



LeRoi

LeRoi Holdings Limited 利來控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 221)



R09

Interim Report

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Chun Hong, Thomas
(*Chairman & Managing Director*)
Mr. Cheung Wai Kai
Mr. Wong Yiu Hung, Gary

Independent Non-executive Directors

Mr. Sin Ka Man
Mr. Yuen Kam Ho, George, *FHKIoD*
Mr. Cheung Sau Wah, Joseph, *PMSM*

AUDIT COMMITTEE

Mr. Sin Ka Man (*Chairman*)
Mr. Yuen Kam Ho, George, *FHKIoD*
Mr. Cheung Sau Wah, Joseph, *PMSM*

REMUNERATION COMMITTEE

Mr. Cheung Sau Wah, Joseph, *PMSM*
(*Chairman*)
Mr. Sin Ka Man
Mr. Yuen Kam Ho, George, *FHKIoD*
Mr. Chan Chun Hong, Thomas
Mr. Cheung Wai Kai

NOMINATION COMMITTEE

Mr. Yuen Kam Ho, George, *FHKIoD* (*Chairman*)
Mr. Cheung Sau Wah, Joseph, *PMSM*
Mr. Sin Ka Man
Mr. Chan Chun Hong, Thomas
Mr. Cheung Wai Kai

COMPANY SECRETARY

Ms. Mak Yuen Ming, Anita

LEGAL ADVISERS

DLA Piper Hong Kong
K&L Gates
Morrison & Foerster

HEAD OFFICE AND PRINCIPAL

PLACE OF BUSINESS IN HONG KONG

5/F., Wai Yuen Tong Medicine Building
9 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

AUDITORS

HLB Hodgson Impey Cheng
Chartered Accountants
Certified Public Accountants
31/F, Gloucester Tower
The Landmark, 11 Pedder Street
Central
Hong Kong

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation
Limited
The Hongkong and Shanghai Banking
Corporation Limited

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Tengis Limited
26/F., Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

HOME PAGE

www.leroiholdings.com

STOCK CODE

221

INTERIM DIVIDEND

The board of directors (the “**Board**”) of LeRoi Holdings Limited (the “**Company**”) does not recommend the payment of an interim dividend for the six months ended 30 September 2009 (2008: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the six months ended 30 September 2009, the Company and its subsidiaries (the “**Group**”) recorded a turnover of approximately HK\$29.0 million (2008: approximately HK\$30.9 million), representing a slight decrease of approximately 6.1% as compared to the corresponding period last year. The drop in turnover was mainly due to the general decline of fresh pork meat retail prices.

The net loss attributable to equity holders from continuing operations increased to approximately HK\$51.8 million (2008: approximately HK\$47.2 million), which was mainly due to the deemed disposal loss and share of operating loss of an associate but offset by the increase of the market value of two pieces of lands in the People’s Republic of China (the “**PRC**”).

BUSINESS REVIEW

Retailing of Fresh Pork Meat and Related Products

For the six months ended 30 September 2009, the Group recorded a turnover in retailing of fresh pork and related products of approximately HK\$29.0 million. The retailing of fresh pork and related products generated steady income and cash flow for the Group during the period under review. It is expected that such business will continue to be profitable and generate significant income for the Group.

Property Development

As of the date of this report, the Group has full ownership of two sites in Dongguan, Guangdong Province and Fuzhou, Jiangxi Province in the PRC, respectively. During the period under review, the Group made steady progress on the two property development projects in the PRC. The Group has submitted the layout designs for these two projects for approval and applied for the appropriate construction licences from the relevant PRC authorities.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

BUSINESS REVIEW *(Continued)*

Investment in China Agri-Products Exchange Limited

At the beginning of the period under review, the Group held approximately 28.5% of the issued share capital of China Agri-Products Exchange Limited (“**CAP**”), a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and at that time accounted for as an associate of the Company. The Group shared the loss of CAP in the amount of approximately HK\$48.1 million which was mainly attributable to the drop in turnover and certain impairment loss of intangible assets of CAP. On 19 June 2009, CAP completed the placing of a total of two billion new shares under a specific mandate, representing approximately 68.5% of the enlarged issued share capital of CAP immediately after completion of the placing. As a result, the Group’s shareholding interest in CAP was diluted from approximately 28.5% to 9.0%. Taking into account such dilution, the Group’s investment in CAP has been accounted for as financial assets at fair value through profit or loss in accordance with Hong Kong Financial Reporting Standards. Market value approach for fair value of the Group’s CAP investment was recognised for the loss of approximately HK\$39.6 million as at the balance sheet date.

