



REXCAPITAL Financial Holdings Limited

御泰金融控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 555)

2008 Interim Report
中期報告



CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2008

簡明綜合收益表

截至二零零八年六月三十日止六個月

The board of directors (the “Board”) of REXCAPITAL Financial Holdings Limited (the “Company”) is pleased to announce the unaudited consolidated interim results of the Company, its subsidiaries and jointly controlled entities (together the “Group”) for the six months ended 30 June 2008 together with the unaudited comparative figures for the corresponding period in 2007 as follows:

御泰金融控股有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司·其附屬公司及共同控制實體(統稱「本集團」)截至二零零八年六月三十日止六個月之未經審核綜合中期業績連同二零零七年同期之未經審核比較數字如下:

		Six months ended 30 June	
		截至六月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
	Notes 附註		
Turnover	3	367,293	195,545
Other income		2,799	1,798
Fair value (loss)/gain on financial assets at fair value through profit or loss, net		(9,945)	1,929
Allowance for impairment losses for bad and doubtful debts written back, net		-	7,026
Raw material consumed		(106,886)	(78,166)
Cost of trading of listed securities		(14,195)	(21,734)
Commission expenses		(1,329)	(4,293)
Depreciation and amortisation expenses		(18,624)	(5,581)
Staff costs		(30,923)	(18,357)
Other operating expenses		(35,491)	(33,672)
Operating profit		152,699	44,495
Finance costs		(563)	(1,577)
Profit before taxation	4	152,136	42,918
Taxation	5	(4,644)	(6,365)
Profit for the period		147,492	36,553
Attributable to:			
Equity holders of the Company		134,718	16,627
Minority interests		12,774	19,926
		147,492	36,553
Dividend	6	-	-
Earnings per share			
Basic	7(a)	1.88 cents 仙	0.28 cent 仙
Diluted	7(b)	1.87 cents 仙	0.27 cent 仙

CONDENSED CONSOLIDATED BALANCE SHEET

At 30 June 2008

簡明綜合資產負債表

於二零零八年六月三十日

		At 30 June 2008 於二零零八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2007 於二零零七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	153,630	89,445
Prepaid lease payments on land use rights	土地使用權之 預付租約付款	5,112	4,910
Goodwill	商譽	1,316,018	595,357
Intangible assets	無形資產	101,072	95,638
Investment properties	投資物業	962	49,034
Statutory deposits	法定按金	2,178	2,178
Investment deposits	投資訂金	270,000	168,620
Deferred tax assets	遞延稅項資產	1,628	2,111
Total non-current assets	非流動資產總值	<u>1,850,600</u>	<u>1,007,293</u>
Current assets	流動資產		
Inventories	存貨	120,010	51,615
Trade and other receivables	應收貿易賬款及 其他應收款項	8 827,509	824,554
Financial assets at fair value through profit or loss	通過損益按公允價值 計量之金融資產	10,266	30,072
Current tax refundable	當期應退稅項	3,009	2,698
Cash and bank balances	現金及銀行結餘	9 292,512	689,342
Total current assets	流動資產總值	<u>1,253,306</u>	<u>1,598,281</u>
Total assets	總資產	<u><u>3,103,906</u></u>	<u><u>2,605,574</u></u>
EQUITY	股東權益		
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人 應佔資本及儲備		
Share capital	股本	11 74,120	71,380
Reserves	儲備	2,772,030	2,242,586
		<u>2,846,150</u>	<u>2,313,966</u>
Minority interests	少數股東權益	<u>72,770</u>	<u>127,437</u>
Total equity	權益總額	<u><u>2,918,920</u></u>	<u><u>2,441,403</u></u>

**CONDENSED CONSOLIDATED
BALANCE SHEET** (continued)

At 30 June 2008

簡明綜合資產負債表 (續)

於二零零八年六月三十日

		At 30 June 2008	At 31 December 2007
		於二零零八年 六月三十日 (Unaudited) (未經審核)	於二零零七年 十二月三十一日 (Audited) (經審核)
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Bank borrowings	銀行貸款	12,836	12,675
Deferred tax liabilities	遞延稅項負債	18,461	17,408
Total non-current liabilities	非流動負債總值	31,297	30,083
Current liabilities	流動負債		
Trade and other payables	應付貿易賬款及 其他應付款項	10 145,660	125,546
Bank borrowings	銀行貸款	1,267	1,381
Current tax liabilities	當期稅項負債	6,762	7,161
Total current liabilities	流動負債總值	153,689	134,088
Total liabilities	總負債	184,986	164,171
Total equity and liabilities	股東權益及負債總額	3,103,906	2,605,574
Net current assets	流動資產淨值	1,099,617	1,464,193
Total assets less current liabilities	總資產減流動負債	2,950,217	2,471,486

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2008

簡明綜合權益變動表

截至二零零八年六月三十日止六個月

		Share capital	Share premium	Share-based payment reserve	Special reserve	Exchange translation reserve	Retained profits/ (accumulated losses)	Attributable to equity holders of the Company	Minority interests	Total
		股本	股份溢價	以股份支付款項之儲備	特別儲備	匯兌儲備	保留溢利/ (累計虧損)	本公司權益持有人應佔	少數股東權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2006	於二零零六年十二月三十一日	59,170	656,811	8,049	112,270	(1,301)	(23,567)	811,432	118,612	930,044
Exchange difference arising from translation of foreign operations recognised directly in equity	直接於權益中確認換算境外業務產生之匯兌差額	-	-	-	-	(443)	-	(443)	3,781	3,338
Profit for the period	本期間溢利	-	-	-	-	-	16,627	16,627	19,926	36,553
Exercise of share options	行使購股權	780	16,440	-	-	-	-	17,220	-	17,220
Transfer to share premium on exercise of share options	因行使購股權而轉至股份溢價	-	3,245	(3,245)	-	-	-	-	-	-
Capital injection by minority shareholders of subsidiary	附屬公司之少數股東注資	-	-	-	-	-	-	-	5,976	5,976
At 30 June 2007	於二零零七年六月三十日	59,950	676,496	4,804	112,270	(1,744)	(6,940)	844,836	148,295	993,131
At 31 December 2007	於二零零七年十二月三十一日	71,380	1,990,643	16,013	112,270	10,539	113,121	2,313,966	127,437	2,441,403
Exchange difference arising from translation of foreign operations recognised directly in equity	直接於權益中確認換算境外業務產生之匯兌差額	-	-	-	-	21,955	-	21,955	4,155	26,110
Profit for the period	本期間溢利	-	-	-	-	-	134,718	134,718	12,774	147,492
Exercise of share options	行使購股權	200	15,600	-	-	-	-	15,800	-	15,800
Transfer to share premium on exercise of share options	因行使購股權而轉至股份溢價	-	4,582	(4,582)	-	-	-	-	-	-
Issuance of new shares (net of issue cost)	發行新股份 (扣除發行成本)	2,540	357,171	-	-	-	-	359,711	-	359,711
Initial recognition for investment in a subsidiary	初步確認於附屬公司之投資	-	-	-	-	-	-	-	1,372	1,372
Additional investment in subsidiaries	於附屬公司之投資增加	-	-	-	-	-	-	-	(72,968)	(72,968)
At 30 June 2008	於二零零八年六月三十日	74,120	2,367,996	11,431	112,270	32,494	247,839	2,846,150	72,770	2,918,920

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 June 2008

簡明綜合現金流量表

截至二零零八年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Net cash generated from operating activities	經營活動所得現金淨額	71,223	18,017
Net cash used in investing activities	投資活動所用現金淨額	(842,072)	(11,893)
Net cash generated from financing activities	融資活動所得現金淨額	374,777	21,305
(Decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加	(396,072)	27,429
Cash and cash equivalents at 1 January	於一月一日之現金及 現金等價物	657,664	23,451
Cash and cash equivalents at 30 June	於六月三十日之現金及 現金等價物	261,592	50,880
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Bank balances – general accounts	銀行結餘 – 一般賬戶	260,992	80,534
Cash in hand	手頭現金	600	926
Bank borrowings	銀行貸款	–	(30,580)
		261,592	50,880

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2008

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

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

The accounting policies adopted are consistent with those of the Group's consolidated financial statements for the year ended 31 December 2007.

