



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)

2016

Interim Report
中期報告

IMPORTANT NOTICE

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

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This report, for which the directors (the “Directors”) of Heng Xin China Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.

重要事項

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

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」)而刊載，旨在提供有關恒芯中國控股有限公司(「本公司」)的資料。本公司各董事(「董事」)願就本報告所載的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均為準確及完備，沒有誤導或欺詐成份，且並無遺漏其他事項，足以令致本報告或其所載任何陳述產生誤導。

RESULTS

The board of Directors (the "Board") of Heng Xin China Holdings Limited (the "Company") announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and six months ended 30 June 2016 together with the comparative unaudited figures for the corresponding periods in 2015.

業績

恒芯中國控股有限公司(「本公司」)董事會(「董事會」)公佈本公司及其附屬公司(統稱「本集團」)截至二零一六年六月三十日止三個月及六個月之未經審核簡明綜合業績，連同二零一五年同期之未經審核比較數字。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

For the six months ended 30 June 2016

簡明綜合損益及全面收入表

截至二零一六年六月三十日止六個月

		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	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
	Notes 附註				
CONTINUING OPERATIONS	持續經營業務				
Revenue	收益	3	7,705	5,532	11,452
Cost of sales	銷售成本		(1,866)	(4,316)	(7,765)
Gross profit	毛利		5,839	1,216	6,935
Other income	其他收入	3	354	195	658
Selling and marketing expenses	銷售及市場推廣開支		(333)	(724)	(545)
Other operating expenses	其他經營費用		(18,152)	(18,658)	(31,870)
Finance costs	融資成本	4	(2,320)	(2,938)	(5,809)
Loss before taxation	除稅前虧損	5	(14,612)	(20,909)	(30,631)
Taxation	稅項	6	(35)	(34)	(41)
Loss for the period from continuing operations	持續經營業務期內虧損		(14,647)	(20,943)	(30,672)
DISCONTINUED OPERATIONS	已終止經營業務				
Loss for the period from discontinued operations	已終止經營業務期內虧損		(9,681)	(5,067)	(14,201)
LOSS FOR THE PERIOD	期內虧損		(24,328)	(26,010)	(44,873)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2016

簡明綜合損益及其他全面收入表

截至二零一六年六月三十日止六個月

		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	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Loss for the period	期內虧損	(24,328)	(26,010)	(44,873)	(46,212)
Other comprehensive loss:	其他全面虧損：				
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之項目：				
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	(11,927)	(1,030)	(9,955)	(6,910)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	期內全面虧損總額	(36,255)	(27,040)	(54,828)	(53,122)
LOSS FOR THE PERIOD ATTRIBUTABLE TO:	以下人士應佔期內虧損：				
Owners of the Company	本公司擁有人				
Loss from continuing operations	持續經營業務虧損	(14,133)	(20,944)	(29,613)	(39,874)
Loss from discontinued operations	已終止經營業務虧損	(4,937)	(2,583)	(7,242)	(3,232)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(19,070)	(23,527)	(36,855)	(43,106)
Non-controlling interests	非控股股東權益	(5,258)	(2,483)	(8,018)	(3,106)
		(24,328)	(26,010)	(44,873)	(46,212)
Total comprehensive loss attributable to:	以下人士應佔全面虧損總額：				
Owners of the Company	本公司擁有人	(30,997)	(24,557)	(46,810)	(50,016)
Non-controlling interests	非控股股東權益	(5,258)	(2,483)	(8,018)	(3,106)
		(36,255)	(27,040)	(54,828)	(53,122)
LOSS PER SHARE	每股虧損				
From continuing and discontinued operations	來自持續及已終止經營業務				
– Basic and diluted	– 基本及攤薄	(0.24)	(0.53)	(0.51)	(1.00)
From continuing operations	來自持續經營業務				
– Basic and diluted	– 基本及攤薄	(0.18)	(0.47)	(0.41)	(0.92)
From discontinued operations	來自已終止經營業務				
– Basic and diluted	– 基本及攤薄	(0.06)	(0.06)	(0.10)	(0.08)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2016

簡明綜合財務狀況表

於二零一六年六月三十日

		Notes 附註	30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	20,280	35,566
Goodwill	商譽		20,446	20,446
Intangible assets	無形資產		60,617	63,738
Long term investment	長期投資		61,750	–
Derivative financial instruments	衍生金融工具		4,270	3,896
Deposits for acquisition of non-current assets	收購非流動資產之按金		37,300	36,000
			204,663	159,646
Current assets	流動資產			
Inventories	存貨		44,153	46,733
Trade receivables	應收賬款	10	104,203	110,923
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		63,750	62,428
Cash and cash equivalents	現金及現金等價物		110,847	88,864
			322,953	308,948
Disposal group classified as held for sale	分類為持作出售之出售集團		262,546	254,362
			585,499	563,310
Current liabilities	流動負債			
Trade payables	應付賬款	11	36,134	41,066
Other payables and accruals	其他應付款項及應計費用		63,096	240,672
Receipts in advance	預收賬款		47,297	47,297
Notes payable	應付票據		–	70,000
Short term loans	短期貸款		12,571	12,571
Convertible bonds	可換股債券	12	32,832	–
Tax payable	應繳稅項		60,126	56,287
			252,056	467,893
Liabilities directly associated with the disposal group	與出售集團直接相關之負債		86,631	64,246
			338,687	532,139
Net current assets	流動資產淨值		246,812	31,171
Total assets less current liabilities	總資產減流動負債		451,475	190,817
Non-current liabilities	非流動負債			
Receipts in advance	預收賬款		50,685	56,637
Deferred tax liabilities	遞延稅項負債		7,111	7,111
			57,796	63,748
Net assets	資產淨值		393,679	127,069
Capital and reserves	資本及儲備			
Share capital	股本	13	80,002	52,602
Reserves	儲備		262,008	14,780
Equity attributable to Owners of the Company	以下人士應佔權益			
Non-controlling interests	本公司擁有人 非控股股東權益		342,010 51,669	67,362 59,687
Total equity	權益總額		393,679	127,069

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2016

簡明綜合權益變動表

截至二零一六年六月三十日止六個月

		Unaudited 未經審核											
		Attributable to the owners of the Company 本公司擁有人應佔											
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Exchange fluctuation reserve 匯兌儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Convertible bonds		Accumulated losses 累計虧損 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Non-controlling interests 非控股股東權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
								equity reserve 權益儲備 HK\$'000 千港元	equity reserve 權益儲備 HK\$'000 千港元				
Balance at 1 January 2015	於二零一五年一月一日之結餘	34,586	1,478,350	2,325	80,847	(79,992)	4,236	-	(1,183,650)	336,702	21,039	357,741	
Issue of new shares	發行新股份	9,416	108,576	-	-	-	-	-	-	117,992	-	117,992	
Total comprehensive loss for the six months ended 30 June 2015	截至二零一五年六月三十日止六個月之全面虧損總額	-	-	-	(6,910)	-	-	-	(43,106)	(50,016)	(3,106)	(53,122)	
Balance at 30 June 2015	於二零一五年六月三十日之結餘	44,002	1,586,926	2,325	73,937	(79,992)	4,236	-	(1,226,756)	404,678	17,933	422,611	
Balance at 1 January 2016 (audited)	於二零一六年一月一日之結餘 (經審核)	52,602	1,667,276	2,325	56,679	(79,992)	4,236	-	(1,635,744)	67,382	59,687	127,069	
Issue of new shares	發行新股份	17,400	182,700	-	-	-	-	-	-	200,100	-	200,100	
Convertible bonds – equity component	可換股債券 – 權益部份	-	-	-	-	-	-	18,244	-	18,244	-	18,244	
Conversion of convertible bonds	兌換可換股債券	10,000	107,183	-	-	-	-	(14,089)	-	103,094	-	103,094	
Share options lapsed during the period	期內已失效之購股權	-	-	-	-	-	(4,236)	-	4,236	-	-	-	
Total comprehensive loss for the six months ended 30 June 2016	截至二零一六年六月三十日止六個月之全面虧損總額	-	-	-	(9,955)	-	-	-	(36,855)	(46,810)	(8,018)	(54,828)	
Balance at 30 June 2016 (unaudited)	於二零一六年六月三十日之結餘 (未經審核)	80,002	1,957,159	2,325	46,724	(79,992)	-	4,155	(1,668,363)	342,010	51,669	393,679	

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2016

簡明綜合現金流量表

截至二零一六年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash used in operating activities	經營活動所用現金淨額	(53,976)	(37,558)
Net cash from investing activities	投資活動所得現金淨額	(36,706)	128
Net cash from financing activities	融資活動所得現金淨額	113,217	34,268
Net decrease in cash and cash equivalents	現金及現金等價物之減少淨額	22,535	(3,162)
Cash and cash equivalents at beginning of the period	於期初之現金及現金等價物	88,864	7,107
Effect of foreign exchange rate changes	匯率變動之影響	(552)	(358)
Cash and cash equivalents at end of the period	於期末之現金及現金等價物	110,847	3,587
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	110,847	3,587
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物之結餘分析		
Cash and bank balances	現金及銀行結餘	110,741	1,838
Cash and bank balances included in disposal group classified as held for sale	計入分類為持作出售之出售集團之現金及銀行結餘	106	1,749
Total cash and bank balances	現金及銀行結餘總額	110,847	3,587

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in Bermuda. The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, 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 audio integrated circuits, business of manufacturing and selling of castor seeds and castor beans and selling of castor oil.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the six months ended 30 June 2016 have been prepared in accordance with Hong Kong Accounting Standards (“HKAS”) 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values. The accounting policies and methods of computation used in the preparation of the unaudited consolidated financial statements are consistent with those used in the financial statements for the year ended 31 December 2015. These unaudited consolidated financial statements should be read in conjunction with the Company’s annual report for the year ended 31 December 2015. Those new accounting standards, amendments to accounting standards and interpretations which are mandatory for financial year ending 31 December 2016 have no material impact on the Group.

