INTERIM REPORT 2010/2011



INTERIM RESULTS

The board of directors of Winfair Investment Company Limited (the "company") is pleased to report the unaudited consolidated results of the company and its subsidiaries (the "group") for the six months ended 30 September 2010. The accounting information contained herein has been reviewed by the company's audit committee.

CONDENSED CONSOLIDATED INCOME STATEMENT

		Six mont	udited) ths ended otember
	Notes	2010 HK\$'000	2009 HK\$'000
Turnover	3	20,798	34,272
Cost of sales Carrying amount of trading securities sold		(11,237)	(15,615)
Gross profit		9,561	18,657
Other revenue	4	156	122
Other net income	4	1,837	15,397
Increase in fair value of investment propertie	S	24,118	17,860
Administrative and general expenses including depreciation of HK\$44,000 (2009: HK\$44,000)		(2,459)	(2,824)
Profit before taxation		33,213	49,212
Taxation	5	(5,711)	(3,730)
Profit after taxation attributable to the equity shareholders of the Company		27,502	45,482
Earnings per share (Basic and diluted)	6	69 HK cents	114 HK cents

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Six month	(Unaudited) Six months ended 30 September		
	2010 HK\$'000	2009 HK\$'000		
Profit for the period	27,502	45,482		
Other comprehensive income for the period				
Increase in fair value of available-for-sale financial assets	4,779	27,672		
Reclassification adjustment relating to disposal of available-for-sale financial assets	(375)	(4,136)		
	4,404	23,536		
Total comprehensive income, net of tax, for the period attributable to equity				
shareholders of the Company	31,906	69,018		

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2010

(Unaudited) As at 30 September 2010		(Restated) (Audited) As at		(Restated) (Audited) As at			
	Notes	30 Septer HK\$'000	mber 2010 HK\$'000	31 Marc HK\$'000	h 2010 HK\$'000	1 Apri HK\$'000	I 2009 HK\$'000
ASSETS							
Non-current assets Property, plant and equipment Investment properties Properties held for			2,298 259,830		2,338 185,230		2,421 143,300
or under development Available-for-sale financial assets – equity shares listed			9,900		9,900		9,100
in Hong Kong			98,755		96,255		67,644
			370,783		293,723		222,465
Current assets Trading securities – equity shares listed in Hong Kong Trade and other receivables	: 7	48,727 1,052		46,375 1.270		28,637 3.820	
Tax recoverable Cash and bank balances		16,291	66,070	66,604	114,249	50 59,611	92,118
Current liabilities Trade and other payables Tax payable Provision for long	8	4,006 1,315		7,035 1,987		3,775 1,818	
service payments	_	885	(6,206)	880	(9,902)	1,738	(7,331)
Net current assets			59,864		104,347		84,787
Total assets less current liabilities			430,647		398,070		307,252
Non-current liabilities Provision for long service payments Deferred taxation		466 20,266	(20,732)	466 15,595	(16,061)	466 9,213	(9,679)
NET ASSETS			409,915		382,009		297,573
CAPITAL AND RESERVES	3						
Share capital Reserves	9		40,000 369,915		40,000 342,009		40,000 257,573
			409,915		382,009		297,573

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	(Unaudited) Six months ended 30 September		
	2010 HK\$'000	2009 HK\$'000	
Net cash generated from operating activities	1,599	28,737	
Net cash used in investing activities	(42,912)	(14,498)	
Net cash used in financing activities	(4,000)	(4,000)	
Net (decrease)/increase in cash and cash equivalents	(45,313)	10,239	
Cash and cash equivalents at beginning of period	56,604	59,611	
Cash and cash equivalents at end of period	11,291	69,850	
Analysis of the balance of cash and cash equivalents			
Cash and bank balance on the condensed consolidated statement of financial position	16,291	89,850	
Time deposits with original maturities over 3 months	(5,000)	(20,000)	
Cash and cash equivalents in the condensed consolidated statement of cash flows	11,291	69,850	

