

### 國華集團

### **CHINA BEST GROUP HOLDING LIMITED**

(Incorporated in Bermuda with limited liability) (Stock Code: 370)



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## Corporate Information

Company Name China Best Group Holding Limited

**Board of Directors** 

**Executive Directors**Ms. Ma Jun Li (Chairman)
Mr. Ng Tang (Deputy Chairman)

Mr. Zhang Da Qing (Chief Executive Officer)

Mr. Ren Zheng Ms. Cheung Hoi Ping Mr. Zhang Jun

(Resigned on 20th January, 2009)

Non-Executive Director Ms. Yao Haixing

(Appointed on 2nd June, 2009)

**Independent Non-Executive Directors** Ms. Chung Kwo Ling

Mr. Sun Yeung Yeung

(Resigned on 11th May, 2009) Mr. Chan Ngai Sang Kenny

Ms. Xing Hua

(Appointed on 20th July, 2009)

Company Secretary Mr. Ho Wing Kuen FCCA, HKICPA, ACIS, ACS

Registered Office Clarendon House

2 Church Street Hamilton HM11

Bermuda

Head Office and Principal Place of

**Business in Hong Kong** 

Room 3405, Bank of America Tower

12 Harcourt Road

Central Hong Kong

Auditors SHINEWING (HK) CPA Limited

16/F United Centre 95 Queensway Hong Kong

Principal Banker HSBC

**Principal Share Registrars and** 

**Transfer Office** 

Butterfield Corporate Services Limited

Rosebank Centre 14 Bermudiana Road

Pembroke Bermuda

Hong Kong Branch Share Registrars and

**Transfer Office** 

Tricor Tengis Limited

26th Floor Tesbury Centre

28 Queen's Road East

Wanchai Hong Kong

## Chairman's Message

During the first half of the year, the Group disposed of the entire equity interests in Funeway Investments Limited, a wholly-owned subsidiary of the Group engaging in the production of coke and holding 51% equity interests in Shanxi Changxing Yuci Coking Co., Limited ("Shanxi Changxing"). A resolution of the disposal was unanimously passed by the shareholders at the special general meeting held on 15th July, 2009. The disposal enables the Group to divest Shanxi Changxing, which was debt-burdened and heavy loss-making. It is expected that the strategy of the Group will be to maintain its focus on developing the raw coal mining and coke manufacturing business as well as other mineral resources as its core business.

The freight forwarding business suffered from the deteriorating economy. Besides the U.S. market which was particularly hard hit by the financial turmoil, the operations in Singapore was also impacted by the global economic downturn and recorded a loss during the first half of the year.

Eventually, the global economy hit the bottom and became stable during the first half of the year. The subsequent recovery of the stock market allowed the Group to obtain satisfactory returns on its investment of the surplus fund.

Overall, the results of the Group for the first half of the year maintained the momentum in 2008 and made a turnaround as compared to the corresponding period last year, thereby offering the shareholders with profit contributions.

As stated in the section headed "Letter from the Board" in the circular dated 26th May, 2009, the Company proposed a capital reorganisation involving capital reduction and share subdivision. A resolution in respect of the proposed capital reorganisation was passed at the special general meeting held on 17th June, 2009. In addition, as announced on 18th September, 2009, the Company proposed another capital reorganisation involving share consolidation and the increase in board lot size in compliance with the requirements of the Stock Exchange.

#### **FUTURE PROSPECT**

The Group expects to further develop the raw coal mining and coke manufacturing business as well as other mineral resources as its core business. The Group is committed to speed up its future acquisitions through its good relationship with the government and the business sector and expand its streams of revenue under a coordinated process. The Group also aims at developing its business portfolio for expanding its business into other provinces with minerals reserves in the PRC, like Inner Mongolia.

## Chairman's Message

The Group anticipates that the price of raw coal and coke as well as other mineral resources will maintain a steady uptrend in long term, thus it is confident in the prospects of mineral resources. Although the global economy deteriorated rapidly last year, the market has become stable and it is expected that the China economy can maintain a continuous growth this year. The domestic steel and other related industries will be benefited from the reconstruction in disaster-stricken areas and the redevelopment brought by economic development. The relaxation of macroeconomic controls, the encouragement of domestic consumption and the stimulation of domestic demand in the PRC will promote the industrial growth in sectors such as car manufacturing. It is anticipated that the said measures will sustain the demand in the steel and raw coal and coke as well as other mineral resources industries.

The Group will actively explore other investment and cooperation opportunities in order to restructure its business portfolio. It will also explore the investment opportunities for expanding into the upstream mineral resources and the downstream business, with an aim of becoming a leading mineral resources enterprise in China.

#### Ma Jun Li

Chairman

Hong Kong, 30th September, 2009

### Independent Review Report



**SHINEWING** (HK) CPA Limited 16/F., United Centre 95 Queensway, Hong Kong

## TO THE BOARD OF DIRECTORS OF CHINA BEST GROUP HOLDING LIMITED

(incorporated in Bermuda with limited liability)

#### Introduction

We have reviewed the interim financial information set out on pages 6 to 19, which comprises the condensed consolidated statement of financial position of China Best Group Holding Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 30 June 2009 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six months period then ended, and the explanatory notes. The Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited require the preparation of a report on the interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### Scope of review

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

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material aspects, in accordance with HKAS 34.

