HUAFENG
華豐

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

Stock Code 股份代號 : 364

2011
Interim Report 中期報告

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CORPORATE INFORMATION
公司資料

BOARD OF DIRECTORS
董事會

Executive Directors
執行董事

Mr. Cai Zhenrong *(Chairman)*
蔡振榮先生*（主席）*
Mr. Cai Zhenyao
蔡振耀先生
Mr. Cai Zhenying
蔡振英先生
Mr. Cai Yangbo *(Managing Director)*
蔡揚波先生*（董事總經理）*
Mr. Choi Wing Toon
蔡永團先生

Independent Non-executive Directors
獨立非執行董事

Mr. Lawrence Gonzaga
Lawrence Gonzaga先生
Ms. Choy So Yuk, *JP*
蔡素玉女士，*太平紳士*
Mr. Wong Siu Hong
黃兆康先生

AUDIT COMMITTEE
審核委員會

Mr. Lawrence Gonzaga *(Chairman)*
Lawrence Gonzaga先生*（主席）*
Ms. Choy So Yuk, *JP*
蔡素玉女士，*太平紳士*
Mr. Wong Siu Hong
黃兆康先生

REMUNERATION COMMITTEE
薪酬委員會

Mr. Lawrence Gonzaga *(Chairman)*
Lawrence Gonzaga先生*（主席）*
Ms. Choy So Yuk, *JP*
蔡素玉女士，*太平紳士*
Mr. Wong Siu Hong
黃兆康先生

AUTHORIZED REPRESENTATIVES
授權代表

Under the Stock Exchange:
於聯交所：

Mr. Cai Yangbo
蔡揚波先生
Mr. Choi Wing Toon
蔡永團先生

Under the Companies Registry:
於公司註冊處：

Mr. Cai Zhenrong
蔡振榮先生
Mr. Choi Wing Toon
蔡永團先生

CORPORATE INFORMATION
公司資料

COMPANY SECRETARY

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

REGISTERED OFFICE

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

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

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

公司秘書

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

註冊辦事處

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

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

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

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

LEGAL ADVISERS

As to Cayman Islands laws:

Conyers Dill & Pearman

As to Hong Kong laws:

Patrick Mak & Tse

PRINCIPAL BANKERS

Agricultural Bank of China
China Minsheng Banking Corp., Ltd,
Hang Seng Bank Limited

WEBSITE

www.huafeng.com.hk

STOCK CODE

364

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

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

主要往來銀行

中國農業銀行
中國民生銀行股份有限公司
恒生銀行有限公司

網址

www.huafeng.com.hk

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 (collectively, the "Group") for the six months ended 31 March 2011 (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（統稱為「本集團」）截至二零一一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 29 which comprises the condensed consolidated statement of financial position of Huafeng Group Holdings Limited ("the Company") as at 31 March 2011 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29頁之中期財務資料,此中期財務資料包括於二零一一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説明附註。《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號編製及呈列此中期財務資料。吾等之責任為根據審閱結果,對此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 inquires, 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.

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。

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.

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。

RSM Nelson Wheeler
Certified Public Accountants
Hong Kong

27 May 2011

中瑞岳華（香港）會計師事務所
執業會計師
香港

二零一一年五月二十七日

CONDENSED CONSOLIDATED INCOME STATEMENT
簡明綜合收益表

For the six months ended 31 March 2011
截至二零一一年三月三十一日止六個月

		Note 附註	Six months ended 31 March 截至三月三十一日止六個月 2011 二零一一年 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)
REVENUE	**收入**	3	**328,563**	362,572
Cost of services provided and cost of sales	提供服務成本及銷售成本		**(271,580)**	(274,667)
Gross profit	**毛利**		**56,983**	87,905
Other income	其他收入	4	**4,274**	4,122
Selling and distribution expenses	銷售及分銷開支		**(10,583)**	(10,582)
Administrative expenses	行政開支		**(21,569)**	(42,591)
Other operating expenses	其他經營開支		**(6,993)**	–
PROFIT FROM OPERATIONS	**經營業務溢利**		**22,112**	38,854
Finance costs	財務成本	5	**(8,723)**	(3,297)
PROFIT BEFORE TAX	**除稅前溢利**		**13,389**	35,557
Income tax expense	所得稅開支	6	**(2,441)**	(4,222)
PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	**本公司擁有人應佔期間溢利**	7	**10,948**	31,335
EARNINGS PER SHARE	**每股盈利**	9		
Basic	基本		**HK0.8 cents 港仙**	HK2.4 cents 港仙
Diluted	攤薄		**HK0.7 cents 港仙**	HK2.2 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 2011
截至二零一一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	
		2011	2010
		二零一一年	二零一零年
		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**	**10,948**	31,335
Other comprehensive income:	**其他全面收入:**		
Exchange differences on translating foreign operations	換算海外業務之匯兑差額	**66,049**	(362)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	**除税後期間其他全面收入**	**66,049**	(362)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	**本公司擁有人應佔期間全面收入總額**	**76,997**	30,973

