



# Heng Xin China Holdings Limited 恒芯中國控股有限公司\*

(Formerly known as Tiger Tech Holdings Limited 前稱老虎科技(控股)有限公司\*)  
(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 8046)

Interim Report **2008/2009** 中期報告

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## 重要事項

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

由於創業板上市公司新興之性質使然，在創業板買賣之證券可能會較於主板買賣之證券承受較大市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)之規定提供有關本公司之資料。恒芯中國控股有限公司各董事(「董事」)對本報告所載資料願共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各主要方面均為準確及完整，且無誤導成份；(2)本報告並無遺漏其他事項致使本報告所載內容有所誤導；及(3)本報告所載一切意見已經審慎周詳考慮，並以公平及合理之基準與假設為基礎。

## RESULTS

The board of Directors (“the Board”) of Heng Xin China Holdings Limited (the “Company”, formerly known as Tiger Tech Holdings Limited) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and six months ended 31 December 2008 together with the comparative unaudited figures for the corresponding periods in 2007.

## CONDENSED CONSOLIDATED INCOME STATEMENT

## 業績

恒芯中國控股有限公司（「本公司」，前稱老虎科技（控股）有限公司）董事會（「董事會」）欣然公佈本公司及其附屬公司（統稱「本集團」）截至二零零八年十二月三十一日止三個月及六個月之未經審核綜合業績，連同二零零七年同期供比較之未經審核數字。

## 簡明綜合損益表

		Note 附註	Three months ended 31 December 截至十二月三十一日 止三個月		Six months ended 31 December 截至十二月三十一日 止六個月	
			2008 二零零八年 HK\$'000 千港元 (Unaudited) (未經審核)	2007 二零零七年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (Unaudited) (未經審核)	2007 二零零七年 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額	3	58,807	6,898	65,088	15,861
Cost of sales	銷售成本		(9,929)	(6,770)	(15,578)	(15,562)
Gross profit	毛利		48,878	128	49,510	299
Other income	其他收入		4,409	480	9,131	977
Selling and marketing expenses	銷售及市場推廣開支		(804)	—	(950)	—
Other operating expenses	其他經營費用		(6,549)	(6,152)	(19,179)	(7,788)
Profit/(loss) from operations	經營溢利／(虧損)		45,934	(5,544)	38,512	(6,512)
Impairment loss on available- for-sale investments	可供出售投資之減值虧損		(619)	—	(2,462)	—
Finance costs	融資成本		(49)	—	(49)	—
Profit/(loss) before income tax	扣除所得稅前溢利／(虧損)	4	45,266	(5,544)	36,001	(6,512)
Income tax	所得稅	5	(4,096)	—	(4,096)	—
Profit/(loss) for the period	期內溢利／(虧損)		41,170	(5,544)	31,905	(6,512)
Attributable to:	其中：					
Equity holders of the Company	本公司股東		40,223	(5,544)	30,958	(6,512)
Minority interests	少數股東權益		947	—	947	—
			41,170	(5,544)	31,905	(6,512)
Earnings/(loss) per share (expressed in HK cent)	每股盈利／(虧損) (以港仙列值)	6				
— basic	— 基本		3.65	(0.99)	3.73	(1.18)
— diluted	— 攤薄		3.01	(0.99)	3.25	(1.18)
Dividends	股息	7	—	—	—	—



## CONDENSED CONSOLIDATED BALANCE SHEET

## 簡明綜合資產負債表

		As at 於	
		31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
<b>Non-current assets</b>			
Property, plant and equipment	8	2,320	1,817
Goodwill	9	214,516	—
Intangible assets	10	2,940	—
Available-for-sale investments	11	2,714	15,499
Deposits for acquisition of subsidiaries		—	20,000
		<b>222,490</b>	<b>37,316</b>
<b>Current assets</b>			
Inventories		2,455	—
Trade receivables	12	44,982	—
Prepayment, deposits and other receivables		20,574	1,885
Pledged deposits		4,394	4,394
Cash at bank and in hand		16,571	24,073
		<b>88,976</b>	<b>30,352</b>
<b>Current liabilities</b>			
Trade payables	13	7,807	—
Other payables and accruals		9,205	955
Income tax payables		4,149	—
Bank overdrafts		—	385
		<b>21,161</b>	<b>1,340</b>
<b>Net current assets</b>		<b>67,815</b>	<b>29,012</b>
<b>NET ASSETS</b>		<b>290,305</b>	<b>66,328</b>
<b>Capital and reserves</b>			
Share capital	14	11,030	5,580
Reserves		278,324	60,748
		<b>289,354</b>	<b>66,328</b>
Minority interests		951	—
<b>TOTAL EQUITY</b>		<b>290,305</b>	<b>66,328</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

		Unaudited 未經審核									
		Attributable to the equity holders of the Company 屬於本公司股權持有人									
		Share capital	Share premium	Warrant reserve	Capital reserve	Exchange fluctuation reserve	Investment valuation reserve	Share options reserve	Accumulated losses	Minority interests	Total
		股本	股份溢價	認股權證 儲備	資本儲備	匯兌儲備	投資估值 儲備	購股權 儲備	累計虧損	少數股東 權益	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	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
Balance at 1 July 2007	於二零零七年七月一日之結餘	4,650	36,850	—	(595)	45	—	—	(39,018)	—	1,932
Change in fair value of available-for-sale investments	可供出售投資 之公平值變動	—	—	—	—	—	—	—	—	—	—
Warrants issued	已發行認股權證	—	—	7,440	—	—	—	—	—	—	7,440
Exercise of warrants	行使認股權證	930	73,470	(7,440)	—	—	—	—	—	—	66,960
Loss for the six months ended 31 December 2007	截至二零零七年 十二月三十一日 止六個月之虧損	—	—	—	—	—	—	—	(6,512)	—	(6,512)
<b>Balance at 31 December 2007</b>	於二零零七年 十二月三十一日之結餘	<b>5,580</b>	<b>110,320</b>	<b>—</b>	<b>(595)</b>	<b>45</b>	<b>—</b>	<b>—</b>	<b>(45,530)</b>	<b>—</b>	<b>69,820</b>
Balance at 1 July 2008	於二零零八年七月一日之結餘	5,580	110,320	—	(595)	45	5,834	—	(54,856)	—	66,328
Shares issued	已發行股份	5,450	186,162	—	—	—	—	—	—	—	191,612
Exchange adjustment on translation of financial statements of overseas subsidiaries	換算海外附屬公司 財務報表之 匯兌調整	—	—	—	—	271	—	—	—	—	271
Change in fair value of available-for-sale investment	可供出售投資 之公平值變動	—	—	—	—	—	(5,640)	—	—	—	(5,640)
Recognition of equity settled share-based payments	確認以股本結算股份 支付款項	—	—	—	—	—	—	5,825	—	—	5,825
Acquisition of subsidiaries	收購附屬公司	—	—	—	—	—	—	—	—	4	4
Profit for the six months ended 31 December 2008	截至二零零八年 十二月三十一日 止六個月之溢利	—	—	—	—	—	—	—	30,958	947	31,905
<b>Balance at 31 December 2008</b>	於二零零八年 十二月三十一日之結餘	<b>11,030</b>	<b>296,482</b>	<b>—</b>	<b>(595)</b>	<b>316</b>	<b>194</b>	<b>5,825</b>	<b>(23,898)</b>	<b>951</b>	<b>290,305</b>



## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

## 簡明綜合現金流量表

Six months  
ended 31 December  
截至十二月三十一日  
止六個月

		2008 二零零八年 HK\$'000 千港元 Unaudited 未經審核	2007 二零零七年 HK\$'000 千港元 Unaudited 未經審核
Net cash used in operating activities	營運活動所用現金淨額	(14,522)	(5,996)
Net cash from/(used in) investing activities	投資活動所得／(所用)現金淨額	7,405	(18,914)
Net cash from financing activities	融資活動所得現金淨額	—	74,400
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之(減少)／ 增加淨額	(7,117)	49,490
Cash and cash equivalents at 1 July	於七月一日之現金及現金等價物	23,688	798
Cash and cash equivalents at 31 December	於十二月三十一日之現金及 現金等價物	16,571	50,288
Analysis of balances of cash and cash equivalents	現金及現金等價物之 結餘分析		
Cash at bank and in hand	銀行存款及現金	16,571	50,288

Notes:

## 1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in Bermuda on 9 September 2002 under the Companies Act 1981 of Bermuda (as amended). The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company is an investment holding company. The shares of the Company were listed on the GEM of the Stock Exchange on 16 April 2003.

