

2007

Interim Report

中期報告



Yu Ming Investments Limited

禹銘投資有限公司

CORPORATE INFORMATION 公司資料

CHAIRMAN

Fung Wing Cheung, Tony*

主席

馮永祥*

MANAGING DIRECTOR

Lee Wa Lun, Warren*

董事總經理

李華倫*

DIRECTORS

Fung Yiu Fai, Peter**

Lee Seng Hui†

Chan Kin†

Lee Yip Wah, Peter†

So Shu Fai, Ambrose†

Chow Yu Chun, Alexander†

Albert Ho†

董事

馮耀輝*†

李成輝†

陳健†

李業華†

蘇樹輝†

周宇俊†

何振林†

* members of the Executive Committee

† non-executive directors

‡ independent non-executive directors

* 執行委員會成員

† 非執行董事

‡ 獨立非執行董事

SECRETARY

Lee Yip Wah, Peter

秘書

李業華

AUDITORS

Grant Thornton

核數師

均富會計師行

SOLICITORS

Richards Butler

Woo, Kwan, Lee & Lo

P.C. Woo & Co.

律師

齊伯禮律師行

胡關李羅律師行

胡百全律師事務所

BANKERS

ABN AMRO Bank N.V.

Industrial and Commercial Bank of China (Asia) Limited

銀行

荷蘭銀行

中國工商銀行(亞洲)有限公司

REGISTERED OFFICE

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138 Gloucester Road

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註冊辦事處

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REGISTRARS AND TRANSFER OFFICE

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股份過戶登記處

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金鐘匯中心26樓

STOCK CODE

The Stock Exchange of Hong Kong Limited: 666

股份代號

香港聯合交易所有限公司：666

RESULTS 業績

The Board of Directors of Yu Ming Investments Limited (the “Company”) is pleased to present the Interim Report and unaudited condensed financial statements of the Company and its subsidiaries (the “Group”) for the six-months ended 30th June, 2007. The consolidated results, consolidated cash flow statement and consolidated statement of changes in equity for the Group for the six-months ended 30th June, 2007, and the consolidated balance sheet as at 30th June, 2007 of the Group, all of which are unaudited and condensed, along with selected explanatory notes, are set out on pages 3 to 33 of this report.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the unaudited condensed financial statements for the six months ended 30th June, 2007 with the directors. In addition, the Group’s external auditors have reviewed the unaudited condensed financial statements set out on pages 3 to 33 in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

禹銘投資有限公司(「本公司」)董事會欣然提呈本公司及其附屬公司(「本集團」)截至二零零七年六月三十日止六個月之中期報告及未經審核簡明財務報表。本集團截至二零零七年六月三十日止六個月之綜合業績、綜合現金流量表及綜合權益變動表，以及本集團於二零零七年六月三十日結算之綜合資產負債表，全部均為未經審核及以簡明賬目編製，連同選定之說明附註均載於本報告第3至33頁。

審核委員會已經與管理層審閱本集團所採納之會計原則及方法，並與董事討論有關內部監控及財務報告事宜，包括審閱截至二零零七年六月三十日止六個月之未經審核簡明財務報表。再者，本集團之外聘用核數師已按香港會計師公會頒佈之香港審閱聘任準則第2410號「獨立核數師執行的中期財務資料審閱」審閱載於第3至33頁之未經審核簡明財務報表。

CONDENSED CONSOLIDATED INCOME STATEMENT 簡明綜合損益表

For the six months ended 30th June, 2007 截至二零零七年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30th June, 截至六月三十日止六個月	
		2007 二零零七年 HK\$ 港元	2006 二零零六年 HK\$ 港元
		Notes 附註	
Continuing operations:	持續經營業務：		
Revenue	收入	5	28,944,288
			26,798,397
Other net income	其他收入淨額	6	36,053,791
			12,786,612
Administrative and other operating expenses	行政及其他經營費用		(9,134,690)
			(15,703,917)
Operating profit	經營溢利		55,863,389
			23,881,092
Finance costs	財務成本	8	(6,250,431)
Share of results of: associates a jointly controlled entity	分佔業績： 聯營公司 一間共同控權合資公司		-
			(1,688,011)
			1,564,019
			945,542
Profit before income tax	所得稅前溢利	9	51,176,977
			21,299,467
Income tax expense	所得稅開支	10	-
			-
Profit for the period from continuing operations	持續經營業務之本期間溢利		51,176,977
			21,299,467
Discontinued operations:	已終止經營業務：		
Profit for the period from discontinued operations	已終止經營業務之本期間溢利	11	15,516,448
			9,514,562
Profit for the period	本期間溢利		66,693,425
			30,814,029

CONDENSED CONSOLIDATED INCOME STATEMENT (CONTINUED) 簡明綜合損益表 (續)

For the six months ended 30th June, 2007 截至二零零七年六月三十日止六個月

			Unaudited 未經審核	
			Six months ended 30th June, 截至六月三十日止六個月	
			2007 二零零七年	2006 二零零六年
		Notes 附註	HK\$ 港元	HK\$ 港元
Attributable to:	歸屬：			
– Equity holders of the Company	– 本公司股權持有人		53,864,795	21,518,252
– Minority interests	– 少數股東權益		12,828,630	9,295,777
			<hr/>	<hr/>
Profit for the period	本期間溢利		66,693,425	30,814,029
			<hr/>	<hr/>
Earnings per share for profit attributable to the equity holders of the Company during the period	期內本公司股權持有人應佔溢利之每股盈利	12		
– Basic (HK cents)	– 基本 (港仙)			
From continuing and discontinued operations	持續經營及已終止經營業務		3.19	1.27
			<hr/>	<hr/>
From continuing operations	持續經營業務		2.62	0.93
			<hr/>	<hr/>
– Diluted	– 攤薄		N/A 不適用	N/A 不適用
			<hr/>	<hr/>
Dividends	股息	13	–	–
			<hr/>	<hr/>

CONDENSED CONSOLIDATED BALANCE SHEET 簡明綜合資產負債表

As at 30th June, 2007 二零零七年六月三十日結算

			Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日
		Notes 附註	HK\$ 港元	HK\$ 港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Investment properties	投資物業	14	-	1,340,000,000
Interests in associates	於聯營公司權益		-	-
Interests in a jointly-controlled entity	於共同控制合資公司權益		-	1,438,648
Available-for-sale financial assets	可供出售財務資產	15	70,282,351	464,219,216
Goodwill	商譽		-	-
			70,282,351	1,805,657,864
Current assets	流動資產			
Trade and other receivables and deposits paid	經營及其他應收款及已付按金	16	2,596,997	101,133,077
Available-for-sale financial assets	可供出售財務資產	15	78,000	663,000
Loans to minority interests	借予少數股東權益		-	25,600,000
Financial assets at fair value through profit or loss	按公平值列賬及在損益賬處理之財務資產		-	17,082,000
Pledged bank fixed deposits	作抵押銀行定期存款	17	-	10,537,895
Cash and cash equivalents	現金及現金等價物	17	231,889,241	142,878,833
			234,564,238	297,894,805
Assets classified as held for sale	資產列為持作出售	18	1,802,562,211	-
			2,037,126,449	297,894,805
Current liabilities	流動負債			
Other payables, accrued expenses and deposits received	其他應繳款、應計費用及已收按金	19	762,492	26,081,851
Borrowings	借款	20	-	38,322,174
Taxation payable	應繳稅項		-	22,996,019
			762,492	87,400,044
Liabilities associated with assets classified as held for sale	資產相關負債列為持作出售	18	1,108,032,363	-
			1,108,794,855	87,400,044
Net current assets	流動資產淨值		928,331,594	210,494,761
Total assets less current liabilities	資產總值減流動負債		998,613,945	2,016,152,625

CONDENSED CONSOLIDATED BALANCE SHEET (CONTINUED) 簡明綜合資產負債表 (續)

As at 30th June, 2007 二零零七年六月三十日結算

			Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
Non-current liabilities	非流動負債			
Borrowings	借貸	20	-	887,971,818
Loans from minority interests	少數股東權益貸款		-	120,172,611
Rental deposits received	已收租務訂金		-	14,791,198
Deferred tax liabilities	遞延稅項負債		-	68,500,354
			-	1,091,435,981
Net assets	資產淨值		998,613,945	924,716,644
EQUITY	股本權益			
Equity attributable to the equity holders of the Company	本公司股權持有人應佔股本權益			
Share capital	股本	21	169,117,199	169,117,199
Reserves	儲備		624,282,517	563,213,846
			793,399,716	732,331,045
Minority interests	少數股東權益		205,214,229	192,385,599
Total equity	股本權益總值		998,613,945	924,716,644

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30th June, 2007 截至二零零七年六月三十日止六個月

		Unaudited 未經審核							Minority interests 少數股東權益	Total 總額	
		Equity attributable to equity holders of the Company 本公司股東持有應佔股本權益									
		Share capital 股本 HK\$ 港元	Share premium 股份溢價 HK\$ 港元	Capital redemption reserve 資本贖回 儲備 HK\$ 港元	Capital contribution reserve 資本撥入 儲備 HK\$ 港元	Investment revaluation reserve 投資重估 儲備 HK\$ 港元	Proposed dividend 擬派 股息 HK\$ 港元	Retained earnings 保留盈利 HK\$ 港元	Total 總額 HK\$ 港元		
1st January, 2007	二零零七年一月一日結算	169,117,199	311,582,062	4,031,600	366,772	36,303,995	-	210,929,417	732,331,045	192,385,599	924,716,644
Fair value gain on available-for-sale financial assets	可供出售財務資產之公平值收益	-	-	-	-	35,755,354	-	-	35,755,354	-	35,755,354
Net income recognised directly in equity	於股本權益直接確認之收入淨額	-	-	-	-	35,755,354	-	-	35,755,354	-	35,755,354
Profit for the period	本期間溢利	-	-	-	-	-	53,864,795	53,864,795	12,828,630	12,828,630	66,693,425
Total recognised income and expense for the period	本期間已確認收入及開支總額	-	-	-	-	35,755,354	-	53,864,795	89,620,149	12,828,630	102,448,779
Realisation of revaluation surplus of available-for-sale financial assets on disposal	於出售時變現可供出售財務資產之重估虧損	-	-	-	-	(28,551,478)	-	-	(28,551,478)	-	(28,551,478)
At 30th June, 2007	二零零七年六月三十日結算	169,117,199	311,582,062	4,031,600	366,772	43,507,871	-	264,794,212	793,399,716	205,214,229	998,613,945

		Unaudited 未經審核							Minority interests 少數股東權益	Total 總額	
		Equity attributable to equity holders of the Company 本公司股東持有應佔股本權益									
		Share capital 股本 HK\$ 港元	Share premium 股份溢價 HK\$ 港元	Capital redemption reserve 資本贖回 儲備 HK\$ 港元	Capital contribution reserve 資本撥入 儲備 HK\$ 港元	Investment revaluation reserve 投資重估 儲備 HK\$ 港元	Proposed dividend 擬派 股息 HK\$ 港元	Retained earnings 保留盈利 HK\$ 港元	Total 總額 HK\$ 港元		
1st January, 2006	二零零六年一月一日結算	169,117,199	311,582,062	4,031,600	366,772	14,904,808	33,823,440	366,622,604	900,448,485	152,288,130	1,052,736,615
Fair value gain on available-for-sale financial assets	可供出售財務資產之公平值收益	-	-	-	-	10,323,698	-	-	10,323,698	-	10,323,698
Net income recognised directly in equity	於股本權益直接確認之收入淨額	-	-	-	-	10,323,698	-	-	10,323,698	-	10,323,698
Profit for the period	本期間溢利	-	-	-	-	-	-	21,518,252	21,518,252	9,295,777	30,814,029
Total recognised income and expense for the period	本期間已確認收入及開支總額	-	-	-	-	10,323,698	-	21,518,252	31,841,950	9,295,777	41,137,727
2005 Final dividend paid	二零零五年已派股息	-	-	-	-	-	(33,823,440)	-	(33,823,440)	-	(33,823,440)
Realisation of revaluation surplus of available-for-sale financial assets on disposal	於出售時變現可供出售財務資產之重估虧損	-	-	-	-	(3,089,222)	-	-	(3,089,222)	-	(3,089,222)
At 30th June, 2006	二零零六年六月三十日結算	169,117,199	311,582,062	4,031,600	366,772	22,139,284	-	388,140,856	895,377,773	161,583,907	1,056,961,680

CONDENSED CONSOLIDATED CASH FLOW STATEMENT 簡明綜合現金流量表

For the six months ended 30th June, 2007 截至二零零七年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30th June, 截至六月三十日止六個月	
		2007	2006
		二零零七年	二零零六年
		HK\$	HK\$
		港元	港元
Net cash generated from operating activities, including discontinued operations	經營業務產生之現金淨額，包括已終止經營業務	58,373,591	4,159,554
Net cash generated from/(used in) investing activities, including discontinued operations	投資業務產生／(耗用)之現金淨額，包括已終止經營業務	88,675,839	(196,189,784)
Net cash (used in)/generated from financing activities, including discontinued operations	融資活動(耗用)／產生之現金淨額，包括已終止經營業務	(56,793,992)	253,688,375
Increase in cash and cash equivalents	現金及現金等價物之增加	90,255,438	61,658,145
Cash and cash equivalents as at 1st January	於一月一日之現金及現金等價物	142,878,833	5,511,805
Cash and cash equivalents as at 30th June	於六月三十日之現金及現金等價物	233,134,271	67,169,950
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘之分析		
Cash and cash equivalents of continuing operations	持續業務之現金及現金等價物	231,889,241	67,169,950
Cash and cash equivalents included in assets held for sale – cash and bank balances	計入持作出售資產之現金及現金等價物—現金及銀行結餘	1,245,030	–
		233,134,271	67,169,950

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

1. General information and basis of preparation

Yu Ming Investments Limited (the “Company”) is a limited liability company incorporated and domiciled in Hong Kong. The address of the Company’s registered office is Room 1901B, 19th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong and, its principal place of business is in Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Principal activities of the Company and its subsidiaries (the “Group”) include the investments in listed and unlisted securities and properties.

