



TONTINE

China Tontine Wines Group Limited

中國通天酒業集團有限公司

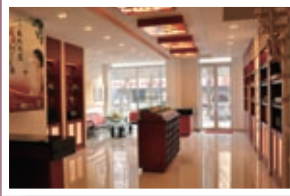
*(Incorporated in Bermuda with limited liability)*

*Stock Code: 389*

Interim Report 2011



## SIGNIFICANT EVENTS DURING THE PERIOD



Retail shops were launched in Beijing, Shenyang and Wuhan during the period, as sales and marketing platform for Tontine brand products, and provide marketing support to the distributors.



In Spring, the Company participated in the China Food & Beverage Fairs 2011 held at Chengdu, to demonstrate Tontine brand products to consumers as well as current and potential distributors.

### PRODUCT HIGHLIGHTS



**Tontine Premium  
Blueberry Wine**  
(通天特級藍莓酒)



**Tontine Premium  
Ice Wine**  
(通天特級冰葡萄酒)



**Tontine Wild Rose  
Mountain Grape Wine**  
(通天野玫瑰山葡萄酒)



**Tontine Dry  
White Wine**  
(通天干白葡萄酒)

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# Financial Highlights

## Six months ended 30 June

2011	2010
<b>RMB'000</b>	<b>RMB'000</b>
<b>(Unaudited)</b>	<b>(Unaudited)</b>

### Profitability data

Revenue	<b>352,579</b>	288,908
Gross profit	<b>201,311</b>	168,673
Profit and total comprehensive income for the period attributable to owners of the Company	<b>70,347</b>	89,890
Earnings per share		
– Basic <i>(RMB) (Note 1)</i>	<b>3.5 cents</b>	5.2 cents
– Diluted <i>(RMB) (Note 2)</i>	<b>3.5 cents</b>	N/A

## Six months ended 30 June

2011	2010
<b>(Unaudited)</b>	<b>(Unaudited)</b>

### Profitability ratios

Gross profit margin	<b>57.1%</b>	58.4%
Profit margin	<b>20.0%</b>	31.1%
Effective tax rate	<b>36.3%</b>	30.0%
Return on equity <i>(Note 3)</i>	<b>4.2%</b>	9.1%
Return on assets <i>(Note 4)</i>	<b>4.0%</b>	8.4%

### Operating ratios (as a percentage of revenue)

Advertising and marketing expenses	<b>6.0%</b>	5.3%
Staff costs	<b>6.7%</b>	4.1%

# Financial Highlights

## Notes:

1. The calculation of basic earnings per share is based on the profit and total comprehensive income for the period attributable to owners of the Company divided by the weighted average number of ordinary shares in issue during the period.
2. No diluted earnings per share for the period ended 30 June 2010 as there are no potential diluted ordinary share outstanding during the period.
3. Return on equity is equal to the profit and total comprehensive income for the period attributable to owners of the Company divided by the average balance of total equity as at the beginning of each period and as at the end of each period.
4. Return on assets is equal to the profit and total comprehensive income for the period attributable to owners of the Company divided by the average balance of total assets as at the beginning of each period and as at the end of each period.

	<b>At</b>	At
	<b>30 June</b>	31 December
	<b>2011</b>	2010
	<b>RMB'000</b>	RMB'000
	<b>(Unaudited)</b>	(Audited)

## Assets and liabilities data

Non-current assets	<b>267,265</b>	268,208
Current assets	<b>1,503,556</b>	1,499,305
Current liabilities	<b>56,537</b>	93,987
Non-current liability	<b>28,555</b>	27,555
Shareholders' equity	<b>1,685,729</b>	1,645,971





# Financial Highlights

<b>At</b>	At
<b>30 June</b>	31 December
<b>2011</b>	2010
<b>(Unaudited)</b>	(Audited)

## Other key financial ratios and information

Current ratios ( <i>Note 5</i> )	<b>26.6</b>	16.0
Quick ratios ( <i>Note 6</i> )	<b>24.1</b>	13.9
Net asset value per share ( <i>RMB</i> ) ( <i>Note 7</i> )	<b>0.8</b>	0.8
Inventory turnover days ( <i>days</i> ) ( <i>Note 8</i> )	<b>276</b>	287
Trade receivables turnover days ( <i>days</i> ) ( <i>Note 9</i> )	<b>72</b>	58
Trade payables turnover days ( <i>days</i> ) ( <i>Note 10</i> )	<b>27</b>	30

### Notes:

- Current ratio equals current assets divided by current liabilities as at the end of each period/year.
- Quick ratio equals current assets minus inventory, divided by current liabilities as at the end of each period/year.
- The calculation of net asset value per share is based on the net assets divided by weighted average number of shares for the period ended 30 June 2011. The calculation of net asset value per share for the year ended 31 December 2010 is based on the total number of shares in issue after the Company's placing of its shares on 9 November 2010 and at the end of the year.
- Inventory turnover days are computed by dividing the average of the beginning and closing inventory balances in the respective financial period by cost of sales (excluding consumption tax and other taxes) and multiplied by 181 days (for the six months ended 30 June 2011) and 365 days (for the year ended 31 December 2010).
- Trade receivables turnover days are computed by dividing the average of the beginning and closing trade receivables balance in the respective financial period by revenue and multiplied by 181 days (for the six months ended 30 June 2011) and 365 days (for the year ended 31 December 2010).
- Trade payables days are computed by dividing the average of the beginning and closing trade payables balance in the respective financial period by cost of sales (excluding consumption tax and other taxes) and multiplied by 181 days (for the six months ended 30 June 2011) and 365 days (for the year ended 31 December 2010).
- The financial data of the Company for the year ended 31 December 2010 and information as to its consolidated financial position as at 31 December 2010 are extracted from the Company's annual report dated 21 March 2011.



# Corporate Information

## EXECUTIVE DIRECTORS

Mr. Wang Guangyuan  
Mr. Zhang Hebin  
Ms. Wang Lijuan

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Sih Wai Kin, Daniel  
Mr. Lai Chi Keung, Albert  
Mr. Li Changgao

## COMPANY SECRETARY

Mr. Sum Chi Kan, *CISA, FCCA*

## AUDIT COMMITTEE

Mr. Sih Wai Kin, Daniel (*Chairman*)  
Mr. Lai Chi Keung, Albert  
Mr. Li Changgao

## REMUNERATION COMMITTEE

Mr. Sih Wai Kin, Daniel (*Chairman*)  
Mr. Lai Chi Keung, Albert  
Mr. Li Changgao

## NOMINATION COMMITTEE

Mr. Lai Chi Keung, Albert (*Chairman*)  
Mr. Wang Guangyuan  
Mr. Li Changgao

## AUTHORISED REPRESENTATIVES

Mr. Wang Guangyuan  
Mr. Sum Chi Kan

## LEGAL ADVISERS

### As to Hong Kong law

Chiu & Partners  
40th Floor, Jardine House  
1 Connaught Place  
Hong Kong

### As to Bermuda law

Conyers Dill & Pearman  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### As to PRC law

Jingtian & Gongcheng Attorneys At Law  
34/F, Tower 3, China Central Place,  
77 Jianguo Road,  
Chaoyang District,  
Beijing 100025,  
PRC

## AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F, One Pacific Place  
88 Queensway  
Hong Kong





# Corporate Information

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit No. 3612, 36th Floor  
West Tower, Shun Tak Centre  
Nos. 168-200 Connaught Road Central  
Hong Kong

## HEAD OFFICE IN THE PRC

No. 2199, Tuanjie Road  
Tonghua County  
Jilin Province  
PRC

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda)  
Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM08  
Bermuda

## BRANCH REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited  
26/F, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Bank of China Tower Branch  
1 Garden Road  
Hong Kong

Agriculture Bank of China  
Tonghua County Branch  
No.679 Changzheng Road  
Kuaidamao Town, Tonghua County  
Jilin Province  
PRC

## INVESTOR RELATIONS CONSULTANT

Strategic Financial Relations (China)  
Limited

## COMPANY WEBSITE

<http://www.tontine-wines.com.hk>  
(information on the website does not  
form part of this interim report)

## SHARE INFORMATION

Listing date: 19 November 2009  
Stock name: Tontine Wines  
Number of issued shares  
as at 30 June 2011:  
2,017,934,000 shares  
Board lot: 2,000 shares

## STOCK CODE

389

## FINANCIAL YEAR-END DATE

31 December





# Management Discussion and Analysis

## RESULTS

The board (the “Board”) of directors (the “Directors”) of China Tontine Wines Group Limited (the “Company”) is pleased to announce the unaudited interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2011 (the “Period”).

