



浙江永隆實業股份有限公司  
**ZHEJIANG YONGLONG ENTERPRISES CO., LTD.\***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8211)**



**2009**  
**INTERIM**  
**REPORT**

\* for identification purpose only

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This document, for which the directors of Zhejiang Yonglong Enterprises Co., Ltd. (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.*

## HIGHLIGHTS

*For the six months ended 30 June 2009,*

- turnover of the Company decreased from approximately RMB161.18 million to approximately RMB38.49 million, representing a decrease of approximately 76.12% when compared to the corresponding period in 2008;
- net loss for the six months ended 30 June 2009 was approximately RMB58.12 million; and
- the Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2009.

## UNAUDITED CONDENSED STATEMENT OF COMPREHENSIVE INCOME

*For the six months ended 30 June 2009*

The board of directors (the “Board” or the “Directors”) of 浙江永隆實業股份有限公司 (Zhejiang Yonglong Enterprises Co., Ltd.\*) (the “Company”) is pleased to announce the unaudited results of the Company for the three months and six months ended 30 June 2009 as follows:

|   | Notes | Three months ended<br>30 June |               | Six months ended<br>30 June |               |
|---|-------|-------------------------------|---------------|-----------------------------|---------------|
|   |       | 2009                          | 2008          | 2009                        | 2008          |
|   |       | RMB'000                       | RMB'000       | RMB'000                     | RMB'000       |
| Turnover  | 3     | <b>22,206</b>                 | 103,519       | <b>38,489</b>               | 161,175       |
| Cost of sales   |       | <b>(27,042)</b>               | (99,045)      | <b>(47,525)</b>             | (155,412)     |
| Gross (loss) profit                                     |       | <b>(4,836)</b>                | 4,474         | <b>(9,036)</b>              | 5,763         |
| Other operating income                                  | 3     | <b>308</b>                    | 1,723         | <b>427</b>                  | 3,965         |
| Selling and distribution costs                          |       | <b>(330)</b>                  | (230)         | <b>(1,516)</b>              | (1,665)       |
| Administrative expenses                                 |       | <b>(2,112)</b>                | (3,807)       | <b>(4,371)</b>              | (8,134)       |
| Impairment loss recognized in respect of various assets | 5     | <b>(9,871)</b>                | (7)           | <b>(13,545)</b>             | (7)           |
| Loss on misconducts of directors                        | 6     | <b>(881)</b>                  | -             | <b>(1,762)</b>              | -             |
| Finance costs   | 7     | <b>(15,656)</b>               | (5,781)       | <b>(28,321)</b>             | (10,357)      |
| Loss before taxation                                    |       | <b>(33,378)</b>               | (3,628)       | <b>(58,124)</b>             | (10,435)      |
| Income tax credit                                       | 8     | -                             | 243           | -                           | 4,656         |
| Loss and total comprehensive expenses for the period    | 9     | <b>(33,378)</b>               | (3,385)       | <b>(58,124)</b>             | (5,779)       |
| Loss per share – basic and diluted                      | 11    | <b>RMB 3.13 cents</b>         | RMB 0.32 cent | <b>RMB 5.46 cents</b>       | RMB 0.54 cent |

## UNAUDITED STATEMENT OF FINANCIAL POSITION

At 30 June 2009

|                                    |       | As at<br>30 June<br>2009<br>RMB'000<br>(Unaudited) | As at<br>31 December<br>2008<br>RMB'000<br>(Audited) |
|------------------------------------|-------|--|--|
|                                    | Notes |  |  |
| <b>Non-current assets</b>          |       |  |  |
| Investment properties              |       | 8,631  | 9,046  |
| Property, plant and equipment      | 12    | 203,040  | 217,242  |
| Prepaid lease payments             |       | 11,159   | 11,295   |
|                                    |       | <u>222,830</u>                                     | <u>237,583</u>                                       |
| <b>Current assets</b>              |       |  |  |
| Inventories                        |       | 70,373   | 59,868   |
| Trade and other receivables        | 13    | 26,277   | 70,203   |
| Prepaid lease payments             |       | 273  | 273  |
| Amounts due from related companies | 14    | 3,682  | 1,210  |
| Bank balance and cash              |       |  |  |
| - pledged                          |       | 5,322  | 42,552   |
| - unpledged                        |       | 1,781  | 6,212  |
|                                    |       | <u>107,708</u>                                     | <u>180,318</u>                                       |
| <b>Current liabilities</b>         |       |  |  |
| Trade and other payables           | 15    | 68,595   | 213,048  |
| Amounts due to guarantors          |       | 92,866   | 27,603   |
| Provision                          |       | 29,645   | 27,883   |
| Bank borrowings                    | 16    | 441,839  | 393,650  |
|                                    |       | <u>632,945</u>                                     | <u>662,184</u>                                       |
| <b>Net current liabilities</b>     |       |  |  |
|                                    |       | <u>(525,237)</u>                                   | <u>(481,866)</u>                                     |
|                                    |       | <u>(302,407)</u>                                   | <u>(244,283)</u>                                     |
| <b>Capital and Reserves</b>        |       |  |  |
| Share capital                      |       | 106,350  | 106,350  |
| Reserves                           |       | (408,757)  | (350,633)  |
|                                    |       | <u>(302,407)</u>                                   | <u>(244,283)</u>                                     |

## UNAUDITED CONDENSED CASH FLOW STATEMENT

|   | Six months ended    |                      |
|---|---------------------|----------------------|
|   | 30 June             |                      |
|   | 2009                | 2008                 |
|   | <i>RMB'000</i>      | <i>RMB'000</i>       |
| Net cash from (used in) operating activities  | 23,648              | (26,182)             |
| Net cash from investing activities  | 10,367              | 46,804               |
| Net cash used in financing activities   | <u>(38,446)</u>     | <u>(4,970)</u>       |
| Net (decrease) increase in cash and cash equivalents                                | (4,431)             | 15,652               |
| Cash and cash equivalents at beginning of the period                                | <u>6,212</u>        | <u>10,182</u>        |
| Cash and cash equivalents at end of the period, representing bank balances and cash | <u><u>1,781</u></u> | <u><u>25,834</u></u> |

## UNAUDITED CONDENSED STATEMENT OF CHANGES IN EQUITY

|  | Paid-up<br>capital | Share<br>premium | Other<br>reserve | Assets<br>revaluation<br>reserve | Statutory<br>surplus<br>reserve | Retained<br>profits<br>(accumulated<br>losses) | Total            |
|--|--------------------|------------------|------------------|----------------------------------|---------------------------------|--|------------------|
|  | RMB'000            | RMB'000          | RMB'000          | RMB'000                          | RMB'000                         | RMB'000  | RMB'000          |
|  |                    |                  | (Note (a))       |                                  | (Note (b))                      | (Note (c))                                     |                  |
| Balance at 1 January 2008                      | 106,350            | 69,637           | 7,880            | 15,959                           | 12,496                          | 59,832   | 272,154          |
| Total comprehensive<br>expenses for the period | -                  | -                | -                | -                                | -                               | (5,779)  | (5,779)          |
| Balance at 30 June 2008                        | <u>106,350</u>     | <u>69,637</u>    | <u>7,880</u>     | <u>15,959</u>                    | <u>12,496</u>                   | <u>54,053</u>                                  | <u>266,375</u>   |
| Balance at 1 January 2009                      | 106,350            | 69,637           | 7,880            | 17,312                           | 12,496                          | (457,958)                                      | (244,283)        |
| Total comprehensive<br>expenses for the period | -                  | -                | -                | -                                | -                               | (58,124)                                       | (58,124)         |
| Balance at 30 June 2009                        | <u>106,350</u>     | <u>69,637</u>    | <u>7,880</u>     | <u>17,312</u>                    | <u>12,496</u>                   | <u>(516,082)</u>                               | <u>(302,407)</u> |

### Notes:

- (a) The other reserve represents the dividends waived by the holders of domestic shares, net of tax.
- (b) As stipulated by the relevant laws and regulations in the People's Republic of China (the "PRC"), when distributing the net profit for each year, the Company (after conversion to a limited liability company) shall set aside 10% of its net profit after taxation (based on the Company's PRC statutory accounts) for the statutory surplus reserve fund (except where the reserve balance has reached 50% of the Company's share capital). The reserve fund can only be used, upon approval by the board of directors and by the relevant authority, to offset against accumulated losses or increase the share capital.
- (c) Profit appropriation is subject to the approval of the board of directors. In accordance with the Articles of Association of the Company, the reserve available for distribution is the lower of the amount determined under the generally accepted accounting principles in the PRC and the amount determined under Hong Kong Financial Reporting Standards. At 30 June 2009 and 2008, no reserves were available for distribution due to accumulated losses being noted.