Future Plans and Prospects

Looking forward, the Group is optimistic about the global economic development particularly the steady growth in the PRC and the Asia Pacific region. Leveraging on the progressive pace of the PRC property development projects and with the expected contribution from the newly acquired timber logging project in Papua New Guinea (“**PNG**”) (see under “Material Acquisition” below for further details), the Group is confident that it can improve business performance and profitability in the future.

Liquidity and Financial Resources

As at 30 September 2009, the Group had net current assets of approximately HK\$148.9 million (31 March 2009: approximately HK\$98.4 million) with current ratio at approximately 16.3 (31 March 2009: approximately 11.7). The current assets mainly comprised time deposits and cash at banks of approximately HK\$76.0 million and financial assets at fair value through profit or loss of approximately HK\$60.2 million (31 March 2009: approximately HK\$78.7 million and HK\$16.7 million respectively).

The Group’s gearing ratio was approximately 37.1 as at the balance sheet date (31 March 2009: approximately 27.5), based on its interest-bearing debts, net of bank deposits and cash balances, to net assets.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

BUSINESS REVIEW *(Continued)*

Liquidity and Financial Resources (Continued)

On 28 August 2009, the Company issued a notice to Gain Better Investments Limited (“**Gain Better**”), being the holder of convertible bonds with an aggregate outstanding principal amount of HK\$190 million, to request early redemption of the convertible bonds (the “**Redemption**”). On the same day, the Company and Gain Better entered into a loan agreement pursuant to which Gain Better agreed to grant a loan of HK\$190 million to the Company (the “**Loan Agreement**”). The Redemption took place and the Loan Agreement became effective on 13 November 2009.

The Group has exposure to the risk of RMB exchange rate fluctuations on account of its property development in the PRC. The Group has not employed any hedging instruments as the market for hedging instruments is not cost effective enough to be attractive. In order to minimise the exchange rate risk, the Group will make use of local bank borrowings in RMB to finance the PRC construction projects and will utilise the proceeds from the sales of residential and commercial units at these projects to repay such bank borrowings.

MATERIAL ACQUISITION

On 10 June 2009, the Group entered into a legally binding memorandum of understanding (the “**MOU**”) with independent third parties (the “**Vendors**”) to acquire 51% of the issued share capital of Skywalker Global Resources Company Limited (“**Skywalker**”) for a cash consideration of HK\$36.8 million (the “**Acquisition**”). On 13 July 2009, the Group and the Vendors entered into a formal sale and purchase agreement in accordance with the principal terms of the MOU. On 12 October 2009, the Group and the Vendors entered into a supplemental agreement and agreed, among others, to revise the cash consideration of the Acquisition to HK\$35.3 million. The Acquisition was completed on 12 October 2009. The principal business of Skywalker and its subsidiaries is timber logging, forest operation and management in PNG.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

SIGNIFICANT CORPORATE EVENTS

On 10 June 2009, the Company entered into an agreement with Abterra Limited (“**Abterra**”), a company incorporated in the Republic of Singapore with limited liability and whose shares are listed on the main board of The Singapore Exchange Securities Trading Limited (“**Singapore Exchange**”), whereby the Company conditionally agreed to subscribe for new shares to be issued by Abterra, representing approximately 5.0% of the entire issued share capital of Abterra, and Abterra conditionally agreed to subscribe for new shares to be issued by the Company, representing approximately 5.0% of entire issued share capital of the Company (the “**Transaction**”). Neither the Company nor Abterra will receive any consideration in the form of cash for the issue of the new shares to each other. The Transaction lapsed on 30 November 2009 as the conditions precedent could not be fulfilled on or before the long stop date of the Transaction which had been extended from 31 August 2009 to 30 November 2009.

On 19 August 2009, the Company and Wai Yuen Tong Medicine Holdings Limited (“**WYT**”), a beneficial substantial shareholder of the Company, jointly announced that a voluntary conditional partial share exchange offer (the “**Offer**”) was to be made by WYT, through its wholly-owned subsidiary, to acquire certain amount of shares in the capital of the Company from the independent shareholders of the Company. Details of the Offer were set out in the composite document, which was jointly issued by WYT and the Company on 9 October 2009. On 13 November 2009, the Offer became unconditional in all respects. Upon closing of the Offer on 13 November 2009, WYT and parties acting in concert with it together had interest in 3,768,835,000 shares in the Company, representing 49% of the entire issued share capital of the Company as at the date of this report.

EMPLOYEES

As at 30 September 2009, the Group had 54 employees (2008: 56). The Group’s remuneration policy is reviewed periodically by the remuneration committee and the Board and remuneration is determined by reference to market terms, company performance and individual qualifications and performance. The Group operates a Mandatory Provident Fund Scheme for those employees in Hong Kong who are eligible to participate.

CONTINGENT LIABILITIES AND CHARGE ON ASSETS

As at 30 September 2009, the Group had no significant contingent liability (2008: Nil) and there was no asset being pledged to secure banking facilities (2008: Nil).