The unaudited consolidated financial statements have not been audited by the auditor of the Company, but have been reviewed by the Company’s audit committee and were approved for issue by the Board.

簡明綜合財務報表附註

1. 一般資料

本公司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 HM 11, 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位電視業務、無線數位電視增值服務、無線數位音頻芯片，以及生產及銷售蓖麻種子及蓖麻籽業務及蓖麻油的銷售。

2. 編製基準及會計政策

截至二零一六年六月三十日止六個月之未經審核簡明綜合財務報表乃按香港會計師公會頒佈之香港會計準則（「香港會計準則」）第34號中期財務報告及創業板上規例第18章之適用披露規定編製。

未經審核簡明綜合財務報表乃根據歷史成本基準編製，惟若干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二零一五年十二月三十一日止年度之財務報表所採用者一致。該等未經審核綜合財務報表應與本公司截至二零一五年十二月三十一日止年度之年報一併閱讀。須於截至二零一六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並由董事會批准刊發。

3. REVENUE AND SEGMENT INFORMATION

Revenue recognised by category during the three and six months ended 30 June 2016 are as follows:

3. 收益及分部資料

截至二零一六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 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	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Revenue	收益				
Digital cable television business	有線數位電視業務	3,373	1,841	4,312	3,034
Wireless digital television value-added services	無線數位電視增值服務	2,808	2,948	5,616	5,896
Encrypted integrated circuits	加密芯片	-	-	-	118
Wireless digital audio integrated circuits	無線數位音頻芯片	-	-	-	-
Wireless digital terrestrial television network equipment integration	地面無線數位電視網絡設備集成	-	743	-	743
Castor products business	蓖麻產品業務	1,524	-	1,524	-
		7,705	5,532	11,452	9,791
Representing:	其中：				
- Continuing operations	- 持續經營業務	7,705	5,532	11,452	9,791
Other income	其他收入				
Bank interest income	銀行利息收入	-	2	1	3
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	50	-	125
Sundry income	雜項收入	354	143	657	143
		354	195	658	271
Representing:	其中：				
- Continuing operations	- 持續經營業務	354	195	658	271

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 2016 are as follows:

截至二零一六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	Castor products business	Total
		有線數位電視業務	無線數位電視增值服務	加密芯片	無線數位音頻芯片	網絡設備集成	蓖麻產品業務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收益							
Segment revenue from external customers	來自外來客戶之分部收益	4,312	5,616	-	-	-	1,524	11,452
Segment results	分部業績	(19,351)	(1,578)	-	(2,299)	-	(2,163)	(25,391)
Unallocated income	未分配收入							658
Unallocated expenses	未分配開支							(14,290)
Finance costs	融資成本							(5,809)
Loss before taxation	除稅前虧損							(44,832)
Taxation	稅項							(41)
Loss for the six months ended 30 June 2016	截至二零一六年六月三十日止六個月之虧損							(44,873)

The segment results for the six months ended 30 June 2015 are as follows:

截至二零一五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
		有線數位電視業務	無線數位電視增值服務	加密芯片	無線數位音頻芯片	網絡設備集成	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收益						
Segment revenue from external customers	來自外來客戶之分部收益	3,034	5,896	118	-	743	9,791
Segment results	分部業績	(12,601)	(2,113)	(5,965)	(2,791)	(8)	(23,478)
Unallocated income	未分配收入						271
Unallocated expenses	未分配開支						(18,677)
Share of loss of an associate	分佔一間聯營公司虧損						(84)
Finance costs	融資成本						(4,201)
Loss before taxation	除稅前虧損						(46,169)
Taxation	稅項						(43)
Loss for the six months ended 30 June 2015	截至二零一五年六月三十日止六個月之虧損						(46,212)

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	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Imputed interest on convertible bonds	可換股債券之估算利息	1,814	–	4,170	–
Interest on short term loans	短期貸款之利息	506	270	897	540
Interest on notes payable	應付票據之利息	–	2,668	742	3,661
		2,320	2,938	5,809	4,201
Representing:	其中：				
– Continuing operations	– 持續經營業務	2,320	2,938	5,809	4,201

5. LOSS BEFORE TAXATION

5. 除稅前虧損

Loss for the period has been arrived at after charging:

期內虧損乃經扣除下列各項後列賬：

		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	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Depreciation	折舊	3,297	3,577	6,654	7,132
Research and development costs	研究及開發成本	1,327	3,912	2,286	7,842
Staff costs (including Directors' emoluments)	員工成本 (包括董事酬金)				
– salaries and allowances	– 薪金及津貼	4,392	4,788	8,799	8,949
– retirement benefits scheme contributions	– 退休福利計劃供款	625	1,179	983	1,620

6. TAXATION

6. 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	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (Restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (Restated) (經重列)
Current tax:	即期稅項：				
- Hong Kong	- 香港	-	-	-	-
- PRC Enterprise Income Tax	- 中國企業所得稅	35	34	41	43
		35	34	41	43
Representing:	其中：				
- Continuing operations	- 持續經營業務	35	34	41	43

The provision for Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%), no provision for Hong Kong Profits Tax has been made as the Group has no assessable profits. The PRC Enterprise Income Tax has been provided at a rate of 25% (2015: 25%) on the taxable income as reported in the statutory accounts of the companies comprising the Group, which are prepared in accordance with the relevant PRC accounting standards, as adjusted for income and expense items which are not assessable or deductible for income tax purposes.

本集團香港利得稅撥備按16.5% (二零一五年：16.5%)計算，由於本集團並無應課稅溢利，故並未就香港利得稅計提撥備。中國企業所得稅按本集團旗下公司法定賬款所呈報的應課稅收入之25% (二零一五年：25%)計提，本集團旗下公司之法定賬款按相關中國會計準則編製，並就不可課稅或不可扣減所得稅之收入及開支作出調整。

7. LOSS PER SHARE

7. 每股虧損

(a) From continuing and discontinued operations

(a) 來自持續及已終止經營業務

Basic loss per share

每股基本虧損

The calculation of basic loss per share from continuing and discontinued operations is based on the loss attributable to owners of the Company for the six months ended 30 June 2016 of HK\$36,855,000 (2015: HK\$43,106,000) and the weighted average number of 7,225,536,000 (2015: 4,297,443,000) ordinary shares in issue during the period.

來自持續及已終止經營業務之每股基本虧損乃根據本公司擁有人於截至二零一六年六月三十日止六個月應佔虧損36,855,000港元(二零一五年：43,106,000港元)及期內已發行普通股加權平均數7,225,536,000股(二零一五年：4,297,443,000股)計算。

Furthermore, the calculation of basic loss per share from continuing and discontinued operations is based on the loss attributable to owners of the Company for the three months ended 30 June 2016 of HK\$19,070,000 (2015: HK\$23,527,000) and the weighted average number of 7,873,576,000 (2015: 4,400,190,000) ordinary shares in issue during the period.

此外，來自持續及已終止經營業務之每股基本虧損乃根據本公司擁有人於截至二零一六年六月三十日止三個月應佔虧損19,070,000港元(二零一五年：23,527,000港元)及期內已發行普通股加權平均數7,873,576,000股(二零一五年：4,400,190,000股)計算。

Diluted loss per share

每股攤薄虧損

The diluted loss per share for the three months and six months ended 30 June 2016 are the same as the basic loss per share as the conversion of the outstanding convertible bonds would have an anti-dilutive effect to the basic loss per share.

截至二零一六年六月三十日止三個月及六個月之每股攤薄虧損與每股基本虧損相同，是由於轉換未償還可換股債券會對每股基本虧損具有反攤薄影響。

No diluted loss per share are presented as the Company did not have any dilutive potential ordinary shares during the three months and six months ended 30 June 2016.

由於截至二零一六年六月三十日止三個月及六個月本公司並無任何攤薄潛在普通股，故並無呈列每股攤薄虧損。

7. LOSS PER SHARE (Continued)

(b) From continuing operations

Basic loss per share

The calculation of basic loss per share from continuing operations is based on the loss from continuing operations attributable to owners of the Company for the six months ended 30 June 2016 of HK\$29,613,000 (2015: HK\$39,874,000) and the weighted average number of 7,225,536,000 (2015: 4,297,443,000) ordinary shares in issue during the period.

Furthermore, the calculation of basic loss per share from continuing operations is based on the loss from continuing operations attributable to owners of the Company for the three months ended 30 June 2016 of HK\$14,133,000 (2015: HK\$20,944,000) and the weighted average number of 7,873,576,000 (2015: 4,400,190,000) ordinary shares in issue during the period.

Diluted loss per share

The diluted loss per share for the three months and six months ended 30 June 2016 are the same as the basic loss per share as the conversion of the outstanding convertible bonds would have an anti-dilutive effect to the basic loss per share.

No diluted loss per share are presented as the Company did not have any dilutive potential ordinary shares during the three months and six months ended 30 June 2016.