Notes:

## 1. BASIS OF PREPARATION

The Company is a joint stock limited company established in the PRC and the H Shares of the Company are listed on the GEM of the Stock Exchange.

The Company is principally engaged in the research and development, manufacture, and sale of woven fabrics.

The Company has prepared the condensed financial statements in accordance with the applicable disclosure required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and with Hong Kong Accounting Standards (“HKAS”) 34 “Interim Financial Reporting” issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The principal accounting policies used in the preparation of the unaudited results are consistent with those used in the preparation of the Company’s annual financial statements for the year ended 31 December 2008. The unaudited results are prepared in accordance with accounting principles generally accepted in Hong Kong.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The financial statements has been prepared in accordance with new and revised standards and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

The Company has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

|  |   |
|--|---|
| HKFRSs (Amendments)                                | Improvements to HKFRSs issued in 2010 except for the amendments to HKFRS 3 (as revised in 2008), HKFRS 7, HKAS 1 and HKAS 28 <sup>1</sup> |
| HKFRS 1 (Amendment)                                | Limited Exemption from Comparative HKFRS 7 Disclosure for First-time Adopters <sup>3</sup>  |
| HKFRS 1 (Amendments)                               | Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters <sup>5</sup>   |
| HKFRS 7 (Amendments)                               | Disclosures - Transfers of Financial Assets <sup>5</sup>  |
| HKFRS 9  | Financial Instruments <sup>8</sup>  |
| HKFRS 10   | Consolidated Financial Statements <sup>8</sup>  |
| HKFRS 11   | Joint Arrangements <sup>8</sup>   |
| HKFRS 12   | Disclosure of Interests in Other Entities <sup>8</sup>  |
| HKFRS 13   | Fair Value Measurement <sup>8</sup>   |
| Hong Kong Accounting Standard (“HKAS”) 1 (Revised) | Presentation of Financial Statements <sup>7</sup>   |
| HKAS 12 (Amendment)                                | Deferred Tax: Recovery of Underlying Assets <sup>6</sup>  |
| HKAS 19 (as revised in 2011)                       | Employee Benefits <sup>8</sup>  |
| HKAS 24 (Revised)                                  | Related Party Disclosures <sup>4</sup>  |

|   |  |
|---|--|
| HKAS 27 (as revised in 2011)                      | Separate Financial Statements <sup>8</sup>                               |
| HKAS 28 (as revised in 2011)                      | Investments in Associates and Joint Ventures <sup>8</sup>                |
| HKAS 32 (Amendment)                               | Classification of Rights Issues <sup>2</sup>                             |
| HK(IFRIC) – Interpretation (“Int”) 14 (Amendment) | Prepayments of a Minimum Funding Requirement <sup>4</sup>                |
| HK(IFRIC) - Int 19                                | Extinguishing Financial Liabilities with Equity Instruments <sup>3</sup> |

<sup>1</sup> Amendments that are effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.

<sup>2</sup> Effective for annual periods beginning on or after 1 February 2010.

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2010.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2011.

<sup>5</sup> Effective for annual periods beginning on or after 1 July 2011.

<sup>6</sup> Effective for annual periods beginning on or after 1 January 2012.

<sup>7</sup> Effective for annual periods beginning on or after 1 July 2012.

<sup>8</sup> Effective for annual periods beginning on or after 1 January 2013.

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the accounting for changes in fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was recognised in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.



The directors of the Company are in the process of assessing the impact from the application of the new standard on the results and the financial position of the Company.

HK(IFRIC) - Int 19 provides guidance regarding the accounting for the extinguishment of a financial liability by the issue of equity instruments. To date, the Company has not entered into transactions of this nature. However, if the Company does enter into any such transactions in the future, HK(IFRIC) - Int 19 will affect the required accounting. In particular, under HK(IFRIC)- Int 19, equity instruments issued under such arrangements will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the fair value of equity instruments issued will be recognised in profit or loss.

The directors of the Company anticipate that the application of other new and revise HKFRSs, amendments or interpretations will have no material impact on the results and the financial position of the Company.

### 3. TURNOVER AND OTHER OPERATING INCOME

Turnover represents the net amounts received and receivable for goods sold by the Company to outside customers, net of sales related taxes.

An analysis of the Company's turnover for the periods is as follows:

|                           | Three months ended |                | Six months ended |                |
|---------------------------|--------------------|----------------|------------------|----------------|
|                           | 30 June            |                | 30 June          |                |
|                           | 2009               | 2008           | 2009             | 2008           |
|                           | RMB'000            | RMB'000        | RMB'000          | RMB'000        |
| Turnover                  |                    |                |                  |                |
| Sales of woven fabrics    | 13,578             | 102,492        | 25,968           | 159,134        |
| Subcontracting fee income | 8,628              | 1,027          | 12,521           | 2,041          |
|                           | <u>22,206</u>      | <u>103,519</u> | <u>38,489</u>    | <u>161,175</u> |
| Other operating income    |                    |                |                  |                |
| Interest income           | 308                | 1,123          | 320              | 1,635          |
| Government grants (Note)  | -                  | 592            | 10               | 592            |
| Sales of scrap materials  | -                  | 8              | 97               | 1,738          |
|                           | <u>308</u>         | <u>1,723</u>   | <u>427</u>       | <u>3,965</u>   |
| Total revenues            | <u>22,514</u>      | <u>105,242</u> | <u>38,916</u>    | <u>165,140</u> |

Note:

Government grants of approximately RMB10,000 (2008: RMB592,000) were awarded to the Company for the two periods ended 30 June 2009 and 2008 for encouraging business development in overseas market.

#### 4. SEGMENTAL INFORMATION

Information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods sold or services delivered or provided.

Specifically, the Company's reportable segments under HKFRS 8 are as follows:

- Woven fabric - Research and development, manufacture and sale of woven fabrics
- Subcontracting services - Provision of subcontracting services

##### (a) Segment revenues and results

The following is an analysis of the Company's revenue and results by reportable segment:

|  | For the six months ended 30 June |                 |                         |                 |                 |                 |
|--|----------------------------------|-----------------|-------------------------|-----------------|-----------------|-----------------|
|  | Woven fabric                     |                 | Subcontracting services |                 | Total           |                 |
|  | 2009<br>RMB'000                  | 2008<br>RMB'000 | 2009<br>RMB'000         | 2008<br>RMB'000 | 2009<br>RMB'000 | 2008<br>RMB'000 |
| Turnover   | <u>25,968</u>                    | 159,134         | <u>12,521</u>           | 2,041           | <u>38,489</u>   | 161,175         |
| Segment results  | <u>(16,662)</u>                  | (1,415)         | <u>(9,547)</u>          | 30              | <u>(26,209)</u> | (1,385)         |
| Unallocated corporate income                                 |                                  |                 |                         |                 |                 |                 |
| - Interest Income  |                                  |                 |                         |                 | 320             | 1,635           |
| - Government grants  |                                  |                 |                         |                 | 10              | 592             |
| - Sales of scrap materials                                   |                                  |                 |                         |                 | 97              | 1,738           |
| Unallocated corporate expenses                               |                                  |                 |                         |                 |                 |                 |
| - Impairment loss recognised in respect of other receivables |                                  |                 |                         |                 | (1,128)         | -               |
| - Loss on misconducts of directors                           |                                  |                 |                         |                 | (1,762)         | -               |
| - Depreciation of investment properties                      |                                  |                 |                         |                 | (136)           | -               |
| - Others   |                                  |                 |                         |                 | (995)           | (2,651)         |
| - Finance costs  |                                  |                 |                         |                 | <u>(28,321)</u> | <u>(10,357)</u> |
| Loss before taxation   |                                  |                 |                         |                 | <u>(58,124)</u> | <u>(10,435)</u> |

Segment results represents the results of each segment without allocation of interest income, government grants, sales of scrap materials, impairment loss recognised in respect of other receivables, depreciation of investment properties, directors' remuneration, central administration costs and finance costs. This is the measure reported to the chief operating decision maker of the Company for the purposes of resource allocation and performance assessment.

