



**WAYTUNG GLOBAL GROUP LIMITED**  
**(滙通天下集團有限公司)**

(Incorporated in Hong Kong with limited liability)  
Stock Code: 00021

**Mission for Vision**  
**Interim Report 2011**



The Board of Directors (the “Board”) of Waytung Global Group Limited (the “Company”) announces the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2011 together with the selected explanatory notes and comparative information for the corresponding period in 2010 as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2011

	Notes	Six months ended 30 June	
		2011 HK\$'000 (Unaudited)	2010 HK\$'000 (Unaudited)
Turnover	3	7,737	7,082
Rental income		7,737	7,082
Fair value change on held for trading investments		(181)	37
Fair value change on investment properties		(131)	2,123
Other operating income		58	58
Administrative and other operating expenses		(9,389)	(8,013)
(Loss) profit before tax	5	(1,906)	1,287
Income tax expense	6	(627)	(1,525)
Loss for the period attributable to owners of the Company		(2,533)	(238)
Other comprehensive income:			
Currency translation differences		4,047	794
Total comprehensive income for the period attributable to owners of the Company		1,514	556
Dividend	7	–	–
Loss per share – basic and diluted	8	(0.33) cents	(0.03) cents

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2011

	Notes	30 June 2011 HK\$'000 (Unaudited)	31 December 2010 HK\$'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment	9	2,831	3,135
Investment properties	10	99,062	93,770
Goodwill	11	13,779	13,434
Prepayment for acquisition of plant and equipment		1,946	1,793
Prepayment for construction or development of investment properties		37,683	26,687
Prepayment for acquisition of a subsidiary		54,450	13,171
Prepaid lease payment		149	187
		<b>209,900</b>	<b>152,177</b>
<b>Current assets</b>			
Other receivables		3,953	2,237
Held for trading investments		660	841
Bank balances and cash		10,488	28,573
		<b>15,101</b>	<b>31,651</b>
<b>Current liabilities</b>			
Other payables, deposit received and accrued charges		20,889	19,138
Share application money		7,548	–
Amount due to a director		33,387	1,067
Current tax liabilities		718	3,019
		<b>62,542</b>	<b>23,224</b>
<b>Net current (liabilities) assets</b>		<b>(47,441)</b>	<b>8,427</b>
<b>Total assets less current liabilities</b>		<b>162,459</b>	<b>160,604</b>
<b>Capital and reserves</b>			
Share capital	12	309,218	309,218
Share premium and reserves		(161,723)	(163,237)
		<b>147,495</b>	<b>145,981</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities		14,964	14,623
		<b>162,459</b>	<b>160,604</b>



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2011

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
Balance at 1 January 2010 (audited)	309,218	37,978	144	(201,782)	145,558
Total comprehensive income for the period	–	–	794	(238)	556
Balance at 30 June 2010 (unaudited)	309,218	37,978	938	(202,020)	146,114
Balance at 1 January 2011 (audited)	309,218	37,978	5,749	(206,964)	145,981
Total comprehensive income for the period	–	–	4,047	(2,533)	1,514
Balance at 30 June 2011 (unaudited)	309,218	37,978	9,796	(209,497)	147,495

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2011

	Six months ended 30 June	
	2011 HK\$'000 (Unaudited)	2010 HK\$'000 (Unaudited)
<b>OPERATING ACTIVITIES</b>		
(Loss) profit before tax	(1,906)	1,287
Adjustments for:		
Interest income	(3)	(38)
Fair value change on held for trading investments	181	(37)
Depreciation	485	347
Fair value change on investment properties	131	(2,123)
Loss on disposal of property, plant and equipment	–	206
Operating cash flows before movements in working capital	(1,112)	(358)
Decrease (increase) in other receivables	629	(229)
Increase in other payables, deposit received and accrued charges	1,685	1,838
Cash generated from operations	1,202	1,251
Tax paid:		
Hong Kong Profits Tax paid	(2,961)	–
<b>NET CASH (USED IN) GENERATED FROM OPERATING ACTIVITIES</b>	<b>(1,759)</b>	<b>1,251</b>
<b>INVESTING ACTIVITIES</b>		
Interest received	3	38
Proceeds from disposal of property, plant and equipment	26	–
Purchase of property, plant and equipment	(163)	(738)
Payment for acquisition and construction or development of investment properties	(3,021)	(7,186)
Prepayment for purchase of plant and equipment	(107)	–
Prepayment for construction or development of investment properties	(10,312)	(25,999)
Prepayment for acquisition of a subsidiary	(40,942)	–
Decrease in term deposit with initial term of over three months	–	30,000
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(54,516)</b>	<b>(3,885)</b>
<b>FINANCING ACTIVITIES</b>		
Share application money received	7,548	–
Share issue expenses	(2,342)	–
Advance from a director	32,292	–
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>37,498</b>	<b>–</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(18,777)</b>	<b>(2,634)</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>28,573</b>	<b>44,506</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>692</b>	<b>702</b>
<b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b> represented by cash at bank and in hand	<b>10,488</b>	<b>42,574</b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2011

