

INTERIM REPORT 2010



FUTURE BRIGHT

HOLDINGS LIMITED 佳景集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 703)



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CORPORATE INFORMATION



BOARD OF DIRECTORS

Mr. Chan See Kit, Johnny (*Chairman*)
Mr. Chan Chak Mo (*Managing Director*)
Mr. Lai King Hung (*Deputy Chairman*)
Ms. Leong In Ian
Mr. Cheung Hon Kit *
Mr. Yu Kam Yuen, Lincoln *
Mr. Chan Shek Wah *
Mr. Chan Pak Cheong Afonso *

* *Independent non-executive director*

AUDIT COMMITTEE

Mr. Cheung Hon Kit
Mr. Chan Shek Wah
Mr. Chan Pak Cheong Afonso

REMUNERATION COMMITTEE

Mr. Cheung Hon Kit
Mr. Chan Shek Wah
Mr. Chan Pak Cheong Afonso

COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Mr. Leung Hon Fai

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1409, West Tower
Shun Tak Centre
200 Connaught Road Central
Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants

PRINCIPAL BANKER

Bank of China
Industrial and Commercial Bank of China (Macau) Limited
The Hongkong and Shanghai Banking Corporation Limited

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

PRINCIPAL REGISTRAR AND AGENT IN BERMUDA

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

LEGAL ADVISER

as to Hong Kong Law:
Lu Lai & Li solicitors

as to Bermuda Law:
Conyers Dill & Pearman

as to Mainland China Law:
Wang Jing & Co.

as to Macau Law:
Goncalves Pereira, Rato, Ling, Vong & Cunha-Advogados

WEBSITE

www.fb.com.hk

STOCK CODE

703 (ordinary shares)

FINANCIAL HIGHLIGHTS



	Six months ended 30 June		Change %
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	
Turnover	159,497	96,010	66.1
Profit before interests, tax expenses, depreciation and amortisation	34,999	13,887	152.0
Profit attributable to owners of the Company	13,142	2,572	411.0
Basic earnings per share	2.85 HK cents	0.56 HK cents	408.9
	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000	
Total assets	294,823	245,371	20.2
Net assets	150,424	136,954	9.8
Net assets per share	32.59 HK cents	29.67 HK cents	9.8
Gearing ratio	59.2%	37.1%	59.6

CHAIRMAN'S STATEMENT



The board of directors (“Directors”) of Future Bright Holdings Limited (“Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (“Group”) for the six months ended 30 June 2010 (“Period”) together with the unaudited comparative figures for the corresponding period in 2009.

The year of 2009 was the remarkable new chapter of the Group attaining a satisfactory audited net profit since 2003 and firmly establishing the Group as one of the leading restaurant operators providing high quality and diversified foods in Macau. The Period witnessed a continuous turnaround of the Group with increases in turnover of 66% to HK\$159.4 million, compared to those of the corresponding period in 2009. During the Period, the global economy was still volatile, but the economy of Macau, being the principal place of the Group’s operations, enjoyed good increases in tourist visitors and spending. And the Group’s expanding food and beverage operations mainly in Macau have captured such booming tourist visitors and spending. The Group achieved during the Period an increase of over 152% in its net profit before tax, interest and depreciation and minority interests to some HK\$34.9 million, with an overall net profit attributable to its shareholders of some HK\$13.1 million and HK\$0.0285 earnings per share.

OPERATIONS REVIEW

Food and Beverage Business

During the Period, our food and catering business contributed all the turnover of HK\$159.4 million to the Group, benefiting a lot from the increases in tourist visitors and spending in Macau, although it was operating under high operating costs. With its expanded chain of restaurants and experienced management team, the Group was able to provide a wide range of high quality foods with many restaurants at various prime locations. The high growth in its turnover during the Period led to a much higher net profit margin with a strong positive net cash flow to the Group, compared to those of the last corresponding period. During the Period, the Group opened 2 more restaurants at L’Arc Hotel, Macau, One Central, one food court counter at Venetian Hotel, Macau with another 8 counters at the food court at City of Dreams in July 2010. Today, the Group has a strong management team and staff of 645 people in Macau and owns 18 restaurants and 9 food court counters with total 82,264 sq. ft. at good locations in Macau: 9 Japanese restaurants, 3 café/lounge stores, 4 Chinese food restaurants, 1 Italian restaurant, 1 Portuguese restaurant, 1 Taiwanese food court counter and 8 multi-cuisine food court counters. Our management expects that another new Japanese restaurant will be opened at Sands Hotel, Macau and a coffee shop will be opened in Grand Hyatt Hotel, Macau before the end of 2010. A Japanese restaurant with a total of 20,715 sq.ft. gross floor area and a coffee shop of 2,174 sq.ft. gross floor area should be opened in Guangzhou by the end of 2010.