The unaudited condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The unaudited condensed consolidated financial statements for the six-months ended 30th June, 2007 were approved by the board of directors on 31st August, 2007.

2. Accounting policies

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis except for certain investment properties and financial instruments, which are measured at fair values, as appropriate. Assets and liabilities of disposal groups classified as held for sales are stated at the lower of their carrying amounts and fair values less costs to sell.

The accounting policies adopted in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31st December, 2006 except as described below.

2.1 Non-current assets (disposal groups) held for sale and discontinued operations

Assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Assets (and disposal groups), other than financial assets, classified as held for sale are measured at the lower of the assets’ (disposed groups’) previous carrying amount and fair value less costs to sell.

1. 一般資料及編製基準

禹銘投資有限公司(「本公司」)乃於香港註冊成立之有限公司。本公司註冊辦事處之地址為香港灣仔佐士打道138號聯合鹿島大廈19樓1901B室，而其主要營業地點為香港。本公司股份於香港聯合交易所有限公司上市。

本公司及其附屬公司(「本集團」)之主要業務包括投資於上市及非上市證券及物業項目。

本未經審核簡明綜合財務報表乃按照香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16之適用披露規定及香港會計師公會(「會計師公會」)頒布之香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。

截至二零零七年六月三十日止六個月之未經審核簡明綜合財務報表已經由董事會於二零零七年八月三十一日批准。

2. 會計政策

未經審核簡明綜合財務報表乃按歷史成本法編製，惟按公平值(如適用)計算之若干投資物業及金融工具除外。列為持作出售之出售集團資產及負債乃按賬面值或公平值減銷售成本之較低者列賬。

簡明綜合財務報表採納之會計政策與編製本集團截至二零零六年十二月三十一日止年度之全年財務報表所用者一致，惟下述者除外。

2.1 持作出售非流動資產(出售集團)及已終止經營業務

資產及出售集團乃列作持作出售，如其賬面值可主要通過銷售交易，而非通過持續使用而收回。此條件於銷售成數極高及資產(或出售集團)可按其現況即時銷售。列作持作出售之資產(及出售集團)(不包括財務資產)乃按資產(出售集團)舊賬面值與公平值(扣除出售成本)之較低者計量。

2. Accounting policies (continued)

2.1 Non-current assets (disposal groups) held for sale and discontinued operations (continued)

A discontinued operation is a clearly distinguishable component of the Group's business that has been disposed of or is classified as held for sale, which represents a separate major line of business of the Group. Comparative figures of condensed consolidated income statement have been reclassified to conform with the current period's presentation.

2.2 New and amended HKFRSs

From 1st January, 2007, the Group has adopted all the new and amended Hong Kong Financial Reporting Standards ("HKFRSs") which are first effective on 1st January, 2007 and relevant to the Group.

The adoption of these new and amended HKFRSs did not result in significant changes in the Group's accounting policies.

The Group has not early adopted the following HKFRSs that have been issued but are not yet effective. The directors of the Company anticipate that the adoption of such HKFRSs will not result in material financial impact on the Group's financial statements.

HKAS 23 (Revised)	Borrowing Costs ¹
HKFRS 8	Operating Segments ¹
HK(IFRIC)-INT 11	HKFRS 2 – Group and Treasury Share Transactions ²
HK(IFRIC)-INT 12	Service Concession Arrangements ³

¹ Effective for annual periods beginning on or after 1st January, 2009.

² Effective for annual periods beginning on or after 1st March, 2007.

³ Effective for annual periods beginning on or after 1st January, 2008.

2. 會計政策 (續)

2.1 持作出售非流動資產(出售集團)及已終止經營業務(續)

已終止經營業務乃本集團業務中清晰可辨已出售或列作持作出售之成分，代表本集團業務中的獨立主要業務。簡明綜合損益表之比較數字已作重新分類，以符合本期間之呈列方式。

2.2 新頒及經修訂香港財務報告準則

於二零零七年一月一日起，本集團已採用所有於二零零七年一月一日首次生效及與本集團有關之新訂及經修訂香港財務報告準則。

採納該等新訂及經修訂香港財務報告準則並無導致本公司及本集團之會計政策出現重大變動，惟須作出額外披露。

本集團並無提早採用以下已頒佈但尚未生效之香港財務報告準則。本公司董事預期，採用該等香港財務報告準則對本集團之財務報表並無構成重大財務影響。

香港會計準則 第23號(修訂本)	借貸成本 ¹
香港財務報告準則 第8號	業務分部 ¹
香港(國際財務 報告詮釋委員會) — 詮釋第11號	香港財務報告 準則第2號集團 及財資股份交 易 ²
香港(國際財務 報告詮釋委員會) — 詮釋第12號	服務委託安排 ³

¹ 於二零零九年一月一日或之後開始之年度期間生效。

² 於二零零七年三月一日或之後開始之年度期間生效。

³ 於二零零八年一月一日或之後開始之年度期間生效。

3. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which result from both its operating and investing activities. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1 Market price risk

The Group is exposed to equity securities and debt securities which are classified in the consolidated balance sheet either as available-for-sale financial assets or financial assets at fair value through profit or loss. They are susceptible to market price risk arising from uncertainties about the future prices of the instruments.

3.2 Credit risk

The Group takes an exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment provisions are provided for losses that have been incurred by the balance sheet date, if any. The Group is responsible for monitoring the amount of credit exposure to any financial institution.

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 30th June, 2007 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated balance sheet. In order to minimise the credit risk, the management of the Group review the recoverable amount of each individual debt at each balance sheet date to ensure that adequate impairment loss are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

3. 風險管理目的及政策

本集團面對多項來自其經營及投資業務之不同形式之財務風險。本集團之整體風險管理計劃針對金融市場無法預測之特性，以及尋求盡量減少對本集團財務表現可能造成之不利影響。

3.1 市場風險

本集團面對來自股本證券及債務證券之風險，乃於綜合資產負債表內分類為可供出售財務資產或按公平值列賬及在損益賬中處理之財務資產。該等證券較易受到市場價格風險所影響，而該等風險則由於與該等工具之未來價格存在着不確定因素而產生。

3.2 信貸風險

本集團面對信貸風險，即交易對手未能於款項到期時支付之風險。於結算日產生之虧損（如有）乃作出耗蝕撥備。本集團負責監察任何財務機構面對之信貸風險款額。

本集團因對手方未能履行其於二零零七年六月三十日之責任而承擔有關各級別已確認財務資產之最高信貸風險為綜合資產負債表所述該等資產之賬面值。為盡量減低信貸風險，本集團管理層於各結算日審閱個別債務之可收回金額，以確保就無法收回金額作出足夠之耗蝕虧損。就此而言，董事會認為本集團之信貸風險已顯著減少。

本集團並無顯著集中之信貸風險，而有關風險已分散至多名對手方及客戶。

3. RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

3.3 Liquidity risk

The Group invests in both listed and unlisted securities. Those listed securities are considered readily realisable as they are listed in regulated stock exchanges. Those unlisted securities may not be traded in an organised public market and may be illiquid. As a result, the Group may not be able to liquidate quickly its investments in these instruments at an amount close to their fair value in order to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities and the ability to close out market positions.

3.4 Cash flow and fair value interest rate risk

The Group is exposed to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows since the Group has significant interest-bearing assets and long-term borrowings issued at variable rates.

The cash flow interest rate risks are managed by means of derivative financial instruments. The Group entered into interest rate swaps to hedge against its exposures to changes in fair values for some of the borrowings. Interest rate swaps, denominated in Hong Kong dollars, have been entered into to achieve an approximate mix of fixed and floating rate exposure. The swaps mature over the next 2 to 4 years matching the maturity of the related loans and have fixed swap rates ranging from 4.3% to 4.4% (2006: 4.3% to 4.4%). As at 30th June, 2007, the Group had interest rate swaps with a notional contract amount of HK\$100 million (2006: HK\$100 million).

3.5 Currency risk

The Group holds available-for-sale financial assets denominated in currencies other than HK dollars. The Group is therefore exposed to currency risk, as the value of the securities and foreign currencies will fluctuate due to the changes in exchange rates.

3.6 Fair values

The fair values of the Group's financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short term maturity of these financial instruments. The fair value of non-current liabilities was not disclosed because the carrying value is not materially different from the fair value.

3. 風險管理目的及政策(續)

3.3 流動資金風險

本集團投資於上市及非上市兩類證券。由於該等上市證券在受規管之證券交易所上市，故被視為易於變現。該等非上市證券可能並非於架構完善之公開市場買賣，故流通量可能不足。因此，本集團可能無法以接近此等工具公平值之款額迅速變賣於此等工具之投資，以應付本集團之流動資金需要或回應特定事件(例如何種特定發行人之信貸水平惡化)。審慎之流動資金風險管理即維持充裕之現金及可銷售之證券、透過足夠之信貸融資以提供資金及結算市場倉盤之頭力。

3.4 現金流量及公平值利率風險

由於本集團擁有大量付息資產及按浮息發行之長期借貸，因此本集團於其財務狀況及現金流量方面承受與目前市場利率水平波動影響有關之風險。

現金流量利率風險乃透過衍生財務工具管理。本集團訂立利率掉期以對沖其於部份借貸公平值變動之風險。以港元計值之利率掉期已訂立以達致一個定息與浮息利率風險之概約組合。掉期於未來二至四年到期，配合相關貸款之到期日及擁有定期掉期利率介乎4.3%至4.4%(二零零六年：4.3%至4.4%)。於二零零七年六月三十日，本集團擁有名義合約款額100,000,000港元(二零零六年：100,000,000港元)之利率掉期。

3.5 貨幣風險

本集團持有港元以外貨幣列值之可供出售財務資產。由於以其他貨幣列值之證券及外幣之價值將因匯率變動而出現波動，本集團因此面對貨幣風險。

3.6 公平值

本集團財務資產及負債之公平值與其賬面值並無重大差異，皆因此等財務工具均為即時到期或短期內到期。非流動負債之公平值並無披露，原因為賬面值與公平值並無重大差異。

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Estimated fair value of investment properties

The best evidence of fair value of the Group's investment properties is current prices in an active market for similar lease and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making its judgment, the Group considers information from a variety of sources including:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (iii) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

4. 關鍵會計估計及判斷

估計及判斷會不斷進行評估，並根據過往經驗及其他因素(包括於具體情況下相信將屬於合理之未來事件預期)達致。

4.1 關鍵會計估計及假設

本集團就日後作出估計及假設。因此而作出之會計估計按定義大多有別於相關實際結果。下文詳述有重大風險或會導致下一個財政年度內資產及負債賬面值作出重大調整之有關估計及假設：