The Group’s revenue for the six months ended 30 June 2011 amounted to approximately RMB352.6 million (2010: RMB288.9 million), representing an increase of approximately 22.1% as compared with the same period last year and the Group’s profit and total comprehensive income for the period attributable to owners of the Company decreased by approximately 21.7% to approximately RMB70.4 million (2010: RMB89.9 million).

The Company’s basic earnings per share reached RMB3.5 cents (2010: RMB5.2 cents) based on the weighted average number of shares in issue during the Period.

The decline in profitability for the Period over the same period of last year was mainly attributable to the share option expense for the share options granted during the year ended 31 December 2010 and exchange loss due to Renminbi exchange rate fluctuation.

## BUSINESS REVIEW

For the six months ended 30 June 2011, the Group faced an extremely difficult and challenging operating climate. The global economy remained weak, with recovery slow in coming. In Europe, many countries remain troubled by the debt crisis. Although China has experienced fairly healthy economic growth, governmental measures to curb inflation and prevent the economy from overheating have created temporary shock waves in the market. Moreover, a number of provinces have also experienced large scale natural disasters. These events have all adversely affected the Group’s businesses to varying degrees. The adverse impact was to certain extent offset by (i) the measures taken by The Central People’s Government to reduce reliance on exports and stimulate domestic demand and (ii) the ability of the Group to accurately predict and remain abreast of the future market trend by taking well-planned actions such as to construct new plants to expand production capacity, build up a wide and high-quality distribution network and enhance investments in marketing and promote brand recognition. These actions proved to be effective and created the string of encouraging results for the Period with sales revenue growing by 22.1% over the same period last year, and the Board is confident that such actions will serve the Group well going forward.

Profit attributable to owners of the Company for the Period dwindled despite the growth in revenue as it was impacted by (i) the share option expense for the share options granted during the year ended 31 December 2010; (ii) exchange loss due to Renminbi exchange rate fluctuation; (iii) the newly imposed city construction tax and education surcharge to the Group’s subsidiaries in mainland China; and (iv) the increase in investments in brand promotion and marketing.

We believe that one of the greatest challenges, and one with the greatest room for improvement, is to maximise overall profit margins. Accordingly, the consensus within the Group is that our task is to (i) reduce costs through better coordination and exploration of opportunities for synergies; (ii) implement effective measures to reduce the impact of raw materials volatilities; (iii) shift our sales mix towards products with higher gross profit margin; and (iv) launch new products with higher profit margin in the second half of 2011.



# Management Discussion and Analysis

## **Sales and distribution network**

The Group sells substantially all of its grape wine products to distributors, who distribute and sell such grape wine products to third-party retailers, including supermarkets, and specialty stores selling tobacco and alcohol, food and beverage outlets such as restaurants, and hotel restaurants, as well as through their own direct sales distribution to end-consumers and other sub-distributors.

Generally, the Group selects distributors to distribute grape wines products within a designated geographical area and such selections are based on factors such as economic strength, sales network in the Group's target market, product knowledge, mutual goodwill and common objectives, good track record and successful experience in consumption goods distribution, and high moral integrity, credibility and social standing.

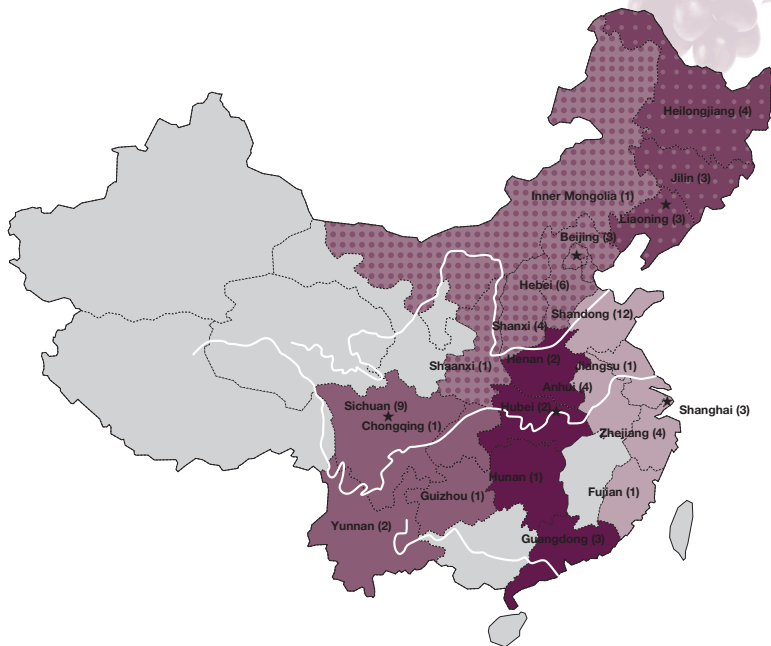
The Group constantly reviews the performance of the distributors within its sales and distribution network. As at 30 June 2011, the Group's products were sold through 71 distributors in 19 provinces and 3 municipal cities in the People's Republic of China ("China" or the "PRC"). All distributors are independent third parties and are generally engaged in the business of distributing and selling of grape wine products.

The Group enters into a standard distribution agreement with each of its selected distributors for a period of one year and following successful negotiation between the parties upon the expiry of the existing distribution agreements, the Group will renew such agreements with distributors each year. In order to facilitate and assist the marketing and sale of the Group's products by its distributors, the Group bears the delivery costs and implements advertising strategies primarily through television commercials, billboards and magazines to emphasize the health benefits of moderate consumption of grape wines and the quality of its grape wine products in order to establish consumer loyalty and strengthen brand-building and popularity for its grape wine products.

The Group does not have any ownership or management control over its distribution network. In order to supervise these distributors, the Group assigns sales managers to work closely with the distributors in order to monitor their performance and obtain market feedback on the Group's products. In addition, the Group conducts annual appraisals of the performance of its distributors to determine whether the Group will renew the distribution agreements with them, taking into consideration their sales network, promotion approach, creditability and inventory accumulation.

# Management Discussion and Analysis

The following map illustrates the Group's distribution network in the PRC as at 30 June 2011:



## Notes:

1. : North-east region of China includes Liaoning Province, Jilin Province and Heilongjiang Province.
2. : Northern region of China includes Hebei Province, Shaanxi Province, Inner Mongolia, Shanxi Province and Beijing.
3. : Eastern region of China includes Jiangsu Province, Zhejiang Province, Anhui Province, Fujian Province, Shandong Province and Shanghai.
4. : South-central region of China includes Henan Province, Hubei Province, Hunan Province and Guangdong Province.
5. : South-west region of China includes Sichuan Province, Yunnan Province, Guizhou Province and Chongqing.
6. The number of distributors of our products in each province or municipality is set next to the name of the relevant province or municipality.
7. ★: Tontine retail shops located in Beijing, Chengdu, Shanghai, Shenyang and Wuhan.