Carnival and Amusement Park Business

The Group’s carnival amusement park business during the Period continued to be subject to keen competition and high labor costs, while it generated to the Group no turnover but a loss with net liabilities of HK\$1,210,000 attributable to the nature amusement park as at 30 June 2010. There was no progress in obtaining the building and other governmental approvals for further development of the nature amusement park in Panyu, although the lease of the land of the nature park still had a term of 16 years outstanding. Without further development, the nature amusement park continued operating at a loss. And the high operating costs and adverse operating competitive environment has made any further investment in developing the nature amusement park quite risky and not worthwhile.

CHAIRMAN'S STATEMENT



OPERATIONS REVIEW – Continued

Carnival and Amusement Park Business – Continued

To reduce further losses, the Group has agreed to dispose to an independent party in May 2010 of a major part of its amusement rides at the cash consideration of approximately HK\$9.77 million. Completion of such disposal would be subject to such amusement rides to be properly set up at the carnival site with all the relevant approvals from the local authorities and after that, with a warrant period of 180 days. Our management has always taken the view that as the Group's nature amusement park operations were unlikely to have a positive contribution without a huge risky further capital investment, it would be in the interest of the Group to dispose of all its interests in the nature amusement park in Panyu and, eventually, its remaining amusement rides. At such, on 25 August 2010, the Group disposed of its 80% owned subsidiary company that owns all the interests of the Group in the nature amusement park, to its 20% shareholder at a nominal value, further details of which are set out below in the event after the reporting period section of this interim report. And such disposal of the Group's interests in the nature amusement park would relieve the Group any further liabilities of rental payments and expenses relating to such nature amusement park.

Our management would continue to dispose of the Group's remaining amusement rides. And for the time being, the Group would stay away from the carnival and amusement park business until good opportunities arise and its operations environments improve significantly.

OUTLOOK

The global economy remains volatile and the aftermath of the global financial crisis in 2008 is still lingering on with great concern on the possible coming of double dips in economic recession. But the economies of Mainland China, Hong Kong and Macau are positive with steady GDP growth. Our management is confident on the economic prospects of its places of operations: Macau and Mainland China, in 2010 especially of Macau which possesses strong attributes, resilience and great potentials with its dynamic gaming and tourism markets. Our management is continuing to cautiously expand the Group's food and beverage business in terms of food range and number of restaurants, in Macau and Guangzhou to further enhance its economies of scale and efficiency with a good steady cash flow to the Group. The Directors and management are aware of the challenges ahead including relatively high global food and energy prices, keen competition and the unstable global economy. While our management is attending to the challenges ahead, they would look for ways to enlarge the Group's income base so as to benefit the Group.

CHAN SEE KIT, JOHNNY

Chairman

Hong Kong

25 August 2010

MANAGEMENT DISCUSSION AND ANALYSIS



The board of directors (“Directors”) of Future Bright Holdings Limited (“Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (“Group”) for the six months ended 30 June 2010 (“Period”) together with the unaudited comparative figures for the corresponding period in 2009.

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2010 (For the six months ended 30 June 2009: Nil).

FINANCIAL REVIEW

The turnover of the Group for the Period was approximately HK\$159.4 million, representing an increase of 66.0 % as compared to the same period of last year of HK\$96 million. The increase in turnover was attributable to the Group’s expanded restaurant operations in Macau. The profit before income tax expense for the Period was approximately HK\$24.5 million, representing an increase of 2.4 times as compared to the same period of last year of HK\$7.2 million. The profit attributable to shareholders of the Company for the Period was some HK\$13.1 million, representing an increase of 403.8% as compared to the same period of last year of HK\$2.6 million. Such increase was mainly attributable to the increase in turnover and gross profit.