## 1. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements has been prepared in accordance with the requirements of 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.

The unaudited condensed consolidated financial statements for the six months ended 30 June 2011 has been prepared on the historical cost basis except for certain financial instruments and investment properties, which are measured at fair values. The accounting policies and methods of computation adopted are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2010.

A number of new and revised standards, amendments to standards and interpretations are effective for the financial year beginning on 1 January 2011. Except as described below, the same accounting policies, presentation and methods of computation have been followed in these condensed consolidated financial statements as were applied in the preparation of the Group’s financial statements for the year ended 31 December 2010.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current period, the Group has applied the following new and revised standards, amendments to standards and interpretations (“new and revised HKFRSs”) issued by the HKICPA, which are effective for the Group’s financial year beginning on 1 January 2011.

HKFRSs (Amendments)	Improvements to HKFRSs 2010
HKAS 24 (Revised)	Related Party Disclosures
HKAS 32 (Amendment)	Classification of Rights Issues
HKAS 34 (Amendment)	Significant events and transactions
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments



The adoption of the new and revised HKFRSs has not had any material impact on the amounts reported in the financial statements of the Group and the Company for the current or prior accounting periods except for the changes in accounting policies adopted by the Group as follows:

**HKAS 24 (as revised in 2009) “Related Party Disclosures”** modifies the definition of a related party and simplifies disclosures for government-related entities.

The disclosure exemptions introduced in HKAS 24 (as revised in 2009) do not affect the Group because the Group is not a government-related entity. However, disclosures regarding related party transactions and balances in these consolidated financial statements may be affected when the revised version of the standard is applied in future accounting periods because some counterparties that did not previously meet the definition of a related party may come within the scope of the standard.

**Amendments to HKAS 32 “Classification of Rights Issues”**

Under the amendments of HKAS 32, rights, options and warrants otherwise meeting the definition of equity instruments in paragraph 11 of HKAS 32 issued to acquire a fixed number of an entity’s own non-derivative equity instruments for a fixed amount in any currency are classified as equity instruments provided the offer is made pro-rata to all existing owners of the same class of the entity’s own non-derivative equity instruments.

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

HKFRS 1 (Amendment)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters <sup>(1)</sup>
HKFRS 7 (Amendment)	Disclosures – Transfers of Financial Assets <sup>(1)</sup>
HKFRS 9	Financial Instruments <sup>(4)</sup>
HKFRS 10	Consolidated Financial Statements <sup>(4)</sup>
HKFRS 11	Joint Arrangements <sup>(4)</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>(4)</sup>
HKFRS 13	Fair Value Measurements <sup>(4)</sup>
HKAS 1 (Revised)	Presentation of Financial Statements <sup>(3)</sup>
HKAS 12 (Amendment)	Deferred Tax: Recovery of Underlying Assets <sup>(2)</sup>
HKAS 19 (2011)	Employee Benefits <sup>(4)</sup>
HKAS 27 (2011)	Separate Financial Statements <sup>(4)</sup>
HKAS 28 (2011)	Investments in Associates and Joint Ventures <sup>(4)</sup>

<sup>(1)</sup> Effective for annual periods beginning on or after 1 July 2011.

<sup>(2)</sup> Effective for annual periods beginning on or after 1 January 2012.

<sup>(3)</sup> Effective for annual periods beginning on or after 1 July 2012.

<sup>(4)</sup> Effective for annual periods beginning on or after 1 January 2013.

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

The directors of the Company do not anticipate that the application of the other new and revised standards, amendments and interpretations will have a material impact on the financial statements of the Group and the Company.