In the current interim period, the Group has applied, for the first time, a number of new standards, amendments and interpretations ("new HKFRSs") issued by the HKICPA, which are relevant to its operations and are effective for accounting periods beginning on or after 1 January 2008. The adoption of the new HKFRSs has no significant effect on the Group's accounting policies and amounts reported for the current and prior accounting periods in these condensed consolidated financial statements.

The Group has not early applied the following new and revised standards or interpretations that have been issued but are not yet effective. The directors of the Company (the "Directors") anticipate that the application of these new standards or interpretations will have no material impact on the results and financial position of the Group.

未經審核簡明 中期財務報表附註

截至二零零八年六月三十日止六個月

1. 編製基準及會計政策

本未經審核簡明綜合中期財務報表乃按照香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十六之適用披露規定及香港會計師公會（「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。

採用之會計政策與編製本集團截至二零零七年十二月三十一日止年度之綜合財務報表之會計政策一致。

於本中期期間，本集團已首次應用由香港會計師公會頒佈的若干新訂準則、修訂及詮釋（「新訂香港財務報告準則」），該等新訂準則、修訂及詮釋與其業務有關，並於二零零八年一月一日或之後開始之會計期間生效。採納新訂香港財務報告準則對本集團之會計政策及該等簡明綜合財務報表所示目前及之前會計期間之金額並無重大影響。

本集團並無提早應用下列已頒佈但未生效之新訂及經修訂準則或詮釋。本公司董事（「董事」）預期採用該等新訂準則或詮釋將不會對本集團之業績及財務狀況造成重大影響。

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2008

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

(continued)

HKAS 1 (Revised)	Presentation of Financial Statements ³
HKAS 23 (Revised)	Borrowing Costs ³
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ⁴
HKAS 32 & 1, Amendments	Puttable Financial Instruments and Obligations Arising On Liquidation ³
HKFRS 2 (Amendment)	Share-based Payment – Amendments Relating to Vesting Conditions and Cancellations ³
HKFRS 3 (Revised)	Business Combinations ⁴
HKFRS 8	Operating Segments ³
HK(IFRIC)-Int 13	Customer Loyalty Programmes ¹
HK(IFRIC)-Int 15	Agreements for the Construction of Real Estate ³
HK(IFRIC)-Int 16	Hedge of a Net Investment in a Foreign Operation ²

¹ Effective for annual periods beginning on or after 1 July 2008

² Effective for annual periods beginning on or after 1 October 2008

³ Effective for annual periods beginning on or after 1 January 2009

⁴ Effective for annual periods beginning on or after 1 July 2009

2. BUSINESS AND GEOGRAPHICAL SEGMENTS

For management purposes, the Group is organised into the following four major operating divisions:

- i) Lottery business
- ii) Financial services
- iii) Money lending
- iv) Investment trading and holding

In accordance with the Group's internal financial and operating activities, the primary segment reporting is by business segments and the secondary segment reporting is by geographical segments.

未經審核簡明中期財務報表附註 (續)

截至二零零八年六月三十日止六個月

1. 編製基準及會計政策 (續)

香港會計準則第1號 (經修訂)	財務報表之呈列 ³
香港會計準則第23號 (經修訂)	借貸成本 ³
香港會計準則第27號 (經修訂)	綜合及個別之財務報表 ⁴
香港會計準則第32號及第1號 (修訂本)	可認沽金融工具及平倉產生之責任 ³
香港財務報告準則第2號 (修訂本)	以股份支付之付款 – 有關歸屬條件及註銷之修訂 ³
香港財務報告準則第3號 (經修訂)	業務合併 ⁴
香港財務報告準則第8號	經營分部 ³
香港 (國際財務報告詮釋委員會) – 詮釋第13號	客戶忠誠計劃 ¹
香港 (國際財務報告詮釋委員會) – 詮釋第15號	房地產建築協議 ³
香港 (國際財務報告詮釋委員會) – 詮釋第16號	海外業務投資淨額對沖 ²

¹ 二零零八年七月一日或之後開始之年度期間生效

² 二零零八年十月一日或之後開始之年度期間生效

³ 二零零九年一月一日或之後開始之年度期間生效

⁴ 二零零九年七月一日或之後開始之年度期間生效

2. 業務及地區分部

為方便管理，本集團分為以下四個主要營業分部：

- i) 彩票業務
- ii) 金融服務
- iii) 貸款
- iv) 投資買賣及控股

根據本集團之內部金融及營業活動，主要分部呈報乃按業務分部報告，次要分部呈報則按地區分部報告。

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2008

未經審核簡明中期財務報表附註(續)

截至二零零八年六月三十日止六個月

2. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

An analysis of the Group's unaudited turnover and segmental results for the period by principal activities are as follows:

Business segments

For the six months ended 30 June 2008

		Lottery business		Financial services		Money lending		Investment trading and holding		Total	
		彩票業務		金融服務		貸款		投資買賣及控股		總計	
		2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Turnover	營業額	336,509	158,820	6,428	14,174	14,163	2,379	10,193	20,172	367,293	195,545
Segment results	分部業績										
Profit/(loss)	溢利/(虧損)	167,472	44,273	(10,631)	2,441	11,753	2,205	(13,947)	310	154,647	49,229
Net unallocated expenses	未分類開支淨額									(2,511)	(6,311)
Profit before taxation	除稅前溢利									152,136	42,918
Taxation	稅項									(4,644)	(6,365)
Profit for the period	本期間溢利									147,492	36,553

Geographical segments

For the six months ended 30 June 2008

The Group's business segments operate into two geographical areas.

地區分部

截至二零零八年六月三十日止六個月

本集團業務分部於兩個地區營業。

		Turnover		Segment results and profit/(loss) before taxation	
		營業額		分部業績及除稅前溢利/(虧損)	
		2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	30,784	36,725	(15,336)	(920)
PRC	中國	336,509	158,820	167,472	43,838
		367,293	195,545	152,136	42,918

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2008

未經審核簡明中期財務報表附註(續)

截至二零零八年六月三十日止六個月

3. TURNOVER

Turnover represents the aggregate of income from provision of lottery machines and related services, commission income and asset management fee income, interest income arising from securities margin financing and money lending and income from trading of listed securities.

3. 營業額

營業額指提供彩票機及相關服務之收入、佣金收入及資產管理費收入、來自證券孖展融資及貸款之利息收入以及買賣上市證券收入之總額。

		Six months ended 30 June	
		截至六月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Income from provision of lottery machines and related services	提供彩票機及相關服務收入	336,509	158,820
Commission income and asset management fee income	佣金收入及資產管理費收入	3,642	9,409
Interest income from:	來自以下各項之利息收入：		
– Banks	– 銀行	81	632
– Margin clients	– 孖展客戶	2,705	4,135
– Loan receivables	– 應收貸款	14,163	2,378
Income from trading of listed securities	買賣上市證券收入	10,193	20,171
		367,293	195,545

4. PROFIT BEFORE TAXATION

The Group's profit before taxation is stated after charging the following:

4. 除稅前溢利

本集團之除稅前溢利已扣除以下各項：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Depreciation and amortisation on:	以下項目之折舊及攤銷：		
– Property, plant and equipment	– 物業、廠房及設備	18,474	4,587
– Prepaid lease payments on land use rights	– 土地使用權之預付租約付款	–	29
– Intangible assets	– 無形資產	150	965
Operating lease rentals in respect of office premises and warehouse	辦公室物業及倉庫之經營租約租金	4,154	3,233

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2008

5. TAXATION

No provision for Hong Kong profits tax is made as the Group has no estimated assessable profits for the six months ended 30 June 2008. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rate of taxation prevailing in the countries in which the Group operates.

Current tax	當期稅項
- Hong Kong profits tax	- 香港利得稅
- PRC income tax	- 中國所得稅

6. DIVIDEND

The Board does not recommend the payment of an interim dividend in respect of the six months ended 30 June 2008 (2007: Nil).

7. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share for the six months ended 30 June 2008 are based on the profit attributable to equity holders of the Company of approximately HK\$134,718,000 (2007: approximately HK\$16,627,000).