投資物業之估計公平值

本集團投資物業公平值之最佳憑證為類似租賃之活躍市場及其他合約之現行價格。在缺乏該項資料之情況下，本集團將有關款額釐定為一個合理公平值估計之範圍內。本集團於作出其判斷時，所考慮來自多個來源之資料，包括：

- (i) 重就不同性質、狀況或地點(或附帶不同租賃或其他合約)物業之活躍市場現行價格，予以調整以反映該等差異；
- (ii) 於稍欠活躍市場之類似物業近期價格，進行調整以反映自從按該等價格訂立交易之日期以來經濟狀況之任何變化；及
- (iii) 根據未來現金流量之可靠估計(從任何現有租賃及其他合約條款推算)及(倘有可能)從外界憑證(例如於相同地點及狀況之類似物業現行市場租金)而計算之貼現現金流量預測，及採用之利率可反映對現金流量款額及時間不確定情況之現行市場評估。

4. Critical accounting estimates and judgements (continued)

4.2 Critical judgements in applying the entity's accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statement:

- (a) *Impairment of available-for-sale financial assets*
For available-for-sale financial assets, a significant or prolonged decline in fair value below cost is considered to be objective evidence of impairment. Judgement is required when determining whether a decline in fair value has been significant and/or prolonged. In making this judgement, the historical data on market volatility as well as the price of the specific investment are taken into account. The Group also takes into account other factors, such as industry and sector performance and financial information regarding the issuer/investee.
- (b) *Operating lease commitments – Group as lessor*
The Group has entered into commercial property leases on its investment property portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

4. 關鍵會計估計及判斷(續)

4.2 應用實體會計政策之關鍵判斷

於應用本集團會計政策之過程中，管理層已作出下列判斷(涉及估計之該等判斷除外)而對在財務報表確認之款額造成最重大影響：

- (a) *可供出售財務資產之耗蝕*
就可供出售財務資產而言，公平值顯著或持續低於成本被視為耗蝕之客觀憑證。於釐定公平值下跌是否顯著及／或持續須運用判斷。於作出此判斷時，市場波動情況之過往數據及特定投資之價格均屬考慮之列。本集團亦考慮其他因素，例如行業及環節表現及有關發行人／接受投資公司之財務資料。
- (b) *經營租賃承擔 – 本集團作為出租人*
本集團已於其投資物業組合內訂立商用物業租賃。本集團已確定其保留按經營租賃出租之此等物業擁有權之所有重大風險及回報。

5. Revenue

The principal activities of the Group include the investments in listed and unlisted securities and properties.

5. 收入

本集團之主要業務包括投資於上市及非上市證券及物業項目。

Unaudited
未經審核

Six months ended 30th June,
截至六月三十日止六個月

	Continuing operations		Discontinued operations		Consolidated		
	持續經營業務	已終止經營業務	2007	2006	2007	2006	
	二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年	
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	
	港元	港元	港元	港元	港元	港元	
Interest income from available-for-sale financial assets	可供出售財務資產之利息收入	276,052	2,889,241	-	-	276,052	2,889,241
Interest income from financial assets at fair value through profit or loss	按公平值列賬及在損益賬處理之財務資產之利息收入	29,250	58,500	-	-	29,250	58,500
Interest income from bank deposits	銀行存款利息收入	4,870,740	1,263,319	-	-	4,870,740	1,263,319
Dividend income	股息收入						
- listed investments	一上市投資	71,969	-	-	-	71,969	-
- unlisted investments	一非上市投資	22,752,619	22,587,337	-	-	22,752,619	22,587,337
Interest income on accrued dividend income	應收股息之利息收入	943,658	-	-	-	943,658	-
Rental Income	租金收入	-	-	38,005,415	27,180,153	38,005,415	27,180,153
		28,944,288	26,798,397	38,005,415	27,180,153	66,949,703	53,978,550

6. Other net income

6. 其他收入淨額

Unaudited

未經審核

Six months ended 30th June,
截至六月三十日止六個月

	Continuing operations		Discontinued operations		Consolidated		
	持續經營業務		已終止經營業務		綜合		
	2007	2006	2007	2006	2007	2006	
	二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年	
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	
	港元	港元	港元	港元	港元	港元	
Gain on disposal/ redemption of other available-for-sale financial assets	出售/ 贖回可供 出售財務 資產之收益	28,801,560	6,687,266	-	-	28,801,560	6,687,266
Fair value gain on financial assets at fair value through profit or loss	按公平值列賬 及損益賬處理 之財務資產 之公平值收益	1,755,001	5,703,750	-	-	1,755,001	5,703,750
Written back of provision for impairment of available-for-sale financial assets	撥回 可供出售 財務資產	5,000,000	-	-	-	5,000,000	-
Sundry income	雜項收入	497,230	395,596	4,629,061	2,864,958	5,126,291	3,260,554
		36,053,791	12,786,612	4,629,061	2,864,958	40,682,852	15,651,570

7. Segment information

7. 分類資料

		Unaudited 未經審核					
		Six months ended 30th June, 截至六月三十日止六個月					
		Continuing operations Other investment 持續經營業務 其他投資		Discontinued operations Property investment 已終止經營業務 物業投資		Consolidated 綜合	
		2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年	2007 二零零七年	2006 二零零六年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Revenue	收入	28,944,288	26,798,397	38,005,415	27,180,153	66,949,703	53,978,550
Segment result	分類業績	55,863,389	23,881,092	34,293,311	26,305,268	90,156,700	50,186,360
Finance costs	財務成本	(6,250,431)	(1,839,156)	(17,111,208)	(15,486,895)	(23,361,639)	(17,326,051)
Share of results of	分佔業績						
- associates	- 聯營公司	-	(1,688,011)	-	-	-	(1,688,011)
- a jointly controlled entity	- 一間共同控制 合資公司	1,564,019	945,542	-	-	1,564,019	945,542
Profit before income tax	所得稅前溢利	51,176,977	21,299,467	17,182,103	10,818,373	68,359,080	32,117,840
Income tax expenses	所得稅開支	-	-	(1,665,655)	(1,303,811)	(1,665,655)	(1,303,811)
Profit for the period	本期間溢利	51,176,977	21,299,467	15,516,448	9,514,562	66,693,425	30,814,029
		Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日	Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日	Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日
		Continuing operations Other investment 持續經營業務 其他投資		Discontinued operations Property investment 已終止經營業務 物業投資		Consolidated 綜合	
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Assets and liabilities	資產及負債						
Segment assets	分類資產	761,475,323	757,106,752	1,343,507,213	1,345,007,269	2,104,982,536	2,102,114,021
Interests in associates	於聯營公司之權益	-	-	-	-	-	-
Interests in a jointly controlled entity	於一間共同控制 合資公司之權益	2,426,264	1,438,648	-	-	2,426,264	1,438,648
Total assets	資產總值	763,901,587	758,545,400	1,343,507,213	1,345,007,269	2,107,408,800	2,103,552,669
Segment liabilities	分類負債	257,637,300	310,667,727	851,157,555	868,168,298	1,108,794,855	1,178,836,025
Other information	其他資料						
Capital expenditure	資本開支	-	-	86,000	301,631,896	86,000	301,631,896

8. Finance costs

Interest on bank borrowings wholly repayable within five years 須於五年內悉數償還之銀行借貸利息
Interest on other borrowings 其他借貸利息

Continuing operations		Discontinued operations		Consolidated	
持續經營業務		已終止經營業務		綜合	
2007	2006	2007	2006	2007	2006
二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年
HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
港元	港元	港元	港元	港元	港元
6,250,431	1,638,802	17,111,208	15,486,895	23,361,639	17,125,697
-	200,354	-	-	-	200,354
6,250,431	1,839,156	17,111,208	15,486,895	23,361,639	17,326,051

8. 財務成本

Unaudited
未經審核
Six months ended 30th June,
截至六月三十日止六個月

9. Profit before income tax

Profit before income tax is arrived at after charging: 經扣除下列各項後之所得稅前溢利：
Staff cost (including directors' emoluments) 員工成本（包括董事酬金）

Continuing operations		Discontinued operations		Consolidated	
持續經營業務		已終止經營業務		綜合	
2007	2006	2007	2006	2007	2006
二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年
HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
港元	港元	港元	港元	港元	港元
813,137	494,000	322,468	-	1,135,605	494,000

9. 所得稅前溢利

Unaudited
未經審核
Six months ended 30th June,
截至六月三十日止六個月

10. Income tax expense

Hong Kong profits tax has been provided at the rate of 17.5% (2006: 17.5%) on the estimated assessable profits for the period.

The amount of income tax expense charged to the unaudited condensed consolidated income statement represents:

10. 所得稅開支

香港利得稅乃按本期間之估計應課稅溢利以稅率17.5% (二零零六年：17.5%) 提撥準備。

於未經審核的簡明綜合損益表扣除之所得稅開支款額乃指：

Unaudited
 未經審核

Six months ended 30th June,
 截至六月三十日止六個月

		Continuing operations		Discontinued operations		Consolidated	
		持續經營業務		已終止經營業務		綜合	
		2007	2006	2007	2006	2007	2006
		二零零七年	二零零六年	二零零七年	二零零六年	二零零七年	二零零六年
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元
Current tax	當期稅項						
Tax for the period	期間稅項	-	-	968,283	381,413	968,283	381,413
Deferred tax	遞延稅項						
Current period	本期間	-	-	697,372	922,398	697,372	922,398
		-	-	1,665,655	1,303,811	1,665,655	1,303,811

11. Discontinued operations

On 21st June, 2007, the board of directors of the Company resolved to dispose of a subsidiary, Honnex Development Limited ("Honnex"), which the Group held 61.22% equity interests. It initially acquired the shares of Honnex in July 1997. Upon completion of the transaction, which is expected will be in December 2007, the Group will receive cash proceeds of HK\$372 million.

The Group is from time to time seeking a good return on its investments. The Group is in the course of formulating a new investment strategy and this disposal is part of this new investment strategy.

11. 已終止經營業務

於二零零七年六月二十一日，本公司董事會議決出售本集團持有61.22%股本權益之附屬公司康恩發展有限公司(「康恩」)。其於一九九七年七月初次收購康恩之股份。期望在二零零七年十二月交易完成後，本公司將收取所得現金372,000,000港元。

本公司不時尋求良好投資回報。本集團正制訂新投資策略，計劃開始投資重組之主板上市公司，出售事項乃新投資策略其中之一環。

11. Discontinued operations (continued)

An analysis of the results and cash flows of the discontinued operations included in the condensed consolidated income statement and the condensed consolidated cash flows statement is as follows:

		Unaudited 未經審核	
		Six months ended 30th June, 截至六月三十日止六個月	
		2007 二零零七年 HK\$ 港元	2006 二零零六年 HK\$ 港元
Revenue	收入	38,005,415	27,180,153
Other net income	其他收益淨額	4,629,061	2,864,958
Valuation (deficit)/ surplus on investment properties	投資物業估值(虧絀)/ 盈餘	(86,000)	3,254,111
Expenses	開支	<u>(25,366,373)</u>	<u>(22,480,849)</u>
Profit before income tax	所得稅前溢利	17,182,103	10,818,373
Income tax expense	所得稅開支	<u>(1,665,655)</u>	<u>(1,303,811)</u>
Profit for the period from discontinued operations	已終止經營業務之期內溢利	<u>15,516,448</u>	<u>9,514,562</u>
Operating cash flows	經營現金流量	10,098,436	8,246,639
Investing cash flows	投資現金流量	(86,001)	(270,153,334)
Financing cash flows	融資現金流量	<u>(11,750,000)</u>	<u>260,058,337</u>
Total cash flows	總現金流量	<u>(1,737,565)</u>	<u>(1,848,358)</u>

12. Earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity holders of the Company of HK\$53,864,795 (2006: HK\$21,518,252) and on 1,691,171,989 (2006: 1,691,171,989) ordinary shares in issue during the period.

