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# CHINA INNOVATION INVESTMENT LIMITED

# 中國創新投資有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1217)

# 2013 INTERIM RESULTS ANNOUNCEMENT

The board (the "Board") of directors (the "Directors") of China Innovation Investment Limited (the "Company") are pleased to announce the unaudited interim results of the Company for the six months ended 30 June 2013 with comparative figures for the corresponding period of 2012 as follows:

# CONDENSED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2013

Six	months	ended	30	lune
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	Notes	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
Gross proceeds from disposal of securities		59,504	
Interest income		65	256
Net realised loss on disposal of			
financial assets at fair value through			
profit or loss		(30)	(145)
Unrealised holding loss from financial assets			
at fair value through profit or loss		(1,917)	(455)
Administrative and other operating expenses		(4,236)	(4,386)
Loss before taxation	3	(6,118)	(4,730)
Income tax expense	4	_	_
Loss for the period and attributable to owners of the Company		(6,118)	(4,730)
Total comprehensive loss for the period and attributable to owners of the Company		(6,118)	(4,730)
Loss per share			
Basic	5	(0.09 cents)	(0.07 cents)
Diluted	5	N/A	N/A

# **CONDENSED STATEMENT OF FINANCIAL POSITION**

At 30 June 2013

	Notes	30 June 2013 HK\$'000 (Unaudited)	31 December 2012 HK\$'000 (Audited)
NON CURRENT ACCETS		(Onaudited)	(Addited)
NON-CURRENT ASSETS  Property plant and aguinment		1 072	2 201
Property, plant and equipment  Available-for-sale investments	6	1,873 270,764	2,391 270,764
Available-101-sale investments		2/0,/04	270,704
		272,637	273,155
CURRENT ASSETS			
Financial assets at fair value through			
profit and loss		8,109	10,026
Prepayment, deposits and other receivables		13,804	14,374
Cash and bank balances	7	19,027	30,763
		40,940	55,163
CURRENT LIABILITIES			
Other payables and accruals		12,995	21,618
NET CURRENT ASSETS		27,945	33,545
NET ASSETS		300,582	306,700
EQUITY			
Issued share capital	8	69,794	69,794
Reserves		230,788	236,906
TOTAL EQUITY		300,582	306,700
Net asset value per share	10	HK\$0.04	HK\$0.04

# **CONDENSED STATEMENT OF CHANGES IN EQUITY**

For the six months ended 30 June 2013

	Issued share capital	Share premium account	Share option reserve	Accumulated losses	Total
At 4 L	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2013 (Audited)	69,794	313,682	28,818	(105,594)	306,700
Total comprehensive loss for the period	_	_	_	(6,118)	(6,118)
At 30 June 2013 (Unaudited)	69,794	313,682	28,818	(111,712)	300,582
At 1 January 2012 (Audited)	69,794	313,682	28,818	(20,177)	392,117
Total comprehensive loss for the period	_	_	_	(4,730)	(4,730)
At 30 June 2012 (Unaudited)	69,794	313,682	28,818	(24,907)	387,387

#### Notes:

- (i) Under the Companies Law of the Cayman Islands, the share premium of the Company is available for paying distributions of dividends to the shareholders subject to the provisions of the Articles of Association of the Company and a statutory solvency test. Under the Articles of Association of the Company, dividend may be declared or payable out of the profits and reserves of the Company lawfully available for distribution with the sanction of an ordinary resolution. Dividend may also be declared out of share premium account of the Company. As at 30 June 2013, the Company's reserve available for distribution amounted to approximately HK\$201,970,000 (30 June 2012: approximately HK\$288,775,000).
- (ii) The share option reserve comprises the fair value of unexercised share options granted to directors, employees and business advisors of the Company recognised in accordance with HKFRS 2.

