



FOREFRONT 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)

2014

Interim Report | 中期報告

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lo Yuen Wa Peter^{# ^}

(Managing Director and Acting Chairman)

(appointed on 1 April 2014)

Ms. Lo Oi Kwok, Sheree

Mr. Tsang To[#]

(appointed on 27 February 2014)

Ms. Ng Si Wai

(appointed on 13 March 2014)

Ms. Yang Xiaoying

(appointed on 26 August 2014)

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

^ *Member of Nomination Committee*

COMPANY SECRETARY

Mr. Chui Kark Ming

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS

Room 1610, 16/F., China United Centre,
28 Marble Road, North Point,
Hong Kong

AUDITOR

Mazars CPA Limited
Certified Public Accountants
42nd Floor, Central Plaza,
18 Harbour Road, Wanchai,
Hong Kong

董事會

執行董事

老元華先生^{# ^}

(董事總經理兼署理主席)

(於二零一四年四月一日獲委任)

羅愛過女士

曾濤先生[#]

(於二零一四年二月二十七日獲委任)

吳思慧女士

(於二零一四年三月十三日獲委任)

楊曉櫻女士

(於二零一四年八月二十六日獲委任)

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

^ *提名委員會成員*

公司秘書

崔格鳴先生

註冊辦事處

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

主要營業地點

香港
北角馬寶道28號
華滙中心16樓1610室

核數師

瑪澤會計師事務所有限公司
執業會計師
香港
灣仔港灣道18號
中環廣場42樓

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited

CAYMAN ISLANDS LEGAL ADVISERS

Maples and Calder Asia
53rd Floor, The Centre,
99 Queen's Road Central,
Hong Kong

Conyers Dill & Pearman
2901 One Exchange Square,
8 Connaught Place, Central,
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre,
183 Queen's Road East,
Hong Kong

STOCK CODE

885

WEBSITE

www.forefront.com.hk

主要往來銀行

渣打銀行(香港)有限公司

開曼群島法律顧問

Maples and Calder Asia
香港
皇后大道中99號
中環中心53樓

Conyers Dill & Pearman
香港
中環康樂廣場8號
交易廣場第一座2901室

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

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公司網址

www.forefront.com.hk

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收入報表

FOR THE SIX MONTHS ENDED 30 JUNE 2014
截至二零一四年六月三十日止六個月

The board of directors (the "Board") 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 2014 as follows:

福方集團有限公司(「本公司」)董事會(「董事會」)謹此匯報本公司及其附屬公司(統稱「本集團」)截至二零一四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		
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	
	Note 附註			
Turnover	營業額	2	104,837	19,514
Other revenue	其他收益	2	–	13,332
Other income	其他收入	3	2,789	1,032
Release on provision for bad and doubtful debts	呆壞帳撥備撥回		18	18
General and administrative expenses	一般及行政開支		(10,523)	(6,687)
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	11	502,481	(73,060)
Changes in fair value of a financial liability at fair value through profit or loss	於損益帳按公平值處理之一項財務負債之公平值變動		–	(157,141)
Profit (Loss) from operations	經營溢利 (虧損)		599,602	(202,992)
Finance costs	融資成本	4(a)	(3,468)	–
Share of result of an associate	應佔一間聯營公司之業績		(2,582)	986
Profit (Loss) before taxation	除稅前溢利 (虧損)	4	593,552	(202,006)
Taxation	稅項	5	–	–
Profit (Loss) attributable to owners of the parent	母公司擁有人應佔溢利 (虧損)		593,552	(202,006)
Other comprehensive income	其他全面收入		–	–
Total comprehensive income (loss) attributable to owners of the parent	母公司擁有人應佔全面收入 (虧損)總額		593,552	(202,006)
			HK\$ 港元	HK\$ 港元
Basic and diluted earnings (loss) per share	每股基本及攤薄盈利 (虧損)	6	0.82	(0.34)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

AS AT 30 JUNE 2014
於二零一四年六月三十日

		Note	At 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2013 於二零一三年 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	8	40	39
Interest in an associate	於一間聯營公司之權益	9	57,398	44,553
Available-for-sale financial assets	可供出售財務資產	10	108,000	108,000
			165,438	152,592
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	11	1,257,485	629,313
Loan receivables	應收貸款	12	131,953	145,276
Other receivables	其他應收款項		19,704	2,992
Bank balances and cash	銀行結存及現金		41,732	62,253
			1,450,874	839,834
Current liabilities	流動負債			
Other payables	其他應付款項		3,630	7,563
Net current assets	流動資產淨值		1,447,244	832,271
Total assets less current liabilities	資產總值減流動負債		1,612,682	984,863
Non-current liabilities	非流動負債			
Promissory notes	承兌票據	13	78,840	60,000
NET ASSETS	資產淨值		1,533,842	924,863
Capital and reserves	股本及儲備			
Share capital	股本	14	724	724
Reserves	儲備		1,533,118	924,139
TOTAL EQUITY	股權總值		1,533,842	924,863

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 2014
截至二零一四年六月三十日止六個月

		Share capital	Share premium	Share option reserve	Capital reserve	Capital redemption reserve	Share of other net asset change in an associate	Accumulated deficit	Total equity
		股本 HK\$'000	股份溢價 HK\$'000	購股權儲備 HK\$'000	資本儲備 HK\$'000	資本贖回儲備 HK\$'000	應佔一間聯營公司其他資產淨值變動 HK\$'000 (Note 9(a))	累計虧絀 HK\$'000	股權總值 HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Six months ended 30 June 2014 (Unaudited)	截至二零一四年六月三十日止六個月(未經審核)								
At 31 December 2013 and 1 January 2014	於二零一三年十二月三十一日及二零一四年一月一日	724	1,649,267	-	10,482	1,173	5,715	(742,498)	924,863
Comprehensive income	全面收入								
Profit for the period	期內溢利	-	-	-	-	-	-	593,552	593,552
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	593,552	593,552
Share of other net asset changes in an associate	應佔一間聯營公司其他資產淨值變動	-	-	-	-	-	15,427	-	15,427
At 30 June 2014	於二零一四年六月三十日	<u>724</u>	<u>1,649,267</u>	<u>-</u>	<u>10,482</u>	<u>1,173</u>	<u>21,142</u>	<u>(148,946)</u>	<u>1,533,842</u>
Six months ended 30 June 2013 (Unaudited)	截至二零一三年六月三十日止六個月(未經審核)								
At 31 December 2012 and 1 January 2013	於二零一二年十二月三十一日及二零一三年一月一日	402	1,573,559	-	10,482	1,173	-	(634,509)	951,107
Comprehensive loss	全面虧損								
Loss for the period	期內虧損	-	-	-	-	-	-	(202,006)	(202,006)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	-	(202,006)	(202,006)
Transactions with owners	與擁有人進行之交易								
Issue of new shares, net of expenses	發行新股(已扣除開支)	81	16,298	-	-	-	-	-	16,379
Issue of shares on rights issue	供股時發行股份	201	50,051	-	-	-	-	-	50,252
Share options granted	授出購股權	-	-	8	-	-	-	-	8
Exercise of share options	行使購股權	40	9,359	(8)	-	-	-	-	9,391
Total transaction with owners	與擁有人進行之交易總額	<u>322</u>	<u>75,708</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>76,030</u>
At 30 June 2013	於二零一三年六月三十日	<u>724</u>	<u>1,649,267</u>	<u>-</u>	<u>10,482</u>	<u>1,173</u>	<u>-</u>	<u>(836,515)</u>	<u>825,131</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2014
截至二零一四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	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Net cash used in operating activities	經營業務所用現金淨額	(40,506)	(66,264)
Net cash (used in) generated from investing activities	投資活動(所用)所得現金淨額	(15)	3,848
Net cash generated from financing activities	融資活動所得現金淨額	20,000	76,030
Net (decrease) increase in cash and cash equivalents	現金及現金等價物(減少)增加淨額	(20,521)	13,614
Cash and cash equivalents at beginning of period	期初之現金及現金等價物	62,253	49,411
Cash and cash equivalents at end of period, represented by bank balances and cash	期終之現金及現金等價物，以銀行結存及現金代表	41,732	63,025

