

# RISING DEVELOPMENT HOLDINGS LIMITED 麗盛集團控股有限公司

(Incorporated in Bermuda with limited liability) (Stock Code: 1004)



#### **CORPORATE INFORMATION**

#### BOARD OF DIRECTORS Executive Directors

Mr. Lai Leong (Chairman & Chief Executive Officer) Mr. Lee Yuk Lun (Deputy Chairman) Mr. Kong Shan, David

## **Independent Non-Executive Directors**

Mr. Fok Ho Yin, Thomas Mr. Tsui Ching Hung Mr. Tso Hon Sai, Bosco

# AUDIT COMMITTEE

Mr. Fok Ho Yin, Thomas Mr. Tsui Ching Hung Mr. Tso Hon Sai, Bosco

# **REMUNERATION COMMITTEE**

Mr. Fok Ho Yin, Thomas Mr. Tsui Ching Hung Mr. Tso Hon Sai, Bosco

**COMPANY SECRETARY** Mr. Chiang Chi Kin, Stephen

**QUALIFIED ACCOUNTANT** Mr. Lam Wing Chau

# **REGISTERED OFFICE**

Clarendon House 2 Church Street Hamilton HM11 Bermuda

# AUDITORS

Li, Tang, Chen & Co. *Certified Public Accountants (Practising)* 10th Floor, Sun Hung Kai Centre 30 Harbour Road Wanchai Hong Kong

#### LEGAL ADVISERS TO THE COMPANY

Cheng, Tong & Rosa Solicitors & Notaries Room 1621–33, 16th Floor Sun Hung Kai Centre 30 Harbour Road Wanchai Hong Kong

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor, World Tech Centre 95 How Ming Street Kwun Tong Kowloon Hong Kong

## **PRINCIPAL BANKERS**

UBS AG HSBC Wing Hang Bank, Limited ICBC Bank of China (Hong Kong) Limited

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited 26th Floor, Tesbury Centre 28 Queen's Road East Wanchai Hong Kong

# **STOCK CODE** 1004

WEBSITE www.hkrising.com

#### **UNAUDITED INTERIM RESULTS**

The Board of Directors (the "Directors") of Rising Development Holdings Limited (the "Company") is pleased to present the unaudited condensed interim consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2007 together with the comparative figures for the corresponding period in 2006. These condensed interim consolidated financial statements have not been audited but have been reviewed by the Company's Audit Committee.

# CONDENSED CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2007

		(Unauc Six month	ns ended
		30 Sept 2007	ember 2006
	Note	2007 HK\$'000	2006 HK\$'000
	11000	11110 0000	11110 000
TURNOVER	2	159,260	144,466
Cost of sales		(124,358)	(126,600)
Gross profit		34,902	17,866
Other income and gains			
- Income from investments	3	30,474	15,926
- Others	3	4,024	1,961
Fair value gains on investment properties		850	-
Loss on disposal of available-for-sale financial assets		(7,811)	(2,002)
Selling and distribution expenses		(2,654) (10,907)	(2,092)
Operating and administrative expenses Non-operating expenses		(10,907)	(7,126) (857)
Finance costs	4	(3,284)	(3,725)
Share of loss of an associate	1	(2)	(9)
PROFIT BEFORE TAX	5	45,592	21,944
Tax	6	(7,793)	(869)
PROFIT FOR THE PERIOD ATTRIBUTABLE TO EQUITY		27 700	21.075
HOLDERS OF THE COMPANY		37,799	21,075
PROPOSED INTERIM DIVIDEND	7		7,914
<b>EARNINGS PER SHARE</b> Basic	8	HK6.22 cents	HK3.46 cents
Diluted		N/A	N/A

