



HUAFENG GROUP HOLDINGS LIMITED
華豐集團控股有限公司

Stock Code 股份代號: 364

2010
Interim Report
中期報告

CONTENTS

目錄

CORPORATE INFORMATION	公司資料	2
INTERIM RESULTS	中期業績	5
INDEPENDENT REVIEW REPORT	獨立審閱報告	6
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:	簡明綜合財務報表：	
Income statement	收益表	8
Statement of comprehensive income	全面收入報表	9
Statement of financial position	財務狀況表	10
Statement of changes in equity	權益變動表	12
Statement of cash flows	現金流量表	13
Notes to financial statements	財務報表附註	14
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論與分析	35
DISCLOSURE OF ADDITIONAL INFORMATION	附加資料披露	44

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Cai Zhenrong (*Chairman*)
Mr. Cai Zhenyao
Mr. Cai Zhenying
Mr. Cai Yangbo (*Managing Director*)
Mr. Choi Wing Toon

Independent Non-executive Directors

Mr. Lawrence Gonzaga
Ms. Choy So Yuk, *JP*
Mr. Wong Siu Hong

AUDIT COMMITTEE

Mr. Lawrence Gonzaga (*Chairman*)
Ms. Choy So Yuk, *JP*
Mr. Wong Siu Hong

REMUNERATION COMMITTEE

Mr. Lawrence Gonzaga (*Chairman*)
Ms. Choy So Yuk, *JP*
Mr. Wong Siu Hong

AUTHORIZED REPRESENTATIVES

Under the Stock Exchange:

Mr. Cai Yangbo
Mr. Choi Wing Toon

Under the Companies Registry:

Mr. Cai Zhenrong
Mr. Choi Wing Toon

董事會

執行董事

蔡振榮先生 (*主席*)
蔡振耀先生
蔡振英先生
蔡揚波先生 (*董事總經理*)
蔡永團先生

獨立非執行董事

Lawrence Gonzaga先生
蔡素玉女士·*太平紳士*
黃兆康先生

審核委員會

Lawrence Gonzaga先生 (*主席*)
蔡素玉女士·*太平紳士*
黃兆康先生

薪酬委員會

Lawrence Gonzaga先生 (*主席*)
蔡素玉女士·*太平紳士*
黃兆康先生

授權代表

於聯交所:

蔡揚波先生
蔡永團先生

於公司註冊處:

蔡振榮先生
蔡永團先生

CORPORATE INFORMATION

公司資料

COMPANY SECRETARY

Mr. Chai Chung Wai *FCCA, FCPA, ACA,*
MBA, MAcc(PRC), FHKIoD

公司秘書

齊忠偉先生 *FCCA, FCPA, ACA,*
MBA, MAcc(PRC), FHKIoD

REGISTERED OFFICE

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

註冊辦事處

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2105, West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

總辦事處暨香港主要營業地點

香港
干諾道中200號
信德中心
西翼2105室

REGISTRARS

Principal Share Registrar and Transfer Office

HSBC Trustee (Cayman) Limited
P.O. Box 484
HSBC House
68 West Bay Road
Grand Cayman KY1-1106
Cayman Islands

股份過戶登記處

股份過戶登記總處

HSBC Trustee (Cayman) Limited
P.O. Box 484
HSBC House
68 West Bay Road
Grand Cayman KY1-1106
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Union Registrars Limited
18/F, Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

香港股份過戶登記分處

聯合證券登記有限公司
香港灣仔
駱克道33號中央廣場
福利商業中心18樓

CORPORATE INFORMATION

公司資料

AUDITOR

RSM Nelson Wheeler
Certified Public Accountants
29th Floor, Caroline Centre
Lee Gardens Two
28 Yun Ping Road
Hong Kong

核數師

中瑞岳華(香港)會計師事務所
執業會計師
香港
恩平道28號
利園2期
嘉蘭中心29字樓

LEGAL ADVISERS

As to Cayman Islands laws:

Conyers Dill & Pearman

As to Hong Kong laws:

Patrick Mak & Tse

法律顧問

開曼群島法律方面:

Conyers Dill & Pearman

香港法律方面:

麥家榮律師行

PRINCIPAL BANKERS

China Minsheng Banking Corp., Ltd,
CITIC Bank International
Hang Seng Bank Limited

主要往來銀行

中國民生銀行股份有限公司
中信銀行國際
恒生銀行有限公司

WEBSITE

www.huafeng.com.hk

網址

www.huafeng.com.hk

STOCK CODE

364

股份代號

364

INTERIM RESULTS

中期業績

The board of directors (the “Board”) of Huafeng Group Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 31 March 2010 (the “Period”). The interim results for the Period are unaudited, but have been reviewed by the audit committee of the Company (the “Audit Committee”) and RSM Nelson Wheeler, the auditor of the Company, in accordance with International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”.

華豐集團控股有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至二零一零年三月三十一日止六個月(「本期間」)之未經審核簡明綜合業績。本期間之中期業績未經審核，惟已由本公司審核委員會(「審核委員會」)審閱，並經由本公司核數師中瑞岳華(香港)會計師事務所根據國際審閱委聘準則第2410號「由實體獨立核數師執行之中期財務資料審閱」作出審閱。

INDEPENDENT REVIEW REPORT

獨立審閱報告

RSM! Nelson Wheeler

中瑞岳華(香港)會計師事務所

Certified Public Accountants

TO THE BOARD OF DIRECTORS OF HUAFENG GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 8 to 34 which comprises the condensed consolidated statement of financial position of Huafeng Group Holdings Limited (“the Company”) as at 31 March 2010 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board. The directors are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致華豐集團控股有限公司董事會

(於開曼群島註冊成立之有限責任公司)

引言

本核數師(以下簡稱「吾等」)已審閱華豐集團控股有限公司(「貴公司」)載於第8至34頁之中期財務資料。此中期財務資料包括於二零一零年三月三十一日之簡明綜合財務狀況表及截至該日止六個月期間之相關簡明綜合收益表、簡明綜合全面收入報表、簡明綜合權益變動表及簡明綜合現金流量表,以及重大會計政策概要及其他說明附註。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製之報告必須符合當中有關條文及國際會計準則委員會頒佈之國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)。董事須負責根據國際會計準則第34號編製及呈列本中期財務資料。吾等之責任為根據審閱結果,對本中期財務資料作出結論,並根據協定委聘條款僅向全體董事會報告,除此之外本報告別無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

INDEPENDENT REVIEW REPORT

獨立審閱報告

SCOPE OF REVIEW

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

CONCLUSION

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

RSM Nelson Wheeler

Certified Public Accountants

Hong Kong

18 June 2010

審閱範圍

吾等已根據國際會計師聯合會頒佈之國際審閱委聘準則第2410號「由實體獨立核數師執行之中期財務資料審閱」進行審閱工作。審閱中期財務資料包括主要向負責財務和會計事務之人員作出查詢，並應用分析性和其他審閱程序。審閱範圍遠較根據國際核數準則進行審核之範圍為小，故吾等無法保證吾等將知悉在審核中可能發現之所有重大事項。因此，吾等並不會發表審核意見。

結論

根據吾等之審閱結果，吾等並無發現任何事項，令吾等相信中期財務資料在各重大方面未有根據國際會計準則第34號編製。

中瑞岳華（香港）會計師事務所

執業會計師

香港

二零一零年六月十八日

CONDENSED CONSOLIDATED INCOME STATEMENT

簡明綜合收益表

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

		Six months ended 31 March		
		截至三月三十一日止六個月		
		2010	2009	
		二零一零年	二零零九年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	
	Note 附註			
TURNOVER	營業額	3	362,572	325,059
Cost of services provided and cost of sales	提供服務成本及銷售成本		(274,667)	(237,941)
Gross profit	毛利		87,905	87,118
Other income	其他收入	4	4,122	81,904
Selling and distribution expenses	銷售及分銷開支		(10,582)	(10,255)
Administrative expenses	行政開支		(42,591)	(28,543)
Other operating expenses	其他經營開支		-	(1,702)
PROFIT FROM OPERATIONS	經營業務溢利		38,854	128,522
Finance costs	財務成本	5	(3,297)	(7,956)
PROFIT BEFORE TAX	除稅前溢利		35,557	120,566
Income tax expense	所得稅開支	6	(4,222)	(3,072)
PROFIT FOR THE PERIOD	期間溢利	7	31,335	117,494
Attributable to:	以下人士應佔權益：			
Owners of the Company	本公司擁有人		31,335	117,467
Non-controlling interests	非控股權益		-	27
			31,335	117,494
EARNINGS PER SHARE	每股盈利	9		
Basic	基本		HK2.4 cents 港仙	HK9.5 cents 港仙
Diluted	攤薄		HK2.2 cents 港仙	HK9.4 cents 港仙

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收入報表

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

		Six months ended 31 March	
		截至三月三十一日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
PROFIT FOR THE PERIOD	期間溢利	31,335	117,494
Other comprehensive income:	其他全面收入：		
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	(362)	(16)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	除稅後期間其他全面收入	(362)	(16)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期間全面收入總額	30,973	117,478
Attributable to:	以下人士應佔權益：		
Owners of the Company	本公司擁有人	30,973	117,451
Non-controlling interests	非控股權益	-	27
		30,973	117,478

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 31 March 2010

於二零一零年三月三十一日

			31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 September 2009 二零零九年 九月三十日 HK\$'000 千港元 (audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	932,284	925,508
Prepaid land lease payments	預付土地租賃款項		64,486	65,336
Investment properties	投資物業		44,304	44,304
Intangible assets	無形資產		38,924	39,492
Available-for-sale financial assets	可供出售之金融資產		4,265	4,265
Deposits paid for acquisition of long-term assets	收購長期資產已付之按金		72,622	72,622
			1,156,885	1,151,527
CURRENT ASSETS	流動資產			
Inventories	存貨		59,120	61,617
Trade receivables	應收貿易賬款	11	174,767	164,795
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		75,794	70,302
Prepaid land lease payments	預付土地租賃款項		1,687	1,687
Bank and cash balances	銀行及現金結餘		447,247	309,198
			758,615	607,599
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	12	48,112	44,952
Other payables and accruals	其他應付款項及應計費用		203,244	193,926
Interest-bearing borrowings	計息借貸		116,495	118,162
Current tax liabilities	即期稅項負債		13,375	12,022
			381,226	369,062
NET CURRENT ASSETS	流動資產淨值		377,389	238,537
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,534,274	1,390,064