OPERATIONS REVIEW

The Group’s sales from food and beverage business generated some HK\$159.4 million during the Period, an increase of 66% as compared to the same period of last year of HK\$96 million. There was no income from the Group’s carnival amusement business as compared to the same period of last year of HK\$125,000 during the Period. Further details of the Group’s operations review are set out in the Chairman statement above.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated resources and banking facilities provided by its bankers. The Group generates strong cash flows from its operations.

As at 30 June 2010, the Group had net current assets of HK\$2.0 million (as at 31 December 2009: HK\$14.3 million), while its cash and bank balances amounted to HK\$63.9 million (as at 31 December 2009: HK\$65.0 million), of which HK\$8.5 million (as at 31 December 2009: HK\$7.3 million) has been pledged to a bank in respect of the guarantee given in lieu of paying rental deposit.

As at 30 June 2010, the Group had an interest-bearing loan of HK\$36.1 million (as at 31 December 2009: HK\$18.7 million) which was a bank loan, unsecured and interest bearing at the prime rate in Macau less 1.25% per annum and repayable by 60 equal instalments from May 2008. The bank loan contains a covenant that the controlling shareholder, Mr. Chan Chak Mo, must hold direct equity interest of not less than 30% of the Company. The Group’s borrowings are made in Hong Kong dollars.

As at 30 June 2010, the Group’s gearing ratio represented by the Group’s net debt to the Group’s total equity was about 59% (as at 31 December 2009: 37%).



MANAGEMENT DISCUSSION AND ANALYSIS

MATERIAL LITIGATION

As at 30 June 2010, the Group had not been involved in any material litigation or arbitration (as at 31 December 2009: Nil).

CHARGES ON GROUP ASSETS

As at 30 June 2010, the Group, save as disclosed in the section of "Liquidity and Financial Resources", did not have any charges on assets (as at 31 December 2009: Nil).

CONTINGENT LIABILITIES

As at 30 June 2010, the Group did not have any contingent liabilities (as at 31 December 2009: Nil).

CURRENCY EXPOSURE

As at 30 June 2010, the Group did not have any outstanding hedging instrument. The Group would continue to monitor closely its foreign currency exposure and requirements and to arrange for hedging facilities when necessary.

EMPLOYEES

As at 30 June 2010, the Group employed a total of 659 full time staff in Hong Kong, Macau and China. The remuneration policy of the employees of the Group is set up by the remuneration committee on the basis of their merit, qualifications and competence, while the detailed remuneration packages for the employees are determined by the management based on their performance.

MANAGEMENT DISCUSSION AND ANALYSIS



DIRECTORS' INTERESTS AND LONG/SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 June 2010, the interests and short positions of the Directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Hong Kong Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"), were as follows:

Long positions

Ordinary shares of HK\$0.1 each of the Company

Name of director	Capacity	Number of ordinary shares held	Percentage of issued share capital of the Company
Mr. Chan Chak Mo ("Mr. Chan")	Beneficial owner (Note a)	285,346,622	61.82%
Mr. Yu Kam Yuen, Lincoln	Beneficial owner	280,200	0.06%

Note a: These shares represent approximately 61.82% of the issued share capital of the Company, out of which 53.72% are held by Mr. Chan; 6.67% are held by Puregain Assets Limited, a company beneficially wholly-owned by Mr. Chan; and the balance of 1.43% are held by Cash Smart Enterprises Limited, a company that is 50% beneficially equally owned by Mr. Chan and an independent party.

Save as disclosed herein, none of the Directors nor their associates had any interests or short positions in any shares or underlying shares of the Company or any of its associated corporations as at 30 June 2010.

MANAGEMENT DISCUSSION AND ANALYSIS



SHARE OPTIONS

Pursuant to the share option scheme adopted by the Company on 13 June 2002, the Company may grant options to the directors, non-executive directors, suppliers of goods and services, customers, advisors and consultants, shareholders of the Company or any of its subsidiaries for the primary purpose of providing incentives to them, to subscribe for shares in the Company with the payment of HK\$1 per offer. The total number of shares in respect of which options may be granted shall not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any individual in any one year shall not exceed 1% of the issued share capital of the Company. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's issued share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders. The exercise price of the share option will be determined at the higher of the average of closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options; the closing price of the shares on the Stock Exchange on the date of grant; and the nominal value of the shares. The share options are exercisable for a period not later than 10 years from the date of grant.