# Management Discussion and Analysis

The following table sets forth a breakdown of our revenue by sales region for the Period:

	Six months ended 30 June			
	2011		2010	
	RMB'000	%	RMB'000	%
North-East (Refer to Note 1 above)	47,310	13.4	37,778	13.1
Northern (Refer to Note 2 above)	73,914	21.0	59,080	20.4
Eastern (Refer to Note 3 above)	113,280	32.1	101,368	35.1
South-Central (Refer to Note 4 above)	52,005	14.8	36,757	12.7
South-West (Refer to Note 5 above)	66,070	18.7	53,925	18.7
Total	<b>352,579</b>	<b>100.0</b>	288,908	100.0

The geographical distribution of our sales remained relatively stable. Revenue derived from our sales in the eastern region of China remain the largest contributing region to our total revenue. The eastern region of China is our largest market with the highest number of distributors, as it is a comparatively more affluent region in the PRC with relatively high levels of per capita income, where consumers have a general preference towards wine products over other alcoholic beverages. The south-west and northern regions of China are also our significant markets, where some of our key distributors are located.

The Group will continue to expand and optimize its distribution network by working closely with the Group's distributors and leveraging their local resources and business networks.

## Supply of grapes

Production of quality grape wine products is highly dependent upon sufficient supply of quality grapes and grape juice. Currently, we source our supply of grape from 280 local grape farmer suppliers, whose vineyards are located in the regions around Ji'An City, Jilin Province, the PRC at the foothills of Changbai mountain range on the banks of the Yalu river. In order to maintain reliable and stable supplies of quality grapes to meet our needs, we have entered into a 20 years long-term contract with each of our grape farmer suppliers and our vineyard management team supervises the planting, nurturing and harvesting of the grapevines.

# Management Discussion and Analysis

## Business outlook

The growth of the Group's business has been closely linked with the sustained high growth of the China's economy and the development of the market for domestic demand. The Group is highly confident that these trends will continue. The Group is determined to ride on the continued development in China's economy and plans to develop a wine estate in Ji'An City, Jilin Province, the PRC, to produce premium range of its estate bottle wines from high quality grapes. Wines produced by the wine estate, which will be labelled as "Estate Bottled", will be produced from high quality grapes grown in the Group's self-operated vineyards within the wine estate. The Group's wine estate, with vineyards covering a total area of approximately 2,000 mu\*, will be installed with wine production and wine cellaring facilities and is expected to have an annual yield of around 500 tonnes.

The Group is developing wine cellaring capabilities to complement its production facilities in Tonghua County, Jilin Province, the PRC. A wine cellar is a place where a stock of wine is properly stored under a controlled environment to undergo an ageing process to produce a range of winery products. The wine cellar is designed with a storage capacity of up to approximately 600,000 bottles (750 ml).

The Group plans to enhance its current sales and distribution network throughout the PRC by establishing not less than 20 Tontine retail shops in certain selected markets in the PRC within the next 3 years. As at the date of this report, retail shops were launched in Beijing, Chengdu, Shanghai, Shenyang and Wuhan. We plan to establish 3 retail shops in the second half of 2011. These retail shops serve or will serve as direct sales and marketing platform for Tontine brands products, and provide marketing support to our distributors.

To meet increasing sophisticated consumer tastes, the Group plans to launch 3 new products (2 sweet wine products and 1 dry wine product) in the second half of 2011. The new products, which add to the diverse product portfolio of the Group, are expected to cater for a wider range of customers. We will continue to increase our investment in the research and development of our products.

Looking ahead, the Group remains optimistic about the prospects of the PRC's economy and is confident that there are ample opportunities in the PRC grape wine market. The Group will continue to improve its revenue and profitability by expanding sales networks, especially in second and third-tier PRC cities through stronger channel management and by stepping up its investments in advertising, marketing and promotion; and implementing tighter cost control measure, more stringent quality management and competitive pricing strategy. The management believes that the Group is able to remain competitive in the market and explore the market potential further.

\* 1 mu equals to approximately 667 square metres.



# Management Discussion and Analysis

## FINANCIAL REVIEW

### Revenue

Revenue represents proceeds from the sale of grape wine products. Our revenue increased by approximately 22.1% to approximately RMB352.6 million for the six months ended 30 June 2011 from approximately RMB288.9 million over the same period last year. Our customers were mainly regional distributors in the PRC and we sold our products to our distributors at prices ranging from approximately RMB5.9 to RMB115.0 per bottle. The growth in revenue was due to a satisfactory increase in sales volume. The following table sets forth a breakdown of the Group's revenue for the Period:

	Six months ended 30 June				Growth of Revenues (%)
	2011		2010		
	<i>RMB'000</i>	% of total revenues	<i>RMB'000</i>	% of total revenues	
Sweet wines	<b>242,536</b>	<b>68.8</b>	198,826	68.8	22.0%
Dry wines	<b>110,043</b>	<b>31.2</b>	90,082	31.2	22.2%
<b>Total</b>	<b>352,579</b>	<b>100.0</b>	288,908	100.0	

Revenue derived from the sale of our sweet wine products is generally higher than that of our dry wine products primarily because of our business strategy in focusing on the promotion of our sweet wine products which have better profit margins.

# Management Discussion and Analysis

The following table sets forth the number of units sold and the average selling prices of the Group's products for the Period:

	Six months ended 30 June			
	2011		2010	
	Total units sold	Average selling price RMB'000	Total units sold	Average selling price RMB'000
	tonnes	per tonne	tonnes	per tonne
Sweet wines	5,702	42.5	5,694	34.9
Dry wines	3,840	28.7	3,154	28.6
<b>Total</b>	<b>9,542</b>	<b>37.0</b>	<b>8,848</b>	<b>32.7</b>

The growth in revenue was due to satisfactory increase in sales volume and increase in the average selling price of sweet wines and dry wines. The increase in the average selling price of our grape wine products was due to our targeted efforts in continuing to promote the sale of products with greater potential for growth, which were generally products with higher selling prices.

## Cost of sales

	Six months ended 30 June			
	2011		2010	
	RMB'000	%	RMB'000	%
Raw materials				
– Grapes and grape juice	66,085	43.7	55,657	46.3
– Yeast and other additives	3,569	2.4	4,335	3.6
– Packaging materials	33,315	22.0	27,711	23.0
– Others	303	0.2	285	0.3
Total raw material cost	103,272	68.3	87,988	73.2
Production overheads	5,897	3.9	3,356	2.8
Consumption tax and other taxes	42,099	27.8	28,891	24.0
Total cost of sales	151,268	100.0	120,235	100.0



# Management Discussion and Analysis

The principal raw materials required by the Group in producing wine products are grapes, grape juice, yeast and additives as well as packaging materials including bottles, bottle caps, label, corks and packing boxes. During the Period, the cost of grapes and grape juices were the key component of cost of sales and accounted for approximately 68.3% of the Group's total cost of sales. The percentage of the total raw material cost to total cost of sales decreased approximately 4.9% from approximately 73.2% to approximately 68.3% primarily as a result of our target effect in promoting the sale of our products with high gross profit margins, the raw material costs of which typically represent a lower percentage of their respective sale price.

Production overheads primarily consist of depreciation, supplies, utilities, repair and maintenance expenses, salaries and related personnel expenses for the production and related departments and other incidental expenses for production. The percentage of production overheads to total cost of sales increased approximately 1.1% from approximately 2.8% to approximately 3.9% mainly due to the increase of depreciation for the 20,000 tonnes production facilities that was completed in the fourth quarter of 2010.

The consumption tax and other taxes increased approximately 3.8% from approximately 24.0% to approximately 27.8% mainly due to the newly imposed city construction tax and education surcharge to the Group's subsidiaries in mainland China.

## **Gross profit and gross profit margin**

Gross profit is calculated based on the Group's revenue less cost of sales. During the Period, the gross profit of the Group increased approximately 19.3% from approximately RMB168.7 million to approximately RMB201.3 million. This was mainly attributable to the increase in the sales volume of our grape wine products, particularly our products with higher profit margins.

Our average gross profit margin slightly decreased approximately 1.3% from approximately 58.4% to approximately 57.1%. This was mainly due to a shift in the focus of our product mix towards high gross profit margin products and an increase in our cost of sales for reasons stated above.