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
簡明綜合財務狀況表

At 31 March 2011
於二零一一年三月三十一日

		Note 附註	**31 March 2011 二零一一年 三月三十一日 HK$'000 千港元 (unaudited) (未經審核)**	30 September 2010 二零一零年 九月三十日 HK$'000 千港元 (audited) (經審核) (restated) (經重列)
NON-CURRENT ASSETS	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	10	**1,151,440**	1,082,485
Investment properties	投資物業		**47,005**	44,872
Intangible assets	無形資產		**38,015**	38,356
Available-for-sale financial assets	可供出售之金融資產		**4,468**	4,265
Deposits paid for acquisition of long-term assets	收購長期資產已付之按金		**66,554**	63,534
			1,307,482	1,233,512
CURRENT ASSETS	**流動資產**			
Inventories	存貨		**72,823**	65,578
Trade receivables	應收貿易賬款	11	**153,204**	184,851
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		**130,080**	193,373
Fixed bank deposits	定期銀行存款		**154,901**	154,901
Bank and cash balances	銀行及現金結餘		**320,371**	243,810
			831,379	842,513
CURRENT LIABILITIES	**流動負債**			
Trade payables	應付貿易賬款	12	**32,663**	48,394
Other payables and accruals	其他應付款項及應計費用		**247,694**	228,567
Interest-bearing borrowings	計息借貸		**119,550**	142,787
Current tax liabilities	即期税項負債		**15,340**	14,972
			415,247	434,720
NET CURRENT ASSETS	**流動資產淨值**		**416,132**	407,793
TOTAL ASSETS LESS CURRENT LIABILITIES	**總資產減流動負債**		**1,723,614**	1,641,305

At 31 March 2011
於二零一一年三月三十一日

		Note 附註	**31 March 2011 二零一一年 三月三十一日 HK$'000 千港元 (unaudited) （未經審核）**	30 September 2010 二零一零年 九月三十日 HK$'000 千港元 (audited) （經審核） (restated) （經重列）
NON-CURRENT LIABILITIES	**非流動負債**			
Convertible bonds	可換股債券	13	**133,080**	128,970
Deferred tax liabilities	遞延稅項負債		**26,469**	25,267
			159,549	154,237
NET ASSETS	**淨資產**		**1,564,065**	1,487,068
CAPITAL AND RESERVES	**股本及儲備**			
Share capital	股本		**14,468**	14,468
Reserves	儲備		**1,549,597**	1,472,600
TOTAL EQUITY	**總權益**		**1,564,065**	1,487,068

Approved by the Board of Directors on 27 May 2011
於二零一一年五月二十七日經董事會批准

Cai Yangbo	**Choi Wing Toon**
蔡揚波	**蔡永團**
Director	*Director*
董事	*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 2011
截至二零一一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

		Note 附註	Share capital 股本 HK$'000 千港元	Share premium 股份溢價 HK$'000 千港元	Properties revaluation reserve 物業重估儲備 HK$'000 千港元	Warrants reserve 認股權證儲備 HK$'000 千港元	Share-based payment reserve 以股份支付之款項儲備 HK$'000 千港元	Convertible bonds reserve 可換股債券儲備 HK$'000 千港元	Translation reserve 換算儲備 HK$'000 千港元	Retained profits 保留溢利 HK$'000 千港元	Total 總計 HK$'000 千港元
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
Total comprehensive income for the period	期間全面收入總額		–	–	–	–	–	–	(362)	31,335	30,973
Recognition of share-based payments	確認以股份支付之款項		–	–	–	–	20,620	–	–	–	20,620
Recognition of equity component of convertible bonds	確認可換股債券權益部分		–	–	–	–	–	9,007	–	–	9,007
Share issued on exercise of share options	因購股權獲行使而發行股份		2,018	81,765	–	–	(13,569)	–	–	–	70,214
Issued of warrants	發行認股權證		–	–	–	2,149	–	–	–	–	2,149
Dividends paid	已派股息	8	–	–	–	–	–	–	–	(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
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
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
At 1 October 2010	於二零一零年十月一日		14,468	500,524	45,123	2,149	28,057	21,383	144,298	731,066	1,487,068
Total comprehensive income for the period	期間全面收入總額		–	–	–	–	–	–	66,049	10,948	76,997
Transfers	轉撥		–	–	(739)	–	–	–	–	739	–
Changes in equity for the period	期間權益變動		–	–	(739)	–	–	–	66,049	11,687	76,997
At 31 March 2011	於二零一一年三月三十一日		14,468	500,524	44,384	2,149	28,057	21,383	210,347	742,753	1,564,065
Representing:	代表：										
At 31 March 2011 after proposed interim dividend	於二零一一年三月三十一日（擬派中期股息後）										1,564,065
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										1,564,065