11. 已終止經營業務(續)

列入簡明綜合損益表及簡明綜合現金流量表內已終止業務之業績及綜合現金流量分析如下：

12. 每股盈利

每股基本盈利乃根據本公司權益持有人應佔溢利 53,864,795 港元 (二零零六年：21,518,252 港元) 及本期間已發行普通股 1,691,171,989 股 (二零零六年：1,691,171,989 股) 計算。

12. Earnings per share (continued)
For continuing operations

The calculation of the basic earnings per share from continuing operations attributable to the equity holders of the Company is based on the following data:

		2007 二零零七年 HK\$ 港元	2006 二零零六年 HK\$ 港元
Profit for the period attributable to the equity holders of the Company for the purpose of basic earnings per share	期內本公司權益持有人應佔每股基本盈利之溢利	53,864,795	21,518,252
Profit for the period from discontinued operations	已終止經營業務之期間溢利	15,516,448	9,514,562
Less: Profit for the period attributable to minority interests from discontinued operations	減：已終止業務少數股東權益應佔之期間溢利	(6,016,582)	(3,689,320)
		9,499,866	5,825,242
Profit for the period attributable to the equity holders of the Company for the purpose of basic earnings per share from continuing operations	本公司權益持有人應佔來自持續經營業務之期間每股基本盈利之溢利	44,364,929	15,693,010

Basic earnings per share attributable to the equity holders of the Company for the continuing operations is HK2.62 cents per share (2006: HK0.93 cents per share), based on the profits for the period attributable to the equity holders of the Company from continuing operations of approximately HK\$44.4 million (2006: approximately HK\$15.7 million) on 1,691,171,989 (2006: 1,691,171,989) ordinary shares in issue during the period.

For discontinued operations

Basic earnings per share attributable to the equity holders of the Company for the discontinued operations is HK0.57 cents per share (2006: HK0.34 cents per share), based on the profits for the period attributable to the equity holders of the Company from discontinued operations of approximately HK\$9.5 million (2006: approximately HK\$5.8 million) and on 1,691,171,989 (2006: 1,691,171,989) ordinary shares in issue during the period.

No diluted earnings per share is presented as the Group had no dilutive potential ordinary shares during the period.

12. 每股盈利(續)
持續經營業務

本公司權益持有人應佔持續經營業務之每股基本盈利乃根據以下資料計算：

		2007 二零零七年 HK\$ 港元	2006 二零零六年 HK\$ 港元
期內本公司權益持有人應佔每股基本盈利之溢利		53,864,795	21,518,252
已終止經營業務之期間溢利		15,516,448	9,514,562
減：已終止業務少數股東權益應佔之期間溢利		(6,016,582)	(3,689,320)
		9,499,866	5,825,242
本公司權益持有人應佔來自持續經營業務之期間每股基本盈利之溢利		44,364,929	15,693,010

本公司權益持有人應佔由持續經營業務產生之每股基本盈利每股2.62港仙(二零零六年：每股0.93港仙)，乃根據期間本公司權益持有人應佔由持續經營業務產生之溢利約44,000,000港元(二零零六年：約15,700,000港元)及本期間已發行普通股1,691,171,989股(二零零六年：1,691,171,989股)計算。

已終止經營業務

本公司權益持有人應佔由已終止業務產生之每股基本盈利每股0.57港仙(二零零六年：每股0.34港仙)，乃根據期間本公司權益持有人應佔由已終止業務產生之溢利約9,500,000港元(二零零六年：約5,800,000港元)及本期間已發行普通股1,691,171,989股(二零零六年：1,691,171,989股)計算。

由於本集團期內並無具攤薄性潛在普通股，故期內無呈列每股攤薄盈利。

13. Dividends

At a meeting held on 31st August, 2007, the board of directors resolved not to declare an interim dividend for the period (2006: Nil).

13. 股息

於二零零七年八月三十一日舉行之會議，董事會議決不派發本期間之中期股息(二零零六年：無)。

14. Investment properties

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model.

Changes to the carrying amounts presented in the condensed consolidated balance sheet can be summarised as follows:

Fair value	公平值
Carrying amount at 1st January	於一月一日之賬面值
Additions	添置
Net (loss)/gain from fair value adjustments	投資物業之公平值 (虧損)/收益淨額
Reclassified as assets held for sale (note 18)	重新分類為資產列為 持作出售(附註18)
Carrying amount	賬面值

As at 30th June, 2007, all investment properties were classified as assets held for sale.

The investment properties at fair values of HK\$1,340,000,000 were valued at 30th June 2007 and 31st December 2006 by Asset Appraisal Limited, an independent firm of professional valuers, based on current prices in an active market.

As at 31st December, 2006, bank borrowings of HK\$713,909,140 are secured by the above investment properties (note 20).

14. 投資物業

根據經營租賃持有以賺取租金或旨在達到資本增值之本集團所有物業權益乃採用公平值模式計量，並分類及入賬列作投資物業。

於簡明綜合資產負債表呈列之賬面值變動概述如下：

Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
1,340,000,000	1,020,113,993
86,000	318,206,382
(86,000)	1,679,625
(1,340,000,000)	-
-	1,340,000,000

於二零零七年六月三十日，所有投資物業均被列為持作出售資產。

公平值為1,340,000,000港元之投資物業於二零零七年六月三十日及二零零六年十二月三十一日由獨立專業估值師資產評估顧問有限公司根據市場價值基準估值。

二零零六年十二月三十一日銀行借款713,909,140港元乃以上述投資物業作為抵押(附註20)。

15. Available-for-sale financial assets

Available-for-sale financial assets include the following:

15. 可供出售財務資產

可供出售財務資產包括下列各項：

		Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
Non-current	非流動		
Listed equity securities	上市股本證券		
– listed in Hong Kong	– 於香港上市	68,409,353	28,573,377
– listed outside Hong Kong	– 於海外上市	<u>1,608,296</u>	<u>77,113,949</u>
		70,017,649	105,687,326
Unlisted equity and debt securities	非上市股本及債券證券	<u>264,702</u>	<u>358,531,890</u>
		70,282,351	464,219,216
Current	流動		
Unlisted debt securities	非上市債券證券	<u>78,000</u>	<u>663,000</u>
		70,360,351	464,882,216
Market value of listed equity securities	上市股本證券之市值	<u>70,017,649</u>	<u>105,687,326</u>

16. Trade and other receivables and deposits paid

16. 經營及其他應收款及已付按金

		Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
Trade receivables	經營應收款	–	1,481,108
Other receivables	其他應收款	2,596,997	99,073,016
Deposits paid	已付按金	–	578,953
		<u>2,596,997</u>	<u>101,133,077</u>

16. Trade and other receivables and deposits paid (continued)

The Group maintains defined credit policies. The following is an ageing analysis of trade receivables at the balance sheet date:

0 – 30 days	0 – 30日
31 – 60 days	31 – 60日
61 – 90 days	61 – 90日
Over 90 days	90日以上

As at 30th June, 2007, all trade receivables were classified as assets held for sale.

17. Cash and cash equivalents and pledged bank fixed deposits

Cash and bank balances	現金及銀行結餘
Time deposits	定期存款
Less: Pledged bank fixed deposits	減：作抵押銀行定期存款
Cash and cash equivalents	現金及現金等價物

Cash at banks earns interest at floating rates based on daily bank deposits rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposits rates of 3.95% to 5.195% (2006: 3.7% to 5.225%) per annum. The carrying amounts of the cash and cash equivalents and the pledged deposits approximate to their fair values.

As at 30th June, 2007, the bank fixed deposit of HK\$20,744,291 (2006: HK\$10,537,895) was pledged to financial institution to secure borrowing granted to the Group, which was classified as "Assets classified as held for sale" (note 18).

16. 經營及其他應收款及已付按金(續)

本集團維持既定之信貸政策。以下為於結算日之經營應收款賬齡分析：

Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
-	1,401,982
-	58,881
-	15,184
-	5,061
-	1,481,108

於二零零七年六月三十日，所有經營應收款均被列為持作出售資產。

17. 現金及現金等價物及作抵押銀行定期存款

Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
287,373	3,193,738
231,601,868	150,222,990
231,889,241	153,416,728
-	(10,537,895)
231,889,241	142,878,833

銀行存款乃根據每日銀行存款利率按浮動利率賺取利息。短期定期存款之期間由一日至三個月不等，視乎本集團之即時現金需要而定，並按各自之短期定期存款年利率3.95%至5.195% (二零零六年：3.7%至5.225%) 賺取利息。現金及現金等價物及已抵押定期存款之賬面值大概相等於其公平值。

於二零零七年六月三十日，銀行定期存款20,744,291港元 (二零零六年：10,537,895港元) (已列為「資產列為持作出售」(附註18)) 抵押予財務機構，作為本集團獲得借貸融資之抵押。

18. Assets classified as held for sale

On 21st June, 2007, the board of directors of the Company resolved to dispose of subsidiaries – Honnex and IEC Investments Limited (“AWE”), and AsiaWorld-Expo Management Limited (“AWE Operator”) a jointly-controlled entity, which the Group held 61.22%, 60% and 40% equity interests, respectively. Honnex is principally engaged in investment holding, property investment and letting. AWE is principally engaged in investment holding. AWE Operator is principally engaged in management and operation of exhibition facilities.

The major classes of assets and liabilities of Honnex, AWE and AWE Operator at 30th June, 2007 which are classified as assets held for sale are as follows:

18. 資產列為持作出售

於二零零七年六月二十一日，本公司董事會議決出售附屬公司－康恩及IEC Investments Limited(「AWE」)，以及一間共同控權合資公司亞洲國際博覽館管理有限公司(「亞洲國際博覽館」)，本集團分別持有上述公司61.22%、60%及40%股本權益。康恩主要從事投資控股、物業投資及租賃。AWE主要從事投資控股，而亞洲國際博覽館則主要從事管理及營運展覽設施。

於二零零七年六月三十日，列為持作出售資產之康恩，AWE及亞洲國際博覽館之主要資產及負債類別如下：

	Fair value and carrying amount upon being classified as held for sale	
	列為持作出售時之公平值及賬面值	
	HK\$	
	港元	
Assets		資產
Investment properties (note 14)	1,340,000,000	投資物業(附註14)
Interests in a jointly controlled entity	2,426,264	於一間共同控權合資公司權益
Available-for-sale financial assets	352,941,176	可供出售財務資產
Loans to minority interests	25,600,000	借款予少數股東權益
Trade receivables (note a)	1,719,377	經營應收款(附註a)
Other receivables and deposits paid	57,886,073	其他應收款及已付按金
Pledged bank fixed deposits (note 17)	20,744,291	已抵押銀行定期存款(附註17)
Cash and cash equivalents	1,245,030	現金及現金等價物
	<hr/>	
Assets classified as held for sale	1,802,562,211	資產列為持作出售
	<hr/>	
Liabilities		負債
Other payables, accrued expenses and deposits received	5,722,010	其他應付款、應計費用及已收按金
Taxation payable	22,699,531	應繳稅項
Bank borrowings	869,460,001	銀行借貸
Loans from minority shareholders	120,212,611	少數股東權益貸款
Rental deposits received	20,740,484	已收租務訂金
Deferred tax liabilities	69,197,726	遞延稅項負債
	<hr/>	
Liabilities associated with assets classified as held for sale	1,108,032,363	資產相關負債列為持作出售
	<hr/>	
Net assets of operation classified as held for sale	694,529,848	營運資產淨值列為持作出售
	<hr/>	

18. Assets classified as held for sale (continued)

(a) Trade receivables

The Group maintains defined credit policies. The following is an ageing analysis of trade receivables at the balance sheet date:

0 – 30 days	0 – 30日
31 – 60 days	31 – 60日
61 – 90 days	61 – 90日
Over 90 days	90日以上

19. Other payables, accrued expenses and deposits received

Other payables and accrued expenses	其他應繳款及應計費用
Rental deposits received	已收取租務按金

18. 資產列為持作出售(續)

(a) 經營應收款

本集團維持既定信貸政策。於結算日，經營應收款賬齡如下：

	HK\$ 港元
	746,276
	36,008
	160,737
	776,356
	<hr/>
	1,719,377
	<hr/>

19. 其他應繳款、應計費用及已收按金

Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
762,492	20,469,316
–	5,612,535
<hr/>	<hr/>
762,492	26,081,851
<hr/>	<hr/>

20. Borrowings

20. 借款

		Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
Secured	有抵押		
Bank borrowings	銀行借款	-	917,880,958
Other borrowings	其他借款	-	8,413,034
		<hr/>	<hr/>
		-	926,293,992
Carrying amount repayable:	應償還賬面值：		
Within one year	一年內	-	38,322,174
More than one year, but not exceeding two years	一年以上但不超過兩年	-	24,500,000
More than two years, but not more than five years	兩年以上但不超過五年	-	769,500,000
More than five years	五年以上	-	93,971,818
		<hr/>	<hr/>
		-	926,293,992
Less: Amounts due within one year shown under current liabilities	減：一年內到期列作流動負債之款項	-	(38,322,174)
		<hr/>	<hr/>
Amount due more than one year shown under non-current liabilities	一年以上到期列作非流動負債之款項	-	887,971,818
		<hr/>	<hr/>

As at 30th June, 2007 all borrowings were classified as liabilities associated with assets held for sale.