## **Selling and distribution expenses**

Selling and distribution expenses mainly comprise advertising and promotional expenses, transportation costs, sales commission paid and miscellaneous expenditures related to our sales and marketing personnel.

During the Period, the selling and distribution expenses increased and accounted for approximately 12.0% (2010: 11.4%) of the Group's revenue. The increase in selling and distribution expenses was primarily attributable to (i) an increase in sales commissions as a result of the higher revenue achieved for the Period; (ii) a corresponding increase in transportation costs as a result of the increase in sales; and (iii) an increase in advertising and promotional charges of approximately 40.1% to approximately RMB21.3 million (2010: RMB15.2 million), as we continue to engage in brand building activities, such as mass media advertising.



# Management Discussion and Analysis

## **Administrative expenses**

Administrative expenses mainly comprise salaries and welfare benefits paid, directors' fees, product development expenses, insurance premium, other tax expenses, depreciation and amortization expenses, exchange loss, and other incidental administrative expenses.

During the Period, administrative expenses represented 14.5% of our revenue and increased by approximately RMB41.8 million to approximately RMB51.1 million (2010: RMB9.3 million) for the Period. The increase was mainly attributable to: (i) the share option expense of approximately RMB20.9 million for the share options granted during the year ended 31 December 2010; (ii) exchange loss of approximately 14.4 million due to Renminbi exchange rate fluctuation; and (iii) the administrative staff salaries, the expenses related to the Hong Kong office.

## **Income tax expenses**

Tax represents the amount of PRC enterprise income tax charged at the applicable tax rates in accordance with the relevant law and regulations in the PRC. Pursuant to the PRC enterprise income tax law passed by the Tenth National People's Congress on 16 March 2007, the enterprise income tax rate of the subsidiaries of the Company incorporated in the PRC had changed to 25% with effect from 1 January 2008. For the six months ended 30 June 2011, the effective tax rate of the Group increased to approximately 36.3% (2010: 30.0%). The effective tax rates applicable to the Group were higher than our PRC enterprise income tax rate because (i) commencing from 1 January 2008, the amount of our taxation also included deferred tax calculated at the applicable withholding tax rate of the undistributed earnings of the PRC subsidiaries derived on or after 1 January 2008 pursuant to the joint circular of the Ministry of Finance and State Administration of Taxation (Cai Shui 2008 No. 1) and (ii) more expenses were not allowed to be deducted for the Period.

## **Profit and total comprehensive income for the period attributable to owners of the Company**

The profit and total comprehensive income for the period attributable to owners of the Company decreased from approximately RMB89.9 million to approximately RMB70.4 million, representing a decrease of approximately 21.7%, primarily as a result of the factors described above.

## **Interim dividend**

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





# Management Discussion and Analysis

## **Financial management and treasury policy**

As at 30 June 2011, the Group's revenues, expenses, assets and liabilities were substantially denominated in Renminbi ("RMB").

The net proceeds derived by the Company from its fund raising activities and were not already used for the intended purposes have been placed on short term deposit in Hong Kong and in the PRC. The Company also pays dividends in Hong Kong dollars when dividends are declared. During the Period, the Group did not hedge any foreign exchange exposure against foreign currency risk. Any substantial exchange rate fluctuation against Renminbi may have financial impacts on the Group. The Company has not used any derivatives and other instruments for currency exchange hedging purposes but the Board would closely monitor the foreign currency movement.

With the strong cash and bank balances, we are in a net cash position and thus are exposed to minimal financial risk on interest rate fluctuation. The Group will continue to pursue a prudent treasury management policy.

The Company is in a strong liquidity position. The Board will continue to be good stewards of our shareholders' investments in the Company and utilize its capital for the future development of the Group wisely with the long-term, best interests of the Company and its shareholders in mind at all times.

## **Liquidity and financial resources**

Our working capital was healthy and positive for the Period and we generally financed our operation with internal cash flows generated from operations for the past years.

Our net working capital continued to improve during the Period. As at 30 June 2011, we recorded a net current assets position of approximately RMB1,447 million (31 December 2010: RMB1,405 million). The improvement was primarily due to an increase in our bank balances and cash of approximately RMB25.5 million as a result of the improvement in our business performance during the Period.

# Management Discussion and Analysis

## **Employment and remuneration policy**

Quality and dedicated staff are our most important assets and are indispensable to our success in the competitive market. As part of our corporate culture, we strive to cultivate and maintain a strong team spirit among our employees with a view to bringing out their potential and capability, and to incentivize them to work together to contribute to the Group and achieve the Company's corporate objectives. In achieving the goal, we offer competitive remuneration packages commensurate with the industry level and provide various fringe benefits, including trainings, medical, insurance coverage as well as retirement benefits to the employees in Hong Kong and in the PRC. Employees are encouraged to enroll in external professional and technical seminars, and other training programs and courses to update their technical knowledge and skills, enhance their market awareness and improve their business acumen. The Group reviews its human resources and remuneration policies periodically with reference to local legislation, market conditions, industry practice and assessment of the performance of the Group and individual employees.

As at 30 June 2011, the Group employed a work force of 416 (including Directors) in Hong Kong and in the PRC (31 December 2010: 374). The total salaries and related costs (including the Directors' fee) for the period ended 30 June 2011 amounted to approximately RMB23.9 million (2010: RMB11.8 million).

## **Share option scheme**

A share option scheme (the "Share Option Scheme") was adopted by the shareholders of the Company on 19 November 2009. The Share Option Scheme is to provide incentive for selected participants to work with commitment towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole and to retain and attract persons whose contributions are or may be beneficial to the growth and development of the Group.

Details of the Share Option Scheme were set out in the prospectus of the Company dated 5 November 2009 in connection with the initial public offering (the "IPO") of its shares by way of placing and public offer (the "Share Offer") on the Stock Exchange. No Share was granted under the Share Option Scheme during the Period.

## **Capital commitments and charges on assets**

The Group made capital expenditure commitments including approximately RMB189.2 million that was authorised but not contracted for and approximately RMB100.5 million contracted but not provided for in the condensed consolidated financial statements as at 30 June 2011. These commitments were required mainly to support the Group's production capacity expansion. The funding of such capital commitments will be paid out of the net proceeds of the Share Offer as referred to and disclosed in the Prospectus and cash generated from operating activities.

As at 30 June 2011, none of the Group's assets was pledged (2010: nil).



# Management Discussion and Analysis

## USE OF PROCEEDS

The Company was officially listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 19 November 2009 by way of the Share Offer with net proceeds of approximately HK\$438.9 million raised therefrom.

On 9 November 2010, the Company entered into a placing and subscription transaction (the "Placing and Subscription") with net proceeds of approximately HK\$594.1 million raised therefrom.

Details of the application of the net proceeds from the Share Offer and the Placing and Subscription as at 30 June 2011 are set out below:

	<b>IPO</b>	<b>Placing and Subscription</b>	<b>Utilised</b>	<b>Unutilised as at 30 June 2011</b>
	<i>HK\$ million</i>	<i>HK\$ million</i>	<i>HK\$ million (Note)</i>	<i>HK\$ million</i>
Expansion of production facilities	113.6	–	(113.6)	–
Development of wine estate	68.2	–	(52.1)	16.1
Development of wine cellar	45.5	–	(45.5)	–
Developing and increasing awareness of our brand	105.2	–	(72.9)	32.3
Expansion of distribution network	52.6	–	(4.2)	48.4
General working capital, future acquisition and other general corporate purposes	53.8	594.1	(100.9)	547.0
<b>Total</b>	<b>438.9</b>	<b>594.1</b>	<b>(389.2)</b>	<b>643.8</b>

As at 30 June 2011, the unutilised net proceeds were placed in short term bank deposit in Hong Kong and in the PRC.