The principal subsidiaries of the Company are engaged in the research, design, development on and manufacturing of electronic message security products, integrated circuits and related systems, and provision of integrated circuit solutions and the related services.

On 16 September 2008, ordinary resolutions were passed at the special general meeting of the Company in relation to (1) the sale and purchase agreement entered into among the Group, Easy Mount Enterprises Limited ("Easy Mount"), Lomond Group Limited, Mr. Li Haoping and Mr. Ho Wai Jung to acquire the entire equity interest of Star Hub Investments Limited, a company established in the BVI with limited liability which is wholly owned by Easy Mount, at a total maximum consideration of HK\$215.05 million (the "Jinqiao Hengtai Acquisition"); and (2) the sale and purchase agreement entered into among the Group, Mind Smart Group Limited ("Mind Smart"), Team Effort Investments Limited, Mr. Choi Chung Lam, and Mr. Lu Xing to acquire the entire equity interest of Sino Will Limited, a company incorporated in the British Virgin Island ("BVI") with limited liability which is wholly and beneficially owned by Mind Smart, at a total maximum consideration of HK\$334.4 million (the "Huzhou Maxium Acquisition"). The acquisitions were completed on 23 September 2008 (the "Completion Date").

The consideration of the Jinqiao Hengtai Acquisition of HK\$215.05 million has been satisfied (i) as to HK\$5 million in cash and (ii) as to HK\$73.5 million by the issue of the convertible notes at the conversion price of HK\$0.34 (the "Convertible Notes") on the Completion Date; and to be satisfied (iii) as to HK\$136.5 million by the issue of the Convertible Notes in two instalments in accordance with the EBITDA commitment by 30 September 2009. While the consideration of the Huzhou Maxium Acquisition of HK\$334.4 million has been satisfied (i) as to HK\$15 million in cash; (ii) as to HK\$111.8 million by the issue of the Convertible Notes on the Completion Date; and to be satisfied (iii) as to HK\$207.6 million by the issue of the Convertible Notes in two instalments in accordance with the EBITDA commitment by 30 September 2009.

附註：

## 1. 一般資料

本公司於二零零二年九月九日根據百慕達一九八一年公司法(經修訂)於百慕達註冊成立為受豁免有限公司。本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司為一間投資控股公司。本公司股份於二零零三年四月十六日於聯交所創業板上市。

本公司之主要附屬公司從事研究、設計、開發及製造電子資訊安全產品、晶片及相關系統，以及提供晶片之解決方案及相關服務。

本公司於二零零八年九月十六日召開之股東特別大會上通過有關下列事項之普通決議案：(1)本集團、Easy Mount Enterprises Limited(「Easy Mount」)、Lomond Group Limited、李浩平先生及何偉頌先生就以最高總代價215,050,000港元收購Star Hub Investments Limited(一間於英屬維爾京群島成立之有限公司，由Easy Mount全資擁有)之全部股本權益而訂立之買賣協議(「金橋恒泰收購」)；及(2)本集團、Mind Smart Group Limited(「Mind Smart」)、Team Effort Investments Limited、蔡忠林先生及路行先生就以最高總代價334,400,000港元收購Sino Will Limited(一間於英屬維爾京群島(「英屬維爾京群島」)註冊成立之有限公司，由Mind Smart全資實益擁有)之全部股本權益而訂立之買賣協議(「湖州明芯收購」)。該等收購已於二零零八年九月二十三日(「完成日」)完成。

金橋恒泰收購之代價215,050,000港元以如下方式支付：(i)5,000,000港元已以現金支付及(ii)73,500,000港元已透過於完成日按0.34港元之兌換價發行可換股票據(「可換股票據」)之方式支付；以及(iii)136,500,000港元將透過於二零零九年九月三十日前按EBITDA承諾之金額分兩期發行可換股票據之方式支付。湖州明芯收購之代價334,400,000港元以如下方式支付：(i)15,000,000港元已以現金支付及(ii)111,800,000港元已透過於完成日發行可換股票據之方式支付；以及(iii)207,600,000港元將透過於二零零九年九月三十日前按EBITDA承諾之金額分兩期發行可換股票據之方式支付。



## 1. GENERAL INFORMATION (Continued)

Subsequently on 29 September 2008, the Company approved conversion notices in relation to the exercise of the conversion rights attached to the Convertible Notes in the aggregate principal amount of HK\$185,307,480 (the "Conversion"). As a result of the Conversion, an aggregate of 545,022,000 new shares were issued by the Company on 30 September 2008.

Details of the acquisitions and the Conversion are set out in the circular of the Company dated 29 August 2008 and the announcement of the Company dated 30 September 2008 respectively.

As set out in the announcement of the Company dated 12 January 2008, the name of the Company was changed from "Tiger Tech Holdings Limited" to "Heng Xin China Holdings Limited" and the Chinese name was changed correspondingly from "老虎科技(控股)有限公司" to "恒芯中國控股有限公司". The Certificate of Incorporation on change of name was issued by Registrar of Companies in Bermuda on 28 November 2008 certifying that the change of the name of the Company was registered 24 November 2008.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited consolidated financial statements for the six months ended 31 December 2008 have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and comply with the applicable disclosure provisions of the GEM Listing Rules.

The unaudited consolidated financial statements have been prepared on the historical cost basis except for the financial instruments, which are measured at fair value. The accounting policies and methods of computation used in the preparation of the unaudited consolidated financial statements are consistent with those used in the annual financial statements for the year ended 30 June 2008. These unaudited consolidated results should be read in conjunction with the Company's annual report for the year ended 30 June 2008. Those new accounting standards, amendments to accounting standards and interpretations which are mandatory for financial year ending 30 June 2009 have no material impact on the Group.

The unaudited consolidated accounts have not been audited by the auditors of the Company, but have been reviewed by the Company's audit committee.

## 1. 一般資料 (續)

本公司其後於二零零八年九月二十九日批准關於行使本金總額為185,307,480港元之可換股票據所附兌換權利(「兌換」)之兌換通告。本公司於二零零八年九月三十日因兌換而發行合共545,022,000股新股份。

收購及兌換之詳情分別載於本公司日期為二零零八年八月二十九日之通函及日期為二零零八年九月三十日之公告。

如本公司日期為二零零八年一月十二日之公告所載，本公司名稱已由「Tiger Tech Holdings Limited」更改為「Heng Xin China Holdings Limited」，而中文名稱亦由「老虎科技(控股)有限公司」更改為「恒芯中國控股有限公司」。百慕達公司註冊處已於二零零八年十一月二十八日簽發更改名稱之法團註冊證書，證明本公司已於二零零八年十一月二十四日登記本公司名稱之更改。

## 2. 編製基準及會計政策

截至二零零八年十二月三十一日止六個月之未經審核綜合財務報表乃按香港會計師公會頒佈之香港會計準則第34號「中期財務報告」及遵守創業板上市規則之適用披露規定編製。

未經審核綜合財務報表乃根據歷史成本基準編製，惟金融工具乃以公平值計量。編製未經審核綜合財務報表所採用之會計政策及計算方法與編製截至二零零八年六月三十日止年度之年度財務報表所採用者一致。該等未經審核綜合財務業績應與本公司截至二零零八年六月三十日止年度之年報一併閱讀。須於截至二零零九年六月三十日止財政年度採用之新訂會計準則、會計準則之修訂及詮釋不會對本集團構成重大影響。

未經審核綜合賬目未經本公司核數師審核，但已經本公司之審核委員會審閱。



### 3. TURNOVER, REVENUE AND SEGMENT INFORMATION

During the six months ended 31 December 2007, the turnover and operating results of the Group were entirely derived from one business segment which was the trading of computer parts in Hong Kong.