The following table discloses movements in the Company's employee share options during the year:

	Option type	Outstanding at beginning of period	Expired during period	Exercise Price HK\$	Outstanding at end of period	Exercisable period
Directors	2007	13,848,072	13,848,072	0.482	–	21 May 2008-31 May 2010
Employees	2007	27,696,144	27,696,144	0.482	–	21 May 2008-31 May 2010
Total		41,544,216	41,544,216		–	

The closing price of the Company's employee shares immediately before 21 November, 2007, being the date of grant of the options, was HK\$0.48, and all the outstanding employee share options (which were granted on 21 November, 2007) lapsed on 31 May, 2010.

During the six months ended 30 June 2010, no share options were granted.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2010, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that other than the interests disclosed above in respect of certain directors, the Company has not been notified of any other relevant interests or long/short positions in the issued share capital of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS



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

During the six months ended 30 June 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The audit committee of the Company consists of three independent non-executive directors, Mr. Cheung Hon Kit, Mr. Chan Shek Wah and Mr. Chan Pak Cheong Afonso. The audit committee has reviewed with the management the accounting principles as well as critical accounting estimates and assumptions. The audit committee has also discussed with the external auditors on their audit plan and key audit areas. The condensed consolidated financial statements and the interim results announcement of the Group for the six months ended 30 June 2010 has been reviewed by the audit committee before submission to the Board for adoption.

CORPORATE GOVERNANCE

The Company has complied throughout the Period with the Code on Corporate Governance Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange.

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the Rules Governing the Listing of Securities of the Stock Exchange (the "Model Code"). Having made specific enquiry with them, all directors confirmed that they have complied with the standard set out in Model Code and the code of conduct regarding securities transactions by directors adopted by the Company.

On behalf of the Board
Chan Chak Mo
Managing Director

Hong Kong, 25 August 2010

As at the date hereof, the members of the board of directors of the Company comprise (i) Mr. Chan Chak Mo, the Managing Director, (ii) Mr. Chan See Kit, Johnny, the Chairman and executive Director, (iii) Mr. Lai King Hung, the deputy Chairman and executive Director, (iv) Ms. Leong In lan, the executive Director and (v) Mr. Cheung Hon Kit, Mr. Yu Kam Yuen, Lincoln, Mr. Chan Shek Wah and Mr. Chan Pak Cheong Afonso, the independent non-executive Directors.

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION



Tel: +852 2541 5041
Fax: +852 2815 2239
www.bdo.com.hk

電話：+852 2541 5041
傳真：+852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

香港干諾道中111號
永安中心25樓

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

TO THE BOARD OF DIRECTORS OF FUTURE BRIGHT HOLDINGS LIMITED

(佳景集團有限公司)

(incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 13 to 28 which comprise the condensed consolidated statement of financial position of Future Bright Holdings Limited as of 30 June 2010 and the related 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 certain explanatory notes. The Main Board Listing 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 Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public 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 Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION



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 Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

BDO Limited

Certified Public Accountants

Lee Ka Leung, Daniel

Practising Certificate Number P01220

Hong Kong, 25 August 2010

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2010



		Six months ended 30 June	
		2010	2009
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
Turnover	3	159,497	96,010
Cost of goods sold		(49,495)	(31,267)
Direct operating expenses		(55,515)	(39,898)
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Gross profit		54,487	24,845
Other income and gains		6,359	5,927
Administrative expenses		(32,663)	(23,193)
Share of loss of a jointly controlled entity		(3,268)	–
Finance costs		(444)	(338)
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Profit before income tax expense		24,471	7,241
Income tax expense	6	(3,001)	(995)
<hr/>			
Profit and total comprehensive income for the period		21,470	6,246
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Profit and total comprehensive income attributable to:			
Owners of the Company		13,142	2,572
Non-controlling interests		8,328	3,674
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		21,470	6,246
<hr/>			
Earnings per share			
– Basic (HK cents per share)	8	2.85	0.56
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– Diluted (HK cents per share)	8	2.85	0.56
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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2010