#### SHINEWING (HK) CPA Limited

Certified Public Accountants

Ip Yu Chak

Practising Certificate Number: P04798

Hong Kong 30 September 2009

# Condensed Consolidated Income Statement

For the six months ended 30 June 2009

		Six months	ended
		30.6.2009	30.6.2008
	Notes	HK\$'000	HK\$'000
		(unaudited)	(unaudited)
Turnover		20,081	509,124
Revenue	3	3,307	351,207
Cost of sales	-	(2,549)	(300,663)
Gross profit		758	50,544
Loss on disposal of an associate		(114)	_
Gain (loss) on disposal of investments held for trading		23,795	(49,375)
Fair value adjustment on investments held for trading		2,571	(12,294)
Other income		334	3,541
Distribution and selling expenses		_	(7,305)
Administrative expenses		(15,532)	(33,665)
Finance costs	4	_	(16,506)
Share of result of an associate	-	_	141
Profit (loss) before taxation		11,812	(64,919)
Income tax expense	5 -	(2,651)	(28)
Profit (loss) for the period attributable to owners of			
the Company	6	9,161	(64,947)
Dividends	7	_	_
Earnings (loss) per share (in the Hong Kong cents)	8		
– basic		0.09	(1.01)
– diluted	_	N/A	N/A

## Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2009

	Six months ended	
	30.6.2009	30.6.2008
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Profit (loss) for the period	9,161	(64,947)
Exchange difference arising on translation of		
foreign operations and other comprehensive		
income for the period	510	(4,195)
Total comprehensive income (loss) for the period		
attributable to owners of the Company	9,671	(69,142)

## Condensed Consolidated Statement of Financial Position

At 30 June 2009

	Notes	30.6.2009 HK\$'000 (unaudited)	31.12.2008 HK\$'000 (audited)
Non-current assets			
Investment properties	9	8,837	8,820
Property, plant and equipment	9	4,091	4,278
Available-for-sale investments		7,500	7,500
Deposit paid for acquisition of subsidiaries	10	305,000	287,709
Club debentures	-	1,242	1,242
	-	326,670	309,549
Current assets			
Trade and other receivables	11	2,533	4,656
Short-term loan receivables		-	22,839
Investments held for trading		4,885	21,659
Deposits placed with security brokers		61,249	17,323
Bank balances and cash	-	20,577	22,017
		89,244	88,494
Assets classified as held for sales	-		4,641
	-	89,244	93,135
Current liabilities			
Trade and other payables	12	18,558	17,598
Deposit received for disposal of subsidiaries		15,000	15,000
Taxation payable	-	8,267	5,668
	_	41,825	38,266
Net current assets	_	47,419	54,869
Net assets		374,089	364,418
	•		
Capital and reserves		4	
Share capital	13	105,490	527,449
Reserves	-	268,599	(163,031)
Total equity	_	374,089	364,418

## Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2009

Attributable	to equity	holders of t	the Company
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						,			
	Share capital HK\$'000 (note 13)	Share premium HK\$'000	Contributed surplus HK\$'000 (Note)	Translation reserve HK\$'000	Share option reserve HK\$'000	Accumulated losses HK\$'000	<b>Total</b> HK\$'000	Minority interests HK\$'000	Total HK\$'000
At 1 January 2008 Exchange differences arising on translation of foreign	310,299	163,619	1,996	957	41,749	(488,807)	29,813	(44,136)	(14,323)
operations Loss for the period	-	-	-	(4,195)	- -	(64,947)	(4,195) (64,947)	-	(4,195) (64,947)
Total comprehensive income for the period	-	-	-	(4,195)	-	(64,947)	(69,142)	-	(69,142)
Issue of shares (Note 13) Share issue expenses	155,150 –	77,575 (7,536)		-			232,725 (7,536)	-	232,725 (7,536)
At 30 June 2008 (unaudited) Exchange differences arising on translation of foreign	465,449	233,658	1,996	(3,238)	41,749	(553,754)	185,860	(44,136)	141,724
operations	-	-	-	13,821	-	-	13,821	-	13,821
Profit for the period				_	_	77,914	77,914		77,914
Total comprehensive income for the period	-	-	-	13,821	-	77,914	91,735	-	91,735
Issue of shares (Note 13) Shares issue expenses	62,000	39,680 (4,849)	-	-	-	-	101,680 (4,849)	-	101,680 (4,849)
Deconsolidation of subsidiaries	_	-	-	(10,008)	-	_	(10,008)	44,136	34,128
At 31 December 2008	527,449	268,489	1,996	575	41,749	(475,840)	364,418	-	364,418
(Unaudited) Exchange differences arising on translation of foreign									
operations	-	-	-	510	-	-	510	-	510
Profit for the period		-	_		-	9,161	9,161	_	9,161
Total comprehensive income for the period	- /421.0E0\	-	-	510 -	-	9,161	9,671	-	9,671
Capital reduction (Note 13)	(421,959)				_	421,959			
At 30 June 2009 (unaudited)	105,490	268,489	1,996	1,085	41,749	(44,720)	374,089	-	374,089

#### Note.

The contributed surplus of the Group represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation prior to the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited in 1996 and the nominal value of the Company's shares issued in exchange.