During the six months ended 31 December 2008, the turnover and operating results of the Group were derived from the following business segments:

- research, manufacturing and trading of encrypted integrated circuits and related services;
- research, manufacturing and trading of wireless digital audio integrated circuits and related solutions and services; and
- trading of computer parts.

Turnover and revenue recognised by category during the three months and six months ended 31 December 2008 were as follows:

### 3. 營業額、收益及分部資料

截至二零零七年十二月三十一日止六個月，本集團之營業額及經營業績全部來自一個業務分部，即香港之電腦配件貿易。

截至二零零八年十二月三十一日止六個月，本集團之營業額及經營業績來自以下業務分部：

- 研究、製造及買賣加密芯片及相關之服務；
- 研究、製造及買賣無線數字音頻芯片及相關解決方案及服務；及
- 電腦配件貿易。

截至二零零八年十二月三十一日止三個月及六個月之營業額及收益分類確認如下：

		Three months ended 31 December 截至十二月三十一日 止三個月		Six months ended 31 December 截至十二月三十一日 止六個月	
		2008 二零零八年 HK\$'000 千港元 (Unaudited) (未經審核)	2007 二零零七年 HK\$'000 千港元 (Unaudited) (未經審核)	2008 二零零八年 HK\$'000 千港元 (Unaudited) (未經審核)	2007 二零零七年 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額				
Encrypted integrated circuits	加密芯片	22,785	—	22,785	—
Wireless digital audio integrated circuits	無線數字音頻芯片	36,022	—	37,605	—
Sales of computer parts	電腦配件銷售	—	6,898	4,698	15,861
		<b>58,807</b>	6,898	<b>65,088</b>	15,861
Other income	其他收入				
Bank interest income	銀行利息收入	30	469	57	966
Dividend income from available-for-sale investments	可供出售投資之股息收入	—	11	—	11
Realised gain on disposal of available-for-sale investments	出售可供出售投資之已變現收益	2,600	—	7,295	—
Other income	其他收入	1,779	—	1,779	—
		<b>4,409</b>	480	<b>9,131</b>	977



3. TURNOVER, REVENUE AND SEGMENT INFORMATION

(Continued)

The segment results for the six months ended 31 December 2008 (primary reporting format) are as follows:

3. 營業額、收益及分部資料 (續)

截至二零零八年十二月三十一日止六個月之分部業績(主要申報形式)如下：

		<b>Encrypted integrated circuits</b>	<b>Wireless digital audio integrated circuits</b>	<b>Trading of computer parts</b>	<b>Group</b>
		加密芯片	無線數字 音頻芯片	電腦配件 貿易	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		Unaudited	Unaudited	Unaudited	Unaudited
		未經審核	未經審核	未經審核	未經審核
Revenue	收益				
Segment turnover from external customers	來自外來客戶之 分部營業額	22,785	37,605	4,698	65,088
Segment results	分部業績	12,535	29,857	58	42,450
Unallocated income	未分配收入				9,131
Unallocated expenses	未分配開支				(13,069)
<b>Profit from operations</b>	<b>營運溢利</b>				38,512
Impairment loss on available-for-sale investments	可供出售投資之減值虧損				(2,462)
Finance costs	融資成本				(49)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>				36,001
Income tax	所得稅				(4,096)
Profit for the six months ended 31 December 2008	截至二零零八年十二月三十一日止六個月之溢利				31,905



#### 4. PROFIT/(LOSS) BEFORE INCOME TAX

The Group's profit/(loss) before income tax is arrived at after charging:

		<b>Six months ended 31 December</b>	
		<b>截至十二月三十一日止六個月</b>	
		<b>2008</b>	2007
		二零零八年	二零零七年
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold	存貨銷售成本	<b>15,578</b>	15,562
Depreciation and amortisation	折舊及攤銷	<b>506</b>	196
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	<b>2,462</b>	1,105
Operating lease charges on premises	物業之經營租賃費用	<b>1,401</b>	333
Provision for doubtful debts	呆賬撥備	<b>—</b>	2,286
Staff costs (including Directors' remuneration)	員工成本 (包括董事酬金)		
— salaries and allowances	— 薪金及津貼	<b>4,620</b>	1,926
— pension scheme contributions	— 退休金計劃供款	<b>164</b>	47
— share-based payment	— 以股份支付款項	<b>5,825</b>	—

#### 4. 扣除所得稅前溢利／(虧損)

本集團扣除所得稅前溢利／(虧損)乃經扣除下列各項後列賬：

#### 5. INCOME TAX

The PRC enterprise income tax ("EIT") has been provided on the profit of the Group's subsidiary in the PRC and calculated at the EIT rate of 25%.

Pursuant to the relevant laws and regulations in the PRC, a subsidiary of the Company is entitled to exemption from EIT for two years commencing from its first profit making year of operation, and thereafter, it is entitled to 50% relief from EIT for the following three years.

Hong Kong profits tax has not been provided as the Company and its subsidiaries in Hong Kong have no assessable profits for the current and prior periods.

#### 5. 所得稅

中國企業所得稅(「企業所得稅」)乃根據本集團於中國之附屬公司所得溢利按企業所得稅率25%計算撥備。

根據中國相關法律及法規，本公司之一間附屬公司有權自營運後首個獲利年度起兩年獲豁免繳納企業所得稅，隨後三年獲減免50%企業所得稅。

由於本公司及其香港附屬公司於本期間及過往期間並無應課稅溢利，故並無就香港利得稅作出撥備。

**6. EARNINGS/(LOSS) PER SHARE**

**(a) Basic earnings/(loss) per share**

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

**6. 每股盈利／（虧損）**

**(a) 每股基本盈利／（虧損）**

每股基本盈利／（虧損）乃按本公司股權持有人應佔溢利／（虧損）除以期內已發行普通股加權平均數計算。

		Three months ended 31 December 截至十二月三十一日 止三個月		Six months ended 31 December 截至十二月三十一日 止六個月	
		2008 二零零八年 (Unaudited) (未經審核)	2007 二零零七年 (Unaudited) (未經審核)	2008 二零零八年 (Unaudited) (未經審核)	2007 二零零七年 (Unaudited) (未經審核)
Profit/(loss) attributable to the equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利／（虧損）（千港元）	40,223	(5,544)	30,958	(6,512)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數（千股）	1,103,022	558,000	828,968	551,565
Basic earnings/(loss) per share (HK cent)	每股基本盈利／（虧損）（港仙）	3.65	(0.99)	3.73	(1.18)

**(b) Diluted earnings/(loss) per share**

Diluted earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to the equity holders of the Company by the total of the weighted average number of ordinary shares in issue during the period and the weighted average number of ordinary shares assumed to have been issued on the deemed conversion of all convertible notes outstanding during the period.

