連發國際股份有限公司

Ever Fortune International Holdings Limited

Stock Code : 875

Annual Report 2009

Contents

Corporate Information

BOARD OF DIRECTORS

Executive directors

Mr. Zhou Wenjun *(Chairman)*
Mr. Ji Kewei *(Deputy Chairman and Chief Executive Officer)*
Mr. Ding Jiangyong
Mr. Dai Jun
Mr. Sun Kejun

Independent non-executive directors

Mr. So Hoi Pan
Mr. Zhao Wen

AUDIT COMMITTEE

Mr. So Hoi Pan
Mr. Zhao Wen

REMUNERATION COMMITTEE

Mr. So Hoi Pan
Mr. Zhao Wen

COMPANY SECRETARY

Mr. Chui Chi Yun, Robert

AUTHORISED REPRESENTATIVES

Mr. Zhou Wenjun
Mr. Chui Chi Yun, Robert

REGISTERED OFFICE

Canon's Court
22 Victoria Street Hamilton
HM12 Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2001-02, 20th Floor
Li Po Chun Chambers
189 Des Voeux Road Central Hong Kong

AUDITORS

CCIF CPA Limited

LEGAL ADVISORS

Angela Ho & Associates (as to Hong Kong laws)

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

875

CORPORATE WEBSITE

http://www.875.com.hk

Chairman's Statement

Dear Shareholders

I would like to report that the Group's business of trading in agricultural produce has been re-activated in March 2009 and for the year ended 31 December 2009, the turnover of the Group amounted to HK$36,659,000. However, because of the general high level of administrative expenses, the Group incurred a loss of HK$7,117,000.

We have submitted a resumption proposal to the Hong Kong Stock Exchange, but it was not accepted by the Hong Kong Stock Exchange and the third delisting stage has commenced on 11 March 2010. The Company now has a final period of six months to submit a viable resumption proposal. If the Company is unable to submit a viable resumption proposal as required, the Hong Kong Stock Exchange will seek to cancel the listing of the Company. The Directors are now working actively to prepare a revised resumption proposal.

For the efforts and dedication during the past year, I would like to thank all staff members of the Company and our professional advisers. I believe that the Company's business will continue to improve and the trading of our Company's shares will soon be resumed in the Hong Kong Stock Exchange.

Zhou Wenjun
Chairman

23 April 2010

Management Discussion and Analysis

BUSINESS REVIEWS

The Group re-activated the business of trading in agricultural produce during 2009 and achieved a turnover of HK$36,659,000. However, because of the general high level of administrative expenses, the Group reported a loss of HK$7,117,000 for the year ended 31 December 2009.

Liquidity and financial resources

The Group financed the operations primarily from advance from major shareholders. As at 31 December 2009, the Group had cash and bank balances of HK$103,000 (31 December 2008: HK$3,067,000).

Charges on assets

The entire share capital of each of the Company's wholly-owned subsidiaries: Trade Front Limited, Trade Day Holdings Limited and First Novel Limited have been pledged to Right Day Holdings Limited to secure loan facilities granted to the Group.

Gearing Ratio

As at 31 December 2009, the Group's gearing ratio was 9.83 (31 December 2008: 12.04), which was arrived at by dividing the total liabilities by total assets as at 31 December 2009.

Contingent liabilities and guarantees

As at 31 December 2009, the Group had not provided any guarantees in favor of any third party nor were there any significant contingent liabilities.

Exposure to credit risk

As at 31 December 2009, the maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance.

In respect of trade and other receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its debtors' financial position and condition is performed on each and every major debtor periodically. These evaluations focus on the debtor's past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. The Group does not require collateral in respect of its financial assets. Debts are usually due within 60 days from the date of billing.

In respect of trade receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk. At the end of the reporting period, the Group has a certain concentration of credit risk as 100% (2008: Nil) of the total trade and other receivables was due from two (2008: Nil) customers. The amounts were fully recovered subsequent to the end of the reporting period and the directors consider that such concentration of credit risk would not result in any credit default exposure to the Group.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Exposure to liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient amount of cash and adequate support from major shareholders to meet its liquidity requirements in the short and longer term.

Exposure to interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As the Group has no significant interest-bearing assets and liabilities, the Group's exposure to interest rate risk is minimum.

As the interest rate risk to the Group is not significant and therefore, no sensitivity analysis is presented.

Exposure to currency risk

The Group's assets and liabilities are all denominated in Hong Kong Dollars. There is no significant exposure to the fluctuation of foreign exchange rate, but the Group will closely monitor the market and make appropriate adjustment and measures when necessary.

As there was no exchange rate risk exposure to the Group, no sensitivity analysis is presented.

Management Discussion and Analysis

Capital expenditure

The Group had an addition of furniture and fixtures of HK$14,000 in 2009 (2008: HK$Nil).

Material acquisitions and disposals

Save as disclosed, there has not been any material acquisitions or disposals of assets and subsidiaries of the Group in 2009 (2008: Nil).

Employees and remuneration policies

As at 31 December 2009, the Group has a total of 4 (2008: 4) employees. It is the corporate policy of the Group to set the remuneration of its employees at a level commensurate with their responsibilities, experience and qualification and in line with market conditions.

The Company has adopted a share option scheme in June 2002. Eligible participants under the share option scheme include, among others, the Company's directors, independent non-executive directors, other directors/employees of the Group. At 31 December 2009, there are no outstanding share option.

PROSPECTS

The Group will continue to maintain steady growth of our trading operation in agricultural produce. In the meantime, active efforts are being made to develop a viable resumption proposal to be submitted to the Stock Exchange.

EXECUTIVE DIRECTORS

Zhou Wenjun, *Chairman*

Mr. Zhou Wenjun, aged 48, has been appointed as an executive director and the Chairman of the Company since 12 April 2006. He is a senior accountant and senior economist in The People's Republic of China (the "PRC"). He graduated from Macquarie University, Australia and obtained a degree of Master of Economics. Mr. Zhou is currently the general manager of 江蘇連雲發展集團有限公司 (Jiangsu Lianyun Developing Group Company Limited) ("Jiangsu Lianyun"), the chairman of 江蘇金海投資有限公司 (Jiangsu Jinhai Investment Company Limited) ("Jiangsu Jinhai"), a wholly-owned subsidiary of Jiangsu Lianyun. Mr. Zhou is the sole director of Wonderland Group (Hong Kong) Corporation Limited ("Wonderland Group"), which is wholly owned by Jiangsu Jinhai. He is also the chairman and a director of Ever Fortune Holdings Group Limited ("Ever Fortune Holdings"), a substantial shareholder of the Company owned as to 60% by Wonderland Group and holding approximately 20.95% of the issued share capital of the Company. Accordingly, each of Jiangsu Lianyun, Jiangsu Jinhai and Wonderland Group is deemed to be interested in approximately 20.95% of the issued share capital of the Company under the Securities and Futures Ordinance ("SFO"). Mr. Zhou has been involved in various top management positions in the PRC and has extensive experience in business management.

Ji Kewei, *Deputy Chairman and Chief Executive Officer*

Mr. Ji Kewei, aged 50, has been appointed as an executive director, the Deputy Chairman and Chief Executive Officer of the Company since 12 April 2006. He is a senior economist. He holds a Master of Business Administration degree and a Doctor of Philosophy degree in Economics. Mr. Ji has over 20 years of experience in banking, securities, investment and top management. Mr. Ji is the chairman of Concord Group (B.V.I.) Limited ("Concord Group") and the deputy chairman of Ever Fortune Holdings. Concord Group holds 40% of Ever Fortune Holdings, which holds approximately 20.95% of the issued share capital of the Company. In addition, Concord Group directly holds 0.79% of the Company. Accordingly, Concord Group is deemed to be interested in approximately 21.74% of the issued share capital of the Company under the SFO and both Concord Group and Ever Fortune Holdings are substantial shareholders of the Company. He is a brother of Mr. Ji Da Wei who is the sole shareholder of Evertop Investment Holdings Limited, which owns 34% of the issued shares of Concord Group and is deemed to be interested in the 21.74% issued shares of the Company under the SFO.

Ding Jiangyong

Mr. Ding Jiangyong, aged 40, has been appointed as an executive director of the Company with effect from 31 October, 2005. He attended the Wuhan Technology University of Survey and Mapping and obtained an education certificate. He has extensive experience in real estate development including execution of projects, infrastructure design, development and sales and marketing. Mr. Ding is currently the chairman of Tongren Healthcare Industry Group.

Dai Jun

Mr. Dai Jun, aged 39, has been appointed as an executive director and a Vice President of the Company since 12 April 2006. He is a registered accountant (non-practising) and senior accountant in the PRC. He graduated from Beijing University and obtained a Master degree in Public Administration. Mr. Dai is a director of Ever Fortune Holdings, which is indirectly held as to 60% by Jiangsu Jinhai. Both Jiangsu Jinhai and Ever Fortune Holdings are substantial shareholders of the Company deemed to be interested in approximately 20.95% of the issued share capital of the Company under the SFO.

Directors and Senior Management

Sun Kejun

Mr. Sun Kejun, aged 39, has been appointed as an executive director and a Vice President of the Company since 12 April 2006. He graduated from China Agricultural University and obtained a Bachelor degree in Engineering. On 4 December 2008, he obtained a Master of Business Administration degree from The Chinese University of Hong Kong. He is currently the vice president of Wonderland Group, which is indirectly wholly owned by Jiangsu Lianyun. He is a director of Ever Fortune Holdings, which is held as to 60% by Wonderland Group and holding approximately 20.95% of the issued share capital of the Company. Accordingly, each of Jiangsu Lianyun and Wonderland Group are substantial shareholders of the Company and deemed to be interested in approximately 20.95% of the issued share capital of the Company under the SFO. Mr. Sun has 10 years' experience in financial sector in the PRC.

INDEPENDENT NON-EXECUTIVE DIRECTORS

So Hoi Pan

Mr. So Hoi Pan, aged 66, has been appointed as an independent non-executive director of the Company since 12 April 2006. Mr. So is the chairman and managing director of Haw Hong (Holdings) Limited.

Zhao Wen

Mr. Zhao Wen, aged 41, has been appointed as an independent non-executive director of the Company since 12 April 2006. He graduated from the Institute of International Relationship in 1991. He has over 10 years' experience in investment and merger and acquisition activities. He is currently the Chairman of the board of Nanjing Hyperion Investment & Consultant Co. Ltd.