(b) Geographical information

The Company's operations are located in the PRC, Europe, Asia other than the PRC and others.

The Company's revenue from external customers by geographical location of revenue from external customers is detailed below:

|                               | Six months ended<br>30 June |                 |
|-------------------------------|-----------------------------|-----------------|
|                               | 2009<br>RMB'000             | 2008<br>RMB'000 |
| The PRC (country of domicile) | 37,809                      | 106,009         |
| Europe                        | -                           | 40,810          |
| Asia other than the PRC       | 680                         | 8,522           |
| Others                        | -                           | 5,834           |
|                               | <u>38,489</u>               | <u>161,175</u>  |

5. IMPAIRMENT LOSS RECOGNISED IN RESPECT OF VARIOUS ASSETS

|   | Three months ended<br>30 June |                 | Six months ended<br>30 June |                 |
|---|-------------------------------|-----------------|-----------------------------|-----------------|
|   | 2009<br>RMB'000               | 2008<br>RMB'000 | 2009<br>RMB'000             | 2008<br>RMB'000 |
| Impairment loss recognised in respect<br>of various assets comprised: |                               |                 |                             |                 |
| - trade receivables (Note i)  | 9,612                         | -               | 12,417                      | 7               |
| - other receivables (Note ii)   | 259                           | 7               | 1,128                       | -               |
|   | <u>9,871</u>                  | <u>7</u>        | <u>13,545</u>               | <u>7</u>        |

Notes:

- i) For the period ended 30 June 2009, the impairment loss recognised in respect of trade receivables of approximately RMB12,417,000 (2008: RMB7,000) relates to the amounts which are due to long outstanding and the balances are considered not fully recoverable at the end of the reporting period.
- ii) For the period ended 30 June 2009, an impairment loss of approximately RMB1,128,000 was recognised in respect of staff advances of RMB288,000 and cash advance to related company, Sabrina of RMB840,000 (2008: RMB220,000). In light of those staffs went into resignation, the directors of the Company considered the likelihood of recovery of the amounts due being very remote and impairment loss has been recognised.

## 6. LOSS ON MISCONDUCTS OF DIRECTORS

With reference to the announcement of the Company dated 24 July 2009, during the year ended 31 December 2008, there was a misappropriation of the Company's funds by certain former directors and major shareholders of the Company, Mr. Sun Li Yong ("Mr. Sun") and his wife, Ms. Fang Xiao Jian ("Mrs. Sun") to provide fund advances and provision of financial guarantees to some related companies.

### a) Misappropriation of the Company's funds

During the year ended 31 December 2008, an amount of approximately RMB156,178,000, RMB47,517,000, RMB23,390,000, RMB82,305,000, and RMB18,500,000 were advanced to Zhejiang Gabriel Holding Group Company Ltd.\* "浙江加佰利控股集團有限公司" ("Gabriel"), Zhejiang Hongxing Textiles Co., Ltd.\* "浙江宏興紡織有限公司" ("Zhejiang Hongxing") and Zhejiang Hongxing Sabrina Garments Ltd.\* "浙江宏興莎美娜服飾有限公司" ("Sabrina") and independent third parties, Zhejiang Yonghe Enterprises Co., Ltd.\* "浙江永禾實業有限公司" ("Zhejiang Yonghe") and Shaoxing County Gabriel Trading Co. Ltd.\* "紹興縣加佰利貿易有限公司" ("Shaoxing Gabriel") respectively (collectively referred to as the "Cash Advance").

The Cash Advances were unsecured, interest free and repayable on demand.

Gabriel, a company established in the PRC, is owned as to 51% and 25% by Mr. and Mrs. Sun respectively. Gabriel is a major shareholder of Zhejiang Hongxing, and Zhejiang Sabrina respectively.

Since Gabriel, Zhejiang Hongxing and Zhejiang Sabrina are in the process of liquidation, Zhejiang Yonghe is inactive and facing financial difficulties and the likelihood of recovery of the amounts due being very remote, a loss on misappropriation of funds of approximately RMB296,088,000 was recognised during the year ended 31 December 2008.

Since Shaoxing Gabriel had been struck off, the balance of approximately RMB18,500,00 has been directly written off during the year ended 31 December 2008.

### b) Guarantee provided by the Company to secure loans granted to a related company

During the year ended 31 December 2008, the Company acted as guarantor and provides guarantee to secure loans granted to Gabriel by Ms. Zhu Li Mei ("Ms. Zhu") (the "Zhu Loan") and Shaoxing Yatai Investment Co., Ltd.\* 紹興縣亞太投資有限公司 ("Shaoxing Yatai") for an amount of RMB20,000,000 and RMB20,000,000 respectively, both are independent third parties of the Company.

- (i) On 21 September 2008, the Zhu Loan has been expired and Gabriel was unable to repay the loan to Ms. Zhu. On 19 June 2009, the Company received a writ from Hangzhou Xiacheng District People's Court 杭州市下城區人民法院 in relation to a claim of the outstanding Zhu Loan by Ms. Zhu against Gabriel, the Company and Mr. Sun for the outstanding overdue borrowings principal plus interest and liquidated damages amount of approximately RMB21,731,000. On 20 October 2009, the Company received a civil judgment issued by the Hangzhou Xiacheng District People's Court, pursuant to which Gabriel is liable to repay the sum of outstanding principal of RMB16,700,000 and the interest and liquidated damages amount of approximately RMB2,412,000, as a guarantor, the Company is jointly and severally liable to the above sum. During the year ended 31 December 2009, provision has been made in respect of the default payment for the amount of approximately RMB21,407,000 (2008: RMB17,883,000), which including interest and liquidated damages of approximately RMB4,707,000 (2008: RMB1,183,000) together with the outstanding principal of RMB16,700,000.

On 10 June 2011, the Company signed a settlement agreement with Ms. Zhu, accordingly to the agreement, Ms. Zhu conditionally waived the interest and liquidated damages from the Company, as long as the Company can settle the outstanding principal before 20 June 2011. The amount approximately of RMB546,000 has been settled through bankruptcy claim from Gabriel and the remaining principal balance amount approximately of RMB16,154,000 has been fully settled by the Company on 16 June 2011.

- (ii) On 18 October 2008, the Yatai Loan has been expired and Gabriel was unable to repay the loan to Yatai. On 18 August 2009, the Company received the writ from Shaoxing Intermediate People's Court (紹興市中級人民法院) in relation to a claim of the outstanding Yatai Loan by Yatai against Gabriel and the Company for the outstanding overdue borrowings principal plus the interest and legal fees amount of approximately RMB30,280,000. On 9 October 2009, a civil mediation was issued by the Shaoxing Intermediate People's Court, pursuant to which Gabriel is liable to repay the sum of outstanding principal of RMB20,000,000, the interest for the period between 18 September 2008 to 20 October 2009 and legal fees amount of RMB200,000, as a guarantor, the Company is jointly and severally liable to a sum of RMB10,000,000.

At the date of publication of this document, the Yatai Loan has not yet been settled.

*\* English name is for identification only*

## 7. FINANCE COSTS

|  | Three months ended |              | Six months ended |               |
|--|--------------------|--------------|------------------|---------------|
|  | 30 June            |              | 30 June          |               |
|  | 2009               | 2008         | 2009             | 2008          |
|  | RMB'000            | RMB'000      | RMB'000          | RMB'000       |
| Interest on bank borrowings wholly repayable within five years | 14,480             | 5,781        | 25,971           | 10,357        |
| Add: interest paid for the loan from a guarantor               | 1,176              | -            | 2,350            | -             |
|  | <u>15,656</u>      | <u>5,781</u> | <u>28,321</u>    | <u>10,357</u> |

## 8. INCOME TAX CREDIT

|  | Three months ended |              | Six months ended |                |
|--|--------------------|--------------|------------------|----------------|
|  | 30 June            |              | 30 June          |                |
|  | 2009               | 2008         | 2009             | 2008           |
|  | RMB'000            | RMB'000      | RMB'000          | RMB'000        |
| The (credit) charge comprises:                   |                    |              |                  |                |
| Current tax:                                     |                    |              |                  |                |
| PRC enterprise income tax for the period         | -                  | -            | -                | -              |
| (Overprovision) underprovision in previous years | -                  | 624          | -                | (1,923)        |
|  |                    | 624          |                  | (1,923)        |
| Deferred tax                                     | -                  | (867)        | -                | (2,733)        |
|  | <u>-</u>           | <u>(243)</u> | <u>-</u>         | <u>(4,656)</u> |

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the ELT Law, the tax rate of the Company is 25% from 1 January 2008 onwards.