# Condensed Consolidated Statement of Cash Flow

For the six months ended 30 June 2009

	Six months ended		
	30.6.2009	30.6.2008	
	HK\$'000	HK\$'000	
	(unaudited)	(unaudited)	
Net cash (used in) from operating activities:			
Cash inflow from investments held for trading	16,774	157,917	
Cash used in other operating activities	(28,155)	(67,697)	
	(11,381)	90,220	
New years forced in Viscosition and interest			
Net cash from (used in) investing activities:  Purchase of property, plant and equipment	(205)	(8,820)	
Proceeds from disposal of an associate	4,527	(0,820)	
Deposit paid for acquisition of subsidiaries	(17,291)		
Decrease in short-term loan receivables	22,839	10,935	
Purchase of investment property	22,033	(7,496)	
Increase in pledged bank deposits	_	(10,252)	
Other investing cash flows (net)	51	829	
	9,921	(14,804)	
Net cash from financing activities:			
Proceeds on issue of shares, net of expenses	_	225,189	
Decrease in margin loan payables	_	(72,273)	
New other borrowings raised	_	21,696	
Repayments of other borrowings	_	(4,547)	
Interest paid		(16,506)	
	_	153,559	
Net (decrease) increase in cash and cash equivalents	(1,460)	228,975	
Cash and cash equivalents at 1 January	22,017	20,579	
Effect of foreign exchange rate changes	20	(286)	
Cash and cash equivalents at 30 June,			
represented by bank balances and cash	20,577	249,268	

For the six months ended 30 June 2009

#### 1. GENERAL

China Best Group Holding Limited (the "Company") is incorporated in Bermuda as an exempted company with limited liability. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited ("the Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the corporation information of the interim report.

The condensed consolidated financial statements are prepared in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

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

#### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for the investment properties and certain financial instruments, which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2008, except as described below.

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning 1 January 2009.

HKAS 1 (Revised)
HKAS 23 (Revised)

HKAS 32 & 1 (Amendments)

Hong Kong Financial Reporting Standard
("HKFRS") 1 & HKAS 27 (Amendments)

HKFRS 2 (Amendment) HKFRS 7 (Amendment)

HKFRS 8

HK(IFRIC) – Interpretation ("Int") 9 & HKAS 39 (Amendments)

HK(IFRIC) – Int 13 HK(IFRIC) – Int 15 HK(IFRIC) – Int 16 HKFRSs (Amendments)

HKFRSs (Amendments)

Presentation of Financial Statements

**Borrowing Costs** 

Puttable Financial Instruments and Obligations Arising on Liquidation

Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

Vesting Conditions and Cancellations

Financial Instruments Disclosures – Improving Disclosures about Financial Instruments

Operating Segments Embedded Derivatives

**Customer Loyalty Programmes** 

Agreements for the Construction of Real Estate
Hedges of a Net Investment in a Foreign Operation
Improvements to HKFRSs issued in 2008, except for the
amendments to HKFRS 5 that is effective for annual
periods beginning on or after 1 July 2009

Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39

For the six months ended 30 June 2009

HKFRSs (Amendments)

#### 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

HKAS 1 (Revised) has introduced a number of terminology changes, including revised titles for the condensed consolidated financial statements, and has resulted in a number of changes in presentation and disclosure. HKFRS 8 is a disclosure standard that requires the identification of operating segments to be performed on the same basis as financial information that is reported internally for the purpose of allocating resources between segments and assessing their performance. The predecessor standard, HKAS 14 "Segment Reporting", required the identification of two sets of segments (business and geographical) using a risks and returns approach. The application of HKFRS 8 has not resulted in a redesignation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14 (see note 3). The adoption of the new and revised HKFRSs has had no material effect on the reported results and financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early applied the following new or revised standards, amendments or interpretations that have been issued but are not yet effective.

Improvements to HKFRS 5 as part of Improvements to

HKFRSs issued in 2008<sup>7</sup>
HKFRSs (Amendments) Improvements to HKFRSs issued in 2009<sup>2</sup>
HKAS 27 (Revised) Consolidated and Separate Financial Statements<sup>7</sup>

HKAS 27 (Revised) Consolidated and Separate Financial Statements HKAS 39 (Amendment) Eligible Hedged Items<sup>7</sup>

HKFRS 1 (Amendment) Additional Exemptions for First-time Adopters<sup>1</sup>

HKFRS 2 (Amendment) Group Cash-settled Share-based Payment Transactions<sup>3</sup>

HKFRS 3 (Revised) Business Combinations<sup>1</sup>

HK(IFRIC) – Int 17 Distributions of Non-cash Assets to Owners<sup>1</sup>

HK(IFRIC) – Int 18 Transfers of Assets from Customers⁴

- 1 Effective for annual periods beginning on or after 1 July 2009
- 2 Amendments that are effective for annual periods beginning on or after 1 July 2009 or 1 January 2010, as appropriate
- Effective for annual periods beginning on or after 1 January 2010
- <sup>4</sup> Effective for transfers on or after 1 July 2009

The application of HKFRS 3 (Revised) may affect the Group's accounting for business combinations for which the acquisition dates are on or after 1 January 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary. The directors of the Company anticipate that the application of other new or revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

For the six months ended 30 June 2009

#### 3. REVENUE AND SEGMENTAL INFORMATION

The Group has adopted HKFRS 8 "Operating Segments" with effect from 1 January 2009. HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the board of directors of the Company) in order to allocate resources to the segment and to assess their performance. In contrast, the predecessor standard (HKAS 14 "Segment Reporting") required an entity to identify two sets of segments (business and geographical) using a risks and returns approach, with the entity's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments. The application of HKFRS 8 has not resulted in the redesignation of the Group's reportable segments determined in accordance with HKAS 14, nor has the adoption of HKFRS 8 changed the basis of measurement of segment profit or loss.