DISCLOSURE OF INTERESTS

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2009, none of the directors or chief executive of the Company, nor their associates, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors or chief executive of the Company to acquire such rights in any other body corporate.

DISCLOSURE OF INTERESTS *(Continued)*

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

As at 30 September 2009, to the best knowledge of the directors, the following persons (other than the directors or chief executive of the Company) had, or were deemed or taken to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in the shares and underlying shares of the Company:

Name of shareholder	Number of shares or underlying shares	Approximate percentage of the Company's total issued share capital
		(Note 2) %
Gain Better (Note 1)	3,888,333,333	50.55
WYT (Note 1)	3,888,333,333	50.55

Notes:

- (1) Gain Better is an indirect wholly-owned subsidiary of WYT. 1,583,333,333 underlying shares of the Company were issuable upon exercise of the conversion right attaching to the convertible bonds with an aggregate principal amount of HK\$190,000,000 held by Gain Better. The aforesaid convertible bonds were subject to early redemption by the Company.
- (2) The percentage represented the number of shares over the total issued share capital of the Company as at 30 September 2009 of 7,691,500,000 shares.

Save as disclosed above, as at 30 September 2009, there were no other persons (other than the directors or chief executive of the Company) who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**Scheme**”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors (including the independent non-executive directors), other employees of the Group, suppliers of goods or services to the Group, and the customers of the Group. The Scheme became effective on 8 October 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

During the six months ended 30 September 2009, the Board did not grant any share option under the Scheme to the directors or eligible employees of the Group to subscribe for shares in the Company and as at 30 September 2009, there was no outstanding share options under the Scheme.

CORPORATE GOVERNANCE AND OTHER INFORMATION

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company had complied with the code provisions of the Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules throughout the period for the six months ended 30 September 2009 except for the following deviation:

Code provision A.2.1

Under code provision A.2.1, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual.

Mr. Chan Chun Hong, Thomas currently takes up the roles of chairman and managing director and is responsible for overall corporate planning, strategic policy making and managing of day-to-day operations of the Group. Mr. Chan has extensive experience in this industry which is of great value to overall development of the Company. The Company does not propose to comply with code provision A.2.1 for the time being as the Board considers that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals with a balance of skills and experience appropriate for the requirements of the Group. The current structure also allows flexibility and enhances the efficiency of decision-making process in response to the constantly changing competitive environment.

CORPORATE GOVERNANCE AND OTHER INFORMATION

(Continued)

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES *(Continued)*

Code provision A.2.1 (Continued)

The Group will continue to review and recommend such proposals, as appropriate, in aspect of such non-compliance or other aspects in order to enhance the Company's competitiveness and operating efficiency, to ensure its sustainable development and to generate the greatest returns for the shareholders of the Company.

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

Since 22 July 2009, being the date of the 2009 Annual Report of the Company, Mr. Sin Ka Man, an existing independent non-executive director of the Company, was also appointed as an independent non-executive director of China Motion Telecom International Limited on 23 September 2009, which is listed on the Stock Exchange. On 23 September 2009, Mr. Sin was also acted as the chairman of audit committee and remuneration committee and a member of nomination committee of China Motion Telecom International Limited.

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 September 2009.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by directors of the Company. Having made specific enquiry of all directors of the Company, all directors confirmed that they had complied with the required standard set out in the Model Code adopted by the Company throughout the period under review.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises the three independent non-executive directors of the Company, namely Messrs. Sin Ka Man, Yuen Kam Ho, George and Cheung Sau Wah, Joseph, and is chaired by Mr. Sin Ka Man. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including a review of the unaudited interim condensed consolidated financial statements of the Group for the six months ended 30 September 2009.

By Order of the Board

Chan Chun Hong, Thomas

Chairman and Managing Director

Hong Kong, 16 December 2009

INTERIM RESULTS

The Directors are pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 September 2009, together with the comparative figures for the corresponding period in 2008. The condensed consolidated financial statements have not been audited, but have been reviewed by the Audit Committee.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2009

	Notes	For the six months ended 30 September	
		2009 (Unaudited) HK\$'000	2008 (Unaudited and restated) HK\$'000
Continuing operations			
Turnover	4	29,028	30,868
Cost of sales		(16,447)	(20,256)
Gross profit		12,581	10,612
Other revenue	4	1,106	3,503
Selling and distribution expenses		(9,024)	(8,094)
Administrative expenses		(11,685)	(17,194)
Reverse of impairment of/(impairment of) prepaid lease payments		45,351	(28,624)
Impairment of goodwill		–	(1,500)
Fair value changes on financial assets at fair value through profit or loss		5,054	(1,026)
Loss on deemed disposal of interest in an associate		(39,631)	–
Fair value changes on derivative financial instruments		(500)	499
Operating profit/(loss)	5	3,252	(41,824)
Finance costs	6	(6,822)	(4,978)
Share of loss of an associate		(48,087)	–
Loss before taxation		(51,657)	(46,802)
Taxation	7	(128)	(427)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME *(Continued)*