No provision for PRC enterprise income tax has been provided for the period as the Company had no estimated assessable profit arising in or derived from the PRC during the three and six months ended 30 June 2009 (three and six months ended 30 June 2008: Nil).

No Provision for Hong Kong Profits Tax has been provided for the period as the Company did not have any assessable profits subject to Hong Kong Profits Tax for the three and months ended 30 June 2009 (three and six months ended 30 June 2008: Nil).

## 9. LOSS FOR THE PERIOD

| Three months ended<br>30 June |         | Six months ended<br>30 June |         |
|-------------------------------|---------|-----------------------------|---------|
| 2009                          | 2008    | 2009                        | 2008    |
| RMB'000                       | RMB'000 | RMB'000                     | RMB'000 |

Loss for the period has been arrived  
at after charging:

|                               |              |              |               |               |
|-------------------------------|--------------|--------------|---------------|---------------|
| Depreciation and amortisation | <u>7,440</u> | <u>7,312</u> | <u>14,758</u> | <u>12,632</u> |
|-------------------------------|--------------|--------------|---------------|---------------|

## 10. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three and six months ended 30 June 2009.

## 11. LOSS PER SHARE

The calculation of the basic loss per share is based on the following data:

| Three months ended<br>30 June |         | Six months ended<br>30 June |         |
|-------------------------------|---------|-----------------------------|---------|
| 2009                          | 2008    | 2009                        | 2008    |
| RMB'000                       | RMB'000 | RMB'000                     | RMB'000 |

Loss for the  
purpose of calculating basic  
loss per share

|  |               |              |               |              |
|--|---------------|--------------|---------------|--------------|
|  | <u>33,378</u> | <u>3,385</u> | <u>58,124</u> | <u>5,779</u> |
|--|---------------|--------------|---------------|--------------|

Number of shares:

Number of shares for the  
purpose of basic loss per  
share (Note)

|  |                      |                      |                      |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | <u>1,063,500,000</u> | <u>1,063,500,000</u> | <u>1,063,500,000</u> | <u>1,063,500,000</u> |
|--|----------------------|----------------------|----------------------|----------------------|

Weighted average number of  
shares for the purpose of  
calculating loss per share

|  |                      |                      |                      |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | <u>1,063,500,000</u> | <u>1,063,500,000</u> | <u>1,063,500,000</u> | <u>1,063,500,000</u> |
|--|----------------------|----------------------|----------------------|----------------------|

Note:

Diluted loss per share has not been calculated for the three months and six months ended 30 June 2009 and the corresponding period as there were no dilutive potential ordinary shares during these periods.

## 12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period for the six months ended 30 June 2009, the Company spent approximately RMB2,000 (31 December 2008: RMB13.72 million) on additions of property, plant and equipment.

## 13. TRADE AND OTHER RECEIVABLES

The Company allows an average credit period of 60 to 120 days to its trade customers. The aged analysis of trade receivables net of impairment losses at the respective balance sheet dates is as follows:

|                          | <b>30 June<br/>2009</b> | 31 December<br>2008 |
|--------------------------|-------------------------|---------------------|
| <b>Trade receivables</b> | <b>RMB'000</b>          | <b>RMB'000</b>      |
| 0– 60 days               | <b>3,025</b>            | 32,749              |
| 61 – 90 days             | <b>8,531</b>            | 4,337               |
| 91 – 365days             | <b>5,434</b>            | 24,649              |
| Over 365 days            | <b>4,827</b>            | 519                 |
|                          | <b>21,817</b>           | 62,254              |
| Other receivables        | <b>4,460</b>            | 7,949               |
|                          | <b>26,277</b>           | 70,203              |

## 14. AMOUNTS DUE FROM RELATED COMPANIES

Details of the amounts due from related companies disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance are as follows:

At 30 June 2009

|   | <b>Gabriel</b> | <b>Zhejiang<br/>Hongxing</b> | <b>Zhejiang<br/>Sabrina</b> | <b>Total</b>   |
|---|----------------|------------------------------|-----------------------------|----------------|
|   | <i>RMB'000</i> | <i>RMB'000</i>               | <i>RMB'000</i>              | <i>RMB'000</i> |
|   | (Note i)       | (Note ii)                    | (Note ii)                   |                |
| Amount due from related companies                   | 159,411        | 38,042                       | 22,466                      | 219,919        |
| Less: misappropriation of funds recognised (Note 6) | (156,178)      | (37,883)                     | (22,176)                    | (216,237)      |
|   | <u>3,233</u>   | <u>159</u>                   | <u>290</u>                  | <u>3,682</u>   |
| Maximum amount outstanding during the period        | <u>159,411</u> | <u>40,726</u>                | <u>22,925</u>               |                |



At 31 December 2008

|   | <b>Gabriel</b><br><i>RMB'000</i><br>(Note i) | <b>Zhejiang<br/>Hongxing</b><br><i>RMB'000</i><br>(Note ii) | <b>Zhejiang<br/>Sabrina</b><br><i>RMB'000</i><br>(Note ii) | <b>Total</b><br><i>RMB'000</i> |
|---|--|---|--|--------------------------------|
| Amount due from related companies                   | 156,178                                      | 37,884  | 23,385   | 217,447                        |
| Less: misappropriation of funds recognised (Note 6) | <u>(156,178)</u>                             | <u>(37,884)</u>   | <u>(22,175)</u>  | <u>(216,237)</u>               |
|   | <u>-</u>                                     | <u>-</u>  | <u>1,210</u>   | <u>1,210</u>                   |
| Maximum amount outstanding during the year          | <u>156,178</u>                               | <u>47,517</u>   | <u>23,390</u>  |                                |

The movements in loss on misappropriation of funds recognised in respect of amounts due from related companies are as follows:

|                                       | <b>30 June<br/>2009</b><br><i>RMB'000</i> | 31 December<br>2008<br><i>RMB'000</i> |
|---------------------------------------|---|---------------------------------------|
| At the beginning of the period        | <b>216,237</b>                            | -                                     |
| Recognised during the period (Note 6) | <u>-</u>                                  | <u>216,237</u>                        |
| At the end of the period              | <u><b>216,237</b></u>                     | <u>216,237</u>                        |

Notes:

- i) Mr. Sun Li Yong, Mr. Xia Xue Nian, Mr. Sun Jian Feng, Mr. Li Cheng Jun and Ms. Fang Xiao Jian, directors of the Company, have beneficial interests in Gabriel.
- ii) Zhejiang Hongxing and Zhejiang Sabrina are subsidiaries of Gabriel.
- iii) The amounts are unsecured, non-interest bearing and repayable on demand.

## 15. TRADE AND OTHER PAYABLES

|                                     | <b>30 June<br/>2009</b><br><i>RMB'000</i> | 31 December<br>2008<br><i>RMB'000</i> |
|-------------------------------------|---|---------------------------------------|
| Trade payables (Note i)             | <b>16,208</b>                             | 174,511                               |
| Accrued interests (Note iii)        | <b>21,867</b>                             | 747                                   |
| Receipt in advance                  | <b>9,257</b>                              | 10,211                                |
| Other taxes payable                 | <b>3,348</b>                              | 6,487                                 |
| Accrued expenses and other payables | <u>17,915</u>                             | <u>21,092</u>                         |
|                                     | <u><b>68,595</b></u>                      | <u>213,048</u>                        |

- (i) The Company normally receives credit periods from suppliers ranging from 30 days to 90 days.
- (ii) An aged analysis of the trade and bills payables at the end of the reporting period based on invoice date is as follows:

|               | <b>30 June<br/>2009<br/>RMB'000</b> | 31 December<br>2008<br>RMB'000 |
|---------------|-------------------------------------|--------------------------------|
| 0 – 60 days   | <b>5,520</b>                        | 58,238                         |
| 61 – 90 days  | <b>1,538</b>                        | 6,258                          |
| 91 – 365 days | <b>5,461</b>                        | 107,418                        |
| Over 365 days | <b>3,689</b>                        | 2,597                          |
|               | <b>16,208</b>                       | 174,511                        |

- (iii) Accrued interests including overdue interests amounts to approximately RMB21,867,000 for the period ended 30 June 2009 (31 December 2008: RMB747,000).

