



Xian Yuen Titanium Resources Holdings Limited

森源鈦礦控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 353)

(股份代號：353)

INTERIM REPORT 2009

二零零九中期報告

** For identification purpose only*

** 僅供識別*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Law Fei Shing (*Chief Executive Officer*)
Mr. Chan Sung Wai
Mr. Chan Kwok Wing
Mr. Wang Donghai

Non-Executive Directors

Mr. Lam Shing Tsun Edmond
Mr. Zhang Zhenming

Independent Non-Executive Directors

Mr. Lum Pak Sum
Mr. Sun Tak Keung
Mr. Chow Pui Fung

AUDIT COMMITTEE

Mr. Lum Pak Sum (*Chairman*)
Mr. Sun Tak Keung
Mr. Chow Pui Fung

REMUNERATION COMMITTEE

Mr. Lum Pak Sum
Mr. Sun Tak Keung
Mr. Chow Pui Fung

NOMINATION COMMITTEE

Mr. Lum Pak Sum
Mr. Sun Tak Keung
Mr. Chow Pui Fung

COMPANY SECRETARY

Mr. Law Fei Shing, AICPA, HKICPA (Practising)

AUTHORISED REPRESENTATIVES

Mr. Law Fei Shing
Mr. Chan Sung Wai

REGISTERED OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

公司資料

董事會

執行董事

羅輝城先生 (*行政總裁*)
陳崇煒先生
陳國榮先生
王東海先生

非執行董事

林成俊先生
張振明先生

獨立非執行董事

林柏森先生
辛德強先生
周培豐先生

審核委員會

林柏森先生 (*主席*)
辛德強先生
周培豐先生

薪酬委員會

林柏森先生
辛德強先生
周培豐先生

提名委員會

林柏森先生
辛德強先生
周培豐先生

公司秘書

羅輝城先生，AICPA, HKICPA (執業)

授權代表

羅輝城先生
陳崇煒先生

註冊辦事處

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

**HEAD OFFICE AND PRINCIPAL PLACE OF
BUSINESS IN HONG KONG**

Room 1102B, 11th Floor
Tower I, Admiralty Centre
18 Harcourt Road
Hong Kong

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

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

**PRINCIPAL SHARE REGISTRAR AND
TRANSFER OFFICE**

HSBC Trustee (Cayman) Limited
PO Box 484, HSBC House
68 West Bay Road
Grand Cayman, KY1-1106
Cayman Islands

LEGAL ADVISERS TO THE COMPANY

As to Hong Kong Law:
Stevenson, Wong & Co.
4th & 5th Floor, Central Tower
No. 28 Queen's Road
Central, Hong Kong

As to Cayman Islands Law:
Conyers Dills & Pearman
2901 One Exchnage Square
8 Connaught Place
Central, Hong Kong

AUDITORS

Grant Thornton
Certified Public Accountants
6th Floor, Nexxus Building
41 Connaught Road Central
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Citic Ka Wah Bank Limited

香港總辦事處及主要營業地點

香港
夏慤道18號
海富中心第一座
11樓1102B室

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東28號
金鐘匯中心26樓

主要股份過戶登記處

HSBC Trustee (Cayman) Limited
PO Box 484, HSBC House
68 West Bay Road
Grand Cayman, KY1-1106
Cayman Islands

本公司法律顧問

香港法例：
史蒂文生黃律師事務所
香港中環
皇后大道中28號
中匯大廈4樓及5樓

開曼群島法律：
Conyers Dills & Pearman
香港中環
康樂廣場8號
交易廣場一座2901室

核數師

均富會計師行
執業會計師
香港
中環干諾道中41號
盈置大廈6樓

主要往來銀行

中國銀行(香港)有限公司
中信嘉華銀行有限公司

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2009

簡明綜合損益表

截至二零零九年六月三十日止六個月

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Restated)	
		(經重列)	
		Notes	
		附註	
Continuing operations:	持續經營業務：		
Revenue	收益	5	3,733
Cost of sales	銷售成本		(3,617)
Gross profit	毛利		116
Other income	其他收入	5	9,965
Selling and distribution expenses	銷售及分銷開支		—
Administrative expenses	行政開支		(6,963)
Other operating expenses	其他經營開支		—
Operating profit/(loss)	經營溢利／(虧損)		3,118
Finance costs	財務成本	7	(5,262)
Loss before income tax	除所得稅前虧損	8	(2,144)
Income tax expense	所得稅開支	9	—
Loss for the period from continuing operations	持續經營業務期間虧損		(2,144)
Discontinued operations:	已終止經營業務：		
Loss for the period from discontinued operations	已終止經營業務期間虧損	11	—
Loss for the period	期間虧損		(2,144)
Loss for the period attributable to:	應佔期間虧損：		
Owners of the Company	本公司擁有人		(2,144)
Non-controlling interests	非控股股東權益		—
Loss for the period	期間虧損		(2,144)
(Loss)/Earnings per share for (loss)/profit attributable to the owners of the Company during the period	期間本公司擁有人應佔(虧損)／溢利之每股(虧損)／盈利	12	
— Basic (HK cents)	— 基本(港仙)		
From continuing and discontinued operations	持續經營業務及已終止經營業務		(0.06)
From continuing operations	持續經營業務		(0.06)
— Diluted (HK cents)	— 攤薄(港仙)		
From continuing and discontinued operations	持續經營業務及已終止經營業務		0.08
From continuing operations	持續經營業務		0.08
			N/A 不適用
			N/A 不適用

**CONDENSED CONSOLIDATED STATEMENT
OF COMPREHENSIVE INCOME**

For the six months ended 30 June 2009

簡明綜合全面收入表

截至二零零九年六月三十日止六個月

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated)
			(經重列)
Loss for the period	期間虧損	(2,144)	(72,332)
Other comprehensive (loss)/income	其他全面(虧損)/收入		
Exchange gain on translating foreign operations	換算海外業務之匯兌收益	—	8,925
Exchange loss on disposals of subsidiaries recognised in profit and loss	於損益確認出售附屬公司之匯兌虧損	(9,308)	—
Exchange loss on deemed disposals of subsidiaries	視作出售附屬公司之匯兌虧損	—	(6,848)
Other comprehensive (loss)/income for the period, net of tax	期間其他全面(虧損)/收入，已扣稅	(9,308)	2,077
Total comprehensive loss for the period	期間全面虧損總額	(11,452)	(70,255)
Total comprehensive loss for the period attributable to:	應佔期間全面虧損總額：		
Owners of the Company	本公司擁有人	(11,452)	(64,887)
Non-controlling interests	非控股股東權益	—	(5,368)
		(11,452)	(70,255)

CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 June 2009

簡明綜合資產負債表

於二零零九年六月三十日

			Unaudited 未經審核 30 June 2009 二零零九年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	4,086	4,709
Goodwill	商譽		696,033	696,033
Available-for-sale financial assets	可供出售財務資產	14	12,091	12,091
Exploration and evaluation assets	勘探及評估資產		35,308	34,253
			<u>747,518</u>	<u>747,086</u>
Current assets	流動資產			
Trade receivables	應收貿易賬項	15	1,014	43
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項		33,736	30,998
Cash at banks and in hand	銀行結存及手頭現金		1,347	881
			<u>36,097</u>	<u>31,922</u>
Assets in disposal group classified as held for sale	出售集團分類為持作出售之資產	18	—	61,589
			<u>36,097</u>	<u>93,511</u>
Current liabilities	流動負債			
Trade payables	應付貿易賬項	16	983	—
Deposits received, other payables and accruals	已收按金、其他應付款項及應計款項		13,645	13,755
Finance lease payables	應付融資租約		83	97
			<u>14,711</u>	<u>13,852</u>
Liabilities in disposal group classified as held for sale	出售集團分類為持作出售之負債	18	—	50,271
			<u>14,711</u>	<u>64,123</u>
Net current assets	流動資產淨值		<u>21,386</u>	<u>29,388</u>
Total assets less current liabilities	資產總值減流動負債		<u>768,904</u>	<u>776,474</u>
Non-current liabilities	非流動負債			
Finance lease payables	應付融資租約		—	33
Convertible bonds	可換股債券	17	27,100	192,662
			<u>27,100</u>	<u>192,695</u>
Net assets	資產淨值		<u>741,804</u>	<u>583,779</u>
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	21	40,547	30,247
Reserves	儲備		701,257	552,244
			<u>741,804</u>	<u>582,491</u>
Non-controlling interests	非控股股東權益		—	1,288
Total equity	總權益		<u>741,804</u>	<u>583,779</u>

**CONDENSED CONSOLIDATED STATEMENT
OF CHANGES IN EQUITY**

For the six months ended 30 June 2009

簡明綜合權益變動表

截至二零零九年六月三十日止六個月

		Unaudited 未經審核								
		Equity attributable to owners of the Company 本公司擁有人應佔權益								
		Share capital	Share premium	Capital reserve	Exchange reserve	Convertible bonds equity reserve	Accumulated losses	Non-controlling Total interests	Total equity	
		股本	股份溢價	資本儲備	匯兌儲備	可換股債券 權益儲備	累積虧損	總計 股東權益	總權益	
		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	
At 1 January 2008	於二零零八年一月一日	13,587	560,420	137,610	10,024	147,261	(277,855)	591,047	33,581	624,628
Loss for the period	期間虧損	—	—	—	—	—	(66,964)	(66,964)	(5,368)	(72,332)
Other comprehensive income/(loss):	其他全面收入/(虧損):									
Exchange gain on translating foreign operations	換算海外業務之匯兌收益	—	—	—	8,925	—	—	8,925	—	8,925
Exchange loss on deemed disposals of subsidiaries	視作出售附屬公司之匯兌虧損	—	—	—	(6,848)	—	—	(6,848)	—	(6,848)
Total comprehensive income/(loss) for the period	期間全面收入/(虧損)總額	—	—	—	2,077	—	(66,964)	(64,887)	(5,368)	(70,255)
Issue of shares on conversion of convertible bonds	於兌換可換股債券時發行股份	2,100	126,478	—	—	(65,389)	—	63,189	—	63,189
Disposals of subsidiaries (note 19b)	出售附屬公司(附註19b)	—	—	—	—	—	—	—	217	217
Deemed disposals of subsidiaries	視作出售附屬公司	—	—	—	—	—	—	—	(1,148)	(1,148)
At 30 June 2008	於二零零八年六月三十日	<u>15,687</u>	<u>686,898</u>	<u>137,610</u>	<u>12,101</u>	<u>81,872</u>	<u>(344,819)</u>	<u>589,349</u>	<u>27,282</u>	<u>616,631</u>
At 1 January 2009	於二零零九年一月一日	30,247	903,048	137,610	10,390	120,372	(619,176)	582,491	1,288	583,779
Loss for the period	期間虧損	—	—	—	—	—	(2,144)	(2,144)	—	(2,144)
Other comprehensive loss:	其他全面虧損:									
Exchange loss on disposals of subsidiaries (note 19a)	出售附屬公司之匯兌虧損(附註19a)	—	—	—	(9,308)	—	—	(9,308)	—	(9,308)
Total comprehensive loss for the period	期間全面虧損總額	—	—	—	(9,308)	—	(2,144)	(11,452)	—	(11,452)
Disposal of subsidiaries (note 19a)	出售附屬公司(附註19a)	—	—	—	—	—	—	—	(1,288)	(1,288)
Issue of shares on conversion of convertible bonds	於兌換可換股債券時發行股份	10,300	259,225	—	—	(98,760)	—	170,765	—	170,765
At 30 June 2009	於二零零九年六月三十日	<u>40,547</u>	<u>1,162,273</u>	<u>137,610</u>	<u>1,082</u>	<u>21,612</u>	<u>(621,320)</u>	<u>741,804</u>	<u>—</u>	<u>741,804</u>

**CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS STATEMENT**

For the six months ended 30 June 2009

簡明綜合現金流量表

截至二零零九年六月三十日止六個月

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Net cash used in operating activities	用於經營業務之現金淨額	(18,541)	(35,330)
Net cash generated from/(used in) investing activities	源自／(用於)投資業務之現金淨額	17,548	(9,377)
Net cash used in financing activities	用於融資活動之現金淨額	(47)	(37)
Net decrease in cash and cash equivalents	現金及現金等值項目之減少淨額	(1,040)	(44,744)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等值項目	2,387	50,725
Effect on foreign exchange rate changes	匯率變動之影響	—	1,682
Cash and cash equivalents at the end of the period	期末之現金及現金等值項目	<u>1,347</u>	<u>7,663</u>

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 June 2009

1. GENERAL INFORMATION

Xian Yuen Titanium Resources Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. Its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is Room 1102B, 11th Floor, Tower I, Admiralty Centre, 18 Harcourt Road, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. The principal activities of its subsidiaries (together with the Company, collectively referred to as the “Group”) consisted of investment holding, exploration of mine and trading of carpets.