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	(Unaudited) Attributable to equity shareholders of the Company					npany
	Notes	Share capital HK\$'000	Capital reserve HK\$'000	Fair value reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
As at 1 April 2009		40,000	251	12,667	244,655	297,573
Dividend paid	10	-	-	-	(4,000)	(4,000)
Total comprehensive income for the period		_	-	23,536	45,482	69,018
As at 30 September 2009		40,000	251	36,203	286,137	362,591
Dividend paid		-	-	-	(1,000)	(1,000)
Total comprehensive income for the period		-	-	(874)	21,256	20,382
Unclaimed dividend forfeited		-	-	-	36	36
As at 31 March 2010		40,000	251	35,329	306,429	382,009
Dividend paid	10	-	-	-	(4,000)	(4,000)
Total comprehensive income for the period		_	<u>.</u>	4,404	27,502	31,906
As at 30 September 2010		40,000	251	39,733	329,931	409,915

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2010

1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared under historical cost convention, as modified for the valuation of investment properties and share investments and in accordance with Hong Kong Accounting Standard 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 ("Listing Rules").

The accounting policies adopted for the preparation of these condensed consolidated interim financial statements are consistent with those set out in the group's annual financial statements for the year ended 31 March 2010. In the current interim period, the group has applied, for the first time, a number of new or revised standards, amendments and interpretations issued by the HKICPA, which are effective for the group's financial year beginning on 1 April 2010. Of these, the following developments are relevant to the group's interim financial statements:

Improvements to HKFRSs 2009 Improvements to HKFRSs 2009 Improvements to HKFRSs 2009 Amendment to HKAS 7 Statement of Cash Flows Amendment to HKAS 17 Leases Amendment to HKFRS 8 Operating Segments

Except for the effect on certain line items in the statement of financial position as described below, the adoption of the new and revised HKFRSs has had no material effect on the results and net assets of the group for the current or prior accounting periods.

Amendment to HKAS 17 Leases

In prior years, the group split the owner-occupied property into the land portion and building portion based on their fair value at inception and the leases of land and building were accounted for separately. The lease of land was accounted for as operating lease, with the up-front payment of lease premium amortised over the period of the lease and the unamortised lease premium classified as "leasehold land" in the statement of financial position.

Pursuant to the amendment to HKAS 17 "Leases", leasehold land is classified as a finance lease and stated at cost less accumulated depreciation if substantially all risks and reward of the leasehold land have been transferred to the group. As the directors consider that the present value of the minimum lease payments (i.e., the transaction price) of the land held by the group amounted to substantially all of the fair value of the land as if it were freehold, the leasehold land of the group has been classified as a finance lease. The amendment has been applied retrospectively to unexpired leases at the date of adoption of the amendment on the basis of information existing at the inception of the leasehold land as at 31 March 2010 of HK\$1,461,829 (1 April 2009: HK\$1,499,312) classified under property, plant and equipment on the consolidated statement of financial position.

1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Cont'd)

The group has not early applied the new or revised standards, amendments or interpretations that have been issued but are not yet effective. The directors of the company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the group.

2. SEGMENT INFORMATION

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

	Securities investment Six months ended 30 September		s ended Six months ended		Property development Six months ended 30 September		Consolidated total Six months ended 30 September	
	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000	2010 HK\$'000	2009 HK\$'000
Segment revenue	15,139	28,832	5,659	5,440	-	-	20,798	34,272
Segment results Gain on disposal of	3,301	12,557	4,356	3,907	35	10	7,692	16,474
available-for-sale financial assets Fair value gain on	652	5,834	-	-	-		652	5,834
trading securities	1,281	9,263	-	-	-	-	1,281	9,263
Increase in fair value of investment properties	-	-	24,118	17,860	-	-	24,118	17,860
Loss on disposal of investment properties	_	_	(66)	-	_	-	(66)	-
(Provision)/reversal of provision for impairment								
loss on property held for or under development	-	-	-	-	(30)	300	(30)	300
Results before interest, tax								
and corporate expenses	5,234	27,654	28,408	21,767	5	310	33,647	49,731
Interest income Unallocated corporate expenses							114 (548)	95 (614)
Profit before taxation Taxation							33,213 (5,711)	49,212 (3,730)
Profit after taxation							27,502	45,482

All the group's activities are carried out in Hong Kong.

The group does not allocate finance costs and other corporate expenses to individual reportable segments.