(c) From discontinued operations

Basic loss per share

The calculation of basic loss per share from discontinued operations is based on the loss for from discontinued operations attributable to owners of the Company for the six months ended 30 June 2016 of HK\$7,242,000 (2015: HK\$3,232,000) and the weighted average number of 7,225,536,000 (2015: 4,297,443,000) ordinary shares in issue during the period.

Furthermore, the calculation of basic loss per share from discontinued operations is based on the loss for from discontinued operations attributable to owners of the Company for the three months ended 30 June 2016 of HK\$4,937,000 (2015: HK\$2,584,000) and the weighted average number of 7,873,576,000 (2015: 4,400,190,000) ordinary shares in issue during the period.

Diluted loss per share

The diluted loss per share for the three months and six months ended 30 June 2016 are the same as the basic loss per share as the conversion of the outstanding convertible bonds would have an anti-dilutive effect to the basic loss per share.

No diluted loss per share are presented as the Company did not have any dilutive potential ordinary shares during the three months and six months ended 30 June 2016.

7. 每股虧損(續)

(b) 來自持續經營業務

每股基本虧損

來自持續經營業務之每股基本虧損乃根據本公司擁有人於截至二零一六年六月三十日止六個月應佔來自持續經營業務之虧損29,613,000港元(二零一五年: 39,874,000港元)及期內已發行普通股加權平均數7,225,536,000股(二零一五年: 4,297,443,000股)計算。

此外,來自持續經營業務之每股基本虧損乃根據本公司擁有人於截至二零一六年六月三十日止三個月應佔來自持續經營業務之虧損14,133,000港元(二零一五年: 20,944,000港元)及期內已發行普通股加權平均數7,873,576,000股(二零一五年: 4,400,190,000股)計算。

每股攤薄虧損

截至二零一六年六月三十日止三個月及六個月之每股攤薄虧損與每股基本虧損相同,是由於轉換未償還可換股債券會對每股基本虧損具有反攤薄影響。

由於截至二零一六年六月三十日止三個月及六個月本公司並無任何攤薄潛在普通股,故並無呈列每股攤薄虧損。

(c) 來自已終止經營業務

每股基本虧損

來自已終止經營業務之每股基本虧損乃根據本公司擁有人於截至二零一六年六月三十日止六個月應佔來自已終止經營業務之虧損7,242,000港元(二零一五年: 3,232,000港元)及期內已發行普通股加權平均數7,225,536,000股(二零一五年: 4,297,443,000股)計算。

此外,來自已終止經營業務之每股基本虧損乃根據本公司擁有人於截至二零一六年六月三十日止三個月應佔來自已終止經營業務之虧損4,937,000港元(二零一五年: 2,584,000港元)及期內已發行普通股加權平均數7,873,576,000股(二零一五年: 4,400,190,000股)計算。

每股攤薄虧損

截至二零一六年六月三十日止三個月及六個月之每股攤薄虧損與每股基本虧損相同,是由於轉換未償還可換股債券會對每股基本虧損具有反攤薄影響。

由於截至二零一六年六月三十日止三個月及六個月本公司並無任何攤薄潛在普通股,故並無呈列每股攤薄虧損。

8. DIVIDENDS

The Board does not declare the payment of an interim dividend for the six months ended 30 June 2016 (2015: Nil).

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2016, there are acquisition of property, plant and equipment of the Group amounted to approximately HK\$22,000 (for the year ended 2015: HK\$38,408,000). During the period, the Group disposed of certain items of property, plant and equipment with a total carrying amount of nil after impairment loss were made in previous years (for the year ended 2015: HK\$(424,000)).

10. TRADE RECEIVABLES

Trade receivables	應收賬款
Less: allowance for doubtful debts	減：呆賬撥備

	416,622	426,247
	(312,419)	(315,324)
	104,203	110,923

The ageing analysis of trade receivables based on the invoice date, and net of allowance, is as follows:

0 – 90 days	零至九十日	13,709	4,978
91 – 180 days	九十一日至一百八十日	33	–
181 – 365 days	一百八十一日至三百六十五日	–	–
Over 1 year	一年以上	90,461	105,945
		104,203	110,923

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

8. 股息

董事會不宣派截至二零一六年六月三十日止六個月之中期股息(二零一五年：無)。

9. 物業、廠房及設備

截至二零一六年六月三十日止六個月，本集團收購約22,000港元(截至二零一五年止年度：38,408,000港元)之物業、廠房及設備。期內，於上一年度作出減值虧損後，本集團已出售總賬面值為零港元(截至二零一五年止年度：(424,000)港元)之若干物業、廠房及設備項目。

10. 應收賬款

應收賬款按發票日期經扣除撥備後之賬齡分析如下：

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。

10. TRADE RECEIVABLES (Continued)

Pursuant to the termination agreement dated 31 December 2013 entered between the Group and 河北廣電網絡投資有限公司 (Hebei Guangdian Network Investment Limited*) ("Hebei Guangdian") (as further discussed below in the section headed 'Management Discussion and Analysis'), Hebei Guangdian agreed to purchase from the Group certain assets at a total consideration of RMB108 million (HK\$138.2 million). Hebei Guangdian settled RMB30 million during the year 2014, and further settled RMB22 million (HK\$26 million) during the period. As at 30 June 2016, Hebei Guangdian is still liable to settle the remaining balance of around RMB56 million (HK\$67 million). The Company will continue liaise with Hebei Guangdian and the Company is optimistic that the balance of payment could be received during the year. The balance of accounts receivable of around HK\$38 million was due from a number of independent customers. Continuous actions will be taken by the Directors to pursue settlement of these receivables.

11. TRADE PAYABLES

The ageing analysis of the trade payables is as follow:

Within 30 days	三十日以內
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

10. 應收賬款(續)

根據本集團與河北廣電網絡投資有限公司(「河北廣電網絡」)於二零一三年十二月三十一日訂立之終止協議(進一步詳述於下文「管理層討論及分析」一節)，河北廣電網絡同意向本集團購買若干資產，總代價為人民幣108,000,000元(138,200,000港元)。河北廣電網絡於二零一四年支付人民幣30,000,000元，並於期內進一步支付人民幣22,000,000元(26,000,000港元)。於二零一六年六月三十日，河北廣電網絡仍須支付餘下結餘約人民幣56,000,000元(67,000,000港元)。本公司將繼續聯絡河北廣電網絡，而本公司認為有關付款之結餘可於年內收回。應收賬款之結餘約38,000,000港元乃為應收多名獨立客戶之款項。董事將持續採取行動，以尋求清償該等應收款項。

11. 應付賬款

應付賬款之賬齡分析如下：

	30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	6,868	5,958
31 – 60 days	56	824
61 – 90 days	164	6,348
Over 90 days	29,046	27,936
	36,134	41,066

12. CONVERTIBLE BONDS

On 8 December 2015, the Company and National United Resources Holdings Limited ("NUR") entered into a conditional convertible bonds subscription agreement, pursuant to which NUR has conditionally agreed to subscribe for and the Company has conditionally agreed to issue to NUR the 5% coupon convertible bonds in the principal amount of HK\$100,000,000 ("First CB"). The First CB have been issued on 5 February 2016 and will mature on the first business day after the date falling twelve months from the date of issue (i.e. 6 February 2017).

During the period under review, an aggregate principal amount of HK\$64,999,960 of the First CB was converted into 565,217,041 Shares at the conversion price of HK\$0.115 per conversion share.

As at 30 June 2016, the Company had outstanding First CB of a principal amount of HK\$35,000,040 which entitled the holder thereof to subscribe for a total of 304,348,173 new Shares based on the initial conversion price of HK\$0.115 per conversion share and the carrying amount of liability components was amounted to approximately HK\$32,832,000.

12. 可換股債券

於二零一五年十二月八日，本公司與國家聯合資源控股有限公司(「國家聯合資源」)訂立有條件可換股債券認購協議，據此，國家聯合資源已有條件同意認購而本公司已有條件同意向國家聯合資源發行本金額為100,000,000港元票息為5%之可換股債券(「第一批可換股債券」)。第一批可換股債券已於二零一六年二月五日發行，並將於發行日期起計十二個月屆滿當日後之首個營業日(即二零一七年二月六日)到期。

於回顧期間，本金總額為64,999,960港元之第一批可換股債券已按每股換股股份0.115港元之換股價轉換為565,217,041股股份。

於二零一六年六月三十日，本公司本金額為35,000,040港元之第一批可換股債券未償還，使其持有人有權按每股換股股份0.115港元之初步換股價認購合共304,348,173股新股份，而負債部份之賬面值約為32,832,000港元。

12. CONVERTIBLE BONDS (Continued)

On 8 December 2015, the Company and Sino King Trading (HK) Co., Limited ("Sino King") entered into a conditional subscription agreement, pursuant to which Sino King has conditionally agreed to subscribe for and the Company has conditionally agreed to issue to Sino King the 5% coupon convertible bonds in the principal amount of HK\$50,000,000 ("Second CB"). The Second CB have been issued on 19 February 2016. The Second CB has been converted in full and a total of 434,782,608 Shares have been issued and allotted on 1 March 2016.

Relevant disclosure was made in the announcements of the Company dated 8 December 2015, 5 February 2016 and 19 February 2016, and the circular of the Company dated 12 January 2016.