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

簡明中期財務報表附註

SIX MONTHS ENDED 30 JUNE 2014

截至二零一四年六月三十日止六個月

1. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES

These unaudited 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 ("Listing Rules") and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The preparation of unaudited condensed financial statements in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

These unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2013. They have been prepared on the historical cost basis, except for financial assets at fair value through profit or loss, which are measured at fair value.

The accounting policies used in preparing these unaudited condensed consolidated financial statements are consistent with those used in the Group's audited consolidated financial statements for the year ended 31 December 2013. The adoption of the new/revised Hong Kong Financial Reporting Standards ("HKFRSs") that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group for the current and prior periods.

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 assessing the possible impact on the future adoption of these new/revised HKFRSs, but it is not yet in a position to reasonably estimate the impact on the Group's consolidated financial statements.

1. 遵例聲明及會計政策

此等未經審核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（「上市規則」）附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。

編製符合香港會計準則第34號之未經審核簡明綜合財務報表需要管理層作出判斷、估計及假設，有關判斷、估計及假設會影響會計政策之應用情況及資產、負債、收入及開支年初至今之申報金額。實際結果可能有別於估計數字。

此等未經審核簡明綜合財務報表並不包括年度財務報表所須之全部資料及披露，應與本集團截至二零一三年十二月三十一日止年度之年度財務報表一併閱讀。此等未經審核簡明綜合財務報表乃按歷史成本編製，惟於損益帳按公平值處理之財務資產乃以公平值計量。

編製此等未經審核簡明綜合財務報表所採用之會計政策與本集團截至二零一三年十二月三十一日止年度經審核綜合財務報表所採用者貫徹一致。採納與本集團有關並由本期間起生效之新訂／經修訂香港財務報告準則（「香港財務報告準則」）對本集團本期間及過往期間之業績及財務狀況並無任何重大影響。

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。本集團現正評估未來採納該等新訂／經修訂香港財務報告準則所可能產生之影響，惟目前尚未能夠合理地估計對本集團綜合財務報表之影響。

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

簡明中期財務報表附註

SIX MONTHS ENDED 30 JUNE 2014
截至二零一四年六月三十日止六個月

2. SEGMENT INFORMATION

The chief decision makers have evaluated the performance of operating segments and to allocate resources to those segments based on the Group's internal reporting in respect of these segments. The executive directors consider investing and provision of financing services are the Group's major operating segments in which the investing segment consists of securities trading and other investing activities. Segment results represent the result from each segment without share of result of an associate. The following analysis is the measure reported to executive directors, being the chief operating decision makers, 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以及將資源分配至各分類。執行董事認為投資及提供融資服務為本集團之主要經營分類，當中，投資分類包括證券買賣及其他投資活動。分類業績指各分類之業績，當中並無應佔一間聯營公司之業績。以下分析為向執行董事（即主要營運決策人）作出報告之方法，以供分配資源及評估分類表現。

Six months ended 30 June 2014 (Unaudited)
截至二零一四年六月三十日止六個月（未經審核）

		Investing 投資 HK\$'000 千港元	Financing 融資 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 realised gain on disposal of 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已變現收益淨額	100,800	–	–	100,800
Dividend income	股息收入	646	–	–	646
Interest income from loan receivables	應收貸款之利息收入	–	3,391	–	3,391
Total turnover and revenue	總營業額及收益	101,446	3,391	–	104,837
Operating results	經營業績				
Segment results	分類業績	604,011	3,135	(7,544)	599,602
Finance costs	融資成本				(3,468)
Share of result of an associate	應佔一間聯營公司之業績				(2,582)
Profit attributable to owners of the parent	母公司擁有人應佔溢利				593,552

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

簡明中期財務報表附註

SIX MONTHS ENDED 30 JUNE 2014
截至二零一四年六月三十日止六個月

2. SEGMENT INFORMATION (continued)

2. 分類資料 (續)

Six months ended 30 June 2013 (Unaudited)
截至二零一三年六月三十日止六個月 (未經審核)

		Investing 投資	Financing 融資	Unallocated 未經分配	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額				
Net realised gain on disposal of 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已變現收益淨額	15,967	–	–	15,967
Dividend income	股息收入	999	–	–	999
Interest income from loan receivables	應收貸款之利息收入	–	2,548	–	2,548
Total turnover	總營業額	16,966	2,548	–	19,514
Other revenue	其他收益				
Interest income from unlisted debt investment	非上市債務投資之利息收入	13,332	–	–	13,332
Total turnover and revenue	總營業額及收益	<u>30,298</u>	<u>2,548</u>	<u>–</u>	<u>32,846</u>
Operating results	經營業績				
Segment results	分類業績	<u>(199,741)</u>	<u>2,542</u>	<u>(5,793)</u>	<u>(202,992)</u>
Share of result of an associate	應佔一間聯營公司之業績				<u>986</u>
Loss attributable to owners of the parent	母公司擁有人應佔虧損				<u>(202,006)</u>

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

簡明中期財務報表附註

SIX MONTHS ENDED 30 JUNE 2014
截至二零一四年六月三十日止六個月

2. SEGMENT INFORMATION (continued)

As analysis of the Group's assets and liabilities by operating segment is set out below:

2. 分類資料 (續)

本集團資產及負債按經營分類之分析載列如下：

As at 30 June 2014 (Unaudited)