2. SEGMENT INFORMATION (Cont'd)

The analysis of group's segment assets is as follows:

	As at	As at
	30 September	31 March
	2010	2010
	HK\$'000	HK\$'000
Securities investment	148,748	143,261
Property leasing (note)	263,207	190,841
Property development	9,947	9,940
Corporate assets	14,951	63,930
	436,853	407,972

Note: During the period, the group completed the acquisitions of certain investment properties located at No. 60, No. 62 and No. 64 Ma Tau Chung Road, To Kwa Wan, Kowloon (so called "No. 60", "No. 62" and "No. 64") at total cost of HK\$70,482,000. Regarding the abeyance of the acquisition of one of the above properties (i.e. No. 64) pending the outcome of the law suit as mentioned in the note 30 "Events after the end of reporting period" to the Annual Report 2009/2010, the property acquisition was completed with due observance of the condition on disposal as stipulated in the injunction order on 28 September 2010.

3. TURNOVER

	Six months ended 30 September		
	2010	2009	
	HK\$'000	HK\$'000	
Sales of trading securities	11,869	24,487	
Gross rental income from investment properties	5,659	5,440	
Dividend income from listed investments			
- trading securities	998	1,280	
- available-for-sale financial assets	2,272	3,065	
	20,798	34,272	

4. OTHER REVENUE AND NET INCOME

	Six months ended 30 September		
	2010	2009	
	HK\$'000	HK\$'000	
Other revenue			
Bank interest income	114	95	
Sundry income	42	27	
	156	122	
Other net income			
Gain on disposal of available-for-sale financial assets	652	5,834	
Loss on disposal of investment properties	(66)		
Fair value gain on trading securities	1,281	9,263	
(Provision)/reversal of provision for impairment loss on			
properties held for or under development	(30)	300	
	1,837	15,397	

5. TAXATION

	Six months ended 30 September		
	2010		
	HK\$'000	HK\$'000	
Provision for Hong Kong profits tax for current period	(1,040)	(1,338)	
Deferred tax	(4,671)	(2,392)	
Total income tax	(5,711)	(3,730)	

Provision for Hong Kong profits tax is made at 16.5% (2009: 16.5%) on the estimated assessable profit for the period.

6. EARNINGS PER SHARE (BASIC AND DILUTED)

The calculation of basic earnings per share is based on the consolidated profit after taxation of HK\$27,502,000 (2009: HK\$45,482,000) and on 40,000,000 shares (2009: 40,000,000 shares) in issue during the period.

Diluted earnings per share equals to the basic earnings per share as the company had no dilutive potential financial instrument in issue during the period (2009: Nil).

7. TRADE AND OTHER RECEIVABLES

	As at	As at
	30 September	31 March
	2010	2010
	HK\$'000	HK\$'000
Rental receivables - within 3 months	349	338
Deposits and prepayments	309	524
Other receivables	394	408
		-
	1,052	1,270

8. TRADE AND OTHER PAYABLES

	As at	As at
	30 September	31 March
	2010	2010
	HK\$'000	HK\$'000
Rental deposits received	1,991	1,765
Deposit received	-	4,000
Receipts in advance	24	27
Unclaimed dividends	495	386
Accrued expenses	1,496	857
	4,006	7,035

9. SHARE CAPITAL

	As at 30 September 2010		As at 31 March 2010	
	No. of shares	Amount	No. of shares	Amount
		HK\$'000		HK\$'000
Authorized				
Ordinary shares of HK\$1 each	60,000,000	60,000	60,000,000	60,000
Issued and fully paid				
Ordinary shares of HK\$1 each	40,000,000	40,000	40,000,000	40,000

10. DIVIDEND

	Six mont	Six months ended 30 September		
	30 Sep			
	2010	2009		
	HK\$'000	HK\$'000		
Dividends attributable to the period -				
Final dividend at HK\$0.10 (2009: HK\$0.10)				
per ordinary share paid during the period	4,000	4,000		
Interim dividend at HK\$0.025 (2009: HK\$0.025)				
per ordinary share declared after the reporting				
period end (note)	1,000	1,000		
	5,000	5,000		

Note: The interim dividend declared after the reporting period end has not been recognised as a liability at the end of the reporting period.