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
簡明綜合現金流量表

For the six months ended 31 March 2011
截至二零一一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	
		2011 二零一一年 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)
NET CASH GENERATED FROM OPERATING ACTIVITIES	**經營業務產生之現金淨額**	**157,843**	88,790
Purchases of property, plant and equipment	購買物業、廠房及設備	**(65,786)**	(39,634)
Interest received	已收利息	**494**	1,602
NET CASH USED IN INVESTING ACTIVITIES	**投資活動所用現金淨額**	**(65,292)**	(38,032)
Bank loans raised	新造銀行貸款	**28,875**	28,400
Repayment of bank loans	償還銀行貸款	**(54,542)**	(63,733)
Proceeds from issue of warrants	發行認股權證所得款項	**–**	2,149
Proceeds from convertible bonds	可換股債券所得款項	**–**	58,200
Proceeds from shares issued on 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)
Finance costs paid	已付財務成本	**(3,713)**	(2,779)
NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES	**融資活動(所用)/產生之現金淨額**	**(29,380)**	85,840
NET INCREASE IN CASH AND CASH EQUIVALENTS	**現金及現金等值增加淨值**	**63,171**	136,598
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	**期初之現金及現金等值**	**243,810**	309,198
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	**外幣匯率變動影響**	**13,390**	1,451
CASH AND CASH EQUIVALENTS AT END OF PERIOD, REPRESENTED BY	**期終之現金及現金等值,代表**	**320,371**	447,247
Bank and cash balances	銀行及現金結餘	**320,371**	447,247

NOTES TO THE CONDENSED FINANCIAL STATEMENTS
簡明財務報表附註

For the six months ended 31 March 2011
截至二零一一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 2010 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 2010 except as stated below.

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二零一零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二零一零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. 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.

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慣例編製，並就重估按公平值入賬之若干樓宇及投資物業作出修訂。

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 2010. IFRSs comprise International Financial Reporting Standards; 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.

Classification of Land Leases

Amendments to IAS 17 "Leases" deleted the guidance in IAS 17 that when the land has an indefinite economic life, the land element is normally classified as an operating lease unless title is expected to pass to the lessee by the end of the lease term.

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二零一零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。

土地租賃分類

國際會計準則第17號「租賃」之修訂刪除了國際會計準則第17號之指引，如土地擁有無限經濟使用年限，則土地部分一般分類為經營租賃，除非預期擁有權於租賃期完結後會移交予承租人。

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

2. 採納新增及經修訂國際財務報告準則（續）

Classification of Land Leases (Continued)

土地租賃分類（續）

The Group reclassifies a land lease as a finance lease if the lease transfers substantially all the risks and rewards incidental to ownership to the Group e.g. at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the land.

如租賃將擁有權所附帶之絕大部分風險及回報移交予本集團（即於租賃開始時，最低租賃款項之現值最少達土地近乎全部公平值），則本集團會將土地租賃重新分類為融資租賃。

Amendments to IAS 17 has been applied retrospectively and resulted in changes in the consolidated amounts reported in the financial statements as follows:

國際會計準則第17號之修訂已追溯應用並導致財務報表中所列示之綜合金額有如下改變：

		31 March 2011 二零一一年三月三十一日 HK$'000 千港元	30 September 2010 二零一零年九月三十日 HK$'000 千港元
Increase in Property, plant and equipment	物業、廠房及設備增加	**98,122**	86,800
Decrease in Prepaid land lease payments	預付土地租賃款項減少	**(98,122)**	(86,800)

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 yet 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.

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，惟暫未能説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. 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 and blankets

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.

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

— 紡紗及毛毯之製造及銷售

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。該等分部因各業務所需技術及市場推廣策略不同而獨立管理。

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 2010. Segment profits or losses do not include unallocated other income and unallocated corporate expenses and finance costs. Segment assets do not include investment properties, fixed bank deposits, bank and cash balances and unallocated corporate assets.

3. 分部資料（續）

經營分部之會計政策與本集團截至二零一零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、定期銀行存款、銀行及現金結餘以及未分配企業資產。

		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 and blankets 紡紗及毛毯之製造及銷售 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	
		2011 二零一一年 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)	**2011 二零一一年 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)	**2011 二零一一年 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)
REVENUE	收入						
Revenue from external customers	來自外部客戶之收入	**273,360**	321,367	**55,203**	41,205	**328,563**	362,572
Segment profit/(loss)	分部溢利／（虧損）	**29,326**	68,340	**(5,503)**	(5,482)	**23,823**	62,858
Unallocated other income	未分配其他收入					**4,274**	4,122
Unallocated corporate expenses	未分配企業開支					**(5,985)**	(28,126)
Profit from operations	經營業務溢利					**22,112**	38,854
Finance costs	財務成本					**(8,723)**	(3,297)
Profit before tax	除稅前溢利					**13,389**	35,557
Income tax expense	所得稅開支					**(2,441)**	(4,222)
Profit for the period	期間溢利					**10,948**	31,335

