

WONG'S KONG KING INTERNATIONAL (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability) (Stock Code: 0532)

INTERIM REPORT 2011

The Board of Directors of Wong's Kong King International (Holdings) Limited (the "Company") announces that the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2011 together with comparative figures for the corresponding period in 2010 are as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2011

		Six months ended 30 June			
	Note	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000		
Revenue Investment income Raw materials and consumables used Purchases of finished goods Changes in inventories of finished	3	2,567,435 208 (1,335,336) (730,151)	2,314,252 3,108 (1,035,856) (852,404)		
goods and work in progress Other manufacturing overhead Employee benefits expense Depreciation and amortisation Other expenses		6,598 (39,899) (277,074) (29,933) (121,828)	39,063 (31,793) (240,469) (29,739) (101,073)		
Operating profit		40,020	65,089		
Finance income Finance costs	4 4	35,733 (16,586)	1,483 (4,056)		
Finance income/(costs), net	4	19,147	(2,573)		
Share of results of an associate Allowance for doubtful debt on amount due from a jointly		(670)	869		
controlled entity		(215)	(97)		
Profit before income tax Income tax expense	3 5	58,282 (22,395)	63,288 (15,160)		
Profit for the period		35,887	48,128		
Attributable to: Equity holders of the Company Non-controlling interests		31,286 4,601	36,950 11,178		
		35,887	48,128		
DIVIDENDS		7,397	7,395		
EARNINGS PER SHARE (expressed in HK cents per share) - basic	6	4.23	5.00		
– diluted		4.19	4.97		

CONDENSED CONSOLIDATED BALANCE SHEET AT 30 JUNE 2011

	Note	30 June 2011 (Unaudited) HK\$'000	31 December 2010 (Audited) HK\$'000
ASSETS			
NON-CURRENT ASSETS Land use rights Property, plant and equipment Intangible assets Interest in an associate Interests in jointly controlled entities Deferred tax assets Available-for-sale financial assets Long term deposits		14,929 605,283 15,908 2,940 482 8,161 29,330 1,970	15,109 596,317 15,363 3,949 697 8,741 29,330 1,892
Club membership and debentures		12,044	12,250
TOTAL NON-CURRENT ASSETS		691,047	683,648
CURRENT ASSETS Inventories Trade and other receivables Deposits and prepayments Tax recoverable Derivative financial instruments Bank balances and cash	7	899,594 1,228,254 89,520 1,379 135 1,473,403	683,713 1,126,492 65,851 1,423 2,114 1,083,337
TOTAL CURRENT ASSETS		3,692,285	2,962,930
TOTAL ASSETS		4,383,332	3,646,578
LIABILITIES			
NON-CURRENT LIABILITIES Obligations under finance leases – due after one year Deferred tax liabilities Retirement benefit obligations		- 12 1,603	178 12 1,044
TOTAL NON-CURRENT LIABILITIES		1,615	1,234

CONDENSED CONSOLIDATED BALANCE SHEET (CONTINUED) AT 30 JUNE 2011

	Note	30 June 2011 (Unaudited) HK\$'000	31 December 2010 (Audited) HK\$'000
	note	HK\$ 000	HK\$ 000
CURRENT LIABILITIES			
Trade, bill and other payables	8	1,025,331	916,525
Current income tax liabilities		25,462	22,071
Bank borrowings – due within			
one year	10	1,900,075	1,287,257
Bank overdraft, secured		11,604	11,951
Obligations under finance leases			
– due within one year		_	171
Derivative financial instruments		15,231	11,565
TOTAL CURRENT LIABILITIES		2,977,703	2,249,540
TOTAL LIABILITIES		2,979,318	2,250,774
EQUITY			
Capital and reserves attributable to			
the Company's equity holders			
Share capital	9	73,967	73,952
Reserves		1,252,631	1,229,906
		1,326,598	1,303,858
Non-controlling interests		77,416	91,946
TOTAL EQUITY		1,404,014	1,395,804
TOTAL EQUITY AND LIABILITIES		4,383,332	3,646,578
NET CURRENT ASSETS		714,582	713,390
TOTAL ASSETS LESS			
CURRENT LIABILITIES		1,405,629	1,397,038