**(b) 每股攤薄盈利／（虧損）**

每股攤薄盈利／（虧損）乃按本公司股權持有人應佔溢利／（虧損），除以期內已發行普通股加權平均數及假設於期內被視為兌換全部尚未行使可換股票據而發行之普通股加權平均數之總和計算。

6. EARNINGS/(LOSS) PER SHARE (Continued)

(b) Diluted earnings/(loss) per share (Continued)

		Three months ended 31 December 截至十二月三十一日 止三個月		Six months ended 31 December 截至十二月三十一日 止六個月	
		2008 二零零八年 (Unaudited) (未經審核)	2007 二零零七年 (Unaudited) (未經審核)	2008 二零零八年 (Unaudited) (未經審核)	2007 二零零七年 (Unaudited) (未經審核)
Profit/(loss) attributable to the equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利/(虧損) (千港元)	40,223	(5,544)	30,958	(6,512)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	1,103,022	558,000	828,968	551,565
Weighted average number of ordinary shares in issue on the deemed conversion of all convertible notes outstanding during the period (thousands)	期內就被視為兌換全部尚未行使可換股票據而發行之普通股加權平均數 (千股)	233,581	—	124,997	—
		1,336,603	558,000	953,965	551,565
Diluted earnings/(loss) per share (HK cent)	每股攤薄盈利/(虧損) (港仙)	3.01	(0.99)	3.25	(1.18)

6. 每股盈利/(虧損) (續)

(b) 每股攤薄盈利/(虧損) (續)

7. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 31 December 2008 (2007: Nil).

7. 中期股息

董事會不建議派發截至二零零八年十二月三十一日止六個月之中期股息 (二零零七年：無)。



8. PROPERTY, PLANT AND EQUIPMENT

8. 物業、廠房及設備

		31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Opening net book amount	期初賬面淨值	1,817	478
Additions	添置	752	1,818
Acquisition of subsidiaries	收購附屬公司	1,051	—
Depreciation	折舊	(431)	(476)
Disposals	出售	(863)	(3)
Exchange differences	匯兌差額	(6)	—
Closing net book amount	期末賬面淨值	2,320	1,817

9. GOODWILL

9. 商譽

		31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Opening net book amount	期初賬面淨值	—	—
Acquisition of subsidiaries	收購附屬公司	214,516	—
Closing net book amount	期末賬面淨值	214,516	—

10. INTANGIBLE ASSETS

10. 無形資產

		31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Opening net book amount	期初賬面淨值	—	—
Acquisition of subsidiaries	收購附屬公司	3,028	—
Amortisation	攤銷	(75)	—
Exchange differences	匯兌差額	(13)	—
Closing net book amount	期末賬面淨值	2,940	—

## 11. AVAILABLE-FOR-SALE INVESTMENTS

		31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Equity securities listed in Hong Kong	於香港上市之股本證券	2,714	15,499
Market value of listed securities	上市證券之市值	2,714	15,499
Fair value of individually impaired available-for-sale equity securities	個別減值之可供出售股本證券之公平值	2,714	12,503

## 11. 可供出售投資

## 12. TRADE RECEIVABLES

The Group's trading terms with its customers are generally 30 to 90 days (30 June 2007: due on date of delivery). The ageing analysis of the trade receivables, based on the invoice date, and net of allowance, is as follows:

		31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0 - 30 days	零至三十日	36,942	—
31 - 90 days	三十一至九十日	3,252	—
91 - 180 days	九十一至一百八十日	4,599	—
Over 180 days	一百八十日以上	189	—
		<b>44,982</b>	<b>—</b>

## 12. 應收賬款

本集團給予客戶的還款期一般為三十至九十日(二零零七年六月三十日：截至交付日期)。應收賬款(扣除撥備)按發票日期之賬齡分析如下：

The trade receivables are denominated in Renminbi which is the functional currency of the operating subsidiaries.

應收賬款乃以人民幣計值，人民幣為營運附屬公司之功能貨幣。



### 13. TRADE PAYABLES

The ageing analysis of the trade payables is as follow:

		31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2008 二零零八年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
0 - 30 days	零至三十日	6,114	—
31 - 90 days	三十一至九十日	405	—
91 - 180 days	九十一至一百八十日	1,284	—
Over 180 days	一百八十日以上	4	—
		<b>7,807</b>	<b>—</b>

### 13. 應付賬款

應付賬款之賬齡分析如下：

### 14. SHARE CAPITAL

		Number of shares 股份數目	HK\$'000 千港元
<b>Authorised</b>	<b>法定</b>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
As at 30 June 2008 and 31 December 2008	於二零零八年六月三十日及 二零零八年十二月三十一日	10,000,000,000	100,000
<b>Issued and fully paid</b>	<b>已發行及繳足</b>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
As at 30 June 2008	於二零零八年六月三十日	558,000,000	5,580
Issue of shares upon conversion of convertible notes (Note)	兌換可換股票據而發行之 股份(附註)	545,022,000	5,450
As at 31 December 2008	於二零零八年十二月三十一日	1,103,022,000	11,030

Note:

On 29 September 2008, the Company approved conversion notices in relation to the exercise of the conversion rights attached to the Convertible Notes in the aggregate principal amount of HK\$185,307,480 (the "Conversion"). As a result of the Conversion, an aggregate of 545,022,000 new shares were issued by the Company on 30 September 2008.

附註：

本公司於二零零八年九月二十九日批准關於行使本金總額達185,307,480港元之可換股票據所附兌換權利(「兌換」)之兌換通告。本公司於二零零八年九月三十日因兌換而發行合共545,022,000股新股份。



## 15. RELATED PARTY TRANSACTIONS

- (i) During the six months ended 31 December 2008, the Group has carried out the following transactions with related parties:

		<b>Six months ended 31 December</b> 截至十二月三十一日止六個月	
		<b>2008</b> 二零零八年 <b>(Unaudited)</b> (未經審核)	2007 二零零七年 (Unaudited) (未經審核)
Sales of goods to Beijing Hengtai Technologies Co., Ltd.	向北京華大恒泰科技有限責任公司銷售產品	<b>264</b>	—
		<b>264</b>	—

Note:

Beijing Hengtai Technologies Co., Ltd. holds 7% equity interest of Beijing Jinqiao Hengtai Technology Company Limited. 93% of equity interest of Beijing Jinqiao Hengtai Technology Company Limited was owned by Cambridge International Development Limited, an indirect wholly owned subsidiary of the Company.

The Directors are of the opinion that the above transactions were carried out in the ordinary course of the Group's business based on normal commercial terms.

- (ii) Compensation of key management personnel of the Group:

## 15. 有關連人士交易

- (i) 截至二零零八年十二月三十一日止六個月，本集團與有關連人士進行之交易如下：

		<b>Six months ended 31 December</b> 截至十二月三十一日止六個月	
		<b>2008</b> 二零零八年 <b>(Unaudited)</b> (未經審核)	2007 二零零七年 (Unaudited) (未經審核)
Sales of goods to Beijing Hengtai Technologies Co., Ltd.	向北京華大恒泰科技有限責任公司銷售產品	<b>264</b>	—
		<b>264</b>	—

附註：

北京華大恒泰科技有限責任公司持有北京金橋恒泰科技有限公司7%之股權。本公司之間接全資附屬公司金橋國際發展有限公司擁有北京金橋恒泰科技有限公司93%之股權。

董事認為，上述交易乃於本集團日常經營過程中按照一般商業條款進行。

- (ii) 本集團主要管理層人員之薪酬：

		<b>Six months ended 31 December</b> 截至十二月三十一日止六個月	
		<b>2008</b> 二零零八年 <b>(Unaudited)</b> (未經審核)	2007 二零零七年 (Unaudited) (未經審核)
Fees, salaries and other short-term employee benefits	袍金、薪金及其他短期僱員福利	<b>881</b>	267
Pension costs-defined contribution plans	退休金成本 — 定額供款計劃	<b>12</b>	12
		<b>893</b>	279



## MANAGEMENT DISCUSSIONS AND ANALYSIS

### Financial review

For the six months ended 31 December 2008, the Group recorded a consolidated turnover of approximately HK\$65.1 million, representing an increase of approximately 309.4% when compared to approximately HK\$15.9 million for the corresponding period in the last financial year. Approximately 93% of the turnover is generated from the sales of integrated circuits and related solutions and services. In light of the Group's focus on higher margin business, gross profit margin of the Group was improved from approximately 1.9% to 76.1% on average.