於二零一四年六月三十日 (未經審核)

		Investing 投資 HK\$'000 千港元	Financing 融資 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	<u>1,382,972</u>	<u>135,339</u>	<u>40,603</u>	<u>1,558,914</u>
Interest in an associate	於一間聯營公司之權益				<u>57,398</u>
					<u>1,616,312</u>
Segment liabilities	分類負債	<u>-</u>	<u>(26)</u>	<u>(82,444)</u>	<u>(82,470)</u>

As at 31 December 2013 (Audited)

於二零一三年十二月三十一日 (經審核)

		Investing 投資 HK\$'000 千港元	Financing 融資 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	<u>738,031</u>	<u>195,498</u>	<u>14,344</u>	<u>947,873</u>
Interest in an associate	於一間聯營公司之權益				<u>44,553</u>
					<u>992,426</u>
Segment liabilities	分類負債	<u>(4,955)</u>	<u>-</u>	<u>(62,608)</u>	<u>(67,563)</u>

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3. OTHER INCOME

3. 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Amortisation of Deferred Day-one Gain (Note 13)	遞延首日收益攤銷 (附註13)	2,695	–
Interest income	利息收入	1	181
Other	其他	93	851
		2,789	1,032

4. PROFIT (LOSS) BEFORE TAXATION

Profit (Loss) before taxation has been arrived at after charging:

4. 除稅前溢利(虧損)

除稅前溢利(虧損)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	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
(a) Finance cost	(a) 融資成本		
Interest expenses on promissory notes	承兌票據利息開支	3,468	–
(b) Other items	(b) 其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	14
Staff cost and related expenses	員工成本及相關開支	2,037	1,810
Share-based payment in respect of share options	有關購股權之以股份支付之款項	–	8
		–	8

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5. 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.

6. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share

The calculation of basic earnings (loss) per share attributable to owners of the parent is based on profit attributable to owners of the parent of HK\$593,552,000 (2013: loss of HK\$202,006,000) and the weighted average number of ordinary shares of 723,639,000 shares (2013: 590,940,000 shares) in issue during the period.

Diluted earnings (loss) per share

Diluted earnings (loss) per share is the same as the basic earnings (loss) per share for the both six months ended 30 June 2014 and 2013 as there were no diluting events during the period.

7. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in these unaudited condensed consolidated financial statements, during the six months ended 30 June 2014, the Group had the following significant related party transactions:

Remunerations of key management personnel:

5. 稅項

由於本集團之實體並無應課稅溢利或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。

6. 每股盈利（虧損）

每股基本盈利（虧損）

母公司擁有人應佔每股基本盈利（虧損）乃按母公司擁有人應佔溢利593,552,000港元（二零一三年：虧損202,006,000港元）及期內已發行723,639,000股（二零一三年：590,940,000股）普通股加權平均數計算。

每股攤薄盈利（虧損）

由於截至二零一四年及二零一三年六月三十日止六個月內均無攤薄事項，故該等期間之每股攤薄盈利（虧損）與每股基本盈利（虧損）相同。

7. 關連人士交易

除此等未經審核簡明綜合財務報表其他部分所披露者外，本集團於截至二零一四年六月三十日止六個月內進行之重大關連人士交易如下：

主要管理人員之酬金：

		Six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Employee benefits expenses	僱員福利開支	1,339	880
Contributions to defined contribution schemes	界定供款計劃供款	28	23
		1,367	903

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8. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2014, the Group spent HK\$15,000 (six months ended 30 June 2013: HK\$17,000) 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 2014 (six months ended 30 June 2013: HK\$nil).

9. INTEREST IN AN ASSOCIATE

The interest in an associate is set out below:

Cost of investment	投資成本
Bargain purchase	議價購買
Share of post-acquisition profits and other comprehensive income, net of dividends received	應佔收購後溢利及其他全面收入(扣除已收股息)
Share of other net asset changes (note (a))	應佔其他淨資產變動(附註(a))
Share of net assets	應佔資產淨值

9(a) The amount represented the share of other net asset changes of an associate in connection with the change in ownership interest in its subsidiaries that do not result in a loss of control.

8. 物業、廠房及設備

截至二零一四年六月三十日止六個月內，本集團耗資15,000港元(截至二零一三年六月三十日止六個月：17,000港元)添置物業、廠房及設備作日常營運用途。截至二零一四年六月三十日止六個月內，並無出售物業、廠房及設備(截至二零一三年六月三十日止六個月：零港元)。

9. 於一間聯營公司之權益

於一間聯營公司之權益載列如下：

As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
30,650	30,650
4,244	4,244
1,362	3,944
21,142	5,715
57,398	44,553

9(a) 該金額指因並無導致失去控制權之附屬公司所有權權益變動而應佔一間聯營公司之其他淨資產變動。

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10. AVAILABLE-FOR-SALE FINANCIAL ASSETS

10. 可供出售財務資產

		As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
At cost	按成本		
Unlisted equity interest in private limited companies incorporated outside Hong Kong	於香港境外註冊成立之私人有限公司之非上市股本權益	114,908	114,908
Impairment loss recognised	已確認減值虧損	(6,908)	(6,908)
		108,000	108,000

The unlisted investments represented long-term investments in unlisted equity securities issued by private entities. In the opinion of the directors, their fair values cannot be measured reliably because the range of reasonable fair value estimates is so significant and the probabilities of the various estimates cannot be reasonably assessed. As a result, they are measured at cost less impairment at the end of each reporting period.

非上市投資指於私人實體發行之非上市股本證券之長期投資。董事認為，由於非上市投資之合理公平價值估計範圍過大，且多項估計之可能性不能合理地評估，故非上市投資之公平價值不能可靠地計量。因此，於各報告期結束日，非上市投資按成本減去減值計量。

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11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

11. 於損益帳按公平值處理之財務資產

		As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Held for trading, equity securities listed in Hong Kong	持作買賣之香港上市股本證券		
At beginning of period/year	於期／年初	625,908	435,248
Additions	購入	318,134	278,487
Disposals	出售	(192,443)	(189,960)
Reclassification from unlisted convertible notes	由非上市可換股票據重新分類	–	10,125
Fair value adjustments	公平值調整	501,555	92,008
At the end of the reporting period/year	於報告期／年度結束日	1,253,154	625,908
		(a)	
Designated upon initial recognition, unlisted convertible notes	於首次確認時指定分類之非上市可換股票據		
At beginning of period/year	於期／年初	3,405	19,469
Disposals	出售	–	(7,554)
Reclassification to equity securities listed in Hong Kong	重新分類至香港上市股本證券	–	(10,125)
Fair value adjustments	公平值調整	926	1,615
At the end of the reporting period/year	於報告期／年度結束日	4,331	3,405
		(b)	
Total	總計	1,257,485	629,313

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11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes:

- (a) The fair value of listed equity securities is based on quoted market prices in active markets at the end of the reporting period.
- (b) It represented the unlisted convertible notes issued by a listed company in Hong Kong and was designated as financial assets at fair value through profit or loss on initial recognition as they form part of a contract containing one or more embedded derivatives which satisfies the conditions for designation.