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SIX MONTHS ENDED 30 JUNE 2011

	Six months ended 30 June				
	2011				
	(Unaudited)	(Unaudited)			
	HK\$'000	HK\$'000			
Profit for the period	35,887	48,128			
OTHER COMPREHENSIVE INCOME					
Currency translation differences	7,399	1,009			
TOTAL COMPREHENSIVE INCOME					
FOR THE PERIOD	43,286	49,137			
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO:					
– equity holders of the Company	37,449	37,546			
- non-controlling interests	5,837	11,591			
	43,286	49,137			

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTHS ENDED 30 JUNE 2011

	Attributable to equity holders of the Company							Non- controlling interests	Total equity		
	Share capital HK \$ '000	Share premium HK\$'000	reserve	Contributed surplus HK\$'000	Special reserve HK\$'000	Translation reserve HK\$'000	Share options reserve HK \$ '000	Retained profits HK\$'000	Total HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2011	73,952	89,645	1,610	26,624	5,008	10,243	772	1,096,004	1,303,858	91,946	1,395,804
Comprehensive income Profit for the period	-	-	-	-	-	-	-	31,286	31,286	4,601	35,887
Other comprehensive income Currency translation differences	-	-		-	-	6,163		-	6,163	1,236	7,399
Total comprehensive income for the period ended 30 June 2011	_	-		-		6,163	_	31,286	37,449	5,837	43,286
Issue of ordinary shares upon exercise of share options	15	69	-	-	-	-	(7)	7	84	-	84
2010 final dividend	-	-	-	-	-	-	-	(14,793)	(14,793)	-	(14,793)
Dividend payable to non-controlling interests	-	-	-	-	-	-	-	-	-	(20,367)	(20,367)
Balance at 30 June 2011	73,967	89,714	1,610	26,624	5,008	16,406	765	1,112,504	1,326,598	77,416	1,404,014

	Attributable to equity holders of the Company							Non- controlling interests	Total equity		
	Share capital HK \$ '000	Share premium HK\$'000	reserve	Contributed surplus HK\$'000	Special reserve HK\$'000	Translation reserve HK\$'000	Share options reserve HK \$ '000	Retained profits HK\$'000	Total HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2010	73,930	89,546	1,610	26,624	5,008	(1,529)	781	968,288	1,164,258	68,238	1,232,496
Comprehensive income Profit for the period	-	-	-	-	-	-	-	36,950	36,950	11,178	48,128
Other comprehensive income Currency translation differences	-	-	-	-	-	596	-	-	596	413	1,009
Total comprehensive income for the period ended 30 June 2010	-	-	-	-		596	-	36,950	37,546	11,591	49,137
Issue of ordinary shares upon exercise of share options	22	99	-	-	-	-	(10)	10	121	-	121
Dividend payable to non-controlling interests	-	-	-	-	-	-	-	-	-	(9,046)	(9,046)
Balance at 30 June 2010	73,952	89,645	1,610	26,624	5,008	(933)	771	1,005,248	1,201,925	70,783	1,272,708

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SIX MONTHS ENDED 30 JUNE 2011

	Six months ended 30 June		
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000	
NET CASH (USED IN)/GENERATED FROM			
OPERATING ACTIVITIES	(173,184)	67,030	
NET CASH USED IN INVESTING ACTIVITIES	(338,527)	(215,136)	
NET CASH GENERATED FROM FINANCING ACTIVITIES	560,806	293,717	
INCREASE IN CASH AND CASH EQUIVALENTS	49,095	145,611	
CASH AND CASH EQUIVALENTS AT 1 JANUARY	228,568	245,750	
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	4,388	824	
CASH AND CASH EQUIVALENTS			
AT 30 JUNE	282,051	392,185	
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS Bank balances and cash			
(excluding short-term time deposit)	293,655	402,325	
Bank overdrafts, secured	(11,604)	(10,140)	
	282,051	392,185	

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

For the six months ended 30 June 2011

1. BASIS OF PREPARATION

The condensed consolidated interim financial information for the six months ended 30 June 2011 has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 *"Interim Financial Reporting"* issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2010, which have been prepared in accordance with HKFRSs.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial information has been prepared in consistent with those principal accounting policies followed in the Annual Report 2010 except the adoption of new Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as "new HKFRSs") which are effective for accounting periods commencing on or after 1 January 2011.