2. RE-STATEMENT OF COMPARATIVE FINANCIAL INFORMATION

The Group has made the following adjustments to the comparative financial information:

- (a) The business of carpet manufacturing was carried out by its subsidiaries, namely Hui Zhou Orient Carpet Manufacturing Company Limited (“HZOCM”) and 唐山勝盟工藝製毯有限公司 (“唐山勝盟”) whilst the business of goods trading was carried out by the Group’s other subsidiaries, namely Wise Mount Management Limited (“Wise Mount”) and Win Alliance Development Limited (“Win Alliance”).

As these two business segments had been suffering persistent losses and there will be no significant improvement in the near future in these operations, on 4 December 2008, the Group entered into two separate sale and purchase agreements to dispose of the businesses of carpet manufacturing and goods trading. The businesses of carpet manufacturing and goods trading are collectively referred and restated to as the Discontinued Operations.

簡明財務報表附註

截至二零零九年六月三十日止六個月

1. 一般資料

森源鈦礦控股有限公司(「本公司」)根據開曼群島公司法(經修訂)於開曼群島註冊成立為一間獲豁免之有限責任公司。其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands, 而香港主要營業地點則為香港夏愨道18號海富中心第一座11樓1102B室。本公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司之主要業務為投資控股,其附屬公司(連同本公司,統稱「本集團」)之主要業務包括投資控股、礦區勘探及買賣地毯。

2. 比較財務資料之重列

本集團已對比較財務資料作出調整如下:

- (a) 地毯製造業務乃由本集團附屬公司惠州市東方地毯生產有限公司(「惠州東方地毯」)及唐山勝盟工藝製毯有限公司(「唐山勝盟」)進行,而貨品買賣業務則由本集團其他附屬公司智峰管理有限公司(「智峰」)及勝盟發展有限公司(「勝盟」)進行。

由於上述兩項業務分類一直蒙受虧損,且該等業務短期內將不會有重大改善,故本集團於二零零八年十二月四日訂立兩份獨立買賣協議,以出售地毯製造及貨品買賣業務。地毯製造及貨品買賣業務統稱並經重列為已終止經營業務。

- (b) On 10 March 2008, a share sale agreement was entered into between the Group and another third party such that all 51% equity interest held by the Group in International Carpet Company Limited (“ICC”) has been sold for a completion of HK\$200,000. ICC is principal engaged in trading of carpets of other renowned brand names.

As described the above, it was noted that an error was found in the interim report for the six months ended 30 June 2008 (the “2008 Interim Report”) on the discontinued operations in carpet trading business of ICC which should be classified under gain on disposal of subsidiaries. Adjustments have been made to rectify these errors and the comparative figures were amended accordingly.

3. BASIS OF PREPARATION

These unaudited interim condensed consolidated financial statements of the Group which comprise the interim condensed consolidated statement of financial position as at 30 June 2009, and the related interim condensed consolidated income statement, statements of comprehensive income, changes in equity and cash flows for the six months ended 30 June 2009, and explanatory notes, have been 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 the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange.

The unaudited interim condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the annual financial statements for the year ended 31 December 2008, except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which include individual Hong Kong Financial Reporting Standards, HKAS and Interpretations) as disclosed in note 4.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2008.

- (b) 於二零零八年三月十日，本集團與另一第三方訂立股份銷售協議，據此，本集團於國際地毯有限公司（「國際地毯」）持有之全部51%股本權益以代價200,000港元出售。國際地毯主要從事買賣其他馳名品牌之地毯。

如上文所述，應注意於截至二零零八年六月三十日止六個月之中期報告（「二零零八年中報」）內國際地毯之買賣地毯業務之已終止經營業務出現錯誤，該項應分類為出售附屬公司收益。本公司已作出調整以糾正有關錯誤，比較數字亦已相應修訂。

3. 編製基準

此等本集團之未經審核簡明綜合中期財務報表（包括於二零零九年六月三十日之簡明綜合中期財務狀況表，及截至二零零九年六月三十日止六個月之相關簡明綜合中期損益表、全面收入表、權益變動表及現金流量表，以及說明附註）已根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號 *中期財務報告* 及聯交所證券上市規則之適用披露規定而編製。

除附註4所披露的採納新訂及經修訂香港財務報告準則（「香港財務報告準則」）（包括個別香港財務報告準則、香港會計準則及詮釋）外，未經審核簡明綜合中期財務報表乃根據截至二零零八年十二月三十一日止年度之年度財務報表所採納的相同會計政策編製。

未經審核簡明綜合中期財務報表並不包括年度財務報表所規定的全部資料及披露，並應與截至二零零八年十二月三十一日止年度本集團年度財務報表一併閱讀。

4. ADOPTION OF NEW OR AMENDED HKFRSs

In the current period, the Group has applied for the first time the following new and revised HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual financial period beginning on 1 January 2009.

HKAS 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKFRS 1 and HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Share-based Payment — Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC) — Int 9 and HKAS 39 (Amendments)	Reassessment of Embedded Derivatives
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2008

Other than as noted below, the adoption of these new and revised HKFRSs did not change the Group's accounting policies as followed in the preparation of the Group's annual financial statements for the year ended 31 December 2008.

HKAS 1 (Revised 2007) *Presentation of Financial Statements*

The adoption of HKAS 1 (Revised 2007) makes certain changes to the format and titles of the primary financial statements and to the presentation of some items within these statements. It also gives rise to additional disclosures. The measurement and recognition of the Group's assets, liabilities, income and expenses is unchanged. However, some items that were recognised directly in equity are now recognised in other comprehensive income. HKAS 1 affects the presentation of owner changes in equity and introduces a "Statement of comprehensive income". Comparatives have been restated to conform with the revised standard.

HKFRS 8 *Operating Segments*

The Group also adopted HKFRS 8 "Operating Segments" which has become effective on 1 January 2009. As the Group's operating segments reported to chief operating decision-maker as required by HKFRS 8 are the same as the business segments reported in accordance with the predecessor standard (HKAS 14 "Segment Reporting"), the adoption of HKFRS 8 has not resulted in a redesignation of the Group's reportable segments.

4. 採納新訂及經修訂香港財務報告準則

於本期間，本集團首次應用由香港會計師公會頒佈的下列新訂及經修訂香港財務報告準則，該等準則有關並適用於本集團於二零零九年一月一日開始的年度財政期間的財務報表。

香港會計準則第1號 (二零零七年經修訂)	呈列財務報表
香港會計準則第23號 (經修訂)	借貸成本
香港財務報告準則 第1號及香港會計 準則第27號(修訂本)	投資於附屬公司、 共同控制實體或聯營 公司的成本
香港財務報告準則 第2號(修訂本)	以股份支付 — 歸屬條件 及註銷
香港財務報告準則 第7號(修訂本)	改善金融工具的披露
香港財務報告準則 第8號	營運分類
香港(國際財務報告 詮釋委員會) — 詮釋第9號及 香港會計準則 第39號(修訂本)	重新評估嵌入式衍生工具
香港財務報告準則 (修訂本)	二零零八年對香港財務 報告準則的年度改善

除下文所述者外，採納該等新訂及經修訂香港財務報告準則並無改變本集團於編製本集團截至二零零八年十二月三十一日止年度本集團財務報表之以下會計政策。

香港會計準則第1號(二零零七年經修訂) *呈列財務報表*

採納香港會計準則第1號(二零零七年經修訂)對主要財務報表的格式及項目標題及該等財務報表內部分項目的呈列作出若干更改，並要求作出額外披露。本集團資產、負債及收支的計量及確認並無發生變動，但直接於權益確認的部分項目現時於其他綜合收入項目下確認。香港會計準則第1號影響擁有人權益變動的呈列，並引入「全面收入表」。比較數字已經重列以符合該項經修訂準則的規定。

香港財務報告準則第8號 *營運分類*

本集團亦已採納於二零零九年一月一日起生效之香港財務報告準則第8號「營運分類」。由於香港財務報告準則第8號規定向主要營運決策者報告之本集團營運分類與按照先前之準則(香港會計準則第14號「分類報告」)報告之業務分類相同，故採納香港財務報告準則第8號並無導致本集團須重訂報告分類。

Impact of new and revised HKFRSs which are issued but not effective

The Group had not early adopted the following new and revised HKFRSs that have been issued but are not yet effective in the current period:

HKAS 27 Amendments	Consolidated and Separate Financial Statements ¹
HKAS 28	Investments in Associates — Consequential Amendments Arising from Amendments to HKFRS 3 ¹
HKAS 31	Interests in Joint Ventures — Consequential Amendments Arising from Amendments to HKFRS 3 ¹
HKAS 39 (Amendment)	Financial Statements: Recognition and Measurement — Eligible Hedged Items ¹
HKFRS 1 (Revised)	First-time adoption of HKFRSs ¹
HKFRS 1 (Amendments)	First-time adoption of HKFRSs — Additional Exemptions for First-time Adopters ²
HKFRS 2 (Amendments)	Share-based Payment — Group Cash-settled Share-based Payment Transactions ²
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 5 Amendments	Non-current Assets Held for Sale and Discontinued Operations ¹
HK(IFRIC) — Int 17	Distribution of Non-cash Assets to Owners ¹
HK(IFRIC) — Int 18	Transfers of Assets from Customers ³

Various — Annual Improvements to HKFRS 2009⁴

- ¹ Effective for annual periods beginning on or after 1 July 2009
- ² Effective for annual periods beginning on or after 1 January 2010
- ³ Effective for transfers of assets from customers received on or after 1 July 2009
- ⁴ Effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate

The Group is in the process of assessing the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on its results of operations and financial position.

已頒佈但尚未生效之新訂及經修訂香港財務報告準則之影響

本集團並無提早採納下列於本期間已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港會計準則第27號 (修訂本)	綜合及獨立財務報表 ¹
香港會計準則第28號	於合營企業之投資 — 修訂香港財務報告準則第3號產生之後續修訂 ¹
香港會計準則第31號	於聯營公司之投資 — 修訂香港財務報告準則第3號產生之後續修訂 ¹
香港會計準則第39號 (修訂本)	財務報表：確認與計量 — 合資格對沖項目 ¹
香港財務報告準則第1號 (經修訂)	首次採納香港財務報告準則 ¹
香港財務報告準則第1號 (修訂本)	首次採納香港財務報告準則 — 首次採納者之額外豁免 ²
香港財務報告準則第2號 (修訂本)	以股份為基礎之付款 — 集團現金結算以股份支付交易 ²
香港財務報告準則第3號 (經修訂)	業務合併 ¹
香港財務報告準則第5號 (修訂本)	持作出售之非流動資產及已終止經營業務 ¹
香港 (國際財務報告詮釋委員會) — 詮釋第17號	分配非現金資產予擁有人 ¹
香港 (國際財務報告詮釋委員會) — 詮釋第18號	從客戶轉移資產 ³

各項 — 二零零九年香港財務報告準則之年度改進項目⁴

- ¹ 於二零零九年七月一日或其後開始之年度期間生效
- ² 於二零一零年一月一日或其後開始之年度期間生效
- ³ 對於二零零九年七月一日或其後收取之從客戶轉移資產生效
- ⁴ 於二零零九年七月一日及二零一零年一月一日 (倘適用) 或其後開始之年度期間生效

本集團正評估初步應用此等新訂及經修訂香港財務報告準則之影響，惟仍未達致表述此等新訂及經修訂香港財務報告準則是否可能會對本集團之經營業績及財務狀況造成重大影響。

5. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents net invoiced value of goods sold after allowances for returns and trade discounts.