The following is an analysis of the Group's revenue and results by operating segment for the period under review:

## For the six months ended 30 June 2009 (unaudited)

	International air and sea freight forwarding HK\$'000	Securities trading HK\$'000	Manufacture and sales of coke HK\$'000	Total HK\$'000
Revenue				
External	3,307	_	_	3,307
Results Segment results	(141)	26,422		26,281
Unallocated corporate expenses				(14,359)
Interest income				4
Loss on disposal of an associate			-	(114)
Profit before taxation				11,812
Income tax expense			-	(2,651)
Profit for the period			_	9,161

For the six months ended 30 June 2009

#### 3. REVENUE AND SEGMENTAL INFORMATION (Continued)

For the six months ended 30 June 2008 (unaudited)

	International air and sea freight forwarding HK\$'000	Securities trading HK\$'000	Manufacture and sales of coke HK\$'000	Total HK\$'000
Revenue	0.265		241 042	251 207
External	9,365	_	341,842	351,207
Results Segment results	668	(61,133)	26,667	(33,798)
		(1)		(,
Unallocated corporate expenses Interest income				(15,011) 255
Finance costs				(16,506)
Share of result of an associate				141
Loss before taxation				(64,919)
Income tax expense				(28)
Loss for the period				(64,947)

#### 4. FINANCE COSTS

	Six months ended		
	30.6.2009	30.6.2008	
	HK\$'000	HK\$'000	
	(unaudited)	(unaudited)	
Interest on borrowings wholly repayable within 5 years: Other borrowings Margin loan payables	- -	15,999 507	
		16,506	

For the six months ended 30 June 2009

#### 5. INCOME TAX EXPENSE

	Six months ended	
	30.6.2009	30.6.2008
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Current tax:		
Hong Kong Profits Tax	2,651	_
PRC Enterprise Income Tax		28
	2,651	28

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% (2008: 17.5%) of the estimated assessable profit for the six months ended 30 June 2009.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

#### 6. PROFIT (LOSS) FOR THE PERIOD

	Six months ended		
	<b>30.6.2009</b> 30		
	HK\$'000	HK\$'000	
	(unaudited)	(unaudited)	
Profit (loss) for the period has been arrived at after charging (crediting) the following items:			
Depreciation of property, plant and equipment	389	4,119	
Amortisation of prepaid lease payments	-	34	
Interest income	(4)	(255)	
Dividend from investments held for trading	(56)	(574)	

#### 7. DIVIDENDS

No dividend had been paid or declared by the Company during both periods.

#### 8. EARNINGS (LOSS) PER SHARE

The calculation of the basic earnings (loss) per share for the six months ended 30 June 2009 is based on the consolidated profit attributable to the owners of the Company for the period of HK\$9,161,000 (six months ended 30 June 2008: a loss of HK\$64,947,000) and on the weighted average number of 10,548,979,000 (six months ended 30 June 2008: 6,428,853,000) shares in issue during the period.

For the six months ended 30 June 2009

#### 8. EARNINGS (LOSS) PER SHARE (Continued)

No diluted earnings per share for the period ended 30 June 2009 has been presented because the exercise price of the Company's option was higher than the average market price for shares.

No diluted loss per share have been presented for the six months ended 30 June 2008 as the effect of any dilution arising from the exercise of share options was anti-dilutive.

## 9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

The Group incurred expenditure of approximately HK\$205,000 (six months ended 30 June 2008: HK\$8,820,000) on property, plant and equipment and HK\$nil (six months ended 30 June 2008: HK\$7,496,000) on investment properties during the period ended 30 June 2009.

In the opinion of the directors, there are no material difference between the carrying amounts of the investment properties and their fair values at 30 June 2009.

#### 10. DEPOSIT PAID FOR ACQUISITION OF SUBSIDIARIES

By an agreement dated 27 November 2008, the Company, through one of its subsidiaries Clearmind Investments Limited entered into a contract with Asset Rich International Limited, a British Virgin Islands company, for the acquisition of 60% of Asset Rich's interest in Chonghou Energy Resources Limited. ChongHou is an investment holding company with its sole asset being its investment in subsidiaries which are companies in the PRC principally engaged in the business of coal mining and coke processing. A cash deposit of HK\$305,000,000 (the "Deposit") was paid by Clearmind for the intended acquisition. As announced by the Company by its announcement dated 11 August 2009, the agreement with Asset Rich was cancelled and a cancellation agreement of the same date was entered into with Asset Rich for, among other things, the return of the Deposit within 30 days. In the event, the Deposit was fully repaid by Asset Rich on 29 September 2009.

#### 11. TRADE AND OTHER RECEIVABLES

The Group allows its trade customers with credit periods normally ranging from 30 days to 90 days.

	30.6.2009	31.12.2008
	HK\$'000	HK\$'000
	(unaudited)	(audited)
Trade and bills receivables, aged		
0 – 30 days	401	769
31 – 60 days	115	315
61 – 90 days	118	139
Over 90 days	20	
	654	1,223
Deposits and prepayments	1,879	3,433
	2,533	4,656

For the six months ended 30 June 2009

#### 12. TRADE AND OTHER PAYABLES

	30.6.2009 HK\$'000 (unaudited)	31.12.2008 HK\$'000 (audited)
Trade and bills payables		
0 – 30 days	168	471
31 – 60 days	15	9
61 – 90 days	4	5
Over 90 days	1,865	1,854
	2,052	2,339
Accrued charges and other payables	16,506	15,259
	18,558	17,598