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 31 March 2010

於二零一零年三月三十一日

			31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 September 2009 二零零九年 九月三十日 HK\$'000 千港元 (audited) (經審核)
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing borrowings	計息借貸		30,490	62,343
Convertible bonds	可換股債券	13	49,711	-
Deferred tax liabilities	遞延稅項負債		24,255	24,255
			104,456	86,598
NET ASSETS	淨資產		1,429,818	1,303,466
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	14	14,413	12,395
Reserves	儲備		1,415,405	1,291,071
TOTAL EQUITY	總權益		1,429,818	1,303,466

Approved by the Board of Directors on 18 June 2010

於二零一零年六月十八日經董事會批准

Cai Yangbo

蔡揚波

Director

董事

Choi Wing Toon

蔡永團

Director

董事

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

		(Unaudited) (未經審核)										
		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Properties revaluation reserve	Warrants reserve	Share-based payment reserve	Convertible bonds reserve	Translation reserve	Retained profits	Total	Non-controlling interests	Total
	Note	股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	物業重估儲備 HK\$'000 千港元	認股權證儲備 HK\$'000 千港元	以股份支付之 款項儲備 HK\$'000 千港元	可換股 債券儲備 HK\$'000 千港元	換算儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總計 HK\$'000 千港元	非控股 權益 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 October 2008	於二零零八年十月一日	12,395	415,055	33,764	-	5,403	-	144,788	540,221	1,151,626	1,953	1,153,579
Total comprehensive income for the period	期間全面收入總額	-	-	-	-	-	-	(16)	117,467	117,451	27	117,478
Recognition of share-based payments	確認以股份支付之款項	-	-	-	-	5,394	-	-	5,394	-	-	5,394
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	-	-	-	-	(469)	(469)
Dividends paid	已派股息	8	-	-	-	-	-	-	(6,198)	(6,198)	-	(6,198)
Changes in equity for the period	期間權益變動	-	-	-	-	5,394	-	(16)	111,269	116,647	(442)	116,205
At 31 March 2009	於二零零九年三月三十一日	12,395	415,055	33,764	-	10,797	-	144,772	651,490	1,268,273	1,511	1,269,784
Representing:	代表:											
At 31 March 2009 after proposed interim dividend	於二零零九年三月三十一日 (擬派中期股息後)									1,268,273		
Proposed interim dividend	擬派中期股息	8								-		
Equity attributable to owners of the Company	本公司擁有人應佔權益									1,268,273		
At 1 October 2009	於二零零九年十月一日	12,395	415,055	40,045	-	21,905	-	144,858	669,208	1,303,466	-	1,303,466
Total comprehensive income for the period	期間全面收入總額	-	-	-	-	-	-	(362)	31,335	30,973	-	30,973
Recognition of share-based payments	確認以股份支付之款項	-	-	-	-	20,620	-	-	20,620	-	-	20,620
Recognition of equity component of convertible bonds	確認可換股債券權部分	13	-	-	-	-	9,007	-	9,007	-	-	9,007
Share issued on exercise of share options	因購股權行使而發行股份	14(b)	2,018	81,765	-	(13,569)	-	-	70,214	-	-	70,214
Issued of warrants	發行認股權證	15	-	-	2,149	-	-	-	2,149	-	-	2,149
Dividends paid	已派股息	8	-	-	-	-	-	-	(6,611)	(6,611)	-	(6,611)
Changes in equity for the period	期間權益變動	2,018	81,765	-	2,149	7,051	9,007	(362)	24,724	126,352	-	126,352
At 31 March 2010	於二零一零年三月三十一日	14,413	496,820	40,045	2,149	28,956	9,007	144,496	693,932	1,429,818	-	1,429,818
Representing:	代表:											
At 31 March 2010 after proposed interim dividend	於二零一零年三月三十一日 (擬派中期股息後)									1,429,818		
Proposed interim dividend	擬派中期股息	8								-		
Equity attributable to owners of the Company	本公司擁有人應佔權益									1,429,818		

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

		Six months ended 31 March	
		截至三月三十一日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH GENERATED FROM OPERATING ACTIVITIES	經營業務產生之現金淨額	88,790	148,698
Purchases of property, plant and equipment	購買物業、廠房及設備	(39,634)	(57,911)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	-	131
Disposal of subsidiaries	出售附屬公司	-	2,401
Interest received	已收利息	1,602	3,277
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(38,032)	(52,102)
Inception of bank loans	新造銀行貸款	28,400	11,360
Repayment of bank loans	償還銀行貸款	(63,733)	(48,743)
Proceeds from issue of warrants	發行認股權證所得款項	2,149	-
Repayment of financial liabilities at fair value through profit or loss	償還按公平值計入損益之金融負債	-	(35,032)
Proceeds from convertible bonds	可換股債券所得款項	58,200	-
Proceeds from shares issued in exercise of share options	因購股權獲行使而發行股份之所得款項	70,214	-
Dividends paid	已派股息	(6,611)	(6,198)
Finance costs paid	已付財務成本	(2,779)	(7,956)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	融資活動產生/(所用)之現金淨額	85,840	(86,569)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值增加淨值	136,598	10,027
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	期初之現金及現金等值	309,198	504,657
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外幣匯率變動影響	1,451	1,797
CASH AND CASH EQUIVALENTS AT END OF PERIOD, REPRESENTED BY	期終之現金及現金等值，代表	447,247	516,481
Bank and cash balances	銀行及現金結餘	447,247	516,481

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

1. BASIS OF PREPARATION

These condensed financial statements have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” issued by the International Accounting Standards Board and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

These condensed financial statements should be read in conjunction with the 2009 annual financial statements. The accounting policies and methods of computation used in the preparation of these condensed financial statements are consistent with those used in the annual financial statements for the year ended 30 September 2009 except as stated below.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

These condensed financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain buildings and investment properties which are carried at their fair values.

1. 編製基準

本簡明財務報表乃根據國際會計準則委員會頒佈之國際會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則之適用披露規定編製。

本簡明財務報表應與二零零九年之年度財務報表一併閱讀。編製本簡明財務報表時採用之會計政策及計算方法與截至二零零九年九月三十日止年度之年度財務報表所用者一致，惟下述者除外。

2. 採納新增及經修訂國際財務報告準則

本簡明財務報表乃按照歷史成本法編製，並就重估按公平值入賬之若干樓宇及投資物業作出修訂。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

In the current period, the Group has adopted all the new and revised International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board that are relevant to its operations and effective for its accounting period beginning on 1 October 2009. IFRSs comprise International Financial Reporting Standards (“IFRS”); International Accounting Standards (“IAS”); and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current period and prior periods except as stated below.

a. Presentation of Financial Statements

IAS 1 (Revised) “Presentation of Financial Statements” affects certain disclosures and presentation of the financial statements. The balance sheet is renamed as the statement of financial position and the cash flow statement is renamed as the statement of cash flows. All income and expenses arising from transactions with non-owners are presented in the income statement and statement of comprehensive income, and the total carried to the statement of changes in equity. The owner changes in equity are presented in the statement of changes in equity. These presentation requirements have been applied retrospectively in these condensed financial statements.

2. 採納新增及經修訂國際財務報告準則 (續)

於本期間，本集團已採納所有由國際會計準則委員會頒佈與本集團業務有關及於二零零九年十月一日開始之會計期間生效之新增及經修訂國際財務報告準則（「國際財務報告準則」）。國際財務報告準則包括國際財務報告準則（「國際財務報告準則」）、國際會計準則（「國際會計準則」）及詮釋。採納此等新增及經修訂國際財務報告準則不會令本集團之會計政策、本集團財務報表之呈列方式及本期間與過往期間呈報之金額出現重大變動，惟下述者除外。

a. 財務報表之呈列

國際會計準則第1號（經修訂）「財務報表之呈列」影響財務報表若干披露及呈列方式。資產負債表更名為財務狀況表，而現金流動表更名為現金流量表。與非擁有人進行之交易所產生之所有收入及開支於收益表及全面收入報表內呈列，而總額轉記至權益變動表。擁有人權益變動於權益變動表內呈列。該等呈列規定已於本簡明財務報表內追溯應用。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

b. Operating Segments

IFRS 8 “Operating Segments” requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. Previously, IAS 14 “Segment Reporting” required an entity to identify two sets of segments (business and geographical), using a risks and rewards approach, with the entity’s “system of internal financial reporting to key management personnel” serving as the starting point for the identification of such segments. IFRS 8 results in a redesignation of the Group’s reportable segments, but has had no impact on the reported results or financial position of the Group. IFRS 8 has been applied retrospectively.

The segment accounting policies under IFRS 8 are stated in note 3 to the condensed financial statements.

2. 採納新增及經修訂國際財務報告準則 (續)

b. 經營分部

國際財務報告準則第8號「經營分部」規定，經營分部須按本集團組成部分之內部報告識別，有關內部報告經由主要營運決策人定期審閱，以分配分部資源及評估分部表現。此前，國際會計準則第14號「分部報告」規定實體以風險及回報法識別兩組分部（業務及地區），而實體「向主要管理人員作出內部財務報告之系統」用作識別有關分部之起點。國際財務報告準則第8號導致本集團須重訂可予報告分部，惟對本集團所報告之業績或財務狀況並無影響。國際財務報告準則第8號已追溯應用。

根據國際財務報告準則第8號之分部會計政策載於本簡明財務報表附註3。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (Continued)

The Group has not applied the new IFRSs that have been issued but are not effective. The Group has already commenced an assessment of the impact of these new IFRSs but is not yet in a position to state whether these new IFRSs would have a material impact on its results of operations and financial position.