An analysis of the Group's revenue and other income are as follows:

5. 收益及其他收入

收益(亦為本集團之營業額)指扣除退貨及貿易折扣後售出貨品之發票淨值。

本集團之收益及其他收入分析如下：

		Continuing operations		Discontinued operations		Consolidated	
		持續經營業務		已終止經營業務		綜合	
		Unaudited		Unaudited		Unaudited	
		未經審核		未經審核		未經審核	
		Six months ended 30 June		Six months ended 30 June		Six months ended 30 June	
		截至六月三十日止六個月		截至六月三十日止六個月		截至六月三十日止六個月	
		2009	2008	2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		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
			(Restated)		(Restated)		(Restated)
			(經重列)		(經重列)		(經重列)
Revenue	收益						
Sale of goods	銷售貨品	<u>3,733</u>	<u>13,880</u>	<u>—</u>	<u>4,044</u>	<u>3,733</u>	<u>17,924</u>
Other income	其他收入						
Interest income from loan receivables	貸款應收款項之利息收入	862	2,829	—	—	862	2,829
Rental income	租金收入	—	20	—	—	—	20
Exchange gain	匯兌收益	—	511	—	—	—	511
Sundry income	各項收入	25	170	—	11	25	181
Gain on disposal of subsidiaries (note 19)	出售附屬公司之收益 (附註19)	<u>9,078</u>	<u>5,780</u>	<u>—</u>	<u>—</u>	<u>9,078</u>	<u>5,780</u>
		<u>9,965</u>	<u>9,310</u>	<u>—</u>	<u>11</u>	<u>9,965</u>	<u>9,321</u>

6. SEGMENT INFORMATION

On adoption of HKFRS 8 Operating Segments, the Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to management of the Group for their decisions about resources allocation to the Group's business components and review of these components' performance. The business components in the internal reporting to management of the Group are determined following the Group's major product and service lines. The Group has identified the following reportable segments.

Continuing operations

- (i) the exploration of mine (Commercial operations has not yet been commenced during the period); and
- (ii) the trading of carpets.

Discontinued operations in previous period

- (i) the manufacturing of carpets; and
- (ii) the trading of goods.

There was no inter-segment sale and transfer during the period (Six months ended 30 June 2008: Nil).

6. 分類資料

於採納香港財務報告準則第8號營運分類時，本集團已根據定期向本集團管理層匯報以供決定分配資源至本集團業務分部及檢討該等分部表現之內部財務資料，確立其營運分類及編製分類資料。向本集團管理層進行內部報告之業務分部乃按照本集團主要產品及服務種類釐定。本集團已確立以下報告分類。

持續經營業務

- (i) 礦區勘探 (期內尚未開始商業經營)；及
- (ii) 買賣地毯。

已終止經營業務

- (i) 製造地毯；及
- (ii) 買賣貨品。

於期內並無分類間之出售及轉讓(截至二零零八年六月三十日止六個月：無)。

		Continuing operations 持續經營業務				Discontinued operations 已終止經營業務				Consolidated 綜合	
		Exploration of mine 礦區勘探 Unaudited 未經審核		Trading of carpets 買賣地毯 Unaudited 未經審核		Manufacturing of carpets 製造地毯 Unaudited 未經審核		Trading of goods 買賣貨品 Unaudited 未經審核		Unaudited 未經審核	
		Six months ended 30 June 截至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		Six months ended 30 June 截至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		Six months ended 30 June 截至六月三十日止六個月	
		2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年	二零零九年	二零零八年
		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
			(Restated)		(Restated)		(Restated)		(Restated)		(Restated)
			(經重列)		(經重列)		(經重列)		(經重列)		(經重列)
Reportable segment revenue:	報告分類收益：										
Revenue from external customers	來自外間客戶之收益	—	—	3,733	13,880	—	4,044	—	—	3,733	17,924
Reportable segment results	報告分類業績	(2,618)	(6,126)	(847)	(337)	—	(21,230)	—	(10,991)	(3,465)	(38,684)
Unallocated other operating income	未分配之其他經營收入									869	3,137
Other unallocated expense	其他未分配開支									(3,364)	(17,610)
Finance costs	財務成本									(5,262)	(7,722)
Gain on disposals of subsidiaries	出售附屬公司之收益									9,078	5,780
Loss on deemed disposals of subsidiaries	視作出售附屬公司虧損									—	(17,233)
Loss before income tax	除所得稅前虧損									(2,144)	(72,332)
Income tax expense	所得稅開支									—	—
Loss for the period	期間虧損									(2,144)	(72,332)

7. FINANCE COSTS

	Continuing operations 持續經營業務		Discontinued operations 已終止經營業務		Consolidated 綜合		
	Unaudited 未經審核		Unaudited 未經審核		Unaudited 未經審核		
	Six months ended 30 June 截至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		Six months ended 30 June 截至六月三十日止六個月		
	2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
		(Restated) (經重列)		(Restated) (經重列)		(Restated) (經重列)	
Interest on other borrowing due within one year	一年內到期之 其他借款利息	54	310	—	—	54	310
Finance leases	融資租約	4	6	—	—	4	6
Imputed interest on convertible bonds	可換股債券之 推算利息	5,204	7,406	—	—	5,204	7,406
		<u>5,262</u>	<u>7,722</u>	<u>—</u>	<u>—</u>	<u>5,262</u>	<u>7,722</u>

8. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging the following:

7. 財務成本

8. 除所得稅前虧損

除所得稅前虧損已扣除以下各項：

	Continuing operations 持續經營業務		Discontinued operations 已終止經營業務		Consolidated 綜合		
	Unaudited 未經審核		Unaudited 未經審核		Unaudited 未經審核		
	Six months ended 30 June 截至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		Six months ended 30 June 截至六月三十日止六個月		
	2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年	2009 二零零九年	2008 二零零八年	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
		(Restated) (經重列)		(Restated) (經重列)		(Restated) (經重列)	
Charging:	扣除：						
Cost of inventories recognised as expense	確認為開支之 存貨成本	3,617	11,492	—	3,689	3,617	15,181
Depreciation	折舊	623	1,422	—	1,126	623	2,548
Amortisation of prepaid lease payments	預付租賃款項 攤銷	—	—	—	154	—	154
Loss on deemed disposals of subsidiaries (note 20)	視作出售附屬公司 之虧損 (附註20)	—	17,233	—	—	—	17,233
Provision for impairment loss of trade receivables	應收貿易賬款減值 虧損撥備	—	—	—	10,802	—	10,802
Staff costs, including directors' emoluments	員工成本，包括 董事酬金	2,531	13,234	—	1,133	2,531	14,367
		<u>2,531</u>	<u>13,234</u>	<u>—</u>	<u>1,133</u>	<u>2,531</u>	<u>14,367</u>

9. INCOME TAX EXPENSE

No Hong Kong profits tax has been provided as the Group had no estimated assessable profits arising in or derived from Hong Kong for both periods. PRC foreign enterprise income tax has not been provided as the PRC subsidiaries incurred a loss for taxation purposes for both periods.

10. DIVIDENDS

The Board do not recommend any payment of interim dividends for the six months ended 30 June 2009 (Six months ended 30 June 2008: Nil).

11. DISCONTINUED OPERATIONS

The business of carpet manufacturing was carried out by its subsidiaries, namely HZOCM and 唐山勝盟 (collectively referred to as the “Carpet Manufacturing Group”) whilst the business of goods trading was carried out by the Group’s other subsidiaries, namely Wise Mount and Win Alliance (collectively referred to as the “Goods Trading Business Group”).

As these two business segments had been suffering persistent losses and there will be no significant improvement in the near future in these operations, on 4 December 2008, the Group entered into two separate sale and purchase agreements to dispose of the Carpet Manufacturing Group and the Goods Trading Business Group. The Carpet Manufacturing Group and the Goods Trading Business Group are collectively referred to as the Discontinued Operations.

Details of the disposals of the Carpet Manufacturing Group and the Goods Trading Business Group are set out in the Company’s circular dated 12 January 2009. The disposals of the Carpet Manufacturing Group and the Goods Trading Business Group were completed in March and February 2009 respectively. These two business segments are presented as Discontinued Operations in accordance with HKFRS 5.

9. 所得稅開支

由於本集團於兩個期間均無在香港產生任何估計應課稅溢利，故並無就香港利得稅作出撥備。由於中國附屬公司於兩個期間均錄得稅務虧損，故並無就中國外資企業所得稅作出撥備。

10. 股息

董事會不建議派發截至二零零九年六月三十日止六個月之任何中期股息(截至二零零八年六月三十日止六個月：無)。

11. 已終止經營業務

地毯製造業務乃由本集團附屬公司惠州東方地毯及唐山勝盟(統稱為「地毯製造集團」)進行，而貨品買賣業務則由本集團其他附屬公司智峰及勝盟(統稱為「貨品買賣業務集團」)進行。

由於上述兩項業務分類一直蒙受虧損，且該等業務短期內將不會有重大改善，故本集團於二零零八年十二月四日訂立兩份獨立買賣協議，以出售地毯製造集團及貨品買賣業務集團。地毯製造集團及貨品買賣業務集團統稱為已終止經營業務。

出售地毯製造集團及貨品買賣業務集團之詳情載於本公司日期為二零零九年一月十二日之通函。地毯製造集團及貨品買賣業務集團出售事項分別於二零零九年三月及二月完成。上述兩項業務分類根據香港財務報告準則第5號呈列為已終止經營業務。

Xian Yuen Titanium Resources Holdings Limited
INTERIM REPORT 2009

An analysis of the results and cash flows of the Discontinued Operations included in the consolidated income statement and the consolidated cash flow statement is as follows:

載列於綜合損益表及綜合現金流量表之已終止經營業務之業績及現金流量分析如下：

		The Carpet Manufacturing Business 地毯 製造業務			The Goods Trading Business 買賣 貨品業務			The Carpet Manufacturing Business 地毯 製造業務			The Goods Trading Business 買賣 貨品業務		
		Unaudited 未經審核			Unaudited 未經審核			Unaudited 未經審核			Unaudited 未經審核		
		Six months ended 30 June 2009 截至二零零九年六月三十日止六個月			Six months ended 30 June 2008 截至二零零八年六月三十日止六個月			Six months ended 30 June 2009 截至二零零九年六月三十日止六個月			Six months ended 30 June 2008 截至二零零八年六月三十日止六個月		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
								(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	(Restated) (經重列)	
Revenue	收益	—	—	—	4,044	—	4,044	—	—	4,044	—	4,044	
Other income	其他收入	—	—	—	11	—	11	—	—	11	—	11	
Expenses	開支	—	—	—	(7,323)	(10,991)	(18,314)	(7,323)	(10,991)	(18,314)	(7,323)	(18,314)	
		—	—	—	(3,268)	(10,991)	(14,259)	—	—	—	—	—	
Income tax expense	所得稅開支	—	—	—	—	—	—	—	—	—	—	—	
Loss on re-measurement to fair value less costs to sell	重新計量公平值 減銷售成本 之虧損	—	—	—	(17,962)	—	(17,962)	—	—	—	—	(17,962)	
Loss for the period from discontinued operations	已終止經營業務 之期間虧損	—	—	—	(21,230)	(10,991)	(32,221)	—	—	—	—	(32,221)	
Operating cash flows	經營現金流	—	—	—	249	—	249	—	—	—	—	249	
Investing cash flows	投資現金流	—	—	—	—	—	—	—	—	—	—	—	
Total cash flows	總現金流	—	—	—	249	—	249	—	—	—	—	249	

12. (LOSS)/EARNINGS PER SHARE

The calculations of basic and diluted (loss)/earnings per share attributable to the owners of the Company are based on the following data:

(Loss)/Profit

Loss for the period attributable to the owners of the Company for the purpose of basic loss per share

Effect of dilutive potential ordinary shares:
Imputed interest on convertible bonds

Profit/(loss) for the period attributable to the owners of the Company for the purpose of diluted earnings/(loss) per share

(虧損)／溢利

用以計算每股基本虧損之期間本公司擁有人應佔虧損

潛在攤薄普通股之影響：
可換股債券之推算利息

用以計算每股攤薄盈利／(虧損)期間本公司擁有人應佔溢利／(虧損)

12. 每股(虧損)／盈利

本公司擁有人應佔每股基本及攤薄(虧損)／盈利乃根據以下數據計算：

Unaudited 未經審核	
Six months ended 30 June 截至六月三十日止六個月	
2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (Restated) (經重列)
(2,144)	(66,964)
5,204	7,406
3,060	(59,558)

Unaudited 未經審核	
Six months ended 30 June 截至六月三十日止六個月	
2009 二零零九年 '000 千股	2008 二零零八年 '000 千股
3,722,123	1,472,126
96,333	262,333
3,818,456	1,734,459

Number of shares

Weighted average number of ordinary shares for the purpose of basic loss per share

Effect of dilutive potential ordinary shares:
Convertible bonds

Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share

股份數目

用以計算每股基本虧損普通股之加權平均數

潛在攤薄普通股之影響：
可換股債券

用以計算每股攤薄盈利／(虧損)普通股之加權平均數

Diluted earnings per share attributable to the owners of the Company for the six months ended 30 June 2009 is based on the profit for the period attributable to the owners of the Company of approximately HK\$3,060,000 and the weighted average of 3,818,456,000 ordinary shares outstanding during the six months ended 30 June 2009.