### 3. TURNOVER

	Six months ended 30 June	
	2011 HK\$'000 (Unaudited)	2010 HK\$'000 (Unaudited)
Rental income	7,737	7,082

### 4. SEGMENT INFORMATION

Information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of allocating resources to segments and assessing their performance focuses on the nature of business.

For management purposes, the Group’s reportable segments are as follows:

***Property development and investment:***

Development of property or investment in property to generate rental income.

***Treasury and investment:***

The placing of deposits and investment in securities to generate interest income and dividend income, and for capital appreciation.

Funds are also advanced as loans to other parties on a secured or unsecured basis where suitable opportunities are identified to earn enhanced returns.

***Securities trading:***

Investment in listed securities to generate profit from short-term fluctuation in price.



### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

Six months ended 30 June 2011

	Property development and investment HK\$'000 (Unaudited)	Treasury and investment HK\$'000 (Unaudited)	Securities trading HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue	7,737	–	–	7,737
Segment profit (loss)	1,445	–	(179)	1,266
Unallocated expenses				(3,172)
Loss before tax				(1,906)

Six months ended 30 June 2010

	Property development and investment HK\$'000 (Unaudited)	Treasury and investment HK\$'000 (Unaudited)	Securities trading HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue	7,082	–	–	7,082
Segment profit (loss)	5,999	–	(148)	5,851
Unallocated expenses				(4,564)
Profit before tax				1,287

Segment revenue represents revenue generated from external customers. There were no inter-segment sales in the current period (2010: Nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment profit or loss represents the profit earned or loss incurred by each segment without allocation of directors' remuneration, bank interest income and other head office administrative expenses. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

The following is an analysis of the Group's assets and liabilities by reportable segments:

*Segments assets*

	<b>30 June 2011 HK\$'000 (Unaudited)</b>	31 December 2010 HK\$'000 (Audited)
Property development and investment	209,531	153,021
Treasury and investment	–	–
Securities trading	661	900
Total segment assets	210,192	153,921
Unallocated assets	14,809	29,907
Consolidated assets	225,001	183,828

*Segment liabilities*

	<b>30 June 2011 HK\$'000 (Unaudited)</b>	31 December 2010 HK\$'000 (Audited)
Property development and investment	51,476	18,511
Treasury and investment	–	–
Securities trading	9	18
Total segment liabilities	51,485	18,529
Unallocated liabilities	26,021	19,318
Consolidated liabilities	77,506	37,847

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable segments other than unallocated assets including bank balances and cash and certain unallocated head office and corporate assets; and
- all liabilities are allocated to reportable segments other than income tax liabilities, deferred tax liabilities and unallocated liabilities including certain unallocated head office and corporate liabilities.

## 5. (LOSS) PROFIT BEFORE TAX

(Loss) profit before tax has been arrived at after charging (crediting):

	Six months ended 30 June	
	2011 HK\$'000 (Unaudited)	2010 HK\$'000 (Unaudited)
Directors' remuneration	570	1,098
Other staff costs	3,198	2,649
Retirement benefit scheme contributions (excluding those of directors)	236	69
<b>Total staff costs</b>	<b>4,004</b>	<b>3,816</b>
Auditor's remuneration	216	211
Depreciation	485	347
Loss on disposal of property, plant and equipment	–	206
Minimum lease rentals in respect of rented premises	1,131	759
Net foreign exchange loss	97	–
Dividend income from listed investments	(11)	(10)
Interest income	(3)	(38)
Gross rental income from investment properties	(7,737)	(7,082)
Less: direct operating expenses for investment properties	1,538	237
	<b>(6,199)</b>	<b>(6,845)</b>

## 6. INCOME TAX EXPENSE

	Six months ended 30 June	
	2011 HK\$'000 (Unaudited)	2010 HK\$'000 (Unaudited)
Current tax:		
– Hong Kong Profits Tax	660	–
– PRC Enterprise Income Tax	–	1,525
	660	1,525
Deferred tax	(33)	–
	<b>627</b>	<b>1,525</b>

Hong Kong Profits Tax is calculated at 16.5% (2010: 16.5%) of the estimated assessable profit for the period.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% (2010: 25%).

Deferred tax represents the benefit arising from the recognition of deferred tax assets on revaluation of investment properties of the Group's PRC assets.