- (a) Standards, amendments and interpretations to existing standards effective in 2011 but are not relevant or have no significant impact to the Group.
 - HKAS 24 (Revised), 'Related party disclosures'
 - HKAS 34 (Amendment), 'Interim financial reporting'
 - HKAS 32 (Amendment), 'Classification of rights issues'
 - HK(IFRIC)-Int 14 (Amendment), 'Prepayments of a minimum funding requirement'
 - HK(IFRIC)-Int 19, 'Extinguishing financial liabilities with equity instruments'
 - The third annual improvements project to HKFRSs were issued in May 2010 by the HKICPA

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(b) The following new standards and amendments to standards have been issued but are not effective for the financial year beginning 1 January 2011 and have not been early adopted:

		Effective for annual periods beginning on or after
HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income	1 July 2012
HKAS 12 (Amendment)	Deferred tax: Recovery of underlying assets	1 January 2012
HKAS 19	Employee benefits	1 January 2013
HKAS 27	Separate financial statements	1 January 2013
HKAS 28	Investment in associates and joint ventures	1 January 2013
HKFRS 1 (Amendment)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters	1 July 2011
HKFRS 7 (Amendment)	Disclosures – Transfers of financial assets	1 July 2011
HKFRS 9	Financial instruments	1 January 2013
HKFRS 10	Consolidated financial statements	1 January 2013
HKFRS 11	Joint arrangements	1 January 2013
HKFRS 12	Disclosure of interests in other entities	1 January 2013
HKFRS 13	Fair value measurement	1 January 2013

3. SEGMENTAL INFORMATION

The Chief Operation Decision-Maker ("CODM") has been identified as directors of the Company. CODM reviews the Group's internal reporting in order to assess performance and allocate resources. It has determined the operating segments based on these reports. The Group is currently organised into two operating segments – trading and manufacturing. These segments are the basis on which the Group reports its principal activities information.

Trading	_	trading and distribution of chemicals, materials and equipment used in the manufacturing of printed circuit boards and electronic products
Manufacturing	_	manufacturing of electrical and

The segment information for the six months ended 30 June 2011 are as follows:

electronic products

	Trading HK\$'000	Manufacturing HK\$'000	Others HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
Revenue					
External sales	1,081,115	1,461,012	25,308	_	2,567,435
Inter-segment sales	165,684	1,335	15,338	(182,357)	
Total	1,246,799	1,462,347	40,646	(182,357)	2,567,435
Results					
Segment results after finance					
income/(costs)	45,131	24,735	(10,199)	(500)	59,167
Share of results of an associate Allowance for doubtful debt on amount due from a					(670)
jointly controlled entity					(215)
Profit before income tax					58,282

3. SEGMENTAL INFORMATION (CONTINUED)

The segment information for the six months ended 30 June 2010 are as follows:

	Trading HK\$'000	Manufacturing HK\$'000	Others HK\$'000	Eliminations HK\$'000	Consolidated HK\$'000
Revenue					
External sales	1,129,521	1,158,366	26,365	_	2,314,252
Inter-segment sales	150,039	1,234	16,141	(167,414)	2,014,202
Total	1,279,560	1,159,600	42,506	(167,414)	2,314,252
Results Segment results after finance income/(costs)	55,529	11,957	(3,912)	(1,058)	62,516
Share of results of an associate Allowance for doubtful debt on amount due from a jointly controlled entity					869
Profit before income tax					63,288

4. FINANCE INCOME/(COSTS), NET

	Six months ended 30 June		
	2011 HK\$'000	2010 HK\$'000	
	HK\$ 000	HK\$ 000	
Interest income	16,466	1,483	
Net foreign exchange gain on bank deposits	19,267		
	35,733	1,483	
Interest expense	(12,261)	(4,056)	
Fair value loss on foreign			
exchange forward contracts and interest rate swap	(4,325)		
	(16,586)	(4,056)	
Finance income/(costs), net	19,147	(2,573)	

5. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at the rate of 16.5% (2010: 16.5%) on the estimated assessable profit for the period of each member of the Group in Hong Kong. The subsidiaries established in the PRC are subject to enterprise income tax rates ranging from 12.5% to 25%. The subsidiaries in Taiwan are subject to corporate income tax rate of 17% (2010: 17%). Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

	Six months ended 30 June		
	2011 HK\$'000	2010 HK\$'000	
Current income tax			
Hong Kong profits tax Other jurisdictions including PRC	5,058	1,630	
income tax Withholding tax on dividend	9,322	10,236	
declared by subsidiaries	8,015	3,294	
	22,395	15,160	

6. EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

011 2010
000
286 36,950
656 739,404
4.23 5.00

6. EARNINGS PER SHARE (CONTINUED)

(b) Diluted

Diluted earnings per share is calculated by adjusting weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

	Six months ended 30 June		
	2011	2010	
	нк\$'000	HK\$'000	
Profit attributable to			
equity holders of the Company			
(Hong Kong thousands dollar)	31,286	36,950	
Weighted average number of ordinary shares			
in issue (thousands)	739,656	739,404	
Adjustments for share options		, -	
(thousands)	6,807	3,737	
Weighted average number of			
ordinary shares for diluted			
earnings per share (thousands)	746,463	743,141	
Diluted earnings per share			
(Hong Kong cents per share)	4.19	4.97	

7. TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade receivables (including amounts due from related parties of trading in nature) of HK\$1,218,282,000 (At 31 December 2010: HK\$1,114,954,000). The Group allows a credit period ranging from 30 days to 180 days to its trade customers. In addition, for certain customers with long established relationship, a longer credit period is granted.

The ageing analysis of trade receivables based on invoice date net of provision for impairment at the end of reporting period is as follows:

	30 June	31 December
	2011	2010
	HK\$'000	HK\$'000
0 to 30 days	532,735	469,083
31 to 60 days	260,631	286,278
61 to 90 days	177,547	181,167
Over 90 days	247,369	178,426
	1,218,282	1,114,954

8. TRADE, BILL AND OTHER PAYABLES

Included in trade, bill and other payables are trade and bill payable (including amounts due to related parties of trading in nature) of HK\$736,393,000 (At 31 December 2010: HK\$656,442,000).

The following is an ageing analysis of trade and bill payables based on invoice date at the end of reporting period:

	30 June 2011 HK\$'000	31 December 2010 HK\$'000
0 to 30 days	492,381	377,499
31 to 60 days	158,500	158,191
61 to 90 days	57,656	88,409
Over 90 days	27,856	32,343
	736,393	656,442

9. SHARE CAPITAL

	Number of ordinary shares of HK\$0.10 each	Amount HK\$'000
Issued and fully paid:		
At 31 December 2010	739,519,964	73,952
Exercise of share options	150,000	15
At 30 June 2011	739,669,964	73,967

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

10. BANK BORROWING

	HK\$'000
Six months ended 30 June 2010:	
Opening amount as at 1 January 2010	402,087
New bank borrowing	1,183,809
Repayment of bank borrowing	(877,035)
Closing amount as at 30 June 2010	708,861
Six months ended 30 June 2011:	
Opening amount as at 1 January 2011	1,287,257
New bank borrowing	2,651,485
Repayment of bank borrowing	(2,038,667)
Closing amount as at 30 June 2011	1,900,075

11. CAPITAL COMMITMENTS

	30 June 2011 HK\$'000	31 December 2010 HK\$'000
Capital expenditure contracted for but not provided in the financial statements in respect of – acquisition of property, plant and		
equipment	67,846	_
Capital expenditure authorised but not contracted for and not provided in the financial statements in respect of – acquisition of property, plant and equipment	12,158	

In addition, at 30 June 2011, the Group is committed to make capital contribution to newly incorporated subsidiaries in the PRC amounted to Nil (31 December 2010: HK\$1,586,765).

