



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

(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)

2013

Interim Report
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聯交所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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本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定提供有關恒芯中國控股有限公司之資料。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。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各主要方面均為準確及完整，且無誤導或欺詐成份，以及本報告並無遺漏其他事項致使本文件或本報告所載內容有所誤導。

RESULTS

The board of Directors (the “Board”) of Heng Xin China Holdings Limited (the “Company”) 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 30 June 2013 together with the comparative unaudited figures for the corresponding periods in 2012.

業績

恒芯中國控股有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至二零一三年六月三十日止三個月及六個月之未經審核綜合業績，連同二零一二年同期之未經審核比較數字。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收入表

		Note 附註	Three months ended 30 June 截至六月三十日 止三個月		Six months ended 30 June 截至六月三十日 止六個月	
			2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Revenue	收益	3	67,657	93,111	196,811	191,325
Cost of sales	銷售成本		(44,380)	(70,991)	(120,788)	(101,535)
Gross profit	毛利		23,277	22,120	76,023	89,790
Other income	其他收入	3	14	14,497	1,115	29,237
Selling and marketing expenses	銷售及市場推廣開支		(2,526)	(2,553)	(5,160)	(4,103)
Other operating expenses	其他經營費用		(16,286)	(68,886)	(32,770)	(88,627)
Finance costs	融資成本	4	(2,392)	(3,350)	(4,734)	(6,894)
Profit/(loss) before taxation	除稅前溢利／(虧損)		2,087	(38,172)	34,474	19,403
Taxation	稅項	5	(6,945)	20,578	(12,613)	12,273
(Loss)/profit for the period attributed to owners of the Company	本公司擁有人 期內應佔 (虧損)／溢利	6	(4,858)	(17,594)	21,861	31,676
Other comprehensive income:	其他全面收入：					
Exchange differences on translating foreign operations	換算海外業務 之匯兌差額		19,148	(8,875)	29,319	(1,747)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD ATTRIBUTED TO OWNERS OF THE COMPANY	本公司擁有人 期內應佔全面 收入／(虧損)總額		14,290	(26,469)	51,180	29,929
(Loss)/earnings per share (expressed in HK cent)	每股(虧損)／盈利 (以港仙列值)	7				
— basic	— 基本		(0.15)	(0.70)	0.69	1.26
— diluted	— 攤薄		—	(0.70)	—	1.26
Dividends	股息	8	—	—	—	—

CONDENSED CONSOLIDATED STATEMENT
OF FINANCIAL POSITION

簡明綜合財務狀況表

			As at 30 June 2013 於二零一三年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2012 於二零一二年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	Note 附註			
Non-current assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	270,770	265,560
Goodwill		商譽	753,146	753,146
Intangible assets		無形資產	134,436	127,732
Deposits for acquisition of non-current assets		收購非流動資產之按金	122,290	127,291
			1,280,642	1,273,729
Current assets		流動資產		
Inventories		存貨	76,832	29,211
Trade receivables	9	應收賬款	512,521	399,160
Prepayments and deposits		預付款項及按金	476,863	146,302
Other receivables		其他應收款項	109,343	42,582
Restricted bank deposits		有限制銀行存款	10,000	8,786
Cash and cash equivalents		現金及現金等價物	45,597	13,067
			1,231,156	639,108
Assets classified as held for sale		分類為持作出售之資產	—	581,152
			1,231,156	1,220,260
Current liabilities		流動負債		
Trade payables	10	應付賬款	63,311	48,579
Other payables and accruals		其他應付款項及應計費用	35,521	36,673
Receipts in advance		預收賬款	41,490	37,247
Obligations under finance leases		融資租約責任	104	286
Short term loans		短期貸款	9,991	7,596
Tax payable		應繳稅項	61,407	49,977
			211,824	180,358
Liabilities directly associated with assets classified as held for sale		與分類為持作出售之資產 直接相關之負債	—	48,048
			211,824	228,406
Net current assets		流動資產淨值	1,019,332	991,854
Total assets less current liabilities		總資產減流動負債	2,299,974	2,265,583
Non-current liabilities		非流動負債		
Receipts in advance		預收賬款	59,532	73,632
Obligations under finance leases		融資租約責任	—	26
Deferred tax liabilities		遞延稅項負債	2,021	2,021
Notes payable		應付票據	150,000	150,000
			211,553	225,679
Net assets		資產淨值	2,088,421	2,039,904
Capital and reserves		資本及儲備		
Share capital		股本	32,086	31,086
Reserves		儲備	2,056,335	2,008,818
Total equity		權益總額	2,088,421	2,039,904