*Note:* The application of the proceeds was in line with the intended use of proceeds as disclosed in the Prospectus and the announcement of the Company dated 9 November 2010 relating to the Placing and Subscription.

# Corporate Governance and Other Information

## Directors' and/or chief executive's interests and short positions in shares, underlying shares and debentures of the Company and its associated corporations

As at 30 June 2011, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares in or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) (the "SFO") as recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, were as follows:

<b>Name of Director</b>	<b>Name of Group member/ associated corporation</b>	<b>Capacity/Nature of interest</b>	<b>Number and class of securities</b> <i>(Note 1)</i>	<b>Approximate percentage of shareholding</b> <i>(Note 4)</i>
Mr. Wang Guangyuan	The Company	Interest of a controlled corporation	675,582,720 shares (L) <i>(Note 2)</i>	33.48%
Mr. Zhang Hebin	The Company	Interest of a controlled corporation	132,467,200 shares (L) <i>(Note 3)</i>	6.56%

Notes:

- (1) The Letter "L" denotes long position in the shares.
- (2) These shares were registered in the name of and beneficially owned by Up Mount International Limited ("Up Mount"), a company incorporated in the British Virgin Islands (the "BVI") and whose entire issued share capital is owned by Mr. Wang Guangyuan ("Mr. Wang").
- (3) These shares were registered in the name of and beneficially owned by Wing Move Group Limited ("Wing Move"), a company incorporated in the BVI and whose entire issued share capital is owned by Mr. Zhang Hebin ("Mr. Zhang").
- (4) The percentage shown was the number of shares the relevant Directors and/or chief executive were interested in expressed as a percentage of the number of issued shares as at 30 June 2011.

Save as disclosed above, none of the other Directors or the chief executive of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares in or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 June 2011.

# Corporate Governance and Other Information

## Interests of the substantial shareholders in shares and underlying shares in the Company

As at 30 June 2011, so far as is known to the Directors, the following parties, other than a Director or chief executive of the Company, were recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

Name	Capacity/Nature of interest	Number of shares	Approximate percentage of issued shares
Up Mount (Note 1)	Beneficial owner	675,582,720	33.48%
Ms. Zhang Min 張敏 (Note 2)	Interest of spouse	675,582,720	33.48%
Wing Move (Note 3)	Beneficial owner	132,467,200	6.56%
Ms. Luo Cheng Yan 羅成艷 (Note 4)	Interest of spouse	132,467,200	6.56%

Notes:

- (1) Up Mount is a company incorporated in the BVI, and is solely and beneficially owned by Mr. Wang, the chairman of the Company and an executive Director.
- (2) Ms. Zhang Min is the spouse of Mr. Wang and is therefore deemed to be interested in all the shares held by Mr. Wang (through Up Mount) by virtue of the SFO.
- (3) Wing Move is a company incorporated in the BVI, and is solely and beneficially owned by Mr. Zhang, an executive Director.
- (4) Ms. Luo Cheng Yan is the spouse of Mr. Zhang, an executive Director, and is therefore deemed to be interested in all the shares held by Mr. Zhang (through Wing Move) by virtue of the SFO.

All the interests stated above represent long positions. As at 30 June 2011, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

## Directors' interests in contracts

No contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director has a material interest, subsisted as at 30 June 2011 or at any time during the Period.



# Corporate Governance and Other Information

## **Sufficiency of public float**

Based on the publicly available information and to the best of the Directors' knowledge, information and belief and at the date of this report, the Company has maintained sufficient public float of not less than 25% of its total issued shares as required under the Listing Rules since the listing of its shares on the Stock Exchange.

## **Purchase, sale or redemption of the Company's listed securities**

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





# Corporate Governance and Other Information

## **Corporate Governance**

The Company is committed to fulfilling its responsibilities to shareholders and protecting and enhancing shareholder value through solid corporate governance. It devotes considerable efforts in formulating and formalising best practices. It also exerts its best to ensure optimum transparency and the best quality of disclosures. The Board has been and will continue to uphold the appropriate standards of corporate governance within the Group, thereby ensuring all businesses are conducted in an honest, ethical and responsible manner and that proper processes to effectively infuse strong ethical principles are in place, executed and are regularly reviewed.

Throughout the Period, the Company had applied the principles of the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and complied with the code provisions and certain recommended best practices set out in the CG Code save for the following:

### **Code Provision A.2.1**

Pursuant to code provision A.2.1 of the CG Code, the responsibilities between the chairman and the chief executive officer (“CEO”) should be segregated and should not be performed by the same individual. However, the Company does not have a separate chairman and CEO and Mr. Wang currently performs these two roles. Mr. Wang is responsible for the overall business strategy and development and management of our Group. The Board considers Mr. Wang, the chairman of the Board and CEO of the Company, is able to lead the Board in major business decision making for the Group and enables the Board’s decision to be effectively made, which is beneficial to the management and the development of the Group’s business. Therefore, Mr. Wang assumes the dual roles of being the chairman of the Board and CEO of the Company notwithstanding the deviation.

### **Compliance with the model code for securities transactions**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code for directors’ securities transactions. The Company has made specific enquiry of all Directors and that all the Directors have confirmed their compliance with the required standards set out in the Model Code regarding directors’ securities transactions throughout the Period.



# Corporate Governance and Other Information

## **Audit Committee Review**

The interim results for the Period are unaudited and have not been reviewed by the auditor of the Company. The audit committee of the Company (comprised all the independent non-executive Directors) has reviewed the accounting principles, accounting standards and methods adopted by the Company together with the management, discussed the matters concerning the internal controls, as well as reviewed the Group's unaudited condensed consolidated interim financial statements for the Period.

## **Acknowledgement**

On behalf of the Board, I would like to express my sincere appreciation to our shareholders, investors, business partners and customers for their continued support. I would also like to thank our senior management team and all staff for their unflinching hard work and brilliant contributions for the past few years.

## **Wang Guangyuan**

*Chairman and Executive Director*

23 August 2011



# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2011

		<b>Six months ended</b>	
		<b>30 June</b>	
		<b>2011</b>	2010
		<b>(Unaudited)</b>	(Unaudited)
	<i>Notes</i>	<b>RMB'000</b>	<i>RMB'000</i>
Revenue	3	<b>352,579</b>	288,908
Cost of sales		<b>(151,268)</b>	(120,235)
Gross profit		<b>201,311</b>	168,673
Other income	5	<b>2,439</b>	1,830
Selling and distribution expenses		<b>(42,140)</b>	(32,791)
Administrative expenses		<b>(51,111)</b>	(9,303)
Profit before tax	6	<b>110,499</b>	128,409
Income tax expense	7	<b>(40,152)</b>	(38,519)
Profit and total comprehensive income for the period attributable to owners of the Company		<b>70,347</b>	89,890
Earnings per share	8		
Basic (RMB) cents		<b>3.5</b>	5.2
Diluted (RMB) cents		<b>3.5</b>	N/A

# Condensed Consolidated Statement of Financial Position

At 30 June 2011

		<b>30 June 2011 (Unaudited) RMB'000</b>	31 December 2010 (Audited) RMB'000
	<i>Notes</i>		
<b>Non-current Assets</b>			
Property, plant and equipment	10	<b>163,489</b>	166,387
Prepaid lease payments		<b>3,712</b>	3,757
Deposits paid for prepaid lease payments		<b>54,334</b>	54,334
Deposits paid for acquisition of property, plant and equipment		<b>45,730</b>	43,730
		<b>267,265</b>	268,208
<b>Current Assets</b>			
Inventories		<b>139,745</b>	193,253
Trade receivables	11	<b>155,608</b>	125,574
Deposits and prepayments		<b>4,865</b>	2,653
Prepaid lease payments		<b>92</b>	92
Bank balances and cash		<b>1,203,246</b>	1,177,733
		<b>1,503,556</b>	1,499,305
<b>Current Liabilities</b>			
Trade payables	12	<b>12,839</b>	20,089
Other payables and accruals		<b>26,063</b>	39,280
Tax liabilities		<b>17,635</b>	34,618
		<b>56,537</b>	93,987
<b>Net Current Assets</b>		<b>1,447,019</b>	1,405,318
<b>Total Assets Less Current Liabilities</b>		<b>1,714,284</b>	1,673,526
<b>Non-current Liability</b>			
Deferred tax liability		<b>28,555</b>	27,555
		<b>1,685,729</b>	1,645,971
<b>Capital and Reserves</b>			
Share capital	13	<b>17,668</b>	17,668
Reserves		<b>1,668,061</b>	1,628,303
<b>Total Equity</b>		<b>1,685,729</b>	1,645,971



# Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2011

	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000 (Note a)	Statutory reserves RMB'000 (Note b)	Share option reserve RMB'000	Retained profits RMB'000	Total RMB'000
At 1 January 2011	17,668	913,710	86,360	90,943	5,865	531,425	1,645,971
Total comprehensive income for the period	-	-	-	-	-	70,347	70,347
Dividends recognised as distributions (note 9)	-	-	-	-	-	(51,457)	(51,457)
Recognition of equity-settled share based payments	-	-	-	-	20,868	-	20,868
At 30 June 2011	<u>17,668</u>	<u>913,710</u>	<u>86,360</u>	<u>90,943</u>	<u>26,733</u>	<u>550,315</u>	<u>1,685,729</u>
At 1 January 2010	15,118	411,290	86,360	66,288	-	391,494	970,550
Total comprehensive income for the period	-	-	-	-	-	89,890	89,890
Dividends recognised as distributions (note 9)	-	-	-	-	-	(43,539)	(43,539)
At 30 June 2010	<u>15,118</u>	<u>411,290</u>	<u>86,360</u>	<u>66,288</u>	<u>-</u>	<u>437,845</u>	<u>1,016,901</u>

Notes:

- (a) Special reserve represents the difference between the nominal value of the shares of the Company issued and the aggregate of the nominal value of the issued shares and the share premium of the holding company for which the shares of the Company have been issued in exchange upon a corporate reorganisation to rationalise the Group structure prior to listing of the Company's share on The Stock Exchange of Hong Kong Limited.
- (b) In accordance with the relevant laws and regulations of the PRC, the PRC subsidiaries are required to provide for PRC statutory reserves, including enterprise expansion fund and general reserve fund, by way of appropriations from its statutory net profit (based on the PRC statutory financial statements of the subsidiaries) but before dividend distributions.

All appropriations to the funds are made at the discretion of the board of directors of the subsidiaries. The board of directors shall decide on the amounts to be appropriated based on the profitability of each subsidiary each year.

The enterprise expansion fund may be used to increase registered capital of the PRC subsidiaries subject to approval from the relevant PRC authorities. The general reserves fund may be used to offset accumulated losses or increase the registered capital of the subsidiaries subject to approval from the relevant PRC authorities.

# Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2011

	Six months ended	
	30 June	
	2011	2010
	(Unaudited)	(Unaudited)
	RMB'000	RMB'000
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>79,370</b>	49,913
<b>INVESTING ACTIVITIES</b>		
Interest received	2,439	1,830
Purchase of property, plant and equipment	(2,839)	(15,817)
Deposits paid for prepaid lease payments	–	(33,800)
Deposits paid for acquisition of property, plant and equipment	(2,000)	(40,235)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(2,400)</b>	(88,022)
<b>CASH USED IN FINANCING ACTIVITY</b>		
Dividend paid	(51,457)	(43,539)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>25,513</b>	(81,648)
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>1,177,733</b>	713,331
<b>CASH AND CASH EQUIVALENTS AT 30 JUNE</b> represented by bank balances and cash	<b>1,203,246</b>	631,683





# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 1. GENERAL

The Company is a public limited company incorporated in Bermuda and its shares are listed on the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” of this interim report.

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

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

The condensed consolidated financial statements have been prepared on the historical cost convention.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2011 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2010.

In the current interim period, the Group has applied, for the first time, the following new and revised Hong Kong Accounting Standards and interpretations (“new and revised HKFRSs”) issued by the HKICPA:

HKFRSs (Amendments)	Improvements to HKFRS issued in 2010
HKAS 24 (As revised in 2009)	Related Party Disclosures
HKAS 32 (Amendments)	Classification of Right Issues
HK (IFRIC)-Int 14 (Amendments)	Prepayments of Minimum Funding Requirement
HK (IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES – continued

The application of the above new and revised HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statement.

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

HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets <sup>3</sup>
HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 10	Consolidated Financial Statements <sup>1</sup>
HKFRS 11	Joint Arrangements <sup>1</sup>
HKFRS 12	Disclosure of Interests in Other Entities <sup>1</sup>
HKFRS 13	Fair Value Measurement <sup>1</sup>
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income <sup>2</sup>
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets <sup>4</sup>
HKAS 19 (as revised in 2011)	Employee Benefits <sup>1</sup>
HKAS 27 (as revised in 2011)	Separate Financial Statements <sup>1</sup>
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2013

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2012

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2011

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2012

The amendments to HKFRS 7 “Disclosures – Transfers of Financial Assets” increase the disclosure requirements for transactions involving transfers of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level of continuing exposure in the asset. The amendments also require disclosures where transfers of financial assets are not evenly distributed throughout the period.

The directors of the Company do not anticipate that these amendments to HKFRS 7 will have a significant effect on the Group’s disclosures regarding transfers of trade receivables previously effected. However, if the Group enters into other types of transfers of financial assets in the future, disclosures regarding those transfers may be affected.

HKFRS 9 “Financial Instruments” (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 “Financial Instruments” (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.





# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES – continued

In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk is presented in other comprehensive income unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted. The directors anticipate that HKFRS 9 will be adopted in the consolidated financial statements for financial year ending 31 December 2013 and they are in process of assessing the impact from the application of this new standard on the results and financial position of the Group.

HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27, (as revised in 2011) and HKAS 28 (as revised in 2011) on consolidation, joint arrangements and disclosures were issued by the HKICPA in June 2011 and are effective for annual periods beginning on or after 1 January 2013. Earlier application is permitted provided that all of these five new or revised standards are applied early at the same time. The directors of the Company anticipated that these new or revised standards will be applied in the Group's consolidated financial statements for financial year ending 31 December 2013 and the potential impact is described as below.

HKFRS 10 replaces the parts of HKAS 27 "Consolidated and Separate Financial Statements" that deal with consolidated financial statements. Under HKFRS 10, there is only one basis for consolidation, that is control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios. Overall, the application of HKFRS 10 requires a lot of judgement. The application of HKFRS 10 might result in the Group no longer consolidating some of its investees, and consolidating investees that were not previously consolidated. The directors are in process of assessing the impact from the application of HKFRS 10 on the results and financial position of the Group.

Other than disclosed above, the directors of the Company anticipate that the application of these new or revised HKFRS, will not have material impact on the results and financial position of the Group.



# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 3. REVENUE

Revenue represents the net amounts received and receivable for goods sold less returns and discounts.

## 4. SEGMENT INFORMATION

The Group determines its operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. the board of directors) of the Company in order to allocate the resources to the segment and to assess its performance.

The Group is principally engaged in the business of manufacturing and sales of grape wine products. The Group is organised on the region of goods delivered.

The Group's operating segments under HKFRS 8 are identified based on different geographical zones of goods delivered in China: North-east region, Northern region, Eastern region, South-central region and South-west region.

1. North-east region of China includes Liaoning Province, Jilin Province and Heilongjiang Province.
2. Northern region of China includes Hebei Province, Shaanxi Province, Inner Mongolia, Shanxi Province and Beijing.
3. Eastern region of China includes Jiangsu Province, Zhejiang Province, Anhui Province, Fujian Province, Shandong Province and Shanghai.
4. South-central region of China includes Henan Province, Hubei Province, Hunan Province and Guangdong Province.
5. South-west region of China includes Sichuan Province, Yunnan Province, Guizhou Province and Chongqing.