3. SEGMENT INFORMATION (Continued) 3. 分部資料（續）

		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		Manufacture and sale of yarns and blankets 紡紗及毛毯之製造及銷售	
		31 March 2011 二零一一年三月三十一日 HK$'000 千港元 (unaudited) (未經審核)	30 September 2010 二零一零年九月三十日 HK$'000 千港元 (audited) (經審核)	**31 March 2011 二零一一年三月三十一日 HK$'000 千港元 (unaudited) (未經審核)**	30 September 2010 二零一零年九月三十日 HK$'000 千港元 (audited) (經審核)
ASSET	**資產**				
Segment assets	分部資產	**1,065,896**	1,127,422	**545,201**	503,647

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	
		2011 二零一一年 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)
Bank interest income	銀行利息收入	**1,458**	1,602
Government grants	政府補助金	**248**	91
Rental income	租金收入	**1,414**	1,390
Subcontracting income	分包收入	**970**	954
Others	其他	**184**	85
		4,274	4,122

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 **2011** **二零一一年** **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)
Interest on bank loans and overdrafts	銀行貸款及透支之利息	**3,008**	2,354
Interest on convertible bonds	可換股債券之利息	**4,815**	518
Bank charges	銀行費用	**900**	425
		8,723	3,297

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 **2011** **二零一一年** **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)
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	**2,441**	4,222

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit during the period (2010: HK$Nil).

本集團於期內並無任何應課稅溢利，故無須就香港利得稅作出撥備(二零一零年：零港元)。

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. 所得税開支（續）

中國之應課税溢利之税項支出乃按本集團經營所在司法權區適用之税率及根據有關司法權區之現行法例、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達致：

		Six months ended 31 March 截至三月三十一日止六個月	
		2011 **二零一一年** **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） (restated) （經重列）
Amortisation of technical know-how	技術知識攤銷	**578**	568
Depreciation	折舊	**40,742**	33,708
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	**1,630**	1,193
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
		1,816	10,354
Other equity-settled share-based payments	其他以股權結算並以股份支付之款項	**–**	11,645
Write off of property, plant and equipment	撇銷物業、廠房及設備	**6,993**	–

8. DIVIDENDS　8. 股息

		Six months ended 31 March 截至三月三十一日止六個月	
		2011 **二零一一年** **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）
Proposed interim dividend – HK$Nil (2010: HK$Nil) per ordinary share	擬派每股普通股零港元之中期股息（二零一零年：零港元）	**–**	–
Final dividend for the year ended 30 September 2010 approved and paid – HK$Nil (2009: HK0.5 cent) per ordinary share	截至二零一零年九月三十日止年度已批准並已派付每股普通股零港元之末期股息（二零零九年：0.5港仙）	**–**	6,611
		–	6,611

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 2011 二零一一年 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）
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	**10,948**	31,335
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	**10,948**	31,853
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	**1,446,838,580**	1,305,814,954
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	**23,542,925**	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	**74,635,938**	99,119,343
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	**1,545,017,443**	1,472,695,576

9. EARNINGS PER SHARE (Continued)

The computation of diluted earnings per share for the six months ended 31 March 2011 did not assume the conversion of the outstanding convertible bonds as the impact of the conversion of the convertible bonds was anti-dilutive.

9. 每股盈利(續)

於截至二零一一年三月三十一日止六個月,由於轉換可換股債券具反攤薄影響,故每股攤薄盈利之計算並無假設未獲轉換之可換股債券獲轉換。

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 March 2011, the Group acquired property, plant and equipment of approximately HK$65,786,000 (2010: HK$39,634,000).

10. 物業、廠房及設備

於截至二零一一年三月三十一日止六個月,本集團購買之物業、廠房及設備約值65,786,000港元(二零一零年:39,634,000港元)。

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.

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。董事會定期檢討逾期賬項結餘。

11. TRADE RECEIVABLES (Continued)

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:

11. 應收貿易賬款（續）

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 2011 二零一一年三月三十一日 HK$'000 千港元 (unaudited) （未經審核）	30 September 2010 二零一零年九月三十日 HK$'000 千港元 (audited) （經審核）
0 – 30 days	0 – 30天	**67,547**	62,452
31 – 60 days	31 – 60天	**25,892**	59,834
61 – 90 days	61 – 90天	**32,653**	49,386
Over 90 days	90天以上	**27,112**	13,179
		153,204	184,851

12. TRADE PAYABLES

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

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。

12. TRADE PAYABLES (Continued)

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（續）

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 2011 二零一一年三月三十一日 HK$'000 千港元 (unaudited) （未經審核）	30 September 2010 二零一零年九月三十日 HK$'000 千港元 (audited) （經審核）
0 – 30 days	0 – 30天	**18,386**	25,202
31 – 60 days	31 – 60天	**7,010**	14,288
61 – 90 days	61 – 90天	**5,303**	7,566
Over 90 days	90天以上	**1,964**	1,338
		32,663	48,394

13. CONVERTIBLE BONDS

On 9 October 2009, the Company and Tanrich Capital Limited (the "Placing Agent") entered into a placing agreement in relation to the placing of convertible bonds (the "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 shares (with an aggregate nominal value of approximately HK$5,357,000) would be allotted and issued upon the exercise of all the conversion rights attached to the Convertible Bonds.

