司任何其他購股權計劃授出但未行使之全部發行在外購股權而發行之股份上限合共不得超過不時已發行股份總數之30%。因行使根據新購股權計劃及本公司任何其他購股權計劃授出之全部購股權而可發行之股份總數合共不得超過於通過相關普通決議案當日已發行股份之10%（整體計劃限額）。根據上市規則，授予關連人士任何購股權須先經獨立非執行董事或獨立股東（視情況而定）批准。

(b) 期內購股權計劃之變動：

於二零一零年一月二十六日，本公司根據購股權計劃授予多名合資格參與者43,938,446份購股權。授出購股權當日之股價為0.31港元。於授出日期之股價乃股份於緊接購股權授出日期前一個交易日於聯交所之收市價。購股權已於二零一零年一月二十六日獲全數行使，本公司因而獲取所得款項14,000,000港元。

20. SHARE OPTIONS *(continued)*

(c) Fair value of share options and assumptions

The fair value of share option granted at the grant date was HK$0.00002 per share, which are calculated using the Black-Scholes model with the following inputs:

20. 購股權*（續）*

(c) 購股權公平值及假設

已授出購股權於授出日期之公平值為每股股份0.00002港元，乃根據下列數據以柏力克－舒爾斯期權定價模型計算：

Average share price	平均股價	HK$0.31港元
Weighted average exercise price	加權平均行使價	HK$0.32港元
Expected volatility	預期波幅	18.54%
Expected option period	預期購股權期限	2 days日
Risk free rate	無風險利率	0.003%

21. ACQUISITION OF SUBSIDIARIES

During the period, the Group acquired the entire equity interests in the following companies.

21. 收購附屬公司

期內，本集團收購下列公司之全部股本權益。

Acquisition date 收購日期	**Name of acquired companies 已收購公司名稱**	**Place of incorporation 註冊成立地點**	**Principal activities 主要業務**	**Consideration 代價** HK$'000 千港元
26 April 2010	Richful Zone International Limited ("Richful Zone")	British Virgin Islands	Investment holding	79,200
二零一零年四月二十六日	豐域國際有限公司（「豐域」）	英屬處女群島	投資控股	79,200
19 May 2010	Perfect Time Investments Limited ("Perfect Time")	British Virgin Islands	Investment holding	60,000
二零一零年五月十九日	時美投資有限公司（「時美」）	英屬處女群島	投資控股	60,000

The Group had disposed of Perfect Time within a short period of time after the acquisition. More details and financial impact are set out in note 22.

本集團於收購時美後已迅速將其出售。更多詳情及財務影響載於附註22。

21. ACQUISITION OF SUBSIDIARIES *(continued)*

In respect of the acquisition of Richful Zone, the following summarises the consideration paid and the amounts of the assets acquired and liabilities assumed. No non-controlling interest was recognised at the date of acquisition:

21. 收購附屬公司 *（續）*

就收購豐域而言，下文概述已付代價及已收購資產及已承擔負債之金額。於收購日期概無確認任何非控股權益：

		HK$'000 千港元
Consideration:	**代價：**	
Share issued, at fair value	已發行股份，按公平值	79,200
Total consideration transferred	**已轉讓代價總額**	79,200

		HK$'000 千港元
Recognised amounts of identifiable assets acquired and liabilities assumed:	**可識別已收購資產及已承擔負債之已確認金額：**	
Intangible assets	無形資產	82,500
Other payables and accruals	其他應付款項及應計費用	(38)
Total identifiable net assets	**可識別資產淨值總額**	82,462
Negative goodwill arising on acquisition	**收購時產生之負商譽**	(3,262)
		79,200

21. ACQUISITION OF SUBSIDIARIES *(continued)*

The Company issued 330,000,000 ordinary shares as the consideration paid for the acquisition of Richful Zone. Richful Zone holds 100% equity interests in Allied Loyal International Investments Limited, which holds concession rights of the 50% interest in the forestry land and 50% of the distributable profits of the forest lands located in the PRC. The fair value of the shares issued of the acquisitions was determined by applying a market approach.

The transaction costs have been excluded from the consideration transferred and included in administrative expenses in the consolidated statement of comprehensive income. No cost was attributable to the issuance of the equity instrument.

From the acquisition of Richful Zone, the Group recognised a negative goodwill of HK$3,262,000 represented the excess of the Group's interests in the fair value of the subsidiaries at acquisition dates over the consideration of HK$79,200,000. The negative goodwill is included in the consolidated statement of comprehensive income for the period. Other than the negative goodwill, since the acquisition, the acquisit subsidiaries made no significant contribution to the revenue and results of the Group.

21. 收購附屬公司 *(續)*

本公司已發行330,000,000股普通股作為收購豐域之代價。豐域持有Allied Loyal International Investments Limited全部股權，而該公司持有中國多塊林地50%權益之特許權利及50%之可分派溢利。就該等收購已發行股份之公平值乃應用市場法釐定。

交易成本並無計及已轉讓代價，惟已計入綜合全面收入報表之行政開支內。發行股本工具概無任何應佔成本。

就收購豐域而言，本集團已確認負商譽3,262,000港元，指本集團應佔附屬公司於收購當日之公平值之權益超出代價79,200,000港元之差額。負商譽已於期內計入綜合全面收入報表內。除負商譽外，自收購以來，已收購附屬公司並無為本集團之收益及業績帶來重大貢獻。

22. DISPOSAL OF A SUBSIDIARY

On 19 May 2010, the Company issued 400,000,000 ordinary shares as the consideration paid for the acquisition of Perfect Time. Perfect Time holds 100% equity interest in Jet Star Industries Limited, which holds a property in Guangzhou, PRC. The property is a 20-stores composite building known as Jifu Plaza.