# **CONDENSED STATEMENT OF CASH FLOWS**

For the six months ended 30 June 2013

	Six months ended 30 June	
	2013 HK\$'000	2012 HK\$'000
	(Unaudited)	(Unaudited)
Net cash used in operating activities	(3,228)	(3,559)
Net cash used in investing activities	(8,508)	(9,710)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(11,736)	(13,269)
Cash and cash equivalents at the beginning of the period	30,763	97,909
CASH AND CASH EQUIVALENTS		
AT THE END OF THE PERIOD	19,027	84,640
ANALYSIS OF BALANCES OF CASH		
AND CASH EQUIVALENTS		
Cash and bank balances	12,667	20,763
Non-pledged time deposits with original maturity of		
less than three months when acquires	6,360	63,877
	19,027	84,640

#### NOTES TO THE CONDENSED FINANCIAL STATEMENTS

#### 1 Corporate information

China Innovation Investment Limited (the "Company") is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is situated at 26/F., 9 Des Voeux Road West, Sheung Wan, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 28 August 2002.

The Company's principal activity has not changed during the period and is principally engaged in investment holding. Its principal investment objective is to achieve short and medium-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong ("HK") and the People's Republic of China (the "PRC").

### **2** Basis of preparation

The unaudited condensed financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The unaudited condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual financial statements for the year ended 31 December 2012.

#### Summary of significant accounting policies

The Company has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2013. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Company's accounting policies, presentation of the Company's financial statements and amounts reported for the current period and prior years.

The Company has not applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

#### 3 Loss before taxation

Six months ended 30 June	Six	months	ended	<b>30</b>	lune
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	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
The Company's loss before taxation is arrived at after charging:		
Auditors' remuneration  Depreciation of property, plant and equipment	65 518	80 518
Employee benefit expense, including Directors' remuneration — wages, salaries and welfare	1,088	1,019
— contribution to retirement benefits scheme     Operating lease charge for land and buildings	39 480	39 480

#### 4 Income tax expense

No provision for Hong Kong profits tax has been made for the six months ended 30 June 2013 and 30 June 2012 as the Company did not generate any assessable profits.

### 5 Loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$6,118,000 (six months ended 30 June 2012: HK\$4,730,000) and the weighted average number of 6,979,385,753 (six months ended 30 June 2012: 6,979,385,753) shares in issue during the period.

The computation of the diluted loss per share does not assume the exercise of the Company's share options as the exercise would decrease the loss per share of both current and prior periods.

#### 6 Available-for-sale investments

	30 June	31 December
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Unlisted equity securities, at cost	353,564	353,564
Less: Impairment	(82,800)	(82,800)
	270,764	270,764

### 7 Cash and bank balances

	30 June	31 December
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Cash at banks	12,048	19,414
Cash on hand	3	3
Time deposits	6,360	9,537
Cash held in securities account of securities companies	616	1,809
	19,027	30,763

## 8 Share capital

	30 June 2013 HK\$'000 (Unaudited)	31 December 2012 HK\$'000 (Audited)
Authorised: 15,000,000,000 ordinary shares of HK\$0.01 each	150,000	150,000
Issued and fully paid: 6,979,385,753 ordinary shares of HK\$0.01 each	69,794	69,794

# 9 Share options

Under the share option scheme (the "Scheme") approved by the sole shareholder of the Company on 18 July 2002, the board of directors of the Company may, at their discretion, invite any full-time employee, director (including non-executive director and independent non-executive director), any part time employee with weekly working hours of 15 hours or above of the Company or its subsidiaries, any advisor or consultant to the Company or to any of its subsidiaries and adviser, consultant, agent or business affiliates who has contributed to the Company to subscribe for shares in the Company.

Pursuant to the Scheme, the overall limit on the number of shares which may be issued upon exercise of all options granted and yet to be exercised under the Scheme and other share options schemes of the Company must not exceed 30% of the shares in issue from time to time. The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares in issue at any time. Any further grant of options in excess of this limit is subject to the shareholders' approval of the Company in a general meeting with such participant(s) and his associate(s) abstaining from voting.

The offer of a grant of share options may be accepted within 7 days from the date of the offer, upon payment of a consideration of HK\$1.00 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences on a specified date and ends on a date which is not later than 10 years from the date of the offer of the share options.

The exercise price of the share options is determinable by the directors of the Company, but may not be less than the highest of (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant; (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the date of grant; and (c) the nominal value of a share on the date of grant.