The convertible bonds have been split between the liability and equity components as follows:

12. 可換股債券(續)

於二零一五年十二月八日，本公司與Sino King Trading (HK) Co., Limited (「Sino King」)訂立有條件認購協議，據此，Sino King已有條件同意認購而本公司已有條件同意向Sino King發行本金額為50,000,000港元票息為5%之可換股債券(「第二批可換股債券」)。第二批可換股債券已於二零一六年二月十九日發行。第二批可換股債券已全部轉換，合共434,782,608股股份已於二零一六年三月一日發行及配發。

已於本公司日期為二零一五年十二月八日、二零一六年二月五日及二零一六年二月十九日之公告及本公司日期為二零一六年一月十二日之通函作出相關披露。

可換股債券可分為以下負債及權益部份：

		30 June 2016 二零一六年 六月三十日 HK\$'000 千港元
Nominal value of the convertible bonds issued	已發行可換股債券之面值	150,000
Equity component	權益部份	(18,244)
Liability components at the issuance date	於發行日期之負債部份	131,756
Imputed interest	估算利息	4,170
Converted into ordinary shares	轉換為普通股	(103,094)
Interest paid and payable	已付及應付利息	-
Carrying amount	賬面值	32,832

13. SHARE CAPITAL

13. 股本

		30 June 2016 二零一六年六月三十日		31 December 2015 二零一五年十二月三十一日	
		Number of shares 股份數目	HK\$'000 千港元 (Unaudited) (未經審核)	Number of shares 股份數目	HK\$'000 千港元 (Audited) (經審核)
		'000 千股		'000 千股	
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	10,000,000	100,000	10,000,000	100,000
Issued and fully paid:	已發行及繳足：				
At beginning of period/year	於期／年初	5,260,190	52,602	3,458,590	34,586
Issue of shares upon share subscriptions	因股份認購事項而發行之股份	1,740,000	17,400	1,801,600	18,016
Conversion of convertible bonds	轉換可換股債券	1,000,000	10,000	-	-
At end of period/year	於期／年末	8,000,190	80,002	5,260,190	52,602

MANAGEMENT DISCUSSION AND ANALYSIS

Financial review

For the six months ended 30 June 2016, the Group recorded a consolidated revenue of approximately HK\$11.5 million, representing an increase of approximately 17% when compared to approximately HK\$9.8 million for the corresponding period of last year. Revenue for the three months ended 30 June 2016 amounted to approximately HK\$7.7 million, representing an increase of approximately 39.3% when compared to HK\$5.5 million of the corresponding period of last year.

Gross profit margin of the Group for the period was approximately 60.6%, representing an increase by 39.9% of the corresponding period of last year.

Other income amounted to approximately HK\$0.7 million for the six months ended 30 June 2016, and amounted to approximately HK\$0.2 million for the corresponding period of last year. For the six months ended 30 June 2016, other income mainly arised from 北京亞澳博視技術有限公司(Beijing Yaao Boshi Technology Limited*) ("Beijing Yaao"), an indirect wholly-owned subsidiary of the Company.

Other operating expenses amounted to approximately HK\$31.9 million for the six months ended 30 June 2016, representing a decrease of 13.6% when compared to HK\$36.9 million for the six months ended 30 June 2015. The decrease was mainly attributable to the tighter cost control implemented by the Group during the year.

The loss attributable to the owners of the Company amounted to approximately HK\$36.9 million for the six months ended 30 June 2016 while the loss attributable to the owners of the Company amounted to approximately HK\$43.1 million in the corresponding period of the pervious financial year.

Basic loss per share for the six months ended 30 June 2016 was approximately HK\$0.51 cent, which basic loss per share was approximately HK\$1.00 cent for the corresponding period of last year.

Business review

The Group still recorded a net loss for the six months ended 30 June 2016 as compared to the net loss recorded in the corresponding period in 2015. Affected by the overall weak domestic economy and the Group is still under restructuring its business portfolio, the results of the business of the Group in the first six months still facing challenges.

管理層討論及分析

財務回顧

於截至二零一六年六月三十日止六個月，本集團錄得綜合收益約11,500,000港元，較去年同期之約9,800,000港元增加約17%。截至二零一六年六月三十日止三個月之收益約為7,700,000港元，較去年同期之5,500,000港元增加約39.3%。

本集團期內之毛利率約為60.6%，較去年同期增加39.9%。

截至二零一六年六月三十日止六個月之其他收入約為700,000港元，去年同期則約為200,000港元。截至二零一六年六月三十日止六個月之其他收入主要來自本公司之間接全資附屬公司北京亞澳博視技術有限公司(「北京亞澳」)。

截至二零一六年六月三十日止六個月之其他經營費用約為31,900,000港元，較截至二零一五年六月三十日止六個月之36,900,000港元減少13.6%。該減少乃主要由於年內本集團實施更為嚴格之成本控制所致。

截至二零一六年六月三十日止六個月，本公司擁有人應佔虧損約為36,900,000港元，而上一財政年度同期之本公司擁有人應佔虧損則約為43,100,000港元。

截至二零一六年六月三十日止六個月之每股基本虧損約為0.51港仙，而去年同期每股基本虧損則約為1.00港仙。

業務回顧

與於二零一五年同期錄得淨虧損相比，本集團於截至二零一六年六月三十日止六個月仍錄得淨虧損。受國內整體經濟疲弱及本集團業務組合仍處於重組中之影響，本集團業務在首六個月之業績仍面臨諸多困難。

(i) Digital cable television business

Revenue for the six months ended 30 June 2016 amounted to approximately HK\$4.3 million (2015: HK\$3 million) or 38% (2015: 31%) of the total revenue. During the first six months of 2016, Beijing Yaao, which is a company cooperated with local television stations of Xinji, Dongguang and Qing County in Hebei province to develop a cable television network that cover the three counties contributed most of the revenue in this sector.

(ii) Wireless digital television value-added services business

Revenue for the six months ended 30 June 2016 amounted to approximately HK\$5.6 million (2015: HK\$5.9 million) or around 49% (2015: 60%) of the total revenue. The Group had signed contracts on wireless mobile digital television operation in Hebei province, which includes 6,000 advertising panels in public areas.

(iii) Wireless digital audio integrated circuits business

There was still no revenue generated from this segment for the six months ended 30 June 2016 (2015: Nil). The Group is still facing difficulties to explore business in this segment and will finding ways to alleviate this situation.

(iv) Castor products business

Revenue for the six months ended 30 June 2016 amounted to approximately HK\$1.5 million (2015: Nil) or around 13% of the total revenue. After the consolidation of this segment into the Group in late 2015, the castor segment contributed revenue and the Group will continue to evaluate the resources allocated fruitfully from time to time.

PROSPECTS

In 2016, the Group will further consolidate and serve its contracted broadcasting television subscribers, and build a foundation for achieving the overall objectives of development of the Group. More importantly, the Group will seek cooperation opportunities in new area while expand its business in the provinces in which cooperation has been established, so as to create more promising profit growth and the long-term value for the group.

In 2016, the Group will gradually spin-off its traditional cable television and electronic integrated circuits business and gain a foothold in advantageous sectors such as patent or property right services, financial products and services and industry chain resources, expand the industry scale, develop three business segments of castor industry chain, palm products industry chain and health food. The Group will develop the four major service platforms respectively of internet, patented technology application, financial services, and industry chain integration services in order to foster maximum benefits for the shareholders through horizontal and vertical integration with the above business segments of whole industry chains of castor, palm and health food.

(i) 有線數位電視業務

截至二零一六年六月三十日止六個月，收益約為4,300,000港元(二零一五年：3,000,000港元)或佔總收益38%(二零一五年：31%)。於二零一六年首六個月，北京亞澳(為一間已與河北省辛集縣、東光縣及青縣當地電視台進行合作，以發展覆蓋上述三縣之有線電視網絡之公司)為本分部帶來最多收益。

(ii) 無線數位電視增值服務業務

截至二零一六年六月三十日止六個月，收益約為5,600,000港元(二零一五年：5,900,000港元)或佔總收益約49%(二零一五年：60%)。本集團在河北省簽約了無線移動數位電視運營協定，包含6,000塊公共位置之廣告顯示屏幕。

(iii) 無線數位音頻芯片業務

截至二零一六年六月三十日止六個月，本分部並無產生任何收益(二零一五年：無)。本集團在該分部物業業務仍存在諸多困難，惟本集團將繼續尋求方法，以緩解當前狀況。

(iv) 蓖麻產品業務

截至二零一六年六月三十日止六個月，收益約為1,500,000港元(二零一五年：無)或佔總收益約13%。於二零一五年後期將該分部綜合入賬至本集團後，蓖麻分部錄得收益。本集團將繼續不時富有成效地評估所分配之資源。

前景

二零一六年本集團將進一步鞏固和建設運營好已經簽約之廣電用戶，為完成本集團之總體發展目標奠定基礎。更重要的是，本集團將尋求在新的省份獲得一些合作機會，而已合作之省份之業務也將進行擴展，為本集團帶來較好之利潤增長和長遠價值。

本集團將在二零一六年陸續剝離原有傳統的有線電視及電子芯片業務，立足於專利產權服務、金融產品服務及產業鏈資源等優勢，擴大產業規模，建立蓖麻產業鏈板塊、棕櫚產業鏈板塊及健康食品板塊等三個業務主體。本集團將打造互聯網、專利技術應用、金融服務及產業鏈整合服務四大服務平台，以透過對蓖麻產業鏈、棕櫚產業鏈及健康食品產業的全產業鏈各經營主體進行橫向、縱向的孵化及整合，為股東帶來最大的利益。

Material Acquisition, Disposal and Significant Investments Held

Acquisition of 9.5% shareholding interest in Million Fortune International Investment Limited

On 1 February 2016, Joyous Raise Investments Limited (“Joyous Raise”), a wholly-owned subsidiary of the Company, as purchaser and World Dragon Enterprise Limited (“World Dragon”), an independent third party, as vendor entered into a sale and purchase agreement, pursuant to which, World Dragon has conditionally agreed to sell, and Joyous Raise has conditionally agreed to acquire 9.5% shareholding interest of the entire issued share capital of Million Fortune International Investment Limited (“Million Fortune”) at a consideration of HK\$61,750,000 (“Acquisition of Million Fortune”). Million Fortune indirectly holds 90% equity interest in 中航國金商品交易中心(青島)有限公司 (formerly known as 青島國金貴金屬交易中心有限公司), a company incorporated in the PRC which headquartered in Qingdao, Shandong Province, the PRC and is primarily engaged in the provision of online platform for trading and deferred spot delivery services of precious metals mainly being silver and copper, and other associated services including transaction settlement management, commodity delivery management and related consulting services to customers nationwide in the PRC.