The major component of other income of approximately HK\$9.1 million was realised gains on disposal of available-for-sale investments for the six months ended 31 December 2008. In September 2008, the Group entered into a subscription agreement, pursuant to which the Group was nominated to subscribe for the convertible bonds issued by China Sciences Conservational Power Limited in the principal amount of HK\$10 million (the "Nominated Convertible Bonds"). In December 2009, the Group has disposed the Nominated Convertible Bonds at an aggregate consideration of HK\$12.6 million. Details of the transactions are set out in the circulars of the Company dated 29 October 2008 and 19 December 2008 respectively. The remaining gains of approximately HK\$4.7 million related to the disposal of an available-for-sale equity securities during the period.

Other operating expenses increased from approximately HK\$7.8 million for the six months ended 31 December 2007 to approximately HK\$19.2 million for the six months ended 31 December 2008, comprised mainly staff costs, office rentals and legal and professional expenses. The increase in other operating expenses is mainly due to the expansion of the scope of the operations as a result of the Jinqiao Hengtai Acquisition and the Huzhou Maxium Acquisition. The increase is also due to the inclusion in the accounts of share based payment of approximately HK\$5.8 million related to the grant of the share options under the share option scheme of the Company in July 2008 which were cancelled in October 2008.

## 管理層討論及分析

### 財務回顧

於截至二零零八年十二月三十一日止六個月，本集團錄得綜合營業額約65,100,000港元，較上一財政年度同期之約15,900,000港元增加約309.4%。約93%之營業額來自銷售芯片及相關解決方案及服務。由於本集團之重心在於較高利潤率之業務，故本集團之毛利率由平均約1.9%大幅上升至76.1%。

於截至二零零八年十二月三十一日止六個月之其他收入約為9,100,000港元，主要為出售可供出售投資之變現收益。本集團於二零零八年九月訂立一份認購協議，據此本集團被指定認購中科環保電力有限公司所發行本金額為10,000,000港元之可換股債券（「指定可換股債券」）。於二零零九年十二月，本集團以12,600,000港元之總代價出售有關指定可換股債券。交易詳情載於本公司日期分別為二零零八年十月二十九日及二零零八年十二月十九日之通函。約4,700,000港元之餘下收益為期內出售可供出售股本證券所得。

其他營運費用由截至二零零七年十二月三十一日止六個月之約7,800,000港元增加至截至二零零八年十二月三十一日止六個月之約19,200,000港元，主要包括員工成本、辦公室租金以及法律及專業費用。其他營運費用增加主要是由於金橋恒泰收購及湖州明芯收購導致經營規模擴大所致。其他營運費用增加之原因亦包括在賬目中計入二零零八年七月根據本公司購股權計劃所授出購股權有關的以股份支付款項約5,800,000港元，購股權後於二零零八年十月註銷。

The profit attributable to equity holders amounted to approximately HK\$31.0 million for the six months ended 31 December 2008, compared to loss attributable to equity holders of approximately HK\$6.5 million for the same period in the previous financial year. Basic earnings per share for the six months ended 31 December 2008 was approximately HK\$0.0373, compared to basic loss per share of approximately HK\$0.0118 for the corresponding period of the last financial year.

## Business review and prospects

The acquisitions of Beijing Jinqiao Hengtai Technology Company Limited (“Beijing Jinqiao Hengtai”) and Huzhou Maxium IC Design Co., Limited (“Huzhou Maxium”) completed in September 2008 has broadened the revenue and earnings base of the Group.

The principal businesses of Beijing Jinqiao Hengtai and Huzhou Maxium are as follows:

### (i) Encrypted integrated circuits

The Group possesses the technology for manufacturing 32-bits conditional access (“CA”) card for digital terrestrial televisions. The Company’s CA cards use its patented chips loaded with CA software from major vendors. Comparing to the traditional 8-bits or 16-bits CA cards presently used in digital televisions, the 32-bits CA cards have much faster real-time processing and response time and better augmentability and interactivity.

The encrypted integrated circuits can be used to manufacture encrypted mobile hard disks, USB storage, signature systems and telecommunication systems. The Group is the supplier of encryption products to the Chinese military and government e-business platform. The Group had obtained recognition from the government and received the highest “military B-level” certification.

截至二零零八年十二月三十一日止六個月，股權持有人應佔溢利約31,000,000港元，而上一財政年度同期，股權持有人應佔虧損約6,500,000港元。截至二零零八年十二月三十一日止六個月之每股基本盈利約3.73港仙，而上一財政年度同期則錄得每股基本虧損約1.18港仙。

## 業務回顧及前景

本公司於二零零八年九月完成對北京金橋恒泰科技有限公司（「北京金橋恒泰」）及湖州明芯微電子設計有限公司（「湖州明芯」）之收購，拓寬了本集團之收益及盈利基礎。

北京金橋恒泰及湖州明芯之主要業務如下：

### (i) 加密芯片

本集團擁有生產地面數字電視所需之32位有條件接收（「CA」）卡之技術。本公司之CA卡使用其專利芯片，而有關芯片承載主要供應商提供之CA軟件。與數字電視現時使用之傳統8位或16位CA卡相比，32位CA卡擁有更迅速之實時處理及反應時間，更優越之擴展性及互動性。

加密芯片可用於生產加密移動硬盤、USB存儲器、簽名系統及通訊系統。本集團為中國軍事及政府電子商務平台提供加密產品。本集團已獲政府認可，並取得最高級別之「軍用B級」認證。

The encrypted integrated circuits can also be used in mobile digital televisions. In June 2008, the Group entered into a strategic cooperation framework agreement with Hunan Mobile TV Co., Ltd, under which the latter purchased equipment, including digital television set top boxes, CA cards and network equipment, from the Group for its digital television projects in Hunan Province. Though the cooperation is yet to contribute significant revenue to the Group, the Group anticipates that this project will be the principal income generator to the Group in the near future.

#### (ii) Wireless digital audio integrated circuits

The Group possesses invention patents to produce high-end wireless digital audio integrated circuits for mobile phones, home multimedia and personal computer products. The audio chips have CD-quality, longer range, lower power consumption, shorter connection time and cheaper price than Bluetooth. The Group currently supply to international brand's audio systems, GPRS phones and consuming digital products.

The Group's current customer base is mainly situated in mainland China. Though the operating environment is being affected by the substantial downturn of the global financial markets, the demand for the Group's unique products appears to be strong and should continue throughout to the rest of the year.

In an effort to further broaden the revenue and earnings base of the Group, the Group will continue to developing its operational capabilities to meet evolving customer needs. Using radio frequency identification ("RFID") technology, the Group has designed a coal mine safety monitoring system and a postal logistic system for the government. The coal mine safety system tracks the miner's physical location, which is valuable information in case of mine accidents. The postal logistic system allows dynamic allocation of post vehicle fleet in response to real-time traffic, vehicle availability and postal information, so as to improve postal distribution efficiency. The systems are in their trail run.

Enhancing resources to better service the current and future customer base will be a top priority. The introduction of the new management to the Group will also enable the Group to cope with the new operating environment.