For the six months ended 30 September 2009

	Notes	For the six months ended 30 September	
		2009 (Unaudited) HK\$'000	2008 (Unaudited and restated) HK\$'000
Loss for the period from continuing operations		(51,785)	(47,229)
Discontinued operations			
Loss for the period from discontinued operations		–	(6,385)
Loss for the period		(51,785)	(53,614)
Other comprehensive income			
Fair value changes on available-for-sale investments		20,002	–
Exchange differences arising on translation of financial statements of overseas subsidiaries		551	6,486
Other comprehensive income for the period		20,553	6,486
Total comprehensive loss for the period		(31,232)	(47,128)
Loss for the period attributable to:			
– Owners of the Company		(51,785)	(53,614)
– Non-controlling interests		–	–
		(51,785)	(53,614)
Total comprehensive loss attributable to:			
– Owners of the Company		(31,232)	(47,128)
– Non-controlling interests		–	–
		(31,232)	(47,128)
Loss per share from continuing and discontinued operations			
– Basic and diluted	8	(HK0.67 cents)	(HK0.70 cents)
Loss per share from continuing operations			
– Basic and diluted	8	(HK0.67 cents)	(HK0.60 cents)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

30 September 2009

	Notes	As at 30 September 2009 (Unaudited) HK\$'000	As at 31 March 2009 (Audited) HK\$'000
Non-current assets			
Property, plant and equipment		1,722	2,125
Property under development		28,919	20,295
Prepaid lease payments	9	492,562	451,228
Interest in an associate		–	126,239
Available-for-sale investments		24,531	–
Financial assets at fair value through profit or loss		6,351	4,110
		554,085	603,997
Current assets			
Inventories	10	88	69
Trade receivables	11	15	15
Prepayments, deposits and other receivables		20,305	9,506
Derivative financial instruments		2,068	2,568
Financial assets at fair value through profit or loss		60,178	16,651
Time deposits		59,409	14,845
Cash and bank balances		16,603	63,904
		158,666	107,558
Less: Current liabilities			
Trade payables	12	316	316
Accruals and other payables		7,121	7,563
Amounts due to related companies		1,602	1,110
Tax payable		697	198
		9,736	9,187
Net current assets		148,930	98,371
Total assets less current liabilities		703,015	702,368

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

30 September 2009

	Notes	As at 30 September 2009 (Unaudited) HK\$'000	As at 31 March 2009 (Audited) HK\$'000
Less: Non-current liabilities			
Interest-bearing loans from a related company	13	60,000	40,000
Interest-bearing loan from a shareholder	14	10,000	–
Convertible notes	15	174,924	172,674
Deferred taxation		2,488	2,859
		247,412	215,533
Net assets		455,603	486,835
Capital and reserves			
Share capital	16	76,915	76,915
Reserves		378,688	409,920
Equity attributable to equity holders of the Company		455,603	486,835

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2009

Attributable to equity holders of the Company

	Share capital	Share premium	Exchange fluctuation reserve	Available-for-sale investments revaluation reserve	Convertible notes equity reserve	Accumulated losses	Revaluation reserve	Total equity
	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000
At 1 April 2008	76,915	647,146	11,353	-	26,222	(75,030)	-	686,606
Exchange differences on translation of financial statements of overseas subsidiaries	-	-	6,486	-	-	-	-	6,486
Net gain recognised directly in equity	-	-	6,486	-	-	-	-	6,486
Net loss for the period	-	-	-	-	-	(53,614)	-	(53,614)
Total comprehensive income/ (loss) for the period	-	-	6,486	-	-	(53,614)	-	(47,128)
At 30 September 2008	76,915	647,146	17,839	-	26,222	(128,644)	-	639,478
Exchange differences on translation of financial statements of overseas subsidiaries	-	-	(216)	-	-	-	-	(216)
Gain on fair value changes on prepaid lease payment upon acquisition of subsidiaries	-	-	-	-	-	-	4,651	4,651
Release upon impairment of prepaid lease payment	-	-	-	-	-	-	(4,651)	(4,651)
Net loss recognised directly in equity	-	-	(216)	-	-	-	-	(216)
Net loss for the period	-	-	-	-	-	(152,427)	-	(152,427)
Total comprehensive loss for the period	-	-	(216)	-	-	(152,427)	-	(152,643)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY *(Continued)*