## 7. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2011 (2010: Nil).

## 8. LOSS PER SHARE

The calculation of basic loss per share is based on the following data:

	Six months ended 30 June	
	2011 HK\$'000 (Unaudited)	2010 HK\$'000 (Unaudited)
Loss for the period attributable to owners of the Company	(2,533)	(238)
	'000	'000
Weighted average number of ordinary shares	773,045	773,045

Diluted loss per share is same as the basic loss per share as there were no potential dilutive ordinary shares outstanding during both periods.

## 9. PROPERTY, PLANT AND EQUIPMENT

	Furniture and fixtures HK\$'000	Computer equipment HK\$'000	Machinery HK\$'000	Motor vehicles HK\$'000	Leasehold improvement HK\$'000	Total HK\$'000
NET BOOK VALUE						
At 1 January 2011 (Audited)	808	265	441	937	684	3,135
Additions	22	1	15	125	-	163
Disposals	(25)	-	-	(1)	-	(26)
Depreciation	(166)	(35)	(34)	(175)	(75)	(485)
Exchange adjustment	15	5	11	13	-	44
At 30 June 2011 (Unaudited)	<b>654</b>	<b>236</b>	<b>433</b>	<b>899</b>	<b>609</b>	<b>2,831</b>

## 10. INVESTMENT PROPERTIES

	Construction and development		Total HK\$'000 (Unaudited)
	completed (at fair value) HK\$'000 (Unaudited)	in progress (at cost) HK\$'000 (Unaudited)	
FAIR VALUE			
At 1 January 2011	86,348	7,422	93,770
Additions	376	2,645	3,021
Exchange adjustment	2,212	190	2,402
Net decrease in fair value recognised in profit or loss	(131)	–	(131)
At 30 June 2011	<b>88,805</b>	<b>10,257</b>	<b>99,062</b>

- (a) The investment properties represent interests in land held under medium term leases in the PRC and buildings erected or being erected thereon.
- (b) The fair value of investment properties has been arrived at on the basis of a valuation carried out by American Appraisal China Limited, an independent qualified valuer not connected with the Group. The valuation was determined by comparison based on prices realised on actual sales or market price information of comparable properties of similar size, character and location.

## 11. GOODWILL

	30 June 2011 HK\$'000 (Unaudited)	31 December 2010 HK\$'000 (Audited)
COST		
At 1 January	13,434	12,952
Exchange adjustment	345	482
At the end of the reporting period	<b>13,779</b>	13,434
IMPAIRMENT		
At the end of the reporting period	–	–
CARRYING VALUE		
At the end of the reporting period	<b>13,779</b>	13,434

## 12. SHARE CAPITAL

	Number of shares '000	Nominal value HK\$'000
Ordinary shares of HK\$ 0.4 each		
<b>Authorised</b>		
At 31 December 2010 and 30 June 2011	2,500,000	1,000,000
<b>Issue and fully paid</b>		
At 31 December 2010 and 30 June 2011	773,045	309,218

## 13. OPERATING LEASE COMMITMENTS

### *The Group as lessee*

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	30 June 2011 HK\$'000 (Unaudited)	31 December 2010 HK\$'000 (Audited)
Within one year	1,871	2,124
In the second to fifth years inclusive	624	1,353
After five years	4,683	4,613
	<b>7,178</b>	<b>8,090</b>

Rentals payable represent operating lease payments for certain land and office properties. Leases are negotiated for terms of two years to fifty years and initial rentals are fixed for two to five years with adjustments fixed for every two to five years.

### *The Group as lessor*

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

	30 June 2011 HK\$'000 (Unaudited)	31 December 2010 HK\$'000 (Audited)
Within one year	11,861	15,419
In the second to fifth years inclusive	–	3,855
	<b>11,861</b>	<b>19,274</b>



## 14. CAPITAL COMMITMENTS

### *The Group*

	30 June 2011 <i>HK\$'000</i> (Unaudited)	31 December 2010 <i>HK\$'000</i> (Audited)
Capital expenditure in respect of the acquisition of plant and equipment contracted for but not provided for in the financial statements	140	130
Capital expenditure in respect of the construction and development of investment properties contracted for but not provided for in the financial statements	42,611	42,054
Capital expenditure in respect of the acquisition of subsidiary contracted for but not provided for in the financial statements	74,802	112,074