No diluted loss per share attributable to the owners of the Company is presented for the six months ended 30 June 2008 as the potential ordinary shares have anti-dilutive effect.

截至二零零九年六月三十日止六個月，本公司擁有人應佔每股攤薄盈利乃根據截至二零零九年六月三十日止六個月本公司擁有人應佔本期間溢利約3,060,000港元及發行在外之普通股加權平均數3,818,456,000股計算。

由於潛在普通股具反攤薄效應，故截至二零零八年六月三十日止六個月並無呈列本公司擁有人應佔每股攤薄虧損。

From continuing operations

The calculations of basic and diluted loss per share from continuing operations attributable to the owners of the Company are based on the following data:

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Restated)	
		(經重列)	
Loss for the period attributable to the owners of the Company for the purpose of basic loss per share	用以計算每股基本虧損之期間本公司擁有人應佔虧損	<u>(2,144)</u>	<u>(66,964)</u>
Loss for the period attributable to the owners of the Company from discontinued operations	期間本公司擁有人應佔已終止經營業務虧損	—	(32,221)
Less: Loss for the period attributable to non-controlling interests from discontinued operations	減：期間非控股股東權益應佔已終止經營業務虧損	<u>—</u>	<u>(3,297)</u>
Loss for the period attributable to the owners of the Company from discontinued operations	期間本公司擁有人應佔已終止經營業務虧損	<u>—</u>	<u>(28,924)</u>
Loss for the period attributable to the owners of the Company for the purpose of basic loss per share from continuing operations	用以計算每股基本虧損之期間本公司擁有人應佔持續經營業務虧損	<u>(2,144)</u>	<u>(38,040)</u>
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Imputed interest on convertible bonds	可換股債券之推算利息	<u>5,204</u>	<u>7,406</u>
Profit/(loss) for the purpose of diluted earnings/(loss) per share attributable to the owners of the Company from continuing operations	用以計算每股攤薄盈利／(虧損)之本公司擁有人應佔持續經營業務溢利／(虧損)	<u><u>3,060</u></u>	<u><u>(30,634)</u></u>

Diluted earnings per share attributable to the owners of the Company from continuing operations for the six months ended 30 June 2009 is based on the profit for the period attributable to the owners of the Company of approximately HK\$3,060,000 and the weighted average of 3,818,456,000 ordinary shares outstanding during the six months ended 30 June 2009.

No diluted loss per share from continuing operations attributable to the owners of the Company is presented for the six months ended 30 June 2008 as the potential ordinary shares have anti-dilutive effect.

來自持續經營業務

本公司擁有人應佔持續經營業務每股基本及攤薄虧損乃根據以下數據計算：

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Restated)	
		(經重列)	
Loss for the period attributable to the owners of the Company for the purpose of basic loss per share	用以計算每股基本虧損之期間本公司擁有人應佔虧損	<u>(2,144)</u>	<u>(66,964)</u>
Loss for the period attributable to the owners of the Company from discontinued operations	期間本公司擁有人應佔已終止經營業務虧損	—	(32,221)
Less: Loss for the period attributable to non-controlling interests from discontinued operations	減：期間非控股股東權益應佔已終止經營業務虧損	<u>—</u>	<u>(3,297)</u>
Loss for the period attributable to the owners of the Company from discontinued operations	期間本公司擁有人應佔已終止經營業務虧損	<u>—</u>	<u>(28,924)</u>
Loss for the period attributable to the owners of the Company for the purpose of basic loss per share from continuing operations	用以計算每股基本虧損之期間本公司擁有人應佔持續經營業務虧損	<u>(2,144)</u>	<u>(38,040)</u>
Effect of dilutive potential ordinary shares:	潛在攤薄普通股之影響：		
Imputed interest on convertible bonds	可換股債券之推算利息	<u>5,204</u>	<u>7,406</u>
Profit/(loss) for the purpose of diluted earnings/(loss) per share attributable to the owners of the Company from continuing operations	用以計算每股攤薄盈利／(虧損)之本公司擁有人應佔持續經營業務溢利／(虧損)	<u><u>3,060</u></u>	<u><u>(30,634)</u></u>

截至二零零九年六月三十日止六個月，本公司擁有人應佔持續經營業務每股攤薄盈利乃根據截至二零零九年六月三十日止六個月本公司擁有人應佔期間溢利約3,060,000港元及發行在外之普通股加權平均數3,818,456,000股計算。

由於潛在普通股具反攤薄效應，故截至二零零八年六月三十日止六個月並無呈列本公司擁有人應佔持續經營業務之每股攤薄虧損。

From discontinued operations

No basic loss per share attributable to the owners of the Company from discontinued operations (Six months ended 30 June 2008: loss of HK1.97 cents per share), based on the loss for the period attributable to the owners of the Company from discontinued operations (Six months ended 30 June 2008: loss of approximately HK\$28.9 million) and the denominators detailed above.

No diluted loss per share attributable to the owners of the Company from discontinued operations is presented for the periods ended 30 June 2009 and 2008 as the potential ordinary shares have anti-dilutive impact.

13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2009,

- (a) the Group had not incurred capital expenditure in furniture, fixture, equipment and leasehold improvements (Six months ended 30 June 2008: approximately HK\$279,000).
- (b) no property, plant and equipment of the Group were disposed of for the six months ended 30 June 2009 and 30 June 2008.

14. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Unlisted equity securities, at cost

非上市證券，按成本

15. TRADE RECEIVABLES

The Group normally allows trading credit terms ranging from 30 to 120 days to its established customers. Trade receivables are non-interest-bearing. An ageing analysis of the trade receivables, net of provision, as at the balance sheet date, based on the date of recognition of the sale, is as follows:

1-90 days

1-90日

來自已終止經營業務

並無本公司擁持有人應佔已終止經營業務每股基本虧損(截至二零零八年六月三十日止六個月：虧損每股1.97港仙)，乃根據期間本公司擁有人應佔已終止經營業務虧損(截至二零零八年六月三十日止六個月：虧損約28,900,000港元)及上文詳述之分母計算。

由於潛在普通股具反攤薄效應，故截至二零零九年及二零零八年六月三十日止期間並無呈列本公司擁有人應佔已終止經營業務之每股攤薄虧損。

13. 物業、廠房及設備

於截至二零零九年六月三十日止六個月，

- (a) 本集團就傢俱、裝置、設備及租賃物業裝修並無錄得資本開支(截至二零零八年六月三十日止六個月：約279,000港元)。
- (b) 本集團於截至二零零九年六月三十日及二零零八年六月三十日止六個月並無出售物業、廠房及設備。

14. 可供出售財務資產

Unaudited 未經審核 30 June 2009 二零零九年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元
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12,091

12,091

15. 應收貿易賬項

本集團一般給予已建立關係之客戶30至120日之貿易信貸期。應收貿易賬項並不計息。根據銷售確認日期而劃分之結算日應收貿易賬項(扣除撥備)之賬齡分析如下：

Unaudited 未經審核 30 June 2009 二零零九年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元
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1,014

43

16. TRADE PAYABLES

An ageing analysis of the trade payables as at the balance sheet date, based on the receipts of goods purchased, is as follows:

1-90 days	1-90日
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Trade payables are non-interest-bearing.

17. CONVERTIBLE BONDS

On 5 November 2007, the Company issued zero coupon convertible bonds (the “CB1”) in the principal amount of HK\$365,000,000 as a part of the consideration for the acquisition of 51% equity interests in Kanson Development Limited (“Kanson”). The CB1 bear no interest with a maturity date on 4 November 2012 (the “Maturity Date of CB1”) and are convertible into shares of the Company at the conversion price of HK\$0.60 per share (subject to the standard adjustment clauses relating to share sub-division, share consolidation, capitalisation issues and rights issues) at any time after the issue date. The details of the CB1 are set out in the Company’s circular dated on 15 October 2007.

On 3 July 2008, the Company issued zero coupon convertible bonds (the “CB3”) in the principal amount of HK\$580,000,000 as the consideration for the acquisition of the remaining 49% equity interests in Kanson. The CB3 bear no interest with maturity date on 2 July 2013 (the “Maturity Date of CB3”) and are convertible into shares of the Company at the conversion price of HK\$0.25 per share (subject to the standard adjustment clauses relating to share sub-division, share consolidation, capitalisation issues and rights issues) at any time after the issue date. The details of the CB3 are set out in the Company’s circular dated on 6 June 2008.

The fair value of the liability components, included in the CB1 and CB3, was calculated using a market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion component, is included in the convertible bond equity reserve in shareholders’ equity.

16. 應付貿易賬項

根據所購買之貨物收訖日期而劃分之結算日應付貿易賬項之賬齡分析如下：

Unaudited 未經審核 30 June 2009 二零零九年 六月三十日 HK\$’000 千港元	Audited 經審核 31 December 2008 二零零八年 十二月三十一日 HK\$’000 千港元
983	—

應付貿易賬項並不計息。

17. 可換股債券

於二零零七年十一月五日，本公司發行本金額365,000,000港元之零票息可換股債券（「可換股債券第一批債券」），作為收購Kanson Development Limited（「Kanson」）51%股本權益之部分代價。可換股債券第一批債券為免息，於二零一二年十一月四日到期（「可換股債券第一批債券到期日」）及可於發行日期後任何時間按兌換價每股0.60港元兌換為本公司股份（須遵從股份分拆、股份合併、資本化發行及配股相關之標準調整條款）。可換股債券第一批債券之詳情載於本公司日期為二零零七年十月十五日之通函。

於二零零八年七月三日，本公司發行本金額580,000,000港元之零票息可換股債券（「可換股債券第三批債券」），作為收購Kanson餘下49%股本權益之代價。可換股債券第三批債券為免息，於二零一三年七月二日到期（「可換股債券第三批債券到期日」）及可於發行日期後任何時間按兌換價每股0.25港元兌換為本公司股份（須遵從股份分拆、股份合併、資本化發行及配股相關之標準調整條款）。可換股債券第三批債券之詳情載於本公司日期為二零零八年六月六日之通函。

可換股債券第一批債券及可換股債券第三批債券負債部分之公平值乃按同等不可換股債券之市場利率計算。餘下金額即為權益轉換部分之價值，並計入股東權益之可換股債券權益儲備。

The CB1 and CB3 recognised in the balance sheet are calculated as follows:

於資產負債表內確認之可換股債券第一批債券及可換股債券第三批債券計算如下：

		CB1 可換股債券 第一批債券 HK\$'000 千港元	CB3 可換股債券 第三批債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Fair value of convertible bonds issued	已發行可換股債券之公平值	365,000	580,000	945,000
Proceeds of issue (fair value on initial recognition)	發行收益(首次確認之公平值)	365,467	363,506	728,973
Equity component	權益部分	(189,421)	(103,438)	(292,859)
Liability component	負債部分	176,046	260,068	436,114

Movement of liability component

負債部分變動

Movement of liability component for the six months ended 30 June 2009 and for the year ended 31 December 2008 are as follows:

於截至二零零九年六月三十日止六個月及截至二零零八年十二月三十一日止年度之負債部分變動如下：

		Unaudited 未經審核 30 June 2009 二零零九年六月三十日		
		CB1 可換股債券 第一批債券 HK\$'000 千港元	CB3 可換股債券 第三批債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	88,414	104,248	192,662
Exercise of the convertible bonds	行使可換股債券	(68,134)	(102,632)	(170,766)
Imputed interest expenses (note 7)	推算利息費用(附註7)	2,677	2,527	5,204
At 30 June 2009	於二零零九年六月三十日	22,957	4,143	27,100
		Audited 經審核 31 December 2008 二零零八年十二月三十一日		
		CB1 可換股債券 第一批債券 HK\$'000 千港元	CB3 可換股債券 第三批債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	139,671	—	139,671
Liabilities component on initial recognition	首次確認之負債部分	—	260,068	260,068
Exercise of the convertible bonds	行使可換股債券	(64,276)	(164,685)	(228,961)
Imputed interest expenses	推算利息費用	13,019	8,865	21,884
At 31 December 2008	於二零零八年十二月三十一日	88,414	104,248	192,662

Movement of equity component

Movement of equity component for the six months ended 30 June 2009 and for the year ended 31 December 2008 are as follows:

		Unaudited 未經審核 30 June 2009 二零零九年六月三十日		
		CB1 可換股債券 第一批債券 HK\$'000 千港元	CB3 可換股債券 第三批債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	81,872	38,500	120,372
Issue of shares on conversion	於兌換時發行股份	(61,653)	(37,107)	(98,760)
At 30 June 2009	於二零零九年六月三十日	<u>20,219</u>	<u>1,393</u>	<u>21,612</u>
		Audited 經審核 31 December 2008 二零零八年十二月三十一日		
		CB1 可換股債券 第一批債券 HK\$'000 千港元	CB3 可換股債券 第三批債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	147,261	—	147,261
Equity component on initial recognition	首次確認之權益部分	—	103,438	103,438
Issue of shares on conversion	於兌換時發行股份	(65,389)	(64,938)	(130,327)
At 31 December 2008	於二零零八年十二月三十一日	<u>81,872</u>	<u>38,500</u>	<u>120,372</u>

The fair value of the liability components of CB1 and CB3 at the dates of issue amounted to approximately HK\$176 million and HK\$260 million respectively.

Interest expense on the bonds is calculated using the effective interest rate method by applying interest rate of 15.7% and 17.4% per annum to the liability components of CB1 and CB3 respectively.

權益部分變動

於截至二零零九年六月三十日止六個月及截至二零零八年十二月三十一日止年度之權益部分變動如下：

		Unaudited 未經審核 30 June 2009 二零零九年六月三十日		
		CB1 可換股債券 第一批債券 HK\$'000 千港元	CB3 可換股債券 第三批債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2009	於二零零九年一月一日	81,872	38,500	120,372
Issue of shares on conversion	於兌換時發行股份	(61,653)	(37,107)	(98,760)
At 30 June 2009	於二零零九年六月三十日	<u>20,219</u>	<u>1,393</u>	<u>21,612</u>
		Audited 經審核 31 December 2008 二零零八年十二月三十一日		
		CB1 可換股債券 第一批債券 HK\$'000 千港元	CB3 可換股債券 第三批債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2008	於二零零八年一月一日	147,261	—	147,261
Equity component on initial recognition	首次確認之權益部分	—	103,438	103,438
Issue of shares on conversion	於兌換時發行股份	(65,389)	(64,938)	(130,327)
At 31 December 2008	於二零零八年十二月三十一日	<u>81,872</u>	<u>38,500</u>	<u>120,372</u>

於發行日，可換股債券第一批債券及可換股債券第三批債券內負債部分之公平值分別約為176,000,000港元及260,000,000港元。

債券之利息費用乃按實際利率法以年利率15.7%及17.4%分別就可換股債券第一批債券及可換股債券第三批債券負債部分計算。

During the six months ended 30 June 2009, 198,000,000 ordinary shares were issued in aggregate, at the conversion price of HK\$0.60 per share, to the bond holders upon the conversion of the CB1. As a result, there was an increase in the share capital and share premium of HK\$1,980,000 and HK\$127,806,000 respectively.

During the six months ended 30 June 2009, 832,000,000 ordinary shares were issued in aggregate, at the conversion price of HK\$0.25 per share, to the bond holders upon the conversion of the CB3. As a result, there was an increase in the share capital and share premium of HK\$8,320,000 and HK\$131,419,000 respectively.

Subsequent to the balance sheet date, another 11,000,000 and 30,000,000 ordinary shares were issued to the bond holders upon the conversion of CB1 and CB3 respectively. As a result, there was a further increase in the share capital and share premium of HK\$410,000 and HK\$12,241,000 respectively. Accordingly, the liability component of CB1 and CB3 decreased by HK\$3,983,000 and HK\$3,905,000 respectively; and the equity component of CB1 and CB3 decreased by HK\$3,425,000 and HK\$1,338,000 respectively. These conversions have not yet been reflected in the financial statements for the six month ended 30 June 2009.

According to the sale and purchase agreements for the acquisition of 51% and 49% equity interest in Kanson, another zero-coupon convertible bonds with face value of HK\$400,000,000 (the “CB2”) and HK\$380,780,000 (the “CB4”) would be issued to Ms. Leung Lai Ching, Margaret on the fifth business day following the date of receipt of mining license in respect of the underlying mine. The CB2 and CB4 are convertible into shares of the Company at the conversion price of HK\$0.60 and HK\$0.25 per share respectively. As at 30 June 2009, Kanson and its subsidiaries were still in progress of obtaining the mining license and PRC authorities have not yet issued any formal reply on the application in respect of the underlying mine. The CB2 and CB4 have not been issued and have not included the purchase consideration of acquisition in Kanson.

截至二零零九年六月三十日止六個月，本公司於可換股債券第一批債券進行兌換時按每股兌換價0.60港元向債券持有人發行合共198,000,000股普通股。因此，其股本及股份溢價分別增加1,980,000港元及127,806,000港元。

截至二零零九年六月三十日止六個月，本公司於可換股債券第三批債券進行兌換時按每股兌換價0.25港元向債券持有人發行合共832,000,000股普通股。因此，其股本及股份溢價分別增加8,320,000港元及131,419,000港元。

於結算日後，本公司於可換股債券第一批債券及可換股債券第三批債券分別進行兌換時向債券持有人額外發行11,000,000股及30,000,000股普通股，致使其股本及股份溢價分別額外增加410,000港元及12,241,000港元。因此，可換股債券第一批債券及可換股債券第三批債券之負債部分分別減少3,983,000港元及3,905,000港元，而可換股債券第一批債券及可換股債券第三批債券之權益部分則分別減少3,425,000港元及1,338,000港元。該等兌換並無計入截至二零零九年六月三十日止六個月之財務報表。

根據就收購Kanson之51%及49%股本權益而訂立之買賣協議，另一批面值為400,000,000港元之零票息可換股債券（「可換股債券第二批債券」）及380,780,000港元之零票息可換股債券（「可換股債券第四批債券」）將在收到有關礦區之開採牌照之日後第五個營業日發行予梁儷澗女士。可換股債券第二批債券及可換股債券第四批債券可分別按每股兌換價0.60港元及0.25港元兌換為本公司股份。於二零零九年六月三十日，Kanson及其附屬公司仍在申領開採牌照，而中國當局尚未就相關礦區之申請給予任何正式回覆。可換股債券第二批債券及可換股債券第四批債券仍未獲發行，且仍未計入收購Kanson之購買代價。

18. ASSETS AND LIABILITIES IN DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

As described in notes 2 and 11 to the financial statements, on 4 December 2008, the Group entered into a sale and purchase agreement such that the entire issued share capital of Wise Mount is to be sold to an independent third party for a consideration of HK\$30,000. The disposal of Wise Mount and its subsidiaries was completed in February 2009.

On 4 December 2008, the Group also entered into a separate sale and purchase agreement such that the entire issued share capital of Orient Carpet Manufacturing (HK) Limited (“Orient Carpet”) is to be sold to an independent third party in the way that the total amount of HK\$19.3 million of which (a) HK\$12.2 million would be used to set off against the net current liabilities of HZOCM being a subsidiary of Orient Carpet and assumed by the independent third party and (b) HK\$7.1 million would be used to set off against the net current liabilities of Orient Carpet and assumed by the independent third party. The disposal of Orient Carpet and its subsidiaries was completed in March 2009.

On 29 October 2008, another sale and purchase agreement was entered into between the Group and another independent third party such that the entire 100% equity interests held by the Group in one of its subsidiaries in the PRC, namely Beijing Forest Source Mining Industry Development Company Limited (“BJFSMI”), is to be disposed of for a consideration of HK\$10.0 million. BJFSMI is principally engaged in mineral dressing and trading of mineral resources in the PRC. The disposal of BJFSMI was completed in January 2009. As the Group continues to be engaged in exploration of mines, this disposal is not included in the Discontinued Operations.

The directors have assessed the carrying amount of the relevant assets and liabilities of Wise Mount and its subsidiaries, Orient Carpet and its subsidiaries, and BJFSMI (collectively referred to as the “Disposal Group”) with reference to the sale and purchase agreements dated on 4 December 2008 and 29 October 2008 and the net total consideration was approximately HK\$10.0 million. At 31 December 2008, the net assets of the Disposal Group attributable to the Group amounted to approximately HK\$25.4 million, which represented the total net assets of approximately HK\$26.7 million less net assets attributable to non-controlling interests of approximately HK\$1.3 million.

18. 出售集團分類為持作出售之資產及負債

如財務報表附註2及11所述，本集團於二零零八年十二月四日訂立一份買賣協議，據此，智峰之全部已發行股本將出售予一名獨立第三方，代價為30,000港元。出售智峰及其附屬公司已於二零零九年二月完成。

於二零零八年十二月四日，本集團亦訂立獨立一份買賣協議，據此，東方地毯生產(香港)有限公司(「東方地毯」)之全部已發行股本將出售予一名獨立第三方，總代價為19,300,000港元，其中(a)12,200,000港元將用於抵銷惠州東方地毯(為東方地毯之附屬公司)之流動負債淨額(該獨立第三方將承擔該筆款項)，及(b)7,100,000港元將用於抵銷東方地毯之流動負債淨額(該獨立第三方將承擔該筆款項)。出售東方地毯及其附屬公司已於二零零九年三月完成。

於二零零八年十月二十九日，本集團與另一名獨立第三方訂立一份買賣協議，據此，本集團於中國附屬公司北京森源礦產品技術開發有限公司(「北京森源」)持有之全部股本權益將以10,000,000港元之代價出售。北京森源在中國主要從事選礦及買賣礦物資源業務。出售北京森源已於二零零九年一月完成。由於本集團繼續從事礦區勘探業務，故此項出售並未計入已終止經營業務。

本公司董事已參考日期為二零零八年十二月四日及二零零八年十月二十九日之買賣協議，評估智峰及其附屬公司、東方地毯及其附屬公司及北京森源(統稱為「出售集團」)之相關資產及負債之賬面值，得出總代價淨額約10,000,000港元。於二零零八年十二月三十一日，本集團應佔出售集團之資產淨值約為25,400,000港元，即約26,700,000港元之總資產淨值減非控股股東權益應佔資產淨值約1,300,000港元。

Major classes of assets and liabilities of the Disposal Group at 31 December 2008 which are classified as assets held for sale are as follows:

出售集團於二零零八年十二月三十一日分類為持作出售資產之主要資產及負債類別如下：

		Audited	
		經審核	
		Carrying amount	Carrying amount
		as at	upon being
		31 December	classified as
		2008	held for sale
		於二零零八年	於分類為
		十二月三十一日	持作出售時
		之賬面值	之賬面值
		HK\$'000	HK\$'000
		千港元	千港元
Assets	資產		
Property, plant and equipment	物業、廠房及設備	26,736	40,508
Prepaid lease payments	預付租賃款項	14,062	14,062
Inventories	存貨	7,321	7,321
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	10,113	11,751
Trade receivables	應收貿易賬項	1,851	1,851
Cash and bank balances	現金及銀行結存	1,506	1,506
		<hr/>	<hr/>
Assets in Disposal Group classified as held for sale	出售集團分類為持作出售之資產	61,589	76,999
Liabilities	負債		
Trade payables	應付貿易賬項	(17,582)	(17,582)
Other payables	其他應付款項	(26,725)	(26,725)
Other borrowings	其他借款	(5,964)	(5,964)
		<hr/>	<hr/>
Liabilities in Disposal Group classified as held for sale	出售集團分類為持作出售之負債	(50,271)	(50,271)
		<hr/>	<hr/>
Net assets classified as held for sale	分類為持作出售之資產淨值	<u>11,318</u>	<u>26,728</u>

19. DISPOSAL OF SUBSIDIARIES

- (a) As mentioned in note 18, the Disposal Group had been disposed during the six months ended 30 June 2009.