On 26 May 2010, the Group disposed of its entire interest in Perfect Time to an independent third party at a consideration of HK$85,000,000. A net gains on disposal of approximately HK$25,000,000 was recognised during the period.

22. 出售一間附屬公司

於二零一零年五月十九日，本公司已發行400,000,000股普通股，作為收購時美之代價。時美持有捷勝實業有限公司全部股權，而該公司持有中國廣州一項物業。該物業為一幢二十層綜合樓宇，名為集富大廈。

於二零一零年五月二十六日，本集團向一名獨立第三方出售其於時美之全部權益，代價為85,000,000港元。期內已確認出售盈利淨額約25,000,000港元。

		HK$'000 千港元
Net assets acquired and disposed of:	**已收購並出售之資產淨值：**	
Investment property	投資物業	115,060
Property, plant and equipment	物業、廠房及設備	35
Trade and other receivables	應收貿易帳款及其他應收款項	437
Cash and bank balances	現金及銀行結存	636
Accrual and other payables	應計費用及其他應付款項	(863)
Profit tax payables	應繳利得税	(582)
Deferred tax liabilities	遞延税項負債	(6,926)
		107,797

		HK$'000 千港元
Consideration:	**代價：**	
Cash consideration on disposal	出售之現金代價	85,000
Shares issued, at fair value, on acquisition	收購時發行之股份公平值	(60,000)
Net gain recognised	**已確認盈利淨額**	25,000

The net gain on disposal is included in the loss for the period in the consolidated statement of comprehensive income.

出售盈利淨額已計入綜合全面收入報表之期內虧損。

23. MAJOR NON-CASH TRANSACTIONS

As detailed in note 21, the Group acquired the entire equity interest in Perfect Time at a consideration of HK$60,000,000 which was satisfied by the issuance of 400,000,000 new shares of the Company at HK$0.15 per share.

In addition, the Group acquired the entire interest in Richful Zone at a consideration of HK$79,200,000 which was satisfied by the issuance of 330,000,000 new shares of the Company at HK$0.24 per share.

24. CONTINGENT LIABILITIES

Alleged agreement on investment in a customer

Mr. Lo Chia Yu ("Mr. Lo") has allegedly claimed a verbal agreement was entered into on 12 March 2002 by his wholly owned company, Global Travel Holdings Limited ("Global Travel") and Forefront Automotive Services Company Limited ("FAS"), a wholly owned subsidiary of the Company, relating to an equity investment by FAS in Global Travel amounting to HK$7,800,000. FAS's position is that the agreement was subject to it conducting due diligence on Global Travel to its satisfaction. As requested, FAS paid a deposit of HK$2,000,000 to Mr. Lo. Subsequently, the accounting firm employed by FAS reported unsatisfactory due diligence, therefore FAS did not elect to proceed with the alleged agreement. Mr. Lo has filed proceedings claiming HK$7,800,000 together with alternative damage and FAS has lodged a counter claim to Mr. Lo for the return of the HK$2,000,000 paid as deposit. A contingent liability netting off the counter claims as set out above amounting to HK$5,800,000 are alleged to be due from FAS to Global Travel. The matter has not progressed after an initial hearing and was adjourned to a further date to be determined by the court subject to its receipt of sufficient documents from the two parties. The Company has not received any notice in relation to any specific dates for any further hearing.

23. 主要非現金交易

如附註21所詳述，本集團按代價60,000,000港元收購時美全部股本權益，有關代價透過由本公司按每股0.15港元發行400,000,000股本公司新股份支付。

此外，本集團按代價79,200,000港元收購豐域全部權益，有關代價透過由本公司按每股0.24港元發行330,000,000股本公司新股份支付。

24. 或然負債

於一名客戶之投資之指稱協議

駱家雨先生(「駱先生」)指稱其全資擁有之公司Global Travel Holdings Limited(「Global Travel」)曾與本公司之全資附屬公司福方汽車服務有限公司(「福方汽車服務」)於二零零二年三月十二日訂立口頭協議，當中涉及福方汽車服務於Global Travel之股權投資7,800,000港元。福方汽車服務之立場為該協議僅於其滿意對Global Travel進行之盡職審查後方可作實。福方汽車服務已應要求向駱先生支付一筆按金2,000,000港元。其後，鑑於福方汽車服務委聘之會計師行報告並不滿意該盡職審查結果，福方汽車服務因而選擇不繼續進行該指稱協議。駱先生已入稟索償7,800,000港元連同替代損害賠償，而福方汽車服務已向駱先生提出反索償，要求退回已付按金2,000,000港元。因此，於抵銷上述反索償款項後指稱福方汽車服務欠負Global Travel之或然負債為5,800,000港元。上述事宜於初步聆訊後並無任何進展，有關聆訊已押後至法院於接獲雙方足夠文件後決定之其他日子再行審理。本公司並無接獲有關於任何指定日期進行任何進一步聆訊之通知。

25. POST BALANCE SHEET EVENTS

Other than disclosed elsewhere in these interim financial statements, a summary of post balance sheet events is set out below:

(i) On 18 June 2010, the Group had announced that it has an intention to co-invest with a private equity fund ("PE Fund") and other professional investors to invest in a group of companies (the "Target Group"). Under the investment, the Group being the co-investor, will partner with the PE Fund and other institutional investors to subscribe for interests in the Target Group. The Group has indicated a non-binding interest to the PE Fund that the Group will commit a maximum investment in the Target Group of HK$78,000,000 (US$10,000,000) representing approximately 22.2% of the equity interest of the Target Group.