Movements of the options granted under the Scheme during the six months ended 30 June 2013 and outstanding at 30 June 2013 were as follows:

			Num	ber of share opt	ions		
Date of grant	Exercise period	Outstanding as at 1 January 2013	Granted during the period	Lapsed during the period	Exercised during the period	Outstanding as at 30 June 2013	Exercise price per share option HK\$
29.1.2003	28.8.2003 – 27.8.2013	14,341,966	-	_	-	14,341,966	0.0244

As at 30 June 2013, the number of shares issuable under the Scheme represented approximately 0.21% (31 December 2012: approximately 0.21%) of the Company's shares in issue as at that date.

#### 10 Net assets value per share

The calculation of net asset per share is based on the net asset value of the Company as at 30 June 2013 of approximately HK\$300,582,000 (31 December 2012: approximately HK\$306,700,000) and 6,979,385,753 (31 December 2012: 6,979,385,753) ordinary shares in issue at the end of the period.

#### 11 Related party transactions

	Six months ended 30 June	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Investment management fee paid to		
China Everbright Securities (HK) Limited (note a)	480	225
Rental expenses paid to		
New Era Group (China) Limited (note b)	480	480
Rental deposit paid to		
New Era Group (China) Limited (note b)	160	160

#### Note:

(a) The Company entered into an investment management agreement with China Everbright Securities (HK) Limited ("CES") for a period of three years commencing from 1 June 2003 in consideration of a payment of a fee calculated at 0.25% per annum of the net asset value of the Company as at the last dealing date on the Stock Exchange in each calendar month or such other valuation date as considered appropriate by the Board and payable on a monthly basis on a business date immediately after each valuation date. The agreement is renewed automatically for a period of three years upon expiry unless a written notice of termination by either party for not less than 3 months is served.

In addition, CES is entitled to a bonus fee equivalent to 10% of the audited profit before tax of each financial year of the Company payable on the business date immediately after the publication of the Company's final audited result for the year. On 23 October 2007, a First Supplemental Agreement was entered into between the Company and CES whereas the service fee was fixed at HK\$300,000 per annum by a monthly payment of HK\$25,000 ("Investment Management Fee") and the annual bonus was maximised to HK\$1,000,000 with effect from 1 January 2008. CES is regarded as a connected person of the Company for the purpose of the Listing Rules. Mr. Chan Cheong Yee, a director of the Company, is the authorised representative of CES.

On 28 February 2012, the Company and CES entered into of the Second Supplemental Agreement. Pursuant to this agreement, the Investment Management Fee is increased to HK\$960,000 per annum with effect from 20 May 2012, and payable monthly by the Company to China Everbright at HK\$80,000 per month. Furthermore, it was agreed that the Company and CES shall not terminate the Agreement (as amended by the First Supplemental Agreement and the Second Supplemental Agreement) within the twelve months commencing from 20 May 2012.

(b) The Company entered into a tenancy agreement (the "Tenancy Agreement") with New Era Group (China) Limited ("NEG"), a company of which Mr. Xiang Xin, a director of the Company has control, for the occupancy of an office premises for a 3 years term commenced from 1 July 2008 with rent-free period from 1 July 2008 to 31 August 2008. Pursuant to the Tenancy Agreement, the Company shall pay a deposit of HK\$160,000 and a monthly rental of HK\$80,000 to NEG. The deposit was included in deposit and prepayment in the condensed statement of financial position. During the year 2011, the Tenancy Agreement had been automatically renewed for further 3 years commenced from 1 July 2011 with the same terms and conditions.

#### 12 Commitments

#### Lease commitments

As at 30 June 2013, the total future minimum lease payments of the Company under non-cancellable operating leases are payable as follows:

	30 June	31 December
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Within one year	1,500	1,500
In the second to fifth years inclusive	270	1,020
	1,770	2,520

Operating lease payments represent rental payable by the Company for its office and motor vehicles. Leases are negotiated for an average term of 3 years and rentals are fixed over the lease term and do not include contingent rentals.

# 13 Contingent liabilities

The Company did not have any significant contingent liabilities at 30 June 2013.

#### 14 Interim dividends

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

#### Financial review

For the six months ended 30 June 2013, the Company recorded a total revenue of approximately HK\$65,000 (Six months ended 30 June 2012: approximately HK\$256,000). This decrease in revenue was mainly attributable to the decrease in the interest income.