3. SEGMENT INFORMATION

The Group has two reportable segments as follows:

- Provision of fabric processing services and manufacture and sale of fabrics
- Manufacture and sale of yarns

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

2. 採納新增及經修訂國際財務報告準則 (續)

本集團並未採用已頒佈但尚未生效之新增國際財務報告準則。本集團已開始評估該等新增國際財務報告準則之影響，惟暫未能說明該等新增國際財務報告準則是否會對其經營業績及財務狀況構成重大影響。

3. 分部資料

本集團之兩個可予報告分部如下：

- 提供布料加工服務以及布料製造及銷售
- 紡紗製造及銷售

本集團之可予報告分部為提供不同產品及服務之策略性業務單位。該等分部因所需技術及市場推廣策略不同而獨立管理。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

3. SEGMENT INFORMATION (Continued)

The accounting policies of the operating segments are the same as those described in the Group's financial statements for the year ended 30 September 2009. Segment profits or losses do not include unallocated other income and unallocated corporate expenses and finance costs. Segment assets do not include investment properties, bank and cash balances and unallocated other receivables.

3. 分部資料 (續)

經營分部之會計政策與本集團截至二零零九年九月三十日止年度之財務報表所述者相同。分部溢利或虧損並不包括未分配其他收入、未分配企業開支及財務成本。分部資產並不包括投資物業、銀行及現金結餘以及未分配其他應收款項。

	Provision of fabric processing services and manufacture and sale of fabrics 提供布料加工服務以及布料製造及銷售 Six months ended 31 March 截至三月三十一日止六個月		Manufacture and sale of yarns 紡紗製造及銷售 Six months ended 31 March 截至三月三十一日止六個月		Consolidated 綜合 Six months ended 31 March 截至三月三十一日止六個月		
	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)	
REVENUE Revenue from external customers	收入 外部客戶收入	321,367	307,790	41,205	17,269	362,572	325,059
Segment profit/(loss)	分部溢利/(虧損)	68,340	70,623	(5,482)	(8,536)	62,858	62,087
Unallocated other income	未分配其他收入					4,122	81,904
Unallocated corporate expenses	未分配企業開支					(28,126)	(15,469)
Profit from operations	經營業務溢利					38,854	128,522
Finance costs	財務成本					(3,297)	(7,956)
Profit before tax	除稅前溢利					35,557	120,566
Income tax expense	所得稅開支					(4,222)	(3,072)
Profit for the period	期間溢利					31,335	117,494

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

3. SEGMENT INFORMATION (Continued)

3. 分部資料 (續)

		Provision of fabric processing services and manufacture and sale of fabrics		Manufacture and sale of yarns	
		提供布料加工服務以及布料製造及銷售		紡紗製造及銷售	
		31 March 2010	30 September 2009	31 March 2010	30 September 2009
		二零一零年三月三十一日	二零零九年九月三十日	二零一零年三月三十一日	二零零九年九月三十日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(unaudited)	(audited)	(unaudited)	(audited)
		(未經審核)	(經審核)	(未經審核)	(經審核)
ASSET	資產				
Segment assets	分部資產	1,014,380	995,544	407,216	399,394

4. OTHER INCOME

4. 其他收入

		Six months ended 31 March	
		截至三月三十一日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Bank interest income	銀行利息收入	1,602	3,277
Gain on disposal of subsidiaries	出售附屬公司收益	-	4,570
Gain on termination of interest rate swap contract	終止息率掉期合約之收益	-	70,554
Government grants	政府補助金	91	284
Rental income	租金收入	1,390	1,390
Subcontracting income	分包收入	954	1,616
Others	其他	85	213
		4,122	81,904

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

5. FINANCE COSTS

5. 財務成本

		Six months ended 31 March	
		截至三月三十一日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Interest on bank loans and overdraft	銀行貸款及透支之利息	2,354	7,517
Interest on convertible bonds	可換股債券之利息	518	-
Bank charges	銀行費用	425	439
		3,297	7,956

6. INCOME TAX EXPENSE

6. 所得稅開支

		Six months ended 31 March	
		截至三月三十一日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Current tax – the People's Republic of China (the "PRC") enterprise income tax	即期稅項－中華人民共和國(「中國」)企業所得稅	4,222	3,072

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit during the period (2009: HK\$Nil).

於期內，本集團並無任何應課稅溢利，故無須就香港利得稅作出撥備（二零零九年：零港元）。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

6. INCOME TAX EXPENSE (Continued)

Tax charge on profits assessable in the PRC had been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

6. 所得稅開支(續)

中國之應課稅溢利之稅項支出按本集團經營所在司法權區之現行稅率及根據有關現行法例、詮釋及慣例計算。

7. PROFIT FOR THE PERIOD

The Group's profit for the period is arrived at after charging:

7. 期間溢利

本集團之期間溢利乃於扣除以下各項後列賬：

		Six months ended 31 March	
		截至三月三十一日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Amortisation of technical know-how	技術知識攤銷	568	567
Allowance for inventory	存貨撥備	-	1,477
Depreciation	折舊	32,858	28,417
Directors' remuneration	董事酬金		
Fees	袍金	180	180
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,193	875
Retirement benefit scheme contributions	退休福利計劃供款	6	6
Equity-settled share-based payments	以股權結算並以股份支付之款項	8,975	-
		10,354	1,061
Other equity-settled share-based payments	其他以股權結算並以股份支付之款項	11,645	5,394
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	39
Write off of property, plant and equipment	撇銷物業、廠房及設備	-	186

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

8. DIVIDENDS

8. 股息

		Six months ended 31 March	
		截至三月三十一日止六個月	
		2010	2009
		二零一零年	二零零九年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Proposed interim dividend – HK\$Nil (2009: HK\$Nil) per ordinary share	擬派中期股息 —每股普通股零港元 (二零零九年：零港元)	-	-
Final dividend for the year ended 30 September 2009 approved and paid – HK0.5 cent (2008: HK0.5 cent) per ordinary share	截至二零零九年 九月三十日止年度 已批准並已派付之 末期股息—每股 普通股0.5港仙 (二零零八年： 0.5港仙)	6,611	6,198
		6,611	6,198

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

9. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on the following:

9. 每股盈利

每股基本及攤薄盈利之計算基準如下：

		Six months ended 31 March 截至三月三十一日止六個月	
		2010 二零一零年 HK\$'000 千港元 (unaudited) (未經審核)	2009 二零零九年 HK\$'000 千港元 (unaudited) (未經審核)
Earnings	盈利		
Earnings for the purpose of calculating basic earnings per share	用以計算每股基本盈利之盈利	31,335	117,467
Finance costs saving on conversion of convertible bonds outstanding	轉換未獲轉換之可換股債券時節省之財務成本	518	–
Earnings for the purpose of calculating diluted earnings per share	用以計算每股攤薄盈利之盈利	31,853	117,467
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用以計算每股基本盈利之加權平均普通股數目	1,305,814,954	1,239,503,580
Effect of dilutive potential ordinary shares arising from convertible bonds outstanding	因未獲轉換之可換股債券而產生之潛在攤薄普通股影響	57,692,307	–
Effect of dilutive potential ordinary shares arising from warrants	因認股權證而產生之潛在攤薄普通股影響	10,068,972	–
Effect of dilutive potential ordinary shares arising from share options	因購股權而產生之潛在攤薄普通股影響	99,119,343	12,218,600
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用以計算每股攤薄盈利之加權平均普通股數目	1,472,695,576	1,251,722,180

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 March 2010, the Group acquired property, plant and equipment of approximately HK\$39,634,000 (2009: HK\$57,911,000).

11. TRADE RECEIVABLES

The Group normally allows credit terms to well-established customers ranging from 30 to 120 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

An aging analysis of trade receivables at the end of reporting period, based on the date of recognition of the service income or goods sold, is as follows:

10. 物業、廠房及設備

截至二零一零年三月三十一日止六個月內，本集團購買之物業、廠房及設備約值39,634,000港元（二零零九年：57,911,000港元）。

11. 應收貿易賬款

本集團一般對有穩定關係之顧客給予30天至120天之信貸期。本集團力求對其未收取之應收款項保持嚴格控制。董事定期檢討逾期賬項結餘。

根據確認服務收入或已售貨品之日期計算，應收貿易賬款於報告期末之賬齡分析如下：

		31 March 2010	30 September 2009
		二零一零年 三月三十一日	二零零九年 九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
0 – 30 days	0 – 30天	62,798	58,157
31 – 60 days	31 – 60天	48,599	53,102
61 – 90 days	61 – 90天	41,675	40,586
Over 90 days	90天以上	21,695	12,950
		174,767	164,795

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

12. TRADE PAYABLES

The Group normally obtains credit terms ranging from 30 to 90 days from its suppliers.

An aging analysis of the trade payables at the end of reporting period, based on the date of receipt of consumables or goods purchased, is as follows:

12. 應付貿易賬款

本集團一般獲供應商授予30天至90天之信貸期。

根據收取所購買之消耗品或貨品日期計算，應付貿易賬款於報告期末之賬齡分析如下：

		31 March	30 September
		2010	2009
		二零一零年	二零零九年
		三月三十一日	九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
0 – 30 days	0 – 30天	24,095	22,497
31 – 60 days	31 – 60天	10,975	13,835
61 – 90 days	61 – 90天	10,697	5,785
Over 90 days	90天以上	2,345	2,835
		48,112	44,952

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

13. CONVERTIBLE BONDS

Convertible bonds which entitle the holder to convert the bonds into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible bonds and the fair value assigned to the liability component, representing the embedded option for the holder to convert the bonds into equity of the Group, is included in equity as convertible bonds reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

13. 可換股債券

可換股債券賦予持有人權利按固定換股價將債券轉換為固定數目之股本工具。可換股債券被視為複合工具，包含負債及權益部分。於發行日期，負債部分之公平值利用類似非換股債務之當前市場息率估計。發行可換股債券之所得款項與撥為負債部分（即持有人將債券轉換為本集團權益之內嵌選擇權）之公平值兩者之差額計入權益中之可換股債券儲備。負債部分以實際利率法按攤銷成本列為負債，直至可換股債券於獲轉換或贖回時對銷為止。

交易成本根據可換股債券發行當日之相關賬面值於可換股債券之負債及權益部分之間分配。有關權益部分之數額直接於權益中扣除。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

13. CONVERTIBLE BONDS (Continued)

On 9 October 2009, the Company and Tanrich Capital Limited (the “Placing Agent”) entered into the placing agreement in relation to placing of convertible bonds (“Placing Agreement”). Pursuant to the Placing Agreement, the Company issued the three-year 1% coupon convertible bonds (the “Convertible Bonds”) up to an aggregate principal amount of HK\$150 million. Based upon the initial conversion price of HK\$0.28 per conversion share, a total of 535,714,277 share (with an aggregate nominal value of approximately HK\$5,357,000) would fall to be allotted and issued upon the exercise of all the conversion rights attached to the Convertible Bonds.