On 27 July 2010, Pan Fortune Investments Limited ("Pan Fortune"), an indirect wholly-owned subsidiary of the Company, entered into a document escrow agreement and amendment letter with the escrow agent, the PE Fund and other professional investors.

25. 結算日後事項

除此等中期財務報表其他部分所披露者外，結算日後事項概述如下：

(i) 於二零一零年六月十八日，本集團宣佈，有意與一私募股權基金（「私募股權基金」）及其他專業投資者共同投資一公司集團（「目標集團」）。於該項投資下，本集團將作為共同投資者，夥同私募股權基金及其他機構投資者認購目標集團之權益。本集團已向私募股權基金發出不具約束力之意向，表示本集團將就於目標集團之投資承擔最多78,000,000港元（10,000,000美元），相當於目標集團股權約22.2%。

於二零一零年七月二十七日，本公司之間接全資附屬公司Pan Fortune Investments Limited（「Pan Fortune」）與託管代理、私募股權基金及其他專業投資者訂立一份文件託管協議及修訂函件。

25. POST BALANCE SHEET EVENTS *(continued)*

(i) *(continued)*

On 17 August 2010, the Company announced that partnership documentations have become effective that the Group has agreed to invest US$10,000,000 into the Target Group through an indirect wholly-owned subsidiary, Pan Fortune, with an option that if the Lead investor wishes to sell its investments to a party, it has the option to require all other investors including the Group to sell their respective investments at a price not lower than the price the Lead investor offers to the party. The completion of the above is subject to shareholders' approval.

On the same date, the Company entered into a put option agreement with a director should the shareholders' approval of the above investment is not obtained, the Group will have the right to require the director to acquire (i) the entire issued share capital of Pan Fortune; or (ii) Pan Fortune's investment in the Target Group at the original consideration paid by Pan Fortune.

(ii) On 18 June 2010, the Company entered into a placing agreement with the underwriter whereby the Company conditionally agreed to place a maximum of 1,250,000,000 placing shares at HK$0.1 per share to raise a net proceeds of up to a maximum of approximately HK$121,550,000 for the future potential investment and general working capital of the Group.

On 23 July 2010, a resolution was duly passed at an extraordinary general meeting and 1,250,000,000 shares were issued at HK$0.1 per share.

25. 結算日後事項 *（續）*

(i) *（續）*

於二零一零年八月十七日，本公司宣佈，合夥文件已經生效，據此，本集團已同意透過間接全資附屬公司Pan Fortune投資10,000,000美元於目標集團，並附有選擇權，倘若牽頭投資者有意向任何人士出售其投資，牽頭投資者擁有選擇權要求所有其他投資者（包括本集團）按作價不低於牽頭投資者提呈予該名人士之價格，出售彼等各自之投資。上述事項須待股東批准，方告完成。

同日，本公司與一名董事訂立一份認沽權協議，倘若股東未有批准上述投資，本集團亦將有權要求該名董事按Pan Fortune已付之原有代價，收購(i) Pan Fortune全部已發行股本；或(ii) Pan Fortune於目標集團之投資。

(ii) 於二零一零年六月十八日，本公司與包銷商訂立一份配售協議，據此，本公司有條件同意按每股0.1港元配售最多1,250,000,000股配售股份，以籌集所得款項淨額最多約121,550,000港元，用於日後潛在投資及用作本集團一般營運資金。

於二零一零年七月二十三日，一項決議案已於股東特別大會上獲正式通過，1,250,000,000股股份已按每股0.1港元予以發行。

BUSINESS REVIEW

The Group has the following major business activities during the period under review:

Tianjin Motor Business

The Company through its indirect wholly-owned subsidiary, Crown Creation Limited, acquired 50% of the equity interest in 天津市凱聲汽車維修有限公司 (Tianjin Kai Sheng Automobile Service Co., Ltd.) ("Tianjin Kai Sheng"). Tianjin Kai Sheng and its subsidiaries engaged in the business of selling and distribution of Nissan motor vehicles, operation of the Nissan 4S shops, provision of heavy motor vehicle repair and maintenance services in the PRC. During the period under review, the overall operations of Tianjin Kai Sheng improved due to increase in sale volume as well as successful in cost control. Tianjin Kai Sheng contributed a HK$0.59 million to the Group's interim result. Tianjin Kai Sheng will manage to maintain the performance, even if problem in increase in inventory stock, decrease in demand will be faced on the second half of the year in the PRC's motor vehicles sales market.

Logistic Services

The Group through its indirect wholly-owned subsidiary invests 40% issued share capital of Golden Fame International Investments Group Limited ("GFIIGL") since 13 September 2007. GFIIGL provides various logistics services in Hong Kong and the PRC including third party logistics, freight forwarding, airline general sales agency, supply chain management, river trade shipping and terminal stevedoring. During the reporting period under review, the overall profits of GFIIGL increased along with a steady global economic recovery and an increase in cargo throughput and contribute HK$3.51 million to the results of the Group. Subject to the market trends and conditions remain unchanged, GFIIGL will continue with a relatively strong performance for the remaining second half of year.