#### 13. SHARE CAPITAL

	Nominal value per share HK\$	Number of shares '000	Value HK\$'000
Authorised:			
At 1 January 2008 Additions <i>(note a)</i>	0.05	12,000,000 38,000,000	600,000 1,900,000
At 31 December 2008 Share sub-division <i>(note d)</i>	0.05	50,000,000 200,000,000	2,500,000
At 30 June 2009	0.01	250,000,000	2,500,000
Issued and fully paid:			
At 1 January 2008	0.05	6,205,986	310,299
Issue of shares – Open offer <i>(note b)</i>		3,102,993	155,150
Issue of shares – Top up placing <i>(note c)</i>		1,240,000	62,000
At 31 December 2008	0.05	10,548,979	527,449
Capital reduction (note d)			(421,959)
At 30 June 2009	0.01	10,548,979	105,490

For the six months ended 30 June 2009

#### 13. SHARE CAPITAL (Continued)

Note

- (a) Pursuant to an ordinary resolution passed by the Company's shareholders at a special general meeting held on 17 September 2008, the Company increased its authorised share capital from HK\$600,000,000 to HK\$2,500,000,000 by creation of an additional 38,000,000,000 new shares of HK\$0.05 each in order to provide more flexibility and to accommodate further expansion and growth of the Company.
- (b) On 30 May 2008, the Company raised approximately HK\$232,725,000, before expenses, by issuing 3,102,993,076 offer shares at a price of HK\$0.075 per offer share by way of open offer on the basis of one offer share for every two existing shares held and payable in full upon acceptance ("Open Offer"). The share capital of the Company increased by approximately HK\$155,150,000 as a result. Further details of the above transaction are set out in the announcement of the Company dated 30 May 2008.
- (c) On 30 June 2008, the Company entered into an agreement to place 1,240,000,000 new shares, at a placing price of HK\$0.082 per share. The placing has been completed on 11 July 2008 and the Company has raised approximately HK\$101,680,000 and the share capital of the Company increased by approximately HK\$62,000,000 as a result. Further details of the above transaction are set out in the announcement of the Company dated 30 June 2008.
- (d) Pursuant to a special resolution passed at the special general meeting of the Company held on 17 June 2009, the Company carried out the following capital reorganisation ("Capital Reorganisation") with effect on 18 June 2009 as follows:
  - (i) the par value of issued capital of the Company was reduced by reducing the par value of each share of the Company in issue from HK\$0.05 to HK\$0.01 each by cancellation of HK\$0.04 of the paid-up capital on each share in issue ("Capital Reduction"). Immediately following the Capital Reduction, each issued share with a par value of HK\$0.05 in the share capital of the Company shall be treated as one fully paid-up share with a par value of HK\$0.01 each in the share capital of the Company;
  - (ii) each of the authorised but unissued shares with a par value of HK\$0.05 each in the share capital of the Company was sub-divided into 5 unissued shares with a par value of HK\$0.01 each in the share capital of the Company; and
  - (iii) the credit amount arising in the books of the Company from the Capital Reduction of approximately HK\$421,959,000 was applied setting off against part of the accumulated losses of the Company.

Details of the Capital Reorganisation are set out in a circular to the shareholders of the Company dated 26 May 2009.

The shares issued during the periods rank pari passu with the then existing shares in issue in all respects.

For the six months ended 30 June 2009

#### 14. CAPITAL COMMITMENTS

	30.6.2009	31.12.2008
	HK\$'000	HK\$'000
	(unaudited)	(audited)
Capital expenditure in respect of the acquisition of		
subsidiaries contracted but not provided for		432,291

#### 15. RELATED PARTY DISCLOSURES

#### Compensation of key management personnel

The remuneration of directors and other members of key management during both periods was as follows:

	Six months ended		
	<b>30.6.2009</b> 30.6.20		
	HK\$'000 HK\$		
	(unaudited)	(unaudited)	
Short-term benefits	779	1,421	
Retirement benefits contribution	26	44	
	805	1,465	

#### **16. SUBSEQUENT EVENTS**

Subsequent to the period ended 30 June 2009, the Company proposed to implement the share consolidation on the basis that every 5 issued and unissued shares of HK\$0.01 each in the share capital of the Company will be consolidated into one consolidated share of HK\$0.05. Also, the Company proposed to change the board lot size for trading in the shares of the Company from 2,000 shares to 20,000 consolidated shares upon the share consolidation becoming effective. The share consolidation and change in the board lot size are subject to approval at the special general meeting on 6 October 2009. Further details of the above transaction are set out in the announcement of the Company dated 26 August 2009.

### Management Discussion and Analysis

	2009 Interim HK\$'M	2008 Final HK\$'M	2008 Interim HK\$'M
Financial Results Highlight	111(\$ 141	111(\$ 101	1117 111
Turnover	20.1	448.9	509.1
Gross Profit	0.8	(21.5)	50.5
Other operating Income	26.4	(72.6)	(61.6)
NP(L)BT&M	11.8	13.1	(64.9)
NP(L)AT&M	9.2	13.0	(64.9)
Extract of Financial Affairs			
Total Assets	415.8	402.6	621.1
Total Liabilities	(41.8)	(38.3)	(479.4)
Net Current Assets/(Liabilities)	47.4	54.9	(17.0)
Cash and Bank Balance	20.6	22.0	281.2
Total Net Assets	374.1	364.4	141.7

The consolidated turnover of the Group amounted to HK\$20,081,000 for the six months ended 30th June, 2009 (six months ended 30th June, 2008: HK\$351,207,000). Total gross profit was approximately HK\$758,000 (six months ended 30th June, 2008: HK\$50,554,000 gross profit). For the six months ended 30th June, 2009, the Group recorded net total income (net of other operating income) of HK\$11,054,000 (six months ended 30th June, 2008: HK\$115,463,000 net total expenses) and net profit before Taxation and Minority Interest HK\$11,812,000 (six months ended 30th June, 2008: (HK\$64,919,000 loss). Finally, the net profit after Taxation and Minority Interest was approximately HK\$9,161,000 (six months ended 30th June, 2008: HK\$64,947,000 loss).