## 16. BANK BORROWINGS

|                                 | <b>30 June<br/>2009<br/>RMB'000</b> | 31 December<br>2008<br>RMB'000 |
|---------------------------------|-------------------------------------|--------------------------------|
| Bank loans, within credit terms | <b>36,700</b>                       | 328,150                        |
| Bank loans, overdue             | <b>314,139</b>                      | 23,000                         |
|                                 | <b>350,839</b>                      | 351,150                        |
| Overdue bills payables          | <b>91,000</b>                       | 42,500                         |
| Total bank borrowings           | <b>441,839</b>                      | 393,650                        |
| Secured                         | <b>120,509</b>                      | 121,730                        |
| Unsecured                       | <b>321,330</b>                      | 271,920                        |
|                                 | <b>441,839</b>                      | 393,650                        |

- i) All bank borrowings are repayable on demand or due within one year.

- ii) Certain bank borrowings of the Company are guaranteed by directors of the Company, related companies and independent third parties. The amounts of the guarantees provided by related companies, directors and independent third parties are as follows:

|  | <b>30 June<br/>2009<br/>RMB'000</b> | 31 December<br>2008<br>RMB'000 |
|--|-------------------------------------|--------------------------------|
| Gabriel and independent third parties  | <b>63,430</b>                       | 40,000                         |
| Mr. Sun Li Yong, Ms. Fang Xiao Jian,<br>Mr. Sun Jian Feng, Mr. Xia Xue Nian,<br>Mr. Li Cheng Jun and Gabriel | <b>25,500</b>                       | 25,500                         |
| Mr. Sun Li Yong, Ms. Fang Xiao Jian and<br>independent third parties   | <b>111,680</b>                      | 115,700                        |
| Independent third parties  | <b>120,720</b>                      | 120,720                        |
|  | <b><u>321,330</u></b>               | <b><u>301,920</u></b>          |

- iii) The accrued interests at 30 June 2009 of approximately RMB21,867,000 (31 December 2008: RMB747,000) were recorded under current liabilities.

## 17. PLEDGE OF ASSETS

At the end of the reporting period, certain assets of the Company were pledged to secure banking facilities granted to the Company as follows:

|                        | <b>30 June<br/>2009<br/>RMB'000</b> | 31 December<br>2008<br>RMB'000 |
|------------------------|-------------------------------------|--------------------------------|
| Buildings              | <b>87,098</b>                       | 102,962                        |
| Plant and machinery    | <b>20,128</b>                       | 23,656                         |
| Investment properties  | <b>9,046</b>                        | 9,046                          |
| Pledged bank deposits  | -                                   | 42,552                         |
| Prepaid lease payments | <b>10,523</b>                       | 11,425                         |
|                        | <b><u>126,795</u></b>               | <b><u>189,641</u></b>          |

## 18. LITIGATION

At the reporting date, a number of lawsuits and claims were lodged against the Company which remain outstanding.

### (i) Legal action of banks

Due to the impact of the financial crisis of Gabriel, (i) as at 30 June 2009, the total amount of bank loans was RMB441,839,000, in which loans in an aggregate amount of approximately RMB216,130,000 from the relevant banks could not be renewed as usual upon their maturity due to the reason that guarantors (including Gabriel, Mr. and Mrs. Sun and other third parties) could not continue to undertake their obligations under the guarantee; and (ii) as at 30 June 2009, total bills payable amounting to RMB68,500,000 could not be renewed as usual upon their maturity due to the same reason as mentioned above. In addition, due to financial problems encountered by the Company, the Company could not repay the above bank loans and bills upon maturity. In view of the above, the relevant banks have taken legal actions against the Company. At the date of this document, the amounts have been fully settled by the Guarantors on behalf of the Company. Details are set out in Note 20.

### (ii) Overdue trade creditors

Following the misappropriation of funds by certain directors of the Company, the Company was facing with short term financing problems and as such were unable to meet payments certain suppliers. Legal action was taken by six suppliers against the Company for a total amount of approximately RMB1,048,000. All cases were settled following the subsequent settlement in 2011 by the Company.

### (iii) Outstanding construction fees

On 15 January 2008, the Company entered into a construction contract for the construction of a warehouse and staff quarters for a total contract amount of RMB66,000,000. The construction contract was terminated in 2008 following financial difficulties faced by the Company as a result of the misappropriation of funds. In October 2008, both parties agreed that the total cost would be approximately RMB63,315,000 which was based on the percentage of completion of the project and approximately RMB3,961,000 should be paid by the Company. Legal action was taken against the Company following the amount being unsettled and in accordance with the judgment dated 21 October 2009, the Company was liable to the outstanding construction fee of RMB3,961,000 plus court related expenses. At the date of this document, the amounts have been fully settled.

(iv) Staff quarters

On 8 May 2008, the Company entered into an agreement for the construction of two quarters which was completed on 17 December 2008. Due to a financial difficulties faced by the Company, the outstanding balance of RMB5,180,000 construction costs was not settled by the Company. The contractors took legal action against the Company and a judgment dated 30 April 2010 conferred that the Company was liable for the outstanding construction costs plus interest and court related expenses. At the date of this document, the amounts have been fully settled.

- (v) The Company acted as guarantor granted by Ms. Zhu to Gabriel in the principal amount of approximately RMB20,000,000. Following the default on repayment from Gabriel, a court order received by the Company in June 2009 from Hangzhou Xiacheng District People's Court (杭州下城区人民法院) ruled that certain land and buildings of the Company would be frozen. The frozen assets were released following the subsequent settlement of the amount.

## 19. RELATED PARTY TRANSACTIONS

During the period for the six months ended 30 June 2009, the Company had the following transactions with the related parties:

| Name of related party  | Nature                         | Six months ended 30 June |          |
|--|--------------------------------|--------------------------|----------|
|  |                                | 2009                     | 2008     |
|  |                                | RMB' 000                 | RMB' 000 |
| Sabrina  | Rental income                  | -                        | 90       |
|  | Sales of goods                 | -                        | 11       |
|  | Electricity cost reimbursement | -                        | 9        |
|  | Purchase of goods              | 2                        | -        |
| Hongxing   | Sales of goods                 | -                        | 4        |
|  | Rental income                  | -                        | 492      |
|  | Electricity cost reimbursement | 47                       | 28       |
|  | Purchase of goods              | -                        | 3        |
| Miroglio and its subsidiaries ("Miroglio S.p.A. Group") (note i) | Sales of woven fabrics         | 1,189                    | 17,730   |
| Fulida Dyeing (note ii)  | Subcontracting fee             | 24                       | 8,643    |
|  | Sales of goods                 | 23                       | 389      |
|  | Purchase of goods              | 24                       | -        |

Notes:

- (i) Since 24 March 2005, Miroglio S.p.A. became a substantial shareholder of the Company. Sales recognised by the Company for the six months ended 30 June 2009 was approximately RMB1,189,000 (2008: RMB17,730,000).
- (ii) 浙江米羅利奧富利達紡織有限公司 (Zhejiang Miroglio Fulida Dyeing Co. Ltd.) (“Fulida Dyeing”) is owned as to 50% by Miroglio, a substantial shareholder of the Company, and 50% by an independent third party. The Company has engaged Fulida Dyeing to provide dyeing services for the weaving fabrics of the Company since 29 May 2007. As at 30 June 2009, the amounts due to Fulida Dyeing (included in trade payables) amounted to approximately RMB968,000 (31 December 2008: RMB939,000).

Details of the guarantee given by related parties to the banks in respect of the loans granted to the Company as at 30 June 2009 and 31 December 2008 are set out in note 16.

In addition to the above, balances with related parties as at 30 June 2009 and 31 December 2008 are set out in note 14.