業務回顧

本集團於回顧期內曾進行下列主要業務活動：

天津汽車業務

本公司透過其間接全資附屬公司Crown Creation Limited收購天津市凱聲汽車維修有限公司(「天津市凱聲」)50%股權。天津市凱聲及其附屬公司於中國從事銷售及分銷日產汽車、經營日產4S店以及提供重型汽車維修保養服務等業務。於回顧期內，天津市凱聲之銷量有所增長，加上成本控制行之有效，故整體業務已見改善，並為本集團之中期業績貢獻590,000港元。即使中國汽車銷售市場於本年度下半年將面對存貨增加及需求減少等問題，天津市凱聲亦將致力維持其表現。

物流服務

本集團自二零零七年九月十三日起透過其間接全資附屬公司投資於金信環球投資集團有限公司(「金信」)已發行股本之40%。金信在香港及中國提供各類物流服務，包括第三方物流、貨運、一般航空銷售代理、供應鏈管理、內河貨運及碼頭裝卸。於報告之回顧期間，金信之整體溢利隨着全球經濟穩步復甦及貨櫃吞吐量增加而有所增長，為本集團業績帶來3,510,000港元之貢獻。假若市場走勢及市況維持不變，金信於本年度下半年將繼續維持相對強勁之表現。

BUSINESS REVIEW *(continued)*

Trading of securities

The Group invested its surplus cash in Hong Kong's listed securities as short-term investments. During the first half of the year, the Group recorded an realised profits of HK$9.17 million from the disposal of certain securities and an unrealised losses of a HK$124.90 million on the portfolio.

Money lending business

The Group used part of its surplus cash through its indirect wholly-owned subsidiary, Forefront Finance Co., Ltd, to provide short-term loans to various borrowers. Those short-term loans normally carried interest rate of 2% to prime rate plus 2% per annum. During the period under review, Forefront Finance Co., Ltd contributed profit of HK$1.35 million to the results of the Group.

Property Investments

On 19 May 2010, the Group indirect wholly-owned subsidiary, Loyal Castle Investments Limited, completed its acquisition of Perfect Time Investments Limited at a consideration of HK$100 million. The consideration was satisfied by issue of 400,000,000 shares of the Company to Willie International Holdings Limited. Perfect Time Investments Limited and its wholly owned subsidiary holds a 20-storey composite building located at Guangzhou City, the PRC. At the date of completion, the 400,000,000 consideration shares valued at HK$60 million were issued. On 26 May 2010, the Group completed its disposal of Prefect Time Investments Limited to an independent third party at HK$85 million. The acquisition and disposal contributed a profit of HK$ 25 million to the Group's result.

業務回顧 *（續）*

證券買賣

本集團將現金盈餘投資於香港上市證券作短期投資。於本年度上半年，本集團透過出售若干證券錄得已變現溢利約9,170,000港元，而投資組合則錄得未變現虧損124,900,000港元。

貸款業務

本集團透過其間接全資附屬公司福方財務有限公司利用部分現金盈餘向不同借款人提供短期貸款。該等短期貸款一般按年利率2厘至最優惠利率加2厘計息。於回顧期內，福方財務有限公司為本集團之業績貢獻溢利1,350,000港元。

物業投資

於二零一零年五月十九日，本集團之間接全資附屬公司Loyal Castle Investments Limited完成收購時美投資有限公司，代價為100,000,000港元。代價已透過向威利國際控股有限公司發行400,000,000股本公司股份之方式支付。時美投資有限公司及其全資附屬公司持有一幢位於中國廣州市之二十層綜合樓宇。於完成日期，該400,000,000股代價股份以市價60,000,000港元發行。於二零一零年五月二十六日，本集團已完成向一名獨立第三方出售時美投資有限公司，作價85,000,000港元。是項收購及出售為本集團業績貢獻溢利25,000,000港元。

BUSINESS REVIEW *(continued)*

Forest Interest Business

On 26 April 2010, the Group' indirectly wholly-owned subsidiary, Regent Square Limited, completed its acquisition of Richful Zone International Limited at a consideration of HK$79.2 million. The consideration was satisfied by issue of 330,000,000 company's shares at an issue price of HK$0.24 per share to Mascotte Holdings Limited. Richful Zone International Limited and its subsidiary holds 50% interest in a concession rights and interest in forestry contracts in respect of a forest land. The forest Land is located in Simao District, Pure City, Yunnan Province, the PRC, with a total site area of approximately 36,735 Chinese Mu.

Carbon Fiber Business

As disclosed in the announcement dated 14 April 2010 and last annual report dated 23 April 2010, the directors of Excel Way Investments Ltd. ("Excel Way"), an indirect wholly-owned subsidiary of the Group and holds an aggregate of 42.86% in Tinhua Excel Way Special Fiber (Xintai) Co., Ltd. resolved to place Excel Way into voluntary liquidation pursuant to Section 228A of the Companies Ordinance of Hong Kong. Mr. Fok Hei Yu and Mr. Roderick John Sutton, both of Ferrier Hodgson Limited, were appointed provisional liquidators of Excel Way on the same day to preserve and ascertain the residual value of the Company's investment in Excel Way. The impairment loss of HK$158.50 million regarding the investment had been made in the last year financial statements of the Group.