於二零零七年六月三十日，所有借款均被列為附於持作出售資產內的負債。

21. Share capital

Authorised:
2,100,000,000
(At 31st December, 2006:
2,100,000,000)
ordinary shares of HK\$0.1 each

Issued and fully paid:
1,691,171,989
(At 31st December, 2006:
1,691,171,989) ordinary shares
of HK\$0.1 each

法定：
2,100,000,000股
(於二零零六年十二月三十一日：
2,100,000,000股)
每股面值0.1港元之普通股

已發行及繳足：
1,691,171,989股
(於二零零六年十二月三十一日：
1,691,171,989股) 每股面值
0.1港元之普通股

Unaudited 未經審核 30th June, 2007 二零零七年 六月三十日 HK\$ 港元	Audited 經審核 31st December, 2006 二零零六年 十二月三十一日 HK\$ 港元
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210,000,000	210,000,000
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169,117,199	169,117,199
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22. Related party transactions

(a) Significant related party transactions entered by the Group for the six months ended 30th June, 2007, which constitute connected transactions under the Listing Rules were:

Management fee expenses to Yu Ming Investment Management Limited ("YMIM")	向禹銘投資管理有限公司 (「禹銘投資管理」) 支付之管理費開支
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22. 與有關連人士之交易

(a) 本集團於截至二零零七年六月三十日止六個月進行之重大與有關連人士交易(即據上市規則)而構成關連交易如下：

Unaudited 未經審核 Six months ended 30th June, 截至六月三十日止六個月 2007 二零零七年 HK\$ 港元	2006 二零零六年 HK\$ 港元
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6,143,518	6,832,130
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22. Related party transactions (continued)

(a) (continued)

Under the investment management agreement (“Existing Investment Management Agreement”) approved by shareholders on 27th March, 1997 and dated 5th March, 1997 between the Company and YMIM, of which Mr. Fung Wing Cheung, Tony, Mr. Fung Yiu Fai, Peter and Mr. Lee Wa Lun, Warren were the directors of YMIM and the directors of the Company, YMIM agreed to assist the board of directors with the day-to-day management of the Group for a period of five years commencing on 27th March, 1997. YMIM was entitled to a management fee equal to 0.375% of the net asset value on each quarter date and an incentive fee equal to 20% of such amount (if any) by which the audited consolidated profit before tax for each financial year completed (before adjusting for the incentive fee) exceeds such amount as is equal to 6% of average monthly net asset value of the Group for each such financial year. For the calculation of management fee and incentive fee, the associated companies of the Group were not equity accounted for the purpose of calculating such quarterly and average monthly net asset value and consolidated profit before tax.

On 4th March, 2002, a supplemental agreement (“Supplemental Agreement”) was approved by independent shareholders to extend the expiry date of the Existing Investment Management Agreement to 31st March, 2007. Under the Supplemental Agreement, the management fee remained unchanged. Pursuant to the Supplemental Agreement, YMIM would not be entitled to the incentive fee if the Group reported an accumulated loss during the term of the Supplemental Agreement at the time of the incentive fee computation. Therefore, the incentive fee was equivalent to 20% of the amount by which the audited consolidated profit before tax for each year ending 31st December (before adjusting for the incentive fee), and after offsetting the accumulated losses during the term of the Supplemental Agreement, if any, exceeded 6% of the average monthly net asset value of the Group for such financial year. For the calculation of management fee and incentive fee, the associated companies and a jointly controlled entity of the Group would not be equity accounted for the purpose of calculating such quarterly and average monthly net asset value and consolidated profit before tax. For the period ended 30 June 2006 and 2007, no incentive fee was charged by YMIM.

22. 與有關連人士之交易(續)

(a) (續)

根據本集團與禹銘投資管理有限公司(其中馮永祥先生、馮耀輝先生及李華倫先生乃禹銘投資管理之董事及本公司之董事，於一九九七年三月五日訂立並經股東於一九九七年三月二十七日批准之管理協議(「現行投資管理協議」)，禹銘投資管理同意由一九九七年三月二十七日起計五年內協助董事會處理本集團之日常管理工作。禹銘投資管理有權收取投資管理費用，金額相等於每季最後一日之資產淨值之0.375%，以及獎金費用(如有)，金額相等於各財政年度完結後之經審核之除稅前綜合溢利(未計獎金費用前)減去本集團於該年度之每月平均資產淨值6%後之超出數額之20%。而計算投資管理費用及獎金費用時，本公司之聯營公司將不會按權益會計法計算入每季及每月平均資產淨值及綜合除稅前溢利。

在二零零二年三月四日，獨立股東批准一份補充協議(「補充協議」)延長現行投資管理協議之到期日，直至二零零七年三月三十一日。補充協議中，管理費用維持不變。在補充協議中的有效期限內，如本集團錄得累計虧損時，禹銘投資管理將不收取獎金費用。因而，該項獎金費用金額為截至每年度十二月三十一日止經審核之除稅前綜合溢利(未計獎金費用前)，扣除補充協議中的有效期限內之累計虧損後，如有溢利，再減本集團每月平均綜合資產淨值6%後超出數額之20%。而計算投資管理費用及獎金費用時，本公司之聯營公司及一間共同控權合資公司將不會按權益會計法計算入每季及每月平均資產淨值及綜合除稅前溢利。截至二零零六年六月三十日及二零零七年六月三十日止期間，禹銘投資管理並無收費獎金費用。

22. Related party transactions (continued)

(a) (continued)

Subsequent to the period ended 30th June, 2007, while the Company was negotiating a new investment management agreement (“New Investment Agreement”) with YMIM, the Company entered into interim period agreements (“Interim Period Agreements”) with YMIM relating to the appointment of YMIM as the Company’s investment manager for an interim period commencing on the expiry of the Supplemental Agreement, effectively from 1st April, 2007 to 4th August, 2007. The terms of the Interim Period Agreements are substantially the same as those contained in the Existing Investment Management Agreement and Supplemental Agreement, except that the incentive fee shall no longer be payable to YMIM during the interim period.

On 22nd June, 2007, the New Investment Management Agreement was entered into by the Company and YMIM, which was approved by shareholders of the Company on 3rd August, 2007. Under the New Investment Management Agreement, YMIM agreed to assist the board of directors of the Company with the day-to-day management of the Group from (i) the earlier of 1st October, 2007; or (ii) the date immediately following the day on which the New Investment Management Agreement was approved by shareholders to 31st December, 2009. YMIM will be entitled to a management fee equal to 1.5% per annum of the consolidated net asset value, calculated and payable in arrears on a quarterly basis by reference to the arithmetical average of the consolidated net asset value on the last day of each calendar month during each quarter; and a performance fee equal to 20% of the amount by which the audited consolidated net asset value of each year ended 31st December, exceeds (i) if a performance fee has been paid during the management period, the audited consolidated net asset value of the Group as at the end of the latest financial year in which YMIM was entitled to a performance fee; or (ii) if no performance fee has been paid during the management period, the consolidated net asset value of the Group on effective date of the New Investment Management Agreement.

22. 與有關連人士之交易(續)

(a) (續)

截至二零零七年六月三十日止後，本公司與禹銘投資管理磋商訂立新投資管理協議(「新投資管理協議」)之際，又與禹銘投資管理訂立了中期協議(「中期協議」)，內容有關委任禹銘投資管理為本公司投資經理，有效期為補充協議失效後，由二零零七年四月一日至二零零七年八月四日。中期協議之條款與現有投資管理協議及補充協議所載者大致相同，惟獎金費用不再會於中期期間內支付予禹銘投資管理。

二零零七年六月二十二日，新投資管理協議由本公司與禹銘投資管理訂立，於二零零七年八月三日獲本公司股東批准。根據新投資管理協議，禹銘投資管理同意協助本公司董事會處理本集團之日常管理及事務，有效期為(i)二零零七年十月一日；或(ii)緊隨新投資管理協議獲本公司股東批准之日(以較早者為準)至二零零九年十二月三十一日。禹銘投資管理將可享有相等於綜合資產淨值1.5%之年管理費(乃參考每季內各曆月最後一日之綜合資產淨值之平均數計算及於每季期末時支付)；及相等於截至十二月三十一日止各年經審核綜合資產淨值超出以下數額之20%之獎金費用：(i)本集團於禹銘投資管理享有獎金費用之最後財政年度年結日之經審核綜合資產淨值(如於管理期間內已支付獎金費用)；或(ii)本集團於新投資管理協議生效日期之綜合資產淨值(如於管理期間內無支付獎金費用)。

22. Related party transactions (continued)

- (b) The Group occupies office space of YMIM and reimburses to YMIM 40% of its office and equipment expenses in accordance with the Investment Management Agreement. Such expenses reimbursed to YMIM amounted to HK\$415,403 (2006: HK\$366,944). The Group utilised certain staff employed by YMIM and reimbursed staff costs of HK\$387,920 and HK\$316,116 to YMIM for the six months ended 30th June, 2007 and 2006 respectively.
- (c) The Group has been charged an administrative fee of HK\$128,220 (2006: HK\$90,000) by YMIM.
- (d) As at 30th June, 2007, HK\$8,460,163 (2006: HK\$8,460,163) was advanced by Mr. Fung Wing Cheung, Tony to Honnex, a subsidiary of the Company, of which Mr. Fung Wing Cheung, Tony is the director and shareholder of both Honnex and the Company. The loan to Honnex is unsecured, interest free and has no fixed repayment terms.

22. 與有關連人士之交易(續)

- (b) 此外，本集團佔用禹銘投資管理之辦公室空間，並按照管理協議補償禹銘投資管理之辦公室及設備開支之40%。該等補償禹銘投資管理開支之金額為415,403港元(二零零六年：366,944港元)。本集團徵用由禹銘投資管理僱用之若干名職員，並分別補償禹銘投資管理於二零零七年及二零零六年六月三十日止六個月之員工成本為387,920港元及316,116港元。
- (c) 禹銘投資管理已向本集團收取行政費用128,220港元(二零零六年：90,000港元)。
- (d) 於二零零七年六月三十日，本公司附屬公司康恩獲馮永祥先生墊款8,460,163港元(二零零六年：8,460,163港元)，而馮永祥先生為康恩及本公司之董事及股東。予康恩之貸款乃無抵押、免息及無固定還款期。

23. Post balance sheet events

- (a) As disclosed in note 18, the board of directors of the Company resolved to dispose of Honnex, AWE and AWE Operator, which the Group held 61.22%, 60% and 40% interests, respectively.

On 21st June, 2007, the Company entered into a conditional sale and purchase agreement with Dragages Hong Kong Limited ("Dragages"), a substantial shareholder of AWE, (i) to sell 60% and 40% equity interests of AWE and AWE Operator, respectively; and (ii) to assign the shareholder's loan due from AWE to the Company, which amounted to approximately HK\$94 million as at 30th June, 2007, to Dragages at a consideration of HK\$180 million in cash, payable in one lump sum upon completion. On 3rd August, 2007, shareholders approved the transactions. As not all conditions have been fulfilled on 15th August, 2007, the original deadline for the sale, completion date has been mutually agreed to be postponed to a date not later than 15th September, 2007. Upon completion, the Group will record a gain of approximately HK\$20 million over the carrying cost attributable to the Group of HK\$160 million as at 30th June, 2007.

On 3rd July, 2007, a subsidiary of the Company entered into a conditional sale and purchase agreement with a company ("Purchaser") owned by Mr. Fung Wing Cheung, Tony and Mr. Fung Yiu Fai, Peter, who are the directors of the Company, to sell 61.22% equity interests of Honnex at a consideration of HK\$372 million in cash. On 9th August, 2007, independent shareholders approved this transaction. Upto the date of this interim report, 20% initial deposits were received. The remaining balance will be payable on completion date, 31st December, 2007, or an earlier date as notified in writing by the Purchaser to the Group prior to the date of completion.