12. RELATED PARTY TRANSACTIONS

(a) During the period, the Group has entered into the following transactions with related parties:

			Amount	Amount
			due from	due from
			(to) related	(to) related
	Six month	ns ended	parties	parties
	30 J	une	30 June	31 December
	2011	2010	2011	2010
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Trade sales (note iii and iv)	22	25	24	13
Ticketing and touring income				
(note i and iv)	86	143	24	28
Ticketing and touring income				
(note ii and iv)	30	67	18	27
Rental income (note iii and iv)	102	77	7	14
Trade purchases				
(note iii and iv)	347	19	(346)	(7)
Rental expense (note i and iv)	498	498	-	

Notes:

- Related parties are Mr. Senta Wong, his close family members and companies of which Mr. Senta Wong or his close family members are directors.
- Related parties are Mr. John Ho or Mr. Edward Tsui and their close family members.
- (iii) Related party is THT Technology Company Limited, an associate of the Group in Taiwan.
- (iv) The prices of the above transactions were determined with reference to market prices for similar transactions.

12. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Key management remuneration

The remuneration of key management during the period was as follows:

	Six months ended 30 June		
	2011 2 HK\$'000 HK\$		
Salaries, fee, bonus, wages, commission and allowances	11,267	10,759	
Post-employment benefits	509	483	
	11,776	11,242	

INTERIM DIVIDEND

The Board of Directors has declared an interim dividend of HK\$1.0 cent (2010: HK\$1.0 cent) per share for the six months ended 30 June 2011. The above-mentioned interim dividend will be payable on 29 September 2011 to the shareholders whose names appear on the Register of Members of the Company on 21 September 2011.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 19 September 2011 to 21 September 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Tricor Standard Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 September 2011.

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS REVIEW

The Group's turnover for the first half was HK\$2.6 billion, representing an increase of approximately 11% compared to the same period in 2010. However, the Group's profit attributable to the shareholders was HK\$31.3 million for the first half of 2011, reflecting a decrease of approximately 15% compared to the same period last year, mainly due to escalating staff and workers' costs and overheads.

The Group's Industrial Products Trading Division recorded declines in turnover and operating profit of approximately 4% and 18% respectively, for the first half of 2011 as compared to the same period last year. The demand for the Group's product ranges distributed by our operations in Taiwan softened in the first half of this year and, as a result, its operating profits were down by approximately 55% as compared to the same period last year. However, the operations of the Division in the PRC performed well and recorded growth of approximately 81% in operating profit in the first half of this year to become the main contributor to the Division's profit.

The turnover of the Group's OEM Manufacturing Division was HK\$1.5 billion in the first half of 2011, representing an increase of approximately 26% compared to the same period last year. However, the operating profit growth was affected by rising wages for workers in the PRC and the appreciation of Renminbis.

FINANCE

The Group has committed bank and other financing facilities totaling HK\$3,222 million, of which HK\$2,025 million was drawn down as at 30 June 2011. As at 30 June 2011, the Group's consolidated net borrowings amounted to HK\$438 million and total equity amounted to HK\$1,404 million, resulting in a net gearing ratio of 31.2%.

Most of the Group's sales were conducted in the same currencies as the corresponding purchase transactions. Foreign exchange contracts were used to hedge exposures where necessary.

MANAGEMENT DISCUSSION & ANALYSIS

CAPITAL STRUCTURE

There has been no material change in the capital structure of the Group since 31 December 2010.

HUMAN RESOURCES

As at 30 June 2011, the Group had a total of 6,884 employees of whom 320 were based in Hong Kong, 6,250 in the PRC and 314 overseas. The remuneration packages of the Group's employees are mainly based on their performance and experience, taking into account current industry practices. Provident fund scheme, medical allowances, and in-house and external training programs are available to employees. Share options and discretionary bonuses are provided to employees according to the performance of the individual and the Group. The remuneration policy and packages of the Group's employees are regularly reviewed.

PROSPECTS

In view of the recent unsettled debt crises in Europe and the US credit rating downgrade, it is expected that the demand for the industrial products distributed by the Group will slow down during the rest of this year. Consequently, the Directors expect that the Industrial Products Trading Division will experience a difficult trading environment for the rest of the year.