- The basic earnings per share is based on the weighted average number of approximately 7,156,571,000 (2007: approximately 5,957,845,000) ordinary shares in issue during the six months ended 30 June 2008.
- The diluted earnings per share is based on approximately 7,187,187,000 (2007: approximately 6,062,322,000) ordinary shares which is the weighted average number of ordinary shares in issue during the period plus the weighted average number of approximately 30,616,000 (2007: approximately 104,477,000) ordinary shares deemed to be issued at no consideration if all outstanding options had been exercised.

未經審核簡明中期財務報表附註 (續)

截至二零零八年六月三十日止六個月

5. 稅項

由於本集團於截至二零零八年六月三十日止六個月並無估計應課稅溢利，故並無作出香港利得稅撥備。海外利得稅按照期內估計應課稅溢利依照本集團經營業務所在國家之現行稅率計算。

Six months ended 30 June	
截至六月三十日止六個月	
2008	2007
二零零八年	二零零七年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
HK\$'000	HK\$'000
千港元	千港元

-	-
<u>4,644</u>	<u>6,365</u>

6. 股息

董事會建議不派付截至二零零八年六月三十日止六個月之中期股息(二零零七年:無)。

7. 每股盈利

截至二零零八年六月三十日止六個月之每股基本及攤薄盈利按本公司權益持有人應佔溢利約134,718,000港元(二零零七年:約16,627,000港元)計算。

- 每股基本盈利按截至二零零八年六月三十日止六個月之已發行普通股之加權平均數約7,156,571,000股(二零零七年:約5,957,845,000股)計算。
- 每股攤薄盈利按約7,187,187,000股(二零零七年:約6,062,322,000股)普通股計算，即期內已發行普通股之加權平均數另加將於所有尚未行使購股權獲行使時被視為無償發行之約30,616,000股(二零零七年:約104,477,000股)普通股之加權平均數。

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2008

未經審核簡明 中期財務報表附註 (續)

截至二零零八年六月三十日止六個月

8. TRADE AND OTHER RECEIVABLES

8. 應收貿易賬款及其他應收款項

		At 30 June 2008 於二零零八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 December 2007 於二零零七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade receivables:	應收貿易賬款:		
Margin client receivables, net	應收孖展客戶賬款淨額	8,179	9,342
Other client receivables, net	應收其他客戶賬款淨額	2,273	1,510
Broker receivables	應收經紀賬款	215	17,378
Loan receivables, net	應收貸款淨額	325,912	283,219
Loan interest receivables, net	應收貸款利息淨額	11,027	12,211
Other trade debtors	其他應收貿易賬款	285,056	168,583
Other receivables, deposits and prepayments	其他應收款項、訂金及預付款項	194,847	332,311
		827,509	824,554

Margin client receivables are repayable on demand, bear interest at prevailing market rates and are secured by clients' securities listed on The Stock Exchange of Hong Kong Limited with a market value of approximately HK\$36,565,000 as at 30 June 2008 (31 December 2007: approximately HK\$66,274,000). No aging analysis is disclosed for margin client receivables as, in the opinion of the Directors, the aging analysis does not give additional value in view of the nature of business of securities margin financing and broking.

The settlement terms of other client receivables and broker receivables are one to two days after the trade date. The age of these balances is within 30 days.

應收孖展客戶賬款於要求時償還，以現行市場利率計息，並以於香港聯合交易所有限公司上市之客戶證券作為抵押，於二零零八年六月三十日之市值約為36,565,000港元（二零零七年十二月三十一日：約66,274,000港元）。由於董事認為就證券孖展融資及經紀業務性質而言，賬齡分析意義不大，因此並無披露應收孖展客戶賬款之賬齡分析資料。

應收其他客戶賬款及應收經紀賬款之還款期為交易日後一至兩天。此等結餘之賬齡為30天內。

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2008

8. TRADE AND OTHER RECEIVABLES (continued)

The aging analysis of loan receivables, loan interest receivables and other trade debtors as at 30 June 2008 is as follows:

		At 30 June 2008	At 31 December 2007
		於二零零八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	於二零零七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Three months or less	三個月或以下	476,577	378,905
One year or less but over three months	一年或以下但三個月以上	145,418	85,108
		621,995	464,013

9. CASH AND BANK BALANCES

		At 30 June 2008	At 31 December 2007
		於二零零八年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	於二零零七年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Cash at banks	銀行現金		
– general accounts	– 一般賬戶	260,992	656,290
– segregated accounts	– 獨立賬戶	30,920	31,539
Cash in hand	手頭現金	600	1,513
		292,512	689,342

未經審核簡明 中期財務報表附註 (續)

截至二零零八年六月三十日止六個月

8. 應收貿易賬款及其他應收款項 (續)

於二零零八年六月三十日，本集團應收貸款、應收貸款利息及其他應收貿易賬款之賬齡分析如下：

9. 現金及銀行結餘

**NOTES TO THE UNAUDITED CONDENSED
INTERIM FINANCIAL STATEMENTS** (continued)

For the six months ended 30 June 2008

**未經審核簡明
中期財務報表附註** (續)

截至二零零八年六月三十日止六個月

10. TRADE AND OTHER PAYABLES

10. 應付貿易賬款及其他應付款項

		At 30 June 2008	At 31 December 2007
		於二零零八年 六月三十日 (Unaudited) (未經審核)	於二零零七年 十二月三十一日 (Audited) (經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables:	應付貿易賬款:		
Margin client payables	應付孖展客戶賬款	3,923	4,365
Other client payables	應付其他客戶賬款	26,303	44,879
Broker payables	應付經紀賬款	1,079	-
Amount due to clearing houses	應付結算所賬款	2,911	-
Other trade payables	其他應付貿易賬款	77,695	54,804
Other payables and accruals	其他應付款項及應計款項	33,749	21,498
		145,660	125,546

Margin client payables and other client payables are repayable on demand and bear interest at prevailing market rates. No aging analysis is disclosed for margin client payables and other client payables as, in the opinion of the Directors, the aging analysis does not give additional value in view of the nature of business of securities margin financing and broking.

The settlement terms of broker payables and amount due to clearing houses are one or two days after the trade date. The age of these balances is within 30 days.

The aging analysis of the Group's other trade payables as at 30 June 2008 is as follows:

應付孖展客戶賬款及應付其他客戶賬款於要求時償還，並以現行市場利率計息。由於董事認為就證券孖展融資業務及經紀業務性質而言，賬齡分析意義不大，因此並無披露應付孖展客戶賬款及應付其他客戶賬款之賬齡分析資料。

應付經紀賬款及應付結算所賬款之還款期為交易日後一至兩天。此等結餘之賬齡為30天內。

於二零零八年六月三十日，本集團之其他應付貿易賬款之賬齡分析如下：

		At 30 June 2008	At 31 December 2007
		於二零零八年 六月三十日 (Unaudited) (未經審核)	於二零零七年 十二月三十一日 (Audited) (經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Three months or less	三個月或以下	69,207	42,509
One year or less but over three months	一年或以下但三個月以上	8,366	12,295
Over one year	一年以上	122	-
		77,695	54,804

**NOTES TO THE UNAUDITED CONDENSED
INTERIM FINANCIAL STATEMENTS** (continued)

For the six months ended 30 June 2008

**未經審核簡明
中期財務報表附註** (續)

截至二零零八年六月三十日止六個月

11. SHARE CAPITAL

Authorised:

		Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股	
		Number of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元
At 31 December 2007 and at 30 June 2008	於二零零七年十二月三十一日及 於二零零八年六月三十日	20,000,000	200,000

Issued and fully paid:

已發行及繳足:

		Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股	
		Number of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元
At 31 December 2007	於二零零七年十二月三十一日	7,138,000	71,380
Issuance upon exercise of share options	行使購股權時發行	20,000	200
Issuance of consideration shares	發行代價股份	254,000	2,540
At 30 June 2008	於二零零八年六月三十日	7,412,000	74,120

12. COMPARATIVE AMOUNT

Certain comparative amounts have been reclassified and restated to comply with the new and revised HKFRSs' requirements and to conform with the current period's presentation.

12. 比較數字

若干比較數字已重新分類及重列，以符合新訂及經修訂之香港財務報告準則之規定及配合本期間之呈列方式。

13. CONTINGENT LIABILITIES

The Group has no significant contingent liabilities as at 30 June 2008 (31 December 2007: Nil).