業務回顧 *（續）*

林地權益業務

於二零一零年四月二十六日，本集團之間接全資附屬公司Regent Square Limited完成收購豐域國際有限公司，代價為79,200,000港元。代價已透過按發行價每股0.24港元向馬斯葛集團有限公司發行330,000,000股本公司股份之方式支付。豐域國際有限公司及其附屬公司持有一塊林地之特許權利及林地合約權益之50%權益。該塊林地位於中國雲南省普洱市思茅區，總地盤面積約為36,735畝。

碳纖維業務

如日期為二零一零年四月十四日之公佈以及日期為二零一零年四月二十三日之上一份年報所披露，本集團之間接全資附屬公司溢威投資有限公司（「溢威」，持有天華溢威特種纖維（新泰）有限公司合共42.86%權益）之董事議決根據香港公司條例第228A條對溢威進行自動清盤。富理誠有限公司之霍羲禹先生及沈仁諾先生已於同日獲委任為溢威之臨時清盤人，以保障及確定本公司於溢威之投資之剩餘價值。本集團去年之財務報表已就有關投資計提減值虧損158,500,000港元。

OUTLOOK

On 17 August 2010 , the Company's indirect wholly-owned subsidiary of the Company, Pan Fortune Investments Limited entered into a investors' subscription agreement to invest a total of US$10,000,000 into a co-investment vehicle established for the purpose of acquiring control of equity securities and loan receivables of a investee group which is a supplier of automotive components, supplying both original equipment manufacturers and the aftermarket. The investment is subject to the approval by independent shareholders at the coming extraordinary general meeting ("EGM") of the Company. If the investment is approved at the coming EGM, the Company intends to keep the investment as investment held for sale. Details of the investment was stated on the announcement of the Company dated 17 August 2010.

Result for the period

For the six months ended 30 June 2010, the Group recorded a loss from operations of HK$91.17 million (2009: profit of HK$122.61 million) and turnover of HK$12.96 million (2009: HK$15.51 million).

The net loss attributable to shareholders for the period was HK$88.36 million (2009: profit of HK$121.52 million). The operating loss was mainly due to the an unrealised losses of HK$124.90 million arisen from securities portfolio held during the period.

Liquidity, financial resources, borrowing and gearing ratio

During the period under review, the Group financed its operation through internal cash resources and fund raising exercises. As at the end of the reporting period, the Group maintained cash and bank balances of approximately HK$63.01 million (as at 31 December 2009: HK$134.61 million). The decrease in cash and bank balances were due to the increase in the money lending business and securities trading activities during the period. The Group's gearing ratio, calculated as total borrowings divided by net assets, is stated at 0% (as at 31 December 2009: 20.68%) since the Group had no outstanding borrowing as at 30 June 2010 (as at 31 December 2009: HK$84.46 million).

前景

於二零一零年八月十七日，本公司之間接全資附屬公司Pan Fortune Investments Limited訂立一項投資者認購協議，以向一間共同投資企業投資合共10,000,000美元，該公司乃為取得一個接受投資集團之股本證券及應收貸款之控制權而成立，而後者為汽車零件供應商，對象為原設備製造商及售後零部件市場。該項投資須待獨立股東於本公司將舉行之股東特別大會(「股東特別大會」)上予以批准後，方可作實。倘該項投資於將舉行之股東特別大會上獲得批准，本公司擬持有該項投資作為持作出售投資。該項投資詳情載於本公司日期為二零一零年八月十七日之公佈。

期內業績

截至二零一零年六月三十日止六個月，本集團錄得經營虧損91,170,000港元(二零零九年：溢利122,610,000港元)，而營業額為12,960,000港元(二零零九年：15,510,000港元)。

期內股東應佔虧損淨額為88,360,000港元(二零零九年：溢利121,520,000港元)。錄得經營虧損主要由於期內所持證券組合產生未變現虧損124,900,000港元所致。

流動資金、財務資源、借貸及負債資產比率

回顧期內，本集團透過內部現金資源及集資活動為其業務提供資金。於報告期結束日，本集團之現金及銀行結餘約為63,010,000港元(於二零零九年十二月三十一日：134,610,000港元)。現金及銀行結餘減少是由於期內增加進行放貸業務及證券買賣活動所致。由於本集團於二零一零年六月三十日並無尚未償還之借貸(於二零零九年十二月三十一日：84,460,000港元)，故本集團之負債資產比率(以借貸總額除以資產淨值計算)為0%(於二零零九年十二月三十一日：20.68%)。

As at 30 June 2010, the Group's net assets value amounted to approximately HK$909.57 million (as at 31 December 2009: HK$408.40 million) with total assets amounted to approximately HK$936.77 million (as at 31 December 2009: HK$521.46 million). Net current assets were approximately HK$784.67 million (as at 31 December 2009: HK$454.56 million) and the current ratio was 29.85 times (as at 31 December 2009: 16.89 times).

於二零一零年六月三十日，本集團之資產淨值約為909,570,000港元（於二零零九年十二月三十一日：408,400,000港元），總資產值約為936,770,000港元（於二零零九年十二月三十一日：521,460,000港元）。流動資產淨值約為784,670,000港元（於二零零九年十二月三十一日：454,560,000港元），而流動比率為29.85倍（於二零零九年十二月三十一日：16.89倍）。

Capital structure

On 26 January 2010, 43,938,446 share options were granted to qualified participants under the share option scheme at an exercise price of HK$0.32 per ordinary share of HK$0.10 each. The share options were fully exercised on 26 January 2010. The Company received proceeds of approximately HK$14.06 million.

On 11 February 2010, the Company issued 324,483,760 shares to convertible bonds holder(s) for the conversion of HK$ 110 million convertible bonds at a conversion price of HK$0.339 per share.

On 17 February 2010, the Company issued 1,098,461,165 shares for the completion of its rights issue, a net proceeds of HK$299.88 million was received by the Company.

On 16 March 2010, the Company issued 16,224,188 shares to convertible bonds holder(s) for the conversion of HK$5.5 million convertible bonds at a conversion price of HK$0.339 per share.

On 19 March 2010, the Company issued 32,448,376 shares to convertible bonds holder(s) for the conversion of a HK$11 million convertible bonds at a conversion price of HK$0.339 per share.