SENIOR MANAGEMENT

Ji Kewei, *Chief Executive Officer*

Mr. Ji Kewei has been appointed as an executive director, the Deputy Chairman and Chief Executive Officer of the Company since 12 April 2006. His biographical details are set out above.

Dai Jun, *Vice President*

Mr. Dai Jun has been appointed as an executive director and a Vice President of the Company since 12 April 2006. His biographical details are set out above.

Sun Kejun, *Vice President*

Mr. Sun Kejun has been appointed as an executive director and a Vice President of the Company since 12 April 2006. His biographical details are set out above.

The board of directors of the Company (the "Board") is pleased to present this Corporate Governance Report for the year ended 31 December 2009.

The board of directors recognizes the importance of good corporate governance to the Company's healthy growth and will devote considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs in future. The Company's corporate governance practices are based on principles and code provisions ("Code Provisions") as set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

To the best knowledge of and so far as is known to the current members of the Board, the Company has complied with the Code Provisions set out in the CG Code throughout the year ended 31 December 2009, save for the following provision:

A.4.2 Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

The Company's bye-laws deviate from Code Provision A.4.2 as it provides that one-third of the directors for the time being (save for the Chairman or Managing Director), or if their number is not three nor a multiple of three, then the number nearest to one-third, shall retire from office and being eligible, offer themselves for re-election at the annual general meetings and that any new director appointed by the Board during the year shall hold office until the next following annual general meeting after appointment, and he/she shall be eligible for re-election.

To conform with Code Provision A.4.2, the Company in practice has complied with and adopted the said Code Provision A.4.2. According to the current corporate governance practices of the Company, all directors of the Company shall retire and be eligible for re-election once every three years and any new director appointed to fill a casual vacancy shall submit himself/herself for re-election by shareholders at the first general meeting after appointment.

THE BOARD

Composition

The Board currently comprises the following directors:

Executive directors:
Mr. Zhou Wenjun *(Chairman)*
Mr. Ji Kewei *(Deputy Chairman and Chief Executive Officer)*
Mr. Ding Jiangyong
Mr. Dai Jun
Mr. Sun Kejun

Independent non-executive directors:
Mr. So Hoi Pan
Mr. Yim Hing Wah (deceased on 14 July 2009)
Mr. Zhao Wen

The list of directors (by category) is disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

The biography of the current members of the Board is disclosed under "Directors and Senior Management" on pages 7 to 8. During the year ended 31 December 2009, the Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise except that Mr. Yim Hing Wah, the independent non-executive director holding appropriate an accounting professional qualification deceased on 14 July 2009.

The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

Board Meetings

Code Provision A.1.1 stipulates that the board should meet regularly and such regular board meetings should be held at least four times a year at approximately quarterly intervals.

Code Provision A.1.3 stipulates that notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend.

During the year ended 31 December 2009, 25 Board Meetings have been held. Details of the attendance of the directors are as follows:

	Number of Board Meetings attended/Number of Board Meeting held
Executive directors	
Mr. ZHOU Wenjun	16/25
Mr. JI Kewei	25/25
Mr. DING Jiangyong	15/25
Mr. DAI Jun	25/25
Mr. SUN Kejun	19/25
Non-executive directors	
Mr. SO Hoi Pan	19/25
Mr. YIM Hing Wah (deceased on 14 July 2009)	8/25
Mr. ZHAO Wen	15/25

Responsibilities

The management and control of the business of the Company are vested in its Board. It is the duty of the Board to establish policies, strategies and plans, and to provide leadership in the attainment of the objective of creating value to shareholders.

The Board has delegated a schedule of responsibilities to the senior management of the Company. These responsibilities include the implementation of decisions of the Board, the co-ordination and direction of day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board, formulating and monitoring the production and operating plans and budgets, and supervising and monitoring the control systems.

All directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that board procedures and all applicable rules and regulations are followed.

Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

Appointment and Succession Planning of Directors

The Board will review its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company.

Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

Induction for Directors

Each newly appointed director will receive comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has proper understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

BOARD COMMITTEES

The Board has established 2 committees, namely, Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference.

All members of each Board committees are independent non-executive directors and the list of the members of each Board committee is set out under "Corporate Information" on page 2.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Corporate Governance Report

Remuneration Committee

The Remuneration Committee is established and comprising three independent non-executive directors, namely Mr. So Hoi Pan, Mr. Yim Hing Wah (deceased on 14 July 2009) and Mr. Zhao Wen.

The terms of reference of the Remuneration Committee are posted on the Company's website. The principal functions include:

- to recommend to the Board on the Company's policies and structure for the remuneration of the directors and senior management of the Group;

- to determine the remuneration packages of all executive directors and senior management of the directors and senior management of the Group; and

- to review and approve their performance-based remuneration.

The principal elements of executive remuneration package now only include basic salary. The emoluments of executive directors are based on skill, knowledge and involvement in the Company's affairs of each director and are determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

The Remuneration Committee consults the chairman and chief executive officer about its proposals relating to the remuneration of other executive directors. During the year, a meeting of the Remuneration Committee was duly held and attended by all committee members for reviewing the remuneration policy and structure and determination of the annual remuneration packages of the executive directors and the senior executives and other related matters. The meeting was chaired by Mr. So Hoi Pan.

Audit Committee

The Audit Committee was established in April 2006 to review the Group's financial reporting, internal controls and make relevant recommendations to the Board. The terms of reference of the Audit Committee are posted on the Company's website. The Audit Committee comprises three independent non-executive directors, namely Mr. Yim Hing Wah (deceased on 14 July 2009), Mr. So Hoi Pan and Mr. Zhao Wen. The chairman of the Audit Committee is Mr. So Hoi Pan.

The Audit Committee held two meetings in 2009. Details of the attendance record of the committee meetings are as follows:

Committee members	Attendance
Mr. So Hoi Pan	2/2
Mr. Yim Hing Wah (deceased on 14 July 2009)	1/2
Mr. Zhao Wen	2/2

The Group's 2009 half-yearly report and 2009 annual report have been reviewed by the Audit Committee, which was of the opinion that such reports were prepared in accordance with the applicable accounting standards and requirements. For 2009 annual report, the Audit Committee met with the external auditors to discuss auditing, internal control, statutory compliance and financial reporting matters before recommending it to the Board for approval. The committee also monitored the Company's progress in implementing the cord provisions on corporate governance practices as required under the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Having made specific enquires with all the Directors of the Company, the directors confirmed for the year ended 31 December 2009 have complied with the "Model Code for Securities Transactions by Directors of Listed Issuers" as set out in Appendix 10 of the Listing Rules.

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The directors acknowledge their responsibility for preparing the financial statements of the Company.

The scope limitation on the audit of the financial statements for the year ended 31 December 2009 together with the qualified opinion of the auditors are set out in the "Independent Auditor's Report" on pages 20 to 21.

AUDITORS' REMUNERATION

The remuneration paid to the external auditors of the Company in respect of audit services for the year ended 31 December 2009 amounted to HK$460,000.

Non-audit services rendered to the Company by its external auditors during the year under review amounted to HK$150,000.

INTERNAL CONTROLS

Pursuant to the Code Provision 2.1, the board of directors should ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investment and the Company's assets.

The Board has engaged an external consultancy firm to assist in reviewing the internal control system and report the contents and result of such review to the audit committee and the board of directors. The Board believes that the Group is responsible to improve the internal control system continuously.

On behalf of the Board

Zhou Wenjun
Chairman

23 April 2010

Report of the Directors

The directors present their report together with the audited financial statements of the Company and its subsidiaries (together the "Group") for the year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The principal activities of the Company are assets and investment holding. The principal activities of the subsidiaries of the Company are set out in note 16 to the financial statements.

FINANCIAL RESULTS

The results for the Group for the year ended 31 December 2009 are set out in the financial statements of the Group on pages 22 to 73.

CASH FLOW POSITION

The cash flow position of the Group for the year ended 31 December 2009 is set out and analysed in the consolidated statement of cash flows on page 27.

DIVIDEND

The directors of the Company have resolved not to declare any dividend (2008: Nil).

FIVE-YEAR SUMMARY

A summary of the results, assets and liabilities of the Group for the current year and the last four financial years is set out on page 74.

RESERVES

Movements in the reserves of the Group during the years are set out in the consolidated statement of changes in equity on page 26.

Movements in the reserves of the Company during the years are set out in note 23(a) to the financial statements.

FIXED ASSETS

The movements of the fixed assets of the Group for the year ended 31 December 2009 are set out in note 14(a) to the financial statements.

SUBSIDIARIES

Particulars of the principal subsidiaries are set out in note 16 to the financial statements.

MAJOR SUPPLIERS AND CUSTOMERS

In the year under review, the Group has two customers: one accounted for 65% of turnover and the other 35% of turnover, while the Group sourced all of its products from a single supplier.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share options as of 31 December 2009 are set out in notes 23(c) and 22 to the financial statements respectively.

The Company has adopted a share option scheme on 21 June 2002 (the "Scheme"). All outstanding options have been cancelled during prior year.

DIRECTORS

The directors of the Company during the year and up to the date of this report are as follows:

Executive directors:
Mr. Zhou Wenjun *(Chairman)*
Mr. Ji Kewei *(Deputy Chairman and Chief Executive Officer)*
Mr. Ding Jiangyong
Mr. Dai Jun
Mr. Sun Kejun

Independent non-executive directors:
Mr. So Hoi Pan
Mr. Yim Hing Wah (deceased on 14 July 2009)
Mr. Zhao Wen

In accordance with bye-law 99 of the bye-laws of the Company, Mr. Dai Jun, Mr. Sun Kejun and Mr. So Hoi Pan, will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2009, none of the directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") or which were required to be entered in the register required to be kept by the Company under section 352 of the SFO.