13. 或然負債

於二零零八年六月三十日，本集團並無重大或然負債（二零零七年十二月三十一日：無）。

NOTES TO THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2008

未經審核簡明中期財務報表附註 (續)

截至二零零八年六月三十日止六個月

14. COMMITMENTS

As at 30 June 2008, the Group's future aggregate minimum lease payments under non-cancellable operating leases are payable as follows:

		At 30 June 2008	At 31 December 2007
		於二零零八年 六月三十日	於二零零七年 十二月三十一日
		(Unaudited)	(Audited)
		HK\$'000	HK\$'000
		千港元	千港元
Land and buildings	土地及樓宇		
Within one year	一年內	948	3,673
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	103	423
		1,051	4,096

The Group leases office premises under operating leases. The leases run for an initial period of one to six years. The leases do not include any contingent rentals.

於二零零八年六月三十日，本集團根據不可撤銷經營租約之未來應付最低租金總額如下：

		At 30 June 2008	At 31 December 2007
		於二零零八年 六月三十日	於二零零七年 十二月三十一日
		(Unaudited)	(Audited)
		HK\$'000	HK\$'000
		千港元	千港元
Land and buildings	土地及樓宇		
Within one year	一年內	948	3,673
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	103	423
		1,051	4,096

本集團根據經營租約租用辦公室物業，而該等租約初步為期一至六年不等，並不包括任何或然租金。

15. RELATED PARTY TRANSACTIONS

Details of the Group's significant transactions with the following related parties during the period are as follows:

15. 關連人士交易

本集團於本期間與下列關連人士進行之重大交易之詳情如下：

		Six months ended 30 June 截至六月三十日止六個月 2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000
		千港元	千港元
Associates of Directors	董事之聯繫人士		
Commission, fee and interest income arising from securities trading	買賣證券所得佣金、 費用及利息收入	-	609

In the opinion of the Directors, including the independent non-executive Directors, the above transactions were entered into in the Group's ordinary course of business and on normal commercial terms.

董事 (包括獨立非執行董事) 認為，上述交易乃於本集團之日常業務過程中按正常商業條款進行。

For the period under review, the Group was principally engaged in lottery system and games design business, distribution and marketing of lottery products and the provision of financial services, including securities broking and margin financing, money lending and investment trading and holding.

BUSINESS REVIEW AND PROSPECTS

In early 2008, the worst snowstorms in 50 years had battered many parts of China, paralyzing densely populated central and eastern regions. When the economy was recovering from the chilling snowstorms, China was severely hit by the earthquakes in Wenchuan County, Sichuan Province in May, which caused the lives of more than 80,000 victims and direct economic losses of over RMB800 billion.

Despite the disasters came just a few months before the Olympics, China hosted a very successful and memorable Beijing Olympics Games in August. Olympics Scratch Cards was launched in March as part of the promotional campaign leading up to the Olympics. These new types of Olympics-themed sports lottery product were very popular amongst the public. First launched in Shandong Province in late March, the nationwide rollout in 30 provinces was completed by the end of May through different channels of Point-of-Sales ("POS"). Sales of Olympics Scratch Cards had reached more than RMB3 billion in the second quarter of 2008.

Lottery Business

Turnover of the lottery business for the period increased substantially by 1.12 times to HK\$336,509,000 (2007: HK\$158,820,000), accounting for 92% of the total turnover. Profit arising from this segment increased by 2.78 times to HK\$167,472,000 (2007: HK\$44,273,000).

During the period under review, the China's Welfare Computer Ticket Games ("CTG") was impacted by the snowstorms and the catastrophe in Sichuan Province. Ticket sales of Welfare CTG in China for the period only recorded a growth of 6% compared to that of last year. Moreover, the lack of new games also affected the sales performance.

On the contrary, Welfare Scratch Cards continued to excel during the period under review with sales covering 24 provinces/cities (17 provinces/cities for the first half of 2007).

於回顧期內，本集團主要從事彩票系統與遊戲設計業務、彩票產品配送及市場業務，以及提供金融服務，包括證券經紀及孖展融資、貸款，以及投資買賣及控股。

業務回顧及展望

於二零零八年初，中國發生五十年來最嚴重之雪災，令全國多個地方受到重大破壞，導致人口稠密之華中及華東地區陷於癱瘓。當經濟在雪災沉重打擊後復甦之際，五月在四川省汶川縣竟又經歷破壞力驚人之地震，超過80,000人遇難，直接經濟損失超過人民幣8,000億元。

儘管天災在臨近奧運前數月接踵而至，仍無損中國八月舉行空前成功且令人難以忘懷之北京奧運會。奧運即開票於三月推出，作為奧運舉行前夕之推廣活動。各種以奧運為主題之體育彩票新產品亦廣受大眾歡迎。首批產品於三月下旬在山東省甫推出以來，透過不同銷售點渠道於五月底在全國30個省份全面推出市場。奧運即開票之銷售額在二零零八年第二季錄得超過人民幣30億元。

彩票業務

彩票業務於期內之營業額大幅增加1.12倍至336,509,000港元（二零零七年：158,820,000港元），佔總營業額92%。此分部之溢利增加2.78倍至167,472,000港元（二零零七年：44,273,000港元）。

於回顧期內，中國福利電腦彩票受到雪災及四川省災難打擊。中國福利電腦彩票於期內之彩票銷售額較去年僅增長6%。此外，缺乏新遊戲推出亦影響其銷售表現。

相反，福彩即開票於回顧期內繼續表現突出，銷售面現覆蓋24個省市（二零零七年上半年為17個省市）。

MANAGEMENT DISCUSSION AND ANALYSIS

(continued)

In 2007, the total Welfare lottery sales in China amounted to approximately RMB63 billion. Scratch Cards, CTG and Video Lottery Terminals (“VLT”)/Keno accounted for 4%, 74% and 22% of the total lottery sales respectively.

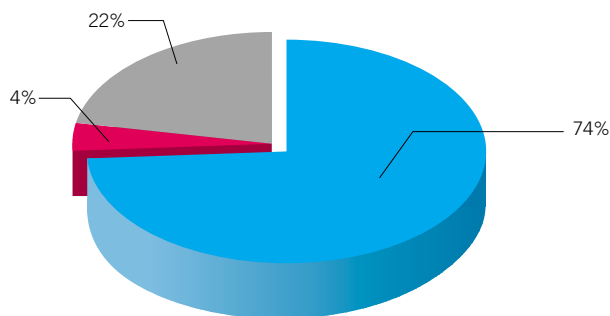
For the period ended June 2008, China’s total Welfare lottery sales for CTG was RMB24.7 billion (2007: RMB23.3 billion), Scratch Cards was RMB4.1 billion (2007: RMB1.1 billion), and VLT/Keno was RMB2 billion (2007: RMB5 billion). Based on the current run rate, we expect that the relative contributions by the three Welfare lottery games categories in 2008 will be CTG at 80%, Scratch Cards at 16% and VLT/Keno plunged to 4%.

管理層討論及分析 (續)

於二零零七年，中國福利彩票銷售總額約為人民幣630億元。即開票、電腦彩票及中福在綫／基諾之銷售額分別佔彩票銷售總額之4%、74%及22%。

截至二零零八年六月止期間，中國來自電腦彩票之福利彩票銷售總額達人民幣247億元（二零零七年：人民幣233億元），來自即開票之福利彩票銷售總額達人民幣41億元（二零零七年：人民幣11億元），而來自中福在綫／基諾之福利彩票銷售總額則達人民幣20億元（二零零七年：人民幣50億元）。根據現時走勢，本集團預期於二零零八年，三類福利彩票之相關貢獻將為電腦彩票佔80%，即開票佔16%，而中福在綫／基諾所佔之比例將急跌至4%。

China Welfare Lottery ticket sales in 2007
二零零七年中國福利彩票銷售分佈

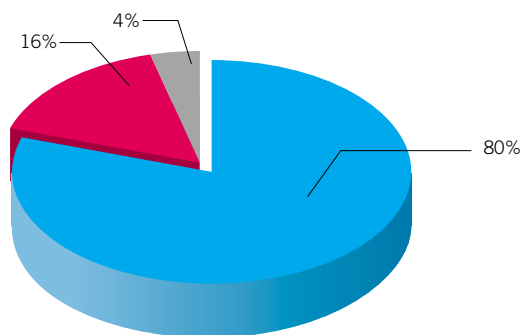


■ CTG
電腦彩票

■ Scratch Cards
即開票

■ VLT/Keno
中福在綫／基諾

Estimation of China Welfare Lottery ticket sales in 2008
預期二零零八年中國福利彩票銷售分佈



■ CTG
電腦彩票

■ Scratch Cards
即開票

■ VLT/Keno
中福在綫／基諾

MANAGEMENT DISCUSSION AND ANALYSIS

(continued)

In 2007, the total Sports lottery sales for CTG in China amounted to RMB38.5 billion, accounting for 38% of the total lottery sales. The nationwide issue of Olympics Scratch Cards in March 2008 marked the first Sports Scratch Card programme in China. As a key distributor for Olympics Scratch Cards, the Group found that these new scratch card games were warmly received by the lottery public. Evidenced by the success of Olympics Scratch Cards, more new games will be launched subsequent to the Beijing Olympics Games. Among these, a series of new game themed “平安中國” (Peaceful China) with face value of RMB3 per ticket will be launched in October 2008.