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

		Unaudited 未經審核								
		Attributable to the owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Capital reserve	Exchange fluctuation reserve	Other reserve	Share option reserve	Convertible notes reserve	Retained profits	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	購股權 儲備 HK\$'000 千港元	可換股票據 儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總計 HK\$'000 千港元
Balance at 1 January 2012	於二零一二年 一月一日之結餘	24,871	1,107,946	2,325	64,239	(79,992)	11,215	134,254	565,476	1,830,334
Conversion of convertible notes	兌換可換股票據	3,192	198,811	—	—	—	—	(119,337)	—	82,666
Recognition of share-based payments	確認以股份為 基礎付款	—	—	—	—	—	322	—	—	322
Share issue expenses	發行股份開支	—	(3)	—	—	—	—	—	—	(3)
Share options exercised	已行使之購股權	23	1,006	—	—	—	(215)	—	—	814
Transfer to retained profits upon expiry of share options	於購股權屆滿後 撥入保留溢利	—	—	—	—	—	(670)	—	670	—
Total comprehensive income for the six months ended 30 June 2012	截至二零一二年 六月三十日 止六個月之 全面收入總額	—	—	—	(1,747)	—	—	—	31,676	29,929
Balance at 30 June 2012	於二零一二年 六月三十日 之結餘	28,086	1,307,760	2,325	62,492	(79,992)	10,652	14,917	597,822	1,944,062
Balance at 1 January 2013	於二零一三年 一月一日之結餘	31,086	1,394,441	2,325	66,821	(79,992)	11,322	—	613,901	2,039,904
Issue of new shares	發行新股份	1,000	24,000	—	—	—	—	—	—	25,000
Share issue expenses	發行股份開支	—	(28)	—	—	—	—	—	—	(28)
Recognition of share-based payments	確認以股份為 基礎付款	—	—	—	—	—	1,399	—	—	1,399
Transfer to retained profits upon expiry of share options	於購股權屆滿後 撥入保留溢利	—	—	—	—	—	(10,330)	—	10,330	—
Disposal of subsidiaries	出售附屬公司	—	—	—	(29,034)	—	—	—	—	(29,034)
Total comprehensive income for the six months ended 30 June 2013	截至二零一三年 六月三十日 止六個月之 全面收入總額	—	—	—	29,319	—	—	—	21,861	51,180
Balance at 30 June 2013	於二零一三年 六月三十日 之結餘	32,086	1,418,413	2,325	67,106	(79,992)	2,391	—	646,092	2,088,421

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

		Six months ended	
		30 June	
		截至六月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		Unaudited	Unaudited
		未經審核	未經審核
		HK\$'000	HK\$'000
		千港元	千港元
Net cash (used in)/from operating activities	經營活動(所用)／所得現金淨額	(445,961)	19,216
Net cash from/(used in) investing activities	投資活動所得／(所用)現金淨額	412,012	(10,323)
Net cash from/(used in) financing activities	融資活動所得／(所用)現金淨額	27,367	(5,432)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之(減少)／增加淨額	(6,582)	3,461
Cash and cash equivalents at beginning of the period	於期初之現金及現金等價物	60,947	152,615
Effect of foreign exchange rate changes	匯率變動之影響	(8,768)	(7,032)
Cash and cash equivalents at end of the period	於期末之現金及現金等價物	45,597	149,044
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	45,597	149,044

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 have been listed on the GEM of the Stock Exchange since 16 April 2003.

The principal activities of the Group are engaged in digital cable television business, wireless digital television value-added services, wireless digital terrestrial television network equipment integrated business, research, design, development on and manufacturing of electronic message security products, integrated circuits, and the integrated circuit solutions and the related services.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited consolidated financial statements for the six months ended 30 June 2013 have been prepared in accordance with the applicable disclosure requirement of Chapter 18 of the GEM Listing Rules and Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

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 adopted in the audited financial statements for the six months ended 31 December 2012. These unaudited consolidated financial statements should be read in conjunction with the Company's annual report for the six months ended 31 December 2012. Those new accounting standards, amendments to accounting standards and interpretations which are mandatory for financial year ending 31 December 2013 have no material impact on the Group.

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

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。本公司股份自二零零三年四月十六日一直在聯交所創業板上上市。

本集團之主要業務則包括從事有線數字電視業務、無線數字電視增值服務、地面無線數字電視網絡設備集成業務、研究、設計、開發及製造電子資訊安全產品、芯片，以及芯片之解決方案及相關服務。

2. 編製基準及會計政策

截至二零一三年六月三十日止六個月之未經審核綜合財務報表乃按創業板上上市規則第18章及香港會計師公會頒佈之香港財務報告準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二零一二年十二月三十一日止六個月之經審核財務報表所採納者一致。該等未經審核綜合財務報表應與本公司截至二零一二年十二月三十一日止六個月之年報一併閱讀。須於截至二零一三年十二月三十一日止財政年度強制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。

未經審核綜合財務報表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. REVENUE AND SEGMENT INFORMATION

Revenue recognised by category during the three and six months ended 30 June 2013 are as follows:

3. 收益及分部資料

截至二零一三年六月三十日止三個月及六個月之收益分類確認如下：

		Three months ended 30 June		Six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Revenue	收益				
Digital cable television business	有線數字電視業務	32,921	41,470	90,032	79,910
Wireless digital television value-added services	無線數字電視增值服務	22,175	—	33,134	—
Encrypted integrated circuits and the derived integrated business	加密芯片及所產生之集成業務	4,199	42,992	11,897	53,769
Wireless digital audio products business	無線數字音頻產品業務	8,061	8,649	15,189	57,361
Wireless digital terrestrial television network equipment integration business	地面無線數字電視網絡設備集成業務	301	—	46,559	285
		67,657	93,111	196,811	191,325
Other income	其他收入				
Bank interest income	銀行利息收入	14	29	87	158
Gain on disposal of intangible assets	出售無形資產之收益	—	11,200	—	24,822
Other interest income	其他利息收入	—	2,986	—	3,754
Sundry income	雜項收入	—	282	1,028	503
		14	14,497	1,115	29,237

3. REVENUE AND SEGMENT INFORMATION (Continued)

3. 收益及分部資料 (續)

The segment results for the six months ended 30 June 2013 are as follows:

截至二零一三年六月三十日止六個月之分部業績如下：

		Digital cable television business	Wireless digital television value-added services	Encrypted integrated circuits	Wireless digital audio integrated circuits	Wireless digital terrestrial television network equipment integration	Total
		有線數字 電視業務 HK\$'000 千港元 (Unaudited) (未經審核)	無線數字電視 增值服務 HK\$'000 千港元 (Unaudited) (未經審核)	加密芯片 HK\$'000 千港元 (Unaudited) (未經審核)	無線數字 音頻芯片 HK\$'000 千港元 (Unaudited) (未經審核)	地面無線 數字電視 網絡設備集成 HK\$'000 千港元 (Unaudited) (未經審核)	總計 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益						
Segment revenue from external customers	來自外來客戶之分部收益	90,032	33,134	11,897	15,189	46,559	196,811
Segment results	分部業績	70,902	(16,785)	(1,675)	1,133	957	54,532
Unallocated income	未分配收入						1
Unallocated expenses	未分配開支						(15,325)
Finance costs	融資成本						(4,734)
Profit before taxation	除稅前溢利						34,474
Taxation	稅項						(12,613)
Profit for the six months ended 30 June 2013	截至二零一三年六月三十日止六個月之溢利						21,861

The segment results for the six months ended 30 June 2012 are as follows:

截至二零一二年六月三十日止六個月之分部業績如下：

		Digital cable television business	Wireless digital television value-added services	Encrypted integrated circuits	Wireless digital audio integrated circuits	Wireless digital terrestrial television network equipment integration	Total
		有線數字 電視業務 HK\$'000 千港元 (Unaudited) (未經審核)	無線數字電視 增值服務 HK\$'000 千港元 (Unaudited) (未經審核)	加密芯片 HK\$'000 千港元 (Unaudited) (未經審核)	無線數字 音頻芯片 HK\$'000 千港元 (Unaudited) (未經審核)	地面無線 數字電視 網絡設備集成 HK\$'000 千港元 (Unaudited) (未經審核)	總計 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益						
Segment revenue from external customers	來自外來客戶之分部收益	79,910	—	53,769	57,361	285	191,325
Segment results	分部業績	55,044	(4,044)	(15,074)	(1,654)	4,372	38,644
Unallocated income	未分配收入						8,116
Unallocated expenses	未分配開支						(20,463)
Finance costs	融資成本						(6,894)
Profit before taxation	除稅前溢利						19,403
Taxation	稅項						12,273
Profit for the six months ended 30 June 2012	截至二零一二年六月三十日止六個月之溢利						31,676

4. FINANCE COSTS

4. 融資成本

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Effective interest expenses on straight bonds	普通債券之實際利息開支	2,244	—	4,463	—
Effective interest expenses on convertible notes	可換股票據之實際利息開支	—	3,339	—	6,871
Interest element of finance leases	融資租約之利息	3	11	8	23
Interest on bank loans	銀行貸款之利息	145	—	263	—
		2,392	3,350	4,734	6,894

5. TAXATION

5. 稅項

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Current tax:	即期稅項：				
— Hong Kong	— 香港	—	316	—	316
— PRC Enterprise Income Tax	— 中國企業所得稅	6,805	(14,908)	12,473	(6,591)
Over provision in prior year:	過往年度超額撥備：				
— PRC Enterprise Income Tax	— 中國企業所得稅	140	(5,986)	140	(5,998)
		6,945	(20,578)	12,613	(12,273)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. PRC Enterprise Income Tax is calculated at 25% of the estimated assessable profit for both periods. Pursuant to the relevant laws and regulations in the PRC, some of the Company's PRC subsidiaries are entitled to exemption from PRC income tax for the two years commencing from the first profit-making year of operation and thereafter, those subsidiaries will be entitled to a 50% relief from PRC income tax for the following three years.

香港利得稅以兩個期間之估計應課稅溢利按稅率16.5%計算。中國企業所得稅以兩個期間之估計應課稅溢利按稅率25%計算。根據中國相關法律及法規，本公司若干中國附屬公司獲豁免自其首個獲利經營年度起計兩年繳納中國所得稅，其後該等附屬公司於隨後三年則可享中國所得稅減半優惠。

6. PROFIT/(LOSS) FOR THE PERIOD

6. 期內溢利／(虧損)

Profit/(loss) for the period has been arrived at after charging/(crediting):

期內溢利／(虧損)乃經扣除／(抵免)下列各項後列賬：

		Three months ended 30 June		Six months ended 30 June	
		截至六月三十日止三個月		截至六月三十日止六個月	
		2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Allowance for doubtful debt on trade receivables, net	應收賬款呆賬撥備淨額	—	35,663	—	35,663
Allowance for inventories	存貨撥備	—	1,658	—	1,658
Cost of inventories recognised as expense	確定為開支之存貨銷售成本	44,002	29,613	120,410	95,421
Depreciation	折舊	1,164	10,593	2,210	9,154
Exchange loss/(gains)	匯兌虧損／(收益)	8	(211)	8	1,170
Impairment loss on intangible assets	無形資產減值虧損	—	5,070	—	5,070
Impairment loss on prepayments, deposits and other receivables	預付款項、按金及其他應收款項減值虧損	—	7,941	—	7,941
Loss on fair value changes of financial assets at fair value through profit or loss	按公平值計入損益表之金融資產之公平值變動虧損	—	1,290	—	1,770
Net gain on disposal of a subsidiary	出售一間附屬公司之收益淨額	6	—	(897)	—
Research and development costs	研究及開發成本	260	—	519	799
Staff costs (including Directors' emoluments)	員工成本(包括董事酬金)				
— salaries and allowances	— 薪金及津貼	5,345	7,607	11,059	13,287
— pension scheme contributions	— 退休金計劃供款	263	1,466	937	1,976
— Share based payment expenses	— 以股份支付款項	—	242	241	322

7. EARNINGS/(LOSS) PER SHARE

7. 每股盈利／(虧損)

(a) Basic

(a) 基本

Basic loss per share for the three months ended 30 June 2013 is calculated by dividing the consolidated loss attributable to the owners of the Company for the three months ended 30 June 2013 of HK\$4,858,000 (2012: HK\$17,594,000) by the weighted average number of 3,185,257,000 (2012: 2,527,953,000) ordinary shares in issue during the period.