13. 可換股債券

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，將須配發及發行合共535,714,277股股份（總面值約為5,357,000港元）。

13. CONVERTIBLE BONDS (Continued)

The placing of the Convertible Bonds (the "First Tranche Bonds") in the principal amount of HK$60,000,000 under the Placing Agreement was 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.

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.

Any outstanding amount of the Convertible Bonds can be converted at any time after the date of issue of the Convertible Bonds at a conversion price of HK$0.28.

13. 可換股債券（續）

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。

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。

於可換股債券發行日期後，可換股債券之任何未償還金額可隨時按換股價0.28港元轉換。

13. CONVERTIBLE BONDS (Continued)

The proceeds received from the issue of the Convertible Bonds have been split into the liability component and 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：

		First Tranche Bonds 第一批債券 HK$'000 千港元	Last Tranche Bonds 最後一批債券 HK$'000 千港元	Total 總計 HK$'000 千港元
Nominal value of the Convertible Bonds	可換股債券面值	60,000	90,000	150,000
Transaction cost related to liability component	與負債部分相關之交易成本	(1,521)	(2,317)	(3,838)
Equity component	權益部分	(9,286)	(12,759)	(22,045)
Liability component at the date of issue	於發行日期之負債部分	49,193	74,924	124,117
Interest charged	已扣除之利息	2,471	2,463	4,934
Interest paid	已付之利息	(81)	–	(81)
Liability component at 30 September 2010 (audited)	於二零一零年九月三十日之負債部分（經審核）	51,583	77,387	128,970
Interest charged	已扣除之利息	2,007	2,808	4,815
Interest paid	已付之利息	(301)	(404)	(705)
Liability component at 31 March 2011 (unaudited)	於二零一一年三月三十一日之負債部分（未經審核）	53,289	79,791	133,080
Equity component at the date of issue	於發行日期之權益部分	9,286	12,759	22,045
Transaction cost related to equity component	與權益部分相關之交易成本	(279)	(383)	(662)
Equity component at 30 September 2010 (audited), 1 October 2010 and 31 March 2011 (unaudited)	於二零一零年九月三十日（經審核）、二零一零年十月一日及二零一一年三月三十一日之權益部分（未經審核）	9,007	12,376	21,383

14. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 31 March 2011 (At 30 September 2010: Nil).

14. 或然負債

於二零一一年三月三十一日，本集團並無任何重大或然負債（於二零一零年九月三十日：無）。

15. COMMITMENTS

The Group had the following commitments:

15. 承擔

本集團之承擔如下：

		31 March 2011 二零一一年三月三十一日 HK$'000 千港元 (unaudited) （未經審核）	30 September 2010 二零一零年九月三十日 HK$'000 千港元 (audited) （經審核）
Contracted but not provided for:	已訂約但未撥備：		
Construction of buildings	樓宇建築	**7,418**	7,576
Purchase of plant and machinery	購買廠房及機器	**21,440**	31,080
Purchase of a parcel of land	購買一幅土地	**1,276**	1,218
		30,134	39,874

16. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 27 May 2011.

16. 批准財務報表

董事會已於二零一一年五月二十七日批准及授權刊發本財務報表。

FINANCIAL REVIEW

For the Period, the Group's revenue decreased by 9.4% as compared to the corresponding period last year to approximately HK$328.6 million (2010: approximately HK$362.6 million), gross profit decreased by 35.2% as compared to the corresponding period last year to approximately HK$57.0 million (2010: approximately HK$87.9 million), and gross profit margin significantly decreased to 17.3% (2010: 24.2%). The decrease was mainly due to the significant continuous increase in production costs including depreciation charges on the new factory premises and production facilities, raw material and labor costs, as well as the decreased export demand caused by the consistent appreciation of Renminbi ("RMB") during the Period. During the Period, profit attributable to owners of the Company decreased by 65.1% as compared to the corresponding period last year to approximately HK$10.9 million (2010: approximately HK$31.3 million). The loss on written off of property, plant and equipment is also a reason for the decrease in the profit attributable to owners of the Company.