The loss for the six months ended 30 June 2013 was approximately HK\$6,118,000 while the loss for the corresponding period of 2012 was approximately HK\$4,730,000.

#### **Business review**

The Company is an investment holding company and the Company's shares were listed on The Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 28 August 2002 pursuant to Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange.

As at 30 June 2013, the Company held investments in five unlisted companies namely Topsun Creation Limited, Aesthetic Vision Limited, United Crown Century Company Limited, Blue Angel (H.K.) Limited and Grand Far Sky Limited, which amounting to total cost and carrying values of approximately HK\$353,564,000 and HK\$270,764,000 respectively.

#### **Prospect**

The Company is one of the few investment companies in Hong Kong focusing investment in dual usage of military and civil sectors. We invest in listed and non-listed civil and military joint ventures with high quality to strive for medium-term gains from capital appreciation in the course of securitization of corporate assets invested, and apply the same as our key operation strategy and income source.

Leveraging on our experience and well-connected network in the Mainland market over years, the Company recently invested in military and civil dual-used charge storage batteries, new models of lighting products, eco-equipment materials and energy-saving media terminals respectively through its investment. With energy conservation as our development goal, our investments have achieved breakthroughs in realising the four new industries of "New Energy", "New Light", "New Materials" and "New Media", military and civil dual-application in real projects.

#### **Investment Portfolios**

As at 30 June 2013, the Company hold the following investments:

- (i) Topsun Creation Limited ("Topsun") is incorporated in Hong Kong and principally engaged in investment holding. At 30 June 2013, Topsun directly held 100% interest in a company incorporated in the People's Republic of China (the "PRC"), which the principal activity mainly dedicated to the research and development as well as marketing in the area of the lead acid batteries with energy-saving batteries for new energies as its major products. The characteristics of such product is high volume, whole sealing and maintenance free. The Company holds 2,710 "B" non-voting shares in Topsun, representing 67.75% interest in the issued share capital of Topsun.
- (ii) Aesthetic Vision Limited ("Aesthetic") is incorporated in Hong Kong and principally engaged in investment holding. The principal assets of Aesthetic include its whollyowned subsidiaries incorporated in the PRC of which its major product is LED lighting. Aesthetic possesses LED ergonomics technology with features including LED illuminant, appropriate light flux, free colour temperature, healthy spectrum and compliance to ergonomics. Its products are widely used in military production as well as civic purposes. The Company holds 8,500 "B" non-voting shares in Aesthetic, representing 85% interest in the issued share capital of Aesthetic.
- (iii) United Crown Century Company Limited ("United Crown") is incorporated in Hong Kong and principally engaged in investment holding. The principal asset of United Crowed was indirectly 100% interest in a company incorporated in the PRC, of which is principally engaged in conducting research and development of energy-saving ecomaterials for walls. The Company holds 12,644 "B" non-voting shares in United Crown, representing 52.68% interest in the issued share capital of United Crown.
- (iv) Blue Angel (H.K.) Limited ("Blue Angel HK") is incorporated in Hong Kong and principally engaged in investment holding. Blue Angel HK holds a wholly-owned subsidiary incorporated in the PRC, of which the principal activity is producing and assembly of energy-saving media terminals products with the use of "New Energy", "New Light", "New Material" technologies, so as to develop a completed industry chain of four new energy and provide a one-stop production setting with synergy effect. As at 30 June 2013, the Company holds 48,500 "B" non-voting shares in Blue Angel HK, which represented 62.99% interest in the issued share capital of Blue Angel HK.

(v) Grand Far Sky Limited ("Grand Far Sky") is incorporated in Hong Kong and principally engaged in investment holding, which specifically provide completed management of fund and funds platform. Grand Far Sky holds a 95% interest in a subsidiary incorporated in the PRC, of which the principle activity is funding platform and fund management. As at 30 June 2013, the Company holds 3,000 "B" non-voting shares in Grand Far Sky, which represented 31.58% interest in the issued share capital of Grand Far Sky.

# Liquidity and financial resources and gearing

As at 30 June 2013, the Company had cash and cash equivalents of approximately HK\$19,027,000. All the cash and cash equivalents were mainly placed as short term deposits in Hong Kong dollars ("HK\$") and Renminbi ("RMB") with banks and securities companies in Hong Kong.