		30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
	Notes		
Non-current assets			
Property, plant and equipment	9	84,765	61,158
Investment property		–	4,030
Goodwill	17	81,781	61,781
Intangible asset		8,500	9,000
Interest in a jointly controlled entity		10,200	13,468
Total non-current assets		185,246	149,437
Current assets			
Inventories		10,830	5,882
Trade and other receivables	10	21,484	14,362
Financial assets		13,409	10,737
Pledged bank deposits		8,547	7,300
Cash and cash equivalents		55,307	57,653
Total current assets		109,577	95,934
Total assets		294,823	245,371
Current liabilities			
Trade and other payables	11	68,544	49,336
Amount due to a jointly controlled entity		5,249	5,886
Current tax liabilities		24,626	21,351
Bank loan	12	9,202	5,042
Total current liabilities		107,621	81,615
Net current assets		1,956	14,319
Total assets less current liabilities		187,202	163,756

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2010



		30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
	Notes		
Non-current liabilities			
Long term payables		4,000	4,000
Bank loan	12	26,858	13,684
Amounts due to non-controlling interests of subsidiaries		5,920	9,118
		<hr/>	<hr/>
Total non-current liabilities		36,778	26,802
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Total liabilities		144,399	108,417
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TOTAL NET ASSETS		150,424	136,954
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Capital and reserves attributable to owners of the Company			
Share capital	13	46,160	46,160
Reserves		103,809	90,667
		<hr/>	<hr/>
Equity attributable to owners of the Company		149,969	136,827
Non-controlling interests		455	127
		<hr/>	<hr/>
TOTAL EQUITY		150,424	136,954
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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2010



	Share capital	Share premium	Special reserve (Note 3)	Capital reserve (Note 4)	Employee share-based compensation reserve	Foreign exchange reserve	(Accumulated losses)/ Retained Profits	Equity attributable to owners of the Company	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2010 (audited)	46,160	175,249	34,800	1,342	8,057	274	(129,055)	136,827	127	136,954
Total comprehensive income for the period	-	-	-	-	-	-	13,142	13,142	8,328	21,470
Capital reduction (Note 1)	-	(175,249)	176,559	(1,310)	-	-	-	-	-	-
Elimination of accumulated losses (Note 1)	-	-	(176,559)	-	-	-	176,559	-	-	-
Transfer of employee share-based payment (Note 2)	-	-	-	-	(8,057)	-	8,057	-	-	-
Dividend paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	-	(8,000)	(8,000)
At 30 June 2010 (unaudited)	46,160	-	34,800	32	-	274	68,703	149,969	455	150,424

Note 1: On 31 May 2010, the Company passed two resolutions at the special general meeting in respect of the capital reduction. Such resolutions approved the cancellation of the entire sum standing to the credit of the share premium account and the capital reserve account of the Company and the transfer of the credit arising therefrom to the special reserve account of the Company. The credit arising from the capital reduction in the special reserve account of the Company was applied towards the elimination of the entire accumulated losses of the Company.

Note 2: All of the Group's share options expired in May 2010. Therefore, the whole amount in the employee share-based compensation reserve were released to retained earnings of the Group.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2010



	Share capital	Share premium	Special reserve (Note 3)	Capital reserve (Note 4)	Employee share-based compensation reserve	Foreign exchange reserve	Accumulated losses	Equity attributable to owners of the Company	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2009 (audited)	46,160	175,249	34,800	1,342	8,057	274	(146,924)	118,958	(2,235)	116,723
Total comprehensive income for the period	-	-	-	-	-	-	2,572	2,572	3,674	6,246
Dividend paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	-	(4,921)	(4,921)
Capital injection in subsidiaries by non-controlling interests	-	-	-	-	-	-	-	-	5	5
At 30 June 2009 (unaudited)	46,160	175,249	34,800	1,342	8,057	274	(144,352)	121,530	(3,477)	118,053

Note 3: The special reserve of the Group represents the difference between the nominal amount of the shares issued by the Company and the aggregate amount of the share capital and share premium of subsidiaries acquired pursuant to the group reorganisation in preparation for the listing of the Company's shares on The Stock Exchange of Hong Kong Limited in 2002.

Note 4: The capital reserve represents the contribution by the owners of the Company.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Net cash from operating activities	53,617	18,602
Net cash used in investing activities	(61,655)	(35,094)
Net cash from/(used) in financing activities	5,692	(4,246)
Net decrease in cash and cash equivalents	(2,346)	(20,738)
Cash and cash equivalents at 1 January	57,653	63,400
Cash and cash equivalents at 30 June	55,307	42,662
Analysis of the balances of cash and cash equivalents		
Bank balances and cash	55,307	42,662



NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

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

The accounting policies of computation used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2009 except as those explained below.

