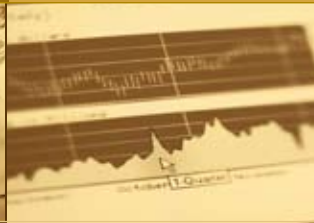


INTERIM REPORT 中期報告

2007/2008

Your Property Investment Partner in China

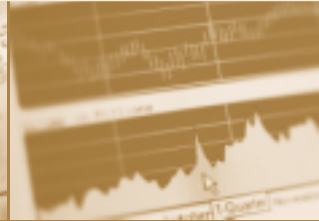


VXL CAPITAL LIMITED

卓越金融有限公司

(Stock Code 股份代號 : 727)

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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Datuk LIM Chee Wah (*Chairman*)

Mr. Percy ARCHAMBAUD-CHAO

(*Group President and Chief Executive Officer*)

Ms. Patsy SO Ying Chi (*Financial Controller*)

Independent Non-executive Directors

Mr. Alan Howard SMITH, J.P.

Dr. Allen LEE Peng Fei, J.P.

Mr. David YU Hon To

EXECUTIVE COMMITTEE

Mr. Percy ARCHAMBAUD-CHAO (*Chairman*)

Datuk LIM Chee Wah

Ms. Patsy SO Ying Chi

AUDIT COMMITTEE

Mr. David YU Hon To (*Chairman*)

Mr. Alan Howard SMITH, J.P.

Dr. Allen LEE Peng Fei, J.P.

REMUNERATION, QUALITY AND NOMINATION COMMITTEE

Dr. Allen LEE Peng Fei, J.P. (*Chairman*)

Mr. Percy ARCHAMBAUD-CHAO

Mr. Alan Howard SMITH, J.P.

Mr. David YU Hon To

COMPANY SECRETARY

Ms. Ada MAK Yuk Ling

董事會

執行董事

林致華拿督 (*主席*)

趙世雄先生

(*集團總裁及行政總裁*)

蘇瑩枝女士 (*財務總監*)

獨立非執行董事

史亞倫太平紳士

李鵬飛博士太平紳士

俞漢度先生

執行委員會

趙世雄先生 (*主席*)

林致華拿督

蘇瑩枝女士

審核委員會

俞漢度先生 (*主席*)

史亞倫太平紳士

李鵬飛博士太平紳士

薪酬、素質及提名委員會

李鵬飛博士太平紳士 (*主席*)

趙世雄先生

史亞倫太平紳士

俞漢度先生

公司秘書

麥玉玲女士

QUALIFIED ACCOUNTANT

Ms. YAU Yue Ka

REGISTERED OFFICE

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Central
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SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
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183 Queen's Road East
Wanchai
Hong Kong

AUDITORS

PricewaterhouseCoopers
22nd Floor, Prince's Building
Central
Hong Kong

BANKERS

Bank of China Limited
Bank of Shanghai Co., Ltd
Credit Agricole (Suisse) S.A.
Industrial and Commercial Bank of China Limited
Shanghai Pudong Development Bank Co., Ltd
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Ordinary Shares (Stock Code: 727)
Warrants (Stock Code: 831)

合資格會計師

丘芮嘉女士

註冊辦事處

香港
中環
康樂廣場八號
交易廣場一期二七零七至八室

股份過戶登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東一百八十三號
合和中心十七樓一七一二至一六室

核數師

羅兵咸永道會計師事務所
香港
中環
太子大廈二十二樓

往來銀行

中國銀行股份有限公司
上海銀行股份有限公司
Credit Agricole (Suisse) S.A.
中國工商銀行股份有限公司
上海浦東發展銀行股份有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司

上市資料

香港聯合交易所有限公司
普通股 (股份代號: 727)
認股權證 (股份代號: 831)

Directors' Commentaries

管理層討論

FINANCIAL REVIEW

Turnover

For the six months ended 30 September 2007, VXL Capital Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") achieved a turnover of HK\$44.7 million, including HK\$4.2 million contribution from its discontinued financial services operations. The turnover increased more than five times compared to the six months ended 30 June 2006. This significant increase was mainly resulted from fair value gain on listed investments, high occupancy rate and rental income received from an investment property and also increase in corporate advisory fees.

Fair Value Gain on Investment Properties

During the six months, the Group recorded a fair value gain on investment properties of HK\$109.2 million, as a result of capital appreciation of the Group's investment properties in Hong Kong and the People's Republic of China (the "PRC").

Operating Expenses

Operating costs from both continuing and discontinued operations for the period under review were HK\$32.6 million, an increase of 38.5% compared to the six months ended 30 June 2006. The increase was mainly due to the formation of a new management office in the PRC for the Changshou Properties and the set-up of "U" Inns & Hotels companies for the budget hotel investments. The operating expenses were mainly attributable to staff costs for the new team as well as legal and professional costs and consultancy fees incurred in pursuing property acquisitions including hotel properties in the PRC.

財務回顧

營業額

截至二零零七年九月三十日止六個月，卓越金融有限公司（「本公司」）及其附屬公司（統稱「本集團」）之營業額為44,700,000港元，包括其已終止經營之金融服務業務所貢獻之4,200,000港元。營業額較截至二零零六年六月三十日止六個月增加超過五倍。顯著增長主要來自上市證券投資之公平值盈利，投資物業之高入住率及租金收入，與企業顧問費之增加。

投資物業之公平值盈利

於該六個月期間，本集團錄得投資物業公平值盈利109,200,000港元，主要因本集團位於香港及中華人民共和國（「中國」）之投資物業錄得資本增值所致。

經營開支

於回顧期內，來自持續經營業務及已終止經營業務之經營開支為32,600,000港元，較截至二零零六年六月三十日止六個月上升38.5%。經營開支上升乃主要由於本集團為長壽物業在中國成立新管理辦公室，以及為經濟型酒店投資成立「你的客棧」項目公司所致。經營開支主要包括新管理團隊之僱員成本以及進行物業收購（包括位於中國之酒店物業）所產生之法律及專業費用及顧問費。

FINANCIAL REVIEW (Continued)

Liquidity, Financial Resources and Capital Structure

The Group maintained a bank and cash balance of HK\$20.4 million as of 30 September 2007. Cash reserves have been placed with major banks in Hong Kong and the PRC in the form of Hong Kong dollar and Renminbi deposits.

As of 30 September 2007, the Group had bank loans totalling HK\$433.4 million, of which HK\$4.0 million was due within one year; HK\$288.6 million was due between one to five years; and HK\$140.8 million was due after five years. In addition, the Group had obligations in finance leases of HK\$0.3 million as of 30 September 2007, which would mature within one year.

As of 30 September 2007, the gearing ratio of the Group was 168.7%, which is measured on the basis of the Group's total interest-bearing debt net of cash reserves over shareholders' funds. As of 30 June 2006, the Group's gearing ratio was 24.5%. The Directors are fully aware of the gearing ratio of the Group and will closely monitor the position.

財務回顧 (續)

流動現金、財務資源及資本架構

本集團於二零零七年九月三十日之銀行及現金結餘為20,400,000港元。現金儲備分別以港元及人民幣存款存放於香港及中國多家大型銀行。

於二零零七年九月三十日，本集團之銀行貸款合共為433,400,000港元，其中4,000,000港元於一年內到期，288,600,000港元於一至五年間到期，以及140,800,000港元於五年後到期。此外，於二零零七年九月三十日，本集團之融資租賃承擔合共300,000港元，於一年內到期。

於二零零七年九月三十日，本集團之資本負債比率為168.7%，乃按本集團之計息債務總額減去現金儲備再除以股東資金計算。於二零零六年六月三十日，本集團之資本負債比率為24.5%。董事已充份注意到本集團之資本負債比率，並將密切監察其情況。

BUSINESS REVIEW

Revenue for the six months ended 30 September 2007 mainly comprised corporate advisory fees, rental income from property assets and fair value gains on listed investments. The acquisition of budget hotels in the PRC represents a diversification of the property and investment portfolio. The Group intends to build a brand name for quality budget hotel chain in the PRC and strengthen its principal income sources from the PRC.

During the period, the Group disposed of its financial services operations by selling its interest in the financial services subsidiary and associate company. The Group's strategy is to divest non-core business and focus on the core business of property related investments, particularly in the real-estate related tourism investments.

Budget Hotels in the PRC

On 8 June 2007, the Group entered into an agreement with China Post Group for the acquisition of 11 hotel properties in the PRC. All hotels are well-located within the city centre and the vicinity of train stations. The Group plans to revamp and upgrade the hotel properties as well as their available facilities with a view to establishing a brand name of "U" Inns Hotel for providing quality and "value for money" budget hotels for business people and tourists in order to take advantage of the rapid and stable growth in economy and tourism in the PRC market.

The Group's acquisition of budget hotels has been progressing satisfactorily. A further acquisition of 5 hotel properties located in Gansu, Liaoning and Shandong provinces and the Tibet Autonomous Region was announced on 24 October 2007. The Group's continuing acquisition of hotels aims to establish a scalable network of budget hotels and extend its reach in various cities and provinces in the PRC for recurrent income and long-term capital appreciation.

業務回顧

截至二零零七年九月三十日止六個月之收益主要包括企業顧問費、物業租金收入及上市證券投資公平值盈利。於中國收購經濟型酒店乃物業及投資組合多元化發展之一環。本集團擬於中國建立優質經濟型連鎖酒店之品牌，並加強來自中國之主要收入來源。

期內，本集團藉出售其於從事金融服務之附屬公司及聯營公司之權益，出售其金融服務業務。本集團之策略在於撤出非核心業務，將集中投放資源於與物業相關投資之核心業務，尤其是與房地產相關之旅遊業投資。

於中國之經濟型酒店

於二零零七年六月八日，本集團與中國郵政集團訂立協議，收購十一項位於中國之酒店物業。所有酒店均位於市中心內，毗鄰火車站，地理位置優越。本集團計劃將該等酒店物業翻新，改善其原有設施，以建立「你的客棧」品牌，為商務人員及旅客提供優質且物有所值之經濟型酒店，務求受惠於中國市場上迅速穩定之經濟及旅遊業發展。

本集團在收購經濟型酒店方面之進展十分理想。於二零零七年十月二十四日，本集團公布進一步收購位於甘肅、遼寧、山東省及西藏自治區之五項酒店物業。本集團連續收購酒店項目，旨在建立一個遍及中國多個省市之經濟型酒店網絡，取得經常性收入及達致長遠資本增值。

BUSINESS REVIEW (Continued)

Changshou Properties: Retail spaces in Shanghai

With a total floor area of more than 40,000 square meters, Changshou Properties, a retail mall which is located in Shanghai, will provide the Group with an incomparable opportunity to access Shanghai's burgeoning retail property market. Given the attractive acquisition price and superb location, the properties should be able to achieve long-term capital appreciation and generate recurring cash income for the Group and are expected to start contributing revenue to the Group in 2008.