INTERIM DIVIDEND

The board has resolved to pay an interim dividend of 2.5 HK cents per share (2009: 2.5 HK cents) totaling HK\$1,000,000 (2009: HK\$1,000,000). The dividend will be paid on or about 5 January 2011 to the shareholders whose names appear on the Register of Members of the company at the close of business on 24 December 2010.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the company will be closed from Monday, 20 December 2010 to Friday, 24 December 2010, both days inclusive. To qualify for the dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the company's Share Registrar, Computershare Hong Kong Investor Services Limited, 17 Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on Friday, 17 December 2010.

DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2010, the interests and short positions of the directors of the company in the shares, underlying shares and debentures of the company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the directors had taken or deemed to have under the provisions of the SFO) or which were recorded in the register required to be kept by the company under section 352 of 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 were as follows:

	Number of shares held					
	Personal interests	Family interests	Corporate interests	Other interests	Total	
Executive directors:						
	7.041.400	010 000	0.070.000*		10.001.000	
Ng See Wah	7,941,423	910,000	3,370,500*	-	12,221,923	
Ng Tai Wai	3,899,077	-	3,370,500*	-	7,269,577	
Ng Tai Yin Victor	1,886,000	-	-	-	1,886,000	
Non-executive directors:						
So Kwok Leung	5,961,077	_	_	_	5,961,077	
So Kwok Wai Benjamin	432,000	36,000	-	-	468,000	
Independent non-executive						
directors:						
Loke Yu alias Loke Hoi Lam		-	-	-	-	
Ng Chi Yeung, Simon	-	-	-	-	-	
Chan Suit Fei, Esther	-	-	-	-	-	
Alternate director:						
Ng Kwok Fun (alternate to						
Ng See Wah)	105,000	-	_	-	105,000	

DIRECTORS' INTERESTS IN SECURITIES (Cont'd)

* 3,370,500 shares attributable to Mr. Ng See Wah and Mr. Ng Tai Wai were held by Rheingold Holdings Limited, a company beneficially owned by Mr. Ng See Wah and Mr. Ng Tai Wai.

Save as disclosed above and other than certain nominee shares in subsidiaries held by the directors in trust for the company, none of the directors or their associates had any interests or short positions in any shares, underlying shares or debentures of the company or any of its associated corporations.

None of the directors, their spouses or their children under the age of 18 had any right to subscribe for the shares of the company.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2010, the following person (other than certain directors of the company) had interest or short positions in the shares or underlying shares of the company which have rights to exercise or control the exercise of 5% or more of the voting power at any general meetings of the company, as recorded in the register required to be kept by the company pursuant to section 336 of the SFO:

Name	Capacity	Number of shares held	Total	% of total Issued shares
Soo Cho Ling (deceased)	Beneficial owner	5,008,423	5,008,423	12.52%

Save as disclosed above, according to the register kept by the company under section 336 of the SFO and so far as was known to the company, there was no other person who, as at 30 September 2010, had an interest or short position in the shares or underlying shares of the company.

SHARE PURCHASE, SALE OR REDEMPTION

Neither the company nor any of its subsidiaries purchased, sold or redeemed any of the company's issued shares during the period under review.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS OF THE COMPANY

The company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its code of conduct regarding directors' securities transactions. After having made specific enquiry of all directors, the directors of the company are satisfied that the required standard set out in the Model Code has been fully complied with.

AUDIT COMMITTEE

The audit committee, consisting of three independent non-executive directors and one non-executive director, has reviewed with the management the accounting principles and practices adopted by the group and discussed internal control and financial reporting matters, including the review of the group's unaudited interim financial statements.

EMPLOYEE AND EMOLUMENT POLICY

As at 30 September 2010, the group had 3 (2009: 3) employees (excluding 3 executive directors). The remuneration policy and package of the group's employees are periodically reviewed according to the individual performance. The total staff cost, including mandatory provident fund contribution of HK\$17,000 (2009: HK\$17,000), was HK\$433,000 (2009: HK\$427,000) for the six months ended 30 September 2010.

CORPORATE GOVERNANCE

None of the directors of the company is aware of any information that would reasonably indicate that the company is not, or was not during the six months ended 30 September 2010 in compliance with the code provisions set out in the "Code of Corporate Governance Practices" contained in Appendix 14 of the Listing Rules, except that:

- The group has not designated any chief executive officer. In normal practice, prior approvals by all executive directors are required for all strategic decisions and are confirmed in formal board meeting or under written resolution subsequently. The group believes that the existing organisation and decision making procedures are adequate for the group to cope with the ever-changing economic environment;
- The non-executive and independent non-executive directors of the company are not appointed for a specific term as they are subject to retirement by rotation and re-election at the annual general meeting of the company; and
- Directors appointed to fill casual vacancy are not subject to election by shareholders at the first general meeting after their appointment. They will hold office until the next annual general meeting in which they are eligible for re-election.