#### **BUSINESS REVIEW**

#### **Coke Business**

There was no turnover of coke/coal enterprise for the six months ended 30th June, 2009 (six months ended 30th June, 2008: HK\$341,842,000) and no gross profit was made (six months ended 30th June, 2008: HK\$48,537,000).

#### **Freight Forwarding Business**

The turnover of the Group's international forwarding agency business was HK\$3,307,000 (six months ended 30th June, 2008: HK\$9,365,000), representing a decrease of 64.7% as compared to the previous corresponding period. Total gross profit was HK\$758,000, (six months ended 30th June, 2008: HK\$2,007,000), a decrease of 62.2% comparing with the previous corresponding period.

The group's freight forwarding business was dropped as international freight forwarding business had still faced the keen competition and slump global economy.

#### **Securities Investment**

The total transaction volume of the Group's securities investment business was HK\$103,498,000 (six months ended 30th June, 2008: HK\$127,912,000), representing a decrease of 19.1% as compared to the previous corresponding period. The realised and unrealised gain on a fair value adjustment of was HK\$26,366,000 for investments held for trading during the period under review (six months ended 30th June, 2008: HK\$61,133,000 loss).

## Management Discussion and Analysis

#### LIQUIDITY AND CASHFLOW RESOURCES

The gearing ratio is maintained at zero (31st December, 2008: zero) and the current ratio decreased from 2.43 to 2.13. The calculation of gearing ratio is based on interest bearing borrowings of Nil (31st December, 2008: Nil) and the shareholders' equity of HK\$374,089,000 (31st December, 2008: HK\$364,418,000) at the balance sheet date. The calculation of current ratio is based on the current assets of HK\$89,244,000 (31st December, 2008: HK\$93,135,000) and the current liabilities of HK\$41,825,000 (31st December, 2008: HK\$38,266,000) at the balance sheet date.

Last year we had raised the funds from both the open offer and top-up placing can strengthen our financial position enable the Company to have sufficient and readily available financial resources for both general working capital purpose and feasible acquisition of the proposed investment in the coal or coke industry in the PRC may encounter or contemplate in the future.

Finally, we successfully met the short term capital requirement by open offer and top-up placing. Famous strategic partner and investor such as Harbinger Group of USA was attracted to become our substantial shareholder.

#### PLEDGE OF ASSETS

At the balance sheet date, there was no significant Group's assets (31st December, 2008: Nil) pledged to banks to secure general banking facilities granted to the Group and the post dated bills payable.

#### **CAPITAL EXPENDITURE**

For the period under review, the Group incurred a total capital expenditure of HK\$205,000 (six months ended 30th June, 2008: HK\$16,316,000), which was funded by its own financial resources. Of which, no capital expenditure (six months ended 30th June, 2008: HK\$8,120,000) was spent on development of the production facilities in Shanxi, Mainland China, and no further expenditure (six months ended 30th June, 2008: HK\$7,496,000) for acquisition of investment property in Beijing and the balance of HK\$205,000 (six months ended 30th June, 2008: HK\$700,000) mainly on furniture & fixtures/office equipment in other areas.

#### **EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES**

The Group's monetary assets, loans and transactions are principally denominated in Hong Kong dollars, US dollars and Renminbi. During the period, there was no significant fluctuation in the exchange rates of the Hong Kong dollars and US dollars. The appreciation in the currency value of the Renminbi may have some impact especially for the joint venture in PRC. The Group will take a prudent approach for this impact but do not engage in any derivative activities and not commit to any financial instruments to hedge its balance sheet exposure in 2009.

#### **CHANGE OF DIRECTORSHIP**

On 20th January, 2009, Mr. Zhang Jun was resigned as executive director of the Company.

On 11th May, 2009, Mr. Sun Yeung Yeung was resigned as independent non-executive director of the Company.

On 2nd June, 2009 Ms. Yao Haixing was appointed as non-executive director of the Company and re-elected in the Special General Meeting dated 17th June, 2009.

On 20th July, 2009, Ms. Xing Hua was appointed as independent non-executive director of the Company.

## Management Discussion and Analysis

#### **EMPLOYEE AND HUMAN RESOURCES POLICY**

The Group had approximately 32 staff at 30th June, 2009 (31st December, 2008: 32). The remuneration of employees was determined with reference to the market terms, their qualification, experience and performance to the Company. The total staff cost incurred for the six months ended 30th June, 2009 was approximately HK\$2,446,000 (six months ended 30th June, 2008: HK\$5,700,000).

#### **CAPITAL RE-STRUCTURE**

As at 26th May, 2009, the Group issued a Circular for the Capital Reduction and Share Subdivision through a cancellation of the issued capital of the Company to the extent of HK\$0.04 on each of the issued Shares such that the nominal value of each issued Shares had been reduced from HK\$0.05 to HK\$0.01, and the credit arising from the reduction of the issued share capital in the aggregate amount of approximately HK\$421,959,169.16 had been applied towards setting off against part of the accumulated losses of the Company. As at 17th June, 2009, this resolution had been passed as a Special Resolution in the Special General Meeting by the Shareholders.