The unlisted convertible notes will be matured in November 2016 (subject to early redemption). The Group is entitled to convert the whole or part(s) of the principal amount of the unlisted convertible notes into shares of the relevant issuers of the unlisted convertible notes at a price with reference to the terms and conditions of the unlisted convertible notes.

The relevant issuers of the unlisted convertible notes may require the note holder to convert the entire outstanding convertible note into conversion shares up to the conversion limit in respect of each convertible note on the maturity date.

At the end of the reporting period, the unlisted convertible notes were revalued by independent qualified professional valuer using the Binomial Tree Pricing Model.

11. 於損益帳按公平值處理之財務資產 (續)

附註：

- (a) 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。
- (b) 非上市可換股票據指一間香港上市公司發行之非上市可換股票據，且由於非上市可換股票據構成包含一項或以上嵌入式衍生工具，符合指定分類條件之合約一部分，故於首次確認時指定分類為於損益帳按公平值處理之財務資產。

非上市可換股票據將於二零一六年十一月到期（可提早贖回）。本集團可按參考非上市可換股票據之條款及條件所訂出之價格，將非上市可換股票據之全部或部分本金額轉換為非上市可換股票據相關發行人之股份。

非上市可換股票據相關發行人可要求票據持有人，於到期日將所有未獲轉換之可換股票據轉換為轉換股份，最多為每份可換股票據之轉換上限。

於報告期結束日，非上市可換股票據經由獨立合資格專業估值師使用二項式樹狀定價模型進行重估。

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12. LOAN RECEIVABLES

Loans granted to borrowers are repayable according to repayment schedules. The balance comprises loan receivables from:

		Note	As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Third parties	第三方	(a)	153,574	166,915
Allowance for doubtful debts	呆帳撥備	(b)	(21,621)	(21,639)
Balances due within one year included in current assets	計入流動資產、 於一年內到期之結餘	(b)	<u>131,953</u>	<u>145,276</u>

Notes:

- (a) At the end of the reporting period, (i) loan receivables carry effective interest rate of 6% per annum (31 December 2013: 5% to 10% per annum); (ii) loan balances of HK\$21,621,000 (31 December 2013: HK\$21,639,000) were overdue and fully impaired; (iii) the remaining loan balance of HK\$131,953,000 (31 December 2013: HK\$145,276,000) are within the respective maturity dates; (iv) loan balances of HK\$131,953,000 are secured and the fair value of the securities pledged to the Group is HK\$58,045,000 (31 December 2013: loan balances of HK\$135,199,000 are secured and the fair value of the securities pledged to the Group is HK\$175,467,000); and (v) loan balances of HK\$Nil (31 December 2013: HK\$10,077,000) is unsecured.

12. 應收貸款

借款人獲授之貸款須按照還款時間表償還。有關結餘包括來自下列各方之應收貸款：

		Note	As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Third parties	第三方	(a)	153,574	166,915
Allowance for doubtful debts	呆帳撥備	(b)	(21,621)	(21,639)
Balances due within one year included in current assets	計入流動資產、 於一年內到期之結餘	(b)	<u>131,953</u>	<u>145,276</u>

附註：

- (a) 於報告期結束日：(i)應收貸款之實際利率為年利率6厘(二零一三年十二月三十一日：年利率5至10厘)；(ii)貸款結餘21,621,000港元(二零一三年十二月三十一日：21,639,000港元)乃逾期未付，並已悉數減值；(iii)餘下貸款結餘131,953,000港元(二零一三年十二月三十一日：145,276,000港元)均無逾期；(iv)貸款結餘131,953,000港元為有抵押，而已質押予本集團之證券之公平值為58,045,000港元(二零一三年十二月三十一日：貸款結餘135,199,000港元為有抵押，而已質押予本集團之證券之公平值為175,467,000港元)；及(v)貸款結餘零港元(二零一三年十二月三十一日：10,077,000港元)為無抵押。

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12. LOAN RECEIVABLES (continued)

Notes: (continued)

- (b) The movement of allowance for doubtful debts is analysed as follows:

At beginning of period/year	於期／年初
Amount recovered on unsecured loan	已收回無抵押貸款金額
At the end of reporting period/year	於報告期／年度結束日

The 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. Based on the assessment with reference to the collaterals secured by the secured borrowers and the amount recovered from the borrowers up to the date of the authorisation of these unaudited condensed consolidated financial statements, there was no indication of deterioration in the collectability of the remaining amount of HK\$131,953,000 (31 December 2013: HK\$145,276,000) and thus no additional allowance was considered necessary.

12. 應收貸款 (續)

附註：(續)

- (b) 呆帳撥備變動分析如下：

As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
21,639	21,675
(18)	(36)
21,621	21,639

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。根據參照有抵押借款人抵押之抵押品及截至授權刊發此等未經審核簡明綜合財務報表當日已從借款人收回之金額作出之評估，並無跡象顯示收回餘額131,953,000港元（二零一三年十二月三十一日：145,276,000港元）方面出現問題，故無須作出額外撥備。

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13. PROMISSORY NOTES

13. 承兌票據

		Debt component	Deferred Day-one Gain	Total
		債務部分 HK\$'000 千港元	遞延首日 收益 HK\$'000 千港元	總計 HK\$'000 千港元
Fair value of promissory notes issued at the inception date	於發行日期已發行承兌票據之公平值	32,980	-	32,980
Day-one gain of newly issued promissory notes at inception not recognised in profit or loss	於發行時未於損益帳確認之新發行承兌票據首日收益	-	27,020	27,020
Interest charged for the year	年內利息支出	853	-	853
Interest payable on promissory notes included in other payables	計入其他應付款項之承兌票據應付利息	(489)	-	(489)
Amortisation of Deferred Day-one Gain	遞延首日收益攤銷	-	(364)	(364)
At 31 December 2013 and at 1 January 2014 (Audited)	於二零一三年十二月三十一日及於二零一四年一月一日(經審核)	33,344	26,656	60,000
Fair value of promissory notes issued at the inception date	於發行日期已發行承兌票據之公平值	11,675	-	11,675
Day-one gain of newly issued promissory notes at inception not recognised in profit or loss	於發行時未於損益帳確認之新發行承兌票據首日收益	-	8,325	8,325
Interest charged for the period (note 4(a))	期內利息支出(附註4(a))	3,468	-	3,468
Interest payable on promissory notes included in other payables	計入其他應付款項之承兌票據應付利息	(1,933)	-	(1,933)
Amortisation of Deferred Day-one Gain	遞延首日收益攤銷	-	(2,695)	(2,695)
At 30 June 2014 (Unaudited)	於二零一四年六月三十日(未經審核)	46,554	32,286	78,840

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13. PROMISSORY NOTES (continued)

During the year ended 31 December 2013 and the six months ended 30 June 2014, the Group issued six and two promissory notes of HK\$10,000,000 each to several independent third parties respectively. Each promissory note is issued at 5% interest rate per annum with 7 years maturity from the date of issue. The net proceeds are intended to be used for the future potential investment and general working capital of the Group.