## 15. RELATED PARTY TRANSACTIONS

### *Compensation of key management personnel*

Remuneration of key management personnel of the Group, including the Company's directors, is as follows:

	Six months ended 30 June	
	2011 <i>HK\$'000</i> (Unaudited)	2010 <i>HK\$'000</i> (Unaudited)
Fees, salaries and other benefits	570	2,503

The remuneration of directors and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

### *Amount due to a director*

During the six months ended 30 June 2011, Mr. Huang Shih Tsai ("Mr. Huang"), the Chairman and a Non-executive Director of the Company, has provided interest-free loans to subsidiaries, 海豐金麗灣度假村有限公司 (Haifeng Jinliwan Resort Company Limited\*) and 滙通天下控股(中國)有限公司 (Waytung Global Holding (China) Limited\*), of the Company for funding their working capital requirements.

As at 30 June 2011, a sum of approximately RMB27,445,000 (equivalent to approximately HK\$33,387,000) (2010: HK\$1,067,000) was owed by the Group to Mr. Huang.

### ***Other transactions with related parties***

The Group has leased an office property from 大中華國際集團(中國)有限公司 (Great China International Group (China) Company Limited\*) (“GCI”) with a monthly rental payment of RMB28,913 since 1 February 2010 for a fixed term of three years. GCI is wholly-owned by Great China International Investment (Groups) Limited (“Great China Groups”). Mr. Huang, the Chairman and a Non-executive Director of the Company, who founded Great China Groups in Hong Kong during 1980s, is the chairman of the board of Great China Groups. Ms. Huang Wenxi, an Executive Director of the Company, is also the deputy chairman of GCI. The total rentals payable by the Group to GCI for the six months ended 30 June 2011 amounted to approximately HK\$211,000 (six months ended 30 June 2010: HK\$166,000).

The Group has leased a car park space from 深圳市大中華第一太平戴維斯物業管理有限公司 (Shenzhen City Great China First Pacific Savills\*) (“Savills”) with a monthly rental payment of RMB1,300 since 1 July 2010 for a fixed term of one year. Savills is indirectly wholly-owned by Great China Groups. The total rentals paid by the Group to Savills for the six months ended 30 June 2011 amounted to approximately HK\$9,000 (six months ended 2010: Nil).

As at 30 June, 2011, the rental deposit paid of approximately HK\$70,000 (2010: Nil) to GCI, which is unsecured and non-interest bearing, is recorded in “other receivables”. The rental payable of approximately HK\$211,000 (2010: Nil) to GCI is recorded in “other payables”.

## **16. EVENTS OCCURRING AFTER THE REPORTING DATE**

On 18 July 2011, 386,522,400 rights shares were issued on the basis of one rights share for every two existing shares held on the record date (i.e. 20 June 2011) by the qualifying shareholders at a subscription price of HK\$ 0.40 per rights share. These rights shares rank pari passu in all respects with the those existing shares of the Company.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Results

For the six months ended 30 June 2011, the Group recorded a turnover of approximately HK\$7,737,000, representing an increase of approximately 9.2% as compared to approximately HK\$7,082,000 for the corresponding period of last year. The increase in turnover was mainly contributed by the appreciation of Renminbi against Hong Kong Dollar since the turnover was denominated in Renminbi deriving from its property development and investment business under a tenancy agreement commenced since April 2009. Loss attributable to the shareholders was approximately HK\$2,533,000 for the six months ended 30 June 2011, representing an increase of approximately 9.6 times as compared to a loss of approximately HK\$238,000 for the corresponding period of last year. The increase in the loss was mainly resulted from (i) decrease in fair value change on investment properties of approximately HK\$131,000 (six months ended 30 June 2010: increase approximately HK\$2,123,000); and (ii) substantial amount of land use right tax of approximately HK\$1,496,000 charged in relation to properties of a PRC subsidiary of the Company.

### The Rights Issue

On 26 May 2011, the Company proposed to raise approximately HK\$154.6 million before expenses by way of a rights issue of 386,522,400 rights shares at the subscription price of HK\$0.40 per rights share on the basis of one rights share for every two existing shares held on 20 June 2011 (the "Rights Issue"). Brilliant China Group Limited, a substantial shareholder wholly-owned by Ms. Huang Wenxi, an Executive Director of the Company, was the underwriter of the Rights Issue.