# CONDENSED CONSOLIDATED BALANCE SHEET

AS AT 30 SEPTEMBER 2007 AND 31 MARCH 2007

	Note	(Unaudited) 30 September 2007 HK\$'000	(Audited) 31 March 2007 <i>HK\$</i> '000
NON-CURRENT ASSETS			
Property, plant and equipment	9	372	6,812
Investment properties	10	66,487	30,380
Prepaid land lease payments		_	881
Interest in an associate		19	20
Available-for-sale financial assets	11	106,002	251,642
		172,880	289,735
CURRENT ASSETS		(22)	10.0(1
Inventories		639	10,261
Prepaid land lease payments Prepayments, deposits and other receivables	12	88,980	23 6,183
Derivative financial instruments	12	3,629	3,061
Trade receivables	13	1,221	629
Financial assets at fair value through	15	1,221	02)
profit or loss	14	48,403	107,538
Cash and cash equivalents		66,638	29,648
		209,510	157,343
CURRENT LIABILITIES Short-term bank loans – secured Trade payables Customers' deposits Other payables and accruals Tax payable	15	15 321 3,196 8,104	110,982 134 2,878 2,291 479
		11,636	116,764
NET CURRENT ASSETS		197,874	40,579
TOTAL ASSETS LESS CURRENT LIABILITIES		370,754	330,314
NON-CURRENT LIABILITIES Deferred tax liabilities		6,959	2,963
NET ASSETS		363,795	327,351
CAPITAL AND RESERVES Share capital Reserves Proposed final dividend	16	60,726 303,069 	60,829 254,964 11,558
TOTAL EQUITY		363,795	327,351

# **CONDENSED CONSOLIDATED CASH FLOW STATEMENT** FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2007

	(Unaudited) Six months ended 30 September		
	<b>2007</b> <i>HK\$`000</i>	<b>2006</b> <i>HK\$`000</i>	
Net cash used in operating activities	(92,081)	(12,762)	
Net cash from/(used in) investing activities	251,592	(2,636)	
Net cash (used in)/from financing activities	(122,521)	22,101	
Net increase in cash and cash equivalents Cash and cash equivalents at 1 April	36,990 29,648	6,703 24,494	
Cash and cash equivalents at 30 September	66,638	31,197	
Analysis of balances of cash and cash equivalents Cash and bank balances	66,638	31,197	

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

					(Un	audited)				
				Six r	nonths ende	1 30 September	r 2007			
	Share capital	Share premium account	Contributed surplus	Asset revaluation reserve		Investment revaluation reserve	Statutory reserve fund	Retained profits	Proposed final dividend	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2007 Repurchase of shares Realized on disposal of available-for-sale financial	60,829 (103)	29,380 (269)	5,830 ) –	2,595	118	1,965 -	12	215,064	11,558 -	327,351 (372)
assets Surplus/(Deficit) on revaluation Deferred tax charged 2007 final dividend paid Profit for the period				21,863 (3,826) 		(1,551) (5,931) - -		20 37,799	(11,558)	(1,551) 15,932 (3,826) (11,538) 37,799
At 30 September 2007	60,726	29,111	5,830	20,632	118	(5,517)	12	252,883	-	363,795

	(Unaudited)									
				Six	months ende	d 30 September	r 2006			
	Share capital HK\$'000	Share premium account HK\$'000	Contributed surplus HK\$'000	Asset revaluation reserve HK\$'000		Investment revaluation reserve HK\$'000	Statutory reserve fund HK\$'000	Retained profits HK\$'000	Proposed final dividend HK\$'000	Total HK\$'000
At 1 April 2006 Realized on disposal of available-for-sale financial	60,879	29,493	5,830	2,595	118	(392)	12	170,856	10,958	280,349
assets	-	-	-	-	-	(2,042)	-	-	-	(2,042)
Surplus on revaluation	-	-	-	-	-	3,978	-	-	-	3,978
2006 final dividend paid	-	-	-	-	-	-	-	-	(10,958)	(10,958)
Profit for the period								21,075		21,075
At 30 September 2006	60,879	29,493	5,830	2,595	118	1,544	12	191,931	-	292,402

# NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

#### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed interim 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 (the "HKICPA") and Appendix 16 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for buildings, investment properties and certain financial assets, which have been measured at fair value or revalued amounts.

The accounting policies and method of computation used in the preparation of these condensed interim consolidated financial statements are consistent with those adopted in the annual financial statements for the year ended 31 March 2007.

During the period, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards ("HKFRSs"), HKASs and interpretations issued by the HKICPA, which are effective for accounting periods commencing on or after 1 April 2007. The adoption of these new standards had no material effect on the results or financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early adopted the following standards or interpretations that have been issued but are not yet effective. The Directors anticipate that the adoption of such standards and interpretations will not result in substantial changes to the Group's accounting policies.