On 26 March 2010, the Company issued 32,448,376 shares to convertible bonds holder(s) for the conversion of HK$11 million convertible bonds at a conversion price of HK$0.339 per share.

資本架構

於二零一零年一月二十六日，43,938,446份購股權已根據購股權計劃按每股面值0.10港元之普通股0.32港元之行使價，授予多名合資格參與者。購股權已於二零一零年一月二十六日獲悉數行使。本公司已收取所得款項約14,060,000港元。

於二零一零年二月十一日，110,000,000港元之可換股債券按轉換價每股0.339港元獲轉換，本公司向可換股債券持有人發行324,483,760股股份。

於二零一零年二月十七日，本公司就供股完成發行1,098,461,165股股份，並收取所得款項淨額299,880,000港元。

於二零一零年三月十六日，5,500,000港元之可換股債券按轉換價每股0.339港元獲轉換，本公司向可換股債券持有人發行16,224,188股股份。

於二零一零年三月十九日，11,000,000港元之可換股債券按轉換價每股0.339港元獲轉換，本公司向可換股債券持有人發行32,448,376股股份。

於二零一零年三月二十六日，11,000,000港元之可換股債券按轉換價每股0.339港元獲轉換，本公司向可換股債券持有人發行32,448,376股股份。

On 15 April 2010, the Company issued 32,448,376 shares to convertible bonds holder(s) for the conversion of HK$11 million convertible bonds at a conversion price of HK$0.339 per share.

於二零一零年四月十五日，11,000,000港元之可換股債券按轉換價每股0.339港元獲轉換，本公司向可換股債券持有人發行32,448,376股股份。

On 26 April 2010, the Company issue 330,000,000 shares at an issue price of HK$0.24 per share to Mascotte Holdings Limited as a consideration to acquire a forest interests located in Yunnan Province, the PRC.

於二零一零年四月二十六日，本公司按每股0.24港元之發行價向馬斯葛集團有限公司發行330,000,000股股份，作為收購中國雲南省之林地權益之代價。

On 4 May 2010, the Company issued 60,988,080 shares under issue mandate to a subscriber at a price of HK$0.22 per share. The Company received a net proceed of approximately HK$13.29 million from the subscription which was used for general working capital of the Group.

於二零一零年五月四日，本公司根據發行授權按每股0.22港元之認購價向一名認購人發行60,988,080股股份。本公司已從認購事項收取所得款項淨額約13,290,000港元，用作本集團一般營運資金。

On 19 May 2010, the Company issue 400,000,000 shares at an valued price on completion date of HK$0.15 per share to Willie International Holdings Limited as a consideration to acquire a 20-storey composite building located at Guangzhou City, the PRC.

於二零一零年五月十九日，本公司按完成日期之股價每股0.15港元向威利國際控股有限公司發行400,000,000股股份，作為收購中國廣州市一幢二十層綜合樓宇之代價。

Pledge of Assets

As at 31 December 2009, the Group maintained a bank deposit of approximately HK$558,000 as collateral to satisfy contingent warranty and delivery obligations in relation to certain sales contracts. As at 30 June 2010, all the collaterals were released by the bank.

As at 30 June 2010, margin facilities from a regulated securities broker were granted to the Group which was secured by the Group's financial assets at fair value through profit or loss. As at 30 June 2010, the Group has no outstanding or utilised (as at 31 December 2009: HK$Nil) of these facilities.

資產抵押

於二零零九年十二月三十一日，本集團約有558,000港元銀行存款已作為與若干銷售合約有關之或然保固責任及交付責任之抵押。於二零一零年六月三十日，銀行已解除所有抵押。

於二零一零年六月三十日，一名受規管證券經紀向本集團授出若干孖展融資，並以本集團於損益帳按公平值處理之財務資產作擔保。於二零一零年六月三十日，本集團並無結欠或動用該等融資（於二零零九年十二月三十一日：零港元）。

Exchange rate exposure

The Group is not subject to significant foreign currency exposure since its operations are mainly denominated in Hong Kong dollars.

匯率風險

由於本集團之業務主要以港元計值，故本集團並無面對任何重大外幣風險。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend in respect of the six months ended 30 June 2010 (six months ended 30 June 2009: HK$ Nil).

中期股息

董事會不建議就截至二零一零年六月三十日止六個月派發中期股息（截至二零零九年六月三十日止六個月：零港元）。

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITION

As at 30 June 2010, the interests and short positions of the Directors and the Company's chief executive in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of the Listed Companies and which were required to be entered in the register to be kept under section 352 of the SFO were as follows:

董事及主要行政人員之權益及淡倉

於二零一零年六月三十日，董事及本公司主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部及上市公司董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益及淡倉），以及須於根據證券及期貨條例第352條而存置之登記冊記錄之權益及淡倉如下：

(a) Long positions in shares of the Company

(a) 於本公司股份中之好倉

Name of Director 董事姓名	Capacity 身份	Number of shares held 持有股份數目	% of the Company's issued share capital 佔本公司已發行股本百分比
Mr. Yeung Ming Kwong 楊明光先生	Beneficial owner 實益擁有人	4,421,047 4,421,047	0.23% 0.23%
Mr. Wen Louis 溫耒先生	Interest of spouse 配偶權益	7,500 7,500	0.00% 0.00%

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITION *(continued)*

董事及主要行政人員之權益及淡倉（續）

(b) Long positions in shares or registered capital of associated corporations

(b) 於相聯法團之股份或註冊資本中之好倉

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Capacity 身份	Number of shares or amount of registered capital on associated corporations 相聯法團股份數目或註冊資本金額	Approximate percentage of shareholding or registered capital 佔股權或註冊資本之概約百分比
Mr. Zhuang You Dao	Tianjin Kai Sheng Automobile Service Co., Ltd	Corporate interest	RMB7,500,000	50%
莊友道先生	天津市凱聲汽車維修有限公司	公司權益	人民幣7,500,000元	50%
Mr. Zhuang You Dao	Tianjin Jinri Automobile Sale & Service Co., Ltd	Beneficial interest	RMB6,750,000	45%
莊友道先生	天津津日汽車銷售服務有限公司	實益權益	人民幣6,750,000元	45%

Save as disclosed above, as at 30 June 2010, none of the Directors or the chief executive had under Division 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or 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) or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies in the Listing Rules.