The completion of the Acquisition of Million Fortune has been taken place on 19 February 2016. Relevant disclosure was made in the Company’s announcement dated 1 February 2016.

Acquisition of the entire issued share capital of JTI Securities Limited

On 7 June 2016 (after trading hours), Perfect Capital Global Limited (“Perfect Capital”), an indirect wholly-owned subsidiary of the Company, as purchaser and Ace Vantage Investments Limited (“Ace Vantage”), an independent third party, as vendor entered into a sale and purchase agreement, pursuant to which Perfect Capital has conditionally agreed to acquire and Ace Vantage has conditionally agreed to sell, 14,500,000 issued and fully paid up shares of JTI Securities Limited (“JTI Securities”) in the name of and beneficially owned by Ace Vantage, representing the entire issued and fully-paid share capital of JTI Securities (the “Acquisition of JTI Securities”). The consideration for the Acquisition of JTI Securities will be determined with reference to the net asset value of JTI Securities as at the date as specified in the sale and purchase agreement plus an agreed premium of HK\$13 million. Having regard to the net asset value of the JTI Securities as at 31 March 2016, it is expected that the final consideration shall not exceed HK\$25 million. JTI Securities is principally engaged in securities brokerage business. It is a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) to carry out Type 1 (dealing in securities) regulated activities and is a China Connect Exchange Participant and a Hong Kong Stock Exchange Participant.

重大收購、出售及持有之重大投資

收購 Million Fortune International Investment Limited 9.5% 股權

於二零一六年二月一日，本公司全資附屬公司 Joyous Raise Investments Limited (「Joyous Raise」) (作為買方) 與獨立第三方 World Dragon Enterprise Limited (「World Dragon」) (作為賣方) 簽訂買賣協議，據此，World Dragon 已有條件同意出售而 Joyous Raise 已有條件同意收購 Million Fortune International Investment Limited (「Million Fortune」) 全部已發行股本中 9.5% 股權，代價為 61,750,000 港元 (「Million Fortune 收購事項」)。Million Fortune 間接持有中航國金商品交易中心(青島)有限公司(前稱青島國金貴金屬交易中心有限公司)之 90% 股本權益，該公司為一家於中國註冊成立之公司，其總部設於中國山東省青島，主要從事為中國國內顧客提供貴金屬(主要為銀及銅)貿易網上平台及現貨延期交收服務以及其他相關服務(包括交易結付管理、商品交付管理及相關諮詢服務)。

Million Fortune 收購事項已於二零一六年二月十九日完成。相關披露載於本公司日期為二零一六年二月一日之公告。

收購金唐國際證券有限公司全部已發行股本

於二零一六年六月七日(交易時段後)，本公司之間接全資附屬公司 Perfect Capital Global Limited (「Perfect Capital」) (作為買方) 與獨立第三方 Ace Vantage Investments Limited (「Ace Vantage」) (作為賣方) 訂立買賣協議，據此，Perfect Capital 已有條件同意收購，而 Ace Vantage 已有條件同意出售，以 Ace Vantage 名義及由 Ace Vantage 實益擁有之 14,500,000 股金唐國際證券有限公司 (「金唐國際證券」) 已發行及全數繳足股份，相當於金唐國際證券全部已發行及全數繳足股本 (「金唐國際證券收購事項」)。金唐國際證券收購事項之代價將參考金唐國際證券截至買賣協議所指明的日期之資產淨值，加上協定的溢價 13,000,000 港元釐定。經考慮金唐國際證券於二零一六年三月三十一日之資產淨值，最終代價預期不會超過 25,000,000 港元。金唐國際證券主要從事證券經紀業務。該公司為一間根據證券及期貨條例 (香港法例第 571 章) (「證券及期貨條例」) 可進行第一類 (證券交易) 受規管活動之持牌法團，以及中華通交易所參與者及香港交易所參與者。

As at the date of this report, the completion of the Acquisition of JTI Securities has not yet taken place. Relevant disclosure was made in the Company's announcement dated 7 June 2016.

Disposal of assets

深圳中澤明芯集團有限公司 (Shenzhen Champion Maxiumic Group Co., Limited*) ("Shenzhen Champion"), an indirect wholly-owned subsidiary of the Company, as vendor and 河北廣電網絡投資有限公司 (Hebei Guangdian Network Investment Limited*) as purchaser (the "Hebei Guangdian") entered into a conditional termination agreement on 31 December 2013 (the "Termination Agreement") for the sale and purchase of the telecommunication equipment in relation to digital cable television broadcasting network and the termination of the cooperation agreement (the "Cooperation Agreement") (being the business cooperation agreement dated 26 November 2010 made between Shenzhen Champion and 河北廣電信息網絡集團股份有限公司 (Hebei Television Broadcasts and Information Network Group Co., Ltd*) ("Hebei TV") together with the subsequent subsidiary contracts made between Shenzhen Champion and Hebei Guangdian (which performed the Cooperation Agreement for Hebei TV) with detailed terms on the technical cooperation and the construction and operation of the networks between the parties). The Termination Agreement and the transactions contemplated thereunder had been approved by the shareholders of the Company at the special general meeting held on 10 March 2014.

During 2015, a court order ("Order") was granted by the Shijiazhuang Intermediate People's Court in the Hebei Province, the PRC in relation to a civil action brought by Shenzhen Champion against Hebei Guangdian regarding payment in accordance with the terms of the Termination Agreement, in which Hebei Guangdian was ordered to pay (i) the overdue payment penalty of approximately RMB597,000 (approximately HK\$756,000 due to the delay in settlement of the first payment amounting to approximately RMB30 million (approximately HK\$38 million); (ii) the second payment amounting to RMB20 million (approximately HK\$25.3 million) and the relevant default interest accrued on the second payment; and (iii) the court costs of the above civil action.

As at the date of this report, the Company received approximately RMB22 million from Hebei Guangdian and the Company is optimistic that the remaining balance of payment could be received during the year.

Memorandum of Understanding

As disclosed in the Company's announcement dated 1 December 2015, the Company and Mr. Qu Yong Bo (曲勇波) (the "Vendor"), an independent third party, as vendor entered into a non-legally binding memorandum of understanding on 1 December 2015 (the "Memorandum of Understanding") setting out the preliminary proposed terms and conditions in relation to the possible acquisition of 100% equity interest in 大慶澳瑞生物能源有限公司 (Daqing AORUI Bioenergy Co., Ltd.*) ("Possible Acquisition") and having made refundable deposit of RMB30 million to the Vendor after signing the Memorandum of Understanding.

於本報告日期，金唐國際證券收購事項仍未完成。相關披露載於本公司日期為二零一六年六月七日之公告。

出售資產

於二零一三年十二月三十一日，本公司間接全資附屬公司深圳中澤明芯集團有限公司(「深圳中澤」)(作為賣方)與河北廣電網絡投資有限公司(「河北廣電網絡」)(作為買方)就買賣有線數位電視廣播網絡之電訊設備訂立有條件終止協議(「終止協議」)，及終止合作協議(「合作協議」)(即深圳中澤與河北廣電信息網絡集團股份有限公司(「河北廣電」)所訂立日期為二零一零年十一月二十六日之業務合作協議，連同深圳中澤與河北廣電網絡(已為河北廣電履行合作協議)其後所訂立之附屬合約，以訂明訂約方之技術合作及網絡之建設及營運之詳細條款)。終止協議及其項下擬進行之交易已於二零一四年三月十日舉行之股東特別大會上獲本公司股東批准。

於二零一五年，中國河北省石家莊中級人民法院就深圳中澤對河北廣電網絡發起民事訴訟而授出法令(「法令」)，內容有關根據終止協議之條款付款，其中河北廣電網絡被責令支付(i)因逾期支付金額約人民幣30,000,000元(約為38,000,000港元)之首期付款而產生之逾期付款違約金約人民幣597,000元(約756,000港元)；(ii)金額人民幣20,000,000元(約25,300,000港元)之第二期付款，及第二期付款應計之相關違約利息；及(iii)上述民事訴訟的訴訟費。