加密芯片亦可用於流動數字電視。於二零零八年六月，本集團與湖南廣電移動電視有限公司訂立戰略合作框架協議，據此，後者為其位於湖南省之數字電視項目向本集團購買設備，包括數字電視機頂盒、CA卡及網絡設備。雖然是項合作尚未為本集團帶來可觀收益，但本集團預期該項目將在不久將來成為本集團收入主要動力來源。

#### (ii) 無線數字音頻芯片

本集團擁有生產流動電話、家庭多媒體及個人電腦產品所需之高端無線數字音頻芯片之發明專利。與藍牙相比，音頻芯片具有CD品質、覆蓋範圍更廣、耗電更少、連接時間更短，且價格更便宜等優點。本集團目前向國際品牌音頻系統、GPRS電話及消費數碼產品供應產品。

本集團目前之客戶基礎主要位於中國內地。儘管營運環境受全球金融市場嚴重下滑影響，但市場對本集團獨特產品之需求卻顯強勁，並有望在本年度餘下時間保持強勁勢頭。

為進一步拓寬本集團之收益及盈利基礎，本集團將繼續發展其營運能力，以滿足客戶需求。本集團利用無線射頻識別（「RFID」）技術為政府設計出煤礦安全監查系統及郵政物流系統。煤礦安全系統可追蹤礦工身處之位置，這是發生礦難時之寶貴資料。郵政物流系統容許因應實時交通狀況、可用車輛情況及郵政資訊來靈活調配郵政車隊，以提高郵政送遞效率。該等系統正處於試行階段。

當務之急為增加資源以更好地服務現有及未來客戶。本集團委任新管理層亦確保本集團有能力應付新的營運環境。

## Liquidity and Financial Resources

The Group financed its operations with internally generated cash flows. As at 31 December 2008, the cash and bank balances of the Group (including pledged deposits) amounted to approximately HK\$21.0 million (30 June 2007: 28.5 million). The Renminbi denominated balances of approximately HK\$2.8 million were placed with licensed banks in the PRC and the conversion of these balances into foreign currencies is subject to the rules and regulation of foreign exchange control promulgated by the PRC government.

During the six months ended 31 December 2008, the Group has net cash outflow of approximately HK\$14.5 million for its operating activities and cash inflow of approximately HK\$7.4 million from investing activities.

As at 31 December 2008, the Group has no long-term borrowing. The gearing ratio of the Group, calculated as total borrowings over total assets, as at 31 December 2008, was zero (30 June 2008: 0.02).

## Exposure to fluctuations in exchange rates and related hedges

The Company's revenues and expenses are primarily transacted in Hong Kong dollar and Renminbi. As at 31 December 2008, the Group has no outstanding foreign currency hedge contract.

## Charge on Group Assets

As at 31 December 2008, the Group's assets amounted to approximately HK\$4.4 million were pledged to secure an operating lease agreement entered on 28 December 2007 for the Company's previous office premises (the "Lease"). After the Company has changed its principal office address on 24 November 2008, the Board resolved to enter into a surrender agreement with the landlord to terminate the Lease on 31 January 2009. The Company was not required to pay any consideration for the early termination of the Lease.

## 流動資金及財務資源

本集團撥付內部產生之現金流量作業營運之用。於二零零八年十二月三十一日，本集團之現金及銀行結餘（包括已抵押存款）約為21,000,000港元（二零零七年六月三十日：28,500,000港元）。以人民幣計值之結餘約2,800,000港元存於中國之持牌銀行，而將該等結餘兌換為外幣須受中國政府頒佈之外匯管制法規所規限。

於截至二零零八年十二月三十一日止六個月內，本集團經營活動之淨現金流出約為14,500,000港元，而投資活動之現金流入約為7,400,000港元。

於二零零八年十二月三十一日，本集團並無任何長期借款。本集團於二零零八年十二月三十一日之資本負債比率（按總借款除以總資產計算）為0（二零零八年六月三十日：0.02）。

## 匯率波動之風險及相關對沖

本公司之收益及開支主要以港元及人民幣計值。於二零零八年十二月三十一日，本集團並無任何未平倉之外匯對沖合約。

## 集團資產之抵押

於二零零八年十二月三十一日，本集團抵押之資產約為4,400,000港元，作為本公司就其前辦公室物業於二零零七年十二月二十八日訂立之經營租賃協議（「租賃」）之擔保。本公司於二零零八年十一月二十四日更改其主要營業地點後，董事會決議與業主訂立退租協議，並於二零零九年一月三十一日終止租賃。本公司毋須就提早終止租賃支付任何代價。



## Contingent liabilities

Apart from the actions against the Company disclosed in the “Litigation” section of this announcement, there were no other material outstanding writs and litigations against the Group and/or the Company.

## Acquisition/Disposal and Significant Investments

On 23 September 2008, the Group completed the Jinqiao Hengtai Acquisition and Huzhou Maxium Acquisition. Details of the transactions are set out in the circular of the Company dated 29 August 2008. Save as disclosed, the Group had no material acquisition or disposal of subsidiaries as at 31 December 2008.

## Capital Structure

During the six months ended 31 December 2008, an aggregate of 545,022,000 new shares were issued by the Company as part settlement for the Jinqiao Hengtai Acquisition and Huzhou Maxium Acquisition.

## Employee Information

As at 31 December 2008, the Group employed a total of 65 (31 December 2007: 12) full-time employees. The Group’s remuneration policy remained the same as detailed in the Annual Report for the year ended 30 June 2008.

## DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2008, none of the Directors, chief executive of the Company or their respective associates (as defined in the GEM Listing Rules) had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which

## 或然負債

除本公佈「訴訟」一節所披露針對本公司之訴訟外，並無任何其他針對本集團及／或本公司之未了結之傳訊及訴訟。

## 收購／出售及重大投資

於二零零八年九月二十三日，本集團完成金橋恒泰收購及湖州明芯收購。該等交易之詳情載於本公司日期為二零零八年八月二十九日之通函內。除所披露者外，本集團於二零零八年十二月三十一日並無有關附屬公司之重大收購或出售。

## 資本結構

截至二零零八年十二月三十一日止六個月，本公司合共發行545,022,000股新股份，作為部份支付金橋恒泰收購及湖州明芯收購之代價。

## 僱員資料

於二零零八年十二月三十一日，本集團共聘有65名（二零零七年十二月三十一日：12名）全職僱員。本集團之薪酬政策保持不變，詳情請參閱截至二零零八年六月三十日止年度之年報。

## 董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及短倉

於二零零八年十二月三十一日，概無本公司董事、主要行政人員或彼等各自之聯繫人（定義見創業板上市規則）於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有或被視為擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之任何權益或短倉

were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange.

Save as disclosed above, at no time during the six months ended 31 December 2008 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 December 2008, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital:

### Interests in the shares of the Company

Name of shareholder 股東名稱	Number or attributable number of shares or underlying shares held 持有之股份或相關股份數目或應佔數目	Type of interests 權益類別	Approximate percentage of interests 權益概約百分比
Choi Chung Lam (Note 1) 蔡忠林(附註1)	851,176,706 (L)	Interest in controlled corporation 受控法團權益	77.17%
Team Effort Investments Limited (Note 1)(附註1)	851,176,706 (L)	Interest in controlled corporation 受控法團權益	77.17%

(包括彼等根據證券及期貨條例有關條文被當作或視為擁有之權益及短倉)；或根據證券及期貨條例第352條須記錄於該條所述登記冊內之權益或短倉；或根據創業板上市規則有關董事進行證券交易之第5.46條至5.67條須知會本公司及聯交所之權益或短倉。

除上文所披露者外，本公司或其任何附屬公司於截至二零零八年十二月三十一日止六個月內任何時間概無以合約其中一方之身份訂立任何安排，致使本公司董事及主要行政人員可藉收購本公司或其相聯法團之股份或債權證而獲得利益。

## 主要股東於本公司之股份及相關股份之權益及短倉

根據證券及期貨條例第336條置存之主要股東登記冊所載，於二零零八年十二月三十一日，本公司已知悉下列持有本公司已發行股本5%或以上之主要股東權益及短倉：

### 於本公司股份之權益



Name of shareholder 股東名稱	Number or attributable number of shares or underlying shares held 持有之股份或相關股份數目或應佔數目	Type of interests 權益類別	Approximate percentage of interests 權益概約百分比
Mind Smart Group Limited (Note 1)(附註1)	610,618,000 (L)	Beneficial owner 實益擁有人	55.36%
Li Haoping (Note 2) 李浩平(附註2)	538,676,353 (L)	Interest in controlled corporation 受控法團權益	48.84%
Lomond Group Limited (Note 2)(附註2)	538,676,353 (L)	Interest in controlled corporation 受控法團權益	48.84%
Easy Mount Enterprises Limited (Note 2)(附註2)	401,566,000 (L)	Beneficial owner 實益擁有人	36.41%
Lam Shu Chung (Note 3) 林樹松(附註3)	112,920,000 (L)	Interest in controlled corporation 受控法團權益	10.24%
Orient State Limited (Note 3)(附註3)	112,920,000 (L)	Beneficialowner 實益擁有人	10.24%