每股基本虧損乃按截至二零一三年六月三十日止三個月本公司擁有人應佔綜合虧損4,858,000港元(二零一二年: 17,594,000港元)除以期內已發行普通股加權平均數3,185,257,000股(二零一二年: 2,527,953,000股)計算。

Basic earnings per share for the six months ended 30 June 2013 is calculated by dividing the consolidated profit attributable to the owners of the Company for the six months ended 30 June 2013 of HK\$21,861,000 (2012: HK\$31,676,000) by the weighted average number of 3,154,988,000 (2012: 2,507,772,000) ordinary shares in issue during the period.

每股基本盈利乃按截至二零一三年六月三十日止六個月本公司擁有人應佔綜合溢利21,861,000港元(二零一二年: 31,676,000港元)除以期內已發行普通股加權平均數3,154,988,000股(二零一二年: 2,507,772,000股)計算。

7. EARNINGS PER SHARE (Continued)

(b) Diluted earnings/(loss) per share

No diluted earnings/(loss) per share has been presented for the three months and six months ended 30 June 2013 as the exercise prices of the Company's outstanding share options and warrants were higher than the average market price of the Company's shares for the periods.

Diluted loss per share for the three months ended 30 June 2012 is calculated by dividing the loss attributable to the owners of the Company for the three months ended 30 June 2012 by the total of the weighted average number of ordinary shares of 2,507,772,000 outstanding during the period, after adjusting for the effects of all dilutive potential ordinary shares.

Diluted earnings per share for the six months ended 30 June 2012 is calculated by dividing the profit attributable to the owners of the Company for the six months ended 30 June 2012 by the total of the weighted average number of ordinary shares of 2,508,192,000 outstanding during the period, after adjusting for the effects of all dilutive potential ordinary shares.

8. INTERIM DIVIDEND

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

9. TRADE RECEIVABLES

7. 每股盈利(續)

(b) 每股攤薄盈利／(虧損)

由於截至二零一三年六月三十日止三個月及六個月本公司尚未行使購股權及認股權證之行使價高於本公司股份之平均市價，因此期內並無呈列每股攤薄盈利／(虧損)。

截至二零一二年六月三十日止三個月每股攤薄虧損乃按截至二零一二年六月三十日止三個月本公司擁有人應佔虧損除以期內已發行普通股加權平均數2,507,772,000股之總額，經調整所有攤薄潛在普通股之影響後計算。

截至二零一二年六月三十日止六個月之每股攤薄盈利乃按截至二零一二年六月三十日止六個月之本公司擁有人應佔溢利除以期內已發行普通股加權平均數2,508,192,000股之總額，經調整所有攤薄潛在普通股之影響後計算。

8. 中期股息

董事會不建議派發截至二零一三年六月三十日止六個月之中期股息(二零一二年：無)。

9. 應收賬款

	30 June 2013 二零一三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables 應收賬款	512,521	399,160
Less: allowance for doubtful debts 減：呆賬撥備	—	—
	512,521	399,160

9. TRADE RECEIVABLES (Continued)

The ageing analysis of trade receivables that were past due but not impaired is as follows:

		30 June 2013 二零一三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	三十日內	2,335	91,467
31 – 90 days	三十一至九十日	72,513	23,386
91 – 180 days	九十一至一百八十日	70,639	53,076
Over 180 days	一百八十日以上	311,783	162,059
		457,270	329,988

The Group generally allows credit periods ranging from 30 days to 180 days to its trade customers.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record maintained with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

10. TRADE PAYABLES

The ageing analysis of the trade payables is as follow:

		30 June 2013 二零一三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	三十日以內	17,603	5,043
31 – 60 days	三十一至六十日	400	5,752
61 – 90 days	六十一至九十日	911	18,646
Over 90 days	九十日以上	44,397	19,138
		63,311	48,579

9. 應收賬款 (續)

逾期但並未減值之應收賬款賬齡分析如下：

		30 June 2013 二零一三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	三十日內	2,335	91,467
31 – 90 days	三十一至九十日	72,513	23,386
91 – 180 days	九十一至一百八十日	70,639	53,076
Over 180 days	一百八十日以上	311,783	162,059
		457,270	329,988

本集團給予其貿易客戶之信貸期一般為三十日至一百八十日。

逾期但並未減值之應收款項與本集團存有良好交易記錄之多名獨立客戶有關。根據過往經驗，本公司董事認為毋須就該等結餘作出減值撥備，因該等客戶之信貸質素並無重大轉變，而結餘依然被認為可以全數收回。本集團並無就該等結餘持有任何抵押品或其他改善信貸項目。

10. 應付賬款

應付賬款之賬齡分析如下：

		30 June 2013 二零一三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	三十日以內	17,603	5,043
31 – 60 days	三十一至六十日	400	5,752
61 – 90 days	六十一至九十日	911	18,646
Over 90 days	九十日以上	44,397	19,138
		63,311	48,579

MANAGEMENT DISCUSSIONS AND ANALYSIS

Financial review

For the six months ended 30 June 2013, the Group recorded a consolidated revenue of approximately HK\$196.8 million, representing an increase of approximately 2.9% when compared to approximately HK\$191.3 million for the corresponding period in the last year. Revenue for the three months ended 30 June 2013 amounted to approximately HK\$67.7 million, representing a decrease of approximately 47.6% when compared to HK\$129.2 million of the preceding quarter.