- (b) As detailed in note 22, while the Company was negotiating the New Investment Agreement with YMIM, the Company entered into the Interim Period Agreements with YMIM relating to the appointment of YMIM as the Company's investment manager for an interim period commencing on the expiry of the Supplemental Agreement, effectively from 1st April, 2007 to 4th August, 2007. The terms of the Interim Period Agreements are substantially the same as those contained in the Existing Investment Management Agreement and Supplemental Agreement, except that the incentive fee shall be no longer be payable to YMIM during the interim period.

23. 結算日後事項

- (a) 如附註18所披露，本公司董事會議決出售康恩、AWE及亞洲國際博覽館，本集團於其中分別擁有61.22%、60%及40%權益。

二零零七年六月二十一日，本公司與AWE主要股東香港寶嘉建築有限公司（「寶嘉」）訂立有條件買賣協議，以(i)分別出售AWE及亞洲國際博覽館之60%及40%股本權益；及(ii)將AWE結欠本公司之股東貸款（於二零零七年六月三十日約達94,000,000港元）轉讓予寶嘉，代價為現金180,000,000港元，須於完成交易時一次支付。二零零七年八月三日，股東批准了該交易。由於並非所有條件均能於二零零七年八月十五日達成，原有出售之完成日期在共同同意下延至不遲於二零零七年九月十五日。以二零零七年六月三十日本集團應佔AWE及亞洲國際博覽館賬面值為160,000,000港元計算，於完成交易時，本集團將錄得收益約20,000,000港元。

二零零七年七月三日，本公司一間附屬公司與本公司董事馮永祥先生及馮耀輝先生擁有之公司（「買方」）訂立買賣協議，按代價現金372,000,000港元出售康恩61.22%股本權益。二零零七年八月九日，獨立股東批准了是項交易。直至本中期報告，已收到20%之初步按金。餘額將於完成日期二零零七年十二月三十一日或完成日期前買方書面通知本集團之較早日期支付。

- (b) 如附註22所詳述，本公司與禹銘投資管理磋商訂立新投資管理協議（「新投資協議」）之際，又與禹銘投資管理訂立了中期協議（「中期協議」），內容有關委任禹銘投資管理為本公司投資經理，任期為補充協議（二零零七年四月一日起至二零零七年八月四日有效）屆滿起之中期期間。中期協議之條款與現有投資管理協議及補充協議所載者大致相同，惟獎金費用不再會於中期期間內支付予禹銘投資管理。

23. Post balance sheet events (continued)

(b) (continued)

On 22nd June, 2007, the New Investment Management Agreement was entered into by the Company and YMIM, which was approved by shareholders of the Company on 3rd August, 2007. Under the New Investment Management Agreement, YMIM agreed to assist the board of directors of the Company with the day-to-day management of the Group from (i) the earlier of 1st October, 2007; or (ii) the date immediately following the day on which the New Investment Management Agreement was approved by shareholders to 31st December, 2009. YMIM will be entitled to a management fee equal to 1.5% per annum of the consolidated net asset value, calculated and payable in arrears on a quarterly basis by reference to the arithmetical average of the consolidated net asset value on the last day of each calendar month during each quarter; and a performance fee equal to 20% of the amount by which the audited consolidated net asset value of each year ended 31st December, exceeds (i) if a performance fee has been paid during the management period, the audited consolidated net asset value of the Company as at the end of the latest financial year in which YMIM was entitled to a performance fee; or (ii) if no performance fee has been paid during the management period, the consolidated net asset value of the Company on the effective date of the New Investment Management Agreement.

(c) On 25th July, 2007, a placing agreement ("Placing Agreement") was entered between Sun Hung Kai & Co. Limited, Sun Hung Kai Venture Capital Limited and Best Delta International Limited ("Vendors") and Sun Hung Kai Investment Services Limited ("Placing Agent") and a subscription agreement ("Subscription Agreement") were entered between the Vendors and the Company. Pursuant to the Placing Agreement, Vendors agreed to place, through the Placing Agent 338,000,000 shares to independent investors at a price of HK\$0.66 per share. On completion of the placing, each of the Vendors subscribed for the same number of shares placed by them respectively pursuant to the Placing Agreement and Subscription Agreement, at the same price. Net proceeds from the Subscription of approximately HK\$214 million (being a net placing price of approximately HK\$0.63 per share) will be applied by the Group for general working capital purposes.

23. 結算日後事項(續)

(b) (續)

二零零七年六月二十二日，新投資管理協議由本公司與禹銘投資管理訂立，於二零零七年八月三日獲本公司股東批准。根據新投資管理協議，禹銘投資管理同意協助本公司董事會處理本集團之日常管理及事務，有效期為(i)二零零七年十月一日；或(ii)緊隨新投資管理協議獲本公司股東批准之日(以較早者為準)至二零零九年十二月三十一日。禹銘投資管理將可享有相等於綜合資產淨值1.5%之年管理費(乃參考每季內各曆月最後一日之綜合資產淨值之平均數計算及於每季期末時支付)；及相等於截至十二月三十一日止各年經審核綜合資產淨值超出以下數額之20%之獎金費用：(i)本集團於禹銘投資管理享有獎金費用之最後財政年度年結日之經審核綜合資產淨值(如於管理期間內已支付獎金費用)；或(ii)本集團於新投資管理協議生效日期之綜合資產淨值(如於管理期間內無支付獎金費用)。

(c) 二零零七年七月二十五日，新鴻基有限公司、Sun Hung Kai Venture Capital Limited及Best Delta International Limited(「賣方」)及新鴻基投資服務有限公司(「配售代理」)訂立配售協議(「配售協議」)，及賣方與本公司訂立認購協議(「認購協議」)。根據配售協議，賣方同意通過配售代理配售338,000,000股予獨立投資者，每股作價0.66港元。配售完成時，各賣方按相同價格認購彼等分別根據配售協議及認購協議配售之相同數目股份。認購事項所得款項淨額約214,000,000港元(即淨配售價約每股0.63港元)，將由本集團撥作一般營運用途。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層之討論及分析

OVERVIEW

The Group's major income in the six months ended 30th June, 2007 (the "2007 Interim Period") came from securities investment, AsiaWorld-Expo, retail properties investment, bond investment and interest income.

As at 30th June, 2007, the Group's major investments were as follows:

Investments	Description
AsiaWorld-Expo	The largest exhibition facility in Hong Kong
Retail Properties	Retail shops in Mongkok and Causeway Bay, the prime retail locations in Kowloon and Hong Kong respectively
Listed Equities	A portfolio of listed shares

概述

本集團截至二零零七年六月三十日止六個月（「二零零七年中期期間」）之主要收入來自證券投資、亞洲國際博覽館、零售物業投資、債券投資及利息收入。

於二零零七年六月三十日，本集團主要投資項目如下：

投資項目	詳情
亞洲國際博覽館	位於香港之最大展覽設施
零售物業	分別位於九龍及香港黃金地段的旺角及銅鑼灣的零售商舖
上市股本	上市股份組合

During the 2007 Interim Period, net income (after finance costs and minority interests) from AsiaWorld-Expo amounted to HK\$12.3 million, mainly derived from its accrued preference dividends, and to a lesser extent management fee.

The retail property market remained tepid in the 2007 Interim Period. Net income (after finance costs and minority interests) attributable to the Group amounted to HK\$9.5 million. timeplus in Causeway Bay opened in November 2006 with full occupancy. Intensive promotions have been made to keep up patronage in timeplus. Argyle Centre and Ginza Plaza also recorded full occupancy during the Interim Period. Ginza was vacated in July for rebranding and marketing is still ongoing. We have disposed of a significant portion of our investments in equities and bonds during the 2007 Interim Period and reported a good profit of HK\$35.6 million.

INVESTMENT REVIEW

As at 30th June, 2007, the Group's major investments were in properties, AsiaWorld-Expo and equity securities.

AsiaWorld-Expo

The Group has a 60% interest in AWE, which jointly invests with the Hong Kong Government and the Airport Authority in AsiaWorld-Expo, a 66,000 sqm permanent exhibition center located at the Hong Kong International Airport, with a capacity of expanding into a 100,000 sqm exhibition facility. AWE owns 13.5% interests in AsiaWorld-Expo.

AsiaWorld-Expo is a column-free structure under one roof, with a dedicated Mass Transit Railway station – the “AsiaWorld-Expo Station”. The facility was officially opened in December 2005. Bookings are well into 2010.

In addition to exhibition, a world-class entertainment hall (named Arena) is purpose-built for concert and entertainment events which can house up to 14,500 spectators. Many acclaimed local and international artists have already performed in the Arena since its opening.

二零零七年中期期間，來自亞洲國際博覽館之收入淨額為12,300,000港元（扣除財務費用及少數股東權益後），主要來自其應計優先股股息，以及管理費用。

零售物業市場於二零零七年中期期間保持淡靜。本集團應佔收入淨額（扣除財務費用成本及少數股東權益後）為9,500,000港元。銅鑼灣時尚坊於二零零六年十一月開業，出租率接近100%。我們已作出密集宣傳，以增加時尚坊之人流量。旺角中心及銀城廣場於中期期間之出租率亦接近100%。銀城廣場於七月空置，以重新打造品牌，推廣工作仍繼續進行。本集團於二零零七年中期期間出售於股本及債券之大部分投資，並錄得35,600,000港元之不俗溢利。

投資回顧

於二零零七年六月三十日，本集團的主要投資項目為物業、亞洲國際博覽館及股票。

亞洲國際博覽館

本集團擁有AWE 60%的權益，而該合營企業與香港政府及機場管理局合資於亞洲國際博覽館。亞洲國際博覽館位於香港國際機場，提供面積達66,000平方米的永久展覽場地，更可擴展成為面積達100,000平方米的展覽設施。AWE擁有亞洲國際博覽館13.5%的權益。

亞洲國際博覽館乃一座無柱位建築物，並擁有專用的地下鐵路車站－「博覽館站」。該設施於二零零五年十二月已正式開幕。訂場租約已遠至二零一零年。

除了舉辦展覽會，一個世界級娛樂場館（已命名為Arena）專門用作舉行演唱會及文娛活動亦已建築完成，可容納多達14,500名觀眾。自開幕以來，已有不少本地及國際知名藝人曾在Arena獻技。

Retail Properties

The Group focuses its property investment on retail space on prime locations only. In November 2006 the Group's timeplus shopping mall opened in Causeway Bay with full occupancy.

Properties

Status

Argyle Centre
 Mongkok

The Group owns 159 shops in Argyle Centre (over 34,000 sqft), with a virtually full occupancy.

Ginza Plaza
 Mongkok

The Group owns over 14,000 sqft of retail space in Ginza Plaza, with a virtually full occupancy. The shops were vacated in July for rebranding, which is still ongoing as at the date of this report.

timeplus
 Causeway Bay

The Group owns 30,000 sqft property in the heart of Causeway Bay, with a virtually full occupancy.

Equity Securities

The Group divested a significant portion of its investment in equity securities during the 2007 Interim Period, reporting a good profit for the Group.

High-Yield Bonds

The Group divested all of its investment in high yield bonds during the 2007 Interim Period, reporting a good profit for the Group.

零售物業

本集團的物業投資項目集中於黃金地段的零售商舖。本集團位於銅鑼灣的時尚坊購物中心於二零零六年十一月開業，出租率接近100%。

物業

情況

旺角旺角中心

本集團擁有旺角中心內的159個舖位（面積逾34,000平方呎），出租率接近100%。

旺角銀城廣場

本集團擁有銀城廣場逾14,000平方呎零售舖位，出租率接近100%。銀城廣場於七月空置，以重新打造品牌，於本報告日期尚未完成。

銅鑼灣時尚坊

本集團擁有位於銅鑼灣中心地帶之30,000平方呎物業，出租率接近100%。

股票

本集團於二零零七年中期期間已出售大部分於股票的投資，並為本集團帶來不俗盈利。

高息債券

本集團於二零零七年中期期間已出售全部於高息債券的投資，並為本集團帶來不俗盈利。

Grand China

Our investment in Grand China remains written off as Grand China has not registered the Group as its shareholder, claiming regulatory difficulties. The Group is in discussion with Grand China about a resolution, and at the same time seeking legal advice to enforce the registration, and will keep shareholders informed once there is a significant development.