All of the conditions precedent set out in the underwriting agreement have been fulfilled and the underwriting agreement and the Rights Issue become unconditional on 8 July 2011. As a result of the over-subscription of the rights shares, the underwriter's obligations under the underwriting agreement in respect of the underwritten shares have been fully discharged.

On 18 July 2011, 386,522,400 rights shares were issued under the Rights Issue. The rights shares rank pari passu in all respects with the existing shares of the Company.

### Share Option Scheme

The circular in relation to a summary of the principal terms of the Company's new share option scheme (the "New Scheme") dated 18 April 2011 was despatched to the shareholders of the Company. The New Scheme was approved and adopted by the shareholders at the annual general meeting of the Company on 23 May 2011.

The purpose of the New Scheme is to reward participants who have contributed to the Group and to encourage participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole. The Board may, at its sole discretion, invite directors and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group (the "participants") to take up options to subscribe for shares in the Company. The participants need to remit HK\$1 as consideration for the grant of an option.



The New Scheme will be adopted for a period of 10 years commencing on 23 May 2011. The option period shall not exceed 10 years from the date of grant of option. There is no minimum period for which an option must be held before it can be exercised.

The maximum number of shares which may be granted under the New Scheme must not in aggregate exceed 10% of the shares in issue as at the date of adoption of the New Scheme or the date of approval by the shareholders in general meeting where the limit is refreshed. The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each individual in any 12-month period up to and including the date of grant shall not exceed 1% of the shares in issue at the date of grant unless approval from Company's shareholders has been obtained. Options granted to a substantial shareholder or an independent non-executive director of the Company in excess of 0.1% of the total number of shares in issue or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options may be exercised at any time during the specified option period. The exercise price shall be determined by the Board of the Company, and shall be at least the highest of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares. The maximum number of shares which may be issued upon exercise of all options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not exceed 30% of the Company's shares in issue from time to time.

No option was granted under the New Scheme during the period under review or outstanding as at 30 June 2011.

## **BUSINESS REVIEW**

### **Property Development and Investment Business**

#### *The Gold Coast Project*

After the completion of Acquisition of Gold Coast Tourism Development Limited ("Gold Coast") in 2009, the Group has gradually adjusted its strategy to transform the Company from a property investor into a property investor and/or property developer. Through the Gold Coast project, the Group has also engaged in the tourism property development business.

Gold Coast, through its wholly-owned PRC subsidiary, 海豐金麗灣度假村有限公司 (Haifeng Jinliwan Resort Company Limited\*) (the "Gold Coast PRC"), owns a resort located in Baian Peninsula, Houmen Town, Haifeng County, Shanwei City, Guangdong Province, the PRC (the "Gold Coast Resort").

The Group has entered into a tenancy agreement (the "Tenancy Agreement") with an independent third party (the "Tenant") on 10 October 2008 and leased out the resort held by the Gold Coast PRC to the Tenant with a minimum monthly rental income of approximately RMB1,083,333 since April 2009 for an initial fixed term of three years. The Tenancy Agreement has secured recurring income for the Group.

To address water shortage problems in the 鮎門鎮 (Houmen Town\*) area in the PRC where the Gold Coast Resort is located, the Gold Coast PRC completed the construction of water supply pipes connecting 鮎門鎮 (Houmen Town\*) and 梅隴鎮平安洞 (Meilong Town Pinandong\*), Haifeng County, Shanwei City, Guangdong Province, the PRC in March 2010 with a total cost of approximately HK\$6,623,000. The Group is now assessing the business opportunity of extending the operation of the water supply pipes to supply water to the local villages near the Gold Coast Resort.

On 16 June 2010, the Gold Coast PRC had entered into a construction contract with an independent third party, 深圳市焯楠建築裝飾工程有限公司 (Shenzhen Zhuonan Construction and Decoration Company Limited\*) (the “Constructor”), for the construction and renovation of Gold Coast Resort at a contract price of RMB55,000,000 (equivalent to approximately HK\$66,908,000). During 2010, the Gold Coast PRC paid RMB22,500,000 (equivalent to approximately HK\$27,371,000) as a prepayment of the contract sum. During the six months ended 30 June 2011, a further prepayment of approximately RMB8,476,000 (equivalent to approximately HK\$10,311,000) was paid to the Constructor by the Group.