BUSINESS REVIEW AND PROSPECTS

Business review

The group's turnover for the period amounted to HK\$20,798,000, representing a decrease by HK\$13,474,000 or 39%, as compared to the same period in last year. The decrease was primarily due to a decrease in trading securities activity during the period.

The profit attributable to shareholders amounted to HK\$27,502,000, representing a decrease HK\$17,980,000 or 40%, as compared to the same period in last year. Although the group has benefited from an increase in assets value in Hong Kong since mid-2009, the assets value especially securities investment did not increase substantially as compared to the same period in last year. The group recorded a realised and unrealised gain on trading securities of totaling HK\$1,913,000 and a revaluation gain on investment properties of HK\$24,118,000 in the first half of financial year 2010/11.

Securities investment

The revenue of the securities investment business decreased by HK\$13,693,000 or 48%, to HK\$15,139,000, as compared to the same period in last year. The decrease was mainly attributable to a decrease in trading securities activity.

During the period, the group recorded a realised gain on trading securities of HK\$632,000 (2009: HK\$8,872,000). Also, the group sold certain long-term investment securities which generated a gain of HK\$652,000 (2009: HK\$5,834,000). Under the persistently growing economic environment, the group recorded an unrealised gain on trading securities of HK\$1,281,000 (2009: HK\$9,263,000) and an unrealised gain on long-term investment securities of HK\$4,779,000 (2009: HK\$27,672,000), which were recognised in profit or loss and other comprehensive income respectively.

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BUSINESS REVIEW AND PROSPECTS (Cont'd)

Property leasing

The rental income and the result (excluding a revaluation gain and loss on disposal of investment properties) of the group's property leasing business increased by HK\$219,000 or 4% and HK\$449,000 or 11% to HK\$5,659,000 and HK\$4,356,000 respectively, as compared to the same period in last year. During the period under review, a unit at Pearl Oriental Tower, Kowloon was sold resulting in loss of HK\$66,000. On the other hand, the group completed the acquisitions of properties Nos. 60-64 Ma Tau Chung Road, Kowloon at a total cost of HK\$70,482,000 on 18 August and 28 September 2010. After these changes in the property investment portfolio, the carrying value of investment properties at 30 September 2010 became HK\$259,830,000, increased by HK\$74,600,000 as compared to 31 March 2010.

Property development

There is no other project under significant progress during the period, and the group continues to explore other properties in Hong Kong for re-development purpose.

Liquidity and financial resources

Subsequent to the adjustment of property investment portfolio, the group still has a strong cash reserve without bank borrowing. The group continues to adopt prudent policy in financial management.

Prospects

The global economic recovery is full of uncertainty. Since the financial turmoil in 2008, the US dollar has been depreciating. The management expects that the weak US dollar will continue for a period and interest rate will remain at a lower level in the short term. In addition, the influx of hot money into the Hong Kong economy has led to persistent increase in Hong Kong asset value. Although the Hong Kong Government has introduced some controlling measures on property prices, the management believes that property prices will remain at a high level. In view of the continuing economic growth of mainland China, the management is confident in the economic prospect of Hong Kong. The group will continue to maintain strong cash reserve and a high asset liquidity, and explore more opportunities for future business expansion and growth.

By order of the board **Ng See Wah** *Chairman*

Hong Kong, 25 November 2010

INDEPENDENT REVIEW REPORT

To The Board of Directors of

WINFAIR INVESTMENT COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 1 to 11, which comprises the condensed consolidated statement of financial position of Winfair Investment Company Limited (the "Company") and its subsidiaries (thereinafter collectively referred to as the "Group") as of 30 September 2010 and the related condensed consolidated income statement and statement of comprehensive income, statement of cash flows and statement of changes in equity for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants.

The directors of the company are responsible for the preparation and presentation of this interim financial report in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 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 report consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

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

Wong Brothers & Co. Certified Public Accountants

Hong Kong, 25 November 2010