In April 2009, the Group disposed some inactive and loss suffering subsidiaries, Jackley China Limited and its subsidiaries namely as Orient Finance (Hong Kong) Limited, Charvix Concrete Company Limited and Jackley Carpet Limited, at the consideration of HK\$1.

In May 2009, the Group disposed the subsidiaries, 626 Limited and Hong Kong Forest Source Mining Industry Development Company Limited, at the consideration of HK\$1.

19. 出售附屬公司

- (a) 如附註18所述，出售集團已於截至二零零九年六月三十日止六個月內出售。

於二零零九年四月，本集團以代價1港元出售若干蒙受虧損之非活躍附屬公司Jackley China Limited及其附屬公司，即東方財務(香港)有限公司、超固建材有限公司及旭晟地氈有限公司。

於二零零九年五月，本集團以代價1港元出售626有限公司及香港森源礦業開發有限公司。

Unaudited
未經審核
Six months ended
30 June 2009
截至二零零九年
六月三十日
止六個月
HK\$'000
千港元
(Restated)
(經重列)

Net assets disposed of:

Assets in disposal group classified
as held for sale
Liabilities in disposal group classified
as held for sale
Other payables and accruals
Non-controlling interests

出售之資產淨額：

出售集團分類為
持作出售之資產 **60,542**
出售集團分類為
持作出售之負債 **(41,859)**
其他應付款項及應計款項 **(35)**
非控股股東權益 **(1,288)**

Release of exchange reserve upon the disposal
Gain on disposals of subsidiaries (note 5)

出售時外匯儲備撥回 **17,360**
出售附屬公司之收益(附註5) **(9,308)**
9,078

Total consideration

總代價 **17,130**

Satisfied by:

Cash

以現金支付

17,130

- (b) On 6 March 2008, the Group disposed of 75.5% equity interest in Kaicheng (Hong Kong) Company Limited, for a consideration of HK\$1.

On 10 March 2008, a share sale agreement was entered into between the Group and another third party such that all 51% equity interest held by the Group in International Carpet Company Limited (“ICC”) has been sold for a consideration of HK\$200,000 and completed the transaction on 31 May 2008. ICC is principally engaged in trading of carpets of other renowned brand names.

- (b) 於二零零八年三月六日，本集團以代價1港元出售其於凱晟(香港)有限公司75.5%股本權益。

於二零零八年三月十日，本集團與另一名第三方訂立股份銷售協議，據此，本集團於國際地毯有限公司(「國際地毯」)持有之全部51%股本權益以代價200,000港元出售，並於二零零八年五月三十一日完成交易。國際地毯主要從事買賣其他馳名品牌之地毯。

Unaudited
未經審核
Six months ended
30 June 2008
截至二零零八年
六月三十日
止六個月
HK\$'000
千港元
(Restated)
(經重列)

Net liabilities disposed of:	出售之負債淨額：	
Property, plant and equipment	物業、廠房及設備	30
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	4,353
Inventories	存貨	131
Trade and bill receivables	應收貿易賬項及票據	5,739
Cash at banks and in hand	銀行結存及手頭現金	763
Non-controlling interests	非控股股東權益	217
Amounts due to minority shareholders	應付少數股東款項	592
Trade payables	應付貿易賬項	(2,516)
Deposits received, other payables and accruals	已收訂金、其他應付款項及應計款項	(14,889)
		(5,580)
Gain on disposals of subsidiaries (note 5)	出售附屬公司之收益 (附註5)	5,780
Total consideration	總代價	<u>200</u>
Satisfied by:		
Cash	以現金支付	<u>200</u>

20. DEEMED DISPOSAL OF SUBSIDIARIES

On 10 March 2008, the Company and certain of its subsidiaries and Capital Gain Assets Management Limited (“Capital Gain”) entered into a subscription agreement. In consideration of assumption by Capital Gain of the obligation of the Group to contribute approximately US\$4,070,000 (equivalent to approximately HK\$31,746,000) to the registered capital of Hebei Da Sheng Warranty Company Limited (“Da Sheng”), the Group agreed to allot and issue 804 ordinary shares of Aurora Logistic Finance Group Inc, a subsidiary of the Company, of US\$1.00 each to Capital Gain. As a result, the Company’s interest in Aurora Logistic Finance Group Inc was diluted from 100% to 19.6%.

20. 視作出售附屬公司

於二零零八年三月十日，本公司及其若干附屬公司與Capital Gain Assets Management Limited (「Capital Gain」) 訂立認購協議，本集團同意配發及發行本公司附屬公司Aurora Logistic Finance Group Inc 804股每股面值1.00美元之普通股予Capital Gain，代價為Capital Gain承擔本集團對河北大盛行擔保有限公司 (「大盛」) 之註冊資本出資約4,070,000美元 (約相等於31,746,000港元) 之責任。因此，本公司於Aurora Logistic Finance Group Inc之權益由100%攤薄至19.6%。

		Unaudited 未經審核 Six months ended 30 June 2008 截至二零零八年 六月三十日 止六個月 HK\$'000 千港元 (Restated) (經重列)
Net assets owned by the Group prior to the deemed disposal	視作出售前本集團擁有之資產淨值	
Property, plant and equipment	物業、廠房及設備	4,056
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	59,350
Cash at banks and in hand	銀行結存及手頭現金	9,220
Deposits received, other payables and accruals	已收按金、其他應付款項及應計款項	(720)
Amounts due to minority shareholders	應付少數股東款項	(40,807)
Non-controlling interests	非控股股東權益	(1,148)
		<hr/>
		29,951
Release of exchange reserve upon disposal	出售時外匯儲備撥回	(6,848)
Loss on deemed disposal of subsidiaries (note 8)	視作出售附屬公司之虧損 (附註8)	(17,233)
Available-for-sale financial assets, carrying value	可供出售財務資產，按賬面值	(5,870)
		<hr/>
Total consideration	總代價	<hr/> <hr/>

21. SHARE CAPITAL

Authorised:	法定股本：
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股
Issued and fully paid:	已發行及繳足股本：
At the beginning of period/year,	於期初／年初，每股面值
ordinary shares of HK\$0.01 each	0.01港元之普通股
Exercise of convertible bonds and	行使可換股債券
issue of shares	及發行股份
At the end of period/year, ordinary	於期末／年末每股面值
shares of HK\$0.01 each	0.01港元之普通股

Notes:

- (a) In November 2007, the Company issued the CB1 of HK\$365,000,000 at the conversion price of HK\$0.60 per share. During the six months ended 30 June 2009, 198,000,000 (Year ended 31 December 2008: 210,000,000) new ordinary shares in aggregate were issued, at the conversion price of HK\$0.60 per share to the bond holders upon the conversion of the CB1. As a result, there was an increase in share capital and share premium of HK\$1,980,000 (Year ended 31 December 2008: HK\$2,100,000) and HK\$127,806,000 (Year ended 31 December 2008: HK\$127,565,000) respectively.
- (b) On 3 July 2008, the Company issued the CB3 of HK\$580,000,000 at the conversion price of HK\$0.25 per share. During the six months ended 30 June 2009, 832,000,000 (Year ended 31 December 2008: 1,456,000,000) new ordinary shares in aggregate were issued, at the conversion price of HK\$0.25 per share to the bond holders upon the conversion of the CB3. As a result, there was an increase in share capital and share premium of HK\$8,320,000 (Year ended 31 December 2008: HK\$14,560,000) and HK\$131,419,000 (Year ended 31 December 2008: HK\$215,063,000) respectively.

All issued new ordinary shares rank pari passu with other shares in issue in all respect.

21. 股本

Notes	Unaudited 未經審核		Audited 經審核	
	30 June 2009 二零零九年六月三十日		31 December 2008 二零零八年十二月三十一日	
	Number of shares '000 股份數目 千股	HK\$'000 千港元	Number of shares '000 股份數目 千股	HK\$'000 千港元
	20,000,000	200,000	20,000,000	200,000
	3,024,720	30,247	1,358,720	13,587
(a),(b)	1,030,000	10,300	1,666,000	16,660
	4,054,720	40,547	3,024,720	30,247

附註：

- (a) 於二零零七年十一月，本公司按兌換價每股0.60港元發行價值365,000,000港元之可換股債券第一批債券。截至二零零九年六月三十日止六個月，本公司於可換股債券第一批債券進行兌換時按兌換價每股0.60港元向債券持有人發行合共198,000,000股(截至二零零八年十二月三十一日止年度：210,000,000股)新普通股。因此，其股本及股份溢價分別增加1,980,000港元(截至二零零八年十二月三十一日止年度：2,100,000港元)及127,806,000港元(截至二零零八年十二月三十一日止年度：127,565,000港元)。
- (b) 於二零零八年七月三日，本公司按兌換價每股0.25港元發行價值580,000,000港元之可換股債券第三批債券。截至二零零九年六月三十日止六個月，本公司於可換股債券第三批債券進行兌換時按兌換價每股0.25港元向債券持有人發行合共832,000,000股(截至二零零八年十二月三十一日止年度：1,456,000,000股)新普通股。因此，其股本及股份溢價分別增加8,320,000港元(截至二零零八年十二月三十一日止年度：14,560,000港元)及131,419,000港元(截至二零零八年十二月三十一日止年度：215,063,000港元)。

所有已發行新普通股在各方面與其他已發行股份享有同等權益。

22. OPERATING LEASE COMMITMENTS

At 30 June 2009, the Group had total future minimum lease payments under non-cancellable operating lease falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)

The Group leases certain leasehold land and buildings under operating leases. The leases run for an initial period of two to three years, with an option to renew the lease and renegotiate the terms at expiry date or at dates as mutually agreed between the Group and respective landlords/lessors. None of the leases include contingent rentals.

The Company did not have any significant lease commitments at 30 June 2009 and 31 December 2008.

23. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in interim financial statements, the Group had the following material transactions with related parties during the period:

Compensation of key management personnel

Total remuneration of directors and other members of key management during the period

期內董事及其他主要
管理人員之薪酬總額

22. 經營租約承擔

於二零零九年六月三十日，本集團於下列年期內屆滿之不可撤銷經營租約之未來最少租賃付款總額如下：

Unaudited 未經審核 30 June 2009 二零零九年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2008 二零零八年 十二月三十一日 HK\$'000 千港元
299	6,278
—	4,950
299	11,228

本集團根據經營租約租用若干租賃土地及樓宇。該等租約初步為期兩至三年，可於到期日或本集團與有關業主／出租人共同商定之日期選擇續租及重訂租約條款。該等租約不包括或然租金。

本公司於二零零九年六月三十日及二零零八年十二月三十一日並無任何重大租約承擔。

23. 關連人士交易

除中期財務報表其他部分所披露者外，期內，本集團與關連人士尚有如下重大交易：

主要管理人員之補償

Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月 2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
951	3,919

24. COMMITMENTS

As at 30 June 2009, the Group had the following outstanding capital commitments:

The Group entered into agreements with various parties in relation to exploration and evaluation expenditures to be capitalised. As at 30 June 2009 and 31 December 2008, the total contracted amount but not provided for was HK\$1,180,000 and HK\$1,950,000 respectively.

25. POST BALANCE SHEET EVENTS

The Group had the following significant post balance sheet events:

- (a) A placing agreement dated 6 August 2009 and supplemental agreement dated 10 August 2009 made between the Company and Mayfair Securities Limited for the placing of 809,280,000 new shares, on a best endeavour basis at HK\$0.137 per placing share with at least six independent investors. Immediately after the completion of this placing, the Company issued 809,280,000 new ordinary shares at HK\$0.137 per shares in August 2009. For further details, please refer to the announcements of the Company dated 7, 10 and 20 August 2009.
- (b) On 25 August 2009, the Company proposed to raise approximately HK\$196.2 million before expenses, by issuing 2,452,500,000 offer shares at the price of HK\$0.08 per offer share by way of an open offer, payable in full on application, on the basis of one offer share for every two shares held on record date. For further details, please refer to the announcement and prospectus of the Company dated 26 August 2009 and 16 September 2009 respectively.
- (c) On 21 August 2009, a share sale agreement was entered into between the Company and an independent third party for the disposal of all 100% equity interest held by the Company in Aurora International Enterprises Limited ("AIEL") and its subsidiaries for a consideration of HK\$2,000,000. The major asset of AIEL is holding of 19.6% equity interest in Aurora Logistic Finance Group Inc. at a carrying cost of approximately HK\$12,091,000.