At each of the issue dates, the fair value of promissory notes was measured based on the present value of their expected future cash flows. In obtaining the present value, a risk adjusted discount rate in a range of 15% to 16.2% per annum was applied as an input. The risk adjusted discount rate was determined by the directors with reference to a discount rate estimated by an independent qualified professional valuer based on the interest rate of notes issuers with similar credit rating of the Company. Subsequently, the promissory notes are measured at amortised cost by using an effective interest method until extinguished on redemption. During the six months ended 30 June 2014, interest expenses on promissory notes of HK\$3,468,000 (six months ended 30 June 2013: HK\$nil) was recognised in profit or loss.

As the valuation cannot be supported by observable market data, the day-one gain of newly issued promissory note at the date of inception is not recognised in profit or loss but is deferred on the statement of financial position (the "Deferred Day-one Gain"). This Deferred Day-one Gain is recognised in profit or loss over the life of the promissory notes on a straight-line basis. During the six months ended 30 June 2014, an amortisation of Deferred Day-One Gain of HK\$2,695,000 (six months ended 30 June 2013: HK\$nil) was recognised in profit or loss.

13. 承兌票據 (續)

於截至二零一三年十二月三十一日止年度及截至二零一四年六月三十日止六個月內，本集團分別發行六份及兩份每份10,000,000港元之承兌票據予數名獨立第三方。每份承兌票據按年利率5厘發行，於由發行日期起計滿7年時到期。所得款項淨額擬用於本集團之未來潛在投資及用作一般營運資金。

於各發行日期，承兌票據之公平值按承兌票據之預期未來現金流量現值計量。得出有關現值時已使用介乎年率15%至16.2%之風險調整貼現率作輸入值。風險調整貼現率乃經董事參考由獨立合資格專業估值師按信貸評級與本公司相若之票據發行人之利率估算之貼現率後釐定。其後，承兌票據採用實際利率法按攤銷成本計量，直至於贖回時被消除為止。於截至二零一四年六月三十日止六個月內，於損益帳確認3,468,000港元（截至二零一三年六月三十日止六個月：零港元）之承兌票據利息開支。

由於估值無法以可觀察市場數據支持，因此，於發行日期之新發行承兌票據首日收益並無於損益帳確認，惟於財務狀況表作遞延處理（「遞延首日收益」）。此遞延首日收益於承兌票據年期內以直線法在損益帳確認。於截至二零一四年六月三十日止六個月內，遞延首日收益攤銷2,695,000港元（截至二零一三年六月三十日止六個月：零港元）已於損益帳確認。

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截至二零一四年六月三十日止六個月

14. SHARE CAPITAL

14. 股本

	Number of shares 股份數目		Share capital 股本	
	As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) '000 千股	As at 31 December 2013 於二零一三年 十二月 三十一日 (Audited) (經審核) '000 千股	As at 30 June 2014 於二零一四年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2013 於二零一三年 十二月 三十一日 (Audited) (經審核) HK\$'000 千港元
Authorised: At beginning of period/year and at end of the period/year Ordinary shares of HK\$0.001 each	法定： 於期/年初及 期/年終 每股面值0.001港元之普通股			
	<u>5,000,000,000</u>	<u>5,000,000,000</u>	<u>5,000,000</u>	<u>5,000,000</u>
Issued and fully paid: At beginning of period/year Ordinary shares of HK\$0.001 each	已發行及繳足： 於期/年初 每股面值0.001港元之普通股			
Issue of new shares	發行新股份	723,639	402,021	724
Issue of shares on rights issue	供股時發行股份	-	80,405	-
Issue of shares under share options scheme	根據購股權計劃發行股份	-	201,011	-
		-	40,202	-
		<u>-</u>	<u>40,202</u>	<u>-</u>
At end of the period/year Ordinary shares of HK\$0.001 each	於期/年終 每股面值0.001港元之普通股	<u>723,639</u>	<u>723,639</u>	<u>724</u>
		<u>723,639</u>	<u>723,639</u>	<u>724</u>

15. MARGIN FACILITIES

As at 30 June 2014, margin facilities of HK\$492,019,000 (31 December 2013: HK\$310,168,000) from regulated securities brokers were granted to the Group under which financials assets at fair value through profit or loss of HK\$1,089,124,000 (31 December 2013: HK\$616,336,000) were treated as collateral for the facilities granted. As at 30 June 2014, none of the margin facilities was utilised (31 December 2013: HK\$4,955,000).

15. 孖展融資

於二零一四年六月三十日，受規管證券經紀向本集團授出孖展融資492,019,000港元(二零一三年十二月三十一日：310,168,000港元)，據此，於損益帳按公平值處理之財務資產1,089,124,000港元(二零一三年十二月三十一日：616,336,000港元)被視為獲授融資之抵押品。於二零一四年六月三十日，本集團並無動用任何孖展融資(二零一三年十二月三十一日：4,955,000港元)。

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16. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these unaudited condensed consolidated financial statements on recurring basis at 30 June 2014 across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value measurement categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): quoted prices (unadjusted) in active markets for identical financial instruments or liabilities that the Group can access at the measurement date;
- Level 2: input other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 (lowest level): unobservable inputs for the assets or liability.

16. 財務工具之公平值

下文呈列於二零一四年六月三十日，按公平值計量或須於此等未經審核簡明綜合財務報表中按經常性基準根據香港財務報告準則第13號「公平值計量」所界定公平值等級三個級別披露公平值之資產及負債，當中公平值計量乃按對有關公平值計量有重大影響之最低輸入級別將整項公平值計量分類。級別界定如下：

- 級別一（最高級別）：使用於計量日期本集團能夠取得於活躍市場上相同財務工具或負債之報價（未經調整）；
- 級別二：級別一所涵蓋報價以外可直接或間接觀察之資產或負債輸入項目；
- 級別三（最低級別）：不可觀察資產或負債輸入項目。

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16. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Recurring fair value measurements

16. 財務工具之公平值 (續)

經常性公平值計量

		30 June 2014 二零一四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元
Assets	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				
– Equity securities	– 股本證券	1,253,154	1,253,154	–	–
– Unlisted convertible notes	– 非上市可換股票據	4,331	–	4,331	–
		1,257,485	1,253,154	4,331	–
31 December 2013 二零一三年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)					
Assets	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				
– Equity securities	– 股本證券	625,908	625,908	–	–
– Unlisted convertible notes	– 非上市可換股票據	3,405	–	3,405	–
		629,313	625,908	3,405	–

Basis of determining fair value of Level 2 unlisted convertible notes has been detailed in note 11.