The placing of the Convertible Bonds (the “First Tranche Bonds”) in the principal amount of HK\$60,000,000 under the Placing Agreement has been completed on 11 February 2010. Based on the conversion price of HK\$0.28, a maximum number of 214,285,710 conversion shares will be allotted and issued upon exercise of the conversion rights attached to the First Tranche Bonds in full.

13. 可換股債券 (續)

於二零零九年十月九日，本公司與敦沛融資有限公司（「配售代理」）就配售可換股債券訂立配售協議（「配售協議」）。根據配售協議，本公司發行本金總額最多為150,000,000港元之三年期一厘可換股債券（「可換股債券」）。根據初步換股價每股換股股份0.28港元計算，於可換股債券隨附之全部換股權獲行使後，將予配發及發行合共535,714,277股股份（總面值約為5,357,000港元）。

於二零一零年二月十一日，本公司完成根據配售協議配售本金額為60,000,000港元之可換股債券（「第一批債券」）。根據換股價0.28港元計算，於第一批債券隨附之換股權獲悉數行使後將會配發及發行最多214,285,710股換股股份。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

13. CONVERTIBLE BONDS (Continued)

The proceeds received from the issue of the Convertible Bonds have been split between the liability component and an equity component as follows:

13. 可換股債券 (續)

發行可換股債券之所得款項已按下列方式分為負債部分及權益部分：

		31 March 2010 二零一零年 三月三十一日 HK\$'000 千港元 (unaudited) (未經審核)
Nominal value of Convertible Bonds	可換股債券面值	60,000
Transaction cost related to liability component	與負債部分相關之交易成本	(1,521)
Equity component	權益部分	(9,286)
Liability component at the date of issue	於發行日期之負債部分	49,193
Interest charged	已扣除之利息	518
Liability component at 31 March 2010	於二零一零年三月三十一日之 負債部分	49,711
Equity component at the date of issue	於發行日期之權益部分	9,286
Transaction cost related to equity component	與權益部分相關之交易成本	(279)
Equity component at 31 March 2010	於二零一零年三月三十一日之 權益部分	9,007

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

14. SHARE CAPITAL

14. 股本

		31 March	30 September
		2010	2009
		二零一零年	二零零九年
		三月三十一日	九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
	Note	(unaudited)	(audited)
	附註	(未經審核)	(經審核)
Authorised:	法定：		
10,000,000,000 (At	10,000,000,000股		
30 September 2009:	(於二零零九年		
2,000,000,000) ordinary	九月三十日：		
shares of HK\$0.01 each	2,000,000,000股)		
	每股面值0.01港元		
	之普通股	(a) 100,000	20,000
Issued and fully paid:	已發行及繳足：		
1,441,338,580 (At 30	1,441,338,580股		
September 2009:	(於二零零九年		
1,239,503,580) ordinary	九月三十日：		
shares of HK\$0.01 each	1,239,503,580		
	股)每股面值		
	0.01港元之		
	普通股	14,413	12,395

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

14. SHARE CAPITAL (Continued)

A summary of the movements in the issued share capital of the Company is as follows:

14. 股本（續）

本公司已發行股本之變動概述如下：

		Number of shares issued 已發行 股份數目	Nominal value of shares issued 已發行 股份面值
	Note 附註	'000 千股	HK\$'000 千港元
At 1 October 2008, 30 September 2009 and 1 October 2009	於二零零八年 十月一日、 二零零九年 九月三十日及 二零零九年 十月一日	1,239,504	12,395
Issued of shares in exercise of share options	因行使購股權 而發行股份 (b)	201,835	2,018
At 31 March 2010	於二零一零年 三月三十一日	1,441,339	14,413

Note:

附註：

(a) On 18 November 2009, the shareholders approved at the Company's extraordinary general meeting to increase the authorised share capital from HK\$20,000,000 (divided into 2,000,000,000 ordinary shares of HK\$0.01 each) to HK\$100,000,000 (divided into 10,000,000,000 ordinary shares of HK\$0.01 each).

(a) 於二零零九年十一月十八日，股東於本公司之股東特別大會上批准將法定股本由20,000,000港元（分為2,000,000,000股每股面值0.01港元之普通股）增加至100,000,000港元（分為10,000,000,000股每股面值0.01港元之普通股）。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

14. SHARE CAPITAL (Continued)

(b) During the period ended 31 March 2010, 201,835,000 ordinary shares of HK\$0.01 each were issued in relation to share options exercised under the 2002 share option scheme of the Company at the exercise price of HK\$0.49714, HK\$0.125 and HK\$0.52 respectively for a total cash consideration of HK\$70,214,000. The excess of the subscription consideration received over the nominal values issued, amounted to HK\$68,196,000, was credited to the share premium account.

15. WARRANTS

On 21 January 2010, the Company and the Placing Agent entered into the placing agreement pursuant to which the Placing Agent agreed to place, on a best effort basis, up to 247,900,000 warrants (the "Warrants"). The issue price per warrant is HK\$0.01 and the subscription price is HK\$0.385. Upon the exercise of the subscription rights attaching to the Warrants in full, a maximum of 247,900,000 new shares will be issued and allotted.

14. 股本 (續)

(b) 截至二零一零年三月三十一日止期間內，201,835,000股每股面值0.01港元之普通股因根據本公司二零零二年購股權計劃分別按行使價0.49714港元、0.125港元及0.52港元行使購股權而獲發行，總現金代價為70,214,000港元。已收認購代價超出已發行面值之差額為68,196,000港元，已計入股份溢價賬。

15. 認股權證

於二零一零年一月二十一日，本公司與配售代理訂立配售協議，據此，配售代理同意按竭誠基準配售最多247,900,000份認股權證（「認股權證」）。每份認股權證之發行價為0.01港元，而認購價則為0.385港元。於認股權證隨附之認購權獲悉數行使後將會發行及配發最多247,900,000股新股。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

15. WARRANTS (Continued)

The Warrants were placed on 17 March 2010 and the subscription period is from the date of issue of the Warrants to the expiry of the second anniversary of the issue of the Warrants. The proceeds from the placing of the Warrants were HK\$2,149,000, net of issuance expenses. During the six months ended 31 March 2010, no warrant was exercised.

16. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 31 March 2010 (At 30 September 2009: Nil).

17. COMMITMENTS

The Group had the following commitments:

15. 認股權證 (續)

認股權證已於二零一零年三月十七日獲配售，認購期由認股權證發行日期起至發行認股權證滿兩週年止屆滿。於扣除發行開支後，配售認股權證之所得款項為2,149,000港元。截至二零一零年三月三十一日止六個月內並無認股權證獲行使。

16. 或然負債

於二零一零年三月三十一日，本集團並無任何重大或然負債（於二零零九年九月三十日：無）。

17. 承擔

本集團之承擔如下：

		31 March 2010	30 September 2009
		二零一零年 三月三十一日	二零零九年 九月三十日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Contracted but not provided for:	已訂約但未撥備：		
Construction of buildings	樓宇建築	6,107	5,899
Purchase of plant and machinery	購買廠房及機器	14,880	29,237
Purchase of a parcel of land	購買一幅土地	13,714	13,714
		34,701	48,850

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

18. EVENTS AFTER THE REPORTING PERIOD

- (i) The placing of the Convertible Bonds (the “Last Tranche Bonds”) in the principal amount of HK\$90,000,000 under the Placing Agreement was completed on 20 April 2010. Based on the conversion price of HK\$0.28, a maximum number of 321,428,567 conversion shares will be allotted and issued upon exercise of the conversion rights attached to the Last Tranche Bonds in full.
- (ii) On 21 April 2010, the Company entered into the memorandum of understanding with a vendor, an independent third party, in relation to the proposed acquisition of the entire registered capital in a company (the “Target Company”). The Target Company is incorporated in the British Virgin Islands and is principally engaged in investment holding and is expected to hold 67.5% effective interest in a gold mine in Liaoning Province of the PRC. The consideration of the acquisition will be RMB400 million. Further details are set out in the Company’s announcement dated 21 April 2010.

18. 報告期後事項

- (i) 於二零一零年四月二十日，本公司完成根據配售協議配售本金額為90,000,000港元之可換股債券（「最後一批債券」）。根據換股價0.28港元計算，於最後一批債券隨附之換股權獲悉數行使後將會配發及發行最多321,428,567股換股股份。
- (ii) 於二零一零年四月二十一日，本公司與一名屬獨立第三方之賣家訂立有關建議收購一間公司（「目標公司」）全部註冊資本之諒解備忘錄。目標公司於英屬處女群島註冊成立，主要業務為投資控股，並預期持有中國遼寧省一個金礦之67.5%實際權益。收購事項之代價將為人民幣400,000,000元。其他詳情載於本公司日期為二零一零年四月二十一日之公佈。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

簡明財務報表附註

For the six months ended 31 March 2010

截至二零一零年三月三十一日止六個月

18. EVENTS AFTER THE REPORTING PERIOD (Continued)

(iii) On 27 May 2010, the Company obtained the consent from the lenders of syndicated loan to repay the entire amount of syndicated loan outstanding in the sum of HK\$96 million by two payments of HK\$48 million each on 30 June 2010 and 30 July 2010 respectively.

19. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 18 June 2010.

18. 報告期後事項 (續)

(iii) 於二零一零年五月二十七日，本公司獲銀團貸款借款人同意，分別於二零一零年六月三十日及二零一零年七月三十日分兩期每期48,000,000港元全數償還為數96,000,000港元之未償還銀團貸款。

19. 批准財務報表

董事會已於二零一零年六月十八日批准及授權刊發本財務報表。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

For the Period, the Group's turnover increased by 11.5% as compared to the corresponding period last year to approximately HK\$362.6 million (2009: HK\$325.1 million), gross profit increased slightly by 0.9% as compared to the corresponding period last year to approximately HK\$87.9 million (2009: HK\$87.1 million), and gross profit margin was approximately 24.2%. During the Period, profit attributable to equity shareholders decreased by 73.3% as compared to the corresponding period last year to approximately HK\$31.3 million (2009: HK\$117.5 million). This was primarily due to an extraordinary gain of HK\$70.6 million, the termination of an interest rate swap contract (the "Extraordinary Gain"), recorded in the corresponding period last year. During the Period, the Group recorded HK\$20.6 million as non-cash expenses due to the issuance of share options. Excluding the Extraordinary Gain and non-cash expenses arising from the issuance of share options for both periods, profit attributable to equity shareholders slightly decreased by 0.6% as compared to the corresponding period last year to HK\$52.0 million (2009: HK\$52.3 million).

財務回顧

於本期間，本集團營業額較去年同期增加11.5%至約362,600,000港元（二零零九年：325,100,000港元），毛利較去年同期微增0.9%至約87,900,000港元（二零零九年：87,100,000港元），而毛利率則約為24.2%。於本期間，權益持有人應佔溢利較去年同期減少73.3%至約31,300,000港元（二零零九年：117,500,000港元）。此乃主要由於去年同期因終止息率掉期合約而錄得非經常性收益70,600,000港元（「非經常性收益」）。於本期間，本集團因發行購股權而錄得非現金支出20,600,000港元。如不計算上述兩段期間之非經常性收益及因發行購股權而產生之非現金支出，權益持有人應佔溢利較去年同期微減0.6%至52,000,000港元（二零零九年：52,300,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

During the Period, the global economy gradually recovered, while the business environment of China's textile industry continuously improved, which enhanced revenue arising from the Group's fabric processing service, fabric production and sales by 4.4% to approximately HK\$321.4 million. Revenue from yarn spinning service increased significantly by 138.6% to approximately HK\$41.2 million.

During the Period, benefiting from vibrant economic development and the policy of expanding domestic demand introduced by the PRC Government, the Chinese market maintained strong growth momentum. Leveraging upon the Group's strong customer base in China and flexible marketing strategies, the Group not only improved its domestic market share, but also maintained stable average selling prices of its products in the highly competitive textile market, so as to enhance the steady development of its overall business.

業務回顧

於本期間，全球經濟逐步復甦，而中國紡織業之營商環境亦持續改善，令本集團布料加工服務與布料製造及銷售之收入提升4.4%至約321,400,000港元。紡紗服務之收入大幅增加138.6%至約41,200,000港元。

於本期間，受惠於經濟蓬勃發展及中國政府推出之擴大內需政策，中國市場維持強勁增長動力。本集團憑藉其於中國之雄厚客戶基礎及靈活多變之市場推廣策略，不僅令其於當地之市場份額提升，同時亦令其產品之平均售價於競爭激烈之紡織品市場中維持穩定，進而令其整體業務平穩發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

With regard to exports, with the official establishment of the ASEAN-China Free Trade Area on 1 January 2010, the tariffs for more than 7,000 goods between China and ASEAN members including yarn spinning, fabrics and textile products were reduced to zero, directly driving the satisfactory growth of the Chinese textile products export industry. During the Period, with the recovery of demand for textile products, the Group's turnover continued to achieve steady growth, increasing by 11.5% to approximately HK\$362.6 million as compared to the corresponding period last year. Other exporting markets, e.g. Australia and North America, also benefited from the strong recovery momentum, which enhanced the development of the Group's exports business.

In addition, during the Period, Lingfeng Dyeing & Weaving Co., Ltd, a wholly-owned subsidiary of the Group, has completed installation of production machinery and equipment in the newly established building, and conducted trial production. It is expected to be fully operational in the second half of 2010, and will enhance the Group's annual fabric processing capacity.

出口方面，中國東盟自由貿易區於二零一零年一月一日正式成立，中國與東盟成員國之間超過7,000種商品（包括紡紗、布料及紡織產品）實施零關稅，直接推動中國紡織品出口業，取得令人滿意之增長。於本期間，紡織品之需求復甦，本集團之營業額繼續取得平穩增長，較去年同期增加11.5%至約362,600,000港元。澳洲及北美等其他出口市場亦因復甦動力強勁而受惠，促進本集團出口業務發展。

此外，於本期間，本集團之全資附屬公司石獅市凌峰漂染織造有限公司已於新建大樓內完成裝配生產機器及設備，並已投入試產。預期於二零一零年下半年全線運作，將可令本集團布料加工之年產能力提升。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS PROSPECTS

Although the global economy has recovered from its lowest point, the macro-business environment still has various factors of uncertainty, among which the rising raw materials cost for textile products and the internationally intensifying trade protectionism will bring about significant challenges to the future development of China's textiles industry.

In the future, the Group will dedicate efforts to the domestic market in order to steadily develop its current business, as well as proactively implement a long-term business diversification strategy, so as to enhance its revenue sources and profitability.

The newly established premises in Jiangxi cover approximately 530,000 square meters. The first phase has available building area of 45,000 square meters, the preliminary construction and equipment installation have been roughly completed, and sewage treatment facilities have been installed. It is expected to be put into production in July 2010 with the annual output amounting to 12,000 tons for the purpose of blanket production.

業務展望

儘管全球經濟已走出谷底，宏觀營商環境仍然面對各種不明朗因素，當中紡織品之原材料成本不斷上升，以及國際間貿易保護主義日益加劇，將對中國紡織業之未來發展造成重大挑戰。

日後，本集團將致力於國內市場，穩步發展其現有業務，並會積極落實業務多元化長遠策略，冀能增加收入來源及提升盈利能力。

江西之新建物業佔地約530,000平方米。第一期之可建面積達45,000平方米，初期工程及設備裝配已大致完成，污水處理設施亦已裝設。預期將於二零一零年七月投產，年產出達12,000噸，作生產毛毯用途。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

On 21 April 2010, the Group signed a memorandum of understanding in relation to the proposed acquisition of 67.5% equity interest in a gold mine in Liaoning Province, China.

Subsequently, on 6 May 2010, the Group signed a second memorandum of understanding in relation to the proposed acquisition of 60% equity interest in another gold mine located in China. However, due to the recent significant change in the global securities market, the Board is of the view that it is not the appropriate time to continue the negotiation of the formal agreement for the second proposed acquisition. On 10 June 2010, the Company and the vendor entered into a termination agreement and mutually agreed to terminate the second memorandum of understanding, which shall become null and void and without any further effect.

The Board believes that the Group's diversification strategy should be carried out in a prudent manner. As such, termination of the second memorandum of understanding not only alleviates excessive burden on the Group's financial resources, but will still allow it to continue pursuing diversification opportunities in order to bring maximized returns to the shareholders of the Company.

於二零一零年四月二十一日，本集團就建議收購中國遼寧省一座金礦67.5%股權簽署諒解備忘錄。

其後，於二零一零年五月六日，本集團就建議收購中國另一金礦之60%股權簽署第二份諒解備忘錄。然而，鑑於環球證券市場近期大幅波動，董事會認為時不宜繼續磋商第二項建議收購事項之正式協議。於二零一零年六月十日，本公司與賣方訂立終止協議，以相互協定終止第二份諒解備忘錄，而第二份諒解備忘錄隨之無效，且再無任何其他效力。

董事會相信，本集團應審慎履行多元化業務之策略。因此，終止第二份諒解備忘錄不單減輕本集團財務資源之過度負擔，並使本集團有能力繼續把握將業務分散之機遇，以期為本公司股東帶來最大回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY AND FINANCIAL RESOURCES

At 31 March 2010, the Group had current assets of approximately HK\$758.6 million (30 September 2009: HK\$607.6 million) and current liabilities of approximately HK\$381.2 million (30 September 2009: HK\$369.1 million). The current ratio (calculated as current assets to current liabilities) increased from 1.65 as at 30 September 2009 to 1.99 as at 31 March 2010. The gearing ratio (calculated as the total bank borrowings to total shareholders' equity) had dropped from 0.14 as at 30 September 2009 to 0.10 as at 31 March 2010. These ratios were at reasonably adequate levels as at 31 March 2010 while the Group had sufficient resources in meeting its short-term and long-term obligations.

流動資金及財務資源

於二零一零年三月三十一日，本集團之流動資產約為758,600,000港元（二零零九年九月三十日：607,600,000港元），流動負債約為381,200,000港元（二零零九年九月三十日：369,100,000港元）。流動比率（按流動資產對流動負債計算）由二零零九年九月三十日之1.65增加至二零一零年三月三十一日之1.99。資本負債比率（按銀行借貸總額對股東權益總額計算）由二零零九年九月三十日之0.14下降至二零一零年三月三十一日之0.10。於二零一零年三月三十一日，有關比率乃屬合理充足水平，而本集團備有足夠資源應付其短期及長期責任。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group principally met its funding requirements by cash flows from operations. The net cash inflow from operating activities was approximately HK\$88.8 million during the Period. Total bank borrowings decreased around 18.6% to approximately HK\$147.0 million (30 September 2009: HK\$180.5 million) which was mostly in nature of loan repayment. At 31 March 2010, the Group had total bank borrowings of approximately HK\$147.0 million, of which approximately HK\$116.5 million was repayable within one year and approximately HK\$30.5 million was repayable more than one year. All bank borrowings was subject to floating interest rates. The Group's bank borrowings were primarily denominated in Renminbi ("RMB") and Hong Kong dollars ("HKD"). For the Group's total bank borrowings as at 31 March 2010, 34.8% of the balance was denominated in RMB and 65.2% of the balance was denominated in HKD. There are no seasonal adjustments with respect to the Group's borrowings.