## 20. EVENTS AFTER THE REPORTING PERIOD

With reference to the announcement dated 29 December 2010, the Company, Zhejiang Yongli Industry Group Co., Ltd.\* 浙江永利實業集團有限公司 (“Zhejiang Yongli”) and the Local Government entered into a letter of intent on 6 December 2010 for the proposed reorganisation of the Company by Zhejiang Yongli with the support from the Local Government (the “Restructuring Proposal”). Zhejiang Yongli is a company established in the PRC.

The principal terms of the letter of intent are set out below:

### (i) Shareholding reorganisation

Zhejiang Yongli agreed to participate in the auction of the 564,480,000 shares held by Mr. and Mrs. Sun (representing approximately 53.08% of the total issued shares of the Company) for the purpose of becoming interested in not less than 29.90% of the shareholding in the Company.

### (ii) Debt restructuring

In consideration of consents from all the Company’s creditors to waive, and to abandon any claim against the Company for, 35% of the indebtedness owing by the Company to each of them, Zhejiang Yongli agreed, upon the change of the controlling shareholder, to undertake and warrant repayment on behalf of the Company of the remaining 65% to its creditors (together with any incidental liabilities) within 2 years from the date on which the Company’s indebtedness becomes due.

Zhejiang Yongli will be responsible for the liabilities of not more than RMB10,000,000. Regarding any liabilities in excess of RMB10,000,000, the local government will assist Zhejiang Yongli in full settlement thereof.

(iii) Business reorganisation

Upon Zhejiang Yongli becoming the controlling shareholder, it agrees to proceed with reorganisation of the Company for the benefit of the shareholders in compliance with the stipulations made by China Securities Regulatory Commission, the Securities and Futures Commission and the Stock Exchange, and to carry on the business of the Company as a going concern with the coordination of the Local Government.

(iv) Reorganisation support

The local government agrees to offer assistance to Zhejiang Yongli in reorganisation of the Company, and to indemnify Zhejiang Yongli any losses suffered throughout the reorganisation process. Such reorganisation support policy will be implemented and completed within 5 years after Zhejiang Yongli has become a controlling shareholder and hence commences reorganisation of the Company. In this relation, the local government will, at the cost of not more than RMB50,000,000 use its endeavours to assist Zhejiang Yongli to become a controlling shareholder.

The local government is responsible for, inter alia, procuring the creditors of the Company to agree waiver of, and abandonment of any claim for, 35% of the indebtedness due and owing by the Company to each of them in order that reorganisation of the Company will not be affected and its liabilities will not be increased. The local government will provide Zhejiang Yongli with full support in respect of any losses suffered by Zhejiang Yongli as a result of the local government's failure to discharge the foregoing responsibilities.

Subsequent to the signing of the letter of intent for the Restructuring Proposal:

- (a) The Company received confirmation from China Securities Depository and Clearing Corporation Ltd.\* 中國證券登記結算有限責任公司 that 310,000,000 shares (representing approximately 29.15% of the total issued shares of the Company) were transferred from Mr. Sun to Zhejiang Yongli with effect from 24 December 2010. Zhejiang Yongli has become a controlling shareholder of the Company since then;
- (b) The signed letter of intent regarding reorganisation of the Company from the relevant banks, pursuant to which the banks consent to abandon the right of any claim against the Company should Zhejiang Yongli or the Company repay 65% of the indebtedness due and owing by the Company with the remaining 35% to be borne by the Company's guarantors under the bank loan arrangements between the banks and the Company, being the creditors of the Company as referred to in the letter of intent, and;
- (c) The signed letters of undertaking from these guarantors addressed to the Company and the relevant banks, pursuant to which they consent to waive, and abandon any claim against the Company for, the remaining 35% of the indebtedness due and owing by the Company if 65% of the Company's indebtedness is to be repaid.

- (d) The Company entered into debt restructuring agreements with each of the Company's five creditors, namely (1) Zhejiang Xiongsheng Holding Co., Ltd. \* “浙江雄盛實業有限公司” (“Xiongsheng”) and Xiongfeng Holding Group Co., Ltd. \* “雄峰控股集團有限公司” (“Xiongfeng”), (2) Zhejiang Lingda Industry Co., Ltd. \* “浙江凌達實業有限公司” (“Lingda”), (3) Zhejiang Zhiye Real Estate Group Co., Ltd. \* “浙江置業房產集團有限公司” (“Zhiye”), (4) Jinggong Group Co., Ltd. \* “精功集團有限公司” (“Jinggong”) and (5) Zhejiang Yongli on 20 July 2011, 15 August 2011, 17 August 2011, 13 September 2011 and 15 August 2011 respectively to settle the Company's debts owed to these creditors. Each of the five creditors agreed to waive a portion of debt and to permanently abandon any claim against the Company for the repayment of such portion of the debt from the Company. The remaining debt will be settled by Zhejiang Yongli initially, part of which will be compensated subsequently by the Local Government to Zhejiang Yongli by way of governmental subsidies. The breakdowns of these debt restructuring agreements are summarized in the table below:

| Creditor                      | Total amount<br>to be settled<br>RMB '000 | Debts settlement according to Debt<br>Agreements |   |  | Debt owed<br>to the<br>creditor<br>after Debt<br>Agreements<br>RMB '000 |
|-------------------------------|---|--|---|--|---|
|                               |   | Waived by<br>the creditor<br>RMB '000            | Released as<br>a result of<br>government<br>support<br>RMB '000 | Settled by<br>Zhejiang<br>Yongli<br>RMB '000 |   |
| 1 Xiongsheng<br>and Xiongfeng | 122,753                                   | 42,964   | 43,136  | 36,654                                       | -   |
| 2 Lingda                      | 21,563                                    | 7,547  | 7,577   | 6,439  | -   |
| 3 Zhiye                       | 19,986                                    | 6,995  | 7,023   | 5,968  | -   |
| 4 Jinggong                    | 118,633                                   | 52,687   | 33,391  | 32,554                                       | -   |
| 5 Zhejiang Yongli             | 312,157                                   | 58,132   | 95,963  | 158,062                                      | 239,677   |
| Total:                        | <u>595,092</u>                            | <u>168,325</u>                                   | <u>187,090</u>  | <u>239,677</u>                               | <u>239,677</u>  |

The Company also entered into a debt restructuring agreement with Zhejiang Yongli on 13 September 2011 with the following repayment terms:

- (1) The Company shall owe the sum of approximately RMB239,677,000 (as shown in the table above) to Zhejiang Yongli, and Zhejiang Yongli shall permanently abandon any claim against the Company for the repayment of debt amounting to RMB187,089,650, which was cleared as a result of government support (as shown in the table above);
- (2) The Company agreed to repay Zhejiang Yongli, commencing from fifth anniversary after the signing of the debt restructuring agreement provided that the amount to be repaid shall not exceed 50% of the operating cash flow of the year annually until the full repayment of the debt;



- (3) Unless obtaining prior written agreement from both parties, Zhejiang Yongli shall not demand any early repayment of the debt notwithstanding the occurrence of one or a multiple of material adverse event(s) affecting Zhejiang Yongli's repayment capability, such as, among other things, serious operation problems, deterioration in financial situation and material litigation;
- (4) No interest would be incurred during the repayment period; and
- (5) Zhejiang Yongli undertakes to assume all the contingent debts of the Company incurred at all times and permanently abandon any claim against the Company for the repayment of such contingent debts of the Company.