Retail sales in Shanghai was also strong as reflected by the increase in retail rentals during the second quarter of 2007 and reduction in vacancy rate in prime retail areas by 0.1 percentage point to 5.3% in the period. These are contributing factors for the considerable capital appreciation of Changshou Properties.

Cruise Consortium: Hong Kong Cruise City Development

The Group had formed a joint venture, namely Cruise City (Hong Kong) Limited, with wholly-owned subsidiaries of Nan Fung Development Limited and Star Cruises Limited for the development of the new cruise terminal in Hong Kong and had submitted an Expression of Interest to the HKSAR Government in December 2005.

On 9 November 2007, the Government gazetted an invitation for tender for the development of cruise terminal facilities and buildings at the former Kai Tak Runway, Kowloon for a term of fifty years. The Group is interested in bidding for the project, and, the Group's professional team is ready to participate in the development of this world-class touristic infrastructure in Hong Kong.

The Group welcomes the Government's plan for the development of the new cruise terminal at Kai Tak and believes that this mega project will strengthen Hong Kong's economic development and enrich Hong Kong's tourism appeal.

業務回顧 (續)

長壽物業：上海零售商舖

長壽物業乃位於上海之零售商場，總樓面面積逾40,000平方米。此項目為本集團涉足上海發展蓬勃之零售物業市場之良機。鑑於收購價理想，加上物業位置優越，長壽物業應可達致長期資本增值效益，並可持續為本集團帶來現金收入。預期長壽物業於二零零八年起可為本集團帶來收益貢獻。

二零零七年第二季之零售物業租金上升以及期內黃金零售地段之空置率下降0.1個百分點至5.3%，均反映了上海之零售銷售強勁，亦為長壽物業達致可觀資本增值之推動因素。

郵輪聯盟：香港郵輪城發展

於二零零五年十二月，本集團與南豐發展有限公司及麗星郵輪有限公司之全資附屬公司就於香港發展新郵輪碼頭成立名為「郵輪城(香港)有限公司」之合營企業，並向香港特區政府提交一份意向書。

於二零零七年十一月九日，香港政府刊憲邀請競標以發展位於九龍前啟德機場跑道之郵輪碼頭設施及建築，為期五十年。本集團有意競投該項目，因此，本集團之專業團隊已為參與發展此項位於香港之世界級旅遊基建項目準備就緒。

本集團對香港政府有意於啟德發展新郵輪碼頭之計劃表示歡迎，並相信此大型項目將會促進香港經濟發展，及提升香港作為旅遊點之吸引力。

BUSINESS REVIEW (Continued)

112 Apartments: Serviced apartment tower in Hong Kong

On 7 December 2007, the Group entered into a Sale and Purchase Agreement for the disposal of 112 Apartments, the 96-units serviced apartment tower located in the eastern part of Hong Kong Island, for a cash consideration of HK\$161.0 million. The Group is of the view that it is an opportune time to dispose of this property. The cost of the property was HK\$110.0 million and the Group has already recognised a total of HK\$40.0 million fair value gain in the financial statements since the acquisition of the property in 2005. The disposal is expected to realise an additional profit of approximately HK\$11.0 million for the Group when compared to its book value as at 30 September 2007.

The Group believes that the market outlook remains optimistic, and will continue to seek new investment opportunities in service-oriented properties in the PRC to secure long-term return.

VXL Financial Services Limited

Following completion of the disposal of VXL Financial Services Limited in July 2007, the Group has ceased operation in financial services.

The disposal has provided additional funds for the Group's property projects and also enabled the Group to focus its resources on its core business of property-related investments.

VXL International Leasing Co. Ltd

The Group has disposed of its entire interests in VXL International Leasing Co. Ltd. ("VXL Leasing") during the six months ended 30 September 2007 and a disposal gain of approximately HK\$1.2 million was recorded. The disposal of VXL Leasing allows the Group to focus its resources on its core property-related business.

業務回顧 (續)

壹一寓：香港服務式公寓大廈

於二零零七年十二月七日，本集團訂立一份買賣協議，擬以現金代價161,000,000港元出售一幢位於港島東區共有96個單位之服務式公寓大廈「壹一寓」。本集團認為，此乃出售「壹一寓」之良機。此物業之成本為110,000,000港元，而自二零零五年收購此物業以來，本集團已於財務報表確認公平值盈利合共40,000,000港元。與此物業於二零零七年九月三十日之賬面值比較，是項出售預期可為本集團帶來額外溢利約11,000,000港元。

本集團相信，市場前景仍然樂觀，而本集團將繼續在中國物色以服務為中心業務之物業投資新機會，以獲取長期回報。

卓越企業融資有限公司

於二零零七年七月完成出售卓越企業融資有限公司後，本集團已終止經營金融服務業務。

此項出售為本集團之物業項目帶來額外資金，亦讓本集團可集中投放資源於與物業相關投資之核心業務。

卓越國際租賃有限公司

於截至二零零七年九月三十日止六個月，本集團出售其於卓越國際租賃有限公司（「卓越國際租賃」）之全部權益，並錄得出售溢利約1,200,000港元。出售卓越國際租賃後，本集團可集中投放資源於與物業相關之核心業務。

Condensed Consolidated Interim Income Statement (Unaudited)

簡明綜合中期損益表（未經審核）

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

The Board of Directors (the "Board") of the Company presents hereunder the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2007 together with the comparative figures for the six months ended 30 June 2006.

本公司之董事會（「董事會」）謹此提呈本集團於截至二零零七年九月三十日止六個月之未經審核簡明綜合財務報表，連同截至二零零六年六月三十日止六個月之比較數字如下。

		For the six months ended	
		30 September 2007	30 June 2006
		HK\$'000	(Restated) HK\$'000
		截至二零零七年 九月三十日止 六個月	截至二零零六年 六月三十日止 六個月 (經重列)
		千港元	千港元
	Note		
	附註		
Continuing operations	持續經營業務		
Revenue	收益	40,796	3,620
Other operating income	其他經營收入	378	1,544
Fair value gain on investment properties	投資物業公平值盈利	109,152	–
Staff costs	僱員成本	(12,454)	(7,098)
Other operating expenses	其他經營開支	(16,718)	(12,739)
Operating profit/(loss)	經營溢利／（虧損）	121,154	(14,673)
Finance costs	融資成本	(17,260)	(2,429)
Share of profit/(losses) of associates	應佔聯營公司溢利／（虧損）	1	(16)
Profit/(loss) before taxation	除稅前溢利／（虧損）	103,895	(17,118)
Taxation (charge)/credit	稅項（支出）／抵免	(24,663)	251
Profit/(loss) for the period from continuing operations	期內持續經營業務之溢利／（虧損）	79,232	(16,867)
Discontinued operations	已終止經營業務		
Profit/(loss) for the period from discontinued operations	期內已終止經營業務之溢利／（虧損）	3,837	(668)
Profit/(loss) attributable to shareholders	股東應佔溢利／（虧損）	83,069	(17,535)
Basic and diluted earnings/(loss) per ordinary share attributable to shareholders of the Company	本公司股東應佔每股普通股基本及攤薄溢利／（虧損）	HK cents 港仙	HK cents 港仙
– Continuing operations	– 持續經營業務	5.18	(1.17)
– Discontinued operations	– 已終止經營業務	0.25	(0.05)

The notes on pages 13 to 34 form part of these condensed financial statements.

第13頁至第34頁之附註屬本簡明財務報表之一部份。

Condensed Consolidated Interim Balance Sheet (Unaudited)

簡明綜合中期資產負債表（未經審核）

As at 30 September 2007 於二零零七年九月三十日

			At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
		Note		
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備		5,067	5,550
Investment properties	投資物業	8	1,027,829	891,561
Goodwill	商譽		18,314	18,314
Interest in associates	聯營公司權益	9	240	35,009
Available-for-sale financial assets	可供出售財務資產		556	556
			1,052,006	950,990
Current assets	流動資產			
Financial assets at fair value through profit or loss	按公平值透過損益列賬之 財務資產		48,439	16,505
Deposits, trade and other receivables	按金、貿易及其他應收款項	10	62,879	6,506
Bank balances and cash	銀行結餘及現金		20,414	20,970
			131,732	43,981
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	11	25,538	409,881
Other loan	其他貸款		60,370	-
Long-term bank loans	長期銀行貸款	12	4,000	3,000
Obligations under finance leases	融資租賃承擔		259	345
Amount due to holding company	應付控股公司款項	13	189,748	129,551
			279,915	542,777
Net current liabilities	流動負債淨值		(148,183)	(498,796)
Total assets less current liabilities	總資產減流動負債		903,823	452,194
Non-current liabilities	非流動負債			
Long-term bank loans	長期銀行貸款	12	429,350	97,000
Obligations under finance leases	融資租賃承擔		-	86
Deferred tax liabilities	遞延稅項負債	14	81,355	55,707
			510,705	152,793
Net assets	資產淨值		393,118	299,401
Financed by:	資金來源:			
Share capital	股本	15	15,296	15,280
Reserves	儲備		377,822	284,121
Shareholders' funds	股東資金		393,118	299,401

The notes on pages 13 to 34 form part of these condensed financial statements.

第13頁至第34頁之附註屬本簡明財務報表之一部份。

Condensed Consolidated Interim Statement of Changes in Equity (Unaudited)

簡明綜合中期權益變動表（未經審核）

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

		Share capital HK\$'000	Share premium HK\$'000	Exchange reserve HK\$'000	Employee share-based compensation reserve HK\$'000 僱員以股份 為基礎之 報酬儲備 千港元	Available- for-sale financial assets reserve HK\$'000 可供出售 財務資產 儲備 千港元	Retained earnings HK\$'000	Total HK\$'000
		股本 千港元	股份溢價 千港元	匯兌儲備 千港元	報酬儲備 千港元	儲備 千港元	保留溢利 千港元	總額 千港元
At 1 January 2006	於二零零六年 一月一日	14,400	116,612	-	-	220	62,280	193,512
Translation exchange differences	外匯換算差額	-	-	130	-	-	-	130
Loss for the period attributable to shareholders	期內股東 應佔虧損	-	-	-	-	-	(17,535)	(17,535)
At 30 June 2006	於二零零六年 六月三十日	14,400	116,612	130	-	220	44,745	176,107
At 1 April 2007	於二零零七年 四月一日	15,280	150,409	7,588	-	300	125,824	299,401
Translation exchange differences	外匯換算差額	-	-	6,040	-	-	-	6,040
Employee share option benefits	僱員購股權福利	-	-	-	3,377	-	-	3,377
Issue of new shares on exercise of share options	因行使購股權而 發行新股份	16	1,953	-	(738)	-	-	1,231
Profit for the period attributable to shareholders	期內股東 應佔溢利	-	-	-	-	-	83,069	83,069
At 30 September 2007	於二零零七年 九月三十日	15,296	152,362	13,628	2,639	300	208,893	393,118

The notes on pages 13 to 34 form part of these condensed financial statements.