At 31 March 2010, the Group's bank borrowings were secured by (i) certain buildings of the Group; (ii) corporate guarantees given by the subsidiaries of the Company; and (iii) charges over the equity of the subsidiaries of the Company.

本集團主要以經營業務之現金流量應付其資金需要。於本期間，經營業務現金流入淨額約為88,800,000港元。銀行借貸總額下降約18.6%至約147,000,000港元（二零零九年九月三十日：180,500,000港元），主要為償還貸款款項。於二零一零年三月三十一日，本集團之銀行借貸總額約為147,000,000港元，其中約116,500,000港元須於一年內償還，約30,500,000港元則須於一年後償還。銀行借貸全以浮動息率計算。本集團之銀行借貸主要以人民幣及港元列值。至於本集團於二零一零年三月三十一日之銀行借貸總額，其中34.8%之結餘乃以人民幣列值，而65.2%之結餘則以港元列值。本集團之借貸並無季節性調整。

於二零一零年三月三十一日，本集團之銀行借貸以(i)本集團若干樓宇；(ii)本公司附屬公司提供之公司擔保；及(iii)本公司附屬公司權益之押記作抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CAPITAL STRUCTURE

The total number of issued share capital of the Company as at 31 March 2010 was 1,441,338,580 shares.

FOREIGN EXCHANGE EXPOSURE

Most assets, liabilities and transactions of the Group are denominated in RMB and HKD, except overseas sales which are denominated in United States dollars ("USD"). In view of the currency peg between HKD and USD and a relatively strong RMB at HK\$1.00 equal to RMB0.88 (as at 31 March 2010), the fluctuations of foreign currencies did not have a significant impact on the performance of the Group.

CAPITAL EXPENDITURES AND MATERIAL ACQUISITION

During the Period, the total capital expenditure of the Group for the expansion of various plants and erection of new buildings was approximately HK\$39.6 million.

CHARGES ON ASSETS

The Group's bank borrowings are secured by certain buildings of the Group with a total carrying value of approximately HK\$43.0 million at 31 March 2010 (30 September 2009: HK\$34.4 million which were secured by prepaid land lease payments and investment properties of the Group), corporate guarantees given by subsidiaries of the Company and charges over the equity of the subsidiaries of the Company.

股本架構

本公司於二零一零年三月三十一日之已發行股本總數為1,441,338,580股股份。

外匯風險

本集團大部分資產、負債及交易均以人民幣及港元列值，惟海外銷售則以美元列值。鑒於港元與美元掛鈎，而人民幣相對強勁（1.00港元兌人民幣0.88元（於二零一零年三月三十一日）），外幣波動對本集團之表現並無重大影響。

資本開支及重大收購

於本期間，本集團之資本開支總額約為39,600,000港元，用於擴充各間廠房及興建新樓宇。

資產抵押

於二零一零年三月三十一日，本集團以其若干樓宇之總賬面值約43,000,000港元（二零零九年九月三十日：以本集團之預付土地租賃款項及投資物業約34,400,000港元作抵押），本公司附屬公司提供之公司擔保及本公司附屬公司之權益押記，為其銀行借貸作抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 March 2010 (30 September 2009: Nil).

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group did not have material acquisition or disposal of subsidiaries and associated companies during the Period.

EMPLOYMENT INFORMATION

At 31 March 2010, the Group had a total of 2,257 (2009: 2,361) employees in Hong Kong, Macau and the PRC. The Group's emoluments policies are based on the performance of individual employees and on the basis of the salary trends in various regions, and are reviewed periodically.

For the Period, the total staff costs including directors' emoluments amounted to approximately HK\$52.7 million (2009: HK\$34.0 million). The Company maintains a share option scheme for the purpose of providing incentives and rewards to the eligible participants for their contributions to the Group.

或然負債

於二零一零年三月三十一日，本集團並無任何重大或然負債（二零零九年九月三十日：無）。

附屬公司及聯營公司之重大收購或出售

於本期間，本集團並無進行附屬公司及聯營公司重大收購或出售。

僱員資料

於二零一零年三月三十一日，本集團於香港、澳門及中國共有2,257名（二零零九年：2,361名）僱員。本集團根據個別僱員之表現及有關地區之薪酬趨勢制定薪酬政策，並作定期檢討。

於本期間，員工成本總額（包括董事酬金）約為52,700,000港元（二零零九年：34,000,000港元）。本公司設立購股權計劃，旨在鼓勵及回饋對本集團有所貢獻之合資格參與者。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

INTERIM DIVIDEND

The Board has resolved not to pay an interim dividend for the Period (2009: HK\$Nil).

中期股息

董事會已議決並不派付本期間之中期股息（二零零九年：零港元）。

CONVERTIBLE BONDS

An extraordinary general meeting (the “EGM”) was held on Wednesday, 18 November 2009 for the purpose of considering and approving the ordinary resolutions of the Company, details of which are stated as follows:

可換股債券

於二零零九年十一月十八日（星期三）曾舉行一次股東特別大會（「股東特別大會」），以考慮及批准本公司普通決議案，詳情列載如下：

- (i) the conditional placing agreement dated 9 October 2009 (the “Placing Agreement”) entered into between the Company and Tanrich Capital Limited (the “Placing Agent”) pursuant to which the Placing Agent agreed to place, on a best effort basis, the three-year 1% coupon convertible bonds (the “Convertible Bonds”) in an aggregate principal amount of up to HK\$150 million (a copy of the Placing Agreement has been tabled at the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder were approved, confirmed and ratified;
- (i) 批准、確認及追認本公司與敦沛融資有限公司（「配售代理」）於二零零九年十月九日訂立之有條件配售協議（「配售協議」），據此，配售代理同意按竭誠基準配售三年期一厘可換股債券（「可換股債券」），本金總額最多為150,000,000港元（註有「A」字樣之配售協議副本已提呈股東特別大會，並經股東特別大會主席簡簽以資識別）及其項下擬進行之交易；

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

- (ii) the creation and issue of the Convertible Bonds pursuant to the terms of the Placing Agreement were generally and unconditionally approved in all respects and further that the directors of the Company were hereby authorized to issue the Convertible Bonds pursuant to the terms of the Placing Agreement;
 - (iii) the directors were granted a specific mandate to exercise powers of the Company to allot and issue such number of new shares (the “Conversion Shares”) in the capital of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds subject to the terms of the Placing Agreement; the specific mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the directors prior to the passing of this resolution; and
- (ii) 在所有方面一般及無條件批准根據配售協議之條款增設及發行可換股債券，並進一步授權本公司董事根據配售協議之條款發行可換股債券；
 - (iii) 授予董事特定授權以行使本公司權力，在配售協議之條款規限下，配發及發行可換股債券隨附之換股權獲得行使後可能須予配發及發行本公司股本中有關數目之新股（「換股股份」）；特定授權乃為補充，而不會損害或撤銷於本決議案獲通過前已授予或可能不時授予董事之任何一般或特定授權；及

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

- (iv) any one director (or if execution under the common seal of the Company is required, any two directors or any one director and the secretary) was authorized to sign, deal, execute, perfect, deliver all such documents and to do all such things and acts as he may in his discretion consider necessary, expedient or desirable to give effect to or in connection with the Placing Agreement, issue of the Convertible Bonds, issue of the Conversion Shares and the transactions contemplated under the Placing Agreement.
- (iv) 授權任何一名董事（或倘簽立時須加蓋本公司之公司印章，則為任何兩名董事或任何一名董事及秘書）簽署、處理、簽立、完成、交付其可能酌情認為對使配售協議、發行可換股債券、發行換股股份及配售協議項下擬進行之交易生效屬必須、合適或適宜，或與配售協議、發行可換股債券、發行換股股份及配售協議項下擬進行之交易有關之所有文件，及作出一切有關事宜及行動。

On 11 February 2010 and 20 April 2010, the Convertible Bonds have been subscribed for cash and issued to the subscribers with the amount of HK\$60 million and HK\$90 million respectively.

於二零一零年二月十一日及二零一零年四月二十日，可換股債券已獲認購人以現金認購，並已發行予認購人，涉及之款項分別為60,000,000港元及90,000,000港元。

WARRANTS

In the event the subscription rights attaching to the warrants are exercised, the placing of the warrants represents a good opportunity to raise capital for the Company while broadening the shareholder base and capital base of the Company.

認股權證

倘認股權證隨附之認購權獲行使，配售認股權證為本公司集資以及擴大大公司股東基礎及資本基礎之良機。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Upon the exercise of the subscription rights attaching to the warrants in full, a maximum of 247,900,000 new shares (with an aggregate nominal value of HK\$2,479,000 of the new shares) will be issued and allotted.

The subscription price per new share will be HK\$0.385 (subject to adjustment). The subscription price and the issue price per warrant (in aggregate) are HK\$0.395. The subscription price is subject to adjustment for subdivision or consolidation of shares. The Company will publish an announcement upon any adjustment to the subscription price. The subscription price was determined after arm's length negotiations between the Company and the Placing Agent, after considering the Group's existing financial position, liquidity of the shares in the market and number of new shares.

On 17 March 2010, the condition for the placing of the warrants under the placing agreement was fulfilled and the placing of the warrants has been completed. The warrant holders has the right to exercise the warrants within 2 years from the date of the issue of warrants.