No revenue from transactions with a single external customer amounting to 10 per cent or more of the Group's revenue.

The Group's operations are located in China and all revenue from external customers and non-current assets are attributed to and located in China.



# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 4. SEGMENT INFORMATION – continued

### Information about operating segment revenues, profit, assets and liabilities

	North-east region RMB'000	Northern region RMB'000	Eastern region RMB'000	South- central region RMB'000	South- west region RMB'000	Total RMB'000
<b>For the six months ended 30 June 2011 (unaudited)</b>						
Segment revenue from external customers	<u>47,310</u>	<u>73,914</u>	<u>113,280</u>	<u>52,005</u>	<u>66,070</u>	<u>352,579</u>
Segment profit	<u>26,500</u>	<u>40,178</u>	<u>59,864</u>	<u>25,530</u>	<u>35,240</u>	<u>187,312</u>
<b>For the six months ended 30 June 2010 (unaudited)</b>						
Segment revenue from external customers	<u>37,778</u>	<u>59,080</u>	<u>101,368</u>	<u>36,757</u>	<u>53,925</u>	<u>288,908</u>
Segment profit	<u>20,273</u>	<u>31,795</u>	<u>52,828</u>	<u>18,558</u>	<u>27,648</u>	<u>151,102</u>
<b>As at 30 June 2011 (unaudited)</b>						
Segment assets	<u>19,584</u>	<u>29,502</u>	<u>48,380</u>	<u>26,084</u>	<u>32,058</u>	<u>155,608</u>
Segment liabilities	<u>2,167</u>	<u>3,384</u>	<u>5,187</u>	<u>2,381</u>	<u>3,025</u>	<u>16,144</u>
<b>As at 31 December 2010 (audited)</b>						
Segment assets	<u>20,525</u>	<u>27,226</u>	<u>42,300</u>	<u>12,579</u>	<u>22,944</u>	<u>125,574</u>
Segment liabilities	<u>3,772</u>	<u>5,006</u>	<u>8,208</u>	<u>5,195</u>	<u>3,278</u>	<u>25,459</u>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 4. SEGMENT INFORMATION – continued

### Reconciliations of operating segment revenue, profit, assets and liabilities

#### Revenue

No reconciliation of operating segment revenues is provided as the total revenue for operating segments is the same as Group's revenue.

	<b>Six months ended 30 June</b>	
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)
	<b>RMB'000</b>	RMB'000
<b>Profit</b>		
Total segment profits	<b>187,312</b>	151,102
Unallocated amounts		
Other corporate income	<b>2,439</b>	1,830
Other corporate expenses	<b>(79,252)</b>	(24,523)
	<b>110,499</b>	128,409

Segment profit represented the profit earned by each segment without allocation of amortisation, depreciation, selling expense, other corporate expenses and other income.

	<b>At 30 June 2011 (Unaudited) RMB'000</b>	At 31 December 2010 (Audited) RMB'000
<b>Assets</b>		
Total segment assets	<b>155,608</b>	125,574
Other unallocated amounts		
Property, plant and equipment	<b>163,489</b>	166,387
Prepaid lease payments	<b>3,804</b>	3,849
Inventories	<b>139,745</b>	193,253
Bank balances and cash	<b>1,203,246</b>	1,177,733
Deposits and prepayments	<b>4,865</b>	2,653
Deposits paid for prepaid lease payments	<b>54,334</b>	54,334
Deposits paid for acquisition of property, plant and equipment	<b>45,730</b>	43,730
	<b>1,770,821</b>	1,767,513
Consolidated total assets	<b>1,770,821</b>	1,767,513



# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 4. SEGMENT INFORMATION – continued

### Reconciliations of operating segment revenue, profit, assets and liabilities – continued

*Revenue – continued*

Operating segment assets exclude property, plant and equipment, prepaid lease payments, inventories, bank balances and cash, deposits and prepayments, deposits paid for prepaid lease payments and deposits paid for acquisition of property, plant and equipment, which are commonly used for all segments.

	At 30 June 2011 (Unaudited) RMB'000	At 31 December 2010 (Audited) RMB'000
<b>Liabilities</b>		
Total segment liabilities	<b>16,144</b>	25,459
Other unallocated amounts		
Trade payables	<b>12,839</b>	20,089
Tax liabilities	<b>17,635</b>	34,618
Deferred tax liability	<b>28,555</b>	27,555
Other payables and accruals	<b>9,919</b>	13,821
	<hr/>	<hr/>
Consolidated total liabilities	<b>85,092</b>	121,542

Operating segment liabilities exclude trade payables, tax liabilities, deferred tax liability and other payables and accruals which cannot be allocated to the segments on a reasonable basis.

## 5. OTHER INCOME

Other income represents the interest income from bank deposits.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 6. PROFIT BEFORE TAX

	Six months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited)
	RMB'000	RMB'000
Profit before tax has been arrived at after charging:		
Cost of inventories recognised as an expense	109,169	91,344
Depreciation of property, plant and equipment	5,738	2,500
Amortisation of prepaid lease payments	45	45
Net exchange loss	14,392	–

## 7. INCOME TAX EXPENSE

	Six months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited)
	RMB'000	RMB'000
The charge comprises:		
Current tax		
PRC Enterprise Income tax	39,152	33,495
Deferred tax		
Current period	1,000	5,024
	<u>40,152</u>	<u>38,519</u>

Provision for the PRC Enterprise Income Tax was made based on the estimated assessable profits calculated in accordance with the relevant income tax laws applicable to the subsidiaries operated in the PRC.

No provision for Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

According to a joint circular of the Ministry of Finance and State Administration of Taxation, Cai Shui 2008 No. 1 dividend distributed out of the profit generated since 1 January 2008 shall be subject to PRC Enterprise Income Tax which is withheld by the PRC subsidiaries. Deferred tax expense of RMB1,000,000 (2010: RMB5,024,000) on the undistributed earnings of the PRC subsidiaries has been charged to profit or loss for the Period.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 8. EARNINGS PER SHARE

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

	Six months ended 30 June	
	2011 (Unaudited) RMB'000	2010 (Unaudited) RMB'000
<b>Earnings</b>		
Profit for the Period attributable to owners of the Company and earnings for the purposes of basic and diluted earnings per share	<u>70,347</u>	<u>89,890</u>
	<b>At</b>	<b>At</b>
	<b>30 June 2011</b>	<b>30 June 2010</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>Number</b>	<b>Number</b>
	<b>of shares</b>	<b>of shares</b>
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	<u>2,017,934,000</u>	<u>1,717,934,000</u>

For the six months ended 30 June 2011, the computation of diluted earnings per share does not assume the exercise of the Company's share options as the exercise price of those share options granted during the year ended 31 December 2010 was higher than the average market price per share during the Period.

For six months ended 30 June 2010, no diluted earnings per share has been presented as the Company has no potential ordinary shares outstanding as at 30 June 2010.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 9. DIVIDENDS

During the current interim period, a final dividend of HK3.0 cents (equivalent to RMB2.55 cents) per share in respect of the year ended 31 December 2010 (2010: HK2.88 cents (equivalent to RMB2.53 cents) per share in respect of the year ended 31 December 2009) was declared and paid to the owners of the Company.

The directors do not recommend the payment of an interim dividend.

## 10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2011, the Group acquired property, plant and equipment at a cost of RMB2,839,000 (2010: RMB15,817,000).

## 11. TRADE RECEIVABLES

The Group allows a credit period of 90 days to its trade customers except for such newly accepted customers which payment is made when goods are delivered. The following is an ageing analysis of trade receivables presented based on the invoice date at the end of the reporting period:

	<b>At</b>	At
	<b>30 June</b>	31 December
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Audited)
	<b>RMB'000</b>	RMB'000
0 – 30 days	<b>73,764</b>	73,004
31 – 60 days	<b>56,441</b>	33,523
61 – 90 days	<b>25,403</b>	19,047
	<b>155,608</b>	125,574

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 12. TRADE PAYABLES

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period.