第13頁至第34頁之附註屬本簡明財務報表之一部份。

Condensed Consolidated Interim Cash Flow Statement (Unaudited)

簡明綜合中期現金流量表（未經審核）

For the six months ended 30 September 2007 截至二零零七年九月三十日止六個月

		For the six months ended	
		30 September 2007 HK\$'000 截至二零零七年 九月三十日止 六個月 千港元	30 June 2006 HK\$'000 截至二零零六年 六月三十日止 六個月 千港元
Net cash used in operating activities	經營活動所用現金淨額	(690)	(85,973)
Net cash used in investing activities	投資活動所用現金淨額	(346,191)	(13,012)
Net cash from financing activities	融資活動所得現金淨額	346,325	7,129
Decrease in cash and cash equivalents	現金及現金等值物減少	(556)	(91,856)
Cash and cash equivalents at 1 April/1 January	於四月一日／一月一日之 現金及現金等值物	20,970	122,971
Cash and cash equivalents at 30 September/30 June	於九月三十日／六月三十日之 現金及現金等值物	20,414	31,115
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析		
Bank balances and cash	銀行結餘及現金	20,414	16,823
Short-term deposits placed with banks	短期結存銀行存款	-	14,292
		20,414	31,115

The notes on pages 13 to 34 form part of these condensed financial statements.

第13頁至第34頁之附註屬本簡明財務報表之一部份。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

1. GENERAL INFORMATION

The Group is engaged in property investment, securities trading and investment. The Group's financial services operation was discontinued during the period. The details of the discontinued operations are disclosed in Note 6.

The directors consider the immediate and ultimate holding company to be VXL Capital Partners Corporation Limited ("VXLCPL") which is incorporated in the British Virgin Islands.

The condensed consolidated interim financial statements were approved for issue by the Board of directors of the Company on 13 December 2007.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements are prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") except that the presentation of the comparative figures is for six months ended 30 June 2006 as set out in the paragraph below.

Pursuant to the approval at the extraordinary general meeting of shareholders on 26 January 2007, the Company changed its financial year end date from 31 December to 31 March. In the previous year, the interim financial statements were drawn up for the six month period ended 30 June 2006 and accordingly the corresponding amounts shown for the condensed consolidated income statement, condensed consolidated statement of changes in equity, condensed consolidated cash flow statement and related notes cover the six month period ended 30 June 2006 and therefore may not be comparable with amounts shown for the current six month period.

The condensed financial statements have been prepared under the historical cost convention, except as modified by the revaluation of the available-for-sale financial assets, the financial assets at fair value through profit or loss, and the investment properties, which are carried at fair value.

1. 一般資料

本集團之業務為物業投資、證券買賣及投資。本集團之金融服務業務已於期內終止經營。已終止經營業務之詳情於附註6內披露。

董事認為於英屬處女群島註冊成立之VXL Capital Partners Corporation Limited (「VXLCPL」) 為直接及最終控股公司。

此等簡明綜合中期財務報表經本公司董事會於二零零七年十二月十三日批准刊發。

2. 編製基準及會計政策

此等未經審核簡明綜合財務報表乃根據香港會計師公會（「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」編製，除了在下段所說明的以截至二零零六年六月三十日止六個月數字作為比較數字的情況以外。

根據股東於二零零七年一月二十六日在股東特別大會上之批准，本公司將其財政年度結算日由十二月三十一日改為三月三十一日。去年之中期財務報表編製至截至二零零六年六月三十日止六個月期間，因此，簡明綜合損益表、簡明綜合權益變動表、簡明綜合現金流量表及有關附註所示之同期金額僅涵蓋截至二零零六年六月三十日止六個月期間，故與所示於本六個月期間之金額可能不具可比性。

簡明財務報表乃根據歷史成本法編製，並就重估按公平值列賬之可供出售財務資產、按公平值透過損益列賬之財務資產及投資物業作出修訂。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

These condensed consolidated financial statements should be read in conjunction with the financial statements for the fifteen month period ended 31 March 2007.

The accounting policies used in these condensed financial statements are consistent with those of the financial statements for the fifteen month period ended 31 March 2007. In addition, the Group has applied the following accounting policy for share options granted during the current interim period:

The Group operates an equity-settled, share-based compensation plan, known as Share Option Scheme. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. If vesting periods or other vesting conditions apply, the expense is recognized over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions (for example, profitability and sales growth targets) are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

2. 編製基準及會計政策 (續)

此等簡明綜合財務報表應與截至二零零七年三月三十一日止十五個月期間之財務報表一併參閱。

此等簡明財務報表所採用之會計政策與截至二零零七年三月三十一日止十五個月期間之財務報表所採用者一致。此外，本集團亦已就於本中期期間授出之購股權採用以下會計政策：

本集團設有以股本結算並以股份為基礎之薪償計劃，稱為購股權計劃。就僱員所提供服務授出之購股權之公平值確認為開支。倘採用歸屬期或其他歸屬條件，則會根據預期予以歸屬之購股權之最適用估計數目於歸屬期內確認開支。有關預期可予行使購股權數目之假設，已計及非市場性質歸屬條件（例如盈利能力及銷售增長目標）。於各結算日，本公司會修訂其估計預期可予行使之購股權數目。本公司於損益表確認修訂原有估計之影響（如有），並於餘下歸屬期就權益作出相應調整。

已收所得款項扣除任何直接應計交易成本後，於購股權獲行使時撥入股本（面值）及股份溢價。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

A discontinued operation is a component of the Group, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale in accordance with Hong Kong Financial Reporting Standard (“HKFRS”) 5 “Non-current Assets Held for Sale and Discontinued Operations”, if earlier. It also occurs when the operation is abandoned. When an operation is classified as discontinued, a single amount is presented on the face of the income statement, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognized on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

The HKICPA has issued a number of new and amendments to HKFRSs, which are effective for accounting periods beginning on or after 1 November 2006. The Group has adopted the following amendments to HKFRSs and interpretation issued up to 30 September 2007 which are pertinent to its operations and relevant to these financial statements.

HKAS 1 (Amendment)	Presentation of Financial Statements: Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment

There was no material impact on the consolidated financial statements arising from the adoption of the above mentioned new and revised accounting standards.

2. 編製基準及會計政策 (續)

已終止經營業務為本集團業務一部份，其營運及現金流量可明確地與本集團其他業務區分。已終止經營業務代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃之一部份，或為一間純粹為轉售而收購之附屬公司。倘業務被出售或符合《香港財務報告準則》（「《香港財務報告準則》」）第5號「待售非流動資產及已終止經營業務」可列為待售項目之準則（以較早者為準），則分類為已終止經營業務。倘業務被廢止，亦會分類為已終止經營業務。倘業務分類為已終止經營，則損益表上會呈列一單一數額，當中包含：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組合計算公平值減銷售成本（或於出售時），所確認之除稅後損益。

香港會計師公會已頒佈多項於二零零六年十一月一日或之後開始之會計期間生效之新訂及經修訂《香港財務報告準則》。本集團已採納下列於二零零七年九月三十日已頒佈而又與其業務及此等財務報表有關之《香港財務報告準則》之修訂及詮釋。

《香港會計準則》 第1號（修訂）	財務報表之呈 列：資本披露
《香港財務報告準則》 第7號	金融工具：披露
香港（國際財務報告 詮釋委員會） — 詮釋第10號	中期財務報告及 減值

採納上述新訂及經修訂會計準則並無對綜合財務報表產生任何重大影響。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The Group has not applied the following new HKFRS, which has been issued but effective for periods beginning on or after 1 January 2009 and is pertinent to the Group's operations, in the financial statements:

HKFRS 8 Operating Segments

HKFRS 8 supersedes HKAS 14 "Segment Reporting" and requires the reporting of financial and descriptive information about the reportable segments on the basis of internal reports that are regularly reviewed by its management.

The adoption of this new accounting standard is not likely to have a significant impact on the Group's results of operations and financial position except for additional disclosures to be made in the financial statements of the Group.

3. REVENUE, OTHER OPERATING INCOME AND SEGMENT INFORMATION

Revenue and other operating income recognized for the period are as follows:

Revenue/turnover	收益／營業額
Rental and other fee income from investment properties	投資物業之租金及其他費用收入
Fair value gain/(loss) from financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產之公平值盈利／(虧損)
Other operating income	其他經營收入
Interest income	利息收入
Dividend income	股息收入
Other income	其他收入

2. 編製基準及會計政策 (續)

本集團於此等財務報表中並無應用下列已頒佈但於二零零九年一月一日或之後開始之期間生效且與本集團業務有關之新訂《香港財務報告準則》:

《香港財務報告準則》第8號 經營分部

《香港財務報告準則》第8號將取代《香港會計準則》第14號「分部呈報」,並規定須根據經管理層定期審閱之內部報告呈報有關須予申報分部之財務及陳述性資料。

除了須在本集團財務報表中作出更多披露外,採納此新訂會計準則不大可能對本集團經營業績及財務狀況造成重大影響。

3. 收益、其他經營收入及分部資料

於期內確認之收益及其他經營收入如下:

For the six months ended	
30 September 2007	30 June 2006
HK\$'000	(Restated) HK\$'000
截至二零零七年九月三十日止六個月	截至二零零六年六月三十日止六個月 (經重列)
千港元	千港元
5,061	3,690
35,735	(70)
40,796	3,620
81	1,544
269	—
28	—
378	1,544

3. REVENUE, OTHER OPERATING INCOME AND SEGMENT INFORMATION (Continued)

Primary reporting format – business segments

The Group's businesses are structured and managed separately, according to the nature of their operations and the services they provide. Each of the Group's business segments represents a strategic business unit which is subject to risks and returns that are different from those of other business segments. Summarized details of the business segments are as follows:

- a) the property investment segment is engaged in operation of the investment properties;
- b) the securities trading and investment segment is engaged in securities trading and investment and other investment holding. The revenue of this segment mainly comprises net income from investment and trading of securities;
- c) the financial services segment is engaged in the provision of corporate finance and advisory services and operational and financial leasing of assets, which was discontinued during the period; and
- d) the unallocated segment comprises operations other than those specified in (a) to (c) above and includes that of the corporate office.

Capital expenditures comprise additions to property, plant and equipment and investment properties (Note 8). Segment assets consist primarily of property, plant and equipment, investment properties, goodwill, investments and receivables. Segment liabilities comprise operating liabilities and bank loans (Note 12). Unallocated assets and liabilities mainly represent assets and liabilities used by the corporate office, which cannot be allocated on a reasonable basis to any segment. They exclude items such as deferred tax and corporate borrowings.