However, the Directors believe that, given the volume of orders on hand, the Group's OEM Manufacturing Division should perform better in the second half than in the first half of this year.

On behalf of the Board, I wish to thank all employees for their loyalty, support and hard work throughout the period.

By Order of the Board Wong's Kong King International (Holdings) Limited Byron Shu-Chan Ho Director

Hong Kong, 30 August 2011

INTERESTS OF DIRECTORS

At 30 June 2011, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

The Company

Name	Personal Interests	Family Interests	Corporate Interests	Other Interests	Total Interests	Total Interests as % of the issued share capital %	Underlying shares (share options)	Total Interests (including underlying shares) as % of the share capital %
Senta Wong	4,000,000	1,572,000	122,012,723 (Note 1)	207,800,000 (Note 2)	335,384,723	45.34	-	45.34
Edward Ying-Chun Tsui	4,577,920	-	-	-	4,577,920	0.62	3,000,000	1.02
Byron Shu-Chan Ho	2,470,000	360,000	-	-	2,830,000	0.38	3,000,000	0.79
Bengie Man-Hang Kwong	3,150,000	-	-	-	3,150,000	0.43	2,250,000	0.73
Hamed Hassan El-Abd	750,000	-	-	-	750,000	0.10	2,250,000	0.41
Hsu Hung Chieh	2,564,000	-	-	-	2,564,000	0.35	750,000	0.45
Gene Howard Weiner	330,000	-	-	-	330,000	0.04	450,000	0.11

Notes:

- 1. 122,012,723 shares were registered in the name of Wonder Luck International Limited, which was wholly owned by Senta Wong (BVI) Limited. The entire issued share capital of which was 50.25% owned by Mr. Senta Wong and 49.75% owned by his wife, Ms. Wong Wu Lai Ming Lily. The references to 122,012,723 shares deemed to be interested by Mr. Senta Wong (as disclosed herein) and Senta Wong (BVI) Limited (as disclosed in the section headed "Interests of substantial shareholders") relate to the same block of shares.
- 2. 207,800,000 shares were registered in the name of Rewarding Limited, which was wholly owned by Greatfamily Inc. (which was in turn wholly owned by Greatguy Inc.) for a discretionary trust, of which Mr. Senta Wong and Batsford Limited were regarded as the founders (by virtue of the SFO). The references to 207,800,000 shares deemed to be interested by Mr. Senta Wong (as disclosed herein), Greatfamily Inc. and Greatguy Inc. (as disclosed in the section headed "Interests of substantial shareholders") and Batsford Limited (as disclosed in Note 1(a) under the section headed "Interests of substantial shareholders.") relate to the same block of shares.

Certain Directors held qualifying shares in certain subsidiaries of the Group on trust for the Company or other subsidiaries of the Group.

Save as disclosed herein, as at 30 June 2011, none of the Directors of the Company or his associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

The Company has been notified that, as at 30 June 2011, the following persons (other than Directors or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Long positions in shares of the Company

Name of substantial shareholders	Capacity	Number of shares held	Percentage of total issued shares %
Batsford Limited	Founder of discretionary trust and trustee (Note 1)	238,413,332	32.23%
Greatfamily Inc.	Interest of controlled corporation (Note 2)	207,800,000	28.09%
Greatguy Inc.	Trustee (Note 2)	207,800,000	28.09%
Senta Wong (BVI) Limited	Interest of controlled corporation (Note 3)	122,012,723	16.50%
Wong Chung Yin	Beneficial owner, interest of child or spouse and founder of discretionary trust (Note 4)	68,537,251	9.27%
HSBC International Trustee Limited	Interest of controlled corporations	47,066,952	6.36%
LIM Asia Arbitrage Fund Inc.	Beneficial owner	36,988,000	5.00%

Notes:

- 1. Batsford Limited was deemed (by virtue of the SFO) to be interested in 238,413,332 shares in the Company. These shares were held in the following capacity:
 - (a) 207,800,000 shares were registered in the name of Rewarding Limited, which was wholly owned by Greatfamily Inc. (which was in turn wholly owned by Greatguy Inc.) for a discretionary trust, of which Mr. Senta Wong and Batsford Limited were regarded as the founders (by virtue of the SFO). Please see Note 2 under the section headed "Interests of Directors".
 - (b) 30,613,332 shares were held by Levy Investment Limited (which was in turn wholly owned by Batsford Limited) for a discretionary trust, of which Mr. Wong Chung Yin was regarded as the founder (by virtue of the SFO). The references to 30,613,332 shares deemed to be interested by Batsford Limited (as disclosed herein), Mr. Wong Chung Yin (as disclosed in Note 4(c) below) relate to the same block of shares.
- 2. Please see Note 2 under the section headed "Interests of Directors".
- 3. Please see Note 1 under the section headed "Interests of Directors".
- 4. Mr. Wong Chung Yin was deemed (by virtue of the SFO) to be interested in 68,537,251 shares in the Company. These shares were held in the following capacity:
 - (a) 3,500,000 shares were held by Mr. Wong Chung Yin personally.
 - (b) 840,000 shares were held under the name of Mr. Wong Chung Yin and his wife, Ms. Woo Sin Ming.
 - (c) 30,613,332 shares were held by Levy Investment Limited (which was in turn wholly owned by Batsford Limited) for a discretionary trust, of which Mr. Wong Chung Yin was regarded as the founder (by virtue of the SFO). Please see Note 1(b) above.
 - (d) 33,583,919 shares were held by Pacific Way Limited. The entire issued share capital of which was 50% owned by Mr. Wong Chung Yin and 50% owned by his wife, Ms. Woo Sin Ming.

Save as disclosed, the Directors are not aware of any other persons who, as at 30 June 2011, had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

SHARE OPTIONS

As at 30 June 2011, the directors and employees of the Company had the following personal interests in options to subscribe for shares of the Company granted under the share option scheme:

	Date of Grant	Exercise Price	Exercisable Period	Vesting Period	Outstanding at 1 January 2011	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Outstanding at 30 June 2011
Category 1:									
Directors Edward Ying-Chun Tsui	22.7.2005	HK\$0.56	22.7.2006-	22.7.2005-					
rawara ring-onan roa	22.7.2003	11K\$0.30	21.7.2000-	21.7.2005-	-	-	-	-	-
			22.7.2007-	22.7.2005-	3,000,000				3,000,000
			21.7.2015	21.7.2007	3,000,000	-	-	-	3,000,000
Byron Shu-Chan Ho	22.7.2005	HK\$0.56	22.7.2015	22.7.2007					
Byron Snu-Gnan Ho	22.7.2000	пкэ0.00	21.7.2006-	21.7.2005-	-	-	-	-	-
			22.7.2007-	22.7.2005-	3,000,000	-		_	3,000,000
			21.7.2015	21.7.2007	3,000,000	-	-	-	3,000,000
Dangia Man Hang Futang	22.7.2005	HK\$0.56	21.7.2015	21.7.2007		-			
Bengie Man-Hang Kwong	22.7.2000	пкэ0.00	21.7.2006-	21.7.2005-	-	-	-	-	-
			22.7.2015	22.7.2005-	2,250,000				2,250,000
			21.7.2007-	21.7.2005-	2,230,000	-	-	-	2,200,000
Hamed Hassan, El-Abd	22.7.2005	HK\$0.56	22.7.2015	22.7.2007					
nailleu nassail, El-Abu	22.7.2000	пкэ0.00	21.7.2006-	21.7.2005-	-	-	-	-	-
			21.7.2015 22.7.2007-	21.7.2006	2,250,000	-		_	2,250,000
			21.7.2007-	21.7.2005-	2,230,000	-	-	-	2,200,000
Han Han - Ohiah	22.7.2005	HK\$0.56	22.7.2015	21.7.2007					
Hsu Hung Chieh	22.7.2005	HK\$U.30			-	-	-	-	-
			21.7.2015	21.7.2006	750.000				750.000
			22.7.2007-	22.7.2005-	750,000	-	-	-	750,000
о и Iwi	00 5 0005	111/00 50	21.7.2015	21.7.2007					
Gene Howard Weiner	22.7.2005	HK\$0.56	22.7.2006-	22.7.2005-	-	-	-	-	-
			21.7.2015	21.7.2006					
			22.7.2007-	22.7.2005-	450,000	-	-	-	450,000
			21.7.2015	21.7.2007	<u> </u>				
Total for directors					11,700,000	-	-	-	11,700,000
Category 2:									
Employees	22.7.2005	HK\$0.56	22.7.2006-	22.7.2005-	_				-
hillipioyees	22.7.2000	11140.00	21.7.2015	21.7.2006					
			22.7.2007-	22.7.2005-	4,316,000	_	(150,000)	-	4,166,000
			21.7.2015	21.7.2007	1,010,000		(100,000)		1,100,000
	26.9.2005	HK\$0.59	26.9.2006-	26.9.2005-	50,000	_		_	50,000
	20.3.2003	11K\$0.35	25.9.2015	25.9.2005	30,000	-	-	-	30,000
			26.9.2007-	26.9.2005-	678,000	-			678,000
			25.9.2007-	25.9.2005-	070,000	-	-	-	070,000
Total for employees					5,044,000	-	(150,000)	-	4,894,000
Total for all categories					16,744,000	-	(150,000)	-	16,594,000
v									