Gross profit margin of the Group for the period was approximately 38.6%, representing a decrease of around 8.3% from about 46.9% of the corresponding period of last year.

Other income amounted to approximately HK\$1.1 million, compared to approximately HK\$29.2 million for the corresponding period in the last year. The decrease was mainly due to the absence of any gain on disposal of intellectual properties of the Group during the six months ended 30 June 2013.

Other operating expenses amounted to approximately HK\$32.8 million for the six months ended 30 June 2013, representing a decrease of 63.0% when compared to HK\$88.6 million for the six months ended 30 June 2012. The operating expenses for the six months ended 30 June 2012 included allowance for doubtful debt on trade receivables of around HK\$35.7 million.

Finance costs amounted to approximately HK\$4.7 million, of which approximately HK\$4.5 million represents effective interest expenses on straight bonds.

The profit attributable to the owners of the Company amounted to approximately HK\$21.9 million for the six months ended 30 June 2013, representing a decrease of approximately 31.0% compared to approximately HK\$31.7 million in the corresponding period in the previous financial year.

Basic earnings per share for the six months ended 30 June 2013 was approximately HK0.69 cent, representing a decrease of approximately 45.2% compared to HK1.26 cents for the corresponding period of the last year.

Subscription of new shares

On 26 March 2013, the Company entered into a conditional subscription agreement with each of the two independent investors respectively. Pursuant to the subscription agreements, the subscribers have conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue a total of 100,000,000 subscription shares at a price of HK\$0.25 per subscription share. The subscription was completed on 8 April 2013 and net proceeds amounted to approximately HK\$24.9 million, thereby providing the Group with additional cash resources for its operations.

管理層討論及分析

財務回顧

於截至二零一三年六月三十日止六個月，本集團錄得綜合收益約196,800,000港元，較去年同期之約191,300,000港元增加約2.9%。截至二零一三年六月三十日止三個月之收益約為67,700,000港元，較上一季度之129,200,000港元減少約47.6%。

本期間本集團之毛利率約為38.6%，較去年同期約46.9%減少約8.3%。

其他收入約為1,100,000港元，上一年度同期則約為29,200,000港元。收入減少主要由於本集團於截至二零一三年六月三十日止六個月並無任何出售知識產權之收益。

截至二零一三年六月三十日止六個月之其他經營費用約為32,800,000港元，較截至二零一二年六月三十日止六個月之88,600,000港元減少63.0%。截至二零一二年六月三十日止六個月之經營費用包括應收賬款呆賬撥備約35,700,000港元。

融資成本約為4,700,000港元，其中約4,500,000港元為普通債券之實際利息開支。

截至二零一三年六月三十日止六個月，本公司擁有人應佔溢利約為21,900,000港元，較上一財政年度同期之約31,700,000港元減少約31.0%。

截至二零一三年六月三十日止六個月之每股基本盈利約為0.69港仙，較去年同期之1.26港仙減少約45.2%。

認購新股份

於二零一三年三月二十六日，本公司與兩名獨立投資者分別訂立有條件認購協議。根據認購協議，認購人有條件同意認購，而本公司有條件同意按每股認購股份0.25港元之價格配發及發行合共100,000,000股認購股份。認購事項已於二零一三年四月八日完成，所得款項淨額約為24,900,000港元，為本集團之業務提供額外現金資源。

Disposal of subsidiaries

On 20 November 2012, America Assets Holding Group Limited (“America Assets”) and Star Hub Investments Limited (“Star Hub”), an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement, pursuant to which Star Hub conditionally agreed to sell to America Assets, and America Assets conditionally agreed to purchase from Star Hub, the entire issued share capital of Magic Golden Limited, at a cash consideration of RMB328 million (equivalent to approximately HK\$413.3 million). The disposed group includes 北京中廣視通科技有限公司 (Beijing Zhongguang Shitong Technology Co., Ltd (“Beijing Zhongguang”)) which engages principally in the wireless digital terrestrial television network equipment integrated business, and research, design, manufacturing and trading of information safety products. Details of the disposal are set out in the Company’s circular dated 17 December 2012. The disposal was completed on 24 January 2013. The net loss on disposal was approximately HK\$27 million, of which loss of around HK\$28 million has been recognised in the financial statement for the six months ended 31 December 2012 and the balance was recognised in the financial statement for the six months ended 30 June 2013.

Acquisition of Zhong Kuang

On 22 July 2013, 北京金橋恒泰科技有限公司 (Beijing Jinqiao Hengtai Technology Co., Ltd (“Beijing Jinqiao”)), an indirect wholly-owned subsidiary of the Company and Mr. Wang Long and Ms. Zhou Mei (the “Vendors”) entered into a sale and purchase agreement, pursuant to which the Vendors agreed to sell to Beijing Jinqiao, and Beijing Jinqiao agreed to purchase from the Vendors in aggregate 51% of the equity interests in the 中礦京資投資有限公司 (Zhong Kuang Jing Zi Investment Co., Ltd) (“Zhong Kuang”) at a total cash consideration of RMB25.5 million (equivalent to approximately HK\$32.1 million). Zhong Kuang is principally engaged in (i) project investment; (ii) investment management; (iii) investment consulting; and (iv) the sale and trading of metal materials and mineral products. Upon completion of the acquisition, Zhong Kuang will become an indirect non-wholly-owned subsidiary of the Company and its financial results will be consolidated into the Group’s financial results. Further details of the acquisition are set out in the Company’s announcement dated 22 July 2013. The acquisition is yet to be completed.