In addition to the five Guarantors, the Company has signed an agreement with Ms. Zhu Li Mei on 16 June 2011 which provides that, after Ms. Zhu has obtained repayment of a portion of debts through the winding up procedure of Gabriel and the court enforcement against the Company respectively, the Company shall pay all outstanding amount to Ms. Zhu totalling approximately RMB13,000,000 before 20 June 2011. At present, the Company has settled the accumulated debts due to Ms. Zhu in the amount of approximately RMB16,154,000 which included the above mentioned amount of approximately RMB13,000,000 and the cost incurred in relation to such litigation. Furthermore, in respect of another creditor of the Company, Yatai, the Company will settle an outstanding debt in the maximum sum of RMB10,000,000 according to the civil affair mediation letter issued by the local court at Shaoxing County in Zhejiang Province on 9 October 2009.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

During the six months ended 30 June 2009, the Company recorded a turnover of approximately RMB38.49 million, representing a sharp decrease of approximately 76.12% as compared with that of the same period in 2008. It is mainly because turnover of sales of woven fabrics sharply decreased from approximately RMB159.13 million in 2008 to approximately RMB25.97 million in 2009. The misconduct of some of the former directors in 2008 caused a shortage of cash flow of the Company for the purchase of raw materials for manufacturing. In order to maintain the operation and reduce the burden of cash flow problem, the Company then focused on another business division - the provision of sub-contracting services. The turnovers of provision of sub-contracting services for the six months ended 30 June 2009 and 2008 were approximately RMB12.52 million and approximately RMB2.04 million respectively. The profit margin of provision of sub-contracting services was low. The Company temporarily suspended export sales due to insufficient working capital for the purchase of raw material for manufacturing. During the period under review, certain obsolete inventories were disposed and cost of sales was high. The Company incurred gross loss of approximately RMB9.04 million. Cost of sales was high because only about 85% of production capacity was utilized in 2009 which led to an increase in fixed production overhead. Wages and salary and staff benefit were high under the new labour ordinance implemented in the PRC in 2008 (the "New Labour Ordinance"). Selling expenses for the six months ended 30 June 2009 decreased by approximately 8.98% when compared with 2008, which was in line with the decrease in export sales in 2009. Administrative expenses for the six months ended 30 June 2009 decreased by approximately 46.26% when compared with that in 2008 because the depreciation in 2008

was higher and there was material foreign exchange loss incurred in 2008. Finance cost sharply increased by approximately 173.45% mainly due to penalty payable for bank borrowings overdue during the six months ended 30 June 2009. Loss per share for the six months ended 30 June 2009 and 2008 were approximately RMB5.46 cents and RMB0.54 cent respectively.

## **Business And Operation Review**

Prior to 2008, the Company mainly focused on the research and development, manufacturing and sales of woven fabrics. Due to the misconducts of some of the former directors of the Company in 2008, the Company encountered cash flow problems. In order to solve the cash flow problems and maintain a stable production capacity and operations, the Company accepted more existing and new customers to provide their raw materials to the Company for further processing so as to minimise the trade payables balance by providing such sub-contracting services. Accordingly, for management purposes, the Company is currently organised into two operating divisions – sales of woven fabric and provision of sub-contracting services. During the period under review, sales of woven fabric was approximately RMB25.97 million representing a drop of approximately 512.81% when compared with that in 2008. It is mainly because export sales decreased significantly by approximately 102.17 % as a result of global financial turmoil in 2009. Due to the financial crisis of the Company, the export sales market has been temporarily suspended as the Company has insufficient cash flow to purchase raw materials for manufacturing. Turnovers from provision of subcontracting services for the six months ended 30 June 2009 and 2008 were approximately RMB12.52 million and RMB2.04 million respectively. During the six months ended 30 June 2009, the sales turnover to the PRC government for manufacturing uniform of the military was approximately RMB10.52 million, which represents approximately 27.33% of the total turnover. Compared with the operation status of fellow manufacturers in the local region, the Company is at a normal status. Provided that the external environment will not continue to worsen, under realistic estimation, the Company should be able to maintain its production and operation normally.

### **Production facilities**

During the six months ended 30 June 2009 under review, the Company did not have any material acquisition or disposal of production facilities.

### **Product research and development**

Although the Company has encountered financial crisis since the year ended 31 December 2008, the Company continued to innovate and develop new products so as to meet the customers' need and enhance sales orders from customers.

### **Sales and marketing**

During the period under review, the Company continued to participate in various trade fairs held in the PRC so as to gain exposure in the fabrics market and to popularize the Company's new products.

## Outlook

Due to the misconduct of some of the former directors in 2008, the Company encountered a financial crisis which led to a shortage of cash flow for settlement of trade debts and bank borrowings. As a result, there were several litigations against the Company as set out in Note 18 and for management purpose, the operation of the Company has to be reorganised into two divisions, that is sales of woven fabric and provision of subcontracting services.

With reference to the announcement of the Company dated 29 December 2010, the Company, Zhejiang Yongli Industry Group Co., Ltd.\* 浙江永利實業集團有限公司 (“Zhejiang Yongli”) and the Local Government entered into a letter of intent on 6 December 2010 for the proposed reorganisation of the Company by Zhejiang Yongli with the support from the Local Government (the “Restructuring Proposal”). Zhejiang Yongli is a company established in the PRC. The principal terms of the letter of intents are set out in Note 20.

Subsequent to the letter of intent was signed for the Restructuring Proposal as set out in Note 20, Zhejiang Yongli has become a controlling shareholder of the Company since 24 December 2010. Thereafter, Zhejiang Yongli recommended Mr. Ru Guan Jun and Mr. Xia Xian Fu to be executive directors of the Company and Mr. Ru Guan Jun to be the Chairman of the Board of Directors and they were appointed accordingly at the extraordinary general meeting held on 11 March 2011. From 20 July 2011 to 13 September 2011, the Company has signed debt agreements with each of five Guarantors of the Company as set out in Note 20 to the financial statements. After that, each of the five Guarantors agreed to waive a portion of debt and to permanently abandon any claim against the Company for the repayment of the same amount of the debt from the Company. The remaining debt will be settled by Zhejiang Yongli initially, part of which will be compensated subsequently by the Local Government to Zhejiang Yongli by way of governmental subsidies.

In view of the above changes and arrangement and based on the experience of the management and the well established infrastructure of the Company, the directors believe that the Company will overcome the challenges and achieve sustainable business growth as before.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

For the six months ended 30 June 2009, the Company reported a loss of approximately RMB58,124,000 and had net current liabilities of approximately RMB525,237,000 and a capital deficiency of approximately RMB302,407,000. The condition indicates the existence of a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liability in the normal course of business. Nevertheless, the directors of the Company are of the opinion that the Company will have sufficient working capital to meet its financial obligations as and when they fall due for the next twelve months from the date of publication of this document given that:

- (i) the debt restructuring of the Company’s liabilities, details of which are stated in Note 20;
- (ii) a shareholder of the Company will provide financial support to the Company to meet the Company’s liabilities and commitments as and when it falls due; and

- (iii) the directors of the Company anticipate that the Company will generate positive cash flows from its operations.

Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the financial statements on a going concern basis. Should the Company be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts and to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in the financial statements.

## **CAPITAL COMMITMENTS AND SIGNIFICANT INVESTMENTS**

As at 30 June 2009, the Company had no commitments (31 December 2008: RMB56,000) for capital expenditure contracted for but not provided in the financial statements in respect of the acquisition of property, plant and equipment.

## **MATERIAL ACQUISITIONS/ DISPOSALS**

During the six months ended 30 June 2009, the Company did not have any material acquisitions/ disposals.

## **SEGMENTAL INFORMATION**

Segmental information of the Company is set out in Note 4.

## **CHARGES ON GROUP ASSETS**

The details of pledge of assets of the Company is set out in Note 17.

## **EMPLOYEE AND EMOLUMENT POLICIES**

As at 30 June 2009, the Company had 1,015 employees (31 December 2008: 1,298), comprising 8 (31 December 2008: 11) in research and development, 6 (31 December 2008: 54) in sales and marketing, 915 (31 December 2008: 987) in production, 72 (31 December 2008: 230) in quality control, 6 (31 December 2008: 6) in management, and 8 (31 December 2008: 10) in finance and administration. Remuneration is determined by reference to market terms and the performance, qualification and experience of individual employee. Discretionary bonuses on individual performance will be paid to employees as recognition of and reward for their contribution. Other benefits include contributions to retirement scheme and medical scheme.

## FOREIGN EXCHANGE EXPOSURE

The Company operates in the PRC with most of the transactions denominated and settled in Renminbi (“RMB”). However, foreign currencies, mainly United States Dollars, Euro and Hong Kong Dollars, are required to settle the Company’s expenses and additions on plant and equipment. RMB is not freely convertible into other foreign currencies and conversion of RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. The Company has used forward contracts, foreign currency borrowings or other means to hedge its foreign currency exposure. The Company considers it has no material foreign exchange risk to the Company.