The Group has applied for the first time the following relevant revised standards, amendment and interpretations (“new/revised HKFRSs”) issued by HKICPA which are effective for the current period.

HKFRSs (Amendments)	Improvements to HKFRSs 2009
Amendments to HKFRS 2	Share-based Payment – Group Cash-settled Share-based Payment Transactions
HKAS 27 (Revised)	Consolidated and Separate Financial Statements
HKFRS 3 (Revised)	Business Combinations
HK(IFRIC) – Interpretation 17	Distributions of Non-cash Assets to Owners

The revised HKAS 27 requires changes in parent’s interest in subsidiaries that do not result in changes of control to be accounted for within equity, with no goodwill or gain from bargain purchase is recognised. The revised HKAS 27 renames “minority interests” as “non-controlling interests” and requires an entity to attribute the share of profit or loss to non-controlling interest even if it results in the non-controlling interests having a deficit balance.

The revised HKFRS 3 introduces a number of changes in the accounting for business combinations occurring after 1 January 2010. Changes affect the valuation of non-controlling interest, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs and future reported results.

The changes in HKFRS 3 and HKAS 27 were applied prospectively and had no material impact on earnings per share. The adoption of other new/revised HKFRSs did not have an impact on the Group’s financial position and performance.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



2. PRINCIPAL ACCOUNTING POLICIES – Continued

The Group has not early applied the following revised standards, amendments and interpretations that have been issued, potentially relevant to the Group, but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs 2010 ¹
HK(IFRIC) – Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments ¹
HKAS 24 (Revised)	Related Party Disclosures ²
HKFRS 9	Financial Instruments ³

¹ Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate

² Effective for annual periods beginning on or after 1 January 2011

³ Effective for annual periods beginning on or after 1 January 2013

Having assessed the impact of these revised standards, amendments and interpretations on the Group's financial statements, the Directors have so far concluded that the application of these standards, amendments or interpretations would have no material impact on the results and the financial position of the Group.

3. TURNOVER

Turnover and revenue recognised by category are as follows:–

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Sales of food and beverage	159,497	95,885
Income from operation of carnival amusement park	–	125
	159,497	96,010

4. SEGMENT INFORMATION

For the six months ended 30 June 2010, the Group had one reportable segment in operation of food and beverage business.

For the six months ended 30 June 2009, the Group had the following reportable segments:

Food and beverage – sales of food and beverage.

Carnival amusement park – sales of tickets and tokens.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



4. SEGMENT INFORMATION – Continued

The segment results for the six months ended 30 June 2009 were as follows:

	Food and beverage (Unaudited) HK\$'000	Carnival amusement park (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
Reportable segment revenue	95,885	125	96,010
Reportable segment profit			
Segment results	12,637	(5,058)	7,579
Unallocated finance costs			(338)
Profit before income tax expense			7,241
Net gain on financial assets at fair value through profit or loss	1,037	–	1,037
Interest income	184	–	184
Additions of property, plant and equipment	30,195	–	30,195
Depreciation of property, plant and equipment	4,724	1,084	5,808

5. DEPRECIATION

During the reporting period, depreciation charge of approximately HK\$9,584,000 (For the six months ended 30 June 2009: HK\$5,808,000) was recognised in respect of the Group's property, plant and equipment.

6. INCOME TAX EXPENSE

Six months ended 30 June

2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
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The amount of income tax expense in the condensed consolidated statement of comprehensive income represents:

Current tax – Macau Complementary Income Tax	3,001	995
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No provision for Hong Kong Profits Tax has been made as the Group has had no assessable profits for Hong Kong Profits Tax for the current and previous periods.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



6. INCOME TAX EXPENSE – Continued

Macau Complementary Income Tax is calculated at the progressive rate on the estimated assessable profits for the period. The maximum tax rate was 12% for the six months ended 30 June 2010 and 2009.

Mainland China Enterprise Income Tax (“EIT”) is calculated at rate of 25% (2009: 25%). No provision for EIT has been made as the Mainland China subsidiaries have had no assessable profits for EIT for the six months ended 30 June 2010 and 2009.

7. DIVIDEND

The Directors do not recommend the payment of any interim dividend for the six months ended 30 June 2010 (For the six months ended 30 June 2009: Nil).