L: Long Position

L : 長倉

Notes:

附註：

- |   |   |
|---|---|
| <p>1. The entire issued share capital of Mind Smart Group Limited is owned as to 85% by Team Effort Investments Limited and 15% by Mr. Lu Xing. Team Effort Investments Limited is wholly owned by Mr. Choi Chung Lam. Team Effort Investments Limited and Mr. Choi Chung Lam are deemed to be interested in the 610,618,000 shares to be issued upon the exercising of the conversion rights attaching to convertible notes. Mr. Choi Chung Lam is also deemed to be interested in the 240,558,706 shares held by Team Effort Investments Limited.</p> | <p>1. Mind Smart Group Limited之全部已發行股本中由Team Effort Investments Limited擁有85%及由路行先生擁有15%。Team Effort Investments Limited由蔡忠林先生全資擁有。Team Effort Investments Limited及蔡忠林先生分別被視為於因可換股票據所附之兌換權利獲行使而須予發行之610,618,000股股份中擁有權益。蔡忠林先生亦被視為於Team Effort Investments Limited持有之240,558,706股股份中擁有權益。</p> |
| <p>2. The entire issued share capital of Easy Mount Enterprises Limited is owned as to 85% by Lomond Group Limited and 15% by Mr. Ho Wai Jung. Lomond Group Limited is wholly owned by Mr. Li Haoping. Lomond Group Limited and Mr. Li Haoping are deemed to be interested in the 401,566,000 shares to be issue upon the exercising of the conversion rights attaching to convertible notes. Mr. Li Haoping is also deemed to be interested in the 137,110,353 shares held by Lomond Group Limited.</p>  | <p>2. Easy Mount Enterprises Limited之全部已發行股本中由Lomond Group Limited擁有85%及由何偉頌先生擁有15%。Lomond Group Limited由李浩平先生全資擁有。Lomond Group Limited及李浩平先生分別被視為於因可換股票據所附之兌換權利獲行使而須予發行之401,566,000股股份中擁有權益。李浩平先生亦被視為於Lomond Group Limited持有之137,110,353股股份中擁有權益。</p>                                      |
| <p>3. The entire issued share capital of Orient State Limited is directly owned by Mr. Lam Shu Chung. Mr. Lam Shu Chung is deemed to be interested in the 112,920,000 shares held by Orient State Limited.</p>  | <p>3. Orient State Limited之全部已發行股本乃由林樹松先生直接擁有，林樹松先生被視為於Orient State Limited持有之112,920,000股股份中擁有權益。</p>  |



Save as disclosed above, as at 31 December 2008, the Directors or chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company under Section 336 of the SFO.

## SHARE OPTION SCHEME

Details of the share option scheme approved by the then sole shareholder of the Company on 13 March 2003 were disclosed in the annual report of the Company for the year ended 30 June 2008. On 16 July 2008, an aggregate of 55,000,000 share options were granted to the Director, staff or consultants of the Company and its subsidiaries at an exercise price of HK\$1.07 per share. None of the share options had been exercised since granted and all of the share options granted were subsequently cancelled on 16 October 2008.

## LITIGATION

The Company was served on 20 December 2007 a writ of summons (the "Writ") whereby Mr. Chan Hak Kim, the plaintiff (the "Plaintiff") has claimed against Precision Assets Limited, being the first defendant, Mr. Tony Hoo, being the second defendant (the "2nd Defendant") and the Company, being the third defendant (together called the "Defendants"). The Plaintiff claims against the Company under a forbearance agreement which was allegedly made partly orally and partly in writing between the Plaintiff and the 2nd Defendant for and on behalf of the Defendants. Mr. Tony Hoo was a former executive Director who was appointed on 11 September 2002 and resigned on 5 June 2007.

The Plaintiff claims (the "Claim") against (1) the Company in the total sum of HK\$5,000,000 by way of two cheques of the Company each being in the amount of HK\$2,500,000 respectively dated 30 June 2007 and 31 October 2007 which were dishonoured together with interest and cost; and (2) against the Defendants jointly and severally damages in the sum of HK\$25,000,000 and further or in the alternative, the total sum of HK\$5,000,000 due under the afore-mentioned cheques together with interest and costs.

除上文所披露者外，於二零零八年十二月三十一日，本公司董事或主要行政人員概不知悉有任何其他人士(本公司董事或主要行政人員除外)於本公司之股份或相關股份中，擁有任何根據證券及期貨條例第336條之權益或短倉。

## 購股權計劃

於二零零三年三月十三日當時本公司唯一股東批准之購股權計劃之詳情於本公司截至二零零八年六月三十日止年度之年報中披露。於二零零八年七月十六日，合共55,000,000份購股權已按行使價每股1.07港元向本公司及其附屬公司之董事、員工或顧問授出。自授出時起並無購股權獲行使，所有授出之購股權已其後於二零零八年十月十六日註銷。

## 訴訟

本公司於二零零七年十二月二十日接獲一份傳訊令狀(「令狀」)，據此，原告人陳克儉先生(「原告」)向首被告Precision Assets Limited、第二被告胡棟良先生(「次被告」)及第三被告本公司(統稱「被告人」)提出索償。原告根據一份據稱由原告與次被告(代表被告人)部份以口頭方式及部份以書面形式訂立之延期償付協議向本公司提出索償。胡棟良先生為前執行董事，彼於二零零二年九月十一日獲委任，於二零零七年六月五日辭任。

原告(1)就兩張由本公司開出日期分別為二零零七年六月三十日及二零零七年十月三十一日金額各為2,500,000港元之支票，而該兩張支票均未能兌現，向本公司提出索償總金額5,000,000港元連同利息及費用；及(2)向被告人共同及個別提出索償損害賠償金額25,000,000港元及進一步或選擇上述支票所欠付之總金額5,000,000港元連同利息及費用(「索償」)。

The Company has been advised by its legal adviser that the Plaintiff had no grounds for the Claim and the Company filed its defence on 28 March 2008. There is no further progress since then. The Company will keep shareholders of the Company and potential investors informed of any further significant developments.

Save as disclosed above, the Group was not engaged in any litigation or arbitration or claims of material importance which is known to the Directors to be pending or threatened by or against the Group as at 31 December 2008.

## DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) have any interest in a business, which competes or may compete with the business of the Group or had any other conflict of interests with the Group.

## CHANGES IN THE MEMBERS OF THE BOARD OF DIRECTORS

Mr. Xiao Yan was appointed as an executive Director with effect from 15 August 2008. Mr. Chan Wai Dune was appointed as an independent non-executive Director and a member of the audit committee, nomination committee and remuneration committee of the Company with effect from 1 September 2008. Mr. Dong Shi was appointed as an independent non-executive Director and a member of nomination committee and remuneration committee of the Company with effect from 15 October 2008 and appointed as a member of audit committee of the Company with effect from 10 February 2009.

On 21 November 2008, Mr. Cheung Siu Chung Cheever resigned as a non-executive Director, while Mr. Lum Pak Sum and Mr. Kwok Chung Yin resigned as independent non-executive Directors and members of the audit committee, nomination committee and remuneration committee of the Company respectively.