DISCLOSEABLE INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS UNDER THE SFO

So far as is known to the directors of the Company, as at 31 December 2009, the persons or companies (other than the directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which were required 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 were as follows:

Long position in the shares of the Company

Name of shareholder	Capacity	Number of shares	Percentage of shareholding
Ever Fortune Holdings Group Limited (formerly known as "Chinabond International Limited")	Beneficial owner	530,530,000	20.95%
Wonderland Group (Hong Kong) Corporation Limited	Interest of a controlled corporation	530,530,000 (Note 1)	20.95%
Jiangsu Jinhai Investment Company Limited	Interest of a controlled corporation	530,530,000 (Note 1)	20.95%
Concord Group (B.V.I.) Limited	Interest of a controlled corporation	550,530,000 (Note 1)	21.74%
Legend (Group) Investment Limited	Interest of a controlled corporation	550,530,000 (Note 1 and 2)	21.74%
China Wallink Holding Group Co., Ltd.	Interest of a controlled corporation	550,530,000 (Note 1 and 2)	21.74%
Evertop Investment Holdings Limited	Interest of a controlled corporation	550,530,000 (Note 1 and 3)	21.74%
Mr. Ji Da Wei	Interest of a controlled corporation	550,530,000 (Note 1 and 3)	21.74%
China Huaxing (HK) International Company Limited	Interest of a controlled corporation	550,530,000 (Note 1 and 4)	21.74%
China Huaxing Group Company	Interest of a controlled corporation	550,530,000 (Note 1 and 4)	21.74%
Mr. Chen Xin	Beneficial owner	430,000,000	16.98%
Mr. Chan Hung Shek	Beneficial owner	334,000,000	13.19%

Notes:

1. Ever Fortune Holdings Group Limited (formerly knowns as Chinabond International Investment Limited) ("Ever Fortune Holdings") is now holding 530,530,000 shares in the Company, is owned as to 60% by Wonderland Group (Hong Kong) Corporation Limited ("Wonderland Group") and 40% by Concord Group (B.V.I.) Limited ("Concord Group").

   Wonderland Group is wholly owned by Jiangsu Jinhai Investment Company Limited ("Jinagsu Jinhai").

   Concord Group is held by Legend (Group) Investment Limited ("Legend"), Evertop Investment Holdings Limited ("Evertop"), and China Huaxing (HK) International Company Limited ("Huaxing (HK)") as to 33%, 34% and 33%, respectively.

   In addition, Concord Group also directly holds 20,000,000 shares in the Company. Accordingly, Jiangsu Jinhai and Wonderland Group were deemed to be interested in 530,530,000 shares held by Ever Fortune Holdings under the SFO.

   Legend, Evertop and Huaxing (HK) were deemed to be interested in 550,530,000 shares held by Ever Fortune Holdings and Concord Group under the SFO.

2. Legend was 99% owned by China Wallink Holding Group Co., Ltd. Accordingly, China Wallink Holding Group Co., Ltd. was deemed to be interested in 550,530,000 shares held by Concord Group under the SFO.

3. Evertop was wholly beneficially owned by Mr. Ji Da Wei. Accordingly, Mr. Ji Da Wei was deemed to be interested in 550,530,000 shares held by Concord Group under the SFO.

4. Huaxing (HK) was 98% owned by China Huaxing Group Company. Accordingly, China Huaxing Group Company was deemed to be interested in 550,530,000 shares held by Concord Group under the SFO.

Save as disclosed above, as at 31 December 2009, the Company had not been notified by any persons or companies (other than the directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which were required 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.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed herein, at no time during the year ended 31 December 2009 was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company, its subsidiaries or any other body corporate; and none of the directors, or their spouses or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the year.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 26 to the financial statements, no contracts of significance in relation to the Group's businesses 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 year or at any time during the year.

Report of the Directors

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries not determinable by the employer within one year without payment of compensation, other than statutory compensation.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the businesses of the Company were entered into or existed during the year.

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

During the year under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which oblige the Company to offer new shares on a pro-rata basis to existing shareholders. Such obligations are provided for in the Listing Rules.

CORPORATE GOVERNANCE

Information on the Company's corporate governance practices is set out in the Corporate Governance Report on pages 9 to 13.

AUDIT COMMITTEE

The audit committee of the Company currently comprises Mr. So Hoi Pan and Mr. Zhao Wen who are independent non-executive directors of the Company. The audit committee has reviewed the audited financial statements of the Company for the year ended 31 December 2009.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive directors confirmation of his/her independence to Rule 3.13 of the Listing Rules. The Board has assessed the independence of all the independent non-executive directors and is satisfied with their independence.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, the directors confirmed that at least 25% of the total issued share capital of the Company was held by the public as at the date of this report.

AUDITORS

The financial statements for the year ended 31 December 2009 have been audited by CCIF CPA Limited ("CCIF"). CCIF will retire as auditor at the conclusion of the forthcoming Annual General Meeting and will not offer themselves for re-appointment following the merger of business with PCP CPA Limited resulting in Crowe Horwath (HK) CPA Limited operating as the merged firm. Crowe Horwath (HK) CPA Limited is a new member firm in Hong Kong for Crowe Horwath International.

As a result of these changes, a resolution for the appointment of Crowe Horwath (HK) CPA Limited as auditor of the Company will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

Zhou Wenjun
Chairman

23 April 2010

Independent Auditor's Report

For the year ended 31 December 2009

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
EVER FORTUNE INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

We were engaged to audit the consolidated financial statements of Ever Fortune International Holdings Limited (the "Company") set out on pages 22 to 73, which comprise the consolidated and Company statements of financial position as at 31 December 2009, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Except for the limitation in the scope of our work as explained below, we conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement. However, because of the matter described in the basis for disclaimer of opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

BASIS FOR DISCLAIMER OF OPINION

MATERIAL UNCERTAINTIES RELATING TO THE GOING CONCERN BASIS

As disclosed in note 2(b) to the financial statements, the Group incurred a consolidated loss attributable to owners of the Company of approximately HK$7,117,000 for the year ended 31 December 2009 and had consolidated net current liabilities and net liabilities of approximately HK$62,143,000 and HK$61,938,000 respectively as at 31 December 2009 and the consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the continuing financial support from the Company's substantial shareholder and the successful outcome of the measures to be undertaken as described in note 2(b) to the financial statements to ensure that adequate cash resources are available to meet in full its financial obligations as they fall due in the foreseeable future.

In view of the extent of the material uncertainties relating to the measures mentioned above that might cast a significant doubt on the Group's ability to continue as a going concern, we have disclaimed our opinion. The financial statements do not include any adjustments that would be necessary if the various measures as described in note 2(b) to the financial statements were unsuccessful or fail to take place. Any adjustment to the financial statements may have a consequential significant effect on the Group's loss for the year and net liabilities as at 31 December 2009. However, we consider that appropriate disclosures have been made.

DISCLAIMER OF OPINION: DISCLAIMER ON VIEW GIVEN BY FINANCIAL STATEMENTS

Because of the significance of the matter described in the basis for disclaimer of opinion paragraph, we do not express an opinion on the consolidated financial statements as to whether they give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2009 and of the loss and cash flows of the Group for the year then ended in accordance with Hong Kong Financial Reporting Standards. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

CCIF CPA Limited
Certified Public Accountants
Hong Kong, 23 April 2010

Sze Chor Chun, Yvonne
Practising Certificate Number P05049

Consolidated Income Statement

For the year ended 31 December 2009

	Note	2009 HK$'000	2008 HK$'000
Continuing operations			
Turnover	4	**36,659**	–
Cost of sales		**(32,568)**	–
Gross profit		**4,091**	–
Other revenue and other net income	5	**38**	160
Distribution costs		**(1,460)**	–
Staff costs	6(b)	**(1,634)**	(2,296)
Depreciation	6(c)	**(461)**	(485)
Administrative and other operating expenses		**(7,691)**	(10,683)
Loss from operations		**(7,117)**	(13,304)
Finance costs	6(a)	**–**	(6)
Gain on disposal of subsidiaries	25(b)	**–**	455
Loss before taxation		**(7,117)**	(12,855)
Income tax	7(a)	**–**	–
Loss for the year from continuing operations		**(7,117)**	(12,855)
Discontinued operation			
Gain for the year from discontinued operation	8	**–**	878
Loss for the year	6	**(7,117)**	(11,977)
Attributable to:			
Owners of the Company	11	**(7,117)**	(11,977)
(Loss)/earnings per share	12		
Basic and diluted			
– Continuing operations		**(HK0.28 cents)**	(HK0.50 cents)
– Discontinued operation		**–**	HK0.03 cents
		(HK0.28 cents)	(HK0.47 cents)

The notes on pages 28 to 73 form part of these financial statements.

Details of dividends payable to owners of the Company attributable to the loss for the year are set out in note 23(b).

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2009

	Note	**2009** **HK$'000**	2008 HK$'000
Loss for the year		**(7,117)**	(11,977)
Other comprehensive income/(loss) for the year			
Exchange differences on translation of financial statements of overseas subsidiaries		**–**	335
Exchange reserve realised upon disposal of a subsidiary attributable to discontinued operation	25(a)	**–**	(877)
Exchange reserve realised upon disposal of subsidiaries	25(b)	**–**	(355)
Total comprehensive loss for the year (net of tax)		**(7,117)**	(12,874)
Attributable to:			
Owners of the Company	11	**(7,117)**	(12,874)

The notes on pages 28 to 73 form part of these financial statements.

Consolidated Statement of Financial Position

At 31 December 2009

	Note	2009 HK$'000	2008 HK$'000
Non-current assets			
Property, plant and equipment	14(a)	**205**	652
Intangible assets	15	**–**	–
		205	652
Current assets			
Trade and other receivables	17	**6,704**	1,245
Cash and cash equivalents	18	**103**	3,067
		6,807	4,312
Current liabilities			
Other borrowings	19	**3,486**	86
Trade and other payables	20	**65,464**	59,699
		68,950	59,785
Net current liabilities		**(62,143)**	(55,473)
NET LIABILITIES		**(61,938)**	(54,821)
EQUITY			
Equity attributable to owners of the Company			
Share capital	23(c)	**25,325**	25,325
Reserves		**(87,263)**	(80,146)
TOTAL EQUITY		**(61,938)**	(54,821)

Approved and authorised for issue by the board of directors on 23 April 2010

Zhou Wenjun
Director

Ji Kewei
Director

The notes on pages 28 to 73 form part of these financial statements.