除上文所披露者外，於二零一零年六月三十日，董事或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XV部）之股份、相關股份或債權證中，擁有證券及期貨條例第XV部第7及8分部所指或根據證券及期貨條例有關條文彼等被當作或視為擁有之權益或淡倉，或擁有須於本公司根據證券及期貨條例第352條存置之登記冊記錄之權益，或根據上市規則所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益。

EMPLOYEES

As at 30 June 2010, the Group had approximately 14 employees in Hong Kong and 1 employee in Macau. Remuneration packages including basic salary, bonus and benefits in kind are structured by reference to market terms and individual merit and are reviewed on annual basis based on performance.

僱員

於二零一零年六月三十日，本集團於香港及澳門分別約有14名及1名僱員。薪酬方案（包括基本薪金、花紅及實物利益）乃經參考市場條款及個人優點而釐定，並根據表現每年進行檢討。

SHARE OPTIONS

The Company adopted a new share option scheme (the "Scheme") on 6 August 2007. Under the Scheme, the Directors may grant Options to those participants who, in the opinion of the Board, have contributed or may contribute to the development and growth of the Group and any entity in which the Group holds any equity interest. The following table discloses movement in the Company's share options under the Scheme during the period.

購股權

本公司於二零零七年八月六日採納一項新購股權計劃（「該計劃」）。根據該計劃，董事可向董事會認為曾經或可能對本集團及本集團持有任何股權之任何實體之發展及增長作出貢獻之參與者授出購股權。下表披露期內該計劃項下本公司購股權之變動。

Category of participant 參與者類別	Date of grant 授出日期	Exercise price 行使價	As at 1 January 2010 於二零一零年一月一日	Granted during the period 期內授出	Exercise during the period 期內行使	As at 30 June 2010 於二零一零年六月三十日
Qualified allotees in aggregate	26 January 2010	HK$0.32	–	43,938,446 shares	43,938,446 shares	–
合資格承配人（合計）	二零一零年一月二十六日	0.32港元	–	43,938,446股	43,938,446股	–

As at 30 June 2010, no option has been granted to any directors.

於二零一零年六月三十日，並無向任何董事授出購股權。

SUBSTANTIAL SHAREHOLDERS

The following table set forth information regarding ownership of the short positions in, the outstanding shares as at 30 June 2010 by those person who beneficially own more than 5% of the issued share, as recorded in the register maintained by the Company pursuant to Part XV of the Securities and Future Ordinance.

主要股東

下表載列於二零一零年六月三十日，本公司根據證券及期貨條例第XV部存置之名冊所記錄，實益擁有已發行股份5%以上之人士於已發行股份淡倉之擁有權之資料。

Name 名稱	Number of shares (Long position) 股份數目（好倉）	% of voting right (Long position) 投票權百分比（好倉）	Number of shares (Short position) 股份數目（淡倉）	% of voting right (Short position) 投票權百分比（淡倉）
Willie International Holdings Limited (Note 1)	480,711,000	17.10	–	–
威利國際控股有限公司（附註1）	480,711,000	17.10	–	–
Ms. Lo Ki Yan, Karen (Note 2)	400,000,000	14.23	–	–
羅琪茵女士（附註2）	400,000,000	14.23	–	–
Mascotte Holdings Limited (Note 3)	330,000,000	11.74	–	–
馬斯葛集團有限公司（附註3）	330,000,000	11.74	–	–
Kingston Securities Limited (Note 4)	1,250,000,000	44.47	–	–
金利豐證券有限公司（附註4）	1,250,000,000	44.47	–	–

Note 1: Willie International Holdings Limited (Stock code 273), a company listed on the Stock Exchange of Hong Kong Limited, is interested in 400,000,000 shares of the capital of the Company through its subsidiary CW Financing Limited and which in turn wholly owned by Cordoba Homes Finance Limited, Cordoba Homes Finance Limited is wholly-owned by Cordoba Homes Limited which is 55.27% owned by Willie International Holdings Limited. The remaining 80,711,000 shares of the capital of the Company is beneficial owned by its wholly-owned subsidiary Pearl Decade Limited, which in turn wholly-owned by Nice Hill International Limited, Nice Hill International Limited is wholly-owned by Rawcliffe International Limited, Rawcliffe International Limited is wholly-owned by Willie Resources Incorporated which in turn wholly-owned by Willie International Holdings Limited. Mr. Wen Louis, executive director of the Company is also an independent non-executive director of Willie International Holdings Limited.