本公司已獲其法律顧問告知，原告在索償方面並無任何理據，而本公司已於二零零八年三月二十八日提交抗辯書。此後事態並無任何進展。本公司將會就任何進一步之重大事態發展通知本公司各股東及潛在投資者。

除上文所披露者外，於二零零八年十二月三十一日，據董事所知，本集團概無涉及任何重大訴訟、仲裁或索償，而本集團亦無提出或面臨任何重大訴訟、仲裁或索償。

## 董事於競爭業務之權益

本公司各董事或管理層股東（定義見創業板上市規則）概無於與本集團業務出現或可能出現競爭中擁有任何權益或與本集團出現任何其他利益衝突。

## 董事會成員之變動

肖彥先生獲委任為執行董事，自二零零八年八月十五日起生效。陳維端先生獲委任為本公司獨立非執行董事，以及審核委員會、提名委員會及薪酬委員會之成員，自二零零八年九月一日起生效。董石先生獲委任為本公司獨立非執行董事，以及提名委員會及薪酬委員會之成員，自二零零八年十月十五日起生效，並獲委任為本公司審核委員會成員，自二零零九年二月十日起生效。

於二零零八年十一月二十一日，張兆沖先生辭任非執行董事，林柏森先生及郭仲賢先生分別辭任本公司獨立非執行董事、審核委員會、提名委員會及薪酬委員會成員。

## AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. As at the date of this announcement, the audit committee comprises three independent non-executive Directors, namely, Mr. Chan Wai Dune (Chairman), Mr. Dong Shi and Mr. Wang Chin Mong. The duties of the audit committee include reviewing the Group's annual reports and accounts, half-year reports and quarterly reports and providing advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Company, and to review the appointment of external auditors on an annual basis as well as to ensure independence of the continuing auditor.

## CORPORATE GOVERNANCE REPORT

Throughout the six months ended 31 December 2008, the Group has applied the principles set out in the Code on Corporate Governance Practices ("HKSE Code") contained in Appendix 15 of the GEM Listing Rules except the code provisions A2.1 and A4.1 stipulated in the following paragraphs.

### Distinctive Roles of Chairman and Chief Executive Officer

The code provision A2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

The Board has not appointed individuals to the post of Chairman and Chief Executive Officer. The Board is in the process of identifying suitable candidates to fill in the vacancies for Chairman and Chief Executive Officer in compliance with the requirement of HKSE Code. Further announcement will be made by the Company with regard to the new appointment of Chairman and Chief Executive Officer of the Company in due course.

## 審核委員會

本公司已遵照創業板上市規則第5.28至5.29條成立具明文職權範圍之審核委員會。於本公佈日期，審核委員會由三名獨立非執行董事陳維端先生、董石先生及王展望先生組成，其中陳維端先生為主席。審核委員會之職責包括審閱本集團年報及賬目、半年報告及季度報告，並就此向董事會提供建議及意見。審核委員會亦負責檢討及監督本公司之財務申報過程及內部控制程序，以及按年度基準檢討外聘核數師之委任及確保繼任核數師之獨立性。

## 企業管治報告

截至二零零八年十二月三十一日止六個月內，本集團已遵守載於創業板上市規則附錄十五之企業管治常規守則（「香港聯交所守則」）所載之原則，惟以下各段中規定之守則條文A2.1及A4.1除外。

### 主席與行政總裁之分工

守則條文A2.1規定，主席與行政總裁之職責應分離，不應由同一人擔任。主席與行政總裁間之職責劃分應明確制定並以書面形式列示。

董事會並未委任個人擔任主席及行政總裁一職。遵照香港聯交所守則之規定，董事會正在物色適當人選以填補主席及行政總裁之空缺。本公司將於適當時候就委任本公司之新主席及行政總裁發出進一步公佈。



## Appointments, Re-election and Removal

The code provision A4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

Mr. Lum Pak Sum and Mr. Kwok Chung Yin, whose appointments were before 1 July 2007, have not been appointed for a specific term and they have resigned as Directors with effect from 21 November 2008. All the existing Directors have been appointed for a specific term and are subject to retirement by rotation and re-election pursuant to the Company's bye-laws.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its Code of Conduct for Securities Transactions by Directors throughout the six months ended 31 December 2008. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by Directors during the six months ended 31 December 2008.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 31 December 2008.

By Order of the Board  
**HENG XIN CHINA HOLDINGS LIMITED**  
**Li Tao**  
*Executive Director*

Hong Kong, 13 February 2009

## 委任、重選及罷免

守則條文A4.1訂明非執行董事之委任應有指定任期，並須接受重新選舉。

林柏森先生及郭仲賢先生乃於二零零七年七月一日前獲委任，並無指定任期，而彼等已於二零零八年十一月二十一日辭任董事。所有現任董事均按指定任期委任，須按公司細則輪值退任及接受重選。

## 董事進行證券交易守則

截至二零零八年十二月三十一日止六個月內，本公司已採納創業板上市規則第5.48條至第5.67條所規定之交易標準作為董事進行證券交易守則。本公司經向全體董事作出具體查詢後，得悉截至二零零八年十二月三十一日止六個月，並無任何違反董事進行證券交易規定交易標準之事宜。

## 買賣或贖回本公司之上市證券

於截至二零零八年十二月三十一日止六個月內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

承董事會命  
恒芯中國控股有限公司  
執行董事  
李濤

香港，二零零九年二月十三日

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Li Tao  
Mr. Xiao Yan  
Ms. Yeung Sau Han Agnes  
Ms. Yu Sau Lai

#### Independent Non-executive Directors

Mr. Chan Wai Dune  
Mr. Dong Shi  
Mr. Wang Chin Mong

#### Company Secretary

Ms. Cheng Kit Sum Clara

#### Audit Committee

Mr. Chan Wai Dune  
Mr. Dong Shi  
Mr. Wang Chin Mong

#### Remuneration Committee

Mr. Chan Wai Dune  
Mr. Dong Shi  
Mr. Wang Chin Mong

#### Nomination Committee

Mr. Chan Wai Dune  
Mr. Dong Shi  
Mr. Wang Chin Mong

#### Compliance Officer

Ms. Yu Sau Lai

#### Authorised Representatives

Ms. Yeung Sau Han Agnes  
Ms. Yu Sau Lai

## 公司資料

### 董事會

#### 執行董事

李濤先生  
肖彥先生  
楊秀嫻女士  
余秀麗女士

#### 獨立非執行董事

陳維端先生  
董石先生  
王展望先生

#### 公司秘書

鄭潔心女士

#### 審核委員會

陳維端先生  
董石先生  
王展望先生

#### 薪酬委員會

陳維端先生  
董石先生  
王展望先生

#### 提名委員會

陳維端先生  
董石先生  
王展望先生

#### 法規主任

余秀麗女士

#### 授權代表

楊秀嫻女士  
余秀麗女士



## Registered Office

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## Head Office and Principal Place of Business in Hong Kong

Unit 3, 43/F  
Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## Stock Code

8046

## Company Internet Homepage

[www.hengxinchina.com.hk](http://www.hengxinchina.com.hk)

## Principal Banker

Wing Hang Bank Limited

## Bermuda Principal Share Registrar and Transfer Office

The Bank of Bermuda Limited  
Bank of Bermuda Building  
6 Front Street  
Hamilton HM11  
Bermuda

## Hong Kong Branch Share Registrar and Transfer Office

Union Registrars Limited  
Rooms 1901-02  
Fook Lee Commercial Centre  
Town Place  
33 Lockhart Road  
Wanchai  
Hong Kong

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## 香港總辦事處暨主要營業地點

香港  
夏慤道16號  
遠東金融中心  
43樓3室

## 股份代號

8046

## 公司網頁

[www.hengxinchina.com.hk](http://www.hengxinchina.com.hk)

## 主要往來銀行

永亨銀行有限公司

## 百慕達主要股份登記處及過戶辦事處

The Bank of Bermuda Limited  
Bank of Bermuda Building  
6 Front Street  
Hamilton HM11  
Bermuda

## 香港股份過戶登記分處

聯合證券登記有限公司  
香港  
灣仔  
駱克道33號  
中央廣場  
福利商業中心  
1901-02室



**Heng Xin China Holdings Limited**  
**恒芯中國控股有限公司**

Unit 3, 43/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
香港夏慤道16號遠東金融中心43樓3室

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