3. 收益、其他經營收入及分部資料 (續)

主要報告方式 – 業務分部

本集團之業務乃根據彼等之經營性質及所提供之服務分開籌劃及管理。本集團之業務分部各自為一個策略性業務單位，其所承受之風險及所得回報有別於其他業務分部。業務分部之詳情概述如下：

- a) 物業投資分部從事投資物業之營運；
- b) 證券買賣及投資分部從事證券買賣、投資及其他投資控股。此分部之收益主要包括投資及證券買賣收入淨額；
- c) 金融服務分部提供企業融資及諮詢服務，以及對資產之營運及融資租賃（已於期內終止經營）；及
- d) 未分配項目分部為上述(a)至(c)項所述以外之業務，包括本集團辦事處業務。

資本開支包括添置物業、機器及設備以及投資物業（附註8）。分部資產主要由物業、機器及設備、投資物業、商譽、投資及應收款項組成。分部負債由經營負債及銀行貸款（附註12）組成。未分配資產及負債主要指由本集團辦事處使用且難以按合理基準分配到任何分部之資產及負債。該等項目不包括遞延稅項及企業借款等項目。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

3. REVENUE, OTHER OPERATING INCOME AND SEGMENT INFORMATION (Continued)

Primary reporting format – business segments (Continued)

The segment results, depreciation and capital expenditures for the six months ended 30 September 2007 and 30 June 2006 are as follows:

		Continuing			Discontinued		The Group HK\$'000
		Property investment HK\$'000	Securities trading and investment HK\$'000	Unallocated HK\$'000	Subtotal HK\$'000	Financial services HK\$'000	
		持續經營	持證買賣	未分配項目	小計	已終止經營	本集團
		千港元	千港元	千港元	千港元	千港元	千港元
For the six months ended 30 September 2007	截至二零零七年九月三十日止六個月						
Segment revenue:	分部收益:						
Sales to external customers	對外客戶銷售	5,061	35,735	–	40,796	3,876	44,672
Inter-segment revenue	分部間收益	–	–	–	–	317	–
Total segment revenue	分部總收益	5,061	35,735	–	40,796	4,193	44,672
Segment results	分部業績	108,061	35,729		143,790	462	144,252
Unallocated operating income	未分配經營收入				378	–	378
Unallocated operating expenses	未分配經營開支				(23,014)	–	(23,014)
Finance costs	融資成本				(17,260)	–	(17,260)
Profit on disposal of discontinued operations	出售已終止經營業務溢利				–	2,189	2,189
Share of profits of associates	應佔聯營公司溢利				1	1,230	1,231
Profit before taxation	除稅前溢利				103,895	3,881	107,776
Taxation	稅項				(24,663)	(44)	(24,707)
Profit attributable to shareholders	股東應佔溢利				79,232	3,837	83,069
Other segment information	其他分部資料						
Fair value gain on investment properties (Note 8)	投資物業公平值溢利 (附註8)	109,152	–	–	109,152	–	109,152
Depreciation	折舊	162	–	1,548	1,710	22	1,732
Capital expenditures	資本開支	10,643	–	651	11,294	–	11,294

3. 收益、其他經營收入及分部資料 (續)

主要報告方式 – 業務分部 (續)

截至二零零七年九月三十日及二零零六年六月三十日止六個月之分部業績、折舊及資本開支載列如下：

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

3. REVENUE, OTHER OPERATING INCOME AND SEGMENT INFORMATION (Continued)

3. 收益、其他經營收入及分部資料(續)

Primary reporting format – business segments
(Continued)

主要報告方式 – 業務分部(續)

	Continuing			Subtotal HK\$'000	Discontinued		The Group HK\$'000
	Property investment HK\$'000	Securities trading and investment HK\$'000	Unallocated HK\$'000		Financial services HK\$'000	Elimination HK\$'000	
	物業投資 千港元	證券買賣 及投資 千港元	未分配項目 千港元	小計 千港元	金融服務 千港元	對銷 千港元	本集團 千港元
For the six months ended 截至二零零六年 30 June 2006 六月三十日 止六個月							
Segment revenue: 分部收益:							
Sales to external customers 對外客戶銷售	3,690	(70)	–	3,620	3,018	–	6,638
Segment results 分部業績	1,113	(76)		1,037	(668)		369
Unallocated operating income 未分配經營收入				1,544	–		1,544
Unallocated operating expenses 未分配經營開支				(17,254)	–		(17,254)
Finance costs 融資成本				(2,429)	–		(2,429)
Share of losses of associates 應佔聯營公司虧損				(16)	–		(16)
Loss before taxation 除稅前虧損				(17,118)	(668)		(17,786)
Taxation 稅項				251	–		251
Loss attributable to shareholders 股東應佔虧損				(16,867)	(668)		(17,535)
Other segment information 其他分部資料							
Depreciation 折舊	96	–	845	941	52		993
Capital expenditures 資本開支	–	–	907	907	18		925

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

3. REVENUE, OTHER OPERATING INCOME AND SEGMENT INFORMATION (Continued)

Primary reporting format – business segments (Continued)

The segment assets and liabilities as at 30 September 2007 and 31 March 2007 are as follows:

3. 收益、其他經營收入及分部資料 (續)

主要報告方式 – 業務分部 (續)

於二零零七年九月三十日及二零零七年三月三十一日之分部資產及負債載列如下：

		Continuing			Discontinued		The Group HK\$'000
		Property investment HK\$'000	Securities trading and investment HK\$'000	Unallocated HK\$'000	Subtotal HK\$'000	Financial services HK\$'000	
		物業投資 千港元	證券買賣 及投資 千港元	未分配項目 千港元	小計 千港元	金融服務 千港元	本集團 千港元
			持續經營			已終止經營	
At 30 September 2007	於二零零七年九月三十日						
Segment assets	分部資產	1,106,467	48,817	7,800	1,163,084	–	1,163,084
Interests in associates	聯營公司權益				240	–	240
Bank balances and cash	銀行結餘及現金				20,414	–	20,414
Total assets	資產總額				1,183,738	–	1,183,738
Segment liabilities	分部負債	12,626	–	13,171	25,797	–	25,797
Bank and other loans	銀行及其他貸款	433,350	–	60,370	493,720	–	493,720
Amount due to holding company	應付控股公司款項				189,748	–	189,748
Deferred tax liabilities	遞延稅項負債				81,355	–	81,355
Total liabilities	負債總額				790,620	–	790,620
At 31 March 2007	於二零零七年三月三十一日						
Segment assets	分部資產	912,941	16,557	8,298	937,796	1,196	938,992
Interests in associates	聯營公司權益				239	34,770	35,009
Bank balances and cash	銀行結餘及現金				11,183	9,787	20,970
Total assets	資產總額				949,218	45,753	994,971
Segment liabilities	分部負債	405,306	–	4,554	409,860	452	410,312
Bank loans	銀行貸款	100,000	–	–	100,000	–	100,000
Amount due to holding company	應付控股公司款項				129,551	–	129,551
Deferred tax liabilities	遞延稅項負債				55,707	–	55,707
Total liabilities	負債總額				695,118	452	695,570

3. REVENUE, OTHER OPERATING INCOME AND SEGMENT INFORMATION (Continued)

3. 收益、其他經營收入及分部資料(續)

Secondary reporting format – geographical segments

次要報告方式 – 地區分部

The Group's three business segments operate in Hong Kong and the PRC. The segment revenue and capital expenditures based on geographical segments for the six months ended 30 September 2007 and 30 June 2006 are as follows:

本集團三大業務分部均於香港及中國經營。截至二零零七年九月三十日及二零零六年六月三十日止六個月，按地區分類之分部收益及資本開支載列如下：

		For the six months ended						
		30 September 2007			30 June 2006			
		Continuing	Discontinued	Elimination	The Group	Continuing	Discontinued	The Group
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		截至二零零七年九月三十日止六個月	截至二零零七年九月三十日止六個月	對銷	本集團	截至二零零六年六月三十日止六個月	截至二零零六年六月三十日止六個月	本集團
		持續經營	已終止經營	千港元	千港元	持續經營	已終止經營	千港元
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Revenue	收益							
Hong Kong	香港	40,796	4,193	(317)	44,672	3,620	3,018	6,638
Capital expenditures	資本開支							
Hong Kong	香港	578	-	-	578	70	18	88
PRC	中國	10,716	-	-	10,716	837	-	837
		11,294	-	-	11,294	907	18	925

Revenue is categorized based on the jurisdiction in which the customers are located, while capital expenditures are classified based on where the assets are located.

收益按客戶所在司法權區進行分類，而資本開支則按資產所在地進行分類。

The segment assets based on geographical segments as at 30 September 2007 and 31 March 2007 are as follows:

於二零零七年九月三十日及二零零七年三月三十一日，按地區分類之分部資產載列如下：

		At 30 September 2007			At 31 March 2007		
		Continuing	Discontinued	The Group	Continuing	Discontinued	The Group
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		於二零零七年九月三十日	於二零零七年九月三十日	本集團	於二零零七年三月三十一日	於二零零七年三月三十一日	本集團
		持續經營	已終止經營	千港元	持續經營	已終止經營	千港元
		千港元	千港元	千港元	千港元	千港元	千港元
Total assets	資產總額						
Hong Kong	香港	233,532	-	233,532	190,684	10,983	201,667
PRC	中國	950,206	-	950,206	758,534	34,770	793,304
		1,183,738	-	1,183,738	949,218	45,753	994,971

Total assets are categorized based on where the assets are located.

資產總額乃根據資產所在地進行分類。

4. OPERATING PROFIT/(LOSS)

Operating profit/(loss) is arrived at after charging:	計算經營溢利／(虧損)時已扣除：		
Depreciation of property, plant and equipment	物業、機器及設備折舊	1,710	832
Loss on disposal of property, plant and equipment	處置物業、機器及設備之虧損	99	—
Exchange loss	匯兌虧損	72	615
Operating leases – land and building	經營租賃－土地及樓宇	3,341	2,236

5. TAXATION

Hong Kong profits tax is assessed at the statutory rate of 17.5% (six months ended 30 June 2006: 17.5%) on the assessable profit for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation charged/(credited) to the consolidated income statement represents:

Current tax	本期稅項	44	—
Deferred tax	遞延稅項	24,663	(251)
Representing:	來自：		
Continuing operations	持續經營業務	24,663	(251)
Discontinued operations (Note 6)	已終止經營業務 (附註6)	44	—

4. 經營溢利／(虧損)

For the six months ended	
30 September 2007	30 June 2006
HK\$'000	(Restated) HK\$'000
截至二零零七年九月三十日止六個月	截至二零零六年六月三十日止六個月 (經重列)
千港元	千港元

5. 稅項

香港利得稅乃根據期內應課稅溢利按17.5% (截至二零零六年六月三十日止六個月：17.5%) 之法定稅率徵收。海外利得稅已根據本集團經營所處國家之適用稅率就估計之期內應課稅溢利計算。

綜合損益表內已扣除／(計入)之稅項乃指：

For the six months ended	
30 September 2007	30 June 2006
HK\$'000	HK\$'000
截至二零零七年九月三十日止六個月	截至二零零六年六月三十日止六個月
千港元	千港元
Current tax	—
Deferred tax	(251)
	(251)
Representing:	
Continuing operations	(251)
Discontinued operations (Note 6)	—
	(251)

6. DISCONTINUED OPERATIONS

On 18 May 2007, the Company entered into a conditional agreement to sell the entire issued share capital of a subsidiary, VXL Financial Services Limited, to a third party, for a consideration of HK\$11.0 million. Following the completion of the disposal, the Group discontinues its financial services operation, and focuses on property investments and securities investment.