26. COMPARATIVE FIGURES

Certain comparative figures have been reclassified as to confirm with current period's presentation and as a result of the re-statement of comparative financial information set out in note 2.

24. 承擔

於二零零九年六月三十日，本集團有以下尚未償付之資本承擔：

本集團已就資本化之勘探及評估開支與多名訂約方訂立多份協議。於二零零九年六月三十日及二零零八年十二月三十一日，總計已訂約但未撥備金額分別為1,180,000港元及1,950,000港元。

25. 結算日後事項

本集團有以下之重大結算日後事項：

- (a) 本公司與美輝證券有限公司於二零零九年八月六日訂立配售協議及於二零零九年八月十日訂立補充協議，以盡最大努力之基準向至少六名獨立投資者按每股配售股份0.137港元配售809,280,000股新股份。緊隨此次配售事項完成後，本公司於二零零九年八月按每股股份0.137港元發行809,280,000股新普通股。詳情請參閱本公司日期分別為二零零九年八月七日、十日及二十日之公佈。
- (b) 於二零零九年八月二十五日，本公司建議以公開發售方式，按於記錄日期每持有兩股股份獲發一股發售股份之基準，以每股發售股份0.08港元之價格發行2,452,500,000股發售股份，藉此籌集約196,200,000港元（未扣除開支），股款須於接納時悉數繳付。詳情請參閱本公司日期分別為二零零九年八月二十六日及二零零九年九月十六日之公佈及售股章程。
- (c) 於二零零九年八月二十一日，本公司與一名獨立第三方訂立股份銷售協議，據此以代價2,000,000港元出售本公司於Aurora International Enterprises Limited（「AIEL」）所持有之全部100%股權及其附屬公司。AIEL之主要資產為持有Aurora Logistic Finance Group Inc.之19.6%股本權益（持有成本約為12,091,000港元）。

26. 比較數字

若干比較數字已為符合當前期間之呈報方式及因重列附註2所載比較財務資料而重新分類。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

For the six months ended 30 June 2009 (the “**Period**”), the Group recorded revenue from its continuing operations of approximately HK\$3.7 million (2008: HK\$13.9 million (restated)) and net loss from its continuing operations were approximately HK\$2 million (2008: HK\$40 million (restated)). No loss incurred for the Period from discontinued operations (2008: HK\$32 million (restated)). The loss before income tax of the Group from its continuing operations was substantially decreased by approximately HK\$38 million as compared to the corresponding period of last year due to the Group had disposed the loss making businesses in carpet manufacturing and trading of goods. It results that the Group recognise the gain on disposal of subsidiaries approximately HK\$9 million from release of exchange reserve in equity and reduce the administrative expenses respectively.

CARPET TRADING

The first six months of 2009 has been challenging with the Hong Kong economy still heavily under the influence of the global crisis. During the Period, the Group is recorded a revenue HK\$3.7 million and incurred a loss HK\$0.8 million in carpets trading business. The Group will take more effort to source more orders from both new and existing customers to improve the results.

XIAO HONG SHAN (LITTLE RED MOUNTAIN)

The Company currently holds an exploration license of mineral property in 2km by 1km rectangular area of Little Red Mountain (the “**Target Mine**”) located in Inner Mongolia, the People’s Republic of China (“**PRC**”) through an indirect wholly-owned subsidiary of the Company, namely 青海森源礦業開發有限公司 (Qinghai Forest Source Mining Industry Developing Company Limited) (“**Qinghai Senyuan**”).

管理層討論及分析

業務回顧及展望

截至二零零九年六月三十日止六個月(「**本期間**」)，本集團持續經營業務錄得收益約3,700,000港元(二零零八年：13,900,000港元(經重列))，持續經營業務虧損淨額約2,000,000港元(二零零八年：40,000,000港元(經重列))。本期間已終止經營業務並無產生虧損(二零零八年：32,000,000港元(經重列))。由於本集團售出錄得虧損之地毯製造業務及買賣貨品業務，故本集團持續經營業務除所得稅前虧損較去年同期大幅減少約38,000,000港元。因此，本集團分別撥回權益中之外匯儲備，確認出售附屬公司收益約9,000,000港元及減少行政開支。

地毯買賣

二零零九年首六個月為充滿挑戰的一段時期，香港經濟受全球金融危機之影響仍然甚大。本集團於本期間錄得收益3,700,000港元，地毯買賣業務則錄得虧損800,000港元。本集團將加大力度自新客戶及現有客戶獲取更多訂單，從而改善業績。

小紅山

本公司目前透過間接全資附屬公司青海森源礦業開發有限公司(「**青海森源**」)持有位於中華人民共和國(「**中國**」)內蒙古小紅山之2千米乘1千米矩形礦產財產(「**目標礦區**」)之勘探牌照。

Current Status of the Target Mine

The Group has already submitted the application for the registration of the mineral resources of the Target Mine to the Ministry of Land and Resources of the PRC. The application has been preliminarily approved pending some revisions to the supporting documents and the issuance of the official approval document regarding the actual quantity of resources. This marks the completion of stage 1 of the mining license application process. The next stage involves (a) the completion of a feasibility report and an integrated utilization plan for the mineral resources of the Target Mine; and (b) the application for the approval of the delineation of the mining zone. The Group is still in the process of completing the feasibility report and the integrated utilization plan. Upon receipt of the approval of the delineation of the mining plan, and subject to review of the status reports and other relevant information on the Target Mine to be provided by Qinghai Senyuan with reference to the expected amount of return on investment and economic benefit of the project, the Company will consider whether the application for the mining license of the mineral resources in the Target Mine should be made. It is expected that certain amount of work will still need to be completed before the mining license will be issued. The Company will monitor the development in the application for the mining license and will keep the public informed of the progress.

PROSPECT

The Group will continue to focus on its principal business in trading of carpets in the second half of 2009. Despite the real economy still faces many challenges and uncertainties, the Group will actively adjust its business strategies and capture market opportunities. Moreover, we will endeavour to improve the gross profit of trading of carpets and further explore and broaden customer bases to contribute a return in the future. In addition, The Board are actively seeking and exploring new business, investment opportunities and potential projects to broaden and strengthen the profit centers which will ultimately maximize benefit to the shareholders.

目標礦區之現況

本集團已向中國國土資源部遞交目標礦區礦產資源儲量之認定申請。有關申請已獲初步獲得批准，惟須就有關證明文件作出部分修改及就實際資源儲量發出正式批文。這標誌著採礦牌照申請程序之第一階段完成。下一階段包括(a)完成就目標礦區之礦產資源儲量編製之可行性報告及綜合利用計劃；及(b)申請劃定採礦區之批文。本集團仍處於完成可行性報告及綜合利用計劃之過程中。待收到劃定礦區計劃之批文，及審閱將由青海森源提供之目標礦區狀況報告及其他相關資料後，以及參考該項目預計可帶來之投資回報金額及經濟效益後，董事會將考慮本公司應否就目標礦區之礦產資源儲量申請採礦牌照。本公司預期，在發出採礦牌照之前，仍有一定數量工作需要完成。本公司將監察申請採礦牌照之進展，並繼續向公眾報告進程。

前景

本集團在二零零九年下半年將繼續專注於其主要業務地毯買賣。雖然實質經濟仍然面對重重挑戰及不明朗因素，但本集團將積極調整其業務策略，抓緊市場契機。此外，本集團亦會致力提高地毯買賣之毛利，並繼續開拓及擴闊客戶基礎，務求在未來帶來回報。另外，董事會正積極探索及拓展新業務、投資機會及潛在項目，藉此擴大及加強溢利來源，並最終為股東帶來最大利益。

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2009, the net assets value of the Group is approximately HK\$742 million (31 December 2008: approximately HK\$584 million) and the total cash and bank balance is approximately HK\$1.3 million (31 December 2008: approximately HK\$0.8 million). As at 30 June 2009, the Group had total current assets of HK\$36 million (31 December 2008: HK\$94 million) and total current liabilities of HK\$15 million (31 December 2008: HK\$64 million).

CURRENT AND GEARING RATIO

As at 30 June 2009, the Group had total assets of approximately HK\$784 million (31 December 2008: HK\$841 million), total liabilities of HK\$42 million (31 December 2008: HK\$257 million), indicating a gearing ratio of 0.05 (31 December 2008: 0.31) on the basis of total liabilities over total assets. The current ratio of the Group for the Period was 2.4 (31 December 2008: 1.46).

NUMBER AND REMUNERATION OF EMPLOYEES

The Group total number of employees was approximately 29 (2008: 64) in Hong Kong and PRC for the period ended 30 June 2009. The Group recognized the importance of maintaining good working relationships with its employees and accordingly, strives to maintain remunerations at competitive levels and in line with industry practice.

The Company adopted a share option scheme (the “**Share Option Scheme**”) pursuant to an ordinary resolution passed by the shareholders of the Company on 6 June 2002. The purpose of the Share Option Scheme is to provide incentives or rewards to participants for their contributions to the Group and to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group.

流動資金及財務資源

於二零零九年六月三十日，本集團之資產淨值約為742,000,000港元（二零零八年十二月三十一日：約584,000,000港元）而現金及銀行結餘總額則約為1,300,000港元（二零零八年十二月三十一日：約800,000港元）。於二零零九年六月三十日，本集團之流動資產總值為36,000,000港元（二零零八年十二月三十一日：94,000,000港元）而流動負債總額則為15,000,000港元（二零零八年十二月三十一日：64,000,000港元）。

流動比率及資本負債比率

於二零零九年六月三十日，本集團之資產總值約為784,000,000港元（二零零八年十二月三十一日：841,000,000港元），負債總額為42,000,000港元（二零零八年十二月三十一日：257,000,000港元），按負債總額除資產總值計算，資本負債比率為0.05（二零零八年十二月三十一日：0.31）。本期間本集團之流動比率為2.4（二零零八年十二月三十一日：1.46）。

僱員數目及酬金

於截至二零零九年六月三十日止期間，本集團於香港及中國僱用約29名僱員（二零零八年：64名）。本集團深知與僱員保持良好工作關係之重要性，因此給予僱員之薪酬維持於極具競爭力及與業界慣例相符之水平。

根據本公司股東於二零零二年六月六日通過之普通決議案，本公司採納購股權計劃（「**購股權計劃**」）。購股權計劃之目的在於為對本集團作出貢獻之參與者給予獎勵或回報，以助本集團招聘及挽留有才幹之僱員，以及吸納對本集團有利之人力資源。

INTERIM DIVIDEND

The Board do not recommend the payment of an interim dividend for the six months ended 30 June 2009 (30 June 2008: Nil).

FOREIGN CURRENCY EXPOSURE

The Group did not have any significant exposure to and did not hedge against risks associated with foreign currency fluctuation.

CONTINGENT LIABILITIES

As at 30 June 2009, the Group did not have any significant contingent liabilities.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2009, none of the directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (“**Model Code**”); and none of the directors or the spouses, or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the Period.