釐定級別二非上市可換股票據之公平值基準已於附註11詳述。

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16. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Recurring fair value measurements (continued)

During the period ended 30 June 2014 and the year ended 31 December 2013, there was no transfer between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

17. EVENTS AFTER THE REPORTING PERIOD

Other than disclosed elsewhere in these unaudited condensed consolidated financial statements, a summary of events transacted after the end of reporting period is set out below:

- (a) On 2 May 2014, the Company entered into a sale and purchase agreement with Most Joyful Limited ("Vendor"), pursuant to which the Company conditionally agreed to purchase and Vendor conditionally agreed to sell the entire equity interest in Smart Express Development Limited, which indirectly holds 83% equity interest in 福建實達電腦設備有限公司, for a total cash consideration of HK\$253,466,000.

The acquisition constitutes a very substantial acquisition for the Company and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules. As at the date of this report, the transaction has not been completed. Further details of acquisition are set out in the Company's announcement dated 4 June 2014 and the Company's circular dated 22 August 2014.

- (b) On 17 July 2014, the equity interest in Gamma Logistics Corporation ("Gamma", a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) held by Golden Fame International Investments Group Limited, an associate of the Company, was diluted from 54.16% to 46.43% following the completion of placing new shares by Gamma.

16. 財務工具之公平值 (續)

經常性公平值計量 (續)

於截至二零一四年六月三十日止期間及截至二零一三年十二月三十一日止年度內，並無於公平值計量級別一與級別二之間進行轉撥，亦無轉至及轉自公平值計量級別三之項目。

17. 報告期後事項

除此等未經審核簡明綜合財務報表其他部分所披露者外，報告期結束後進行之事項概述如下：

- (a) 於二零一四年五月二日，本公司與Most Joyful Limited (「賣方」) 訂立買賣協議，據此，本公司有條件同意購買而賣方有條件同意出售Smart Express Development Limited (間接持有福建實達電腦設備有限公司83%股本權益) 之全部股本權益，總現金代價為253,466,000港元。

該收購事項構成本公司一項非常重大收購，因此須遵守上市規則第14章有關申報、公佈及經股東批准之規定。於本報告日期，該項交易尚未完成。有關該收購事項之進一步詳情，載於本公司日期為二零一四年六月四日之公佈及本公司日期為二零一四年八月二十二日之通函內。

- (b) 於二零一四年七月十七日，由本公司之聯營公司金信環球投資集團有限公司持有之伽瑪物流集團 (「伽瑪」，一間於香港聯合交易所有限公司創業板上市之公司) 股本權益，於伽瑪完成配售新股份後由54.16%攤薄至46.43%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

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

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. The Company's interest in GFIIGL was treated as an interest in an associate. GFIIGL together with its subsidiaries are principally engaged in providing integrated logistics freight services with a primary focus on logistics services between Hong Kong and the Pearl River Delta Region.

In Year 2013, GFIIGL underwent a corporate structure reorganisation, of which substantial businesses and operations were grouped under Gamma Logistics Corporation (the "Gamma"). Gamma was listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited by way of placing with stock code 8310.

Upon listing by way of placing, the GFIIGL's 100% equity interest in Gamma was diluted to 75%.

On 8 April 2014, GFIIGL entered into a placing agreement with Kingston Securities Limited for the placing of 80,000,000 shares of Gamma at HK\$0.35 per share. Details can refer to Gamma's announcement dated 8 April 2014. Upon the completion of the placing, the GFIIGL's 75% equity interest in Gamma was decreased to 65%.

On 16 May 2014, Gamma issued 160,000,000 shares at price of HK\$0.272 per share under placing. Details can refer to Gamma's announcement dated 30 April 2014. Upon the completion of the placing, the GFIIGL's 65% equity interest in Gamma was diluted to 54.16%.

Please refer to Gamma's interim result announcement dated 12 August 2014 and its interim report dated 12 August 2014 for the details of performances and operations of Gamma.

業務回顧

本集團於回顧期內曾進行下列主要業務活動：

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%。本公司於金信之權益被視為於一間聯營公司之權益。金信連同其附屬公司主要從事提供綜合物流貨運服務，主要集中在香港及珠三角地區提供物流服務。

於二零一三年度，金信進行企業架構重組，將絕大部分業務及營運收歸伽瑪物流集團(「伽瑪」)旗下。伽瑪以配售方式於香港聯合交易所有限公司創業板上市，股份代號為8310。

於以配售方式上市後，金信於伽瑪之100%股權被攤薄至75%。

於二零一四年四月八日，金信與金利豐證券有限公司就按每股0.35港元配售80,000,000股伽瑪股份訂立配售協議。詳情請參閱伽瑪於二零一四年四月八日刊發之公佈。於配售完成後，金信於伽瑪之75%股權減少至65%。

於二零一四年五月十六日，伽瑪根據配售按每股0.272港元發行160,000,000股股份。詳情請參閱伽瑪日期為二零一四年四月三十日之公佈。於配售完成後，金信於伽瑪之65%股權被攤薄至54.16%。

伽瑪之業績及營運詳情請參閱伽瑪日期分別為二零一四年八月十二日及二零一四年八月十二日之中期業績公佈及中期報告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Trading of securities

The Group through its indirect wholly-owned subsidiary, Sino Wealthy Limited, invested in Hong Kong's listed securities and unlisted securities as short-term investments. During the period under review, the Group recorded realised gains of approximately HK\$100.80 million from the disposal of certain securities and unrealised gains of approximately HK\$502.48 million on the portfolio.

Money lending business

The Group through its indirect wholly-owned subsidiary, Forefront Finance Co., Limited, provides short-term loans to various borrowers. Those short-term loans normally carried interest rates of 6% per annum. During the period under review, the money lending business contributed a loan interest income of HK\$3.39 million to the Group and a release of bad and doubtful debts provision amounting to approximately HK\$18,000 was made to the loan portfolio.