As at 18th September, 2009, the Group also issued a Circular for the Proposed Share Consolidation and Change of Board Lot size. The issued and unissued share capital will be consolidated on the basis of 5 shares of HK\$0.01 into one Consolidated Share of HK\$0.05 each. As a result, the authorised share capital will be consolidated from HK\$2,500,000,000 of 250,000,000,000 shares to 50,000,000,000 shares while issued shares from 10,548,979,229 shares to approximately 2,109,795,845 shares. Furthermore, the Board Lot size increased from 2,000 to 20,000. An ordinary resolution of approval aforesaid will be considered in the Special General Meeting as at 6th October, 2009.

#### **BUSINESS PROSPECT**

The Group is principally engaged in coke processing, international air and sea freight forwarding and the provision of logistics services as well as trading of securities. In order to develop its core business and target to be the leader of the newly growing mineral resources, the Board reduced the scale in the business activities of freight forwarding by transfer out the equity interest in the associated company, Shanghai International Airlines Services Co. Limited last year. It will also help to concentrate the Group's resources on the future development of its core principal activities coal mining and coke processing as well as other mineral resources in PRC. The Group had decided to re-locate more resources to occupy our unique market position in China especially in the Major energy Provinces, Shanxi and Inner Mongolia.

#### **Material Disposal and Possible Acquisition of Business**

On 27th November 2008, the Company entered into a Disposal Agreement with Profit Firm whereby the Company was agreed to sell the entire interest in Funeway at a consideration of HK\$15 Million. On 15th July 2009, the Disposal was unanimously passed by the Shareholders in the Special General Meeting. The disposal as part of restructure had successfully divest Shanxi Changxing, which was debt-burdened and heavy loss-making.

In respect of the Group's original plan to acquire 60% of equity interest of ChongHou Energy Resources Limited, a wholly-owned subsidiary of the Asset Rich Group, and to become the controlling shareholder thereof, this was abandoned due to Asset Rich's failure to satisfy the Company's due diligence review on or before the agreed long-stop date. The agreement with Asset Rich was terminated by way of a cancellation agreement, and the deposit paid by the Company for the acquisition has been returned in full by Asset Rich.

The financial position of the Group then became healthier and stronger for our future merger and acquisitions.

#### INTERIM DIVIDEND

The Board of Directors has resolved not to recommend the payment of any interim dividend for the six months ended 30th June, 2009 (six months ended 30th June, 2008: Nil).

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITIONS IN SHARES

As at 30th June, 2009, the interests and short positions of the directors and chief executives and their associates in the shares, underlying shares and convertible bonds of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

#### Long Position in shares and underlying shares of the Company

Name of directors		Capacity	Interest in shares	Percentage of the issued share capital of the Company
Ms. Ma Jun Li	Note 1	Deemed Interest	3,302,790,000	31.31%
Mr. Ng Tang	Note 2	Interest by attribution	46,296,000	0.44%
Mr. Ren Zheng		Beneficial owner	2,000,000	0.02%

#### Notes:

- 1. The shares represent deemed interest of Ms. Ma Jun Li by virtue of her spouse, Mr. Wang Jian Hua, being a substantial shareholder of the Company having a notifiable interest in the Company of such 3,170,808,000 shares were held by Best Chance Holdings Limited. By virtue of the SFO, Mr. Wang Jian Hua holding more than one third of voting rights of Best Chance Holdings Limited. Furthermore, 131,982,000 shares are held and beneficially owned by Mr. Wang Jian Hua.
- 2. 46,296,000 shares were held by Power Win Group Limited. By virtue of the SFO, Mr. Ng Tang holding more than one third of voting rights of Power Win Group Limited, was deemed to be interested in the same 46,296,000 shares held by Power Win Group Limited.

Save as disclosed above and other than certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, as at 30th June, 2009, none of the directors and chief executives, nor their associates, had any interests or short positions in any shares, underlying shares or convertible bonds of the Company or any of its associated corporations.

#### **SHARE OPTIONS**

The Company has share option scheme which was adopted on 18th March, 2002 (the "2002 Scheme").

The following table discloses movements in the share options of the Company during the period:

					Num	ber of share opt	ions	
The 2002 Scheme Date of grai	Date of grant		Exercise price	At 1.1.2009	Granted during the period	Exercised during the period	Surrendered/ Lapsed during the the period	At 30.6.2009
Employees	5.10.2004 26.9.2005 20.8.2007	5.10.2004 to 5.10.2014 26.9.2005 to 25.9.2015 20.8.2007 to 20.8.2017	0.0634 0.0739 0.1255	1,123,746 5,843,478 101,137,124	- - -	- - -	- - -	1,123,746 5,843,478 101,137,124
Sub-total				108,104,348	-	-	-	108,104,348
Other eligible persons	5.10.2004 26.9.2005 20.8.2007 7.9.2007 28.9.2007	5.10.2004 to 5.10.2014 26.9.2005 to 25.9.2015 20.8.2007 to 20.8.2017 7.9.2007 to 7.9.2017 28.9.2007 to 28.9.2017	0.0634 0.0739 0.1255 0.1370 0.1477	28,093,645 338,247,492 135,973,244 67,424,749 22,474,916	- - - -	- - - -	- - - -	28,093,645 338,247,492 135,973,244 67,424,749 22,474,916
Sub-total				592,214,046	-	-	-	592,214,046
Total				700,318,394	-	-	-	700,318,394

#### **SHARE OPTION SCHEMES**

#### The 2002 Scheme

On 18th March, 2002, the Company adopted the 2002 Scheme under which the board of directors may at its discretion offer to any director (including non-executive director), employee, suppliers, customers, any person or entity that provides research, development or other technological support to the Group, shareholders of any member of the Group or any entity in which the Group holds an equity interests and any other group or classes of persons or entities who have contributed to the development and growth of the Group ("Participant") and/or its subsidiaries options to subscribe for shares in the Company in accordance with the terms of the 2002 Scheme. The principal purpose of the 2002 Scheme is to provide incentive or rewards for the participant's contributions to the Group.