財務回顧

於本期間，本集團收入較去年同期減少9.4%至約328,600,000港元（二零一零年：約362,600,000港元），毛利較去年同期減少35.2%至約57,000,000港元（二零一零年：約87,900,000港元），而毛利率大幅減少至17.3%（二零一零年：24.2%）。減少主要是由於在本期間，生產成本（包括新廠房物業及生產設施之折舊費用、原材料及勞工成本）持續大幅上漲，以及人民幣持續升值導致出口需求減少所致。於本期間，本公司擁有人應佔溢利較去年同期減少65.1%至約10,900,000港元（二零一零年：約31,300,000港元）。撇銷物業、廠房及設備之虧損亦為本公司擁有人應佔溢利減少的原因之一。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論與分析

BUSINESS REVIEW

During the Period, although the global economy gradually recovered, the significant increase in oil prices and raw material prices, constant growth in labor costs and the increasing market competition posed great challenges to the business environment of China's textile industry. Furthermore, the consistent appreciation of the RMB against United State dollars ("USD") led to the decreased demand from some of the overseas clients. In spite of the unfavorable factors during the Period, leveraging on its good reputation and strong customer base, the Group maintained its overall business competitiveness through strict cost control measures and flexible marketing strategies. During the Period, the Group's revenue arising from the provision of fabric processing services and manufacture and sale of fabrics decreased by 14.9% to approximately HK$273.4 million, while revenue from manufacture and sale of yarns and blankets increased by 34.0% to approximately HK$55.2 million.

業務回顧

於本期間，雖然全球經濟穩步復甦，然而，油價及原材料價格大幅上漲，勞動成本持續上升，加上市場競爭加劇，中國紡織業之營商環境面對重大挑戰。此外，人民幣兑美元持續升值，導致部份海外客戶之需求下跌。儘管於本期間面對種種不利因素，然而，本集團憑藉其昭著信譽及雄厚客戶基礎，透過嚴格成本控制措施及靈活市場推廣策略，得以維持其整體營商競爭力。於本期間，本集團提供布料加工服務與布料製造及銷售之收入減少14.9%至約273,400,000港元，而紡紗及毛毯之製造及銷售收入增加34.0%至約55,200,000港元。

The first phase of the Group's newly established premises in Jiangxi has begun mass production of blankets and contributed to a revenue of approximately HK$16.8 million during the Period (2010: HK$Nil). As the demand of blanket is increasing, we foresee that the revenue in Jiangxi plant will continuously increase in the coming future. The Group is convinced that the growing China economy, rising household income and the steadily developing property market in China will provide enormous impetus for future development of the Group's blanket production and sales.

本集團於江西之新建物業之第一期已開始投入大規模毛毯生產，於本期間貢獻收入約16,800,000港元（二零一零年：零港元）。由於對毛毯之需求不斷增加，本集團預計江西廠房之收入將於不久將來持續增加。本集團深信，中國經濟持續增長，家庭收入日益增加，中國物業市場穩定發展，將為本集團提供龐大動力，於日後發展毛毯製造及銷售業務。

BUSINESS PROSPECTS

The global economy continues to recover, but there are still many uncertainties in the macro business environment. The fluctuations in raw material prices for textile products, the consistent appreciation of RMB and the increasingly intensified trade protectionism around the world bring immense challenges to the future development of China's textile industry.

業務展望

儘管全球經濟持續復甦，惟宏觀營商環境仍然存在為數甚多之不明朗因素。紡織產品之原材料價格波動，人民幣持續升值，加上世界各地貿易保護主義日熾，將對中國紡織業之未來發展造成重大挑戰。

The Group will continue to implement its strict cost control measures and dedicate efforts to penetrate the domestic market in order to steadily develop its current business. Meanwhile, the Group will proactively search for potential favorable expansion, merger and acquisition opportunities, so as to realize the long-term business diversification strategy, and to further enhance its revenue sources and profitability.

本集團將會繼續推行其嚴格成本控制措施，致力開拓國內市場，從而穩步發展其現有業務。與此同時，本集團將主動尋求有利本集團擴充及併購的機會，藉此落實業務多元化長遠策略，冀能擴闊收入來源及提升盈利能力。

In 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 of the PRC, in order to be well positioned in realizing the business diversification strategy and bring maximized returns to the shareholders of the Company.

於二零一零年四月，本集團就建議收購中國遼寧省一個金礦67.5%股權簽署諒解備忘錄，以期進佔有利位置，落實業務多元化策略，為本公司股東帶來最大回報。

LIQUIDITY AND FINANCIAL RESOURCES

At 31 March 2011, the Group had current assets of approximately HK$831.4 million (30 September 2010 as restated: approximately HK$842.5 million) and current liabilities of approximately HK$415.2 million (30 September 2010: approximately HK$434.7 million). The current ratio (calculated as current assets to current liabilities) increased from 1.94 as at 30 September 2010 to 2.00 as at 31 March 2011. The gearing ratio (calculated as the total bank borrowings and the convertible bonds to total shareholders' equity) had dropped from 0.18 as at 30 September 2010 to 0.16 as at 31 March 2011. These ratios were at reasonably adequate levels as at 31 March 2011 while the Group had sufficient resources in meeting its short-term and long-term obligations.