OUTLOOK

On 2 May 2014, the Company entered into a sale and purchase agreement with Most Joyful Limited (the "Vendor") pursuant to which the Company conditionally agreed to purchase and the Vendor conditionally agreed to sell the entire equity interest in Smart Express Development Limited, which indirectly holds 83% equity interest in Fujian Start Computer Equipment Co., Limited ("Fujian Start") (福建實達電腦設備有限公司), for a total cash consideration of approximately HK\$253.47 million. Fujian Start is principally engaged in design, manufacturing and distribution of printers, terminals and computers and point-of-sale electronic products and provision of related services under its own brand name "Start" in the PRC. Completion of the acquisition would enable the Group to tap into the leading information communication technology business in the PRC with growth potential; thereby strengthening the Group's revenue base as a whole. Further details of the acquisition are set out in the Company's announcement dated 4 June 2014 and the Company's circular dated 22 August 2014. The acquisition is subject to shareholders approval at the extraordinary general meeting to be convened on 15 September 2014.

Result for the period

For the six months ended 30 June 2014, the Group recorded a profit from operations of approximately HK\$599.60 million (2013: loss of HK\$202.99 million) and turnover of HK\$104.84 million (2013: HK\$19.51 million). The net profit attributable to owners of the parent for the period was approximately HK\$593.55 million (2013: loss of HK\$202.01 million). The operating profit was mainly attributable to realised gain of HK\$100.80 million arisen from securities portfolio held during the period and unrealised gain of HK\$502.48 million due to change in fair value of financial assets at fair value through profit or loss.

證券買賣

本集團透過其間接全資附屬公司Sino Wealthy Limited投資於香港上市證券及非上市證券作短期投資。於回顧期內，本集團因出售若干證券而錄得已變現收益約100,800,000港元，而投資組合則錄得未變現收益約502,480,000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向多名借款人提供短期貸款。該等短期貸款一般按利率每年6厘計息。於回顧期內，貸款業務為本集團貢獻3,390,000港元之貸款利息收入，並就貸款組合撥回呆壞帳撥備約18,000港元。

前景

於二零一四年五月二日，本公司與Most Joyful Limited（「賣方」）訂立買賣協議，據此，本公司有條件同意購買而賣方有條件同意出售Smart Express Development Limited（間接持有福建實達電腦設備有限公司（「福建實達」）83%股本權益）全部股本權益，總現金代價約為253,470,000港元。福建實達主要於中國從事設計、製造及分銷打印機、終端機及電腦以及POS電子產品，並以自有品牌名稱「實達(Start)」提供相關服務。是項收購完成後，本集團將得以進軍中國具增長潛力之領先資訊通訊科技業務，進而增強本集團整體之收益基礎。收購之進一步詳情載於本公司日期為二零一四年六月四日之公佈及日期為二零一四年八月二十二日之通函。是項收購須於二零一四年九月十五日召開之股東特別大會上取得股東批准。

期內業績

截至二零一四年六月三十日止六個月，本集團錄得經營溢利約599,600,000港元（二零一三年：虧損202,990,000港元），而營業額為104,840,000港元（二零一三年：19,510,000港元）。期內母公司擁有人應佔純利約為593,550,000港元（二零一三年：虧損202,010,000港元）。錄得經營溢利主要由於期內所持證券投資組合產生已變現收益100,800,000港元，以及因於損益帳按公平值處理之財務負債出現公平值變動而產生未變現收益502,480,000港元所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Liquidity, financial resources, borrowing and gearing ratio

During the period under review, the Group financed its operation through internal cash resources and issuance of promissory notes. As at the end of the reporting period, the Group maintained cash and bank balances of approximately HK\$41.73 million (as at 31 December 2013: HK\$62.25 million). The decrease in cash and bank balances was mainly due to the increase in the volume of trading securities held by the Group during the period. The Group's gearing ratio, calculated as total borrowings divided by net assets, is stated at 5.14% (as at 31 December 2013: 6.49%) since the Group had issued eight (as at 31 December 2013: six) promissory notes of HK\$10 million each as at 30 June 2014.

As at 30 June 2014, the Group's net assets value amounted to approximately HK\$1,533.84 million (as at 31 December 2013: HK\$924.86 million) with total assets amounted to approximately HK\$1,616.31 million (as at 31 December 2013: HK\$992.43 million). Net current assets were approximately HK\$1,447.24 million (as at 31 December 2013: HK\$832.27 million) and the current ratio was 399.69 times (as at 31 December 2013: 111.05 times).

Capital structure

There has been no change in the capital structure of the Company during the six months ended 30 June 2014. The capital of the Company comprises only ordinary shares. As at 30 June 2014, the issue share capital of the Company is 723,639,053 Shares.

Pledge of Assets

As at 30 June 2014, margin facilities from regulated securities brokers were granted to the Group, which were secured by the Group's financial assets at fair value through profit or loss with carrying amount of HK\$1,089.12 million (as at 31 December 2013: HK\$616.34 million). As at 30 June 2014, none of the margin facilities was utilised (as at 31 December 2013: HK\$4.96 million).

Exchange rate exposure

The Group is not subject to material foreign currency exposure since its operations are mainly denominated in Hong Kong dollars. As such, no hedging instrument was considered necessary by the Board during the reporting period under review.

流動資金、財務資源、借貸及負債資產比率

於回顧期內，本集團透過內部現金資源及發行承兌票據為其業務提供資金。於報告期結束日，本集團之現金及銀行結餘約為41,730,000港元（於二零一三年十二月三十一日：62,250,000港元）。現金及銀行結餘減少主要是由於期內本集團所持證券交投量增加所致。由於本集團於二零一四年六月三十日已發行八份（於二零一三年十二月三十一日：六份）每份10,000,000港元之承兌票據，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5.14%（於二零一三年十二月三十一日：6.49%）。

於二零一四年六月三十日，本集團之資產淨值約為1,533,840,000港元（於二零一三年十二月三十一日：924,860,000港元），資產總值約為1,616,310,000港元（於二零一三年十二月三十一日：992,430,000港元）。流動資產淨值約為1,447,240,000港元（於二零一三年十二月三十一日：832,270,000港元），而流動比率為399.69倍（於二零一三年十二月三十一日：111.05倍）。

資本架構

於截至二零一四年六月三十日止六個月，本公司之資本架構並無變動。本公司之資本僅包括普通股。於二零一四年六月三十日，本公司之已發行股本為723,639,053股股份。

資產抵押

於二零一四年六月三十日，受規管證券經紀向本集團授出若干孖展融資，並以本集團賬面金額為1,089,120,000港元（於二零一三年十二月三十一日：616,340,000港元）於損益帳按公平值處理之財務資產作擔保。於二零一四年六月三十日，本集團並無動用該等孖展融資（於二零一三年十二月三十一日：4,960,000港元）。

外幣風險

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。因此，董事會於回顧期內認為無必要使用對沖工具。

DISCLOSURE OF OTHER INFORMATION

其他資料披露

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend in respect of the six months ended 30 June 2014 (six months ended 30 June 2013: HK\$Nil).