The total number of shares which may be issued upon exercise of all options to be granted under the 2002 Scheme and any other share option schemes of the Company shall not exceed 10% of the issued share capital of the Company in issue as at the date of adoption of the 2002 Scheme. Whereas refresh approvals from the shareholders of the Company was obtained on 4th May, 2005 and 6th August, 2007 respectively. However, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Company (including the 1996 Scheme) shall not in aggregate exceed 30% of the issued share capital of the Company from time to time.

The subscription price of the option shares granted under the 2002 Scheme shall be a price to be determined by the directors of the Company being not less than the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant; (iii) the nominal value of a share.

The total number of shares issued and may be issued upon exercise of the options granted to any individual under the 2002 Scheme and any other share option schemes of the Company must not exceed 1% of the shares in issue.

The 2002 Scheme will remain in force for a period of ten years commencing from the date of adoption of the 2002 Scheme, after which no further options will be granted but the options which are granted during the life of the 2002 Scheme may continue to be exercisable in accordance with their terms of issue and the provisions of the 2002 Scheme shall in all other respects remain in full force and effect in respect thereof.

Options granted under the 2002 Scheme must be taken up within 21 days of the date of grant. Upon acceptance of the option, the grantee shall pay HK\$1 to the Company as consideration for the grant.

#### ARRANGEMENTS TO PURCHASE SHARES OF DEBENTURES

Other than the option holdings disclosed above, at no time during the year was the Company, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the six months ended 30th June, 2009.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND SHORT POSITIONS IN SHARES

As at 30th June, 2009, the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO, other than the interests disclosed in "Directors' and Chief Executives' Interests in Shares and Short Positions in Shares", the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

## Long position Ordinary shares of HK\$0.01 each of the Company

			the Company's
			issued
Name	Capacity	Interest in shares	share capital
Mr. Wang Jian Hua	Controlled corporation (Note 1)	3,170,808,000	30.06%
	Beneficial owner	131,982,000	1.25%
Best Chance Holdings Limited	Beneficial owner (Note 1)	3,170,808,000	30.06%
Harbinger Capital Partners Special Situations Fund L.P.	Beneficial owner (Note 2)	1,532,502,667	14.53%
Harbinger Capital Partners Special Situations GP, LLC	Controlled corporation (Note 2)	1,532,502,667	14.53%
Harbinger Holdings, LLC	Controlled corporation (Note 2)	1,532,502,667	14.53%
Mr. Falcone Philip	Controlled corporation (Note 2)	1,532,502,667	14.53%

#### Notes:-

- (1) 3,170,808,000 shares was held by Best Chance Holdings Limited. By virtue of the SFO, Mr. Wang Jian Hua holding 100% of voting rights of Best Chance Holdings Limited was deemed to be interested in the same 3,170,808,000 shares of the Company.
- (2) As Harbinger Capital Partners Special Situations Fund L.P. was wholly-owned by Harbinger Capital Partners Special Situations GP, LLC, Harbinger Capital Partners Special Situations GP, LLC was deemed to be interested in these 1,532,502,667 Shares held by Harbinger Capital Partners Special Situations Fund L.P. As Harbinger Capital Partners Special Situations GP, LLC was wholly-owned by Harbinger Holdings, LLC, Harbinger Holdings, LLC was deemed to be interested in these 1,532,502,667 Shares held by Harbinger Capital Partners Special Situations Fund L.P. As Harbinger Holdings, LLC was wholly-owned by Mr. Philip Falcone, Mr. Philip Falcone was deemed to be interested in these 1,532,502,667 Shares held by Harbinger Capital Partners Special Situations Fund L.P.

Save as disclosed above, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company as at 30th June, 2009.

Percentage of

#### PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30th June, 2009 under review.

#### **AUDIT COMMITTEE**

The Interim Report, which is prepared in accordance with HKAS34 "Interim Financial Reporting", has also been reviewed by the Company's independent auditors Messrs. SHINEWING (HK) CPA Limited in accordance with the Hong Kong Standards on Review Engagements 2400 "Engagements to Review Financial Statements".

The Audit Committee of the Board, consisted of three independent non-executive directors, has reviewed and discussed with the management the Company's unaudited Interim Report and the internal control as well as financial reporting matter and recommended its adoption by the Board.

#### **CORPORATE GOVERNANCE**

During the six months ended 30th June, 2009, the Company has fully complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules, except for deviation from Code Provisions A.4.1.

All of the non-executive directors are not appointed for a specific term (Code Provision A.4.1) but are subject to retirement by rotation once every three years and eligible for re-election at the annual general meeting under the Company's Bye-laws.

#### INTERNAL CONTROL

The Board acknowledges its responsibility for the Group's system of internal control to safeguard shareholder investment and reviewing the effectiveness of such on an annual basis under Code Provision C.2.1.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions. All directors of the Company have confirmed, immediately following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code during the six months ended 30th June, 2009.

#### **PUBLICATION OF INTERIM REPORT**

This interim report is published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.cbgroup.com.hk).