On 23 August 2007, VXL Investments Holdings Limited, a wholly-owned subsidiary of the Company, entered into an agreement to dispose of 45.0% of its equity interest and shareholder's loan in Million Sky Investments Limited to a third party for a total consideration of RMB34,785,000 (equivalent to approximately HK\$35,932,000).

An analysis of the results and cash flows of the discontinued operations is as follows:

6. 已終止經營業務

於二零零七年五月十八日，本公司訂立一項有條件協議，以代價 11,000,000 港元出售附屬公司卓越企業融資有限公司全部已發行股本予一名第三方。該項出售完成後，本集團已終止其金融服務業務，專注經營物業投資及證券投資業務。

於二零零七年八月二十三日，本公司之全資附屬公司卓越投資控股有限公司訂立一項協議，出售其於萬天投資有限公司之 45.0% 股本權益及股東貸款予一名第三方，總代價為人民幣 34,785,000 元（約相當於 35,932,000 港元）。

已終止經營業務之業績及現金流量分析如下：

		For the six months ended	
		30 September 2007	30 June 2006
		HK\$'000	HK\$'000
		截至二零零七年 九月三十日止 六個月 千港元	截至二零零六年 六月三十日止 六個月 千港元
Revenue	收益	4,193	3,018
Staff costs	僱員成本	(1,849)	(1,764)
Other operating expenses	其他經營開支	(1,882)	(1,922)
Operating profit/(loss)	經營溢利／(虧損)	462	(668)
Share of profit of an associate	應佔聯營公司溢利	1,230	—
Profit/(loss) before taxation	除稅前溢利／(虧損)	1,692	(668)
Taxation	稅項	(44)	—
Profit/(loss) of discontinued operations	已終止經營業務之溢利／(虧損)	1,648	(668)
Profit on disposal of discontinued operations	出售已終止經營業務之溢利	2,189	—
Profit/(loss) from discontinued operations	已終止經營業務之溢利／(虧損)	3,837	(668)
Net cash inflow/(outflow) from operating activities	經營活動所得／(所用) 現金淨額	3,179	(1,063)
Net cash outflow from investing activities	投資活動所用現金淨額	—	(18)
Net cash outflow from financing activities	融資活動所用現金淨額	(4,114)	—
Net cash outflow	所用現金淨額	(935)	(1,081)

7. BASIC AND DILUTED EARNINGS/ (LOSS) PER ORDINARY SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The basic earnings/(loss) per ordinary share is calculated by dividing the Group's profit/(loss) attributable to shareholders by the weighted average number of ordinary shares in issue during the period.

7. 本公司股東應佔每股普通 股基本及攤薄溢利／(虧 損)

每股普通股基本溢利／(虧損)乃根據期內本集團之股東應佔溢利／(虧損)除以已發行普通股之加權平均數計算。

		For the six months ended	
		30 September 2007 HK\$'000 截至二零零七年 九月三十日止 六個月 千港元	30 June 2006 HK\$'000 截至二零零六年 六月三十日止 六個月 千港元
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	1,528,213,115	1,440,000,000
Profit/(loss) from continuing operations attributable to shareholders of the Company (HK\$'000)	本公司股東應佔持續經營業務之溢利／(虧損) (千港元)	79,232	(16,867)
Basic earnings/(loss) per ordinary share from continuing operations (HK cents per share)	持續經營業務之每股普通股基本溢利／(虧損) (每股港仙計)	5.18	(1.17)
Profit/(loss) from discontinued operations attributable to shareholders of the Company (HK\$'000)	本公司股東應佔已終止經營業務之溢利／(虧損) (千港元)	3,837	(668)
Basic earnings/(loss) per ordinary share from discontinued operations (HK cents per share)	已終止經營業務之每股普通股基本溢利／(虧損) (每股港仙計)	0.25	(0.05)
Profit/(loss) attributable to shareholders of the Company (HK\$'000)	本公司股東應佔溢利／(虧損) (千港元)	83,069	(17,535)
Basic earnings/(loss) per ordinary share (HK cents per share)	每股普通股基本溢利／(虧損) (每股港仙計)	5.43	(1.22)

The comparative basic loss per share amounts have been adjusted to reflect the share subdivision as further detailed in Note 15 to the financial statements.

比較金額之每股基本虧損已作調整，以反映股份拆細之影響，其他詳情載於財務報表附註15。

The basic and diluted earnings/(loss) per ordinary share are the same as the Company has no diluted potential ordinary shares in issue for the six months ended 30 September 2007 and 30 June 2006.

由於本公司於截至二零零七年九月三十日及二零零六年六月三十日止六個月並無具攤薄影響之已發行潛在普通股，故每股普通股基本及攤薄溢利／(虧損)相同。

8. INVESTMENT PROPERTIES

8. 投資物業

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
At 1 April/1 January	於四月一日／一月一日	891,561	143,000
Acquisition of business	收購業務	-	397,826
Additions	添置	9,751	331,013
Fair value gain	公平值盈利	109,152	8,719
Exchange difference	匯兌差額	17,365	11,003
At 30 September/31 March	於九月三十日／三月三十一日	<u>1,027,829</u>	<u>891,561</u>

The investment properties were revalued at HK\$1,027.8 million as at 30 September 2007 (31 March 2007: HK\$891.6 million) on an open market value basis by an independent, professionally qualified valuer, RHL Appraisal Ltd.

投資物業於二零零七年九月三十日由獨立專業合資格估值師永利行評值顧問有限公司按公開市值基準進行重估之價值為1,027,800,000港元(二零零七年三月三十一日: 891,600,000港元)。

9. INTERESTS IN ASSOCIATES

9. 聯營公司權益

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Share of net liabilities of associates	應佔聯營公司負債淨額	(660)	(1,024)
Amounts due from associates	應收聯營公司款項	900	36,033
		<u>240</u>	<u>35,009</u>

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

10. DEPOSITS, TRADE AND OTHER RECEIVABLES

10. 按金、貿易及其他應收款項

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Trade receivables (Note)	貿易應收賬款 (附註)	489	1,245
Other receivables	其他應收賬項	1,764	2,069
Deposit for acquisition of budget hotels	收購經濟型酒店之按金	54,871	-
Prepayments and deposits	預付款項及按金	5,755	3,192
		62,879	6,506

Note: The ageing analysis of the trade receivables is as follows:

附註: 貿易應收賬款之賬齡分析如下:

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Within 1 month	一個月內	468	955
Between 1 and 3 months	一個月至三個月之間	21	290
		489	1,245

Trade receivables comprise receivable for rental income and corporate advisory fee. Rental income is billed in advance on a monthly basis and corporate advisory fee is billed in accordance with the agreed terms of the mandates. All billings are due on presentation.

貿易應收賬款包括應收之租金收入及企業顧問費。租金收入之賬單按月提前發出，企業顧問費賬單則根據已協定之委託條款發出。所有賬單提示即付。

11. TRADE AND OTHER PAYABLES

11. 貿易及其他應付款項

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Trade payables (Note)	貿易應付賬款(附註)	76	234
Property cost payable	應付物業成本	-	291,968
Other payables and accruals	其他應付款項及應計項目	16,255	32,822
Deposit	按金	9,207	84,857
		25,538	409,881

Note: The ageing analysis of the trade payables is as follows:

附註: 貿易應付賬款之賬齡分析如下:

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Within 1 month	一個月內	76	184
Between 1 and 3 months	一個月至三個月之間	-	50
		76	234

12. LONG-TERM BANK LOANS

12. 長期銀行貸款

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Secured long-term bank loans	有抵押長期銀行貸款	433,350	100,000
		433,350	100,000
Repayable:	應付:		
Within 1 year – current portion	一年內 – 即期部份	4,000	3,000
Between 1 and 2 years	一年至兩年	39,182	4,000
Between 2 and 5 years	兩年至五年	249,387	93,000
Over 5 years	五年以上	140,781	-
Non-current portion	非即期部份	429,350	97,000
		433,350	100,000

The long-term bank loans are secured by mortgages over the investment properties of the Group.

長期銀行貸款由本集團之投資物業按揭作抵押。

13. AMOUNT DUE TO HOLDING COMPANY

During the period, VXLCP, the holding company, has granted a loan of US\$7,600,000 (equivalent to approximately HK\$58,997,000), in addition to the existing loan of HK\$129,000,000 to the Company. These loans are unsecured, bearing interest at LIBOR/HIBOR plus 1.75% and repayable within one year. As at 30 September 2007, the Group has accrued interest payable of HK\$1,751,000 (31 March 2007: HK\$551,000).

14. DEFERRED TAX LIABILITIES

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset and when such accounts relate to the same fiscal authority. The offset amounts are as follows:

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Deferred tax assets	遞延稅項資產	3,648	1,421
Deferred tax liabilities	遞延稅項負債	(85,003)	(57,128)
Net deferred tax liabilities	遞延稅項負債淨額	(81,355)	(55,707)

13. 應付控股公司款項

期內，控股公司VXLCP在現有貸款129,000,000港元以外，另授出貸款7,600,000美元（約相當於58,997,000港元）予本公司。該等貸款為無抵押，按倫敦銀行同業拆息／香港銀行同業拆息利率加1.75%計息及須於一年內償還。於二零零七年九月三十日，本集團應付該等貸款利息為1,751,000港元（二零零七年三月三十一日：551,000港元）。

14. 遞延稅項負債

倘若有權依法抵銷，而遞延稅項與同一財政機構相關，即可將遞延稅項資產與負債互相抵銷。抵銷額如下：

14. DEFERRED TAX LIABILITIES (Continued)

The components of deferred tax assets/(liabilities) recognized in the consolidated balance sheet and the movements during the period/year are as follows:

		Revaluation of investment property and depreciation allowance HK\$'000 投資物業重估及折舊撥備 千港元	Tax losses HK\$'000 稅項虧損 千港元	Total HK\$'000 總額 千港元
At 1 January 2006	於二零零六年一月一日	(18,922)	396	(18,526)
Acquisition of business	收購業務	(47,331)	-	(47,331)
Credited to income statement	計入損益表	10,182	1,025	11,207
Exchange difference	匯兌差額	(1,057)	-	(1,057)
At 31 March 2007	於二零零七年三月三十一日	(57,128)	1,421	(55,707)
(Charged)/credited to income statement (Note 5)	(扣除自)/計入損益表 (附註5)	(26,876)	2,213	(24,663)
Exchange difference	匯兌差額	(999)	14	(985)
At 30 September 2007	於二零零七年九月三十日	(85,003)	3,648	(81,355)

Unrecognized deferred tax assets are as follows:

未確認之遞延稅項資產如下:

		At 30 September 2007 HK\$'000 於二零零七年九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年三月三十一日 千港元
Unutilized tax losses	未動用之稅項虧損	8,692	15,528
Accelerated tax/(depreciation) allowance	加速稅項/(折舊)撥備	172	(29)
		8,864	15,499

As at 30 September 2007, the Group has unutilized tax losses of approximately HK\$48,629,000 (31 March 2007: HK\$84,457,000) to carry forward against future taxable income. No deferred tax assets has been recognized in respect of the tax losses due to the unpredictability of future profit streams. Included in the tax losses, HK\$46,183,000 (31 March 2007: HK\$74,454,000) has no expiry date and HK\$2,446,000 (31 March 2007: HK\$10,003,000) expire within five years under the current tax legislation.