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

(a) Basic earnings per share

	Six months ended 30 June	
	2010 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000
Profit attributable to owners of the Company	13,142	2,572
	Number of shares	Number of shares
Weighted average number of ordinary shares for the purpose of basic earnings per share	461,602,422	461,602,422
Basic and diluted earnings per share (HK cents)	2.85	0.56

(b) Diluted earnings per share

The amount of diluted earnings per share is the same as basic earnings per share as there were no dilutive potential ordinary shares in existence during the six months ended 30 June 2010 and 2009.

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2010, the Group acquired items of property, plant and equipment at a total cost of HK\$28,495,000 (2009: HK\$39,266,000) and wrote off items of property, plant and equipment at a net book value of HK\$150,000 (2009: HK\$339,000).

The Group has also acquired items of property, plant and equipment through business combination at a total cost of HK\$816,000 (2009: HK\$453,000). In addition, the Group has reclassified its investment property to owner-occupied property under property, plant and equipment. The deemed cost of the property is HK\$4,030,000, which is equal to the fair value at the date of change in use.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



10. TRADE AND OTHER RECEIVABLES

	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Trade receivables	10,378	7,196
Other receivables and prepayments	11,106	7,166
	21,484	14,362

The Group's sales to customers are mainly on a cash basis. Trade and other receivables mainly represent the sales revenue collected by the operators on the Group's behalf where the restaurants of the Group are located. The credit terms granted to these operators are 30 days from the sales made.

The Group's other receivables and prepayments consist mainly rental deposits paid for the leased land and building.

The ageing analysis of trade receivables is as follows:

	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Within 90 days	10,184	7,130
91 to 365 days	194	66
	10,378	7,196

11. TRADE AND OTHER PAYABLES

	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Trade payables	17,505	14,661
Accruals	15,319	15,991
Construction and other payables	28,373	12,306
Deferred rental benefit	7,347	6,378
	68,544	49,336

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



11. TRADE AND OTHER PAYABLES – Continued

The ageing analysis of trade payables is as follows:

	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Within 90 days	17,353	14,318
91 to 180 days	107	269
181 to 365 days	25	54
More than 365 days	20	20
	17,505	14,661

12. BANK LOAN

At 30 June 2010, the Group has had an unsecured bank loan of approximately HK\$36,060,000 (31 December 2009: approximately HK\$18,726,000). The bank loan with a maximum facility of HK\$75 million carries a covenant that the controlling shareholder, Mr. Chan Chak Mo, has to hold direct interest not less than 30% on the Company. The bank loan bears interest at the prime rate in Macau less 1.25% per annum for the six months ended 30 June 2010 and for the year ended 31 December 2009.

13. SHARE CAPITAL

	Number of shares		Total value	
	30 June 2010 (Unaudited) '000	31 December 2009 (Audited) '000	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Authorised:				
At the beginning and at the end of period/year				
Ordinary shares of HK\$0.1 each	1,000,000	1,000,000	100,000	100,000
Issued and fully paid:				
At the beginning and at the end of period/year				
Ordinary shares of HK\$0.1 each	461,602	461,602	46,160	46,160

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



NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010

14. RELATED PARTY TRANSACTIONS

- (a) During the six months ended 30 June 2010, the Group paid laundry expenses of HK\$861,000 (For the six months ended 30 June 2009: HK\$672,000) to Future Bright Laundry Company Limited of which a director of the Company is a minority shareholder of such company.
- (b) During the six months ended 30 June 2010, the Group received management fee income of HK\$2,279,000 (For the six months ended 30 June 2009: HK\$2,176,000) on a reimbursement of sharing expense basis from several companies in which a director of the Company is also a director and a minority shareholder of such companies.
- (c) The director of the Company, Mr. Chan Chak Mo, has made a personal guarantee of HK\$6,800,000 (For the six months ended 30 June 2009: HK\$6,800,000) to obtain bank guarantee to the landlord in lieu of the rental deposits for the restaurants of the Group.
- (d) The bank loan with maximum facility of HK\$75 million carries a covenant that the director, Mr. Chan Chak Mo, has to hold the direct interest not less than 30% equity holding of the Company.
- (e) Compensation of key management personnel

The remuneration of the Directors and other members of key management personnel were as follows:

	Six months ended 30 June	
	2010	2009
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Basic salaries and allowance	6,210	5,154
Retirement scheme contributions	32	32
	6,242	5,186