Looking ahead, we are cautiously optimistic on the development of the Welfare CTG sales for the rest of 2008 as we cannot rule out the possibility of a slow-down in sales in the second half of 2008 given the lack of new games. On the Welfare Scratch Cards front, we continue to hold a very positive view on the development in the sales for the rest of 2008 and possibly into 2009. Furthermore, the Group is ready to contribute to the intending launch of the new scratch card games in support of the Sichuan disaster relief and rebuilding works.

In July 2008, a joint notice has been issued by the Ministry of Finance, the Ministry of Civil Affairs and the General Administration of Sports announcing the intended raising of funds through scratch card games and VLT from late 2008 to 31 December 2010 for the rehabilitation of Wenchuan County, Sichuan Province, China after the earthquakes. The total size of the lottery ticket sales to be launched has been estimated to be around RMB30-40 billion. The Group is proud to be able to contribute and support the intending launch as the sole provider of Welfare scratch card related system and equipment through its 50%-owned Beijing Guard Libang Technology Co Ltd (“Guard Libang”), which is the exclusive system and equipment supplier of Welfare Scratch Cards in China.

More recently, approvals have been granted by the authorities for the launching of nine series of new Welfare scratch card games on a nationwide basis in China with face values varying from RMB3, RMB5 and RMB10 per ticket. This represents a significant step forward for the Welfare Lottery industry in China, which up till now only has scratch card games at a face value of RMB2 per ticket. The approval of varying and higher face value scratch card games will, in our view, be greatly welcomed by the lottery public. We are optimistic that such series of games will appeal to an even broader spectrum of Chinese customers and the funds raised will contribute very positively to the disaster relief programme.

管理層討論及分析 (續)

於二零零七年，中國體育電腦彩票銷售總額為人民幣385億元，佔彩票銷售總額38%。二零零八年三月全國發行奧運即開票標誌着中國首個體彩即開票計劃之推行。作為奧運即開票之主要配送商，本集團得悉此等新款即開票遊戲於市場中之反應甚佳。繼奧運即開票取得成功後，北京奧運會後將推出更多新款彩票，其中一項以「平安中國」為主題，面值每張人民幣三元之新彩票系列將於二零零八年十月推出。

展望未來，本集團對於二零零八年下旬推動福利電腦彩票銷售抱審慎樂觀態度，原因是本集團不能排除二零零八年下半年之銷售可能因缺乏新遊戲而放緩。在福彩即開票方面，本集團認為有關銷售發展前景在二零零八年下旬以至二零零九年仍然一片光明。此外，本集團已準備就緒，計劃推出新款即開票遊戲，以支援四川省之賑災重建工作。

於二零零八年七月，財政部、民政部與國家體育總局發出一份聯合通知，公佈建議由二零零八年年底起至二零一零年十二月三十一日止，透過即開票遊戲及中福在綫籌款，協助中國四川省汶川縣進行災後重建。將會推出之彩票銷售總額估計將約為人民幣300至400億元。本集團透過其擁有50%權益之北京戈德利邦科技有限公司（「戈德利邦」，為中國福利彩票市場之即開票系統及設備獨家供應商），作為福利彩票即開票相關系統及設備唯一供應商。本集團對能夠支援上述建議及為籌款作出貢獻深感榮幸。

近期，有關當局授出批文，准許於全國推出九款全新之即開型福利彩票，面值分別為每張人民幣三元、人民幣五元及人民幣十元。相對於目前僅有一款面值每張人民幣兩元之即開票遊戲，上述批准標誌着中國福利彩票業發展再邁進重要的一步。本集團認為，彩票市場將十分歡迎當局批准多款更高面值之即開票遊戲。本集團深信參與該等彩票遊戲之中國客戶層面將會更廣闊，而推出彩票所籌得之款項將可為賑災活動帶來龐大支持。

MANAGEMENT DISCUSSION AND ANALYSIS

(continued)

The Group will be actively involved in both the provision of systems and scratch card games and lottery distribution and marketing business through our distribution network and Guard Libang. The Group's scratch card business for Welfare Lottery is now operated in 30 provinces/cities in China. We expect our network to cover the entirety of China by the end of 2008.

Our strategic partnership with Scientific Games Corporation, the world renowned instant ticket system and games provider which holds 50% interest in Guard Libang, will be instrumental in enabling us to bring its expertise and technology know-how to the growing scratch card market in China.

Going forward, the Group intends to broaden its array of products for the system and games development business segment, especially in the scratch card area where, we believe, the majority of the growth lies. In the Welfare Lottery area, we are already involved in the provision of the system and games for the scratch card products, we intend to broaden our involvement by getting involved in other related areas like printing of such scratch cards.

In addition to the system and games supply business, the Group started its lottery distribution and marketing business with the first initiative focuses on the sales of the Sports Scratch Cards. Subsequent to the period under review, we intend to extend our distribution capabilities to cover both Welfare and Sports Lotteries and further open up our distribution channels to more game categories including CTG games.

The Group will commence the rollout of its POS in September 2008. With a core strategy to focus on channel sales development, the Group has already formed strategic alliance with post office, gas station and supermarket chains as our distribution channels in China. We expect that 15,000-20,000 POS will be set up throughout the country by the end of 2008. Our target is to cover all major channels with a total of more than 100,000 POS by 2010. In this regard, we target to achieve approximately a 35-40% share of the market.

The rollout of our POS will be funded by our internal resources. The Group has successfully strengthened its working capital base after the completion of a placement of shares exercise at the end of 2007. The net proceeds from the placement of approximately HK\$965.5 million were mainly used to finance the acquisition of the lottery business and the expansion of lottery distribution and marketing business in China.

管理層討論及分析 (續)

本集團將透過其配送網絡及戈德利邦積極參與提供彩票系統及即開票遊戲，以及彩票配送及市場業務。本集團之即開型福利彩票業務現時遍及中國30個省市。本集團預期至二零零八年年底可將網絡覆蓋全中國。

本集團與世界知名之即開型彩票系統及遊戲供應商 Scientific Games Corporation (持有戈德利邦之50%權益) 之策略夥伴關係尤為重要，讓本集團得以引進 Scientific Games Corporation 之專業知識及技術至不斷增長之中國即開票市場。

展望未來，本集團有意增加其系統及遊戲開發業務分部之產品種類，特別是即開票，本集團相信即開票為主要增長來源。福利彩票方面，本集團已經參與提供即開票產品之系統及遊戲，現時有意藉涉足印製即開票等其他相關範疇，提升本集團之參與度。

除系統及遊戲供應業務外，本集團已開展彩票配送及市場業務，首個舉措專注發展體彩即開票銷售。於回顧期後，本集團有意將配送範圍同時擴展至福利及體育彩票，並進一步增加配送渠道，涵蓋更多遊戲類別 (包括電腦彩票)。

本集團將由二零零八年九月起開設銷售點。鑑於本集團之核心策略為專注發展銷售渠道，本集團已與郵政局、加油站及連鎖超市組成策略聯盟，作為本集團於中國之配送渠道。本集團預期至二零零八年年底可於全國設立15,000至20,000個銷售點；本集團之目標為於二零一零年前覆蓋各個主要渠道，合共設立超過100,000個銷售點。就此而言，本集團將目標定於取得約35-40%市場份額。

本集團將以內部資源撥資增設銷售點。於二零零七年年底完成配售股份後，本集團成功增強營運資金基礎。配售所得款項淨額約965,500,000港元，主要用作於中國收購彩票業務及擴展彩票配送及市場業務之資金。

MANAGEMENT DISCUSSION AND ANALYSIS

(continued)

With proceeds from the placement in 2007 and the on-going operating cashflow generated from our business and a practically ungeared balance sheet, the Group has sufficient working capital to complete the planned rollout to 2010 and we do not anticipate any needs to raise funds from either the equity or the debt market to complete the projects at hand.