For the six months ended 30 September 2009

	Attributable to equity holders of the Company							
	Share capital (Unaudited) HK\$'000	Share premium (Unaudited) HK\$'000	Exchange fluctuation reserve (Unaudited) HK\$'000	Available- for-sale investments revaluation reserve (Unaudited) HK\$'000	Convertible notes equity reserve (Unaudited) HK\$'000	Accumulated losses (Unaudited) HK\$'000	Revaluation reserve (Unaudited) HK\$000	Total equity (Unaudited) HK\$000
At 31 March 2009	76,915	647,146	17,623	-	26,222	(281,071)	-	486,835
Fair value changes on available-for-sale investments	-	-	-	20,002	-	-	-	20,002
Exchange differences on translation of financial statements of overseas subsidiaries	-	-	551	-	-	-	-	551
Net gain recognised directly in equity	-	-	551	20,002	-	-	-	20,553
Net loss for the period	-	-	-	-	-	(51,785)	-	(51,785)
Total comprehensive income/ (loss) for the period	-	-	551	20,002	-	(51,785)	-	(31,232)
At 30 September 2009	76,915	647,146	18,174	20,002	26,222	(332,856)	-	455,603
Reserves retained by:								
Company and subsidiaries		647,146	18,174	20,002	26,222	(299,511)	-	412,033
Associate		-	-	-	-	(33,345)	-	(33,345)
At 30 September 2009		647,146	18,174	20,002	26,222	(332,856)	-	378,688
Company and subsidiaries		647,146	17,839	-	26,222	(128,644)	-	562,563
At 30 September 2008		647,146	17,839	-	26,222	(128,644)	-	562,563

Note: The share premium account of the Group includes share issued at premium.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2009

	For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Net cash used in operating activities	(18,710)	(8,398)
Net cash used in investing activities	(11,753)	(228,566)
Net cash generated from financing activities	27,176	32,026
Net decrease in cash and cash equivalents	(3,287)	(204,938)
Cash and cash equivalents at the beginning of the period	78,749	390,154
Effects of exchange rate changes on the balance of cash held in foreign currencies	550	976
Cash and cash equivalents at the end of the period	76,012	186,192
Analysis of the balances of cash and cash equivalents		
Cash and bank balances	16,603	36,156
Time deposits	59,409	150,036
	76,012	186,192

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The unaudited interim condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and with Hong Kong Accounting Standard (“HKSA”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

2. PRINCIPAL ACCOUNTING POLICIES

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

A number of new or revised standards and interpretations are effective for the financial year beginning on 1 April 2009. Except as described below, the same accounting policies, presentation and methods of computation have been followed in these unaudited interim condensed consolidated financial statements as were applied in the preparation of the Group’s financial statements for the year ended 31 March 2009.

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendments to paragraph 80 of HKAS 39
HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 and 1 (Amendments)	Puttable Financial Instruments and Obligation Arising on Liquidation
HKFRS 1 and HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendments)	Vesting Conditions and Cancellations
HKFRS 7 (Amendments)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC) – Int 9 and HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC) – Int 18	Transfer of Assets from Customers

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

HKAS 1 (Revised) "Presentation of Financial Statements" 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 "Operating Segments" 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. In the past, the Group's primary reporting format was business segments. The application of HKFRS 8 has not resulted in a re-designation of the Group's reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14 (see Note 3).

The Group has not applied the following new and revised HKFRSs that have been issued but are not yet effective, in the unaudited interim condensed consolidated financial statements.

HKFRS 1 (Amendments)	Amendment to HKFRS 5 as part of Improvements to HKFRSs 2008 ¹
HKFRS 1 (Amendments)	Improvements to HKFRSs 2009 ⁶
HKFRS 1 (Amendments)	Additional Exceptions for First-time Adopters ²
HKFRS 2 (Amendments)	Group Cash-settled Share-based Payment Transactions ²
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 9	Financial Instruments ⁴
HKAS 24 (Revised)	Related Party Disclosure ³
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ¹
HKAS 32 (Amendments)	Classification of Right Issues ⁵
HKAS 39 (Amendments)	Amendment to HKAS 39 Financial Instruments: Recognition and Measurement – Eligible Hedged Items ¹
HK(IFRIC)-Int 17	Distribution of Non-cash Assets to Owners ¹

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 annual periods beginning on or after 1 January 2011

⁴ Effective for annual periods beginning on or after 1 January 2013

⁵ Effective for annual periods beginning on or after 1 February 2010

⁶ Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

In addition, improvements to HKFRSs were issued in May 2009 by HKICPA which contains amendments to HKFRS 2, HKFRS 5, HKFRS 8, HKAS 1, HKAS 7, HKAS 17, Appendices to HKAS 18, HKAS 36, HKAS 38, HKAS 39, HK(IFRIC)-Int 9 and HK(IFRIC)-Int 16. Except for the amendments to HKFRS 2, HKAS 38, HK(IFRIC)-Int 9 and HK(IFRIC)-Int 16 which are effective for annual periods beginning on or after 1 July 2009 and no transitional provisions for amendment to Appendix to HKAS 18 has been specified, other amendments are effective for annual periods beginning on or after 1 January 2010 although there are separate transitional provisions for each standard.