Statement of Financial Position

At 31 December 2009

	Note	2009 HK$'000	2008 HK$'000
Non-current assets			
Property, plant and equipment	14(b)	**195**	652
Interests in subsidiaries	16	**88**	70
		283	722
Current assets			
Other receivables	17	**1,150**	1,245
Cash and cash equivalents	18	**23**	3,067
		1,173	4,312
Current liabilities			
Other borrowings	19	**86**	86
Other payables	20	**62,607**	59,699
		62,693	59,785
Net current liabilities		**(61,520)**	(55,473)
Total assets less current liabilities		**(61,237)**	(54,751)
Non-current liabilities			
Amounts due to subsidiaries	20	**(1,981)**	(783)
NET LIABILITIES		**(63,218)**	(55,534)
EQUITY			
Equity attributable to owners of the parent	23(a)		
Share capital		**25,325**	25,325
Reserves		**(88,543)**	(80,859)
TOTAL EQUITY		**(63,218)**	(55,534)

Approved and authorised for issue by the board of directors on 23 April 2010

Zhou Wenjun
Director

Ji Kewei
Director

The notes on pages 28 to 73 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2009

	Attributable to owners of the Company					
	Share capital HK$'000	**Share premium** HK$'000	**Contributed surplus** HK$'000	**Exchange reserve** HK$'000	**Accumulated losses** HK$'000	**Total** HK$'000
At 1 January 2008	25,325	163,532	126,883	897	(358,584)	(41,947)
Total comprehensive loss for the year	–	–	–	(897)	(11,977)	(12,874)
At 31 December 2008	25,325	163,532	126,883	–	(370,561)	(54,821)
At 1 January 2009	**25,325**	**163,532**	**126,883**	**–**	**(370,561)**	**(54,821)**
Total comprehensive loss for the year	**–**	**–**	**–**	**–**	**(7,117)**	**(7,117)**
At 31 December 2009	**25,325**	**163,532**	**126,883**	**–**	**(377,678)**	**(61,938)**

The notes on pages 28 to 73 form part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2009

	Note	2009 HK$'000	2008 HK$'000
Operating activities			
Loss from continuing and discontinued operations before taxation		(7,117)	(11,977)
Adjustments for:			
Interest income		–	(62)
Depreciation for property, plant and equipment		461	485
Gain on disposal of subsidiaries	25(b)	–	(455)
Gain on disposal of a subsidiary attributable to discontinued operation	25(a)	–	(877)
Finance costs		–	6
Debts waived by creditor		–	(114)
Operating loss before changes in working capital		(6,656)	(12,994)
Increase in trade and other receivables		(5,459)	(41)
Increase in trade and other payables		5,765	1,363
Cash used in operations		(6,350)	(11,672)
Income tax paid		–	–
Net cash used in operating activities		(6,350)	(11,672)
Investing activities			
Interest received		–	62
Disposal of subsidiaries, net of cash disposed of	25(b)	–	100
Payment for purchase of property, plant and equipment		(14)	–
Net cash (used in)/generated from investing activities		(14)	162
Financing activities			
Interest paid		–	(6)
Proceeds from new other borrowings		3,400	–
Repayment of bank and other borrowings		–	(249)
Net cash generated from/(used in) financing activities		3,400	(255)
Net decrease in cash and cash equivalents		(2,964)	(11,765)
Cash and cash equivalents at 1 January		3,067	14,497
Effect of foreign exchange rates changes		–	335
Cash and cash equivalents at 31 December	18	103	3,067

The notes on pages 28 to 73 form part of these financial statements.

1. GENERAL INFORMATION

Ever Fortune International Holdings Limited (the "Company") and its subsidiaries (together the "Group") are principally engaged in assets holding and trading of agricultural produce. During the year ended 31 December 2008, the Group's management of exhibition and event centres operation was discontinued.

The Company is a limited liability company incorporated in Bermuda and its registered office is Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda. The principal place of business of the Company is Unit 2001-02, 20/F., Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong.

The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Trading of the shares of the Company on the Stock Exchange has been suspended since 28 April 2005. The Company was placed into the third delisting stage on 11 March 2010 and the Company will have a final period of six months for the submission of a viable resumption proposal to the Stock Exchange, or the Stock Exchange intends to cancel the listing of the Company on the expiry of the six-month period (i.e. 10 September 2010).

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange. A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain amendments and interpretations which are or have become effective. It has also issued certain new and revised HKFRSs which are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 3 provides information on initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Material uncertainties in respect of going concern

The Group sustained a loss attributable to owners of the Company of approximately HK$7,117,000 (2008: HK$11,977,000) for the year ended 31 December 2009. At 31 December 2009, the Group had net current liabilities and net liabilities of approximately HK$62,143,000 (2008: HK$55,473,000) and HK$61,938,000 (2008: HK$54,821,000) respectively.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Material uncertainties in respect of going concern (continued)

In view of the liquidity problems faced by the Group, the directors have adopted the following measures with the view to improve the Group's overall financial and cash flow position and to maintain the Group's existence as a going concern:

(i) the directors have obtained the confirmation from its substantial shareholder that the latter will continue to provide adequate funds for the Group to meet its financial obligation as they fall due, both present and future;

(ii) the Company has entered into an agreement with a potential investor in December 2008 for the implementation of a restructuring proposal involving, among other things, capital reorganisation, debt restructuring, subscription of new shares and subscription of convertible preference shares, which would enable the Group to derive sufficient cash flow to finance its operations;

(iii) Trade Day Holdings Limited ("Trade Day"), a wholly-owned subsidiary of the Group, is engaged in the trading of agricultural produce and the business of which formed the major business activities for the Group as a whole. In addition, on 23 December 2009, the Company has entered into two conditional sale and purchase agreements to acquire the entire equity interest in two companies, namely Natural Farm Limited ("Natural Farm") and Polygold Food Limited ("Polygold"), which are principally engaged in vegetable trading and retailing businesses. The directors believe that the future cash flow generated from trading of agricultural produce will sufficiently improve the liquidity and financial position and will help to maintain the Group's ability to continue as a going concern; and

(iv) the directors are planning to adopt various cost control measures to reduce various general and administrative and other operating expenses.

In the opinion of the directors, when the above-mentioned measures are successfully implemented, the Group will have sufficient cash resources to satisfy its future working capital and other financing requirements. Accordingly, the directors are of the view that it is appropriate to prepare the financial statements on a going concern basis.

Should the Group be unable to implement the above measures and fail to continue in business as a going concern, adjustments would have to be made to restate the value of assets to their immediate recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effects of these adjustments have not been reflected in the financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2009 comprise the Company and its subsidiaries.

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to the entity. These financial statements are presented in Hong Kong dollars ("HKD"), rounded to the nearest thousand except for per share data. Hong Kong dollar is the Company's functional and presentation currency.

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 30.

(d) Subsidiaries and minority interests

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries and minority interests (continued)

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between minority interests and the owners of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

Loans from holders of minority interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with note 2(j) or (k).

In the Company's statement of financial position, the investments in subsidiaries are carried at cost less any impairment losses (see note 2(h)(ii)), unless the investment is classified as held for sale.

(e) Intangible assets

(i) Goodwill

Goodwill represents the excess of the cost of a business combination over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is carried at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2(h)(ii)).

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination is recognised immediately in profit or loss.

On the disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Intangible assets (continued)

(ii) Motor vehicle registration licence

Motor vehicle registration licence can be used indefinitely with no expiry date. Therefore, no amortisation is provided. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

(f) Property, plant and equipment

Property, plant and equipment are carried in the statement of financial position at cost less accumulated depreciation and accumulated impairment losses (see note 2(h)(ii)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net proceeds on disposal and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Leasehold improvements	10 % or over the remaining period of the lease, whichever is higher
Plant, machinery and equipment	10% to 30%
Furniture and fixtures	10% to 20%
Motor vehicles	10% to 20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(g) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets held by Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Leased assets (continued)

(ii) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are written off as an expense of the accounting period in which they are incurred.

(h) Impairment of assets

(i) Impairment of receivables

Current and non-current receivables that are carried at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

– significant financial difficulty of the debtor;

– a breach of contract, such as a default or delinquency in interest or principal payments;

– it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and

– significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets carried at amortised cost share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Impairment of assets (continued)

(i) Impairment of receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- investments in subsidiaries; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

  The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see note 2(h)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

(i) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter carried at amortised cost less allowance for impairment of doubtful debts, except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are carried at cost less allowance for impairment of doubtful debts (see note 2(h)(i)).

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are carried at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(k) Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently carried at amortised cost unless the effect of discounting would be immaterial, in which case they are carried at cost.

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

(m) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are carried at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Employee benefits (continued)

(ii) Share-based payments (continued)

During the vesting period, the number of share options expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year under review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(n) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided that those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

– in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Income tax (continued)

– in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:

  – the same taxable entity; or

  – different taxable entities which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(o) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are carried at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(p) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Sale of goods

Revenue is recognised when goods are delivered which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rents are recognised as income in the accounting period in which they are earned.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Revenue recognition (continued)

(iii) Interest income

Interest income is recognised as it accrues using the effective interest method.

(q) Translation of foreign currencies

Foreign currency transactions during the year are translated to the reporting currency at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies carried at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill on consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

(r) Borrowing costs

Borrowing costs are expensed in profit or loss in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Related parties

For the purpose of these financial statements, parties are considered to be related to the Group if:

(i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;

(ii) the Group and the party are subject to common control;

(iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;

(iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;

(v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or

(vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

(t) Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Discontinued operation (continued)

Where an operation is classified as discontinued, a single amount is presented on the face of the income statement, which comprises:

– the post-tax profit or loss of the discontinued operation; and

– the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

(u) Segment reporting

Operating segments, and the amounts of each segment time reported in the financial statements, are identified from the financial information provided regularly to the Group's chief operating decision maker for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has where applicable applied the following new and revised Standards, Amendments and Interpretations ("new and revised HKFRSs") that are first effective for the current accounting period.

HKAS 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised 2007)	Borrowing Costs
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellation
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 which is effective for annual periods beginning or after 1 July 2009

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (continued)

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HK(IFRIC)-Int 9 & 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	Transfers of Assets from Customers

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

- HKFRS 8 requires segment disclosure to be based on the way that the Group's chief operating decision maker regards and manages the Group, with the amounts reported for each reportable segment being the measures reported to the Group's chief operating decision maker for the purposes of assessing segment performance and making decisions about operating matters. This contrasts with the presentation of segment information in prior years which was based on a disaggregation of the Group's financial statements into segments based on related products and services and on geographical areas. The adoption of HKFRS 8 has resulted in the presentation of segment information in a manner that is more consistent with internal reporting provided to the Group's chief operating decision maker, and has resulted in additional reportable segments being identified and presented (see note 13). Corresponding amounts have been provided on a basis consistent with the revised segment information.