於認股權證隨附之認購權獲悉數行使後，將予發行及配發最多247,900,000股新股（新股之面值合共為2,479,000港元）。

每股新股之認購價為0.385港元（可予調整）。每份認股權證之認購價及發行價合計為0.395港元。認購價可就股份分拆或合併而予以調整。認購價如有任何調整，本公司將刊發公佈。認購價乃經本公司與配售代理於公平磋商後釐定，並已考慮本集團之現有財務狀況、股份於市場之流通性及新股數目。

於二零一零年三月十七日，根據配售協議配售認股權證之條件已經達成，而配售認股權證亦已完成。認股權證持有人有權於發行認股權證日期起計兩年內行使認股權證。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

CHANGE OF NAME OF THE SUBSIDIARIES

In order to reflect the business of the subsidiaries, in December 2009, the names of two subsidiaries of the Company have been changed as follows:

更改附屬公司名稱

於二零零九年十二月，本集團旗下兩間附屬公司因應業務需要而更改名稱如下：

Before

更改前名稱

After

更改後名稱

Winplus International Limited

Huafeng Strategies Investment Limited
華豐策略投資有限公司

Huafeng MVB Company Limited

Huafeng Resources Investment Limited
華豐資源投資有限公司

Increased of Authorized Share Capital

The authorized share capital of the Company was increased from HK\$20,000,000 (divided into 2,000,000,000 ordinary shares of HK\$0.01 each) to HK\$100,000,000 (divided into 10,000,000,000 shares of HK\$0.01 each) by the creation of 8,000,000,000 new shares of HK\$0.01 each of the Company, and that each such new shares, upon issue, shall rank pari passu in all respects with the existing shares of the Company.

增加法定股本

本公司法定股本由20,000,000港元（分為2,000,000,000股每股面值0.01港元之普通股），透過增加8,000,000,000股每股面值0.01港元之本公司新股，增加至100,000,000港元（分為10,000,000,000股每股面值0.01港元之股份），而每股該等新股於發行時於所有方面與本公司現有股份具同等地位。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

DUAL LISTING

On 28 December 2006, the Company made a pre-application to the Korea Exchange (the “KRX”) for the establishment of the Korea Depository Receipts Programme (the “KDR”) on the KRX and the Company applied to the relevant authorities for the listing of not more than 300 million new shares (equivalent to 6 million KDRs) under the KDR, by way of public offering in KRX on 16 February 2007. The offering was approved by the Financial Supervisory Service of Korea on 9 November 2007. Subsequently the Company was successfully dual listing in both Hong Kong and Korea on 26 November 2007. For further details, please refer to the Company’s announcements dated 27 December 2006, 16 February 2007, 27 June 2007, 23 October 2007 and 9 November 2007 together with the Company’s circular dated 28 February 2007. On 8 March 2010, the disclosure agent in Korea was changed from Hanul Disclosure Services Co., Ltd to Value C&I Consulting Co., Ltd.

兩地上市

於二零零六年十二月二十八日，本公司就於韓國證券交易所（「韓交所」）設立韓國預託證券計劃（「韓國預託證券」）向韓交所遞交預審申請書，而本公司於二零零七年二月十六日向有關當局申請於韓交所以公開發售韓國預託證券之方式，將上限不超過300,000,000股新股（相等於6,000,000份韓國預託證券）上市。該項發售已於二零零七年十一月九日獲韓國金融監督局批准。因此，本公司繼於香港上市後，成功於二零零七年十一月二十六日在韓國上市。有關進一步詳情，請參閱本公司日期為二零零六年十二月二十七日、二零零七年二月十六日、二零零七年六月二十七日、二零零七年十月二十三日及二零零七年十一月九日之公佈，以及本公司日期為二零零七年二月二十八日之通函。於二零一零年三月八日，於韓國之披露代理人已由Hanul Disclosure Services Co., Ltd改為Value C&I Consulting Co., Ltd.。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

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

As at 31 March 2010, the interests and short positions of the directors and chief executives of the Company or their respective associates 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 (Cap. 571, Laws of Hong Kong) (the “SFO”) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to 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 as recorded in the register of interests required to be maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company or the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

董事及行政總裁於股份、相關股份及債權證之權益及淡倉

於二零一零年三月三十一日，本公司董事及行政總裁或彼等各自之聯繫人於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有依據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉）；或記錄於本公司依據證券及期貨條例第352條須存置之權益登記冊之權益及淡倉；或依據聯交所證券上市規則（「上市規則」）附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司或聯交所之權益及淡倉如下：

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Long positions

好倉

Ordinary Shares of HK\$0.01 each of the Company

本公司每股面值0.01港元之普通股

Name of director	Capacity	Type of interest	Number of shares held	Approximate percentage of shareholding in the Company
董事姓名	身份	權益類型	所持股份數目	於本公司之概約持股百分比
Mr. Cai Zhenrong 蔡振榮先生	Beneficial owner 實益擁有人	Personal 個人	463,041,000	32.13%
Mr. Cai Zhenyao 蔡振耀先生	Beneficial owner 實益擁有人	Personal 個人	58,472,000 (Note 1) (附註1)	4.06%
Mr. Cai Zhenying 蔡振英先生	Beneficial owner 實益擁有人	Personal 個人	13,220,000 (Note 2) (附註2)	0.92%
Mr. Cai Yangbo 蔡揚波先生	Beneficial owner 實益擁有人	Personal 個人	14,270,000	0.99%
Mr. Choi Wing Toon 蔡永團先生	Beneficial owner 實益擁有人	Personal 個人	2,000,000 (Note 2) (附註2)	0.14%
Mr. Lawrence Gonzaga Lawrence Gonzaga先生	Beneficial owner 實益擁有人	Personal 個人	1,200,000	0.08%

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Name of director	Capacity	Type of interest	Number of shares held	Approximate percentage of shareholding in the Company 於本公司之概約持股百分比
董事姓名	身份	權益類型	所持股份數目	概約持股百分比
Ms. Choy So Yuk, JP 蔡素玉女士，太平紳士	Beneficial owner 實益擁有人	Personal 個人	1,200,000 (Note 2) (附註2)	0.08%
Mr. Wong Siu Hong 黃兆康先生	Beneficial owner 實益擁有人	Personal 個人	1,200,000 (Note 2) (附註2)	0.08%

Notes:

附註：

- | | | | |
|----|---|----|--|
| 1: | These shares include 13,220,000 shares which are the share options granted to Mr. Cai Zhenyao under the share option scheme adopted by the Company on 30 August 2002 (the "Share Option Scheme"). | 1: | 該等股份包括13,220,000股股份，乃根據本公司於二零零二年八月三十日採納之購股權計劃（「購股權計劃」）授予蔡振耀先生之購股權。 |
| 2: | These shares are the share options granted to the directors of the Company by the Company under the Share Option Scheme. | 2: | 該等股份乃本公司根據購股權計劃授予本公司董事之購股權。 |

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Save as disclosed above, as at 31 March 2010, none of the directors and chief executives of the Company or their respective associates had any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to 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 as recorded in the register of interests required to be maintained pursuant to Section 352 of the SFO, or as otherwise to be notified to the Company or the Stock Exchange pursuant to the Model Code in the Listing Rules.

除上文所披露者外，於二零一零年三月三十一日，本公司董事及行政總裁或彼等各自之聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有依據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉）；或記錄於本公司依據證券及期貨條例第352條須存置之權益登記冊之權益或淡倉；或依據上市規則標準守則須知會本公司或聯交所之權益或淡倉。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

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

As at 31 March 2010, to the best knowledge of the directors of the Company, the following person (other than a director and chief executives of the Company) who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions

Ordinary Shares of HK\$0.01 each of the Company

主要股東於股份、相關股份及債權證之權益及淡倉

於二零一零年三月三十一日，據本公司董事所深知，以下人士（本公司董事及行政總裁除外）於本公司股份、相關股份及債權證擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露；或記錄於本公司根據證券及期貨條例第336條規定存置之權益登記冊之權益或淡倉：

好倉

本公司每股面值0.01港元之普通股

Name of shareholder	Capacity	Number of shares held	Approximate percentage of shareholding in the Company 於本公司之概約持股百分比
股東姓名	身份	持有股份數目	
Ms. Su Liyuan 蘇麗鴛女士	Interest of spouse 配偶權益 (Note) (附註)	463,041,000	32.13%

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Note: These 463,041,000 shares are held and beneficially owned by Mr. Cai Zhenrong, an executive director of the Company. Under the SFO, Ms. Su Liyuan, the wife of Mr. Cai Zhenrong, is deemed to be interested in these 463,041,000 shares.

Save as disclosed above, as at 31 March 2010, no person, other than the directors and chief executives of the Company whose interests are set out in the section “Directors’ and chief executives’ interests and short positions in shares, underlying shares and debentures” above, had any interest or short positions in the shares, underlying shares or debentures of the Company which are required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO.

附註：此等463,041,000股股份由本公司執行董事蔡振榮先生持有及實益擁有。根據證券及期貨條例，由於蘇麗鸞女士為蔡振榮先生之妻子，故被視為擁有此等463,041,000股股份之權益。

除上文所披露者外，於二零一零年三月三十一日，本公司董事及行政總裁（彼等之權益載於上文「董事及行政總裁於股份、相關股份及債權證之權益及淡倉」一節）以外之人士概無於本公司股份、相關股份或債權證擁有須根據證券及期貨條例第XV部第2及3分部條文知會本公司及聯交所；或記錄於本公司根據證券及期貨條例第336條規定存置之權益登記冊之權益或淡倉。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the headings “Directors’ and chief executives’ interests and short positions in shares, underlying shares and debentures” and “Share Option Scheme”, at no time during the Period was the Company, its subsidiaries or any of its associated corporations (within the meaning of Part XV of the SFO) a party to any arrangements to enable the directors of the Company or their associates (as defined in the Listing Rules) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

The following table discloses details of the Company’s share options held by the directors and employees of the Group pursuant to the Share Option Scheme and movements in such holdings during the Period.