Oriental Cashmere Limited

Our investment in OCL remains written off as the receivable of OCL remained at an alarmingly high level. As the first half of the year is usually the low season of cashmere garment business, OCL reported a loss in the first half.

PROSPECTS

The Group made a number of timely moves during the 2007 Interim Period to raise a significant amount of cash. The Group disposed of almost all of its trading equity securities and bonds. The Company raised HK\$214 million through a placement of new shares on 25th July, 2007. On 3rd August, 2007, shareholders approved the sale of the Group's entire interests in AsiaWorld-Expo for HK\$180 million, completion of which is expected in September 2007. On 9th August, 2007, shareholders approved the sale of the Group's property portfolio for HK\$372 million, completion is expected in December 2007.

The Group currently has significant liquidity to take advantage of opportunities that may emerge from the current turmoil in the stock market.

The Group plans to originate investment in Main Board listed companies that emerge from restructuring. At present, the Group has, through Yu Ming Investment Management Limited, submitted a proposal to the Stock Exchange in relation to a Main Board listed company with a prospect of a revived listing through asset injections. The proposal already has the support of the existing substantial shareholders of the listed company. At the same time, the Group has submitted a bid to the provisional liquidators of another suspended Main Board listed company with a view of reviving its listing. There is however no guarantee that any of the above deals will be approved or accepted.

新華航空

本集團維持撤銷於新華航空之投資，因新華航空聲稱因規則問題而未能登記本集團為其股東。本集團正與新華航空討論，尋求解決辦法，並同時詢問法律意見，強制執行登記事項。若有重大發展，本集團將立刻通知各股東。

東方羊絨

本集團維持撤銷於東方羊絨之投資，因東方羊絨之應收款項維持極高水平。因上半年一般乃羊絨業務之淡季，東方羊絨於上半年度錄得虧損。

前景

本集團於二零零七年中期期間及時作出多項舉措，籌集大量現金。本集團已出售接近所有貿易股本及債券。本公司於二零零七年七月二十五日配售新股，籌集214,000,000港元。於二零零七年八月三日，股東通過以180,000,000港元出售本集團於亞洲國際博覽館之全部權益，此事預期將於二零零七年九月完成。於二零零七年八月九日，股東通過以372,000,000港元出售本集團之物業組合，並預期將於二零零七年十二月完成。

本集團現時擁有大量流動資金，可於現時股票市場之波動中把握獲利良機。

本集團計劃開始投資重組之主板上市公司。現時，本集團透過禹銘投資管理有限公司，向聯交所提交與一上市公司有關之建議書，以透過注入資產恢復上市。與此同時，本集團已向另一家停牌公司之臨時清盤人提交標書以恢復其上市地位。然而，概不保證上述任何交易會獲批准或接受。

The prospects of recovering our investment in Grand China is uncertain, but the rumoured listing of Grand China in Hong Kong instills optimism in us.

OCL's performance is still appalling. The Group remains cautious until a strong rebound and a subsided receivable can be seen.

FINANCIAL POSITION

With the approval by the shareholders of the sale of our interests in AsiaWorld-Expo and property interests in August, we no longer consolidate our subsidiaries holding those interests upon completion. Accordingly, the liabilities under those subsidiaries amounting to HK\$869 million will be removed from the Group upon completion of the sale before the end of 2007.

FOREIGN EXCHANGE EXPOSURE

As at 30th June, 2007, most of the Group's investments were based in Hong Kong dollar and United States dollar and were therefore not exposed to significant foreign currency risks.

GUARANTEE

The Company has given a guarantee to a bank to secure the outstanding indebtedness due by its properties holding company, which was included in the accounts of the discontinued operations, for an amount attributable to the Group's equity interests in that subsidiary. The amount of outstanding indebtedness due by the property holding company to this bank as at 30th June, 2007 was approximately HK\$702 million (at 31st December, 2006: approximately HK\$714 million).

The Company has given a guarantee to a financial institution to secure borrowing facilities available to a wholly-owned subsidiary in the amount not exceeding equivalent US\$15 million. There was no outstanding indebtedness at 30th June, 2007 (at 31st December, 2006: approximately €0.8 million).

STAFF COSTS

The Group's total staff costs (including directors' emoluments) for the 2007 Interim Period amounted to approximately HK\$1,135,605 (2006: HK\$494,000).

本集團能否收回於新華航空之投資仍屬未知之數，不過，新華航空於香港上市之傳聞，逐漸令本集團感到樂觀。

東方羊絨之業績依然低迷。在其業績大幅回升及應收款項降低之前，本集團仍將保持審慎。

財務狀況

股東於八月通過出售本集團於亞洲國際博覽館之權益及物業權益後，當完成交易後本集團再無將持有該等權益之附屬公司綜合入賬。因此，該等附屬公司869,000,000港元之負債將於二零零七年底前出售事項完成後從本集團賬目剔除。

外匯風險

於二零零七年六月三十日，本集團的大部份投資均以港元及美元定值，因而毋須面對重大外匯風險。

擔保

本公司就一間持有物業的公司（已計入已終止經營業務）所欠未償還債項向一間銀行提供相當於本集團股本權益應佔數額的擔保。該間持有物業的公司於二零零七年六月三十日欠該銀行的未償還債項約為702,000,000港元（於二零零六年十二月三十一日：約為714,000,000港元）。

本公司就一間全資附屬公司所獲一間財務機構提供不超過15,000,000美元的信貸額提供擔保。於二零零七年六月三十日並無未償還債項（於二零零六年十二月三十日：約為800,000歐羅）。

員工成本

本集團於二零零七年中期業績的員工成本（包括董事酬金）總額合共約為1,135,605港元（二零零六年：494,000港元）。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

董事於本公司及相聯法團的股份、相關股份及債券之權益及淡倉

As at 30th June, 2007, the interests and short positions of the directors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were 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 the directors and the chief executives of the Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Listing Rules as follows:

於二零零七年六月三十日，本公司董事於本公司及其相聯法團(定義見證券及期貨條例第XV部(「證券及期貨條例」))之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括根據證券及期貨條例之該等條文本公司董事及最高行政人員被視為或被當作擁有之權益及淡倉)，或須列入而已列入按證券及期貨條例第352條存置之登記冊內，或根據聯交所證券上市規則(「上市規則」)之上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

(a) INTERESTS IN SHARES OF THE COMPANY

(a) 於本公司股份權益

Name of directors	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total	% of total issued shares
董事姓名	身份	個人權益	家屬權益	法團權益	其他權益	估已發行股份總數總額	百分比
Fung Wing Cheung, Tony 馮永祥	Interest of children under 18 18歲以下子女之權益	3,328,000	-	-	164,926,258 (Note 1) (附註1)	168,254,258	9.95%
Lee Seng Hui 李成輝	Interest in controlled corporation 受控制公司的權益	-	-	379,291,800 (Note 2) (附註2)	-	379,291,800	22.42%
Fung Yiu Fai, Peter 馮耀輝	Beneficial owner 實益擁有人	6,500,000	-	-	-	6,500,000	0.38%
Lee Yip Wah, Peter 李業華	Beneficial owner 實益擁有人	1,550,000	-	-	-	1,550,000	0.09%
Albert Ho 何振林	Beneficial owner 實益擁有人	672,000	-	-	-	672,000	0.04%
Chan Kin 陳健	Interest in controlled corporation 受控制公司的權益	-	-	314,900,000 (Note 3) (附註3)	-	314,900,000	18.62%

(a) INTERESTS IN SHARES OF THE COMPANY (continued)

Note 1: Megaland Development Limited (“Megaland”) hold 164,926,258 shares. Megaland is also wholly-owned by Oyster Services Limited, the trustee of the Oyster Unit Trust, which in turn Oyster Services Limited is deemed to be interested in 164,926,258 shares.

The trust property of the Oyster Unit Trust comprises the entire issued capital of Megaland. The beneficiary of Oyster Unit Trust is HSBC International Trustee Limited which holds the trust property (including the beneficial interest under the Oyster Unit Trust) on trust for the beneficiaries of The Alyssa Js 1 Trust. The beneficiaries of The Alyssa Js 1 Trust are, inter alia, Fung Wing Cheung, Tony’s children under 18.

As such, Fung Wing Cheung, Tony is deemed to be interested in 164,926,258 shares in which his children under 18 have ultimate beneficial interest under the above arrangement.

Note 2: Lee Seng Hui is one of the trustees of Lee and Lee Trust (“LLT”) which owns 41.25% interests in Allied Group Limited (“AGL”) which holds 379,291,800 shares of the Company. Accordingly, Lee Seng Hui and LLT are deemed to have an interest in the said shares in which AGL is interested.

Note 3: ASM Hudson River Fund (the “River Fund”) and ASM Asia Recovery (Master) Fund (the “Master Fund”) which hold 44,986,000 shares and 269,914,000 shares of the Company respectively, are managed by Argyle Street Management Limited (“ASM”). ASM is wholly owned by Argyle Street Management Holdings Limited (“ASMH”) and Chan Kin owns 44.45% interests in ASMH. Therefore, Chan Kin is deemed to have an interest in the shares in which the River fund and the Master Fund are interested.

(a) 於本公司股份權益(續)

附註1：Megaland Development Limited (「Megaland」) 持有164,926,258股股份。Megaland亦由Oyster Unit Trust之信託人Oyster Services Limited全資擁有，因此Oyster Services Limited被視為擁有164,926,258股股份之權益。

Oyster Unit Trust之信託財產包括Megaland之全部已發行股本。Oyster Unit Trust之受益人為HSBC International Trustee Limited，其以信託方式代表The Alyssa Js 1 Trust之受益人持有信託財產(包括Oyster Unit Trust之實益權益)。The Alyssa Js 1 Trust之受益人為(其中包括)馮永祥18歲以下之子女。

因此，馮永祥被視為擁有164,926,258股股份之權益，而其18歲以下之子女則根據上述安排擁有該等股份之最終實益權益。

附註2：李成輝為Lee and Lee Trust (「LLT」)之其中一位信託人，LLT擁有聯合集團有限公司(「聯合集團」)之41.25%權益，聯合集團則持有本公司之379,291,800股股份。因此，李成輝及LLT均被視作於聯合集團擁有權益之上述股份中擁有權益。

附註3：ASM Hudson River Fund(「River Fund」)及ASM Asia Recovery (Master) Fund(「Master Fund」)分別持有本公司之44,986,000股股份及269,914,000股股份，而彼等由Argyle Street Management Limited(「ASM」)管理。ASM由Argyle Street Management Holdings Limited(「ASMH」)全資擁有，而陳健持有ASMH之44.45%權益。因此，陳健被視為擁有該等由River Fund及Master Fund擁有之股份權益。

(b) INTERESTS IN SHARES OF ASSOCIATED CORPORATIONS

(b) 於相聯法團股份權益

Name of director 董事姓名	Name of corporations 法團名稱	Capacity 身份	Personal interests 個人權益	Number of shares 股份數目			Other interests 其他權益	Total 總額
				Family interests 家屬權益	Corporate interests 法團權益			
Fung Wing Cheung, Tony 馮永祥	Honnex Development Limited 康恩發展有限公司	Beneficial owner 實益擁有人	100,000 (10.20%)	-	-	-	100,000 (10.20%)	
	Long Vocation Investments Limited	Beneficial owner 實益擁有人	5 (5.55%)	-	-	-	5 (5.55%)	

Save as disclosed above, at no time during the six months ended 30th June, 2007 was the Company, its subsidiaries or its associated companies a party to any arrangement to enable the directors or chief executives of the Company, or their spouses or children under the age of 18, to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporations.