流動資金及財務資源

於二零一一年三月三十一日，本集團之流動資產約為831,400,000港元（二零一零年九月三十日（經重列）：約842,500,000港元），流動負債約為415,200,000港元（二零一零年九月三十日：約434,700,000港元）。流動比率（按流動資產對流動負債計算）由二零一零年九月三十日之1.94增加至二零一一年三月三十一日之2.00。資本負債比率（按銀行借貸及可換股債券總額對股東權益總額計算）由二零一零年九月三十日之0.18下跌至二零一一年三月三十一日之0.16。於二零一一年三月三十一日，有關比率乃處於合理充足水平，而本集團備有足夠資源應付其短期及長期責任。

The Group principally met its funding requirements by cash flows from operations. During the Period, the net cash inflow from operating activities and net cash used in financing activities were approximately HK$157.8 million and approximately HK$29.4 million. The total bank borrowings decreased by 16.3% to approximately HK$119.6 million (30 September 2010: approximately HK$142.8 million). At 31 March 2011, the Group had total bank borrowings of approximately HK$119.6 million repayable within one year and HK$Nil (2010: HK$Nil) repayable more than one year. The bank borrowings were subjected to fixed interest rate and floating interest rates, which were 0% and 100% respectively. The Group's bank borrowings were primarily denominated in RMB and Hong Kong dollars ("HKD"). For the Group's total bank borrowings as at 31 March 2011, 44.8% of the balance was denominated in RMB and 55.2% of the balance was denominated in HKD. There are no seasonal adjustments with respect to the Group's borrowings.

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及融資活動所用之現金淨額分別約為157,800,000港元及29,400,000港元。銀行借貸總額下降16.3%至約119,600,000港元（二零一零年九月三十日：約142,800,000港元）。於二零一一年三月三十一日，本集團須於一年內償還之銀行借貸總額約為119,600,000港元，須於一年後償還者為零港元（二零一零年：零港元）。分別0%及100%之銀行借貸以固定息率及浮動息率計算。本集團之銀行借貸主要以人民幣及港元列值。至於本集團於二零一一年三月三十一日之銀行借貸總額，其中44.8%之結餘乃以人民幣列值，而55.2%之結餘則以港元列值。本集團之借貸並無季節性調整。

At 31 March 2011, the Group's bank borrowings were secured by (i) certain buildings of the Group and (ii) corporate guarantees given by the Company and its two subsidiaries.

於二零一一年三月三十一日，本集團之銀行借貸以(i)本集團若干樓宇；及(ii)本公司及其兩間附屬公司提供之公司擔保作抵押。

CAPITAL STRUCTURE

The total number of issued share capital of the Company as at 31 March 2011 was 1,446,838,580 shares.

股本架構

本公司於二零一一年三月三十一日之已發行股本總數為1,446,838,580股股份。

FOREIGN EXCHANGE EXPOSURE

Most assets, liabilities and transactions of the Group are denominated in RMB and HKD, except overseas sales which are denominated in USD. In view of the currency peg between HKD and USD and a relatively strong RMB at HK$1.00 equal to RMB0.84 (as at 31 March 2011), the fluctuations of foreign currencies did not have a significant impact on the performance of the Group.

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港元兑人民幣0.84元（於二零一一年三月三十一日）），外幣波動對本集團之表現並無重大影響。

CAPITAL EXPENDITURE

During the Period, the total capital expenditure of the Group for the expansion of various plants and erection of new buildings was approximately HK$65.8 million (2010: approximately HK$39.6 million).

資本開支

於本期間，本集團用於擴建多間廠房及新建大樓之資本開支總額約為65,800,000港元（二零一零年：約39,600,000港元）。

CHARGES ON ASSETS

The Group's bank borrowings are secured by certain buildings of the Group with a total carrying value of approximately HK$43.2 million at 31 March 2011 (30 September 2010: approximately HK$42 million) and corporate guarantees given by the Company and its two subsidiaries (30 September 2010: corporate guarantees given by the Company and its two subsidiaries).

資產抵押

於二零一一年三月三十一日，本集團之銀行借貸以本集團總賬面值約43,200,000港元之若干樓宇(二零一零年九月三十日：約42,000,000港元)以及本公司及其兩間附屬公司提供之公司擔保(二零一零年九月三十日：本公司及其兩間附屬公司提供之公司擔保)作抵押。

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 March 2011 (30 September 2010: Nil).

或然負債

於二零一一年三月三十一日，本集團並無任何重大或然負債(二零一零年九月三十日：無)。

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

The Group had no material acquisition or disposal of subsidiaries during the Period.

附屬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之重大收購或出售。

EMPLOYMENT INFORMATION

At 31 March 2011, the Group had a total of 2,221 (2010: 2,257) 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$36.3 million (2010: approximately HK$52.7 million). During the Period, the amount of the equity-settled share-based payment included in the staff cost is HK$Nil (2010: approximately HK$20.6 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.

僱傭資料

於二零一一年三月三十一日，本集團於香港、澳門及中國共有2,221名（二零一零年：2,257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36,300,000港元（二零一零年：約52,700,000港元）。於本期間，計入員工成本之以股權結算並以股份支付之款項金額為零港元（二零一零年：約20,600,000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 (2010: HK$Nil).