- (f) Balances with related parties as at 30 June 2010 are set out in the statement of financial position of the condensed financial statements.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



15. OPERATING LEASE COMMITMENTS

Operating leases – lessor

The minimum rent receivables under non-cancellable operating leases are as follows:

	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Not later than one year	–	343
Within two to five years	–	235
	–	578

Operating leases – lessee

The Group has entered into operating leases on certain land and buildings. These leases have an average life of one to 20 years with renewal options included in the contracts. Future minimum lease payments under non-cancellable operating leases are as follows:

	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Not later than one year	32,961	28,849
Within two to five years	100,958	98,246
Over five years	39,798	35,134
	173,717	162,229

16. CAPITAL COMMITMENTS

	30 June 2010 (Unaudited) HK\$'000	31 December 2009 (Audited) HK\$'000
Contracted but not provided for the acquisition of property, plant and equipment	484	21,660

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FOR THE SIX MONTHS ENDED 30 JUNE 2010



17. ACQUISITION OF SUBSIDIARY

On 28 June 2010, the Group acquired 100% of the issued share capital of Nippon Gourmet Trading Company Limited (“Nippon Gourmet”) and shareholder’s loan of HK\$1,048,000 due by Nippon Gourmet to the vendor, for a total cash consideration of HK\$29,126,000. Nippon Gourmet is a company incorporated in Macau, principally engaged in the business of supply of imported Japanese seafood, meats, vegetables and fruits to hotels, clubs and restaurants in Macau.

The provisional fair value of identifiable assets and liabilities of Nippon Gourmet as at the date of the acquisition, purchase consideration and goodwill are as follows:

	(Unaudited) HK\$'000
Consideration paid	
Cash	29,126
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Provisional fair value of assets and liabilities acquired	
Property, plant and equipment	816
Inventories	2,295
Trade and other receivables	7,630
Cash and cash equivalents	1,184
Trade and other payables	(2,519)
Current tax liabilities	(280)
	9,126
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Goodwill	20,000

The initial accounting for the above acquisition has been determined provisionally, the Group is in the process of finalising the identification and measurement of underlying assets and liabilities of the acquired subsidiary. The Group expects to finalise the purchase price allocations by 31 December 2010. The fair value of trade and other receivables equals to their gross contractual amounts. The goodwill arising from the acquisition principally comprises the value of the established business, expected synergies that relate to the Group strategy in expansion of its restaurant chain in Macau and enable the Group’s operations to enjoy a higher level of economies of scale and efficiency. The recognised goodwill is not expected to be deductible for the income tax purpose.

Since the acquisition date, Nippon Gourmet has made insignificant contribution to the Group’s revenue and profit. If the acquisition had occurred on 1 January 2010, the Group’s turnover would have been increased by HK\$5,758,000; in the absence of related information, it is impracticable to disclose the effect on the Group’s profit.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2010



18. CONTINGENT LIABILITIES

At 30 June 2010, the Group did not have any contingent liabilities (31 December 2009: Nil).

19. EVENT AFTER THE REPORTING PERIOD

On 25 August 2010, the Group sold to San Tai San Import and Export International Company Limited (“Purchaser”) all its 80% equity interest of Roy Development Limited (“Roy Development”) at the Consideration of HK\$8. Roy Development was owned as to 80% by the Group and the remaining 20% by the Purchaser. Roy Development currently owns the lease of the land of a nature amusement park in Panyu, Mainland China and the management of such nature amusement park through another company in Mainland China. The lease still has 16 more years to run.

Based on its 2009 annual report and 2010 interim report result for 6 months ended 30 June 2010, Roy Development and its only subsidiary in Mainland China (together “Roy Group”) had net liabilities of approximately HK\$443,000 as at 31 December 2009 and HK\$1,210,000 as at 30 June 2010. And their losses (both before and after taxation and extraordinary items) were approximately HK\$683,000 and HK\$767,000 for the financial year of 2009 and for the Period respectively. The bulk of the Group’s revenue generated from such carnival amusement park business for the year of 2009 was derived from the renting out of its amusement rides, rather than from the operations of its nature amusement park. With the disposal, the Group disposed of all its interests in the nature amusement park in Panyu, Mainland China and Roy Group has ceased to be a part of the Group. And such disposal would relieve the Group any further liabilities of rental payments and expenses relating to such nature amusement park, and such disposal did not have any adverse financial effects to the Group.