Termination of the acquisition of Yantai Xinchao

On 7 December 2012, Beijing Jinqiao and 煙台新潮實業股份有限公司 (Yantai Xinchao Industry Co., Ltd (“Xinchao”)) entered into a sale and purchase agreement, pursuant to which Xinchao agreed to sell to Beijing Jinqiao, and Beijing Jinqiao agreed to purchase from Xinchao, 25% equity interests in 煙台新牟電纜有限公司 (Yantai Xinmu Cable Co., Ltd (“Xinmu”)) at a cash consideration of RMB139 million (equivalent to approximately HK\$175.1 million). As an investor did not acquire the equity interests in Xinmu as anticipated by Xinchao and Beijing Jinqiao, Xinchao and Beijing Jinqiao considered that it is no longer in the parties’ interest to carry on with the acquisition and reached an agreement on 31 July 2013 to terminate the relevant sale and purchase agreement. Details of the transactions are set out in the Company’s announcements dated 17 December 2012 and 31 July 2013 respectively.

出售附屬公司

於二零一二年十一月二十日，America Assets Holding Group Limited (「America Assets」) 與本公司之間接全資附屬公司 Star Hub Investments Limited (「Star Hub」) 訂立買賣協議，據此，Star Hub 有條件同意向 America Assets 出售，而 America Assets 有條件同意向 Star Hub 購買 Magic Golden Limited 之全部已發行股本，現金代價為人民幣 328,000,000 元（相當於約 413,300,000 港元）。已出售集團包括北京中廣視通科技有限公司（「北京中廣」），主要從事地面無線數字電視網絡設備集成業務，以及研究、設計、製造及買賣資訊安全產品。出售事項之詳情載於本公司日期為二零一二年十二月十七日之通函。出售事項於二零一三年一月二十四日完成。出售事項之虧損淨額約 27,000,000 港元，其中虧損約 28,000,000 港元已於截至二零一二年十二月三十一日止六個月之財務報表確認，而餘額已於截至二零一三年六月三十日止六個月之財務報表確認。

收購中礦

於二零一三年七月二十二日，本公司之間接全資附屬公司北京金橋恒泰科技有限公司（「北京金橋」）與王龍先生及周玫女士（「賣方」）訂立買賣協議，據此，賣方同意向北京金橋出售，而北京金橋同意向賣方購買中礦京資投資有限公司（「中礦」）合共 51% 之股權，總現金代價為人民幣 25,500,000 元（相當於約 32,100,000 港元）。中礦主要從事 (i) 項目投資；(ii) 投資管理；(iii) 投資諮詢；及 (iv) 銷售金屬材料、礦產品。於收購完成後，中礦將成本公司之間接全資附屬公司，其財務業績將於本集團之財務業績綜合入賬。有關收購事項之進一步詳情載於本公司日期為二零一三年七月二十二日之公告。收購事項尚未完成。

終止收購煙台新潮

於二零一二年十二月七日，北京金橋與煙台新潮實業股份有限公司（「新潮」）訂立買賣協議，據此，新潮同意向北京金橋出售，而北京金橋同意向新潮收購於煙台新牟電纜有限公司（「新牟」）之 25% 股權，現金代價為人民幣 139,000,000 元（相當於約 175,100,000 港元）。由於投資者未有如新潮及北京金橋預期般收購新牟之股權，故新潮及北京金橋認為，訂約方已不再有興趣進行收購事項，並於二零一三年七月三十一日達成協議，以終止有關買賣協議。有關交易之詳情分別載於本公司日期為二零一二年十二月十七日及二零一三年七月三十一日之公告。

Business review

Affected by the overall weak domestic economy, the results of the business of the Group in the second quarter dropped.

(i) Digital cable television service business

During the period under review, the Group continued to progress with the business development and implementation in the digital cable TV operational and value added business. Revenue for the six months ended 30 June 2013 amounted to approximately HK\$90.0 million or 46% of the total revenue.

(ii) Wireless digital television value-added services

Revenue for the six months ended 30 June 2013 amounted to approximately HK\$33.1 million or 17% of the total revenue.

The segment recorded loss of approximately HK\$16.8 million for the six months ended 30 June 2013 was partly due to the profit guarantee paid to the contracted party.

(iii) Information safety products business

The revenue for the six months ended 30 June 2013 generated from the information safety products business and the related technical services amounted to approximately HK\$11.9 million representing approximately 6% of the total revenue.

The Group continued to work on the telecommunication and system integration projects of a domestic airline and large-scale telecommunication operators for which it won the bid for centralized procurements.

(iv) Wireless digital audio products business

The revenue for the six months ended 30 June 2013 generated from the wireless digital audio product business and the related technical services amounted to approximately HK\$15.2 million or approximately 8% of the total revenue.

In the first half of the year, revenues mainly come from domestic customers. The demand from overseas markets was mediocre. The Group's market share has been growing with more projects cooperating with the domestic and overseas customers over the past few years, which has secured the Group's revenue and would be a profit driver in the future.

(v) Wireless digital terrestrial TV network equipment integration business

Approximately HK\$46.5 million or around 23% of the total revenue of the Group in the six months ended 30 June 2013 was derived from the trading of the wireless digital terrestrial television related products.