中期股息

董事會已議決並不派付本期間之中期股息(二零一零年:零港元)。

MEMORANDUM OF UNDERSTANDING

On 21 April 2010, the Company entered into the memorandum of understanding with a vendor (the "Vendor"), an independent third party, in relation to a proposed acquisition of an 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 was RMB400 million. Further details are set out in the Company's announcement dated 21 April 2010.

On 20 April 2011, the Company and the Vendor entered into a fourth supplemental memorandum of understanding, pursuant to which the Company extended the exclusive period from twelve calender months to fifteen calendar months from the date of the memorandum of understanding for conducting due diligence exercise on the Target Company.

諒解備忘錄

於二零一零年四月二十一日,本公司與屬獨立第三方之賣方(「賣方」)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告。

於二零一一年四月二十日,本公司與賣方訂立第四份補充諒解備忘錄,據此,本公司將對目標公司進行盡職審查之排他期由諒解備忘錄日期起計十二個曆月延展至十五個曆月。

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，本公司成功於二零零七年十一月二十六日在香港及韓國兩地上市。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.。

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

As at 31 March 2011, the interests and short positions of the director/directors of the Company (the "Director" or "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 (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

於二零一一年三月三十一日，本公司董事(「董事」)及本公司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：

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 董事姓名	Capacity 身份	Type of interest 權益類型	Number of shares held 所持股份數目	Approximate percentage of shareholding in the Company 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	32.00%
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)	4.04%
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)	0.91%
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	0.14%

Name of Director 董事姓名	Capacity 身份	Type of interest 權益類型	Number of shares held 所持股份數目	Approximate percentage of shareholding in the Company 於本公司之概約持股百分比
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	0.08%

Notes:

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").

2: These shares are the share options granted to the Directors by the Company under the Share Option Scheme.

附註：

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： 該等股份乃本公司根據購股權計劃授予董事之購股權。

DISCLOSURE OF ADDITIONAL INFORMATION
附加資料披露

Save as disclosed above, as at 31 March 2011, 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，於二零一一年三月三十一日，董事及本公司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。

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

As at 31 March 2011, to the best knowledge of the Directors, 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

於二零一一年三月三十一日，據董事所深知，以下人士（董事及本公司行政總裁除外）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之權益或淡倉；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 股東姓名	Capacity 身份	Number of shares held 持有股份數目	Approximate percentage of shareholding in the Company 於本公司之概約持股百分比
Ms. Su Liyuan 蘇麗鴛女士	Interest of spouse 配偶權益	463,041,000 (Note) （附註）	32.00%

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

附註：該等463,041,000股股份由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，蘇麗鴛女士為蔡振榮先生之妻子，故被視為擁有該等463,041,000股股份之權益。

Save as disclosed above, as at 31 March 2011, 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.

除上文所披露者外，於二零一一年三月三十一日，董事及本公司行政總裁（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之權益或淡倉；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。

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the headings "Directors' and chief executives' interests in 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 or their associates (as defined in the Listing Rules) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

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。

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:

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：

Name or category of participant 參與者姓名或類別	Date of grant 授出日期	Exercise period 行使期	Exercise price (HK$) 行使價（港元）	Number of share option 購股權數目 Outstanding as at 1.10.2010 於二零一零年十月一日尚未行使	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	Outstanding as at 31.3.2011 於二零一一年三月三十一日尚未行使
Directors **董事**								
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
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
Subtotal 小計				27,640,000	–	–	–	27,640,000
Employees 僱員	5.12.2008	5.12.2008- 4.12.2011	0.125	35,400,000	–	–	–	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	66,100,000	–	–	–	66,100,000
Total **總計**				**253,060,000**	**–**	**–**	**–**	**253,060,000**

DISCLOSURE OF ADDITIONAL INFORMATION
附加資料披露

During the Period, no options were exercised under the Share Option Scheme.

於本期間，概無購股權根據購股權計劃獲行使。

On 4 April 2011, the Company granted 144,600,000 share options to individual under the Company's share option scheme adopted on 30 August 2002.

於二零一一年四月四日，本公司根據其於二零零二年八月三十日採納之購股權計劃向個別人士授出144,600,000份購股權。

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
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
2011	4.4.2011	4.4.2011-3.4.2016	0.40

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

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 set out in Appendix 10 of the Listing Rules on the Stock Exchange as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry by the Company, all Directors have confirmed their compliance with the required standard set out in the Model Code during the Period.

董事進行證券交易的標準守則

本公司已採納聯交所上市規則附錄十所載列之標準守則，作為本公司規管董事進行證券交易之行為守則。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要求之準則。

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前提下，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, 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:

本公司企業管治原則着重有效之董事會、良好的內部監控及恰當的獨立政策，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，以確保此等政策符合上市規則規定之普遍規則及標準。於本期間，本公司一直遵守企業管治守則，惟有下列偏離：

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.

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。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, 27 May 2011

代表董事會
主席
蔡振榮

香港，二零一一年五月二十七日