- As a result of the adoption of HKAS 1 (Revised 2007), details of changes in equity during the period arising from transactions with equity shareholders in their capacity as such have been presented separately from all other income and expenses in a revised consolidated statement of changes in equity. All other items of income and expense are presented in the consolidated income statement, if they are recognised as part of profit or loss for the period, or otherwise in a new primary statement, the consolidated statement of comprehensive income. Corresponding amounts have been restated to conform to the new presentation. This change in presentation has no effect on reported profit or loss, total income and expense or net assets for any period presented.

4. TURNOVER

Turnover represents revenue arising on the trading of agricultural produce. The amount of revenue recognised in turnover, for both continuing and discontinued operations, during the year is as follows:

	2009 HK$'000	2008 HK$'000
Continuing operations		
Trading of agricultural produce	36,659	–
Discontinued operation		
Rental income from exhibition centre (note 8)	–	–
	36,659	–

5. OTHER REVENUE AND OTHER NET INCOME

	Continuing operations		Discontinued operation		Consolidated	
	2009 HK$'000	2008 HK$'000	2009 HK$'000	2008 HK$'000	2009 HK$'000	2008 HK$'000
Other revenue						
Interest income on bank deposit	–	46	–	16	–	62
Total interest income on financial assets not at fair value through profit or loss	–	46	–	16	–	62
Others	38	–	–	–	38	–
	38	46	–	16	38	62
Other net income						
Debts waived by creditor	–	114	–	–	–	114
	38	160	–	16	38	176

6. LOSS FOR THE YEAR

Loss for the year is arrived at after charging/(crediting) the following:

	Continuing operations		Discontinued operation		Consolidated	
	2009 HK$'000	2008 HK$'000	2009 HK$'000	2008 HK$'000	2009 HK$'000	2008 HK$'000
(a) Finance costs						
Other interest expense	–	6	–	–	–	6
Total interest expense on financial liabilities not at fair value through profit or loss	–	6	–	–	–	6
(b) Staff costs						
Salaries, wages and other benefits	1,591	2,243	–	2	1,591	2,245
Contributions to defined contribution retirement plans	43	53	–	–	43	53
	1,634	2,296	–	2	1,634	2,298
(c) Other items						
Depreciation for property, plant and equipment	461	485	–	–	461	485
Operating lease charges: minimum lease payments	2,431	2,411	–	–	2,431	2,411
Auditor's remuneration						
– audit services	460	350	–	–	460	350
– other services	150	1,557	–	–	150	1,557
Net foreign exchange loss	–	84	–	–	–	84
Legal and professional fees	1,405	3,984	–	–	1,405	3,984
Gain on disposal of subsidiaries	–	(455)	–	(877)	–	(1,332)
Cost of inventories	32,568	–	–	–	32,568	–

7. INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT

(a) No Hong Kong Profits Tax has been provided for in the financial statements as the Group has no assessable profits for the year (2008: Nil).

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

7. INCOME TAX IN THE CONSOLIDATED INCOME STATEMENT (continued)

(b) Reconciliation between tax expense and accounting loss at the applicable tax rates:

	2009 HK$'000	2008 HK$'000
Loss from continuing and discontinued operations before taxation	**(7,117)**	(11,977)
Notional tax on loss before taxation, calculated at the rates applicable to loss in the tax jurisdictions concerned	**(1,174)**	(1,978)
Tax effect of non-taxable income	**–**	(237)
Tax effect of non-deductible expenses	**1,107**	602
Tax effect of unused tax losses/deductible temporary differences not recognised	**67**	1,613
Actual tax expense	**–**	–

8. DISCONTINUED OPERATION

Pursuant to the shareholders' resolution passed on 16 November 2007, the Group decided to apply for deregistration of a wholly-owned subsidiary, 連雲港豪景實業有限公司 ("連雲港豪景"), which was principally engaged in management of exhibition and event centres. The deregistration was completed on 14 March 2008.

The gain from the discontinued operation of 連雲港豪景 is analysed as follows:

	From 1/1/2008 to 14/3/2008 HK$'000
Gain from operation of 連雲港豪景	1
Gain on disposal of 連雲港豪景 (note 25(a))	877
	878

8. DISCONTINUED OPERATION (continued)

The results of 連雲港豪景 for the period from 1 January 2008 to 14 March 2008 were as follows:

	From 1/1/2008 to 14/3/2008 HK$'000
Turnover	–
Other revenue and other net income	16
Staff costs	(2)
Other operating expenses	(13)
Profit from operations	1
Finance costs	–
Profit before taxation	1
Income tax	–
Profit for the period	1

During the year ended 31 December 2008, 連雲港豪景 contributed HK$16,000 to the Group in respect of investing activities.

No tax charge arose on the deregistration of 連雲港豪景.

The carrying amounts of the assets and liabilities of 連雲港豪景 at the date of deregistration have been disclosed in note 25(a).

9. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

	Year ended 31 December 2009			
	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Retirement scheme contributions HK$'000	Total HK$'000
Executive directors				
Mr. Ding Jiangyong	80	–	–	80
Mr. Ji Kewei	–	80	4	84
Mr. Zhou Wenjun	80	–	–	80
Mr. Sun Kejun	–	80	4	84
Mr. Dai Jun	–	80	4	84
Independent non-executive directors				
Mr. So Hoi Pan	50	–	–	50
Mr. Yim Hing Wah (note i)	27	–	–	27
Mr. Zhao Wen	50	–	–	50
	287	240	12	539

	Year ended 31 December 2008			
	Directors' fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Retirement scheme contributions HK$'000	Total HK$'000
Executive directors				
Mr. Ding Jiangyong	80	–	–	80
Mr. Ji Kewei	–	283	4	287
Mr. Zhou Wenjun	80	–	–	80
Mr. Sun Kejun	–	80	4	84
Mr. Dai Jun	–	80	4	84
Independent non-executive directors				
Mr. So Hoi Pan	50	–	–	50
Mr. Yim Hing Wah	50	–	–	50
Mr. Zhao Wen	50	–	–	50
	310	443	12	765

Notes:

(i) Mr. Yim Hing Wah, an independent non-executive director of the Company, passed away on 14 July 2009.

(ii) The Company did not grant any share options during the current and prior years.

At the end of each reporting period, no share options were held by directors of the Company. The details of the share options scheme are set out in note 22 to the financial statements.

10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2008: one) were directors of the Company whose emoluments are included in the disclosures in note 9 above. The emoluments of the remaining two (2008: four) individuals were as follows:

	2009 HK$'000	2008 HK$'000
Salaries, allowances and other benefits in kind	813	1,424
Retirement scheme contributions	19	39
	832	1,463

Their emoluments were all within the HK$0 – HK$1,000,000 band.

During the year, no emoluments or incentive payments were paid to the directors and the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year.

11. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated loss attributable to owners of the Company includes a loss of HK$7,684,000 (2008: HK$13,987,000) which has been dealt with in the financial statements of the Company.

12. (LOSS)/EARNINGS PER SHARE

(a) Basic

(i) From continuing and discontinued operations

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK$7,117,000 (2008: HK$11,977,000) and the weighted average number of 2,532,543,083 (2008: 2,532,543,083) ordinary shares in issue during the year.

(ii) From continuing operations

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK$7,117,000 (2008: HK$12,855,000) and the weighted average number of 2,532,543,083 (2008: 2,532,543,083) ordinary shares in issue during the year.

(iii) From discontinued operation

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of HK$Nil (2008: HK$878,000) and the weighted average number of 2,532,543,083 (2008: 2,532,543,083) ordinary shares in issue during the year.

12. (LOSS)/EARNINGS PER SHARE (continued)

(b) Diluted

Diluted loss per share equals to basic loss per share as there are no dilutive ordinary shares outstanding for both years presented.

13. SEGMENT REPORTING

Operating segments are identified on the basis of internal reports which provides information about components of the Group. These information are reported to and reviewed by the chief operating decision maker for the purposes of resource allocation and performance assessment.

The chief operating decision maker considers the business from the business operation nature perspective.

The Group has presented the following three reportable segments. These segments are managed separately.

a) Assets holding: Holding of assets
b) Agricultural produce: Trading of agricultural produce
c) Exhibition: Management of exhibition and event centres

No reportable operating segment has been aggregated.

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's chief operating decision maker monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

The accounting policies of the reportable segments are the same as the Group's accounting policies as described in note 2(u). Segment loss represents the loss from each segment without allocation of central administration costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment. Taxation charge/(credit) is not allocated to a reportable segment.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The revenue from external parties reported to the chief operating decision maker is measured in a manner consistent with that in the income statement.

All assets and liabilities are allocated to reportable segments.

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets are principally attributable to a single geographical region, which is Hong Kong.

13. SEGMENT REPORTING (continued)

(a) Segment results, assets and liabilities (continued)

An analysis of the Group's reportable segments is reported below:

	Continuing operations				Discontinued operation			
	Assets holding		Agricultural produce		Exhibition		Consolidated	
	2009 HK$'000	2008 HK$'000	2009 HK$'000	2008 HK$'000	2009 HK$'000	2008 HK$'000	2009 HK$'000	2008 HK$'000
Segment revenue Revenue from external customers	–	–	36,659	–	–	–	36,659	–
Reportable segment (Loss)/profit before taxation	(6,664)	(13,182)	(453)	–	–	878	(7,117)	(12,304)
Gain on disposal of subsidiaries attributable to discontinued operation	–	–	–	–	–	877	–	877
Depreciation	(461)	(457)	–	–	–	–	(461)	(457)
Reportable segment assets	1,411	4,964	5,601	–	–	–	7,012	4,964
Reportable segment liabilities	66,155	59,785	2,795	–	–	–	68,950	59,785
Additions to property, plant and equipment	14	–	–	–	–	–	14	–

(b) Reconciliation of reportable segment profit

	2009 HK$'000	2008 HK$'000
Profit		
Reportable segment loss derived from Group's external customers	(7,117)	(12,304)
Gain on disposal of subsidiaries	–	455
Finance costs	–	(6)
Unallocated head office and corporate expenses	–	(94)
Depreciation	–	(28)
Consolidated loss before taxation	(7,117)	(11,977)

(c) Information about major customers

Revenues from customers contributing 10% or more of the total sales of the Group are as follows:

	2009 HK$'000	2008 HK$'000
Customer A	23,695	–
Customer B	12,964	–

14. PROPERTY, PLANT AND EQUIPMENT

(a) The Group

	Leasehold improvements HK$'000	Plant, machinery and equipment HK$'000	Furniture and fixtures HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost					
At 1 January 2008	1,079	36	259	207	1,581
Disposal of subsidiaries (note 25(b))	–	–	–	(207)	(207)
Write off	(33)	–	–	–	(33)
At 31 December 2008	1,046	36	259	–	1,341
At 1 January 2009	**1,046**	**36**	**259**	**–**	**1,341**
Additions	**–**	**–**	**14**	**–**	**14**
At 31 December 2009	**1,046**	**36**	**273**	**–**	**1,355**
Accumulated depreciation					
At 1 January 2008	215	6	44	179	444
Charge for the year	364	6	87	28	485
Disposal of subsidiaries (note 25(b))	–	–	–	(207)	(207)
Write off	(33)	–	–	–	(33)
At 31 December 2008	546	12	131	–	689
At 1 January 2009	**546**	**12**	**131**	**–**	**689**
Charge for the year	**364**	**6**	**91**	**–**	**461**
At 31 December 2009	**910**	**18**	**222**	**–**	**1,150**
Net book value					
At 31 December 2009	**136**	**18**	**51**	**–**	**205**
At 31 December 2008	500	24	128	–	652

14. PROPERTY, PLANT AND EQUIPMENT (continued)

(b) The Company

	Leasehold improvements HK$'000	Plant, machinery and equipment HK$'000	Furniture and fixtures HK$'000	Total HK$'000
Cost				
At 1 January 2008	1,079	36	259	1,374
Write off	(33)	–	–	(33)
At 31 December 2008, 1 January 2009 and 31 December 2009	1,046	36	259	1,341
Accumulated depreciation				
At 1 January 2008	215	6	44	265
Charge for the year	364	6	87	457
Write off	(33)	–	–	(33)
At 31 December 2008	546	12	131	689
At 1 January 2009	**546**	**12**	**131**	**689**
Charge for the year	**364**	**6**	**87**	**457**
At 31 December 2009	**910**	**18**	**218**	**1,146**
Net book value				
At 31 December 2009	**136**	**18**	**41**	**195**
At 31 December 2008	500	24	128	652

15. INTANGIBLE ASSETS

The Group

	Goodwill (note (a)) HK$'000	Other (note (b)) HK$'000	Total HK$'000
Cost			
At 1 January 2008	258	450	708
Disposal of subsidiaries (note 25(b))	(258)	(450)	(708)
At 31 December 2008, 1 January 2009 and 31 December 2009	–	–	–
Accumulated amortisation and impairment			
At 1 January 2008	258	450	708
Disposal of subsidiaries (note 25(b))	(258)	(450)	(708)
At 31 December 2008, 1 January 2009 and 31 December 2009	–	–	–
Net book value			
At 31 December 2009	–	–	–
At 31 December 2008	–	–	–

Notes:

(a) The amount of the goodwill capitalised arose from the acquisition of a subsidiary, Kwok Hong Company Limited ("Kwok Hong") of HK$258,000 during the year ended 31 December 2006.

Kwok Hong had not yet commenced business since its incorporation and its principal asset is a motor vehicle registration licence. The recoverable amount of goodwill arising from the acquisition of Kwok Hong was determined based on value-in-use calculations. However, in view of the full impairment made on the motor vehicle registration licence and the net liability position of Kwok Hong, the directors decided that full impairment on goodwill arising from acquisition of Kwok Hong was required.

Upon disposal of Kwok Hong as mentioned in note 25(b), the goodwill had been derecognised during the year ended 31 December 2008.

(b) Other intangible asset represented a motor vehicle registration licence that can be used indefinitely with no expiry date. Therefore, no amortisation was provided. The recoverable amount of the motor vehicle registration licence was determined based on the estimated market value. The balance was carried at the estimated market value determined by the directors of the Group as at 31 December 2006. However, the directors were advised by an independent professional valuer during the year ended 31 December 2007 that the motor vehicle registration licence was not transferable. As a result, the directors decided that full impairment as at 31 December 2007 was required.

Upon disposal of Kwok Hong as mentioned in note 25(b), the other intangible asset had been derecognised during the year ended 31 December 2008.

16. INTERESTS IN SUBSIDIARIES

	The Company	
	2009	2008
	HK$'000	HK$'000
Unlisted shares, at cost	**2**	2
Amounts due from subsidiaries (note (a))	**1,264**	68
	1,266	70
Impairment loss (note (b))	**(1,178)**	–
	88	70

Notes:

(a) Amounts due from subsidiaries are unsecured, interest-free and are not expected to be recovered within one year.

(b) The recoverable amount of amounts due from subsidiaries is determined based on the present value of estimated future cash flows. In view of the operating results of a subsidiary and the net liabilities position of that subsidiary, the directors decided that full impairment on the amounts due from that subsidiary was required.

(c) Particulars of the subsidiaries of the Company at the end of the reporting period are as follow:

				Proportion of ownership interest			
Name of company	**Place of incorporation**	**Place of operation**	**Particulars of issued and paid up capital**	**Group's effective interest**	**Held by the Company**	**Held by a subsidiary**	**Principal activities**
Ever Growth Asia Limited	HK	HK	HK$1	100%	100%	–	Dormant
Huge Summit Investments Limited	BVI	HK	US$100	100%	100%	–	Investment holding
Profit Dragon Management Limited	BVI	HK	US$100	100%	100%	–	Investment holding
Chinese Investment Limited	HK	HK	HK$10,000	100%	–	100%	Dormant
China Merchants Investments (H.K.) Limited	HK	HK	HK$10,000	100%	–	100%	Dormant
First Novel Limited	BVI	HK	US$2	100%	100%	–	Investment holding
Trade Front Limited	BVI	HK	US$2	100%	–	100%	Dormant
Trade Day	BVI	HK	US$1	100%	–	100%	Trading of agricultural produce

17. TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	HK$'000	**HK$'000**	HK$'000
Trade receivables	**5,259**	–	**–**	–
Other receivables	**–**	65	**–**	65
Loans and receivables	**5,259**	65	**–**	65
Prepayments and deposits	**1,445**	1,180	**1,150**	1,180
	6,704	1,245	**1,150**	1,245

All of the trade receivables are expected to be recovered within one year.

(a) Age analysis

The following is an age analysis of trade receivables as at the end of the reporting period:

	The Group	
	2009	2008
	HK$'000	HK$'000
Current	**3,574**	–
1 to 3 months overdue	**1,685**	–
	5,259	–

Trade receivables are due within 60 days from the date of billing. Further details on the Group's credit policy are set out in note 24(a).

No cash deposits nor collateral had been placed by the related trade debtors with the Group (2008: HK$Nil).

(b) Trade receivables that are not impaired

The age analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

	The Group	
	2009	2008
	HK$'000	HK$'000
Neither past due nor impaired	**3,574**	–
Past due but not impaired		
Less than 1 month past due	**–**	–
1 to 3 months past due	**1,685**	–
	1,685	–
	5,259	–

Receivables relate to two independent customers and the amounts were fully recovered subsequent to the end of the reporting period and no impairment allowance is therefore considered necessary.

18. CASH AND CASH EQUIVALENTS

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	HK$'000	**HK$'000**	HK$'000
Cash at banks and on hand	**103**	3,067	**23**	3,067
Cash and cash equivalents in the consolidated statement of financial position and the consolidated statement of cash flows	**103**	3,067	**23**	3,067

None of the cash and cash equivalents are interest-bearing at the end of the reporting period.

19. OTHER BORROWINGS

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	HK$'000	**HK$'000**	HK$'000
Other loan, unsecured (note (a))	**86**	86	**86**	86
Other loan, secured (note (b))	**3,400**	–	**–**	–
	3,486	86	**86**	86

At the end of the reporting period, other borrowings are repayable as follows:

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	HK$'000	**HK$'000**	HK$'000
Within 1 year or on demand	**3,486**	86	**86**	86

Notes:

(a) No interest is charged (2008: Nil) on the outstanding balance.

(b) On 9 January 2009, Trade Front Limited ("Trade Front"), a wholly-owned subsidiary of the Group, has entered into a loan agreement with Right Day Holdings Limited ("Right Day"), an independent potential investor. Right Day agreed to provide a loan facility of up to HK$10,000,000 for the working capital of Trade Front and Trade Day to reactivate the Group's previously discontinued agricultural products trading business. The loan facility is secured by the entire share capital of each of Trade Front, Trade Day and their immediate holding company, First Novel Limited ("First Novel") (note 28).

At the end of the reporting period, a total amount of HK$3,400,000 was drawn down. No interest is charged on the outstanding balance.

20. TRADE AND OTHER PAYABLES

	The Group		The Company	
	2009	2008	**2009**	2008
	HK$'000	HK$'000	**HK$'000**	HK$'000
Trade payables	**2,029**	–	**–**	–
Other payables and accruals	**2,903**	2,658	**2,075**	2,658
Amounts due to related companies (note 26(c))	**57,041**	57,041	**57,041**	57,041
Amounts due to subsidiaries	**–**	–	**1,981**	783
Amounts due to directors	**3,491**	–	**3,491**	–
Financial liabilities measured at amortised cost	**65,464**	59,699	**64,588**	60,482
Analysed for reporting purposes as				
– Current liabilities	**65,464**	59,699	**62,607**	59,699
– Non-current liabilities	**–**	–	**1,981**	783
	65,464	59,699	**64,588**	60,482

The following is an age analysis of trade payables at the end of the reporting period:

	The Group	
	2009	2008
	HK$'000	HK$'000
Due within 1 month or on demand	**2,029**	–

21. INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

(a) Deferred tax assets and liabilities recognised:

The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Depreciation allowances in excess of related depreciation HK$'000	Tax losses HK$'000	Total HK$'000
Deferred tax arising from:			
At 1 January 2008	28	(28)	–
Charged/(credited) to profit or loss	(28)	28	–
At 31 December 2008	–	–	–
At 1 January 2009	–	–	–
Charged/(credited) to profit or loss	–	–	–
At 31 December 2009	–	–	–

21. INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (continued)

(b) Deferred tax assets not recognised:

During the year ended 31 December 2009, Inland Revenue Department has issued a number of revised tax assessments to disallow the tax losses claimed for the years of assessment 2005/06 to 2008/09 with an aggregated amount of approximately HK$35,902,000.