HKAS 23 (Revised)	Borrowing costs <sup>1</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HK (IFRIC) – INT 12	Service Concession Arrangements <sup>2</sup>
HK (IFRIC) – INT 13	Customer Loyalty Programmes <sup>3</sup>
HK (IFRIC) – INT 14	HKAS 19 – The Limit on a Defined Benefit Asset,
	Minimum Funding Requirements and their Interaction <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2009
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2008
- <sup>3</sup> Effective for annual periods beginning on or after 1 July 2008

# 2. SEGMENT INFORMATION

The following tables present revenue, profit and expenditure information for the Group's business and geographical segments:

# (a) Business segments:

				(Unaudited) ended 30 Septe	mber 2007		
2007	Trading in securities HK\$'000	Investments HK\$'000	Manufacture and sales of fur garments HK\$'000	Trading of fur skins HK\$'000	<b>Others</b> <i>HK\$'000</i>	Elimination C HK\$'000	onsolidated HK\$'000
Segment revenue: Sales to external customers Intersegment sales	151,229	_	6,788	1,243 566	_	- (566)	159,260
Income from investments Other revenue	20,504	9,970 1,538	1,271	33	2,027	(1,800)	30,474 3,069
Total revenue	171,733	11,508	8,059	1,842	2,027	(2,366)	192,803
Segment results Interest income Unallocated expenses	52,471	(1,144)	) (1,734)	(1,422)	459		48,630 955 (707)
Profit from operating activities Finance costs Share of loss of an asso	ciate						48,878 (3,284) (2)
Profit before tax Tax							45,592 (7,793)
Profit attributable to equity holders of the Company							37,799

				(Unaudited)	ALC: N	1. 11 11 11	Non S
			6 months	ended 30 Sept	mber 2006	A ACTIVITY OF A CONTRACT	14 113 19
			Manufacture	ended 50 Septi			
	Trading in		and sales of	Trading of			
2006 (restated)	securities	Investments	fur garments	fur skins	Others	Elimination C	onsolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
0							
Segment revenue:							
Sales to external	10 122		21 071	05.0(2			144,466
customers Intersegment sales	18,132	_	31,271	95,063 21,102	-	(21,102)	144,400
Income from	_	_	_	21,102	-	(21,102)	_
investments	4,908	11,018	_	_	_	_	15,926
Other revenue			267	1,446	810	(748)	1,775
Total revenue	23,040	11,018	31,538	117,611	810	(21,850)	162,167
	20,010	11,010	51,555	117,9011	010	(21,0)0)	102,107
Segment results	6,008	8,951	4,107	6,532	545		26,143
- 8	0,000		-)- + /	0)00-			
Interest income							186
Unallocated expenses							(651)
Profit from operating							
activities							25,678
Finance costs							(3,725)
Share of loss of an ass	ociate						(9)
Profit before tax							21,944
Tax							(869)
Profit attributable to							
equity holders							
of the Company							21,075

*Note*: A separate segment of "others", which was included in "investment and others" in 2006 interim report, was included to better reflect the Group's principal activities for the current period. Certain comparative figures have been reclassified to conform with the current period's presentation.

# (b) Geographical segments:

	(Unaudited) 6 months ended 30 September 2007					
2007	Hong Kong and Mainland China HK\$'000	Japan HK\$'000	North America HK\$'000	Others Co HK\$'000	onsolidated HK\$'000	
Segment revenue: Sales to external customers	153,227	973	857	4,203	159,260	
Segment results	50,172	(249)	(219)	(1,074)	48,630	

	(Unaudited) 6 months ended 30 September 2006						
2006	Hong Kong and Mainland		North				
	<b>China</b> <i>HK\$'000</i>	<b>Japan</b> <i>HK\$'000</i>	<b>America</b> <i>HK\$'000</i>	<b>Others C</b> <i>HK\$'000</i>	onsolidated HK\$'000		
Segment revenue: Sales to external customers	114,204	10,635	10,727	8,900	144,466		
Segment results	24,145	702	708	588	26,143		

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# 3. OTHER INCOME AND GAINS

		ths ended ptember
	2007	2006
	HK\$'000	HK\$'000
Income from investments:		
Interest income from investments in available-for-sale		
financial assets	8,260	8,196
Dividend income from available-for-sale financial assets	269	27
Dividend income from financial assets at fair value		
through profit or loss	1,736	2,456
Net realised gain on investments in available-for-sale		
financial assets	_	2,277
Unrealised gain on investments in financial assets		
at fair value through profit or loss	18,768	2,452
Net realised and unrealized gain on derivative		
financial instruments	1,441	518
	20 (7)	15.000
	30,474	15,926
Others:		
Gross rental income	226	210
Bank interest income	955	186
Other interest income	-	111
Exchange gain	1,295	327
Others	1,548	1,127
	4,024	1,961
	7,027	1,701
	34,498	17,887