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITION

As at 30 June 2014, none of the Directors or the Company's chief executive had under Division 7 and 8 of Part XV of the Securities and Future Ordinance ("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 of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of the Listed Companies ("Model Code") in the Rules governing the Listing of Securities on the Stock Exchange ("Listing Rules").

EMPLOYEES

As at 30 June 2014, the Group had approximately 14 employees including directors of the Company. The policy of employee remuneration, bonus, share option scheme and training are commensurate with performance, experience and comparable to the market rate. The Group contributes to a Mandatory Provident Fund under the Hong Kong Mandatory Provident Fund Schemes Ordinance.

SHARE OPTIONS

The Company adopted a new share option scheme (the "Scheme") on 6 August 2007. Under the Scheme, the Directors may grant share options to those qualified participants (including Directors and employees) 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.

During the six months ended 30 June 2014, no share option has been granted to any participants, directors or employees and no share option is outstanding pending for exercise.

中期股息

董事會不建議就截至二零一四年六月三十日止六個月派發中期股息(截至二零一三年六月三十日止六個月:零港元)。

董事及主要行政人員之權益及淡倉

於二零一四年六月三十日,董事或本公司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(「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任何權益或淡倉,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任何權益,或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)所載上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之任何權益。

僱員

於二零一四年六月三十日,本集團約有14名員工,包括本公司董事。僱員酬金政策、花紅、購股權計劃及培訓均按表現、經驗和參照市場水平釐定。本集團根據香港強制性公積金計劃條例向強制性公積金供款。

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,董事可向其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合資格參與者(包括董事及僱員)授出購股權。

於截至二零一四年六月三十日止六個月,概無向任何參與者、董事或僱員授出購股權,亦無購股權仍然有待行使。

DISCLOSURE OF OTHER INFORMATION 其他資料披露

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2014, the following person (other than the Directors or Chief Executive of the Company) has interests or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as known by the Company or recorded in the register required to be kept under Section 336 of the SFO and in accordance with information received by the Company.

Name of Shareholders	Number in shares	% of voting right 佔投票權之 百分比	Number of shares	% of voting right 佔投票權之 百分比
股東名稱	股份數目 (Long position) (好倉)	(Long position) (好倉)	(Short position) (淡倉)	(Short position) (淡倉)
HEC Capital Limited (Note 1)	82,112,149	11.35%	-	-
HEC Capital Limited (附註1)				

Note 1: HEC Capital Limited is interested in the share capital of the Company through its wholly-owned subsidiary HEC Development Limited which in turn wholly owns Murtsa Capital Management Limited, being the beneficial owner of 82,112,146 shares and HEC Holdings Limited which in turn wholly owns HEC Securities Limited, being the beneficial owner of 3 Shares.

主要股東

於二零一四年六月三十日，據本公司所知或根據證券及期貨條例第336條須存置之登記冊所記錄及按照本公司獲得之資料，以下人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有本公司已發行股本5%或以上之權益或淡倉。

附註1：HEC Capital Limited透過其全資附屬公司HEC Development Limited擁有本公司之股本權益，而HEC Development Limited全資擁有Murtsu Capital Management Limited（即82,112,146股股份之實益擁有人）及中南金融有限公司，而中南金融有限公司全資擁有中南証券有限公司（即3股股份之實益擁有人）。

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed 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、出售或贖回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 the revised Corporate Governance Rules and codes as well as those of the former Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2014.

企業管治常規守則

除下文所披露者外，董事認為，本公司於截至二零一四年六月三十日止六個月內一直遵守上市規則附錄十四所載之經修訂企業管治規則及守則以及前企業管治常規守則（「企業管治守則」）。

DISCLOSURE OF OTHER INFORMATION

其他資料披露

- (a) CG Code Provision A.2.1 stipulated that 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 are monitored by the executive directors. Mr. Lo Yuen Wa Peter, executive director of the Company, is also the Managing Director and Acting Chairman of the Group.
- (a) 企業管治守則條文A.2.1訂明主席及行政總裁之角色應有所區分，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。本公司執行董事老元華先生兼任本集團董事總經理及署理主席。
- (b) CG Code Provision A.4.1 stipulated that non-executive directors should be appointed for a specific term and be subject to re-election. 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.
- (b) 企業管治守則條文A.4.1訂明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，全體非執行董事亦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, namely Ms. Lam Yan Fong, Flora, Mr. Chung Yuk Lun and Mr. Pak William Eui Won and two executive directors, namely Mr. Lo Yuen Wa Peter and Mr. Tsang To, who were newly appointed on 1 April 2014 and 27 February 2014 respectively. The primary duties of the Remuneration Committee are to review and determination of the remuneration policy and packages of the directors and management executives. No director is involved in deciding his/her own remuneration.

薪酬委員會

薪酬委員會已根據企業管治守則之規定成立。薪酬委員會由三名獨立非執行董事林欣芳女士、鍾育麟先生及Pak William Eui Won先生，以及兩名執行董事老元華先生及曾濤先生組成。老元華先生及曾濤先生為分別於二零一四年四月一日及二零一四年二月二十七日獲委任之新董事。薪酬委員會之主要職責為檢討及釐定董事及管理級行政人員之薪酬政策及組合。概無董事參與釐定其本身之薪酬。

DISCLOSURE OF OTHER INFORMATION 其他資料披露

NOMINATION COMMITTEE

A Nomination Committee has been established in accordance with the requirements of the CG Code. The Nomination Committee comprises two independent non-executive directors, namely Ms. Lam Yan Fong, Flora and Mr. Pak William Eui Won and an executive director, namely Mr. Lo Yuen Wa Peter, who newly appointed on 1 April 2014. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board, and select and make recommendations to the Board on the appointment of Directors and senior management.

AUDIT COMMITTEE

The unaudited interim financial results of the Group for the six months ended 30 June 2014 has been reviewed by the Audit Committee of the Company. The Audit Committee comprises of three independent non-executive directors, namely Mr. Chung Yuk Lun, Ms. Lam Yan Fong, Flora and Mr. Pak William Eui Won.

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

Lo Yuen Wa Peter

Managing Director and Acting Chairman

Hong Kong, 28 August 2014

提名委員會

提名委員會已根據企業管治守則之規定成立。提名委員會由兩名獨立非執行董事林欣芳女士及Pak William Eui Won先生，以及一名執行董事老元華先生組成。老元華先生為於二零一四年四月一日獲委任之新董事。提名委員會之主要職責為檢討董事會之架構、規模及組成，以及就委任董事及高級管理人員進行甄選，並向董事會作出建議。

審核委員會

本集團截至二零一四年六月三十日止六個月之未經審核中期財務業績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。

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

董事總經理兼署理主席

老元華

香港，二零一四年八月二十八日



FOREFRONT GROUP LIMITED
福方集團有限公司*