At the end of the reporting period, the Group has unused tax losses of HK$404,000 (2008: HK$Nil (restated)) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company operates a share option scheme (the "Scheme") for the purpose of recognising the contributions of eligible participants to the growth of the Group and to further motivate and encourage the eligible participants to contribute and improve their performance and efficiency. Eligible participants of the Scheme include the Company's directors, independent non-executive directors, other directors/employees of the Group or its investees, suppliers of goods or services to the Group or customers of the Group or its investees, persons/entities that provide research, development or other technological support, shareholders of any member of the Group or such other persons from time to time as determined by the directors. The Scheme was approved and adopted on 21 June 2002 (the "Adoption Date") and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The total number of shares in respect of which options may be granted under the Scheme (excluding options lapsed) is not permitted to exceed 10% of the shares of the Company in issue as at the Adoption Date, without the prior approval from the Company's shareholders.

The maximum number of shares issuable under share options granted to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by all of the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK$5 million within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted on or before the close of business on the date specified in the offer document. The exercise period of the share options granted is to be determined by the directors, and will commence on the first business date from the date of the grant of the share options and end on the close of business on the last day of such period, but no later than ten years from the date of the grant of the share options.

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

The exercise price of the share options is to be determined by the directors, but may not be less than the higher of (i) the closing price of the Company's shares published on the daily quotations sheets of the Stock Exchange on the date of the grant of the share options; and (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 the grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

During the years ended 31 December 2009 and 2008, no option has been granted under the Scheme.

23. CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual component of equity between the beginning and the end of the reporting period are set out below:

The Company

	Share capital HK$'000	Share premium HK$'000	Contributed surplus HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2008	25,325	163,532	153,519	(383,923)	(41,547)
Loss for the year	–	–	–	(13,987)	(13,987)
At 31 December 2008	25,325	163,532	153,519	(397,910)	(55,534)
At 1 January 2009	**25,325**	**163,532**	**153,519**	**(397,910)**	**(55,534)**
Loss for the year	**–**	**–**	**–**	**(7,684)**	**(7,684)**
At 31 December 2009	**25,325**	**163,532**	**153,519**	**(405,594)**	**(63,218)**

(b) Dividends

No dividend was paid or proposed during the year ended 31 December 2009, nor has any dividend been proposed since the end of the reporting period (2008: HK$Nil).

(c) Share capital

Authorised and issued share capital

	2009 No. of shares	2009 HK$'000	2008 No. of shares	2008 HK$'000
Authorised:				
Ordinary shares of HK$0.01 each	**160,000,000,000**	**1,600,000**	160,000,000,000	1,600,000
Ordinary shares, issued and fully paid:				
At 1 January and 31 December	**2,532,543,083**	**25,325**	2,532,543,083	25,325

There was no movement in the share capital of the Company for the current and prior year.

23. CAPITAL AND RESERVES (continued)

(c) Share capital (continued)

The owners of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(d) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by the Company Act 1981 of Bermuda.

(ii) Contributed surplus

The contributed surplus of the Group represents the difference between the aggregate of the nominal value of (i) the shares of the subsidiaries acquired pursuant to the Group reorganisation completed on 5 June 1998 (the "Group Reorganisation"); (ii) the debt of approximately HK$17,039,000 (the "Debt") due by the then shareholders, Mr. Kwok Man Yu and his wife, Ms. Lam Yuk Ang, to Corasia International (BVI) Limited, the former holding company of the Group, and assumed by the Company under the Group Reorganisation, over the nominal value of the shares of the Company issued in exchange thereof; and (iii) the credit arising from the capital reduction of approximately HK$112,950,000.

The contributed surplus of the Company arose as a result of the Group Reorganisation and represents the excess of the then combined net assets of the subsidiaries acquired, as reduced by the balance of the Debt assumed by the Company pursuant to the capital reorganisation, over the nominal value of the shares of the Company issued in exchange thereof; and the credit arising from the capital reduction of approximately HK$112,950,000.

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(q).

(e) Distributability of reserves

At the end of each reporting period, the Company has no reserve available for distribution to owners of the Company.

23. CAPITAL AND RESERVES (continued)

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

During the year, the Group monitors capital on the basis of a net debt to adjusted equity ratio, which was unchanged from the previous year. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is calculated as 'adjusted equity', as shown in the consolidated statement of financial position, plus net debt.

In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce existing debts upon successful resumption of trading of shares.

The net debt to equity ratio did not apply as at 31 December 2009 and 2008 as the Group had total deficit for both years.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES

The Group's major financial instruments include trade and other receivables, cash and cash equivalents, trade and other payables and other borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include credit risk, liquidity risk, interest rate risk and currency risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk

(i) As at 31 December 2009, the maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance.

(ii) In respect of trade and other receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its debtors' financial position and condition is performed on each and every major debtor periodically. These evaluations focus on the debtor's past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. The Group does not require collateral in respect of its financial assets. Debts are usually due within 60 days from the date of billing.

(iii) In respect of trade receivables, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk. At the end of the reporting period, the Group has a certain concentration of credit risk as 100% (2008: Nil) of the total trade and other receivables was due from two (2008: Nil) customers. The amounts were fully recovered subsequent to the end of the reporting period and the directors consider that such concentration of credit risk would not result in any credit default exposure to the Group.

(iv) The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 17.

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to board approval. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding to meet its liquidity requirements in the short and longer term. The Group relies on loans from related companies and a potential investor, an independent third party, as significant sources of liquidity. As at 31 December 2009, the Group has available un-utilised facilities from the potential investor of approximately HK$6,600,000 (2008: HK$Nil), details of which are disclosed in note 19(b).

The following liquidity tables set out the remaining contractual maturities at the end of the reporting period of the Group's and the Company's non-derivative financial liabilities based on contractual undiscounted cash flows and the earliest date the Group and the Company required to pay:

The Group

	2009						2008					
	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total contractual undiscounted cash flow HK$'000	Carrying amount HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total contractual undiscounted cash flow HK$'000	Carrying amount HK$'000
Other borrowings	3,486	-	-	-	3,486	3,486	86	-	-	-	86	86
Trade and other payables	65,464	-	-	-	65,464	65,464	59,699	-	-	-	59,699	59,699
	68,950	-	-	-	68,950	68,950	59,785	-	-	-	59,785	59,785

The Company

	2009						2008					
	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total contractual undiscounted cash flow HK$'000	Carrying amount HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000	More than 5 years HK$'000	Total contractual undiscounted cash flow HK$'000	Carrying amount HK$'000
Other borrowings	86	-	-	-	86	86	86	-	-	-	86	86
Other payables	62,607	-	-	-	62,607	62,607	59,699	-	-	-	59,699	59,699
	62,693	-	-	-	62,693	62,693	59,785	-	-	-	59,785	59,785

24. FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(c) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate because of changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

As the Group has no significant interest-bearing assets and liabilities, the Group's exposure to interest rate risk is minimum.

As the interest rate risk to the Group is not significant and therefore, no sensitivity analysis is presented.

(d) Currency risk

The Group had previously held certain investments in foreign operations, which net assets were exposed to foreign currency translation risk. Presently, there is no hedging policy with respect to the Group's foreign exchange exposure. The Group's transactional currency is mainly Hong Kong dollars as the Group has ceased the operations in the PRC during the year ended 31 December 2008. The foreign exchange exposure of the Group's transactions was therefore insignificant.

At the end of the reporting period, the Group's monetary assets and liabilities are all denominated in Hong Kong dollars.

As there is no exchange rate risk exposure to the Group, no sensitivity analysis is presented.

(e) Fair value measurements recognised in the statement of financial position

The fair values of cash and cash equivalents, bank deposits, trade and other receivables and trade and other payables are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The carrying amounts of other borrowings, amounts due to related companies and amounts due to directors approximate their fair values.

25. DISPOSAL OF SUBSIDIARIES

(a) Disposal of a subsidiary attributable to discontinued operation

For the year ended 31 December 2008

As explained in note 8, the Group deregistered its subsidiary, 連雲港豪景 on 14 March 2008. The net assets of 連雲港豪景 at the date of deregistration were as follows:

	2008 HK$'000
Net assets deregistered:	
Exchange reserve realised	(877)
Gain on deregistration of subsidiary attributable to discontinued operation (note 8)	877
	–
Net inflow of cash and cash equivalents arising on the deregistration of subsidiary attributed to discontinued operation	–

The impact of 連雲港豪景 on the Group's results and cash flows in the prior year has been disclosed in note 8.

(b) Disposal of subsidiaries

For the year ended 31 December 2008

(i) Kwok Hong Company Limited

On 11 December 2008, the Group disposed of its 100% equity interest in Kwok Hong, which was engaged in holding a motor vehicle registration licence, to an independent third party for a consideration of HK$100,000. A gain of HK$100,000 arose from the disposal.

25. DISPOSAL OF SUBSIDIARIES (continued)

(b) Disposal of subsidiaries (continued)

(i) Kwok Hong Company Limited (continued)

Details of the net assets disposed of at the date of disposal are as follows:

	2008 HK$'000
Net assets disposed of:	
Property, plant and equipment (note 14(a))	–
Intangible assets (note 15)	–
	–
Gain on disposal of a subsidiary	100
Consideration	100
Consideration, satisfied by:	
Cash	100
Net inflow of cash and cash equivalents in connection with the disposal of Kwok Hong	100

The results of Kwok Hong during the year ended 31 December 2008 had no significant impact on the Group's turnover or loss from operations before taxation for the year ended 31 December 2008.

(ii) 連雲港旭景實業有限公司

Pursuant to the shareholders' resolution passed on 16 November 2007, other than the deregistration of 連雲港豪景, as disclosed in note 8, the Group also decided to apply for deregistration of a wholly-owned subsidiary, 連雲港旭景實業有限公司 ("連雲港旭景") which had not commenced business since its incorporation in 2007. The deregistration was completed on 14 March 2008.

Details of the net assets disposed of at the date of deregistration are as follows:

	2008 HK$'000
Net assets deregistered:	
Exchange reserve realised	(355)
Gain on deregistration of subsidiary	355
	–
Net inflow of cash and cash equivalents in connection with the deregistration of 連雲港旭景	–

The results of 連雲港旭景 during the year ended 31 December 2008 have no significant impact on the Group's turnover or loss from operations before taxation for the year ended 31 December 2008.