# 4. FINANCE COSTS

	6 months ended 30 September		
	<b>2007</b> <i>HK\$`000</i>	<b>2006</b> <i>HK\$'000</i>	
Interest on bank loans and overdrafts Interest on trust receipt loans	3,284	3,014 711	
	3,284	3,725	

# 5. PROFIT BEFORE TAX

This is stated after charging the following:

	6 months ended 30 September		
	<b>2007</b> <i>HK\$'000</i>	<b>2006</b> HK\$'000	
Charging			
Cost of inventories sold	10,645	109,568	
Cost of securities sold	113,713	17,032	
Total cost of sales	124,358	126,600	
Depreciation	97	363	
Operating lease rentals on lands and buildings	95	292	
Staff costs (including directors' remuneration)	5,992	6,071	

# 6. TAX

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

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

		ns ended tember
	<b>2007</b> <i>HK\$`000</i>	<b>2006</b> <i>HK\$'000</i>
Hong Kong profits tax	7,793	869

There was no material unprovided deferred tax for the period.

# 7. PROPOSED INTERIM DIVIDEND

	6 months ended 30 September	
	<b>2007</b> <i>HK\$'000</i>	<b>2006</b> <i>HK\$'000</i>
Interim dividend proposed HKNil cents (2006: HK1.3 cents) per ordinary share		7,914

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2007 (2006: HK1.3 cents).

#### 8. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the Group's profit attributable to equity holders of the Company of HK\$37,799,000 (2006: HK\$21,075,000). The basic earnings per share is based on the weighted average of 607,268,000 (2006: 608,796,000) ordinary shares in issue during the period.

No diluted earnings per share was presented for the six months ended 30 September 2007 as there were no potential dilutive ordinary shares in existence during the period.

#### 9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2007, the Group acquired furniture, fixtures and leasehold improvement with cost of HK\$136,000 (six months ended 30 September 2006: HK\$62,000). Motor vehicles with net book value of HK\$34,000 were disposed of during the six months ended 30 September 2007 (six months ended 30 September 2006: HK\$56,000), resulting in a loss on disposal of approximately HK\$14,000 (six months ended 30 September 2006: HK\$4,000).

#### **10. INVESTMENT PROPERTIES**

On 22 July 2007, the Group ended owner-occupation of leasehold land and buildings and resolved that such properties are to be held for capital appreciation. Accordingly, such portions were transferred from property, plant and equipment and prepaid land lease payments to investment properties at fair value of HK\$29,200,000 on 22 July 2007. The fair value was determined by DTZ Debenham Tie Leung Limited, an independent firm of professional valuers on an open market, existing use basis.

During the six months ended 30 September 2007, the Group acquired an investment property at a consideration of HK\$9,800,000 (six months ended 30 September 2006: HK\$Nil). The Group also disposed of certain of its investment properties with net carrying amount of HK\$4,150,000 to independent third parties (six months ended 30 September 2006: HK\$Nil), resulting in no gain or loss on disposals (six months ended 30 September 2006: HK\$Nil).

#### 11. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	(Unaudited) 30 September 2007 <i>HK\$</i> '000	(Audited) 31 March 2007 HK\$'000
At fair value: Securities listed outside Hong Kong Debt securities quoted outside Hong Kong	98,202	28,517 215,325
	98,202	243,842
At Cost: Equity securities unlisted outside Hong Kong	7,800	7,800
	106,002	251,642

At the balance sheet date, the above unlisted equity investments are not stated at fair value but at cost less any impairment loss because they do not have a quoted market price in an active market and the fair value cannot be reliably measured.

# 12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

These amounts mainly included the receivables from sales of available-for-sale financial assets amounting to approximately HK\$82,708,000 (2006: HK\$Nil), which were fully received on 2 October 2007.

# **13. TRADE RECEIVABLES**

The Group's trading terms with its customers are mainly on credit. The Group allows an average credit period of 30 to 60 days for its trade debtors. Trade receivables are non-interest-bearing.