於二零零七年九月三十日，本集團擁有可結轉以抵銷日後應課稅收入之未動用稅項虧損約48,629,000港元（二零零七年三月三十一日：84,457,000港元）。但因日後溢利來源之不可預測性，尚未就稅項虧損確認遞延稅項資產。根據現行稅務條例，在稅項虧損中，46,183,000港元（二零零七年三月三十一日：74,454,000港元）並無屆滿日期，2,446,000港元（二零零七年三月三十一日：10,003,000港元）則於五年內到期。

15. SHARE CAPITAL

15. 股本

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Authorised:	法定:		
4,000,000,000 ordinary shares of HK\$0.01 each (31 March 2007:	4,000,000,000股每股面值0.01港元之普通股 (二零零七年三月三十一日:		
200,000,000 ordinary shares of HK\$0.20 each)	200,000,000股每股面值0.20港元之普通股)	40,000	40,000
Issued and fully paid:	已發行及繳足:		
1,529,600,000 ordinary shares of HK\$0.01 each (31 March 2007:	1,529,600,000股每股面值0.01港元之普通股 (二零零七年三月三十一日:		
76,400,000 ordinary shares of HK\$0.20 each)	76,400,000股每股面值0.20港元之普通股)	15,296	15,280

Share subdivision

On 7 August 2007, every ordinary share of HK\$0.20 each of the Company was subdivided into twenty ordinary shares of HK\$0.01 each.

股份拆細

於二零零七年八月七日，本公司每股面值0.20港元之普通股已拆細為二十股每股面值0.01港元之普通股。

		At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
At 1 April/1 January	於四月一日/一月一日	15,280	14,400
Issue of shares on placement	配售時發行股份	-	880
Exercise of share options	行使購股權	16	-
At 30 September/31 March	於九月三十日/三月三十一日	15,296	15,280

15. SHARE CAPITAL (Continued)**Share Option Scheme**

During the period, 42,000,000 Share Options were granted under the Share Option Scheme with an exercise price of HK\$0.77 per share. The related average closing price immediately before the date on which the share options were granted was HK\$0.77 per share.

The fair value of share options granted during the period estimated using the Black-Scholes valuation model is HK\$0.4618 per share. The calculation takes into account a share price of HK\$0.77 per share, exercise price of HK\$0.77 per share, a risk-free interest rate of 4.216%, a volatility of 68.03% with expected life for 5 years and no expected dividend.

During the period, 1,600,000 (fifteen months ended 31 March 2007: Nil) new ordinary shares of HK\$0.01 each were issued upon exercise of the options granted under the Share Option Scheme adopted by the Company on 5 June 2005 at an exercise price of HK\$0.77 per ordinary share. The related average share price at the time of exercise was HK\$0.75 per ordinary share. These shares rank pari passu with the existing shares of the Company.

16. OPERATING LEASE COMMITMENT

At 30 September 2007, the Group had commitments under non-cancelable operating leases in respect of rented premises, which fall due as follows:

	At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Not later than 1 year 不超過一年	3,151	5,366
Later than 1 year and not later than 5 years 一年以上但不超過五年	-	486
	3,151	5,852

15. 股本 (續)**購股權計劃**

期內，本公司已根據購股權計劃授出42,000,000份購股權，行使價為每股0.77港元。緊接購股權授出日期前之相關平均收市價為每股0.77港元。

按照畢蘇估值模式進行估計，期內授出之購股權之公平值為每股0.4618港元。計算方法已計及股價每股0.77港元、行使價每股0.77港元、無風險利率4.216%、預計五年期波幅68.03%及並無預期股息。

期內，由於購股權持有人按行使價每股普通股0.77港元行使根據本公司於二零零五年六月五日採納之購股權計劃授出之購股權，本公司因而發行1,600,000股（截至二零零七年三月三十一日止十五個月：無）每股面值0.01港元之新普通股。於行使時之相關平均股價為每股普通股0.75港元。此等股份與本公司之現有股份享有同等地位。

16. 經營租賃承擔

於二零零七年九月三十日，本集團根據不可撤銷經營租賃須按以下年期支付之租賃物業之承擔如下：

	At 30 September 2007 HK\$'000 於二零零七年 九月三十日 千港元	At 31 March 2007 HK\$'000 於二零零七年 三月三十一日 千港元
Not later than 1 year 不超過一年	3,151	5,366
Later than 1 year and not later than 5 years 一年以上但不超過五年	-	486
	3,151	5,852

17. CAPITAL COMMITMENTS

The Group has 30% effective interest in Cruise City Holdings Limited ("CCHL") and its subsidiary, Cruise City (Hong Kong) Limited, which submitted an Expression of Interest to the HKSAR Government for the New Cruise Terminal Development in December 2005. Pursuant to a joint venture agreement dated 8 December 2005, the Company has committed to advancing approximately HK\$3,000,000 to CCHL of which HK\$900,000 has been expended as at 30 September 2007.

During the period, the Group has entered into an agreement to acquire 11 hotel assets for an aggregate consideration of RMB176.5 million and has paid deposits amounting to RMB53.1 million. As at 30 September 2007, the Group has commitments in respect of acquisition of 11 hotels amounting to RMB123.4 million (equivalent to approximately HK\$127.4 million) (31 March 2007: Nil), which were contracted for but have not been recognized in these condensed financial statements.

Other than as mentioned above, as at 30 September 2007, the Group has commitments in respect of renovation costs of Changshou Properties amounting to HK\$84,632,000 (31 March 2007: HK\$5,798,000), of which HK\$71,534,000 (31 March 2007: Nil) were authorized but not yet contracted for and HK\$13,098,000 (31 March 2007: HK\$5,798,000) were contracted for but have not been recognized in these condensed consolidated financial statements.

18. RELATED PARTY TRANSACTIONS

In addition to that as disclosed in Note 13, the following transactions were carried out with related parties during the period:

(a) Purchases of services

The Group has contracted with various related parties, which are corporations controlled by a director of the Company, to provide management and administrative services to the Group. The management and administrative fee paid and payable for the period is HK\$196,000 (six months ended 30 June 2006: HK\$57,000). One of the agreements with a fixed monthly fee of HK\$13,000 was terminated with effect from 1 July 2007.

17. 資本承擔

本集團擁有 Cruise City Holdings Limited (「CCHL」) 30%之實際權益，而其附屬公司郵輪城(香港)有限公司已於二零零五年十二月向香港特別行政區政府提交一份對發展新郵輪碼頭項目之意向書。根據二零零五年十二月八日所訂立之一份合營協議，本公司已承諾向CCHL墊付約3,000,000港元，其中900,000港元已於二零零七年九月三十日支付。

期內，本集團已訂立一份協議，收購11項酒店資產，總代價為人民幣176,500,000元，並已支付按金人民幣53,100,000元。於二零零七年九月三十日，本集團有關收購11間酒店之承擔為人民幣123,400,000元（約相當於127,400,000港元）（二零零七年三月三十一日：無），有關承擔已訂立合約但並無於本簡明財務報表內確認。

除上述者外，於二零零七年九月三十日，本集團有關長壽物業之翻新成本之承擔為84,632,000港元（二零零七年三月三十一日：5,798,000港元），其中71,534,000港元（二零零七年三月三十一日：無）已獲授權但未訂立合約，而13,098,000港元（二零零七年三月三十一日：5,798,000港元）已訂立合約但並無於本簡明綜合財務報表內確認。

18. 關聯方交易

除附註13所披露者外，期內與關聯方進行之交易載列如下：

(a) 購買服務

本集團已與多名關聯方（由本公司一名董事控制之公司）訂立合約，向本集團提供管理及行政管理服務。期內，已付及應付管理及行政管理費為196,000港元（截至二零零六年六月三十日止六個月：57,000港元）。其中一份涉及定額月費13,000港元之協議已由二零零七年七月一日起終止。

18. RELATED PARTY TRANSACTIONS

(Continued)

(b) Rental charges

The Group has entered into a tenancy agreement with the landlord, Smart Forward Services Limited, a corporation owned by a director of the Company, to lease a residential unit at a monthly rent of HK\$55,000 per month effective from 15 May 2006 for a period of 2 years. A rental deposit of HK\$110,000 has been placed with the landlord. The rental expense paid and payable for the period is HK\$330,000 (six months ended 30 June 2006: HK\$83,000).

(c) Interest expenses

During the period, the Group has interest expense paid and payable to VXLCP amounting to HK\$5,604,000 for the loan as disclosed in Note 13 (six months ended 30 June 2006: Nil).

(d) Key management compensation

Salaries and other short-term employee benefits	薪金及其他短期僱員福利		
Employee share option benefits	僱員購股權福利		
Post-employment benefits	離職後福利		

For the six months ended	
30 September 2007	30 June 2006
HK\$'000	HK\$'000
截至二零零七年九月三十日止六個月 千港元	截至二零零六年六月三十日止六個月 千港元

	5,919	3,887
	1,822	–
	29	38
	7,770	3,925

18. 關聯方交易 (續)**(b) 租金開支**

本集團與業主 Smart Forward Services Limited (由本公司一名董事擁有之公司) 訂立一項租賃協議, 以月租55,000港元租賃一個住宅單位, 租期由二零零六年五月十五日起計為期兩年。本集團已向業主支付110,000港元租金按金。期內, 已付及應付租金開支為330,000港元 (截至二零零六年六月三十日止六個月: 83,000港元)。

(c) 利息開支

期內, 本集團就附註13所披露之貸款已付及應付予VXLCP之利息開支為5,604,000港元 (截至二零零六年六月三十日止六個月: 無)。

(d) 主要管理層報酬

19. EVENTS AFTER THE BALANCE SHEET DATE

- (a) On 23 October 2007, the Group entered into an agreement to acquire 5 budget hotels from China Post Group for an aggregate consideration of RMB120.3 million (equivalent to approximately HK\$124.2 million). The 5 hotels are located in the Gansu, Liaoning and Shandong provinces and Tibet Autonomous Region of the PRC. The acquisition will be completed upon fulfillment of all necessary registration procedures with relevant government authorities in the PRC in respect of the transfer of the title of the hotel assets. The remaining balance of the consideration, together with interest calculated at the applicable interest rate, shall be payable upon completion or on 23 April 2008, whichever is earlier.
- (b) On 7 December 2007, Arrow Star Investment Limited, a wholly-owned subsidiary of the Company, entered into a Sale and Purchase Agreement to dispose of an investment property in Hong Kong to a third party for a cash consideration of HK\$161.0 million. The profit on disposal is estimated to be approximately HK\$11.0 million.