#### *Acquisition of a subsidiary (“The Tanghai Project”)*

The circular in relation to the acquisition of the entire equity interest of 唐海中泰信和房地產開發有限公司 (Tanghai Zhongtai Xinhe Real Estate Company Limited\*) (the “Target”) pursuant to a sale and purchase agreement dated 27 September 2010 (the “Acquisition”) was despatched to the shareholders of the Company on 25 November 2010. The Acquisition was approved by the shareholders at the extraordinary general meeting of the Company held on 13 December 2010. During 2010, the Target’s relevant certificates, licences, corporate information, land title documents and company chop had been handed over the Group which in turn paid RMB10,000,000 (equivalent to approximately HK\$12,165,000) to the vendors as deposit.

During the six months ended 30 June 2011, a further payment of RMB33,000,000 (equivalent to approximately HK\$40,145,000) was paid to the vendors by the Group as part of the next instalment of RMB50,000,000 (equivalent to approximately HK\$60,825,000) which shall be fully settled within 10 business days after receipt of documentary evidence confirming completion of the relevant formalities to register the change of equity holder to the Group as to 99.99% and the independent third party as to 0.01% as the legal owners of the Target and to change the corporate nature of the Target.

Another sum of RMB44,500,000 (equivalent to approximately HK\$54,134,000) will be paid by the Group to the vendors within 12 months from the completion of the change of equity holding structure of the Target once the formalities to change the land use rights and to obtain the relevant certificates to allow the relevant land to commence development works as agreed.

The completion of the Acquisition is expected to take place in the third quarter of 2011.

## **Securities Trading Business**

During the six months ended 30 June 2011, the Group did not actively involve in securities trading business due to the uncertainties in the global economic conditions.

## **Treasury and Investment Business**

The Group did not hold any investment for treasury and investment purpose during the six months ended 30 June 2011.

## **BUSINESS OUTLOOK**

During the six months ended 30 June 2011, the Group has been gradually transforming from a property investor into a property investor and/or property developer through the operation of the Gold Coast Project and the acquisition of the Tanghai Project.

The Company may consider investment in new business should any opportunities arise.

## **LIQUIDITY AND FINANCIAL RESOURCES**

As at 30 June 2011, bank balances and cash of the Group amounted to approximately HK\$10,488,000 (31 December 2010: HK\$28,573,000). The Group's total current assets as at 30 June 2011 amounted to approximately HK\$15,101,000, which comprised other receivables, held for trading investments, bank balances and cash. The Group's total current liabilities as at 30 June 2011 amounted to approximately HK\$62,542,000, which mainly consisted of (i) an amount of approximately HK\$11,328,000, representing the balance of consideration payable for the acquisition of Gold Coast that will only be released within seven days after Gold Coast PRC has obtained the Stated-owned Land Use Certificate in respect of the Other Property with assistance of the vendors; (ii) shares application money of approximately HK\$7,548,000 received from the Qualifying Shareholders in connection with the Rights Issue; and (iii) an interest-free loan of approximately RMB27,445,000 (equivalent to approximately HK\$33,387,000) provided by Mr. Huang Shih Tsai, the Chairman and a Non-executive Director of the Company, to fund the working capital requirements of the Company's PRC subsidiaries.

## **CAPITAL COMMITMENT**

As at 30 June 2011, the Group had a total capital commitment of approximately HK\$117,553,000, contracted for but not provided for in the financial statements, which comprised (i) approximately HK\$140,000 in respect of the acquisition of plant and equipment, (ii) approximately HK\$42,611,000 in respect of the construction and development of investment properties, and (iii) approximately HK\$72,802,000 in respect of the acquisition of a subsidiary.

## **CHARGES ON ASSETS**

As at 30 June 2011, the Group had not charged any of its assets.