董事購買股份或債權證之權利

除「董事及行政總裁於股份、相關股份及債權證之權益及淡倉」以及「購股權計劃」兩節所披露者外，本公司、其附屬公司或其任何相聯法團（定義見證券及期貨條例第XV部）於本期間內概無訂立任何安排，以使本公司董事或彼等之聯繫人（定義見上市規則）可透過購入本公司或任何其他法人團體之股份或債權證而獲取利益。

購股權計劃

下表披露本集團各董事及僱員根據購股權計劃持有之本公司購股權詳情，以及該等購股權於本期間之變動。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Name or category of participant	Date of grant	Exercise Period	Exercise Price (HK\$)	Outstanding as at 1.10.2009	Number of share option 購股權數目			Outstanding as at 31.3.2010
					Granted during the Period	Lapsed during the Period	Exercised during the Period	
參與者姓名或類別	授出日期	行使期	行使價 (港元)	於二零零九年十月一日尚未行使	於本期間授出	於本期間失效	於本期間行使	於二零一零年三月三十一日尚未行使
Directors 董事								
Mr. Cai Zhenrong 蔡振榮先生	1.3.2010	1.3.2010-28.2.2015	0.52	-	9,615,000	-	(9,615,000)	-
Mr. Cai Zhenyao 蔡振耀先生	1.3.2010	1.3.2010-28.2.2015	0.52	-	13,220,000	-	-	13,220,000
Mr. Cai Zhenying 蔡振英先生	1.3.2010	1.3.2010-28.2.2015	0.52	-	13,220,000	-	-	13,220,000
Mr. Cai Yangbo 蔡揚波先生	1.3.2010	1.3.2010-28.2.2015	0.52	-	13,220,000	-	(13,220,000)	-
Mr. Choi Wing Toon 蔡永團先生	1.3.2010	1.3.2010-28.2.2015	0.52	-	2,000,000	-	-	2,000,000
Mr. Lawrence Gonzaga Lawrence Gonzaga先生	1.3.2010	1.3.2010-28.2.2015	0.52	-	1,200,000	-	(1,200,000)	-
Ms. Choy So Yuk, JP 蔡素玉女士太平紳士	1.3.2010	1.3.2010-28.2.2015	0.52	-	1,200,000	-	-	1,200,000
Mr. Wong Siu Hong 黃兆康先生	1.3.2010	1.3.2010-28.2.2015	0.52	-	1,200,000	-	-	1,200,000
Subtotal 小計				-	54,875,000	-	(24,035,000)	30,840,000

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Name or category of participant	Date of grant	Exercise Period	Exercise Price (HK\$)	Outstanding as at 1.10.2009 於二零零九年十月一日尚未行使	Number of share option 購股權數目			Outstanding as at 31.3.2010 於二零一零年三月三十一日尚未行使
					Granted during the Period 於本期間授出	Lapsed during the Period 於本期間失效	Exercised during the Period 於本期間行使	
Employees 僱員	23.3.2007	23.3.2007-22.3.2010	0.49714	92,400,000	-	-	(92,400,000)	-
Employees 僱員	5.12.2008	5.12.2008-4.12.2011	0.125	118,000,000	-	-	(82,600,000)	35,400,000
Employees 僱員	11.5.2009	11.5.2009-10.5.2014	0.255	123,920,000	-	-	-	123,920,000
Employees 僱員	1.3.2010	1.3.2010-28.2.2015	0.52	-	71,200,000	-	(2,800,000)	68,400,000
Total 總計				334,320,000	126,075,000	-	(201,835,000)	258,560,000

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

During the Period, 201,835,000 options were exercised under the Share Option Scheme.

於本期間，201,835,000份購股權已根據購股權計劃獲行使。

The weighted average closing price of the Company's shares immediately before the dates on which the share options were exercised was HK\$0.55.

本公司股份於緊接購股權獲行使日期前之加權平均收市價為0.55港元。

Details of the specific categories of options are as follows:

特定類別之購股權詳情如下：

Year 年份	Date of grant 授出日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
2007	23.3.2007	23.3.2007-22.3.2010	0.49714
2008	5.12.2008	5.12.2008-4.12.2011	0.125
2009	11.5.2009	11.5.2009-10.5.2014	0.255
2010	1.3.2010	1.3.2010-28.2.2015	0.52

If the options remain unexercised after the exercise period from the date of grant, the options will expire. Options are forfeited if the employee leaves the Group before the options vest.

倘購股權於授出日期起計之行使期後仍未行使，則購股權將會到期。倘僱員於購股權歸屬前離開本集團，則購股權將被收回。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

The closing price of the Company's share immediately before 1 March 2010, the date of grant of the 2010 options, was HK\$0.55. The fair value of the options granted during the Period, measured at the date of grant on 1 March 2010, was approximately HK\$20,620,000. The following significant assumptions were used to derive the fair value, using the Binomial Option Pricing Model. The inputs into the model were as follows:

緊接二零一零年三月一日（即二零一零年購股權授出日期）前，本公司股份之收市價為0.55港元。按二零一零年三月一日授出日期計量，於本期間內授出之購股權公平值約為20,620,000港元。計算公平值時，已使用下列重大假設及二項式期權定價模式。模式之輸入數值如下：

Weighted average share price	HK\$0.52
加權平均股價	0.52港元
Weighted average exercise price	HK\$0.52
加權平均行使價	0.52港元
Expected volatility	55% and 77%
預期波幅	55厘及77厘
Expected life	0.083 years and 2.5 years
預計年期	0.083年及2.5年
Risk free rate	0.06% and 0.755%
無風險利率	0.06厘及0.755厘
Expected dividend yield	2.8%
預計股息率	2.8厘

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous 0.083 years and 2.5 years of the share option issued in current period. The expected life used in the model has been adjusted, based on the Group's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The variables and assumptions used in estimating the fair value of the share options are based on the Company's director's best estimate. Changes in subjective input assumptions can materially affect the fair value estimate.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and be adjusted for the effect of non market-based vesting conditions. Details of the accounting policy for equity-settled shared-based payment transactions are set out in the Group's financial statements for the year ended 30 September 2009.

預計波幅以本公司就本期間發行之購股權於過去0.083年及2.5年之歷史股價波幅運算而釐定。於該模式所採用之預計年期基於本集團之最佳估計，在考慮不可轉讓、行使限制及行為因素之影響下作出調整。

估計購股權公平值時使用之變數及假設乃以本公司董事之最佳估計為依據。主觀輸入假設之變動可對公平值估計構成重大影響。

於以股權結算並以股份支付款項之授出日期釐定之公平值，會於歸屬期內根據本集團對最終將會歸屬之估計股份數目，按直線法攤銷，並就非市場歸屬條件之影響作出調整。以股權結算並以股份支付之交易之會計政策詳情載於本集團截至二零零九年九月三十日止年度之財務報表內。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司概無於本期間購買、出售或贖回本公司任何上市證券。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct regarding securities transactions by the directors of the Company. Having made specific enquiry by the Company, all directors of the Company have confirmed their compliance with the required standard set out in the Model Code during the Period.

董事進行證券交易之標準守則

本公司已採納標準守則作為本公司規管本公司董事進行證券交易之行為守則。本公司全體董事經本公司作出特定查詢後確認，彼等於本期間一直遵守標準守則所規定之準則。

CORPORATE GOVERNANCE

The Company has adopted most of the code provisions as stated in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Listing Rules and the Board is committed to complying with the CG Code to the extent that the directors consider it to be practical and applicable to the Company.

企業管治

本公司已採納上市規則附錄十四所載列企業管治常規守則（「企業管治守則」）之大部分守則條文。董事會承諾，在董事認為切實可行及適用於本公司之情況下，遵從企業管治守則行事。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

The corporate governance principles of the Company emphasize an effective Board, sound internal control, appropriate independence policy, and transparency and accountability to the shareholders of the Company. The Board will continue to monitor and revise the Company's governance policies in order to ensure that such policies may meet the general rules and standards required by the Listing Rules. The Company had complied with the CG Code throughout the Period with the following deviation:

Code Provision A.2.1

Up to the date of this report, no individual was appointed as chief executive officer of the Company. The role of the chief executive officer has been performed collectively by all the executive directors, including the chairman of the Company. The Board considers that this arrangement allows contributions from all executive directors with different expertise and is beneficial to the continuity of the Company's policies and strategies and the interest of the shareholders of the Company as a whole.

本公司企業管治原則着重有效之董事會、良好之內部監控及恰當之獨立政策，並為本公司股東提供透明度及問責制度。董事會將繼續監察及修訂本公司之管治政策，以確保此等政策達到上市規則規定之一般規則及標準。於本期間，本公司一直遵守企業管治守則，惟有下列偏離：

守則條文第A.2.1條

截至本報告日期，並無任何人士獲委任為本公司行政總裁。行政總裁之職責由全體執行董事（包括本公司主席）共同履行。董事會認為，此項安排可讓具備不同專業知識之全體執行董事作出貢獻，且對維持本公司政策和策略之持續性及本公司股東之整體利益有利。

DISCLOSURE OF ADDITIONAL INFORMATION

附加資料披露

AUDIT COMMITTEE

The Company has established the Audit Committee in accordance with the requirements of the CG Code for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal control. The Audit Committee comprises three independent non-executive directors. The interim results for the Period are unaudited, but have been reviewed and approved by the Audit Committee, and reviewed by RSM Nelson Wheeler, the auditor of the Company. During the Period, a regular meeting of the Audit Committee has been held.

審核委員會

本公司根據企業管治守則之規定設有審核委員會，其職責為對本集團之財務報告程序及內部監控進行審閱及提供監督。該審核委員會由三名獨立非執行董事組成。本期間之中期業績未經審核，惟已由審核委員會審閱及批准，並經由本公司核數師中瑞岳華（香港）會計師事務所作出審閱。於本期間，審核委員會已舉行一次定期會議。

On behalf of the Board

Cai Zhenrong

Chairman

Hong Kong, 18 June 2010

代表董事會

主席

蔡振榮

香港，二零一零年六月十八日