19. 結算日後事項

- (a) 於二零零七年十月二十三日，本集團訂立一項協議，以總代價人民幣120,300,000元（約相當於124,200,000港元）向中國郵政集團收購5間經濟型酒店。該5間酒店位於中國甘肅、遼寧及山東省以及西藏自治區。該項收購將於就轉讓該等酒店資產之所有權向相關中國政府機構成功辦理所有必要登記手續後完成。代價之未付餘額連同按適用利率計算之利息須於完成時或二零零八年四月二十三日（以較早者為準）支付。
- (b) 於二零零七年十二月七日，本公司之全資附屬公司智域投資有限公司訂立一項買賣協議，以現金代價161,000,000港元出售一項位於香港之投資物業予一名第三方。該項出售之溢利估計約為11,000,000港元。

DISCLOSURE OF INTERESTS

(A) Directors' Interests in Shares and underlying Shares of the Company

As at 30 September 2007, the interests and short positions of the Directors and chief executive 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 ("SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") are as follows:

權益披露

(A) 董事於本公司的股份及相關股份的權益

於二零零七年九月三十日，根據《證券及期貨條例》第三百五十二條規定須由本公司存備的登記冊所載，本公司董事及行政總裁於本公司及其相關法團（按《證券及期貨條例》第XV部所賦予的涵義）的股份、相關股份及債權證，或根據《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「《上市規則》」）中《上市發行人董事進行證券交易的標準守則》（「《標準守則》」）須知會本公司及聯交所的權益及淡倉如下：

Name of Directors	Nature of Interests	Note	Ordinary Shares/ underlying Shares of HK\$0.01 each 每股面值 0.01港元之 普通股／相關股份	Approx. % of Issued Shares 佔已發行 股份的概約 百分比 (%)
董事姓名	權益性質	附註		
Datuk LIM Chee Wah 林致華拿督	Interests in Shares – Corporate Interests 於股份之權益 – 公司權益	1	1,069,308,000	69.90%
	Interests in Warrants – Corporate Interests 於認股權證之權益 – 公司權益	2	153,861,600	–
	Interests in Share Options – Personal Interests 於購股權之權益 – 個人權益	3	4,400,000	–
			1,227,569,600	
Percy ARCHAMBAUD-CHAO 趙世雄	Interests in Shares – Corporate Interests 於股份之權益 – 公司權益	4	300,000,000	19.61%
	Interests in Warrants – Corporate Interests 於認股權證之權益 – 公司權益	5	60,000,000	–
	Interests in Share Options – Personal Interests 於購股權之權益 – 個人權益	3	4,400,000	–
			364,400,000	
Patsy SO Ying Chi 蘇瑩枝	Interests in Share Options – Personal Interests 於購股權之權益 – 個人權益	3	4,400,000	–

Other Information (Continued)

其他資料 (續)

DISCLOSURE OF INTERESTS (Continued)

(A) Directors' Interests in Shares and underlying Shares of the Company (Continued)

Notes:

1. The corporate interests of 1,069,308,000 Shares are held by VXL Capital Partners Corporation Limited ("VXLCPL"), a company wholly and beneficially owned by Datuk Lim Chee Wah ("Datuk Lim"). The interests in 1,069,308,000 shares comprises 769,308,000 shares which are beneficially owned by VXLCPL and 300,000,000 shares which are deemed to be interested by VXLCPL as security interests. The 300,000,000 shares are duplicated with the interests of Mr. Percy ARCHAMBAUD-CHAO ("Mr. A. Chao") as set out in note 4 of this section and the interests of VXLCPL and Huge More Limited ("Huge More") as set out in note 2 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
2. The corporate interests of 153,861,600 warrants are held by VXLCPL and duplicated with the interests of VXLCPL as set out in note 3 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
3. Details of the interests in share options are set out separately in the section "Interests in Share Options of the Company".
4. The corporate interests of 300,000,000 shares are held by Huge More, a company wholly and beneficially owned by Mr. A. Chao. The 300,000,000 shares are duplicated with the security interests deemed to be interested by VXLCPL as set out in note 1 of this section and the interests of VXLCPL and Huge More as set out in note 2 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
5. The corporate interests of 60,000,000 warrants are held by Huge More and duplicated with the interests of Huge More as set out in note 4 of the section "Substantial Shareholders' Interests in Shares and underlying Shares of the Company".
6. All the interests disclosed above represent long position in the shares or underlying shares.

權益披露 (續)

(A) 董事於本公司的股份及相關股份的權益 (續)

附註:

1. 1,069,308,000股股份的公司權益乃透過由林致華拿督(「林拿督」)全資及實益擁有的VXL Capital Partners Corporation Limited(「VXLCPL」)持有。該1,069,308,000股股份之權益包括769,308,000股股份由VXLCPL實益擁有及300,000,000股股份被視為由VXLCPL以保證權益方式擁有。該300,000,000股股份權益與本節附註4所載趙世雄先生(「趙先生」)的權益及「主要股東於本公司的股份及相關股份的權益」一節附註2所載VXLCPL及Huge More Limited(「Huge More」)的權益重疊。
2. 153,861,600份認股權證的公司權益乃由VXLCPL持有,並與「主要股東於本公司的股份及相關股份的權益」一節附註3所載VXLCPL的權益重疊。
3. 購股權權益的詳情於「於本公司的購股權的權益」一節另行載列。
4. 300,000,000股股份的公司權益乃透過由趙先生全資及實益擁有的Huge More持有。該300,000,000股股份與本節附註1所載VXLCPL被視為以保證權益方式擁有的權益及「主要股東於本公司的股份及相關股份的權益」一節附註2所載VXLCPL及Huge More的權益重疊。
5. 60,000,000份認股權證的公司權益乃由Huge More持有,並與「主要股東於本公司的股份及相關股份的權益」一節附註4所載Huge More的權益重疊。
6. 上述披露之所有權益均指股份或相關股份之好倉。

DISCLOSURE OF INTERESTS (Continued)

(B) Interests in Share Options of the Company

As at 30 September 2007, details of share options granted to Directors and employees under the Share Option Scheme (“Share Option Scheme”) adopted by the Company at annual general meeting held on 3 June 2005 and remain outstanding are:-

權益披露 (續)

(B) 於本公司的購股權的權益

於二零零七年九月三十日，按本公司於二零零五年六月三日舉行之股東周年大會採納的一項購股權計劃（「購股權計劃」）授予董事及員工的購股權詳情及尚未行使者為：

Grantee	Date of Grant	Exercise Period	Exercise Price per Share (HK\$)	Share Options Outstanding at 1/4/2007	Share Options Outstanding at 30/9/2007
				於二零零七年 四月一日 尚未行使之 購股權數目	於二零零七年 九月三十日 尚未行使之 購股權數目
受讓人	授出日期	行使期	每股股份 行使價 (港元)		
Directors					
董事					
Datuk LIM Chee Wah 林致華拿督	23/8/2007	23/8/2007-22/08/2012	0.77	-	4,400,000
Percy ARCHAMBAUD-CHAO 趙世雄	23/8/2007	23/8/2007-22/08/2012	0.77	-	4,400,000
Patsy SO Ying Chi 蘇瑩枝	23/8/2007	23/8/2007-22/08/2012	0.77	-	4,400,000
Employees					
僱員					
Aggregate total of employees 僱員總和	23/8/2007	23/8/2007-22/08/2012	0.77	-	27,200,000
					40,400,000

Other Information (Continued)

其他資料 (續)

DISCLOSURE OF INTERESTS (Continued)

(B) Interests in Share Options of the Company (Continued)

Notes:

1. The Share Options to subscribe for shares are exercisable as to:
 - (i) For Directors or Employees who have been appointed for not less than two years immediately before date of grant:
 - (a) up to 20% immediately after date of grant;
 - (b) up to 46.7% immediately after 12 months from date of grant;
 - (c) up to 73.3% immediately after 24 months from date of grant; and
 - (d) up to 100% immediately after 36 months from date of grant.
 - (ii) For Directors or Employees who have been appointed for less than two years immediately before date of grant:
 - (a) up to 33.3% immediately after 12 months from date of grant;
 - (b) up to 66.7% immediately after 24 months from date of grant; and
 - (c) up to 100% immediately after 36 months from date of grant.
2. During the six months ended 30 September 2007, 42,000,000 Share Options were granted to directors and employees under the Share Option Scheme and a total of 1,600,000 Share Options were exercised by employees of the Company.

權益披露 (續)

(B) 於本公司的購股權的權益 (續)

附註:

1. 購股權可於以下時間行使以認購股份:
 - (i) 董事或僱員之委任期於緊隨授出日期前不少於兩年:
 - (a) 於緊隨授出日期起計最多達20%;
 - (b) 於緊隨授出日期起計12個月後最多達46.7%;
 - (c) 於緊隨授出日期起計24個月後最多達73.3%;及
 - (d) 於緊隨授出日期起計36個月後最多達100%。
 - (ii) 董事或僱員之委任期於緊隨授出日期前少於兩年:
 - (a) 於緊隨授出日期起計12個月後最多達33.3%;
 - (b) 於緊隨授出日期起計24個月後最多達66.7%;及
 - (c) 於緊隨授出日期起計36個月後最多達100%。
2. 於二零零七年九月三十日止六個月期間內,本公司就購股權計劃向董事及員工授出共42,000,000份購股權,其中共1,600,000份購股權已被行使。

DISCLOSURE OF INTERESTS (Continued)

(B) Interests in Share Options of the Company (Continued)

Save as disclosed above, as at 30 September 2007, none of the Directors or chief executive of the Company has any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which are recorded in the register maintained under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(C) Substantial Shareholders' Interests in Shares and underlying Shares of the Company

As at 30 September 2007, the interests and short positions of every person, other than the Directors and chief executive of the Company, in the shares and underlying shares of the Company, as recorded in the register maintained by the Company under section 336 of the SFO are as follows:

Name of Shareholders	Nature of Interests	Note	Ordinary Shares/ underlying Shares of HK\$0.01 each 每股面值 0.01港元之 普通股/相關股份	Approx. % of Issued Shares 佔已發行 股份的概約 百分比 (%)
股東名稱	權益性質	附註		
VXL Capital Partners Corporation Limited	Interests in Shares – Beneficial Interests 於股份之權益 – 實益權益	1	769,308,000	50.29%
	Interests in Shares – Security Interests 於股份之權益 – 保證權益	2	300,000,000	19.61%
	Interests in Warrants – Beneficial Interests 於認股權證之權益 – 實益權益	3	153,861,600	–
			1,223,169,600	
Huge More Limited	Interests in Shares – Beneficial Interests 於股份之權益 – 實益權益	2	300,000,000	19.61%
	Interests in Warrants – Beneficial Interests 於認股權證之權益 – 實益權益	4	60,000,000	–
			360,000,000	

權益披露 (續)

(B) 於本公司的購股權的權益 (續)

除上文所披露者外，於二零零七年九月三十日，根據《證券及期貨條例》第三百五十二條規定須由本公司存備的登記冊所載，董事及其聯繫人概無本公司或其任何相聯法團（按《證券及期貨條例》第XV部所賦予的涵義）的股份、相關股份及債權證或根據《標準守則》須知會本公司及聯交所的權益或淡倉。

(C) 主要股東於本公司的股份及相關股份的權益

於二零零七年九月三十日，根據《證券及期貨條例》第三百三十六條須由本公司存備的登記冊所載，除本公司董事及行政總裁以外的人士於本公司股份及相關股份中的權益或淡倉如下：

Other Information (Continued)

其他資料 (續)

DISCLOSURE OF INTERESTS (Continued)

(C) Substantial Shareholders' Interests in Shares and underlying Shares of the Company (Continued)

Notes:

1. 769,308,000 shares are beneficially owned by VXLCP, which is wholly and beneficially owned by Datuk Lim, the Chairman of the Board and an executive Director of the Company. Datuk Lim is also a director of VXLCP.
2. 300,000,000 shares are beneficially owned by Huge More and are deemed to be interested by VXLCP as security interests. Huge More is wholly and beneficially owned by Mr. A. Chao, the Chief Executive Officer and an executive Director of the Company. Mr. A. Chao is also a director of Huge More. These 300,000,000 shares duplicated among themselves in this section and as set out in notes 1 and 4 of the section "Directors' Interests in Shares and underlying Shares of the Company".
3. 153,861,600 warrants are beneficially owned by VXLCP and duplicated with the interests of Datuk Lim as set out in note 2 of the section "Directors' Interests in Shares and underlying Shares of the Company".
4. 60,000,000 warrants are beneficially owned by Huge More and duplicated with the interests of Mr. A. Chao as set out in note 5 of the section "Directors' Interests in Shares and underlying Shares of the Company".
5. All the interests disclosed above represent long position in the shares and underlying shares.

Save as disclosed above, as at 30 September 2007, no other interests or short positions in the shares or underlying shares of the Company are recorded in the register maintained under section 336 of the SFO.

權益披露 (續)

(C) 主要股東於本公司的股份及相關股份的權益 (續)

附註:

1. 769,308,000股股份乃本公司董事會主席兼執行董事林拿督全資及實益擁有的公司VXLCP實益擁有，林拿督亦是VXLCP的董事。
2. 300,000,000股股份乃由Huge More實益擁有，及被視為由VXLCP以保證權益方式擁有。Huge More乃由本公司行政總裁兼執行董事趙先生全資及實益擁有，趙先生亦是Huge More的董事。該300,000,000股股份於本節所述該批股份及與「董事於本公司的股份及相關股份的權益」一節附註1及4所載權益重疊。
3. 153,861,600份認股權證乃由VXLCP實益擁有，並與「董事於本公司的股份及相關股份的權益」一節附註2所載林拿督的權益重疊。
4. 60,000,000份認股權證乃由Huge More實益擁有，並與「董事於本公司的股份及相關股份的權益」一節附註5所載趙先生的權益重疊。
5. 上述披露之所有權益均指股份或相關股份之好倉。

除上文所披露者外，於二零零七年九月三十日，根據《證券及期貨條例》第三百三十六條存備的登記冊概無記錄其他於股份或相關股份的權益或淡倉。

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 September 2007 (six months ended 30 June 2006: Nil).

SHARE SUBDIVISION

On 7 August 2007, every ordinary share of HK\$0.20 each of the Company was subdivided into twenty ordinary shares of HK\$0.01 each. As at 30 September 2007, the authorized share capital of the Company is HK\$40,000,000 divided into 4,000,000,000 ordinary shares of HK\$0.01 each, out of which 1,529,600,000 ordinary shares are issued and 2,470,400,000 ordinary shares are unissued.

BONUS ISSUE OF WARRANTS

On 8 August 2007, the Company issued 305,600,000 bonus warrants on the basis of one warrant for every five ordinary shares of HK\$0.01 each held by shareholders. The warrants are exercisable from 8 August 2007 for a term of two years at an initial subscription price of HK\$0.95 per ordinary share in cash, subject to adjustment, upon exercise of any subscription rights attaching to the warrant. No warrant of the Company was exercised as at 30 September 2007.

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

During the six months ended 30 September 2007, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

中期股息

董事會議決不宣派截至二零零七年九月三十日止六個月(截至二零零六年六月三十日止六個月:無)之中期股息。

股份拆細

於二零零七年八月七日,本公司股本中每股面值0.20港元之普通股已拆細為二十股每股面值0.01港元之普通股。於二零零七年九月三十日,本公司之法定股本為40,000,000港元,分為4,000,000,000股每股面值0.01港元之普通股,其中1,529,600,000股為已發行普通股及2,470,400,000股為未發行普通股。

發行紅利認股權證

本公司於二零零七年八月八日發行305,600,000份紅利認股權證,其基準乃按每持有五股普通股每股面值0.01港元之股東可獲發一份認股權證。認股權證可於二零零七年八月八日起之兩年期間內,按認股權證附帶之認購權按初步認購價0.95港元(可予調整)以現金行使認購一股普通股。於二零零七年九月三十日,本公司之認股權證並無獲行使。

購買、出售或贖回本公司之已上市證券

於截至二零零七年九月三十日止六個月內,本公司或其任何附屬公司概無購買、出售或贖回本公司之任何已上市證券。

Other Information (Continued)

其他資料 (續)

CORPORATE GOVERNANCE

Compliance with the Code on Corporate Governance Practices

The Group is committed to maintaining high standards of corporate governance and the Board considers that effective corporate governance is an essential factor to the corporate success and to enhance shareholders' value.

The Group has applied the principles and complied with the code provisions of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by the six months ended 30 September 2007, with minor deviations as stated below.

Pursuant to Code A.4.1 of the CG Code, non-executive directors shall be appointed for a specific term. All non-executive directors of the Company, other than Mr. Alan Howard SMITH, are appointed for a specific term. Pursuant to Code A.4.2 of the CG Code, each director shall retire by rotation at least once every three years. In accordance with the Company's Articles of Association, one-third of the directors are subject to retirement by rotation and subject to re-election at each annual general meeting. The Board therefore considers that sufficient measures have been in place to ensure that the Company's corporate governance practices are no less exacting than those stipulated in the CG Code and will ensure each director shall retire by rotation at least once every three years.

企業管治

遵守《企業管治常規守則》

本集團致力維持高水平企業管治，董事會認為有效之企業管治乃企業賴以成功及提升股東價值之要素。

本集團於截至二零零七年九月三十日止六個月涵蓋之會計期間內，已應用上市規則附錄十四之《企業管治常規守則》（「《企業管治守則》」）之原則遵從守則條文，惟略有以下偏離。

根據《企業管治守則》第A.4.1條，非執行董事之委任應有指定任期。本公司之所有非執行董事（史亞倫先生除外）均有指定任期。根據《企業管治守則》第A.4.2條，每名董事須最少每三年輪值退任一次。按照本公司之章程細則，三分之一的董事均須於各股東周年大會上輪值退任及膺選連任。故董事會認為本公司已採取足夠措施確保本公司企業管治常規不遜於《企業管治守則》所規定者，並將確保每名董事均最少每三年輪值退任一次。

CORPORATE GOVERNANCE (Continued)

Model Code For Securities Transactions by Directors

The Board has adopted its own code of conduct regarding securities transactions by Directors (the “Internal Model Code”) on terms no less exacting than the required standard set out in the “Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules”. Having made specific enquiries with all Directors, the Directors have complied with the Model Code in their securities transactions during the six months ended 30 September 2007.

Internal Audit

The Company has appointed Mable Chan & Co. (“Internal Auditors”) to provide internal audit services to the Group for the financial year ending 31 March 2008. The Internal Auditors have completed their review for the six months ended 30 September 2007 and concluded that the internal control system of the Company was adequate and no significant risks were identified.

The Board has reviewed the results of the internal control review by Internal Auditors and, after discussion with management, is satisfied that the Group’s system of internal controls is adequate and effective. The Board will continue to review and improve the Group’s internal control system, taking into account the prevailing regulatory requirement, the Group’s business development and interests of shareholders.

企業管治 (續)

董事進行證券交易之標準守則

董事會已就董事進行證券交易按不遜於上市規則所定之「《上市發行人董事進行證券交易之標準守則》」規定的標準條款，採納自身之行為守則（「內部標準守則」）。經向所有董事作出特定查詢後認為，董事在截至二零零七年九月三十日止六個月內之證券交易中已遵守標準守則。

內部審核

本公司已委任陳美寶會計師事務所（「內部核數師」）就本集團截至二零零八年三月三十一日止財政年度提供內部審核服務。內部核數師就截至二零零七年九月三十日止六個月已完成其檢討，確定本公司之監控制度完善，且並無出現重大風險。

董事會已根據內部核數師的工作，檢討內部監控的審閱結果，認為本集團的內部監控制度完善及有效。董事會將繼續因應當時的監管規定、本集團的業務發展及股東權益，以檢討及改善本集團的內部監控制度。

Other Information (Continued)

其他資料 (續)

CORPORATE GOVERNANCE (Continued)

Audit Committee

The Audit Committee comprises all the independent non-executive directors who possess appropriate business, legal, engineering and financial experience and skills to undertake review of financial statements in accordance with good practice of financial reporting. The Audit Committee is chaired by Mr. David YU Hon To and the other two members are Mr. Alan Howard SMITH, J.P. and Dr. Allen LEE Peng Fei, J.P.. The unaudited interim results for the six months ended 30 September 2007 has been reviewed by the Audit Committee.

By order of the Board
VXL Capital Limited
Datuk LIM Chee Wah
Chairman

Hong Kong, 13 December 2007

企業管治 (續)

審核委員會

審核委員會由所有獨立非執行董事組成，彼等擁有按財務報告之良好常規進行財務報表審閱所須之適當業務、法律、工程及財務經驗及學識。審核委員會由俞漢度先生擔任主席，其他二名成員為史亞倫太平紳士及李鵬飛博士太平紳士。截至二零零七年九月三十日止六個月之未經審核中期業績已由審核委員會審閱。

承董事會命
卓越金融有限公司
主席
林致華拿督

香港，二零零七年十二月十三日