These fair values were calculated using the Black-Scholes-Merton Option Pricing Model. The inputs into the model were as follows:

	Date of grant			
	22.7.2005	26.9.2005		
Closing share price on date of grant	HK\$0.56	HK\$0.58		
Exercise price	HK\$0.56	HK\$0.59		
Risk free rate	3.12-3.22%	3.68-3.87%		
Expected volatility	8.36%	4.22%		

Expected volatility was determined by using the historical volatility of the Company's share price over the previous one year before the grant date.

The risk-free interest rate equals to the 12 months fixed deposit rates as quoted by the bank at valuation date for 1st 25% share options and equals to yield of 2-Year Exchange Fund Notes at valuation date for 75% share options.

The Group recognised the total expense of HK\$Nil for the period ended 30 June 2011 (2010: Nil) in relation to share options granted by the Company.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

The Company has complied with the code provisions of Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules during the six months ended 30 June 2011, with deviations as stated below:

Code Provision A.2.1

The Company does not have a separate Chairman and Chief Executive Officer and Mr. Senta Wong currently holds both positions. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person provides the Group with strong and consistent leadership and allows for more effective planning and execution of long term business strategies. The Board also believes that the Company already has a strong corporate governance structure in place to ensure effective supervision of management. Such a structure provides many of the benefits of having a separate Chairman and Chief Executive Officer. The structure includes:

- Having the Audit Committee composed exclusively of Independent Non-Executive Directors.
- Having the Remuneration Committee composed exclusively of Independent Non-Executive Directors.
- Ensuring that Independent Non-Executive Directors have free and direct access to both the Company's external and internal auditors and independent professional advice where considered necessary.

The Board believes that these measures will ensure that our Independent Non-Executive Directors continue to effectively supervise the Group's Management and to provide vigorous control of key issues relating to strategy, risk and integrity. The Board continually reviews the effectiveness of the Group's corporate governance structure to assess whether any changes, including the separation of the positions of Chairman and Chief Executive Officer, are necessary.

CORPORATE GOVERNANCE

Code Provision A.4.1

None of the existing non-executive directors of the Company is appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. In accordance with the provisions of the Bye-laws of the Company, any Director appointed by the Board during the year shall retire and submit themselves for re-election at the first annual general meeting immediately following his/her appointment. Further, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. The directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are similar to those in the Code.

Code Provision A.4.2

All Directors (except Executive Chairman or Deputy Chairman or Managing or Joint Managing Director) of the Company are subject to retirement by rotations and re-elections at the annual general meeting of the Company at least once every three years.

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 six months ended 30 June 2011.

CORPORATE GOVERNANCE

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all Directors, all Directors 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 Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including a review of the unaudited interim accounts for the six months ended 30 June 2011.