## EMPLOYEES

As at 30 June 2011, the Group employed 25 employees and the related staff costs amounted to approximately HK\$3,434,000. Staff remuneration packages are reviewed annually. Employee benefits include a medical insurance coverage, provident fund and share options.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 30 June 2011, the interests and short positions of the directors, chief executive and their respective associates in the shares, underlying shares and convertible notes of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Name of Directors	Type of interests	Total number of shares held	Approximate percentage holding of shares %
Ms. Huang Wenxi	Corporate & Beneficial (note 1)	423,867,606(L)	54.83
Mr. Huang Shih Tsai	Beneficial (note 2)	50,000,000(L)	6.47

(L) Long Position

Notes:

1. The interest disclosed represents the 235,778,664 shares held by Ms. Huang Wenxi and 188,088,942 shares held by Brilliant China Group Limited which is 100% owned by Ms. Huang Wenxi.
2. Pursuant to an option deed dated 31 August 2009 entered into between Mr. Huang Shih Tsai ("Mr. Huang") and CCB International Asset Management Limited ("CCB International"), Mr. Huang granted an option to CCB International whereby CCB International may request Mr. Huang to purchase all or part of the 50,000,000 shares ("Option Shares") during a two years and four months period (as extended) at the consideration of HK\$0.70 per Option Share owned by CCB International. As such, Mr. Huang is deemed to be interested in the 50,000,000 Option Shares held by CCB International under the SFO.

All the interests stated above represented long positions in the shares of the Company as at 30 June 2011, there were no short positions recorded in the register required to be kept under Section 336 of the SFO.

Save as disclosed, none of the directors, chief executive and their respective associates had any interests or short positions in any shares, underlying shares and convertible notes of the Company and its associated corporations as at 30 June 2011.

## SUBSTANTIAL SHAREHOLDERS

As at 30 June 2011, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interest of the directors which had been disclosed in the foregoing section on “Directors’ and Chief Executive’s Interests in Securities”, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company:

Name of Shareholders	Type of interests	Total number of shares held	Approximate percentage holding of total issued shares %
Brilliant China Group Limited	Corporate ( <i>note 1</i> )	188,088,942(L)	24.33
CCB International Asset Management Limited	Corporate ( <i>note 2</i> )	50,000,000 (L)	6.47
	Corporate ( <i>note 2</i> )	50,000,000 (S)	6.47
Central Huijin Investment Ltd. (formerly known as Central SAFE Investments Limited)	Beneficial ( <i>note 2</i> )	50,000,000 (L)	6.47
	Beneficial ( <i>note 2</i> )	50,000,000 (S)	6.47
Mr. Lo Man Wai	Beneficial	50,000,000 (L)	6.47

(L) – Long Position

(S) – Short Position

### Notes:

- Brilliant China Group Limited is 100% owned by Ms. Huang Wenxi, an Executive Director of the Company. By virtue of the SFO, Ms. Huang Wenxi is deemed to have interest in the 188,088,942 shares of the Company held by Brilliant China Group Limited.
- According to information disclosed in the disclosure of interest form, CCB International Asset Management Limited is ultimately indirectly owned as to 70.69% by Central Huijin Investment Ltd. (formerly known as Central SAFE Investments Limited) through five intermediary companies, namely CCB International Assets Management (Cayman) Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited, CCB International Group Holdings Limited and China Construction Bank Corporation, and therefore Central Huijin Investment Limited and the five intermediary companies are deemed to be interested in the 50,000,000 underlying Shares held by CCB International Asset Management Limited.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 30 June 2011.

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

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

## CORPORATE GOVERNANCE

The Company has applied the principles and complied generally with the requirements of the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited throughout the six months ended 30 June 2011.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the directors. Having made specific enquiry of all directors, they have confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2011.

## AUDIT COMMITTEE

The Company has an Audit Committee which was established in accordance with the requirements as set out in Appendix 14 of the Listing Rules, for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises three Independent Non-executive Directors of the Company, namely Mr. Cheng Hong Kei, Mr. Leung Kwan, Hermann and Mr. Lum Pak Sum. Mr. Cheng Hong Kei is the Chairman of the Audit Committee. The Audit Committee has reviewed the Group's unaudited interim results for the six months ended 30 June 2011.

By order of the board of directors

**Waytung Global Group Limited**

**Huang Shih Tsai**

*Chairman*

Hong Kong, 26 August 2011

As at the date of this report, the directors of the Company are as follows:

Executive Director

Ms. Huang Wenxi (*Chief Executive Officer*)

Non-executive Director

Mr. Huang Shih Tsai (*Chairman*)

Independent non-executive Directors

Mr. Cheng Hong Kei

Mr. Leung Kwan, Hermann

Mr. Lum Pak Sum