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that while the adoption of HKFRS 3 (Revised) and HKAS 27 (Revised) may result in changes in accounting policies, these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

3. SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. For the six months ended 30 September 2009, the Group operates in two business units and has two reportable operating segments. Each of the Group's reportable operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other reportable operating segments. The two reportable operating segments are (i) sales of fresh pork and related produce; (ii) property development.

During the year ended 31 March 2009, the Group disposed of its property investment business.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

3. SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue, contribution to operating results by operating segments for the six months ended 30 September 2009 are as follows:

	Sales of fresh pork and related produce (Unaudited) HK\$'000	Property development (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
Segment revenue:			
External revenue	29,028	–	29,028
Segment results	3,024	41,226	44,250
Interest income and other unallocated gains			1,106
Corporate and other unallocated expenses			(2,473)
Operating profit			42,883
Finance costs			(6,822)
Loss on deemed disposal of interest in an associate			(39,631)
Share of loss of an associate			(48,087)
Loss before taxation			(51,657)
Taxation			(128)
Loss for the period			(51,785)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

3. SEGMENT INFORMATION (Continued)

An analysis of the Group's revenue, contribution to operating results by operating segments for the six months ended 30 September 2008 are as follows:

	Continuing operations			Discontinued operations	Consolidated (Unaudited) HK\$'000
	Sales of fresh pork and related produce (Unaudited) HK\$'000	Property development (Unaudited) HK\$'000	Total (Unaudited) HK\$'000	Property investment (Unaudited) HK\$'000	
Segment revenue					
External revenue	30,868	–	30,868	3,339	34,207
Segment results excluding impairment loss recognised in respect of goodwill	2,237	(37,903)	(35,666)	(5,986)	(41,652)
Impairment loss recognised in respect of goodwill	(1,500)	–	(1,500)	–	(1,500)
Segment results	737	(37,903)	(37,166)	(5,986)	(43,152)
Interest income			2,844	–	2,844
Corporate and other unallocated expenses			(7,502)	–	(7,502)
Operating loss			(41,824)	(5,986)	(47,810)
Finance costs			(4,978)	(399)	(5,377)
Loss before taxation			(46,802)	(6,385)	(53,187)
Taxation			(427)	–	(427)
Loss for the period			(47,229)	(6,385)	(53,614)

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

4. TURNOVER AND OTHER REVENUE

Turnover represents the net invoiced value of fresh pork and related produce sold, after allowances for returns and trade discounts and rental income. All significant intra-group transactions have been eliminated on consolidation.

An analysis of the Group's turnover and other revenue is as follows:

	For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Turnover:		
Continuing operations		
Sale of fresh pork meat	29,028	30,868
Discontinued operations		
Rental income	–	3,339
	29,028	34,207

	Continuing operations		Discontinued operations		Total	
	For the six months ended 30 September		For the six months ended 30 September		For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Other revenue:						
Interest income	208	2,844	–	–	208	2,844
Sundry income	898	659	–	155	898	814
	1,106	3,503	–	155	1,106	3,658

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

5. OPERATING PROFIT/(LOSS)

	Continuing operations		Discontinued operations		Total	
	For the six months ended 30 September		For the six months ended 30 September		For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Operating profit/(loss) is stated after charging/(crediting):						
Cost of inventories sold	16,447	20,256	–	522	16,447	20,778
Depreciation of property, plant and equipment	414	263	–	30	414	293
Minimum lease payments under operating leases for land and buildings	3,164	2,974	–	72	3,164	3,046
Exchange loss	17	814	–	–	17	814
Fair value changes on financial assets at fair value through profit or loss	5,054	1,026	–	–	5,054	1,026
Fair value changes in respect of investment properties	–	–	–	8,270	–	8,270

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

6. FINANCE COSTS

	Continuing operations		Discontinued operations		Total	
	For the six months ended 30 September		For the six months ended 30 September		For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Effective interest on convertible notes wholly repayable within five years	5,107	4,978	–	–	5,107	4,978
Effective interest on interest-bearing term loans from a related company wholly repayable within five years	1,555	–	–	–	1,555	–
Effective interest on interest-bearing term loan from a shareholder wholly repayable within five years	160	–	–	–	160	–
Interest on interest-bearing bank loans	–	–	–	399	–	399
	6,822	4,978	–	399	6,822	5,377

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

7. TAXATION

	For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
The Group:		
Current – Hong Kong	128	427
Current – The PRC	–	–
Total tax charge for the period	128	427