截至本報告日期，本公司已收取河北廣電網絡約人民幣22,000,000元之付款，本公司認為，該付款之餘下結餘可於年內收回。

諒解備忘錄

如本公司日期為二零一五年十二月一日之公告所披露，本公司與獨立第三方曲勇波先生(「賣方」)(作為賣方)於二零一五年十二月一日訂立不具法律約束力之諒解備忘錄(「諒解備忘錄」)，當中載列有關可能收購大慶澳瑞生物能源有限公司之100%股權(「可能收購事項」)之初步擬定條款及條件，於簽訂諒解備忘錄後已向賣方支付人民幣30,000,000元之可退回按金。

As disclosed in the Company's announcement dated 31 May 2016, after taking into consideration of, among other factors, the preliminary results of the due diligence review, the Board decides not to proceed with the Possible Acquisition and accordingly, the Company served a written notification to the Vendor after the close of trading hours on 31 May 2016 informing the Vendor of its decision not to proceed with the Possible Acquisition. Pursuant to the terms of the Memorandum of Understanding, the Vendor shall, within seven days from the date of the termination of the Memorandum of Understanding, refund the deposit to the Company. Interest on the deposit shall accrue at the rate of 1.5% per month calculated on the actual number of days elapsed from the date of termination of the Memorandum of Understanding if the Vendor is unable to refund the deposit in accordance with the terms of the Memorandum of Understanding within seven days from the date of the termination. The Vendor has not yet refunded the deposit to the Company at the time of this report. The Board will closely monitor the progress on the recovery of the deposit and will take appropriate legal actions when necessary to recover the deposit and to protect the interest of the shareholders of the Company.

Liquidity and Financial Resources

As at 30 June 2016, the cash and bank balances of the Group amounted to approximately HK\$110.8 million (31 December 2015: HK\$88.9 million).

During the six months ended 30 June 2016, the Group has net cash outflow from its operating activities of the approximately HK\$54.0 million, and net cash outflow from its investing activities and net cash inflow from financing activities of approximately HK\$36.7 million and HK\$113.2 million respectively.

As at 30 June 2016, the gearing ratio of the Group, calculated as total of bonds payable, convertible bonds and short term loans over total equity, was approximately 0.16 (31 December 2015: 0.65).

Foreign Exchange Exposure

During the six months ended 30 June 2016, the majority of the Group's income and expenses were denominated in Renminbi and Hong Kong dollars. Up to 30 June 2016, the management of the Company is of the opinion that the Group has insignificant exposure to foreign exchange risk. As a result, the Group did not use any financial instruments for hedging against fluctuation in foreign exchange for the six months ended 30 June 2016. Nevertheless, the management of the Company will closely monitor and from time to time reassess the exchange risk exposures of the Group and enter into non-speculative hedging arrangements if considered necessary.

Charge on Group Assets

As at 30 June 2016, no assets of the Group (31 December 2015: Nil) have been pledged to banks for loans or borrowings.

如本公司日期為二零一六年五月三十一日之公告所披露，考慮到(其中包括)相關盡職審查之初步結果，董事會決定不擬進行可能收購事項，故此，於二零一六年五月三十一日交易時段後，本公司向賣方發出書面通知，告知賣方有關其不擬進行可能收購事項之決定。根據諒解備忘錄之條款，賣方須於終止諒解備忘錄日期起七日內退還按金予本公司。倘賣方未能根據諒解備忘錄之條款於終止日期起七日內退還按金，按金利息將以諒解備忘錄失效之實際日數，按月息1.5%計算。截至本報告日期，賣方尚未退還按金予本公司。董事會將密切監察按金收回情況之進展，並將於必要時採取適當法律行動，以收回按金及保障本公司股東之利益。

流動資金及財務資源

於二零一六年六月三十日，本集團之現金及銀行結餘約為110,800,000港元(二零一五年十二月三十一日：88,900,000港元)。

截至二零一六年六月三十日止六個月，本集團經營活動所產生之現金流出淨額約為54,000,000港元，而投資活動所產生之現金流出淨額及融資活動所產生之現金流入淨額分別約為36,700,000港元及113,200,000港元。

於二零一六年六月三十日，本集團之資本負債比率(應付債券、可換股債券及短期貸款總額除以權益總額)約為0.16(二零一五年十二月三十一日：0.65)。

外匯風險

截至二零一六年六月三十日止六個月，本集團之大部份收入及開支均以人民幣及港元列值。直至二零一六年六月三十日，本公司管理層認為本集團所面對之外匯風險較微。因此，本集團於截至二零一六年六月三十日止六個月並無運用任何金融工具以對沖外匯波動帶來之影響。然而，本公司管理層將密切監察及不時重估本集團所面對之外匯風險，並在必要時訂立非投機性對沖安排。

集團資產之抵押

於二零一六年六月三十日，概無本集團資產抵押予銀行以獲取貸款或借款(二零一五年十二月三十一日：無)。

Contingent Liabilities

As at 30 June 2016, the Group had no significant contingent liabilities.

Capital Structure

As at 30 June 2016, the total number of issued shares of the Company (the "Shares") was 8,000,189,837. As compared with the position of 31 December 2015, a total of 2,739,999,649 new Shares were issued during the period under review.

Subscription of new Shares

On 8 December 2015, the Company entered into two separate conditional share subscription agreements with Tan Sri Dato' Lim Tong Yong and Sino Perfect Investments Limited as subscriber respectively. Pursuant to the share subscription agreements, the subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 1,740,000,000 new Shares at the price of HK\$0.115 per subscription share.

The subscription of 870,000,000 new Shares by Tan Sri Dato' Lim Tong Yong and the subscription of 870,000,000 new Shares by Sino Perfect Investments Limited were completed on 5 February 2016. As at the date of this report, the net proceeds amounted to approximately HK\$200.1 million has been applied in the following manner:-

- (i) approximately HK\$84 million for reduction of the Group's level of debt;
- (ii) approximately HK\$36 million was paid to the third party vendor as refundable deposit pursuant to the Memorandum of Understanding, which was terminated on 31 May 2016. The aforesaid cash deposit was not yet refunded to the Company and the Vendor was obliged under the Memorandum of Understanding to pay interest accrued thereon at the rate of 1.5% per month. Details of the Memorandum of Understanding was set out in the sub-section headed "Material Acquisition, Disposal and Significant Investments Held" of this section; and
- (iii) the remaining unutilised proceeds will be used for funding any future business developments and/or potential investment opportunities.

Relevant disclosure was made in the announcements of the Company dated 8 December 2015 and 5 February 2016, and the circular of the Company dated 12 January 2016.

或然負債

於二零一六年六月三十日，本集團並無重大或然負債。

資本結構

於二零一六年六月三十日，本公司已發行股份（「股份」）總數為8,000,189,837股。與二零一五年十二月三十一日相比，回顧期間已發行合共2,739,999,649股新股份。

新股份之認購

於二零一五年十二月八日，本公司分別與丹斯里拿督林東洋*及Sino Perfect Investments Limited（作為認購人）訂立兩份單獨的有條件股份認購協議。根據股份認購協議，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0.115港元之價格配發及發行合共1,740,000,000股新股份。

丹斯里拿督林東洋*認購870,000,000股新股份及Sino Perfect Investments Limited認購870,000,000股新股份已於二零一六年二月五日完成。於本報告日期，所得款項淨額約200,100,000港元已用於下列各項：

- (i) 約84,000,000港元用於降低本集團之債務水平；
- (ii) 約36,000,000港元已根據於二零一六年五月三十一日終止之諒解備忘錄支付予第三方賣方作為可退回按金。上述現金按金尚未退還予本公司，而根據諒解備忘錄，賣方須按月息1.5%支付就此產生之利息。有關諒解備忘錄之詳情載於本節「重大收購、出售及持有之重大投資」分節；及
- (iii) 餘下未動用所得款項將用於撥付任何未來業務發展及／或潛在投資機會。

已於本公司日期為二零一五年十二月八日及二零一六年二月五日之公告，以及本公司日期為二零一六年一月十二日之通函作出相關披露。

Issue of Convertible Bonds

On 8 December 2015, the Company and National United Resources Holdings Limited (“NUR”) entered into a conditional convertible bonds subscription agreement, pursuant to which NUR has conditionally agreed to subscribe for and the Company has conditionally agreed to issue to NUR the 5% coupon convertible bonds in the principal amount of HK\$100,000,000 (“First CB”). The First CB have been issued on 5 February 2016 and will mature on the first business day after the date falling twelve months from the date of issue (i.e. 6 February 2017).

During the period under review, an aggregate principal amount of HK\$64,999,960 of the First CB was converted into 565,217,041 Shares at the conversion price of HK\$0.115 per conversion share.

As at 30 June 2016, the Company had outstanding First CB of a principal amount of HK\$35,000,040 which entitled the holder thereof to subscribe for a total of 304,348,173 new Shares based on the initial conversion price of HK\$0.115 per conversion share and the carrying amount of liability components was amounted to approximately HK\$32,832,000.

On 8 December 2015, the Company and Sino King Trading (HK) Co., Limited (“Sino King”) entered into a conditional subscription agreement, pursuant to which Sino King has conditionally agreed to subscribe for and the Company has conditionally agreed to issue to Sino King the 5% coupon convertible bonds in the principal amount of HK\$50,000,000 (“Second CB”). The Second CB have been issued on 19 February 2016. The Second CB has been converted in full and a total of 434,782,608 Shares have been issued and allotted on 1 March 2016.