業務回顧

受國內整體經濟疲弱影響，本集團業務在第二季度業績下滑。

(i) 有線數字電視服務業務

於回顧期內，本集團繼續致力於有線數字電視營運及增值業務之業務發展及實行。截至二零一三年六月三十日止六個月，收益約為90,000,000港元或佔總收益46%。

(ii) 無線數字電視增值服務

截至二零一三年六月三十日止六個月，收益約為33,100,000港元或佔總收益17%。

該分部於二零一三年六月三十日止六個月錄得虧損約16,800,000港元，部份因向已簽約方支付溢利保證金所致。

(iii) 資訊安全產品業務

資訊安全產品業務及相關技術服務於截至二零一三年六月三十日止六個月產生之收益約為11,900,000港元，約佔總收益之6%。

本集團繼續執行在通訊及系統集成方面已中標的一間國內航空公司及大型通訊運營商的集採專案。

(iv) 無線數字音頻產品業務

截至二零一三年六月三十日止六個月，來自無線數字音頻產品業務及相關技術服務之收益約為15,200,000港元，佔總收益約8%。

上半年的收益主要來自國內客戶，而國外市場需求則一般。過去幾年與國內外客戶合作的項目規模增大，市場份額亦隨之擴大，為集團在日後的收益提供保障及利潤增長點。

(v) 地面無線數字電視網絡設備集成業務

截至二零一三年六月三十日止六個月，本集團之收益總額約46,500,000港元或約23%來自買賣地面無線數字電視相關產品。

Prospects

In 2013, the Group will consolidate and better serve its contracted broadcasting television subscribers, build a foundation for achieving the overall objectives of development of the Group. The Group will also continue to expand the market share of existing products to optimize the profit and explore new businesses to establish new profit drivers and enhance the shareholders' value of the Company.

Liquidity and Financial Resources

As at 30 June 2013, the cash and bank balances of the Group amounted to approximately HK\$45.6 million (31 December 2012: HK\$13.1 million). The Renminbi denominated balances of approximately HK\$43.8 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 30 June 2013, the Group has net cash outflow from its operating activities of approximately HK\$445.9 million, and cash inflow from its investing activities and financing activities of approximately HK\$412.0 million and HK\$27.4 million respectively.

As at 30 June 2013, the gearing ratio of the Group, calculated as total borrowings over shareholders' funds, was approximately 0.06 (31 December 2012: 0.08).

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 30 June 2013, the Group has no outstanding foreign currency hedge contract.

Charge on Group Assets

As at 30 June 2013, the Group did not have any charge on its assets.

Contingent Liabilities

As at 30 June 2013, the Group had no significant contingent liabilities (30 June 2012: Nil).

Capital Structure

During the six months ended 30 June 2013, an aggregate of 100,000,000 new shares were issued by the Company.

Acquisition/Disposal and Significant Investments

Save as disclosed in "Disposal of Subsidiaries", the Group had no material acquisition or disposal of subsidiaries during the six months ended 30 June 2013.

前景

於二零一三年，本集團將鞏固及用心服務已經簽約之廣電用戶，為本集團之總體發展目標奠定基礎。本集團亦會繼續擴大現有產品的市場份額，以提高利潤，並拓展新業務領域，力爭新利潤增長點及提高本公司股東之價值。

流動資金及財務資源

於二零一三年六月三十日，本集團之現金及銀行結餘約為45,600,000港元（二零一二年十二月三十一日：13,100,000港元）。以人民幣計值之結餘約43,800,000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。

截至二零一三年六月三十日止六個月，本集團經營活動所得現金流出淨額約為445,900,000港元，而投資活動及融資活動所得現金流入分別約為412,000,000港元及27,400,000港元。

於二零一三年六月三十日，本集團之資本負債比率（總借款除以股東資金）約為0.06（二零一二年十二月三十一日：0.08）。

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。於二零一三年六月三十日，本集團並無任何未平倉之外匯對沖合約。

集團資產之抵押

於二零一三年六月三十日，本集團並無抵押任何其資產。

或然負債

於二零一三年六月三十日，本集團並無任何重大或然負債（二零一二年六月三十日：無）。

資本結構

於二零一三年六月三十日止六個月，本公司已發行合共100,000,000股新股份。

收購／出售及重大投資

除「出售附屬公司」所披露者外，本集團於截至二零一三年六月三十日止六個月並無任何有關附屬公司之重大收購或出售。

Employee Information

As at 30 June 2013, the Group employed a total of 160 (31 December 2012: 166) full-time employees. The Group's remuneration policy remained the same as detailed in the Annual Report for the six months ended 31 December 2012.

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

As at 30 June 2013, the interests and short positions of the Directors, the chief executive of the Company or their respective associates (as defined in the GEM Listing Rules) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which 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 were as follows:

Name 名稱	Capacity 身份	Number of shares 數目股份	Approximate percentage of interests in the issued share capital 已發行股本中權益概約百分比
Mr. Xiao Yan 肖彥先生	Beneficial owner 實益擁有人	2,273,334	0.07%
Mr. Qiu Bin 仇斌先生	Beneficial owner 實益擁有人	2,408,000	0.08%

Save as disclosed above, at no time during the six months ended 30 June 2013 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.

僱員資料

於二零一三年六月三十日，本集團共聘有160名(二零一二年十二月三十一日：166名)全職僱員。本集團之薪酬政策保持不變，詳情請參閱截至二零一二年十二月三十一日止六個月之年報。

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

於二零一三年六月三十日，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(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益及短倉(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及短倉；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及短倉如下：

除上文所披露者外，本公司或其任何附屬公司於截至二零一三年六月三十日止六個月內任何時間概無訂立任何安排，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。

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

主要股東於本公司之股份及相關股份之權益及短倉

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 30 June 2013, 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:

根據證券及期貨條例第336條存置之主要股東登記冊所載，於二零一三年六月三十日，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：

Interests in the shares of the Company

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
Choi Chung Lam (Note) 蔡忠林(附註)	623,542,451 (L)	Interest in controlled corporation 受控法團權益	19.43%
Team Effort Investments Limited (Note)(附註)	623,542,451 (L)	Interest in controlled corporation 受控法團權益	19.43%

L: Long Position

L: 長倉

Note:

附註：

Mr. Choi Chung Lam is the legal and beneficial owner of the entire issued share capital of Team Effort Investments Limited. Hence, Mr. Choi Chung Lam is deemed to be interested in the shares held by Team Effort Investments Limited.