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. No provision for PRC income taxes has been made during the period as the subsidiaries operated in the PRC had no assessable profit for the period.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

8. LOSS PER SHARE FOR LOSS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY FOR THE PERIOD

From continuing and discontinued operations

The calculation of the basic loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
<i>Loss</i>		
Loss for the purpose of basic loss per share (loss for the period attributable to equity holders of the Company)	(51,785)	(53,614)

	For the six months ended 30 September	
	2009 (Unaudited) '000	2008 (Unaudited) '000
<i>Number of shares</i>		
Weighted average number of ordinary shares for the purpose of basic loss per share	7,691,500	7,691,500

Diluted loss per share from both continuing and discontinued operations for the periods ended 30 September 2009 and 2008 were the same as the basic loss per share. The Company's outstanding convertible notes were not included in the calculation of diluted loss per share from both continuing and discontinued operations because the effect of the Company's outstanding convertible notes was anti-dilutive.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

8. LOSS PER SHARE FOR LOSS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY FOR THE PERIOD (Continued)

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the ordinary equity holders of the Company is based on the following data:

	For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Loss for the period attributable to equity holders of the Company	(51,785)	(53,614)
<i>Less:</i> Loss for the period from discontinued operations	–	(6,385)
Loss for the purpose of basic loss per share from continuing operations	(51,785)	(47,229)

The denominators used are the same as those detailed above. The Company's outstanding convertible notes were not included in the calculation of diluted loss per share from continuing operations because the effect of the Company's outstanding convertible notes was anti-dilutive.

From discontinued operations

Basic and diluted loss per share for the discontinued operations for the period ended 30 September 2008 was HK0.10 cents per share based on the loss for the period ended 30 September 2008 from the discontinued operations of HK\$6,385,000.

The denominators used are the same as those detailed above. The Company's outstanding convertible notes were not included in the calculation of diluted loss per share from discontinued operations because the effect of the Company's outstanding convertible notes was anti-dilutive.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

9. PREPAID LEASE PAYMENTS

	The Group HK\$'000
Cost	
At 31 March 2009 and 1 April 2009	597,034
Exchange realignment	(187)
At 30 September 2009	596,847
Accumulated amortisation and impairment	
At 31 March 2009 and 1 April 2009	139,134
Charge for the period	3,164
Reverse of impairment of prepaid lease payments	(45,351)
At 30 September 2009	96,947
Net book value	
At 30 September 2009 (Unaudited)	499,900
At 31 March 2009 (Audited)	457,900

The prepaid lease payments comprise of leasehold lands situated in the PRC held under long-term leases.

Amortisation expense on prepaid lease payments of HK\$3,164,000 (31 March 2009: HK\$6,199,000) has been capitalised to properties under development for the period.

Impairment of approximately HK\$45,351,000 (31 March 2009: impairment loss of approximately HK\$95,517,000 was recognised) in respect of prepaid lease payments was reversed during the period ended 30 September 2009 by reference to the valuation report issued by Savills Valuation and Professional Services Limited, an independent qualified professional valuers, at 30 September 2009 which valued the properties on market value basis.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

9. PREPAID LEASE PAYMENTS (Continued)

Analysed for reporting purposes as:

	As at 30 September 2009 (Unaudited) HK\$'000	As at 31 March 2009 (Audited) HK\$'000
Current assets (included in prepayments, deposits and other receivables)	7,338	6,672
Non-current assets	492,562	451,228
	499,900	457,900

10. INVENTORIES

	As at 30 September 2009 (Unaudited) HK\$'000	As at 31 March 2009 (Audited) HK\$'000
Finished goods	88	69

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

11. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit. The credit terms are generally for a period of 30 days (2008: 30 days) for sales of fresh pork meat and related produce segment. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. No trade receivable is past due as at 30 September 2009. The Group does not hold any collateral over these balances.

An aged analysis of the Group's trade receivables as at the balance sheet date, based on invoice date, is as follows:

	As at 30 September 2009 (Unaudited) HK\$'000	As at 31 March 2009 (Audited) HK\$'000
Within 30 days	15	15

12. TRADE PAYABLES

An aged analysis of the Group's trade payables at the balance sheet date, based on invoice date, is as follows:

	As at 30 September 2009 (Unaudited) HK\$'000	As at 31 March 2009 (Audited) HK\$'000
Within 90 days	316	316

13. INTEREST-BEARING LOAN FROM A RELATED COMPANY

During the period, the Group obtained new interest-bearing loan from a related company, Fully Finance Limited, amounting to HK\$20,000,000. The loan is unsecured, carries interest at 6% per annum and is repayable on 15 June 2011.