The net proceeds from the issue of the First CB and the Second CB amounted to approximately HK\$150,000,000 was used by the Company as to (i) HK\$70,000,000 for early redemption of the 11% coupon bond in a principal amount of HK\$70,000,000 issued by the Company to NUR on 2 April 2015; (ii) approximately HK\$62 million for the capital injection in 山西中澤恒遠生物科技有限公司 (Shanxi Zhongze Heng Yuan Biological Technology Company Limited*); and (iii) the remaining unutilised proceeds will be used for funding any future business developments and/or potential investment opportunities, especially in the field of renewable energy.

Relevant disclosure was made in the announcements of the Company dated 8 December 2015, 5 February 2016 and 19 February 2016, and the circular of the Company dated 12 January 2016.

Employee Information

As at 30 June 2016, the Group employed a total of 135 full-time employees in Hong Kong and the PRC (31 December 2015: 157). The Group's remuneration policy remained the same as detailed in the Annual Report for the year ended 31 December 2015. The Group also has a share option scheme whereby qualified participants may be granted options to acquire Shares.

發行可換股債券

於二零一五年十二月八日，本公司與國家聯合資源控股有限公司（「國家聯合資源」）訂立有條件可換股債券認購協議，據此，國家聯合資源已有條件同意認購而本公司已有條件同意向國家聯合資源發行本金額為100,000,000港元票息為5%之可換股債券（「第一批可換股債券」）。第一批可換股債券已於二零一六年二月五日發行，並將於發行日期起計十二個月屆滿當日後之首個營業日（即二零一七年二月六日）到期。

於回顧期間，本金總額為64,999,960港元之第一批可換股債券已按每股換股股份0.115港元之換股價轉換為565,217,041股股份。

於二零一六年六月三十日，本公司本金額為35,000,040港元之第一批可換股債券未償還，使其持有人有權按每股換股股份0.115港元之初步換股價認購合共304,348,173股新股份，而負債部份之賬面值約為32,832,000港元。

於二零一五年十二月八日，本公司與Sino King Trading (HK) Co., Limited（「Sino King」）訂立有條件認購協議，據此，Sino King已有條件同意認購而本公司已有條件同意向Sino King發行本金額為50,000,000港元票息為5%之可換股債券（「第二批可換股債券」）。第二批可換股債券已於二零一六年二月十九日發行。第二批可換股債券已全部轉換，合共434,782,608股股份已於二零一六年三月一日發行及配發。

本公司已動用發行第一批可換股債券及第二批可換股債券之所得款項淨額約150,000,000港元，其中(i)70,000,000港元用於提前贖回由本公司於二零一五年四月二日向國家聯合資源發行票息為11%、本金額為70,000,000港元之債券；(ii)約62,000,000港元用於注資山西中澤恒遠生物科技有限公司；及(iii)餘下未動用所得款項將用於撥付任何未來業務發展及／或潛在投資機會，尤其是於可再生能源方面。

已於本公司日期為二零一五年十二月八日、二零一六年二月五日及二零一六年二月十九日之公告及本公司日期為二零一六年一月十二日之通函作出相關披露。

僱員資料

於二零一六年六月三十日，本集團於香港及中國聘有合共135名全職僱員（二零一五年十二月三十一日：157名）。本集團之薪酬政策與截至二零一五年十二月三十一日止年度之年報所詳述者一致。本集團亦設有購股權計劃，合資格參與者可據此獲授購股權以認購股份。

OTHER INFORMATION

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 2016, the interests and short positions of the Directors, the chief executive of the Company 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 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 Rule 5.46 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange were as follows:

Interests and short positions in Shares, underlying shares and debentures of the Company

Name of Director	Capacity	Long position/ short position	Number of shares held	Approximate percentage of interests in the issued share capital of the Company
董事姓名	身份	好倉／淡倉	持有之 股份數目	佔本公司已發行股本 權益之概約百分比
Tan Sri Dato' Lim Tong Yong 丹斯里拿督林東洋*	Beneficial owner 實益擁有人	Long position 好倉	870,000,000	10.87%

Save as disclosed above, none of the Directors and chief executives of the Company had any interests and short positions in the Shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules as at 30 June 2016, and at no time during the six months ended 30 June 2016 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.

其他資料

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淡倉

於二零一六年六月三十日，本公司董事、主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有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淡倉（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淡倉）；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淡倉；或根據有關董事進行證券交易之創業板上市規則第5.46條須知會本公司及聯交所之權益及淡倉如下：

於本公司之股份、相關股份及債權證中擁有權益及淡倉

除上文所披露者外，於二零一六年六月三十日，本公司董事及主要行政人員概無於本公司及其相聯法團之股份、相關股份及債權證中擁有任何本公司根據證券及期貨條例第352條存置之登記冊所記錄之權益及淡倉，或根據創業板上市規則第5.46條所述董事進行交易之規定準則須知會本公司及聯交所之權益及淡倉，且本公司或其任何附屬公司於截至二零一六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/OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2016, the following persons (other than the Directors and the chief executives of the Company) has interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long positions in the Shares

Name of shareholder	Type of interests	Number of Shares held/interested in	Approximate percentage of interests in the issued share capital of the Company
股東名稱	權益類別	持有／擁有權益之股份數目	佔本公司已發行股本權益之概約百分比
Tang Hanbo 唐漢博	Beneficial owner 實益擁有人	2,287,120,000	28.59%
Sino King Trading (HK) Co., Limited	Beneficial owner 實益擁有人	434,782,608	5.43%
Chan Lai Pan (Note) (附註)	Interest in controlled corporation 受控法團權益	434,782,608	5.43%

Note:

Chan Lai Pan is the legal and beneficial owner of the entire issued share capital of Sino King Trading (HK) Co., Limited. By virtue of the provisions of Part XV of the SFO, Chan Lai Pan is deemed to be interested in these 434,782,608 Shares which Sino King Trading (HK) Co., Limited is interested.

Save as disclosed above, as at 30 June 2016, the Directors were not aware that there was any person (not being a Director or chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and was recorded in the register kept by the Company pursuant to section 336 of the SFO.

主要股東／其他人士於本公司之股份及相關股份之權益及淡倉

於二零一六年六月三十日，以下人士（本公司之董事及主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予存置登記冊所記錄之權益或淡倉：

於股份之好倉

Name of shareholder	Type of interests	Number of Shares held/interested in	Approximate percentage of interests in the issued share capital of the Company
股東名稱	權益類別	持有／擁有權益之股份數目	佔本公司已發行股本權益之概約百分比
Tang Hanbo 唐漢博	Beneficial owner 實益擁有人	2,287,120,000	28.59%
Sino King Trading (HK) Co., Limited	Beneficial owner 實益擁有人	434,782,608	5.43%
Chan Lai Pan (Note) (附註)	Interest in controlled corporation 受控法團權益	434,782,608	5.43%

附註：

Chan Lai Pan 為 Sino King Trading (HK) Co., Limited 全部已發行股本之合法實益擁有人。根據證券及期貨條例第XV部之條文，Chan Lai Pan 被視為於該等434,782,608股股份（Sino King Trading (HK) Co., Limited 於其中擁有權益）中擁有權益。

除上文所披露者外，於二零一六年六月三十日，董事概不知悉有任何人士（並非本公司董事或主要行政人員）於本公司之股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露及按本公司根據證券及期貨條例第336條須予存置登記冊所記錄之權益或淡倉。

SHARE OPTION SCHEME

Under the share option scheme of the Company adopted on 30 December 2011 (the "Scheme"), the Board may, at its discretion, grant options to the Directors and eligible participants (as defined in the Scheme) pursuant to the Scheme to enable them to subscribe for Shares as incentives or rewards for their contribution to the Group.

At the annual general meeting of the Company held on 31 May 2016, a resolution relating to the refreshment of the Scheme mandate limit was passed by the shareholders of the Company as an ordinary resolution, whereby the total number of the Shares that could be issued upon exercise of all options granted or to be granted under the Scheme was 795,670,983 Shares, representing 10% of the issued share capital of the Company as at the date of passing such resolution.

The Scheme will remain in force before 29 December 2021.

The following table disclosed movements in the Company's share options granted under the Scheme during the six months ended 30 June 2016:

Participant	Number of Shares (Note)					As of 30 June 2016	Date of grant	Exercise period	Exercise price per Share
	As of 1 January 2016 截至 二零一六年 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				
Other participant 其他參與者	3,000,000	-	-	-	3,000,000	-	29/02/2012	01/03/2013- 29/02/2016	0.84
Total 總計	3,000,000	-	-	-	3,000,000	-			

Note:

Number of Shares over which options granted under the Scheme is exercisable.