Financial Business

In the first half of 2008, rising inflationary pressures on China including Hong Kong and the impact of a global economic slowdown on the China economy badly affected the performance of the local stock market. Average daily turnover of local stock market experienced tremendous drop of almost 50% from HK\$119,514 million in January to HK\$64,344 million in June. Turnover of the Group's financial services decreased by 54.7% to HK\$6,428,000 (2007: HK\$14,174,000) and recorded segment loss of HK\$10,631,000 (2007: profit of HK\$2,441,000). The loss was mainly due to decrease in turnover and high operating costs which were primarily resulted from higher staff cost.

Interest income from money lending business in the period increased by 4.95 times to HK\$14,163,000 (2007: HK\$2,379,000). In order to implement consistent control on risk, the Group will continue to adopt conservative financing policy on the loan lending.

During the period under review, the Group has adopted conservative strategy and has not been engaged in trading of high risk derivatives for its investment trading and holding business due to volatility in local stock market. Turnover of investment trading and holding business for the period decreased by 49.5% to HK\$10,193,000 (2007: HK\$20,172,000) and recorded segment loss of HK\$13,947,000 (2007: profit of HK\$310,000) which included the unrealized loss on securities amounting to HK\$9,945,000 (2007: gain of HK\$1,929,000).

It is widely expected that the global and local markets will continuously be affected by unstable economic environment in the second half of 2008 as a result of the uncertainties surrounding the global economy as well as the credit crunch and sub-prime problem in the United States. The recent crises faced by international financial institutions put further strains on the financial market. The management is cognizant of the impact of such adverse fluctuations. The Group will continue to take prudent and comprehensive measures to rationalise and maximise the use of resources with better cost controls in order to take on the challenges.

管理層討論及分析 (續)

憑藉二零零七年配售所得款項、本集團業務產生之持續經營現金流及幾近全無負債之資產負債狀況、本集團擁有充裕營運資金，足以完成至二零一零年之增設銷售點計劃，本集團預期並無需要為完成現時各個項目而於證券或債務市場集資。

金融業務

於二零零八年上半年，中國（包括香港）面對通脹上升壓力，加上全球經濟放緩影響中國經濟，本地股市表現受到不利影響。本地股市每日平均成交量由一月1,195.14億港元大幅下挫接近50%至六月643.44億港元。本集團金融服務之營業額減少54.7%至6,428,000港元（二零零七年：14,174,000港元），並錄得分部虧損10,631,000港元（二零零七年：溢利2,441,000港元）；虧損主要由於營業額減少及經營成本主要因員工成本增加而高企所致。

貸款業務之利息收入於期內增加4.95倍至14,163,000港元（二零零七年：2,379,000港元）。為實施一致之風險管理，本集團將為貸款業務繼續採納保守之融資政策。

於回顧期內，由於本地股市不穩，本集團已為投資買賣及控股業務採納保守政策，亦無參與買賣高風險衍生工具。期內投資買賣及控股業務之營業額減少49.5%至10,193,000港元（二零零七年：20,172,000港元），並錄得分部虧損13,947,000港元（二零零七年：溢利310,000港元），當中包括證券之未變現虧損9,945,000港元（二零零七年：收益1,929,000港元）。

鑑於全球經濟為不明朗因素所籠罩，加上美國出現信貸緊縮及次按問題，現時普遍預期全球市場及各地市場將於二零零八年下半年繼續受不穩經濟環境影響。國際金融機構近期面對種種危機，致令金融市場進一步受壓。管理層已瞭解有關不利波動之影響。本集團面對挑戰，將繼續採取審慎週全措施，合理地運用資源，發揮最大效益，並加強成本監控。

FINANCIAL REVIEW**Financial Results**

For the six months ended 30 June 2008, the Group achieved an encouraging result. During the period, the Group recorded a turnover of HK\$367,293,000 (2007: HK\$195,545,000), representing an increase of 87.8% over the last year. The increase was mainly attributable by the increase in turnover from the lottery business.

The unaudited profit attributable to shareholders was HK\$134,718,000 (2007: HK\$16,627,000). The earnings per share was 1.88 cents (2007: 0.28 cent). Fully diluted earnings per share was 1.87 cents (2007: 0.27 cent).

Liquidity, Financial Resources and Funding

At 30 June 2008, the equity attributable to equity holders of the Company amounted to HK\$2,846 million, representing an increase of HK\$532 million or approximately 23% from those of 31 December 2007.

At 30 June 2008, the Group had cash reserves of approximately HK\$292,512,000 (31 December 2007: HK\$689,342,000), which included approximately HK\$30,920,000 (31 December 2007: HK\$31,539,000) of clients' funds that were kept in designated segregated bank accounts. Most of the cash reserves were placed with major banks in the PRC and Hong Kong.

The gearing ratio as at 30 June 2008 was 0.48% (31 December 2007: 0.58%). The gearing ratio was derived by dividing the aggregate of bank borrowings by the amount of shareholders' equity. The liquidity ratio of the Group, represented by a ratio between current assets over current liabilities, was 815% (31 December 2007: 1,192%), reflecting adequacy of financial resources.

The Group had outstanding bank borrowings of approximately HK\$14,103,000 as at 30 June 2008 (31 December 2007: approximately HK\$14,056,000). The bank borrowings were denominated in Renminbi and interest bearing at prevailing commercial lending rates. It is expected that all these borrowings will be repaid by internal generated funds.

Taking into account the financial resources available to the Group including internally generated funds and available banking facilities, the Group has sufficient working capital to meet its present requirements.

財務回顧**財務業績**

截至二零零八年六月三十日止六個月，本集團之業績令人鼓舞。於期內，本集團錄得營業額367,293,000港元（二零零七年：195,545,000港元），較去年上升87.8%，主要原因是彩票業務營業額增加。

未經審核股東應佔溢利為134,718,000港元（二零零七年：16,627,000港元）。每股盈利為1.88港仙（二零零七年：0.28港仙）。每股全面攤薄盈利為1.87港仙（二零零七年：0.27港仙）。

流動資金、財務資源及融資

於二零零八年六月三十日，本公司權益持有人應佔權益為2,846,000,000港元，較二零零七年十二月三十一日增加532,000,000港元或約23%。

於二零零八年六月三十日，本集團有現金儲備約292,512,000港元（二零零七年十二月三十一日：689,342,000港元），包括存放於指定銀行獨立賬戶之客戶資金約30,920,000港元（二零零七年十二月三十一日：31,539,000港元）。現金儲備大部分存放於中國及香港主要銀行。

於二零零八年六月三十日之負債比率為0.48%（二零零七年十二月三十一日：0.58%）。負債比率為將銀行借貸總額除以股東權益總額。本集團以流動資產除以流動負債計算之流動資金比率為815%（二零零七年十二月三十一日：1,192%），反映財務資源充裕。

本集團於二零零八年六月三十日之未償還銀行借貸為約14,103,000港元（二零零七年十二月三十一日：約14,056,000港元）。銀行借貸以人民幣為單位，並以現行商業貸款利率計息。預期上述所有借貸將以內部資金償還。

連同本集團可動用之財務資源，包括內部資金及可動用銀行信貸，本集團具備足夠營運資金應付現時需要。

Pledge of Assets

At 30 June 2008, the Group's land and building and investment property with value of approximately HK\$51,136,000 and HK\$962,000 respectively (31 December 2007: Nil and HK\$49,034,000 respectively) were pledged to banks to secure the bank borrowings granted to the Group. During the period, an investment property with value of approximately HK\$51,136,000 was transferred to property, plant and equipment.