An aging analysis of trade receivables at the balance sheet date was as follows:

	(Unaudited) 30 September		(Audited) 31 March	
		.007	2007	
	HK\$'000	%	HK\$'000	%
Current to 30 days	19	2	335	53
31 days to 60 days	-	-	179	29
Over 60 days	1,202	98	115	18
	1,221	100	629	100

# 14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	(Unaudited) 30 September 2007 HK\$'000	(Audited) 31 March 2007 HK\$'000
At fair value:		
Securities listed in Hong Kong	48,403	107,538

# **15. TRADE PAYABLES**

An aging analysis of trade payables at the balance sheet date was as follow:

	(Unaudited) 30 September 2007		(Audited) 31 March 2007	
	HK\$'000	%	HK\$'000	%
Current to 30 days	13	87	38	28
31 days to 60 days	_	0	36	27
Over 60 days	2	13	60	45
	15	100	134	100

## 16. SHARE CAPITAL

		Number of shares	Amount
Authorised	Note		HK\$'000
Ordinary shares of HK\$0.1 each At 1 April 2007 and 30 September 2007	<i>(b)</i>	3,000,000,000	300,000
Issued and fully paid			
At 1 April 2007 Repurchase of shares	(a)	608,296,000 (1,028,000)	60,829 (103)
At 30 September 2007	(b)	607,268,000	60,726

Except above, during the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

#### Notes:

(a) During the period, the Company purchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Month/year	Number of shares repurchased	Highest price paid per share HK\$	Lowest price paid per share HK\$	Aggregate price paid HK\$'000
April 2007	1,028,000	0.375	0.36	372

The repurchased shares were cancelled and accordingly, the issued share capital of the company was reduced by the nominal value of these shares. The premium paid on the repurchase of the shares of HK\$269,000 was charged against the share premium account.

(b) Subsequent to the balance sheet date, by ordinary resolution passed at a special general meeting held on 19 December 2007 for the share subdivision in connection with each existing issued and unissued share subdivided into five subdivided shares, the authorised share capital of the Company remained at HK\$300,000,000 but comprised 15,000,000,000 subdivided shares of HK\$0.02 each. On the basis that 727,268,000 shares of HK\$0.1 each (including 120,000,000 shares of HK\$0.1 each mentioned in Note 18(b) below) were in issue, 3,636,340,000 subdivided shares of HK\$0.02 each would be in issue as at the date of this interim report.

# 17. BANKING FACILITIES/CONTINGENT LIABILITIES

At 30 September 2007 and 31 March 2007, the Group did not have any significant contingent liabilities. At 30 September 2007, short-term bank loans amounting to HK\$Nil (At 31 March 2007: short-term bank loans of HK\$110,982,000) have been utilized by the Group.

#### **18. SUBSEQUENT EVENTS**

Subsequent to the balance sheet date, the following events took place:

- (a) The Group disposed of certain properties with total carrying amount of HK\$15,250,000 to independent third parties at total considerations of HK\$16,800,000.
- (b) The Company on 18 December 2007, raised about HK\$171 million by means of a placing and subscription of 120,000,000 ordinary shares of HK\$0.1 each which was subsequently used as refundable deposit for the acquisition of a controlling stake in a mining company in the PRC pursuant to a sale and purchase agreement signed on 21 December 2007 which such acquisition would constitute a very substantial acquisition for the Company.

# MANAGEMENT DISCUSSION AND ANALYSIS

#### Results

During the first six months, the Group's turnover was HK\$159,260,000 (2006: HK\$144,466,000), an increase of approximately 10% compared to the corresponding period last year. The increase in turnover was mainly due to the increase in turnover of the securities trading. Profit attributable to shareholders was HK\$37,799,000 (2006: HK\$21,075,000)), an increase of approximately 79% compared to the corresponding period last year while basic earnings per share was HK6.22 cents (2006: HK3.46 cents).

#### **Operation Review**

The major sources of revenue of the Group for the first half year were investment business and fur business.

#### **Investment business**

#### Trading in Securities

The increase in the turnover for the first half year was mainly due to the growth in the trading in securities of the Group. During the period, the turnover of trading in securities was HK\$151,229,000, representing an increase of 734% from HK\$18,132,000 of the corresponding period last year. In addition, profit from the business of trading in securities during the period was HK\$52,471,000, representing a 773% increase compared with the corresponding period last year of HK\$6,008,000.

#### Investments

The Group's investment for the first half year mainly represented bond investment. Investment resulted in a loss of HK\$1,144,000, compared with a profit of HK\$8,951,000 (restated) in the corresponding period last year.