For the period under review, the Company financed its operations with its own available funding and did not have any banking facilities. In this regard, the Company had a net cash position and its gearing ratio was zero (net debt to shareholders' funds) as at 30 June 2013. Taking into consideration the existing financial resources of the Company, it is anticipated that the Company should have adequate financial resources to meet its ongoing operating and development requirements.

## **Capital structure**

Details in the changes of the capital structure of the Company during the six months ended 30 June 2013 are set out in note 8 to the condensed financial statements. The capital of the Company comprises only ordinary shares as at 30 June 2013.

# Foreign currency fluctuation

The Company mainly operates its business transaction in Hong Kong dollars and thus is not exposed to foreign currency risk. No hedging or other alternatives have been implemented.

# **Charge on Company asset and contingent liabilities**

As at 30 June 2013, the Company has not pledge its assets and the Company did not have any significant contingent liabilities.

# **Employee information**

As at 30 June 2013, the Company had 9 employees.

#### Interim dividend

To maintain the capital for operation and potential investment opportunities, the Board does not recommend the payment of an interim dividend for the six months ended 30 June 2013.

#### Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2013, the Company had not purchased, sold or redeemed any of its listed securities.

#### **Corporate Governance**

Code on Corporate Governance Practices (the "Code")

During the six months ended 30 June 2013, the Company has complied with the code provisions in the Code, save for deviation from Codes A.2.1 and A.4.1 for the period before 4 March 2013.

- The roles of chairman and chief executive officer should be separated and should not be performed by the same individual.
- The non-executive Directors of the Company are not appointed for a specific term, but are subject to retirement by rotation in accordance with the Company's Articles of Association and shall be eligible for re-election.

Mr. Xiang Xin performs both of the roles as the chairman and the chief executive officer of the Company for the period before 4 March 2013. This deviates from code provision A.2.1 of the Code which requires that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual.

After evaluation of the current situation of the Company and taking into account of the experience and past performance of Mr. Xiang Xin, the Board is of the opinion that its is appropriate and in the best interests of the Company at the present stage for Mr. Xiang Xin to hold both positions as the chairman and the chief executive officer of the Company as it helps to maintain the continuity of the policies and the stability of the operations of the Company.

Following the resignation of Mr. Xiang Xin and appointment of Mr. Wang Yaomin as Chairman of the Board on 4 March 2013, the Company complied with the code provisions in the Code A.2.1 accordingly.

None of the existing non-executive Directors are appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, all Directors (including independent non-executive Directors) are subject to retirement by rotation in accordance with the Company's Articles of Association. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

#### **Directors' Securities Transactions**

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuer ("Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions by Directors.

Having made specific enquiry of all Directors, the Directors of the Company have complied with the required standard set out in the Model Code during the six months ended 30 June 2013.

#### **Audit Committee**

The audit committee (the "Audit Committee") was established by the Board since the listing of the Company's shares on the Stock Exchange on 28 August 2002. The Audit Committee has its written terms of reference adopted since its establishment in compliance with the Code as set out in the Appendix 14 of the Listing Rules. As at the date of this interim result announcement, the Audit Committee comprises three independent non-executive Directors, namely Mr. David Wang Xin, Mr. Zang Hong Liang and Mr. Lee Wing Hang. The principal duties of the Audit Committee include the review and supervision of the Company's financial reporting system and internal control procedures and review of the Company's financial information.

The Company's interim result announcement for the six months ended 30 June 2013 has been reviewed by the Audit Committee.

#### **Sufficiency of Public Float**

The Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the six months ended 30 June 2013.

By Order of the Board

China Innovation Investment Limited

Xiang Xin

Executive Director and Chief Executive Officer

Hong Kong, 23 August 2013

As at the date of this announcement, the Executive Directors of the Company are Mr. Xiang Xin, Mr. Chan Cheong Yee and Mr. Li Zhou; the Non-executive Directors are Mr. Wang Yaomin and Mr. Jook Chun Kui Raymond; the Independent Non-executive Directors are Mr. David Wang Xin, Mr. Zang Hong Liang and Mr. Lee Wing Hang. Ms. Kung Ching is an alternate director to Mr. Xiang Xin.