Share Capital

During the period, the Company issued 254,000,000 new shares of HK\$0.01 each at a price of HK\$1.4173 per share pursuant to a conditional share sale and purchase agreement dated 31 December 2007. Details of the transaction are set out in the circular of the Company dated 5 June 2008.

20,000,000 new shares of HK\$0.01 each were issued and allotted during the period upon exercise of share options granted by the Company.

Save as the above, there was no change in the share capital structure of the Company during the period under review.

Exposure to Fluctuation in Exchange Rate Risk and Interest Rate Risk

The Group's assets, liabilities and transactions are mainly denominated either in Hong Kong dollar or Renminbi. The Group did not enter into any foreign exchange forward contracts to hedge against exchange rates fluctuations. Foreign exchange risk arising from the normal course of operations is considered to be minimal and the management will closely monitor the fluctuation in the currency and take appropriate actions when condition arises.

In terms of the interest rate risk exposures, the Group does not have any significant interest rate risk as both the borrowings of the Group and the interest rates currently remain at low levels.

資產抵押

於二零零八年六月三十日，本集團價值為約51,136,000港元（二零零七年十二月三十一日：無）之土地及樓宇及約962,000港元（二零零七年十二月三十一日：49,034,000港元）之投資物業已抵押予銀行，以作為授予本集團之銀行借貸之擔保。期內，一項價值約51,136,000港元之投資物業已轉撥為物業、廠房及設備。

股本

於期內，本公司根據於二零零七年十二月三十一日訂立之一份有條件股份買賣協議，按每股作價1.4173港元發行254,000,000股每股面值0.01港元之新股。交易詳情載於本公司於二零零八年六月五日刊發之通函內。

於期內因本公司授出之購股權獲行使而發行及配發20,000,000股每股面值0.01港元之新股。

除上文所述者外，於回顧期間，本公司之股本架構並無變動。

匯率及利率波動之風險

本集團之資產、負債及交易主要以港元或人民幣計算。本集團並無訂立任何外匯遠期合約對沖匯率波動。在一般業務過程中，外匯風險極微，惟管理層將密切監察外匯波動，並於有需要時採取適當行動。

於利率風險方面，由於本集團之借貸及現行利率維持於低水平，故本集團並無任何重大利率風險。

Material Acquisitions and Disposals of Subsidiaries

On 13 April 2008, Huge Top Enterprises Inc. (“Huge Top”), a wholly-owned subsidiary of the Company, entered into a share transfer agreement with 廣州市彩通信息技術有限公司 (translated as Guangzhou Caitong Information Technology Co. Ltd.), 深圳市華和光電信息有限公司 (translated as Shenzhen Huahe Guangdian Information Co. Ltd.), 姜立斌 (Jiang Libin) and 吳育雄 (Wu Yuxiong) under which Huge Top has agreed to acquire 90% of the registered capital in 廣州市樂得瑞科技有限公司 (translated as Guangzhou Latech Technology Co Ltd) (“Guangzhou Latech”) at the consideration of RMB80,600,000. Guangzhou Latech is involved in the development and production of sports lottery machines, related operation software system and networks (including the provision of incidental consultancy services) for the sports lottery industry in the PRC. Details of the acquisition are set out in the Company’s circular dated 14 May 2008. The Group has taken over management of Guangzhou Latech in May 2008 pursuant to the said share transfer agreement.

On 24 December 2007, Huge Top entered into a share purchase agreement with, among others, Giga Step Limited (“Giga Step”) under which Huge Top has agreed to acquire the entire issued share capital of Jertford Development Ltd (“Jertford”) and the shareholder’s loan due from Jertford to Giga Step. Jertford shall upon completion be indirectly interested in 26% of the registered capital of Shenzhen Kingsail Software Tech Co Ltd (“Kingsail”). The consideration payable for the acquisition is HK\$75,000,000 which was to be settled in cash. Details of the acquisition are set out in the Company’s announcement dated 28 December 2007. The transaction has been completed in April 2008. Upon completion of this acquisition, the Group, together with its then existing interests in Kingsail, holds 84% in the registered capital of Kingsail indirectly.

On 31 December 2007, Multi Glory Limited (“Multi Glory”), a wholly-owned subsidiary of the Company, entered into a share purchase agreement with, among others, Billion Invest Limited (“Billion Invest”) under which Multi Glory has agreed to acquire the entire issued share capital of Top Manage Group Limited (“Top Manage”) and the shareholder’s loan due from Top Manage to Billion Invest. Top Manage was indirectly interested in 20% of the registered capital of Shenzhen Sinodata Technology Co Ltd (“Sinodata”). The consideration payable for the acquisition is HK\$600,000,000, which was to be satisfied as to HK\$240,000,000 by payment in cash and as to HK\$360,000,000 by the issue of 254,000,000 ordinary shares by the Company to Billion Invest (or its nominee) at a price of approximately HK\$1.4173 per share. Details of the acquisition are set out in the Company’s circular dated 5 June 2008. The transaction has been completed in June 2008. Upon completion of this acquisition, the Group, together with its then existing interests in Sinodata, holds 84.75% in the registered capital of Sinodata indirectly.

重大收購及出售附屬公司

於二零零八年四月十三日，Huge Top Enterprises Inc. (「Huge Top」，本公司之全資附屬公司) 與廣州市彩通信息技術有限公司、深圳市華和光電信息有限公司、姜立斌及吳育雄訂立一份股份轉讓協議，據此，Huge Top同意收購廣州市樂得瑞科技有限公司 (「廣州樂得瑞」) 註冊資本之90%權益，代價為人民幣80,600,000元。廣州樂得瑞之業務為於中國為體育彩票業開發及生產體育彩票機、相關操作軟件系統及網絡 (包括提供相關顧問服務)。收購詳情載於本公司於二零零八年五月十四日刊發之通函內。本集團已根據上述股份轉讓協議於二零零八年五月接管廣州樂得瑞之管理權。

於二零零七年十二月二十四日，Huge Top與 (其中包括) Giga Step Limited (「Giga Step」) 訂立一份購股協議，據此，Huge Top同意收購 Jertford Development Ltd (「Jertford」) 全部已發行股本及 Jertford結欠 Giga Step之股東貸款。於完成後，Jertford將間接持有深圳市金帆軟件技術有限公司 (「金帆」) 註冊資本之26%權益。收購應付之代價為75,000,000港元，已以現金支付。收購詳情載於本公司於二零零七年十二月二十八日刊發之公佈內。該項交易已於二零零八年四月完成。於此項收購完成後，連同本集團當時於金帆之現有權益計算，本集團間接持有金帆註冊資本之84%權益。

於二零零七年十二月三十一日，Multi Glory Limited (「Multi Glory」，本公司之全資附屬公司) 與 (其中包括) Billion Invest Limited (「Billion Invest」) 訂立一份購股協議，據此，Multi Glory同意收購 Top Manage Group Limited (「Top Manage」) 全部已發行股本及 Top Manage結欠 Billion Invest之股東貸款。Top Manage間接持有深圳市思樂數據技術有限公司 (「思樂」) 註冊資本之20%權益。收購應付之代價為600,000,000港元，其中240,000,000港元已以現金支付，另外360,000,000港元已透過由本公司按每股約1.4173港元之價格向 Billion Invest (或其代名人) 發行254,000,000股普通股之方式支付。收購詳情載於本公司於二零零八年六月五日刊發之通函內。該項交易已於二零零八年六月完成。於此項收購完成後，連同本集團當時於思樂之現有權益計算，本集團間接持有思樂註冊資本之84.75%權益。

MANAGEMENT DISCUSSION AND ANALYSIS

(continued)

Human Resources

At 30 June 2008, the Group had 685 employees.

The Group remunerated its employees mainly based on the individual's performance and experience. Apart from the basic remuneration, discretionary bonus and share options may be granted to eligible employees by reference to the Group's performance as well as the individual's performance.

The Group will continue to emphasise on staff training and total quality management to better prepare its staff members for the upcoming changes and challenges in the market and industry.