附註1： 香港聯合交易所有限公司上市公司威利國際控股有限公司（股份代號：273）透過其附屬公司CW Financing Limited擁有本公司股本中400,000,000股股份之權益，而CW Financing Limited則由Cordoba Homes Finance Limited全資擁有，而Cordoba Homes Finance Limited由歌德豪宅有限公司全資擁有，而歌德豪宅有限公司由威利國際控股有限公司擁有55.27%權益。本公司股本中餘下80,711,000股股份由其全資附屬公司Pearl Decade Limited實益擁有，而Pearl Decade Limited則由Nice Hill International Limited全資擁有，而Nice Hill International Limited由Rawcliffe International Limited全資擁有，而Rawcliffe International Limited由Willie Resources Incorporated全資擁有，而Willie Resources Incorporated由威利國際控股有限公司全資擁有。本公司執行董事溫耒先生亦為威利國際控股有限公司之獨立非執行董事。

SUBSTANTIAL SHAREHOLDERS *(continued)*

Note 2: Ms. Lo Ki Yan, Karen is interested in the share capital of the Company through Ristora Investments Limited. Ristora Investment owned 44.73 % of Cordoba Homes Limited which in turn wholly-owned Cordoba Homes Finance Limited. CW Financing Limited, the beneficial owner of the 400,000,000 shares of the capital of the Company, is the wholly-owned subsidiary of Cordoba Homes Finance Limited.

Note 3: The 330,000,000 shares of the capital of the Company is beneficial owned by Mascotte Holdings Limited (Stock code 136), a company listed on the Stock Exchange of Hong Kong Limited.

Note 4: Kingston Securities Limited is interested in the share capital of the Company, being the underwriter of the 1,250,000,000 placing shares as announced by the Company on 18th June 2010.

主要股東（*續*）

附註2： 羅琪茵女士透過Ristora Investments Limited擁有本公司股本中之權益。Ristora Investment擁有歌德豪宅有限公司44.73%權益，而歌德豪宅有限公司則全資擁有Cordoba Homes Finance Limited。本公司股本中400,000,000股股份之實益擁有人CW Financing Limited為Cordoba Homes Finance Limited之全資附屬公司。

附註3： 本公司股本中該330,000,000股股份由香港聯合交易所有限公司上市公司馬斯葛集團有限公司（股份代號：136）實益擁有。

附註4： 如本公司於二零一零年六月十八日發表之公佈所述，金利豐證券有限公司作為1,250,000,000股配售股份之包銷商而擁有本公司股本中之權益。

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period under review.

購買、出售或贖回本公司上市證券

於回顧期內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

CODE ON CORPORATE GOVERNANCE PRACTICES

Save as disclosed below, in the opinion of the Directors, the Company has complied with Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2010.

a) Code Provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company has no such title as the chief executive officer but the daily operation and management of the Company is monitored by the executive directors. Mr. Yeung Ming Kwong, executive director of the Company, is also act as acting chairman of the Group.

b) Code Provision A.4.1 stipulated that non-executive directors should be appointed for a specific term and be subject to reelection. The Company has not fixed the term of appointment for non-executive directors, which constitutes a deviation from Code Provision of A.4.1. However, all non-executive directors are also subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to Article 116 in the Articles of Association of the Company.

企業管治常規守則

除下文所披露者外，董事認為，本公司於截至二零一零年六月三十日止六個月內一直遵守上市規則附錄14所載之企業管治常規守則（「企業管治守則」）。

a) 守則條文A.2.1規定主席及行政總裁之職務須予分開，並不應由同一人兼任。本公司並無設立行政總裁一職，惟執行董事負責監督本公司日常營運及管理。本公司執行董事楊明光先生兼任本集團之署理主席。

b) 守則條文A.4.1規定非執行董事應按特定任期委任，並須接受重選。本公司並無釐定非執行董事之任期，因而構成偏離守則條文A.4.1。然而，按照本公司組織章程細則第116條，全體非執行董事須於本公司股東週年大會上輪流告退並接受重選。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code of the Listing Rules as the Company's code of conduct for dealing in securities of the Company by the directors, all directors confirmed that they have complied with the required standards as set out in the Model Code throughout the period.

證券交易標準守則

本公司已採納上市規則之標準守則作為本公司董事進行本公司證券買賣之操守守則，全部董事均確認彼等於期內一直遵守標準守則所載之規定標準。

REMUNERATION COMMITTEE

A Remuneration Committee has been established in accordance with the requirements of the CG Code. The Remuneration Committee comprises three independent non-executive Directors and an executive Director.

薪酬委員會

本公司已根據企業管治守則之規定成立薪酬委員會。薪酬委員會由三名獨立非執行董事及一名執行董事組成。

AUDIT COMMITTEE

The unaudited interim financial report of the Group for the six months ended 30 June 2010 have been reviewed by the Audit Committee of the Company. The audit committee comprises three independent non-executive Directors namely Mr. Chung Yuk Lun, Ms. Lam Yan Fong, Flora, Mr. Pak William Eui Won.

審核委員會

本集團截至二零一零年六月三十日止六個月之未經審核中期財務報告已由本公司審核委員會審閱。審核委員會由三名獨立非執行董事鍾育麟先生、林欣芳女士及Pak William Eui Won先生組成。

APPRECIATION

On behalf of the Directors, I would like to extend our gratitude and sincere appreciation to all management and staff members for their diligence and dedication, the continuing support of our business partners, customers and the Company's shareholders.

By Order of the Board

Forefront Group Limited
Yeung Ming Kwong
Executive Director

Hong Kong, 20 August 2010

致謝

本人謹代表各董事對全體盡責忠誠之管理層人員及員工，以及不斷支持本集團之業務夥伴、客戶及本公司股東致以衷心謝意。

承董事會命

福方集團有限公司
執行董事
楊明光

香港，二零一零年八月二十日

FOREFRONT GROUP LIMITED
福方集團有限公司*

* For identification purposes only 僅供識別