14. INTEREST-BEARING LOANS FROM A SHAREHOLDER

During the period, the Group obtained new interest-bearing loan from a shareholder, Gain Better, amounting to HK\$10,000,000. The loan is unsecured, carries interest at 8% per annum and is repayable on 9 July 2011.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

15. CONVERTIBLE NOTES

On 5 October 2007, the Company issued 3% convertible notes with an aggregate principal amount of HK\$190,000,000. Each note entitled the holder to convert into ordinary shares of the Company at a conversion price of HK\$0.12 each (subject to adjustment as stipulated in the instrument of the convertible notes). The convertible notes carries interest at a rate of 3% per annum, which is payable semi-annually in arrears. The maturity date of the convertible notes is 5 years later.

The convertible notes contain two components, liability and equity elements. The equity element is presented in equity heading "Convertible notes equity reserve". The effective interest rate of the liability component is 5.92%.

	<i>HK\$'000</i>
Balance at 31 March 2009 and 1 April 2009	172,674
Interest expense charged	5,107
Interest payable	(2,857)
Balance at 30 September 2009 (Unaudited)	174,924

16. SHARE CAPITAL

	Number of shares '000	Share capital HK\$'000
Authorised:		
At 31 March 2009 and 1 April 2009 ordinary shares of HK\$0.01 each (Audited)	20,000,000	200,000
At 30 September 2009, ordinary shares of HK\$0.01 each (Unaudited)	20,000,000	200,000
Issued and fully paid:		
At 31 March 2009 and 1 April 2009 ordinary shares of HK\$0.01 each (Audited)	7,691,500	76,915
At 30 September 2009, ordinary shares of HK\$0.01 each (Unaudited)	7,691,500	76,915

Share option

Details of the Company's share option scheme are set out in the section "Share Option Scheme" of the interim report.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

17. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases certain of its office premises and pork stalls under operating lease arrangements which are negotiated for lease terms of from one to three years.

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

	As at 30 September 2009 (Unaudited) HK\$'000	As at 31 March 2009 (Audited) HK\$'000
Within one year	3,672	5,326
In the second to fifth years, inclusive	1,558	2,718
	5,230	8,044

18. MATERIAL RELATED PARTY TRANSACTIONS

During the period, the Group had entered into the following transactions with related parties which, in the opinion of the Directors, were carried out in the ordinary course of the Group's business.

	For the six months ended 30 September	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Rental paid by the Group to Wang On Group Limited ("Wang On") and its subsidiaries	2,860	2,522
Interest on convertible notes paid by the Group to WYT and its subsidiaries	2,857	2,858
Rental paid by the Group to WYT and its subsidiaries	238	238
Interest on related company's loan paid by the Group to Wang On and its subsidiaries	1,555	–
Interest on shareholder's loan paid by the Group to WYT and its subsidiaries	160	–

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

18. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

Key management personnel compensation

Remuneration for key management personnel, including amounts paid to the Company's Directors during the period is as follows:

	For the six months ended	
	30 September	
	2009	2008
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Salaries and other short-term employee benefits	1,979	1,861
Employer contribution to pension scheme	24	15
	2,003	1,876

19. CAPITAL COMMITMENT

At 30 September 2009, the Group had the following capital commitments:

	As at	
	30 September	31 March
	2009	2009
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Contracted but not provided for:		
Acquisition of investment properties	–	3,867

20. CONTINGENT LIABILITIES

The Group and the Company have no material contingent liabilities as at 30 September 2009 and 31 March 2009.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

21. EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION DATE

- (a) On 12 October 2009, Rich Skill Investments Limited, an indirect wholly-owned subsidiary of the Group, entered into a supplemental agreement and completed the acquisition of 51% of the issued share capital of Skywalker. For more details, please refer to the Company's announcement dated 12 October, 2009.
- (b) On 30 November 2009, the Company and Abterra mutually decided not to proceed with the subscription of new shares of Abterra as announced by the Company on 12 June 2009 and 31 August 2009. For more details, please refer to the Company's announcement dated 1 December 2009.
- (c) On 13 November 2009, the Company jointly announced with WYT that the Offer became unconditional in all respects. Upon completion of the transfer of the 1,463,835,000 shares of HK\$0.01 each in the Company pursuant to the Offer, WYT, together with its subsidiaries, held 3,768,835,000 shares in the Company, representing 49% of the issued share capital and voting rights of the Company as at the date of this report. For more details, please refer to the Company's announcement dated 13 November 2009.
- (d) On 13 November 2009, the Company were granted a loan of HK\$190 million by Gain Better under loan agreement dated 28 August 2009 entered into between the Company and Gain Better for early redemption of the convertible bonds with an aggregate outstanding principal amount of HK\$190 million issued by the Company to Gain Better on 5 October 2007.

22. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENT

The unaudited condensed consolidated financial statements were approved by the Board of Directors on 16 December 2009.