## DIRECTORS’, CHIEF EXECUTIVES’ AND SUPERVISORS’ INTERESTS IN SECURITIES

As at 30 June 2009, the interests and short positions of the directors, chief executives and supervisors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange were as follows:

### Long positions in the shares of the Company

| Name of Directors  | Type of interests  | Capacity               | Number of domestic shares held | Approximate percentage of interests in domestic shares | Approximate percentage of interests in the total registered capital |
|--------------------|--------------------|------------------------|--------------------------------|--|---|
| Mr. Sun Li Yong    | Personal<br>Family | Beneficial owner       | 382,200,000                    | 65%  | 35.94%  |
|                    |                    | Held by spouse         | 182,280,000                    | 31%  | 17.14%  |
|                    |                    | <i>(Notes 1&amp;3)</i> | 564,480,000                    | 96%  | 53.08%  |
| Ms. Fang Xiao Jian | Personal<br>Family | Beneficial owner       | 182,280,000                    | 31%  | 17.14%  |
|                    |                    | Held by spouse         | 382,200,000                    | 65%  | 35.94%  |
|                    |                    | <i>(Notes 2&amp;3)</i> | 564,480,000                    | 96%  | 53.08%  |
| Mr. Sun Jian Feng  | Personal           | Beneficial owner       | 5,880,000                      | 1%   | 0.55%   |
| Mr. Xia Xue Nian   | Personal           | Beneficial owner       | 5,880,000                      | 1%   | 0.55%   |

Notes:

1. Mr. Sun Li Yong (“Mr. Sun”) is the husband of Ms. Fang Xiao Jian and is deemed by virtue of the SFO to be interested in the 182,280,000 shares beneficially owned by Ms. Fang Xiao Jian.
2. Ms. Fang Xiao Jian (“Mrs. Sun”) is the wife of Mr. Sun Li Yong and is deemed by virtue of the SFO to be interested in 382,200,000 shares beneficially owned by Mr. Sun Li Yong.
3. With reference to the announcement of the Company dated 31 August 2009, all the domestic shares of 564,480,000 held by Mr. and Mrs. Sun which represents 53.08% of the total issued shares of the Company had been impounded by the relevant court in the PRC in accordance with a judgment made and had been effective since 10 August 2009.
4. With reference to the announcement of the Company dated 29 December 2010, the Company received a copy of the Judgement, which indicated among other things that the Court appointed an auction house for auction of 310,000,000 domestic shares held by Mr. Sun (representing approximately 29.15% of the total issued shares of the Company) on 10 December 2010, and Zhejiang Yongli won the bid at the highest price of RMB29,760,000.00 (representing RMB0.096 per share). It was ordered that the 310,000,000 domestic shares held by Mr. Sun would belong to Zhejiang Yongli, and this would come into effect immediately after service of the Judgment. On 25 December 2010, the Company received confirmation from 中國證券登記結算有限責任公司 (China Securities Depository and Clearing Corporation Ltd.\*) that the 310,000,000 domestic shares were transferred from Mr. Sun to Zhejiang Yongli with effect from 24 December 2010.

Save as disclosed above, as at 30 June 2009, none of the directors, chief executives or supervisors of the Company of the Company had any interest or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

## **SUBSTANTIAL SHAREHOLDERS**

At 30 June 2009, so far as it is known to the directors, chief executives and supervisors of the Company, the persons (not being a director, chief executive or supervisor of the Company) who had interests or short positions in the shares or underlying shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO, were as follows:

## Long positions in the shares of the Company

*H shares of RMB0.1 each of the Company*

| Name of shareholder | Capacity         | Number of H shares held | Approximate percentage of interests in H shares | Approximate percentage of interests in total registered capital |
|---------------------|------------------|-------------------------|---|---|
| Miroglio S.p.A.     | Beneficial owner | 209,170,000<br>(Note)   | 43.99%  | 19.67%  |

Note:

With reference to the announcement of the Company dated 24 February 2010, on 23 February 2010, both Miroglio S.p.A. (“Miroglio”), and Wing Hing Holdings (HK) Investment Limited (“Wing Hing”) notified the Company that a total number of 208,540,000 H Shares representing approximately 19.60% of the existing issued share capital of the Company as held by Miroglio had been disposed to Wing Hing over-the-counter in the consideration of HK\$13,200,000 representing approximately HK\$0.0633 per share with effect from 23 February 2010.

So far as the Directors are aware, Wing Hing and its ultimate beneficial owners are independent third parties not connected with the Company, its directors, supervisors, chief executive, substantial shareholders and management shareholders of the Company and any of its subsidiaries and their respective associates.

Save as disclosed above, as at 30 June 2009, the Directors were not aware of any other person who had an interest or short position in the shares or underlying shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO.

## COMPETING INTERESTS

None of the Directors or the management shareholders (as defined under the GEM Listing Rules) of the Company and their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Company under the period under review and up to the date of this document.

## AUDIT COMMITTEE

The Company has established an audit committee (the “Audit Committee”) in May 2002 and the primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Company and provide advice and comments to the Board. The Audit Committee has three members comprising the three independent non-executive Directors, Mr. Lu Guo Qing, Mr. Zong Pei Min and Mr. Zhu Yu Lin. Mr. Lu Guo Qing is the chairman of the Audit Committee.

The Audit Committee has reviewed the interim results and the interim report for the six months ended 30 June 2009.

## CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2009, the Company has complied with all the code provisions of the Code on Corporate Governance Practices (the “Code Provision”) as set out in the Appendix 15 of GEM Listing Rules, except for the following deviations:

1. Due to the misconduct of some of the Directors as set out in Note 6, the Company encountered financial crisis that led to delay in publishing results and dispatching reports for the year ended 31 December 2008, three months ended 31 March 2009 and six months ended 30 June 2009. These constitute the breach of Rules 18.03, 18.49, 18.66, 18.67 and 18.79 of the GEM Listing Rules and the Code Provision C.1.

Accordingly, the members of Audit Committee has not liaised with the Board and senior management and the Audit Committee has not met the auditor of the Company during the year ended 31 December 2008 to monitor the integrity of financial statements of the Company’s annual reports and accounts, which does not comply with the Code Provision C.3.3.

2. Code Provision A.1.1 stipulates that the Board should hold at least four regular meetings a year at approximately quarterly intervals. During the six months ended 30 June 2009, no regular meeting was held due to the delay in announcing the results and dispatching reports of the Company for the year of 2009. In addition, no annual general meeting of the Company has been held for the year of 2008.
3. Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, Mr. Sun Li Yong (“Mr. Sun”) performed the roles of the chairman of the Board and the chief executive officer of the Company until his resignation as the executive director, chairman and chief executive officer of the Company on 29 July 2009. There was no chairman or chief executive officer of the Company until the appointments of Mr. Ru Guan Jun as the chairman of the Company passed on the extraordinary general meeting of the Company held on 11 March 2011 by the shareholders and Mr. Xia Xian Fu as the chief executive officer of the Company.
4. According to Code Provision C.2.1, the directors should at least annually conduct a review on the effectiveness of the internal control system; however, the Company did not conduct such review for the year ended 31 December 2008 until the investigation on the misconduct of some of the former Directors was carried out. In order to prevent recurrence of similar misconduct of directors, the Company has appointed an independent auditor on 1 September 2009 to carry out internal control review for the Company and has been completed on 30 October 2009.

For the purpose of ensuring that the Company has adequate internal control procedures, the Company has appointed an independent auditor to review the internal control system of the Company and the relevant report is expected to be completed by the year ended 2011.



## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, except for Mr. Sun Li Yong and Ms. Fang Xiao Jian, who left the PRC on 14 September 2008 and have not returned since then and the directors of the Company have had difficulties in contacting them, and supervisors, all directors, except for Mr. Sun Li Yong and Ms. Fang Xiao Jian, and supervisors confirmed that they had complied with the required standard and the code of conduct regarding securities transactions by directors and supervisors adopted by the Company.

## **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 30 June 2009.

## **SUSPENSION OF TRADING**

Trading in the shares of the Company will remain suspended until all the resumption conditions required by the Stock Exchange as set out in the announcement of the Company dated 20 March 2009 have been fulfilled.

By Order of the Board  
**Ru Guan Jun**  
*Chairman*

Zhejiang, the PRC, 3 November 2011

*As at the date of this document, the executive directors of the Company are Mr. Ru Guan Jun, Mr. Xia Xian Fu, Mr. Sun Jian Feng and Mr. Xia Xue Nian; and the independent non-executive directors are Mr. Zong Pei Min, Mr. Lu Guo Qing and Mr. Zhu Yu Lin.*

*\*For identification purpose only*