除上述披露者外，於截至二零零七年六月三十日止六個月內之任何時間，本公司、其附屬公司或其聯營公司概無訂立任何安排，令本公司之董事或主要行政人員或其配偶或其未滿十八歲之子女可藉購入本公司或其他相聯法團之股份或債券而獲益。

Save as disclosed above, none of the directors or the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

除上文所披露者外，本公司各董事或主要行政人員並無於本公司或其相聯法團（定義見證券及期貨條例第十五部份）之股份、相關股份或債券擁有權益或淡倉，而須登記於根據證券及期貨條例第352條規定須存置之登記冊內，或根據上市規則所載上市公司董事進行證券交易的標準守則須知會本公司及聯交所之任何權益及淡倉。

SUBSTANTIAL SHAREHOLDERS 主要股東

As at 30th June, 2007, the following persons or corporations, other than the interest disclosed above in respect of the directors, interest in 5% or more in the shares and underlying shares of the Company have been notified to the Company and recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

於二零零七年六月三十日，根據本公司按證券及期貨條例第XV部第336條規定而設置之主要股東權益及淡倉登記冊紀錄所顯示，以下人士或公司（除上述披露有關董事所持之權益外）持有本公司已發行股本及相關股份百分之五或以上之股份權益：

Name of shareholders	Notes	Capacity	No. of shares	% of total issued shares
股東名稱	附註	身份	股份數目	佔已發行股份總數百分比
Sun Hung Kai Venture Capital Limited ("SHK Venture")	1	Beneficial owner/ Interest of controlled corporation 實益擁有人／受控制公司的權益	272,856,000	16.13%
Shipshape Investments Limited ("Shipshape")	1	Interest of controlled corporation 受控制公司的權益	272,856,000	16.13%
Sun Hung Kai & Co. Limited ("SHK & Co.") 新鴻基有限公司("新鴻基")	1	Beneficial owner/ Interest of controlled corporation 實益擁有人／受控制公司的權益	379,291,800	22.42%
AP Emerald Limited ("AP Emerald")	2	Interest of controlled corporation 受控制公司的權益	379,291,800	22.42%
AP Jade Limited ("AP Jade")	2	Interest of controlled corporation 受控制公司的權益	379,291,800	22.42%
Allied Properties (H.K.) Limited ("APL") 聯合地產(香港)有限公司(「聯地」)	2	Interest of controlled corporation 受控制公司的權益	379,291,800	22.42%
Allied Group Limited ("AGL") 聯合集團有限公司(「聯集」)	2	Interest of controlled corporation 受控制公司的權益	379,291,800	22.42%
Lee Su Hwei 李淑慧	3	Interest of controlled corporation 受控制公司的權益	379,291,800	22.42%
Lee Seng Huang 李成煌	3	Interest of controlled corporation 受控制公司的權益	379,291,800	22.42%
Poly (Hong Kong) Investments Limited ("Poly") 保利(香港)投資有限公司(「保利」)	4	Interest of controlled corporation 受控制公司的權益	119,380,000	7.05%
HSBC International Trustee Limited	5	Trustee 信託人	177,026,258	10.46%
ASM Asia Recovery (Master) Fund (the "Master Fund")	6	Beneficial Owner 實益擁有人	269,914,000	15.96%
Argyle Street Management Limited ("ASM")	6	Interest of controlled corporation 受控制公司的權益	314,900,000	18.62%
Argyle Street Management Holdings Limited ("ASMH")	6	Interest of controlled corporation 受控制公司的權益	314,900,000	18.62%

SUBSTANTIAL SHAREHOLDERS (CONTINUED) 主要股東 (續)

Notes:

附註：

- | | |
|---|--|
| <p>1. SHK Venture is a wholly-owned subsidiary of Shipshape which in turn is wholly owned by SHK & Co.. Therefore SHK & Co. and Shipshape are deemed to have an interest in the shares in which SHK Venture is interested.</p> <p>2. SHK & Co. is a 65.18% owned subsidiary of AP Emerald. AP Emerald is wholly owned by AP Jade which in turn is a wholly-owned subsidiary of APL. APL is a 74.93% owned subsidiary of AGL. Accordingly, AGL, APL, AP Jade and AP Emerald are deemed to have an interest in the shares in which SHK & Co. is interested.</p> <p>3. Mr. Lee Seng Hui (Director of the Company), Ms. Lee Su Hwei and Mr. Lee Seng Huang are trustees of the Lee and Lee Trust, being a discretionary trust. They together owned 41.25% interest in AGL and are therefore deemed to have an interest in the said shares in which AGL is interested.</p> <p>4. The interest of Poly was attributable on account through a number of wholly-owned subsidiaries. The Company was formerly known as Continental Mariner Investment Company Limited.</p> <p>5. Out of these 177,026,258 shares, 164,926,258 shares are deemed to be interested by Megaland. The entire issued share capital of Megaland is the trust property of the Oyster Unit Trust. Details are set out in note 1 of interest in shares of the Company under the heading of "DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS".</p> <p>6. ASM Hudson River Fund (the "River Fund") and the Master Fund which hold 44,986,000 shares and 269,914,000 shares of the Company respectively, are managed by ASM. ASM is wholly owned by ASMH. Therefore, ASMH and ASM are deemed to have an interest in the shares in which the River Fund and the Master Fund are interested.</p> | <p>1. SHK Venture乃Shipshape之全資附屬公司，而Shipshape則為新鴻基之全資附屬公司。因此，新鴻基及Shipshape均被視為擁有該等由SHK Venture擁有之股份權益。</p> <p>2. 新鴻基乃AP Emerald擁有65.18%之附屬公司。AP Emerald乃AP Jade之全資附屬公司，而AP Jade則為聯地之全資附屬公司，而聯地為聯集擁有74.93%之附屬公司。因此，聯集、聯地、AP Jade及AP Emerald均被視為擁有該等由新鴻基所擁有之股份權益。</p> <p>3. 李成輝先生(本公司董事)、李淑慧女士及李成煌先生均為全權信託Lee and Lee Trust(「LLT」)之信託人。彼等共同擁有聯集之41.25%權益及被視為於聯集擁有權益之上述股份中擁有權益。</p> <p>4. 保利之權益乃透過多間全資附屬公司而持有。保利的前稱為新海康航業投資有限公司。</p> <p>5. 該等177,026,258股股份中，164,926,258股股份被視為Megaland擁有之權益。Megaland之全部已發行股本為Oyster Unit Trust之信託財產，其詳情載於「董事於本公司及相聯法團的股份、相關股份及債券之權益及淡倉」一節於本公司股份權益之附註1內。</p> <p>6. ASM Hudson River Fund(「River Fund」)及Master Fund分別持有本公司之44,986,000股股份及269,914,000股股份，而彼等由ASM管理。ASM由ASMH全資擁有。因此，ASMH及ASM均被視為擁有該等由River Fund及Master Fund擁有之股份權益。</p> |
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Save as disclosed above, as at 30th June, 2007, the directors are not aware of any other persons who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company pursuant to Part XV of the SFO.

除上文所披露者外，於二零零七年六月三十日，董事並不知悉有任何其他人士於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份股本衍生工具或債券中擁有根據證券及期貨條例第XV部，須向本公司披露之權益或淡倉。

INTERIM DIVIDEND 中期股息

The Board has resolved not to declare an interim dividend for the period (2006: Nil).

In considering whether to pay an interim dividend for 2007, the Board is inclined to consider a final dividend after completion of the sale of Honnex, AWE and AWE Operator. The amount will also depend on the net profit of the Group for the whole financial year and accordingly, it shall be decided by the Board after the financial year. A final dividend for the entire year will also save shareholders dividend handling charges by brokers when compared with the same amount split into an interim dividend and a final dividend.

AUDIT COMMITTEE 審核委員會

The Company has established an audit committee in accordance with rule 3.21 of the Listing Rules.

The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the interim report (including unaudited interim financial results for the six months ended 30th June, 2007). In carrying out this review, the audit committee has obtained explanations from management. At the request of the directors, the Group's external auditors have carried out a review of the unaudited interim financial review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

董事會已議決不派發本期間之中期股息（二零零六年：無）。

考慮是否派付二零零七年中期股息時，董事會傾向考慮於完成出售康恩及AWE及亞洲國際博覽館後才考慮派付末期股息。股息金額亦將取決於本集團整個財政年度之純利若何，故董事會須於財政年度完結後方能作定奪。較之將同等金額分拆為中期股息及末期股息，全年末期股息亦將可減省經紀處理股東派息之費用。

本公司已遵照上市規則第3.21條成立審核委員會。

審核委員會已與管理層檢討本集團所採用之會計政策及慣例，並商討內部監控及財務申報事宜，其中包括一般審閱中期報告（包括截至二零零七年六月三十日止六個月之未經審核中期業績）。於進行有關審閱時，審核委員會由管理層取得有關解釋。應董事會要求，本集團向外聘用之核數師曾根據香港會計師公會發出之香港審閱聘任準則第2410號「獨立核數師執行中期財務資料審閱」。

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

遵守企業管治常規守則

The Company has met with the code provisions of the Code on Corporate Governance Practices (the "CG Code"), as set out in Appendix 14 of the Listing Rules, during the accounting period covered by the interim report except the following deviation:

Code provision E.1.2

The code provision E.1.2 of the CG Code provides that the Chairman of the Board shall attend the annual general meeting of the Company. Due to other business commitment, Mr. Tony FUNG Wing Cheung, the Chairman of the Board, was unable to attend the annual general meeting of the Company held on 23rd May, 2007. This constitutes a deviation from the code provision E.1.2 of the CG Code.

本公司於本中期報告所涵蓋之期間內均一直符合上市規則附錄14所載之企業管治常規守則（「企管守則」）之守則條文惟有以下偏離：

守則條文第E.1.2條

企管守則之守則條文第E.1.2條規定，董事會主席須出席本公司股東週年大會。由於有其他業務在身，董事會主席馮永祥先生未能出席二零零七年五月二十三日舉行之公司股東週年大會。此構成偏離企管守則之守則條文第E.1.2條。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

董事進行證券交易的標準守則

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as the Code of conduct regarding securities transactions by the directors. Having made specific enquiry of all directors, the Company confirmed that all directors have complied with the required standard set out in the Model Code during the period.

本公司已採納上市規則附錄10之標準守則為董事進行證券交易之行為守則。經向全體董事個別作出查詢後，本公司確認全體董事在本期間內已遵守標準守則規定之準則。

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

購買、出售或贖回上市證券

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

本公司並無在本期間內贖回本身之股份。本公司及其附屬公司在本期間內概無購買或出售本公司任何股份。

By order of the Board
Lee Wa Lun, Warren
Managing Director

承董事會命
董事總經理
李華倫

Hong Kong, 31st August, 2007

香港，二零零七年八月三十一日

AUDITORS' INDEPENDENT REVIEW REPORT 核數師獨立審閱報告

**Independent review report to the board of directors of
Yu Ming Investments Limited**
(incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 3 to 33 which comprise the condensed consolidated balance sheet of Yu Ming Investments Limited as of 30th June, 2007 and the related condensed consolidated income statement, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to express a conclusion on this interim financial report based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial report consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

致禹銘投資有限公司董事會
(於香港註冊成立的有限公司)

引言

本所已審閱第3至33頁所載的中期財務報表，此中期財務報表包括禹銘投資有限公司於二零零七年六月三十日之簡明綜合資產負債表及截至二零零七年六月三十日止六個月之相關簡明綜合損益表、簡明綜合權益變動表及簡明綜合現金流量表及主要會計政策概要及附註解釋。香港聯合交易所有限公司證券上市規則規定，編製中期財務資料報告須符合有關條文及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」規定。根據香港財務報告準則，董事須對中期財務報表之編製及公平列報負責。

本所之責任乃根據審閱之結果，對中期財務報告作出獨立結論，並按照雙方所協定的應聘書條款僅向整體董事會報告，除此之外，本報告別無其他目的。本所不會就本報告的內容向任何其他人士負上或承擔任何責任。

審閱工作範疇

本所已按照香港會計師公會所頒佈的有關審閱委聘的香港準則第2410號「獨立核數師執行的中期財務資料審閱」進行審閱工作。中期財務報表之審閱工作主要包括向集團管理層作出查詢，尤以負責財務及會計事項人士為主及對其他審閱程序進行分析及應用。根據香港審計準則，由於審閱的範圍遠較審計為小，故所提供的保證程度較審計就全部重大事項之確認為低。因此，本所不會發表審計意見。

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34.

Grant Thornton

Certified Public Accountants
13th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

31st August, 2007

結論

根據本所之審閱工作，並無證據令本所相信中期財務報表在一切重大方面並無在根據香港會計準則第34號編製。

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告羅士打大廈13樓

二零零七年八月三十一日



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Yu Ming in Metamorphosis

禹銘蛻變中



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