購股權計劃

根據本公司於二零一一年十二月三十日所採納之購股權計劃(「該計劃」)，董事會可酌情授予董事及合資格參與者(定義見該計劃)可根據該計劃認購股份之購股權，作為彼等對本集團所作貢獻之獎勵或回報。

在本公司於二零一六年五月三十一日舉行之股東週年大會上，一項有關更新該計劃授權限額之決議案獲本公司股東通過為普通決議案，因此根據該計劃已授出或將予授出之所有購股權獲行使時可予發行之股份總數為795,670,983股，相當於本公司通過該決議案當日已發行股本之10%。

該計劃將於二零二一年十二月二十九日前保持有效。

下表披露本公司於截至二零一六年六月三十日止六個月根據該計劃授出之購股權之變動：

附註：

根據該計劃授出而可予行使之購股權所涉及之股份數目。

DISCLOSURE OF CHANGES IN INFORMATION OF DIRECTOR

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, changes in Directors' information since the date of the 2015 Annual Report of the Company are set out below:

Positions held with the Company

- Mr. Gao Yang, an executive Director, has been appointed as the compliance officer of the Company for the purpose of Rule 5.19 of the GEM Listing Rules and the authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rules with effect from 31 May 2016.
- Mr. Qiu Bin, an executive Director, ceased to be a member of each of the nomination committee (the "Nomination Committee") and the remuneration committee (the "Remuneration Committee") of the Company with effect from 20 June 2016.
- Mr. Chan Fong Kong Francis, an independent non-executive Director, has been appointed as the member of the audit committee (the "Audit Committee") of the Company with effect from 8 June 2016 and later redesignated as chairperson of the Audit Committee and has been appointed as a member of the Remuneration Committee with effect from 20 June 2016.
- Ms. Chen Yan, an independent non-executive Director, has been appointed as the chairperson of the Nomination Committee and a member of the Audit Committee with effect from 20 June 2016.
- Mr. Xu Haiou, an independent non-executive Director, has been appointed as the chairperson of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from 20 June 2016.
- Mr. Hu Qixian, an executive Director, has been appointed as a member of the Nomination Committee with effect from 20 June 2016.
- Mr. Chen Xi, an executive Director, has been appointed as a member of the Remuneration Committee with effect from 20 June 2016.

變更董事資料之披露

根據創業板上市規則第 17.50A(1) 條，自本公司二零一五年年報日期起，董事資料之變更載列如下：

於本公司之職位

- 執行董事高揚先生已獲委任為本公司監察主任(定義見創業板上市規則第 5.19 條)及本公司授權代表(定義見創業板上市規則第 5.24 條)，自二零一六年五月三十一日起生效。
- 執行董事仇斌先生終止擔任本公司提名委員會(「提名委員會」)及薪酬委員會(「薪酬委員會」)各自之成員，自二零一六年六月二十日起生效。
- 獨立非執行董事陳方剛先生已獲委任為本公司審核委員會(「審核委員會」)成員，自二零一六年六月八日起生效，隨後調任為審核委員會主席及獲委任為薪酬委員會成員，自二零一六年六月二十日起生效。
- 獨立非執行董事陳焰女士已獲委任為提名委員會主席及審核委員會成員，自二零一六年六月二十日起生效。
- 獨立非執行董事許海鷗*先生已獲委任為薪酬委員會主席及審核委員會及提名委員會各自之成員，自二零一六年六月二十日起生效。
- 執行董事胡其賢先生已獲委任為提名委員會成員，自二零一六年六月二十日起生效。
- 執行董事陳希先生已獲委任為薪酬委員會成員，自二零一六年六月二十日起生效。

Determination of Director' remuneration

- With effect from 17 February 2016, Tan Sri Dato' Lim Tong Yong, the chairman of the Board and an executive Director, is entitled to an annual director's remuneration of HK\$960,000.
- With effect from 1 June 2016, Mr. Hu Qixian and Mr. Chen Xi, both of whom are executive Directors, are entitled to an annual director's remuneration of HK\$960,000 respectively.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or their respective close associates (as defined in the GEM Listing Rules) had any interest in a business, which competes or may compete with the business of the Group, or has any other conflicts of interests with the Group.

AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with the GEM Listing Rules. As at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely, Mr. Chan Fong Kong Francis (Committee Chairperson), Ms. Chen Yan and Mr. Xu Haiou.

The principal duties of the Audit Committee are to review the quarterly, interim and annual reports and the financial statements of the Group and to review significant financial reporting judgements contained in them; to oversight and review the financial reporting system, risk management and internal control systems of the Company; to review the financial and accounting policies and practices of the Group; and to make recommendation to the Board on the appointment, re-appointment and removal of the external auditor as well as to ensure independence of the continuing auditor and corporate governance related matters.

The Audit Committee has reviewed the unaudited consolidated results of the Group for the six months ended 30 June 2016.

釐定董事酬金

- 董事會主席及執行董事丹斯里拿督林東洋* 有權收取董事酬金每年960,000港元，自二零一六年二月十七日起生效。
- 執行董事胡其賢先生及陳希先生分別有權收取董事酬金每年960,000港元，自二零一六年六月一日起生效。

董事於競爭業務之權益

各董事或彼等各自之緊密聯繫人(定義見創業板上市規則)概無於與本集團業務出現或可能出現競爭或與本集團出現任何其他權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市規則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，即陳方剛先生(委員會主席)、陳焯女士及許海鷗*先生。

審核委員會之主要職責為審閱本集團之季度、中期及年度報告以及財務報表並審閱其中所載之重大財務申報判斷；監管並檢討本公司之財務申報系統、風險管理及內部監控制度；檢討本集團之財務及會計政策以及常規；就有關外部核數師之委任、續聘及免職以及確保繼任核數師之獨立性，以及就企業管治相關事宜向董事會提出推薦意見。

審核委員會已審閱本集團截至二零一六年六月三十日止六個月之未經審核綜合業績。

CORPORATE GOVERNANCE PRACTICES

The corporate governance principles of the Company emphasize a quality board, sound internal controls, transparency and accountability to all shareholders. The Company has applied the code provisions set out in the Corporate Governance Code and Corporate Governance Report (“CG Code”) contained in Appendix 15 to the GEM Listing Rules. Except for the deviations from code provision A.2.1, C.1.2 and E.1.2 which are explained below, the Company was in compliance with all code provisions set out in the CG Code during the six months ended 30 June 2016.

Distinctive Roles of Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. The roles of chairman of the Board and the chief executive officer were separate and performed by different individuals until 24 June 2016. As it took time for the Company to identify a suitable candidate to be appointed as the chief executive officer, the position of the chief executive officer remained vacant until the appointment of Mr. Chen Rongbin as the chief executive officer on 21 July 2016.

Monthly Updates

Code provision C.1.2 of the CG Code provides that management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer’s performance, position and prospects in sufficient detail to enable the board as a whole and each director to discharge their duties under Rule 5.01 and Chapter 17 of the GEM Listing Rules. During the six months ended 30 June 2016, the management of the Company did not provide regular monthly update to all members of the Board, but the management keeps providing information and update to the members of the Board irregularly.

Attendance of general meeting

Code provision E.1.2 of the CG Code requires that the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend the annual general meeting. Mr. Leung Wo Ping *JP*, the then chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, did not attend the annual general meeting of the Company held on 31 May 2016 due to his own official engagement.

企業管治常規

本公司之企業管治原則著重高質素的董事會、健全的內部監控、透明度以及對全體股東的問責性。本公司已採用載於創業板上市規則附錄十五之企業管治守則及企業管治報告（「企業管治守則」）所載之守則條文。除下文闡述有關偏離守則條文第A.2.1條、C.1.2條及E.1.2條外，截至二零一六年六月三十日止六個月，本公司已遵守企業管治守則所載的所有守則條文。

主席與行政總裁之分工

企業管治守則之守則條文A.2.1條規定，主席與行政總裁之角色應有區分，並不應由一人同時擔任。主席與行政總裁間之職責分工應明確界定並以書面形式列載。直至二零一六年六月二十四日，董事會主席及行政總裁之角色已有區分，且由不同人士擔任。由於本公司物色合適候選人以委任為行政總裁需時，所以行政總裁之職位一直空缺，直至於二零一六年七月二十一日委任陳榮斌先生為行政總裁為止。

每月更新資料

企業管治守則之守則條文第C.1.2條規定，管理層應每月向董事會所有成員提供更新資料，列載有關發行人表現、狀況及前景的公正易懂的詳細評估，讓董事會全體及各董事可履行創業板上市規則第5.01條及第17章項下之相關職務。截至二零一六年六月三十日止六個月，儘管本公司管理層並無定期向董事會所有成員提供每月更新資料，惟管理層持續不定期向董事會成員提供資料及更新資料。

出席股東大會

企業管治守則守則條文第E.1.2條規定董事會主席須出席股東週年大會。彼亦須邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會（視何者適合而定）之主席出席股東週年大會。當時的審核委員會、提名委員會及薪酬委員會主席梁和平 *太平紳士* 因其本身之公事而未出席本公司於二零一六年五月三十一日舉行的股東週年大會。

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 2016. 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 2016.

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 2016.

By Order of the Board
Heng Xin China Holdings Limited
Lim Tong Yong
Chairman

Hong Kong, 12 August 2016

As at the date of this report, the Board comprises Tan Sri Dato' Lim Tong Yong (Chairman), Mr. Chen Rongbin (Vice Chairman and Chief Executive Officer), Mr. Qiu Bin, Mr. Gao Yang, Mr. Hu Qixian and Mr. Chen Xi as executive Directors; Mr. Wang Kun as non-executive Director; Mr. Chan Fong Kong Francis, Ms. Chen Yan and Mr. Xu Haiou as independent non-executive Directors.

董事進行證券交易之操守準則

於截至二零一六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之操守準則。本公司經向全體董事作出具體查詢後，得悉截至二零一六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

截至二零一六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
主席
林東洋*

香港，二零一六年八月十二日

於本報告日期，董事會由執行董事丹斯里拿督林東洋*(主席)、陳榮斌先生(副主席及行政總裁)、仇斌先生、高揚先生、胡其賢先生、陳希先生；非執行董事王坤先生；及獨立非執行董事陳方剛先生、陳焯女士及許海鷗*先生組成。



Heng Xin China Holdings Limited
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