25. DISPOSAL OF SUBSIDIARIES (continued)

(b) Disposal of subsidiaries (continued)

(iii) Summary of the disposal of subsidiaries

Details of the net assets disposed of at the respective dates of disposal are summarised below:

	2008 HK$'000
Net assets disposed of:	
Property, plant and equipment	–
Intangible assets	–
	–
Exchange reserve realised	(355)
Gain on disposal of subsidiaries	455
Consideration	100
Consideration, satisfied by:	
Cash	100

26. MATERIAL RELATED PARTY TRANSACTIONS

Name of party	**Relationship**
Concord Credit Services Limited ("Concord Credit")	Mr. Ji Kewei is a common director
Concord Group (B.V.I.) Limited ("Concord Group")	Mr. Ji Kewei is a common director
Pelican Securities Limited ("Pelican Securities")	Mr. Ji Kewei is a common director and a minority shareholder of Pelican Securities
Ever Fortune Holdings Group Limited ("Ever Fortune Holdings")	A controlling shareholder of the Company and Mr. Ji Kewei is a common director
Wonderland Group (Hong Kong) Corporation Limited ("Wonderland Group")	A 60% shareholder of Ever Fortune Holdings and Mr. Zhou Wenjun, Mr. Dai Jun and Mr. Sun Kejun are the common directors
Luck Healthy Group Limited ("Luck Healthy")	Mr. Ding Jiangyong is the related party of Luck Healthy

26. MATERIAL RELATED PARTY TRANSACTIONS (continued)

(a) In addition to the transactions disclosed elsewhere in the financial statements, the Group also entered into the following related party transaction during the year.

	The Group	
Nature of transaction	**2009 HK$'000**	2008 HK$'000
Debts waived on amount due to Concord Credit	**–**	114

(b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

	The Group	
	2009 HK$'000	2008 HK$'000
Salaries and other short-term employee benefits	**1,171**	2,177
Retirement scheme contributions	**23**	51
	1,194	2,228

Total remuneration is included in "staff costs" (see note 6(b)).

(c) Amounts due to related companies

	The Group and the Company	
	2009 HK$'000	2008 HK$'000
Pelican Securities (note i)	**9**	9
Concord Group (note ii)	**10,032**	10,032
Wonderland Group (note ii)	**43,000**	43,000
Luck Healthy (note ii)	**4,000**	4,000
	57,041	57,041

Note:

(i) The amounts are unsecured, interest free and with no fixed terms of repayment.

(ii) The amounts are unsecured, interest free and repayable within one year.

(iii) The amounts due to related companies are included in "Trade and other payables" in the consolidated and Company statements of financial position (note 20).

27. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the total future minimum lease payments under non-cancellable operating leases in respect of land and buildings are payable as follows:

	The Group	
	2009	2008
	HK$'000	HK$'000
Within 1 year	**919**	2,411
After 1 year but within 5 years	**4**	895
	923	3,306

The Group leases two properties from two independent parties under operating leases. One of the leases runs for a period of two years, without option to renew. Another one lease runs for a period of three years, with an option to renew the lease for a further three years. Both leases do not include contingent rents.

28. CHARGES ON ASSETS

The entire share capital of each of Trade Front, Trade Day and First Novel, wholly-owned subsidiaries of the Group, have been pledged to Right Day to secure the loan facilities granted to the Group (note 19(b)).

29. EVENTS AFTER THE REPORTING PERIOD

(a) On 23 December 2009, the Company has entered into a conditional sale and purchase agreement with an independent party for the acquisition of the entire equity interest in Natural Farm, which is the supplier of Trade Day and engaged in vegetable trading business and operates a vegetable processing centre in Dongguan, at a total consideration of HK$48,750,000. The total consideration of HK$48,750,000 will be satisfied by (a) HK$15,000,000 in cash; and (b) HK$33,750,000 by the issue of preference shares of the Company at an issue price of HK$0.15. The preference shares shall be issued in two phases: each of 50% shall be issued after the issue of the audited financial statements of Natural Farm for the years ending 31 March 2011 and 2012 respectively. The consideration of the acquisition is subject to the following adjustments: (a) If the average net profit after tax of Natural Farm for the years ending 31 March 2011 and 2012 is less than HK$7,500,000, the shortfall will be adjusted by reducing the number of preference shares to be issued; and (b) If the net asset value (plus shareholder's loan of HK$20,000,000 assigned to the Company) of Natural Farm as at the completion of the acquisition is less than HK$20,717,313.06, the shortfall will be paid by the vendor to the Company in cash.

Up to the date of approval of these financial statements, the acquisition has not yet completed and there is insufficient financial information available to the Group to identify and determine the fair value to be assigned to the identifiable assets, liabilities and contingent liabilities assumed for the purpose of allocation of purchase price and calculation of goodwill.

29. EVENTS AFTER THE REPORTING PERIOD (continued)

(b) On 23 December 2009, the Company has entered into a conditional sale and purchase agreement with two independent parties for the acquisition of the entire equity interest in Polygold, which is engaged in vegetable retailing business and is one of the major vegetables suppliers to Wellcome supermarkets in Hong Kong, at a total consideration of HK$16,250,000. The total consideration of HK$16,250,000 will be satisfied by (a) HK$5,000,000 in cash; and (b) HK$11,250,000 by the issue of preference shares of the Company at an issue price of HK$0.15. The preference shares shall be issued in two phases: each of 50% shall be issued after the issue of the audited financial statements of Polygold for the years ending 31 March 2011 and 2012 respectively. The consideration of the acquisition is subject to the following adjustments: (a) If the average net profit after tax of Polygold for the years ending 31 March 2011 and 2012 is less than HK$2,500,000, the shortfall will be adjusted by reducing the number of preference shares to be issued; and (b) If the net asset value of Polygold as at the completion of the acquisition is less than HK$1,871,890.60, the shortfall will be paid by the vendors to the Company in cash.

Up to the date of approval of these financial statements, the acquisition has not yet completed and there is insufficient financial information available to the Group to identify and determine the fair value to be assigned to the identifiable assets, liabilities and contingent liabilities assumed for the purpose of allocation of purchase price and calculation of goodwill.

30. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Going concern and liquidity

The Group has consolidated net liabilities of approximately HK$61,938,000 as at 31 December 2009 and loss of approximately HK$7,117,000 for the year then ended indicating the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern. The directors are taking measures to improve the liquidity position of the Group and details are set out in note 2(b). The consolidated financial statements have been prepared on a going concern basis. Should the measures fail to improve the liquidity position of the Group and the Group is unable to continue in business as a going concern, adjustments would have to be made to reduce the carrying amounts of the assets of the Group to their recoverable amounts, to reclassify non-current assets and liabilities as current assets and liabilities respectively and to provide for further liabilities which might arise.

30. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Impairment of property, plant and equipment

The recoverable amount of an asset is the higher of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgement relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

(c) Impairment of receivables

The Group maintains impairment allowance for doubtful accounts based upon evaluation of the recoverability of the trade receivables and other receivables, where applicable, at the end of each reporting period. The estimates are based on the ageing of the trade receivables and other receivables balances and the historical write-off experience, net of recoveries. If the financial condition of the debtors were to deteriorate, additional impairment allowance may be required.

31. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2009

Up to the date of issue of these financial statements, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2009.

The Group has not early applied any of the following new and revised Standards, Amendments or Interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Amendments to HKFRS 5 as part of Improvements to HKFRSs 2008 [1]
HKFRSs (Amendments)	Improvements to HKFRSs 2009 [2]
HKAS 24 (Revised)	Related Party Disclosures [5]
HKAS 27 (Revised)	Consolidated and Separate Financial Statements [1]
HKAS 32 (Amendment)	Classification of Rights Issues [4]
HKAS 39 (Amendment)	Eligible hedged items [1]
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters [3]
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions [3]
HKFRS 3 (Revised)	Business Combinations [1]
HKFRS 9	Financial Instruments [7]
HK(IFRIC)-Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement [5]
HK(IFRIC)-Int 17	Distribution of Non-cash Assets to Owners [1]
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments [6]

31. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2009 (continued)

[1] Effective for annual periods beginning on or after 1 July 2009.
[2] Effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate.
[3] Effective for annual periods beginning on or after 1 January 2010.
[4] Effective for annual periods beginning on or after 1 February 2010.
[5] Effective for annual periods beginning on or after 1 January 2011.
[6] Effective for annual periods beginning on or after 1 July 2010.
[7] Effective for annual periods beginning on or after 1 January 2013.

The application of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary.

HKFRS 9 Financial Instruments introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. The Standard requires all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. In addition, under HKFRS 9, changes in fair value of equity investments are generally recognised in other comprehensive income, with only dividend income recognised in profit or loss. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

In addition, as part of Improvements to HKFRSs issued in 2009, HKAS 17 Leases has been amended in relation to the classification of leasehold land. The amendments will be effective from 1 January 2010, with earlier application permitted. Before the amendments to HKAS 17, leasees were required to classify leasehold land as operating leases and presented as prepaid lease payments in the consolidated statement of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group's leasehold land at revalued amount.

The directors of the Company anticipate that the application of the other new and revised Standards, Amendments or Interpretations will have no material impact on the consolidated financial statements.

32. COMPARATIVE FIGURES

As a result of the application of HKAS 1 (Revised 2007), Presentation of Financial Statements and HKFRS 8, Operating Segments, certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2009. Further details of these developments are disclosed in note 3.

Five-Year Summary

For the year ended 31 December 2009

SELECTED CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP

A summary of the published results and assets and liabilities of the Group for the last five years, as extracted from the audited financial statements and reclassified as appropriate, is set out below. This summary does not form part of the audited financial statements.

	2009 HK$'000	2008 HK$'000	2007 HK$'000	2006 HK$'000	2005 HK$'000
RESULTS					
TURNOVER					
Continuing operations	36,659	–	–	–	–
Discontinued operations	–	–	1,876	1,705	1,481
	36,659	–	1,876	1,705	1,481
(LOSS)/PROFIT BEFORE TAXATION					
Continuing operations	(7,117)	(12,855)	(13,775)	(6,275)	(24,138)
Discontinued operations	–	878	10,902	(132,636)	865
	(7,117)	(11,977)	(2,873)	(138,911)	(23,273)
INCOME TAX					
Continuing operations	–	–	–	–	–
Discontinued operations	–	–	–	–	–
LOSS FOR THE YEAR	(7,117)	(11,977)	(2,873)	(138,911)	(23,273)
LOSS ATTRIBUTABLE TO:					
Owners of the Company	(7,117)	(11,977)	(2,873)	(138,911)	(23,273)
TOTAL ASSETS	7,012	4,964	16,838	112,058	129,451
TOTAL LIABILITIES	(68,950)	(59,785)	(58,785)	(143,384)	(24,199)
	(61,938)	(54,821)	(41,947)	(31,326)	105,252