中期股息

董事會並不建議派付截至二零零九年六月三十日止六個月之中期股息 (二零零八年六月三十日：無)。

匯兌風險

本集團並無承受任何重大匯兌風險，亦無對沖與外幣波動有關之風險。

或然負債

於二零零九年六月三十日，本集團概無任何重大或然負債。

董事於股份、相關股份及債券之權益及淡倉

於二零零九年六月三十日，本公司董事及主要行政人員概無於本公司或任何相聯法團 (定義見證券及期貨條例 (「**證券及期貨條例**」) 第XV部) 之股份、相關股份或債券中擁有根據證券及期貨條例第352條規定須備存之登記冊所記錄之任何權益或淡倉，或根據上市公司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**」) 之任何權益或淡倉；而董事或其配偶或未滿十八歲之子女概無任何認購本公司證券之權利，亦無於本期間內行使任何有關權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2009, so far as is known to the directors or chief executives of the Company, the following persons other than a director or chief executive of the Company had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東於本公司股份及相關股份之權益及淡倉

於二零零九年六月三十日，就本公司董事或主要行政人員所知，除本公司董事或主要行政人員外，以下人士於本公司股份及相關股份中擁有本公司根據證券及期貨條例第336條須予備存之登記冊中記錄之權益或淡倉：

Name of Shareholders 股東姓名／名稱	Interest in Shares 股份權益		Interests in underlying Shares 於相關股份 之權益	Aggregate interest 總權益	Approximate percentage# 概約 百分比#	Notes 附註
	Personal Interests* 個人權益*	Corporate Interest+ 法團權益+				
Golden Mount Limited	374,000,000	—	—	374,000,000	9.22%	1
Mr. Chim Pui Chung 詹培忠先生	—	374,000,000	—	374,000,000	9.22%	1
Mr. Lam Shu Chung 林樹松先生	31,354,000	216,638,750	—	247,992,750	6.12%	2
Ms. Leung Lai Ching Margaret 梁麗靜女士	—	—	2,239,120,000	2,239,120,000	55.22%	3 & 4

* Beneficial owner

+ Interests of controlled corporation(s)

Percentage which the aggregate long position in the Shares or underlying Shares represents to the issued share capital of the Company of 4,054,720,000 Shares as at 30 June 2009

* 實益擁有人

+ 受控法團權益

於股份或相關股份之好倉總額(指本公司於二零零九年六月三十日之已發行股本4,054,720,000股股份)之百分比

Notes:

- Golden Mount Limited is a company incorporated under the laws of the British Virgin Islands, the entire issued share capital of which is legally and beneficially owned by Mr. Chim Pui Chung. Mr. Chim Pui Chung therefore deemed to be interested in 374,000,000 shares held by Golden Mount Limited.
- 247,992,750 shares are owned by Mr. Lam Shu Chung as to 20,638,750 shares by Prime Orient International Limited, as to 196,000,000 shares by Central Ocean Group Limited and as to 31,354,000 shares directly owned by himself. Both Prime Orient International Limited and Central Ocean Group Limited are wholly and beneficially owned by Mr. Lam Shu Chung.

附註：

- Golden Mount Limited為一間根據英屬處女群島法律註冊成立之公司，其全部已發行股本由詹培忠先生合法實益擁有。因此，詹培忠先生被視為擁有Golden Mount Limited持有之374,000,000股股份之權益。
- 該247,992,750股股份由林樹松先生持有，其中20,638,750股及196,000,000股股份分別由Prime Orient International Limited及Central Ocean Group Limited持有，而31,354,000股股份則由林樹松先生本人直接持有。Prime Orient International Limited及Central Ocean Group Limited均為林樹松先生全資實益擁有。

3. 2,239,120,000 underlying shares consist of shares to be issued upon the conversion of (i) the outstanding Tranche 1 Bonds (as defined in the circular of the Company dated 15 October 2007) (which, based on the conversion price of HK\$0.60 per share, can be converted into 17,333,333 shares); (ii) the Tranche 2 Bonds (as defined in the circular of the Company dated 15 October 2007) (which, based on the conversion price of HK\$0.60 per share, can be converted into 666,666,667 shares); (iii) the outstanding Tranche 3 Bonds (as defined in the circular of the Company dated 6 June 2008) (which, based on the conversion price of HK\$0.25 per share, can be converted into 32,000,000 shares); and (iv) the Tranche 4 Bonds (as defined in the circular of the Company dated 6 June 2008) (which, based on the conversion price of HK\$0.25 per share, can be converted into 1,523,120,000 shares).
4. The Tranche 2 Bonds and Tranche 4 Bonds have not been issued. Please refer to the Company's circulars dated 15 October 2007 and 6 June 2008 for details of the principal terms of the Tranche 2 Bonds and Tranche 4 Bonds respectively.
3. 該2,239,120,000股相關股份包括於轉換下列債券時發行之股份：(i)尚未行使之第一批債券(定義見本公司日期為二零零七年十月十五日之通函)(按轉換價每股0.60港元計算，可兌換為17,333,333股股份)；(ii)第二批債券(定義見本公司日期為二零零七年十月十五日之通函)(按轉換價每股0.60港元計算，可兌換為666,666,667股股份)；(iii)尚未行使之第三批債券(定義見本公司日期為二零零八年六月六日之通函)(按轉換價每股0.25港元計算，可兌換為32,000,000股股份)；及(iv)第四批債券(定義見本公司日期為二零零八年六月六日之通函)(按轉換價每股0.25港元計算，可兌換為1,523,120,000股股份)。
4. 第二批債券及第四批債券尚未發行。有關第二批債券及第四批債券之主要條款，請參閱本公司日期分別為二零零七年十月十五日及二零零八年六月六日之通函。

All the interests stated above represent long positions in the ordinary shares of the Company. As at 30 June 2009, no short positions were recorded in the register maintained by the Company under section 336 of the SFO.

上述所有權益代表於本公司普通股之好倉。於二零零九年六月三十日，於本公司根據證券及期貨條例第336條存置之登記冊中並無淡倉之記錄。

Save as disclosed herein, as at 30 June 2009, there was no other person so far known to the directors or chief executives of the Company, other than a director or chief executive of the Company as having an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除本文所披露者外，於二零零九年六月三十日，就本公司董事或主要行政人員所知，除本公司董事或主要行政人員外，概無其他人士於本公司股份及相關股份中擁有本公司根據證券及期貨條例第336條須予備存之登記冊中記錄之權益及淡倉。

PURCHASE, SALE OR REDEMPTION OF SHARES

購買、出售或贖回股份

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

本公司於本期間並無贖回其任何股份。本公司或其任何附屬公司於本期間並無購買或出售本公司之任何股份。

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company and the Board have applied the principles in the code provisions of the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 to the Listing Rules on the Stock Exchange by adopting the code provisions of the Code.

During the six months ended 30 June 2009, the Board has adopted and complied with the code provisions of the Code in so far they are applicable with the exception of the deviation from the code provision A.2.1 (i.e. the vacancy of chairman of the Company).

Following the retirement of Mr. Tam Owen (“Mr. Tam”) at the 2009 annual general meeting of the Company, Mr. Tam ceased to act as chairman, executive director, chairman of remuneration committee and nomination committee and authorized representative of the Company with effect from 2 June 2009. The Company is still looking for a suitable candidate to fill the vacancy of chairman and further announcement will be made by the Company upon fulfillment of this requirement under the Listing Rules.

The Board will review the management structure of the Group from time to time and will adopt appropriate measures as may be desirable for future development of the operating activities or business of the Group.

COMPLIANCE WITH MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors by Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all directors, all directors have confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2009.

遵守企業管治常規守則

本公司及董事會透過採納聯交所上市規則附錄十四所載之企業管治常規守則(「守則」)，應用守則條文之原則。

於截至二零零九年六月三十日止六個月，董事會已採納並一直遵守適用之守則條文，惟偏離守則條文A.2.1條(即本公司主席一職懸空)者除外。

自譚浩榮先生(「譚先生」)於本公司二零零九年股東週年大會上退任後，由二零零九年六月二日起，譚先生不再擔任本公司之主席、執行董事、薪酬委員會及提名委員會主席以及授權代表。本公司仍在物色合適人選填補主席之空缺，並將於符合上市規則此項規定後作進一步公佈。

董事會將不時檢討本集團之管理架構，並會為本集團經營活動或業務之未來發展採取所需之適當措施。

遵守標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)。經作出具體查詢後，全體董事均確認彼等於截至二零零九年六月三十日止六個月一直遵守標準守則所載之規定準則。

REMUNERATION COMMITTEE

The Remuneration Committee, established in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, comprises the three independent non-executive directors of the Company and the chairman of the Company, is responsible for reviewing and evaluating the remuneration packages of the executive directors and senior management of the Company and making recommendations to the board of directors from time to time.

Following the retirement of Mr. Tam at the 2009 annual general meeting of the Company as stated under the heading of “Compliance with Code on Corporate Governance Practices” above, the Remuneration Committee currently comprises the three independent non-executive directors of the Company.

NOMINATION COMMITTEE

The Nomination Committee, established in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, comprises the three independent non-executive directors of the Company and the chairman of the Company, is responsible for making recommendations to the Board on the appointment of Directors and management of the Board succession.

Following the retirement of Mr. Tam at the 2009 annual general meeting of the Company as stated under the heading of “Compliance with Code on Corporate Governance Practices” above, the Nomination Committee currently comprises the three independent non-executive directors of the Company.

AUDIT COMMITTEE

The Company has an audit committee which was established in accordance with the requirements of the Code for the purposes of reviewing the Group’s financial reporting process and internal controls. The Audit Committee comprises the three independent non-executive directors of the Company. The members of the Audit Committee have reviewed the unaudited financial statements of the Group for the six months ended 30 June 2009 and are of the opinion that such statements comply the applicable accounting standards and the Listing Rules and that adequate disclosures have been made.

薪酬委員會

本公司遵照上市規則附錄十四所載企業管治常規守則成立薪酬委員會，成員包括本公司三名獨立非執行董事及本公司主席，負責審閱及評估本公司執行董事及高級管理層之薪酬待遇，並不時向董事會提供推薦建議。

如上文「遵守企業管治常規守則」所述，自譚先生於本公司二零零九年股東週年大會上退任後，薪酬委員會現時由本公司三名獨立非執行董事組成。

提名委員會

本公司遵照上市規則附錄十四所載企業管治常規守則成立提名委員會，成員包括本公司三名獨立非執行董事及本公司主席，負責就委任董事及董事會管理層之繼任事宜向董事會提供推薦建議。

如上文「遵守企業管治常規守則」所述，自譚先生於本公司二零零九年股東週年大會上退任後，提名委員會現時由本公司三名獨立非執行董事組成。

審核委員會

本公司按照守則之規定設有審核委員會，旨在檢討本集團財務報告程序及內部監控。審核委員會由本公司三名獨立非執行董事組成。審核委員會成員已審閱本集團截至二零零九年六月三十日止六個月之未經審核財務報表，認為該等報表符合適用之會計準則及上市規則，並已作出適當披露。

DISCLOSURE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

During the period under review, (i) Mr. Law Fei Shing (“**Mr. Law**”), a chief executive officer and executive director of the Company, was appointed as executive director and company secretary of Bestway International Holdings Limited (stock code: 718), a company listed on the Stock Exchange, with effect from 31 January 2009; (ii) Mr. Law also was appointed as independent non-executive director of Vision Tech International Holdings Limited (stock code: 922), a company listed on the Stock Exchange, with effect from 4 June 2009 and subsequently re-designated as executive director with effective from 10 June 2009; and (iii) Mr. Chan Sung Wai, an executive director of the Company, and Mr. Lum Pak Sum, an independent non-executive director of the Company, were appointed as executive director and independent non-executive director of Karce International Holdings Company Limited (stock code: 1159), a company listed on the Stock Exchange, with effect from 16 April 2009 and 28 April 2009 respectively.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

APPRECIATION

I take this opportunity to express our gratitude to the shareholders of the Company for their continued support and our Directors and our staff for their contribution to the Company.

By Order of the Board
Law Fei Shing
Chief Executive Officer and Executive Director

Hong Kong, 25 September 2009

根據上市規則第13.51B(1)條披露董事資料

於回顧期間，(i)本公司行政總裁兼執行董事羅輝城先生(「**羅先生**」)由二零零九年一月三十一日起獲委任為聯交所上市公司百威國際控股有限公司(股份代號：718)之執行董事兼公司秘書；(ii)羅先生亦由二零零九年六月四日起獲委任為聯交所上市公司金科數碼國際控股有限公司(股份代號：922)之獨立非執行董事，並於其後由二零零九年六月十日起調任為執行董事；及(iii)本公司執行董事陳崇煒先生及本公司獨立非執行董事林柏森先生分別由二零零九年四月十六日及二零零九年四月二十八日起獲委任為聯交所上市公司泰盛實業集團有限公司(股份代號：1159)之執行董事及獨立非執行董事。

除上文所披露者外，並無其他資料須根據上市規則第13.51B(1)條之規定予以披露。

致謝

本人謹藉此機會向本公司股東之持續支持以及各位董事及全體員工為本公司所作之貢獻致以深切謝意。

承董事會命
行政總裁兼執行董事
羅輝城

香港，二零零九年九月二十五日