## **Fur Business**

## Fur Skin Trading

The turnover of fur skins for the first half year was HK\$1,243,000, representing a 99% decrease from HK\$95,063,000 of the corresponding period last year. A loss of HK\$1,422,000 was recorded, compared with a profit of HK\$6,532,000 in the corresponding period last year. Owing to the warm winter last year, the fur industry faced a difficult situation in 2007. The Group anticipated that a sharp market adjustment would happen and therefore adopted a fairly conservative strategy to reduce the skin trading business. This precautionary measure could prevent us from suffering further loss during the aversed market condition.

#### Manufacture and Sales of Fur Garments

The turnover for manufacture and sales of fur garments for the first half year was HK\$6,788,000, a decrease of 78% compared to HK\$31,271,000 in the corresponding period last year. A loss of HK\$1,734,000 was recorded, compared with a profit of HK\$4,107,000 in the corresponding period last year. The decrease in turnover and the reversal of profitability were mainly due to the weak demand for fur garments in most international markets, after a warm winter last year.

#### Prospects

#### Investment Business

The Group remains its optimistic view on the economic growth of both Hong Kong and PRC. The management believes the Group's investment business is heading to the right direction. Yet the Group will carefully review its portfolio in order to maximize the returns for shareholders. Subject to the market situation, the Group will constantly review and adjust the investment level between securities and fixed income investment. The Group will continue to adopt a prudent yet aggressive investment strategy as usual.

# Fur Skin Business

As foreseen by the Group, the price of fur skins has been experiencing a big adjustment over the year. The Group will continue to take a conservative strategy in dealing with the skin trading business. We trust that this measure would be the most appropriate way to protect the best interest of our shareholders. When the international price of fur skins has been corrected to a reasonable level, we shall pick up the business in a professional manner.

#### Manufacture and Sales of Fur Garments

The demand for fur garments at ODM basis from most mature markets remains sluggish. The Group will try its best endeavour to expand the fur garment business at the retail level with its own brand. The Group has closed down its own production earlier this year and this measure could allow us to expand our production capacity of fur garments through outsourcing. This could also allow the Group to take advantage of the individual technical specialty from each of the Group's manufacturing partner. As the economic growth of PRC continues, the demand for fur garments in China market becomes increasingly important. The Group will consider to penetrating into the China and other retail markets.

#### **Business** Diversification

Apart from investment and fur business, the Group will be looking for other possible opportunities to diversify its businesses. The Group believes that pursuing a diversified business strategy would be a good way to generate more opportunities and long-term revenue under the current economic environment.

In particular, in view of the escalating demand, and hence prices, for natural resources in the PRC, the Directors are optimistic about the future prospect of the demand for natural resources industry taking into account the sustainable economic growth of the PRC.

In this connection, the Company entered into a conditional sale and purchase agreement on 21 December 2007 to acquire 80% of the registered capital of a PRC company which has mining rights over a vanadium mine situated in Xunyangba County, Ningshan Town, Shaaxi Province, the PRC. The proposed acquisition would constitute a very substantial acquisition of the Company under the Listing Rules, and will be subject to shareholders' approval. Further details of the proposed acquisition will be announced by the Company by way of announcement and circular.

#### Liquidity and Financial Resources

The Group generally derives cash for operation from internal cash flow and facilities from Hong Kong banks. As at 30 September 2007, the Group has cash and cash equivalents of approximately HK\$66,638,000 (31 March 2007: HK\$29,648,000). As at 30 September 2007, the Group's bank borrowings amounting to HK\$Nil (31 March 2007: bank borrowings of HK\$110,982,000). As at 30 September 2007, the shareholders' funds amounted to HK\$363,795,000 (31 March 2007: HK\$327,351,000). Accordingly, the gearing ratio is 0% (31 March 2007: 34%).

#### Foreign Exchange Exposure

The Group's trading businesses are mainly conducted in United States dollars and Renminbi, with minimal exposure to fluctuations in foreign exchanges.

#### Employees

As at 30 September 2007, the Group employed 16 employees in Hong Kong and Macau. The Group's remuneration policies are based primarily on the prevailing market wages and the performance of individual employee. Fringe benefits, including Mandatory Provident Fund, medical benefits and training are provided. The Group has also established a discretionary bonus scheme for its employees with awards determined annually based upon the performance of the Group and individual employees.

# DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

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 or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register kept by the Company pursuant to 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 Companies (the "Model Code") were as follows:

#### Long positions in ordinary shares of HK\$0.1 each of the Company

		Number of ordinary shares held			Percentage of
Name of director	Notes	Capacity	Personal interests	Corporate interests	the issued share capital
Mr. Lai Leong	1	Beneficial owner	Nil	435,021,000	71.64%

Notes:

1. 435,021,000 shares are owned by Oriental Day International Limited, a company incorporated in the British Virgin Islands. Its entire issued share capital is owned by Mr. Lai Leong.

Save as disclosed above, none of the directors and chief executive of the Company or their associates had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded 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 Companies.

# DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the heading "Directors' and chief executive's interests and short positions in shares , underlying shares and debentures " above and "Share option scheme" below, at no time during the period or up to the date of this report were there any rights to acquire benefits by means of the acquisition of shares in or debentures in the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

# SHARE OPTION SCHEME

The Share Option Scheme (the "Scheme") adopted on 9 October 1997 was terminated at the annual general meeting of the Company held on 30 July 2004. A new share option scheme which complied with the amended Chapter 17 of the Listing Rules was adopted at the same annual general meeting held on 30 July 2004. No share option has been granted by the Company under the new share option scheme.

# DIRECTORS' INTERESTS IN CONTRACTS

No director had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during the period.

# SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2007, according to the register of interest in shares and short positions required to be kept by the Company under section 336 of the SFO, the Company has been notified that the following shareholder were interest in 5% or more of the share capital of the Company:

Name	Note	Number of shares held	Percentage of holding
Oriental Day International Limited	1	435,021,000	71.64%

#### Notes:

1. The entire issued share capital of Oriental Day International Limited is held and beneficially owned by Mr. Lai Leong, an Executive Director and Chairman of the Company.

Save as disclosed above, no person, other than the directors and chief executive of the Company, whose interests are set out in the section "Directors' and chief executive's interest and short positions in shares, underlying shares and debentures" above, had any interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the period, the Company repurchased certain of its shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and these shares were subsequently cancelled by the Company. The share repurchase has enhanced the net asset value per share and earnings per share, which the directors believe is in the best interests of the Company and the shareholders. Further details of these transactions are set out in note 16(a).

Except as disclosed above, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the period.

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of all the applicable code provisions of the Code on Corporate Governance Practices (the "Code on CGP") as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") as its own code on corporate governance practices. During the period, the Company complied with all the Code on CGP, except the following deviation:

Code Provision A.2.1 of the Code on CGP stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

Mr. Lai Leong was appointed as an Executive Director and elected Chairman on 31 August 2007, upon his appointment as the Chairman, he also takes up the role of the Chief Executive Officer of the Company. The Board believes that vesting the roles of both chairman and Chief Executive Officer in the same person provides the Company with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as the execution of long-term business strategies. The Board considers that such an arrangement will not impair the balance of power and authority between the Board and the management of the Company.

# CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have fully complied with the required standard as set out in the Model Code throughout the period under review.

# **REMUNERATION COMMITTEE**

The Remuneration Committee has been established by the Company in accordance with the requirements of the Code on CGP.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Group's policy and structure for the overall remuneration of directors and management, including the policy of granting of share options to employees under the Company's share option scheme. No director or any of his/her associates may be involved in any decisions as to his/her own remuneration.

The Remuneration Committee currently comprises three independent non-executive directors.

#### AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited condensed interim consolidated financial statements for the six months ended 30 September 2007.

The primary duties of the Audit Committee include review of the effectiveness of financial reporting processes and internal control systems of the Group, review of the Group's financial information and compliance, making recommendation to the Board on the appointment and removal of external auditors and assessing their independence and performance.

The audit committee comprises three independent non-executive directors of the Company.

# DISCLOSURE OF INFORMATION ON THE COMPANY AND THE STOCK EXCHANGE'S WEBSITE

This interim report will be published on the websites of the Company (http://www.hkrising.com) and the Stock Exchange (http://www.hkex.com.hk).

#### **BOARD OF DIRECTORS**

As at the date of this report, the Board of the Company comprises three executive Directors, namely Mr. Lai Leong, Mr. Lee Yuk Lun and Mr. Kong Shan, David; three independent non-executive Directors, namely, Mr. Fok Ho Yin, Thomas, Tsui Ching Hung and Tso Hon Sai, Bosco.

ON BEHALF OF THE BOARD Lai Leong Chairman and Chief Executive Officer

Hong Kong, 28 December 2007