管理層討論及分析 (續)

人力資源

於二零零八年六月三十日，本集團共有685名僱員。

本集團主要按個別員工之表現及經驗釐定僱員薪酬。除基本酬金外，本集團亦會按本集團業績表現及個別員工表現向合資格僱員發放不定額花紅及購股權。

本集團將繼續重視員工培訓及全面品質管理，使員工能作好充份準備，面對市場及行業未來之轉變及挑戰。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS

As at 30 June 2008, the interests or short positions of the Directors and chief executives in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long Position in the ordinary shares of HK\$0.01 each ("Shares") in the Company

Name of Director 董事姓名	Number of Shares 股份數目	Type of interest 權益類別	Percentage of issued share capital 佔已發行股本百分比
Chan How Chung, Victor 陳孝聰	1,198,805,635 (Note) (附註)	Interest of controlled corporations 受控制公司權益	16.17%

Note: These shares are held by Kingly Profits Corporation as beneficial owner. Kingly Profits Corporation is wholly owned by Smart Ease Corporation, which in turn, is wholly owned by Mr. Chan How Chung, Victor.

Save as disclosed above, as at 30 June 2008, none of the Directors or chief executives had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code.

董事及主要行政人員之權益

於二零零八年六月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第352條須記錄在本公司存置之登記冊上之權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或淡倉如下：

於本公司每股0.01港元普通股（「股份」）之好倉

Name of Director 董事姓名	Number of Shares 股份數目	Type of interest 權益類別	Percentage of issued share capital 佔已發行股本百分比
Chan How Chung, Victor 陳孝聰	1,198,805,635 (Note) (附註)	Interest of controlled corporations 受控制公司權益	16.17%

附註：此等股份由Kingly Profits Corporation以實益擁有人身份持有。Kingly Profits Corporation由Smart Ease Corporation全資擁有，而Smart Ease Corporation則由陳孝聰先生全資擁有。

除上文所披露者外，於二零零八年六月三十日，董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有記錄在根據證券及期貨條例第352條須存置之登記冊上之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

SHARE OPTIONS

The movements in share options granted under the share option scheme adopted by the Company on 22 November 2002 (the "Scheme") during the six months ended 30 June 2008 are shown below:

購股權

於截至二零零八年六月三十日止六個月內，根據本公司於二零零二年十一月二十二日採納之購股權計劃（「該計劃」）授出之購股權之變動如下：

Category of participant	Number of options						At 30 June 2008	Date of grant options	Exercise price per Share	Exercisable period
	At 1 January 2008	Transferred from other category during the period	Transferred to other category during the period	Granted during the period	Exercised during the period	Lapsed during the period				
參與人類別	於二零零八年一月一日	期內從其他類別轉撥	期內轉撥至其他類別	期內授出	期內行使 (Note 1) (附註1)	期內失效	於二零零八年六月三十日	授出日期	每股行使價 (HK\$) (港元)	可行使期間
Employees 僱員	36,000,000	-	-	-	-	-	36,000,000	06/7/2006	0.295	13/7/2006 - 12/7/2009
	56,000,000	-	-	-	(20,000,000)	-	36,000,000	20/6/2007	0.79	9/7/2007 - 8/7/2010
	5,000,000	5,000,000 (Note 2) (附註2)	-	-	-	-	10,000,000	25/7/2007	1.13	8/8/2007 - 7/8/2010
Other eligible participants 其他合資格參與人士	10,000,000	-	(5,000,000) (Note 2) (附註2)	-	-	-	5,000,000	25/7/2007	1.13	8/8/2007 - 7/8/2010
Total 總數	<u>107,000,000</u>	<u>5,000,000</u>	<u>(5,000,000)</u>	<u>-</u>	<u>(20,000,000)</u>	<u>-</u>	<u>87,000,000</u>			

Notes:

附註：

- The weighted average closing price of the Shares immediately before the date on which the options were exercised was HK\$1.24.
- The share options were held by an eligible participant who became an employee of the Group during the period. Such share options were re-classified from the category of "Other eligible participants" to "Employees" during the period accordingly.

- 緊接購股權獲行使之日前股份之加權平均收市價為1.24港元。
- 購股權由一名於期內成為本集團僱員之合資格參與人士持有。該等購股權已於期內由「其他合資格參與人士」之類別相應重新分類為「僱員」類別。

At 30 June 2008, no Director had any interests in options to subscribe for shares. During the six months ended 30 June 2008, no share options were granted under the Scheme.

於二零零八年六月三十日，概無董事於可認購股份之購股權中擁有任何權益。截至二零零八年六月三十日止六個月內概無根據該計劃授出購股權。

OTHER SHAREHOLDERS

As at 30 June 2008, the interests or short positions of the following parties (other than a director or chief executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long Position in the Shares

Name of Shareholder	Nature of interests	Approximate Number of Shares held	percentage of issued share capital 佔已發行股本 概約百分比
股東名稱	權益性質	所持股份數目	
Kingly Profits Corporation	Beneficial 實益權益	1,198,805,635 (Note) (附註)	16.17%
Gandhara Master Fund Ltd.	Investment Manager 投資經理	524,875,000	7.08%

Note: These shares are held by Kingly Profits Corporation as beneficial owner. Kingly Profits Corporation is wholly owned by Smart Ease Corporation, which in turn, is wholly owned by Mr. Chan How Chung, Victor. The interest disclosed herein was the same as the interest of Mr. Chan How Chung, Victor as disclosed in the section under "Directors' and Chief Executives' Interests" in this report.

其他股東

於二零零八年六月三十日，按本公司根據證券及期貨條例第336條須存置之登記冊所載，下列各方（本公司董事或行政人員除外）於本公司股份或相關股份中擁有之權益或淡倉如下：

於股份之好倉

附註：此等股份由Kingly Profits Corporation以實益擁有人身份持有。Kingly Profits Corporation由Smart Ease Corporation全資擁有，而Smart Ease Corporation則由陳孝聰先生全資擁有。於此披露之權益與本報告「董事及主要行政人員之權益」一節所披露陳孝聰先生之權益相同。

Save as disclosed above, the register required to be kept under Section 336 of the SFO shows that as at 30 June 2008, the Company had not been notified of any other person who had an interest or short position in the shares or underlying shares of the Company.

除上文所披露者外，根據證券及期貨條例第336條須存置之登記冊所顯示，於二零零八年六月三十日，本公司並無獲知會有任何其他人士於本公司股份或相關股份中擁有權益或淡倉。

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

The Company and its subsidiaries have not purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2008.

買賣或贖回本公司上市證券

本公司及其附屬公司於截至二零零八年六月三十日止六個月內概無買賣或贖回本公司任何上市證券。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2008.

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載標準守則作為董事進行證券交易之操守準則。經本公司作出明確查詢後，所有董事均已確認彼等已於截至二零零八年六月三十日止六個月內一直遵守標準守則所規定之標準。

AUDIT COMMITTEE

The audit committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the unaudited interim financial statements for the six months ended 30 June 2008.

REMUNERATION COMMITTEE

The remuneration committee of the Company was established, with specific terms of reference in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The committee is responsible for making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and to determine the specific remuneration packages and conditions of employment for the Directors.

CODE ON CORPORATE GOVERNANCE PRACTICES

None of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, throughout the six months period, in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules, except that the Code Provision A.4.1 requires that non-executive directors should be appointed for a specific term, subject to re-election. Currently, the non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation at the Company's annual general meeting as specified in the Company's bye-laws.

By order of the Board

Chan How Chung, Victor
Executive Director

Hong Kong, 22 September 2008

審核委員會

審核委員會已會同管理層審閱本集團採納之會計原則及慣例，並討論內部監控及財務申報事宜，包括審閱截至二零零八年六月三十日止六個月之未經審核中期財務報表。

薪酬委員會

本公司已成立薪酬委員會，並遵照上市規則附錄十四所載之企業管治常規守則制定特定之權責範圍。該委員會負責就本公司有關董事及高級管理人員所有薪酬之政策及架構向董事會提出推薦建議，並釐定董事之特定薪酬組合及僱用條件。

企業管治常規守則

董事概不知悉任何資料合理顯示，本公司於六個月期內之任何時間並無或曾無遵守上市規則附錄十四所載之企業管治常規守則，惟規定非執行董事須按特定任期委任並須重選之守則條文A.4.1條除外。現時，非執行董事並無指定任期，惟須根據本公司之公司細則之規定於本公司之股東週年大會上輪值告退。

承董事會命

執行董事
陳孝聰

香港，二零零八年九月二十二日