	<b>At 30 June 2011 (Unaudited) RMB'000</b>	At 31 December 2010 (Audited) RMB'000
0 – 30 days	<b>11,611</b>	8,366
31 – 60 days	<b>868</b>	8,783
61 – 90 days	<b>360</b>	2,940
	<b><u>12,839</u></b>	<u>20,089</u>

The average credit period on purchase of material other than grapes is 90 days and payment is made upon receipt of grapes.

## 13. SHARE CAPITAL

	<b>Number of ordinary shares '000 at HK\$0.01 per share</b>	<b>Amount HK\$'000</b>
Authorised:		
At 30 June 2011 and 31 December 2010	<u>10,000,000</u>	<u>100,000</u>
Issued:		
At 30 June 2011 and 31 December 2010	<u>2,017,934</u>	<u>20,180</u>
Shown in the condensed consolidated financial statements At 30 June 2011 (unaudited)	RMB equivalent	<u>17,668</u>



# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 14. SHARE-BASED PAYMENT TRANSACTIONS

### Equity-settled share option scheme of the Company

The Company's share option scheme (the "Scheme"), which was adopted pursuant to a resolution passed on 28 November 2009 for the primary purpose of providing incentives to eligible participants including any employee, non-executive Directors (including independent non-executive Directors), customer or supplier of goods or services to any member of the Group, shareholders of any member of the Group, consultant, adviser, contractor, business partner or service provider, will expire on 27 November 2019.

Details of specific categories of options are as follows:

<b>Date of grant</b>	<b>Number of options</b>	<b>Vesting period</b>	<b>Exercise period</b>	<b>Exercise Price</b>
22 November 2010	17,500,000	22 November 2010 to 21 May 2011	22 May 2011 to 21 November 2013	HK\$1.98
22 November 2010	52,500,000	22 November 2010 to 21 May 2011	22 May 2011 to 21 May 2012	HK\$1.98



# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 14. SHARE-BASED PAYMENT TRANSACTIONS – continued

The following table discloses movements of the Company's share options granted under the Scheme during the Period:

Category of participant	Outstanding at 1.1.2011	Granted during the period	Exercised during the period	Outstanding at 30.6.2011	Date of grant	Exercise period	Exercise price per share
Directors	7,500,000	-	-	7,500,000	22 November 2010	22 May 2011 to 21 November 2013	HK\$1.98
Other employees	10,000,000	-	-	10,000,000	22 November 2010	22 May 2011 to 21 November 2013	HK\$1.98
Other participants	52,500,000	-	-	52,500,000	22 November 2010	22 May 2011 to 21 May 2012	HK\$1.98
	<u>70,000,000</u>	<u>-</u>	<u>-</u>	<u>70,000,000</u>			
Exercisable at the end of the period				<u>70,000,000</u>			

During the year ended 31 December 2010, 70,000,000 share options were granted under the Scheme on 22 November 2010. The estimated fair values of the options granted on this date are HK\$0.51 per option and HK\$0.44 per option respectively for the share options with exercise period of 22 May 2011 to 21 November 2013 and 22 May 2011 to 21 May 2012.

The fair values were calculated using the Binomial model. The inputs into the model were as follows:

Share price as at grant date	HK\$1.98
Exercise price	HK\$1.98
Expected volatility	51%
Risk-free rate	0.45% to 0.80%
Expected dividend yield	1.5%

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

At the end of reporting period, the Group revises its estimates of the number of options that are expected to vest immediately. The impact of the estimates, if any, is recognised in profit or loss with a corresponding adjustment to share option reserve.

The Group recognised the share option expense of approximately RMB20.9 million for the six months ended 30 June 2011 (six months ended 30 June 2010: nil) in relation to share options granted by the Company on 22 November 2010.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 15. CONTINGENT LIABILITY

Prior to October 2008, Cabernet Sauvignon wine products were produced by the Company's wholly owned subsidiary incorporated at the PRC under the label of “通天解百納” in Chinese.

On 14 April 2002, Yantai Changyu Pioneer Wine Company Limited (“Yantai Changyu”) registered the trademark for the Chinese characters for Cabernet Sauvignon wine products, “解百納” with the Trademark Bureau of the State Administration for Industry and Commerce (“SAIC”) (“Trademark Bureau”) (the “Registration”). The Registration was subsequently revoked by the Trademark Bureau on application by several wine producers in the PRC against the Registration (the “Withdrawal Ruling”).

On 23 June 2008, the Yantai Changyu group of companies successfully appealed against the Withdrawal Ruling, which was then revoked by the Trademark Appeal Board of the SAIC.

On 27 June 2008, several wine producers in the PRC brought the matter to the Beijing Municipal First Middle Level People's Court seeking a judicial review of both the Registration as well as the revocation of the Withdrawal Ruling. As at the date these condensed consolidated financial statements are authorised for issue, the matter has not been resolved. Should the Registration eventually be conclusively upheld by the PRC courts, other wine producers in the PRC will not be allowed to use the Chinese characters for Cabernet Sauvignon wine products, “解百納”, as part of their product labels. In addition, if the Registration is deemed by the PRC courts to have been continuously effective from 14 April 2002 until such date as the Registration is conclusively upheld (the “Period of Alleged Infringement”), the Yantai Changyu group of companies would likely be able to successfully bring legal proceedings for trademark infringement against other PRC wine producers which had used “解百納” in their product labels during the Period of Alleged Infringement.

The Group ceased the sale of its Cabernet Sauvignon products under the “通天解百納” name in October 2008, and commenced repackaging its Cabernet Sauvignon wine products using a different label in Chinese characters. Should the Yantai Changyu group of companies commence legal proceedings against the Group for trademark infringement during the Period of Alleged Infringement and the defence against such legal proceedings is unsuccessful, the damages which may be awarded by the PRC courts under the relevant PRC laws for trademark infringement may be in the form of repatriation of profits earned by the subsidiary incorporated in PRC through the sale of “解百納” labelled wine products, or the losses suffered by the Changyu Group as a result of Group's infringement during the Period of Alleged Infringement (including any reasonable costs incurred by the Yantai Changyu group to stop such infringement).

The management is of the opinion that the profit earned or losses incurred cannot be determined and hence the amount of damages shall be not more than RMB500,000 as at 30 June 2011.

On 18 January 2011, the Trademark Approval Board of the SAIC drew the conclusive judicial decision that, six wine producers in the PRC are allowed to use “解百納” in their product label. The management expects that the possibility of an outflow of resources embedding economic benefits for the Group is remote since then.



# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

## 16. CAPITAL COMMITMENTS

	<b>At 30 June 2011 (Unaudited) RMB'000</b>	At 31 December 2010 (Audited) RMB'000
Capital expenditure in respect of acquisition of property, plant and equipment, development of wine estate and wine cellar contracted for but not provided in the condensed consolidated financial statements	<u>100,510</u>	<u>102,510</u>
Capital expenditure in respect of acquisition of property, plant and equipment, development of wine estate and wine cellar authorised but not contracted for	<u>189,168</u>	<u>189,168</u>

## 17. RELATED PARTIES TRANSACTIONS

### Compensation of key management personnel

The remuneration of Directors and other members of senior management during the Period was as follows:

	<b>Six months ended 30 June 2011 (Unaudited) RMB'000</b>	2010 (Unaudited) RMB'000
Short-term benefits	<u>2,394</u>	2,125
Post-employment benefits	<u>55</u>	30
Share based payments	<u>20,868</u>	–
	<u>23,317</u>	<u>2,155</u>

The remuneration of Directors and key executives is determined by the Board having regard to the performance of individuals and market trends.