蔡忠林先生為Team Effort Investments Limited全部已發行股本之法定及實益擁有人。因此，蔡忠林先生被視為於Team Effort Investments Limited持有之股份中擁有權益。

Save as disclosed above, as at 30 June 2013, 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.

除上文所披露者外，於二零一三年六月三十日，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，擁有證券及期貨條例第336條所載之任何權益或短倉。

EMPLOYEE SHARE OPTION SCHEMES

員工購股權計劃

Details of the employee share option schemes (“Share Option Schemes”) of the Company were disclosed in the annual report of the Company for the six months ended 31 December 2012. The following shows the outstanding positions of the eligible persons as at 31 March 2012 with respect to their share options granted under the Share Option Schemes:

本公司員工購股權計劃(「購股權計劃」)之詳情於本公司截至二零一二年十二月三十一日止六個月之年報中披露。合資格人士根據購股權計劃獲授予之購股權於二零一二年三月三十一日之未行使情況如下：

Participants 參與者	Number of Shares (Note) 股份數目(附註)					As of 30 June 2013 截至 二零一三年 六月三十日	Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股 行使價 HK\$ 港元
	As of 1 January 2013 截至 二零一三年 一月一日	Granted during the period 於期內授出	Exercised during the period 於期內行使	Cancelled during the period 於期內註銷	Lapsed during the period 於期內失效				
Directors 董事									
Mr. Xiao Yan 肖彥先生	1,500,000	-	-	-	(1,500,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Li Tao 李濤先生	1,500,000	-	-	-	(1,500,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Xu Lei 徐雷先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Leung Wo Ping 梁和平先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Dong Shi 董石先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Mr. Hu Dingdong 胡定東先生	800,000	-	-	-	(800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
Subtotal 小計	6,200,000	-	-	-	(6,200,000)	-			
Other participants 其他參與者									
	23,800,000	-	-	-	(23,800,000)	-	13/04/2011	14/05/2011- 12/03/2013	1.54
	3,000,000	-	-	-	-	3,000,000	29/02/2012	01/03/2013- 29/02/2016	0.84
Total 總計	33,000,000	-	-	-	(30,000,000)	3,000,000			

Note:

Number of shares in the Company over which options granted under the Share Option Schemes is exercisable.

附註：

根據購股權計劃授出而可予行使之購股權所涉及之本公司股份數目。

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.

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 report, the audit committee comprises three independent non-executive Directors, namely, Mr. Leung Wo Ping JP (Chairman), Mr. Dong Shi and Mr. Hu Dingdong.

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 30 June 2013, 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 provision A.2.1 stipulated in the following paragraph.

Distinctive Roles of Chairman and Chief Executive Officer

The 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. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

Mr. Xiao Yan as the Chief Executive Officer of the Company, supported by the senior management of the Company, is responsible for managing the Group's businesses and responsibilities, coordinating the daily operations of the Group and the execution of the Board decisions. Up to the date of this report, the Board has not appointed individual to the post of Chairman. In view of the current operations of the Group, the management considered that there is no imminent need to change the arrangement.

董事於競爭業務之權益

本公司各董事或管理層股東(定義見創業板上規規則)概無於與本集團業務出現或可能出現競爭或與本集團有其他利益衝突之業務中擁有任何權益。

審核委員會

本公司已遵照創業板上規規則第5.28至5.29條成立具明文職權範圍之審核委員會。於本報告日期，審核委員會由三位獨立非執行董事組成，即梁和平先生，太平紳士(主席)、董石先生及胡定東先生。

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程序及內部控制制度，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

截至二零一三年六月三十日止六個月內，本集團已採用載於創業板上規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除外。

主席與行政總裁之分工

守則條文A.2.1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。

肖彥先生獲本公司高級管理層推薦出任本公司行政總裁，彼負責管理本集團業務及職責、協調本集團之日常營運及執行董事會決策。直至本報告日期，董事會並未委任個人擔任主席一職。考慮到本集團現時之營運狀況，管理層認為不必立即更改此安排。

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 30 June 2013. 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 30 June 2013.

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 2013.

By Order of the Board
HENG XIN CHINA HOLDINGS LIMITED
Xiao Yan
Chief Executive Officer

Hong Kong, 14 August 2013

As at the date of this report, the Board comprises Mr. Xiao Yan (CEO), Mr. Li Tao and Mr. Qiu Bin as executive Directors; Mr. Xu Lei as non-executive Director; Mr. Leung Wo Ping JP, Mr. Dong Shi and Mr. Hu Dingdong as independent non-executive Directors.

董事進行證券交易守則

於截至二零一三年六月三十日止六個月內，本公司已採納創業板上市規則第5.48至5.67條所規定之交易必守標準作為其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，得悉截至二零一三年六月三十日止六個月內，並無任何違反有關董事進行證券交易之交易必守標準之事宜。

購買、出售或贖回本公司之上市證券

截至二零一三年六月三十日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

承董事會命
恒芯中國控股有限公司
行政總裁
肖彥

香港，二零一三年八月十四日

於本報告日期，董事會由執行董事肖彥先生（行政總裁）、李濤先生及仇斌先生；非執行董事徐雷先生；獨立非執行董事梁和平先生，太平紳士、董石先生及胡定東先生組成。



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