



**FREEMAN FINANCIAL  
CORPORATION LIMITED**  
**民豐企業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

HK Stock Code 香港股份代號: 279

(Since 1988)(自1988年)

**2011 INTERIM REPORT 中期報告**

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## Corporate Information 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Lo Kan Sun (Managing Director)  
Mr. Hui Quincy Kwong Hei (Managing Director)  
Ms. Au Shuk Yee, Sue  
Mr. Scott Allen Phillips  
Ms. Chow Mun Yee

#### Non-Executive Directors

Mr. Andrew Liu  
Mr. Liu Kam Fai, Winston

#### Independent Non-Executive Directors

Mr. Yau Chung Hong  
Mr. Gary Drew Douglas  
Mr. Peter Temple Whitelam  
Dr. Agustin V. Que

### AUDIT COMMITTEE

Mr. Yau Chung Hong  
Mr. Gary Drew Douglas  
Mr. Peter Temple Whitelam  
Dr. Agustin V. Que

### REMUNERATION COMMITTEE

Mr. Gary Drew Douglas  
Mr. Peter Temple Whitelam  
Dr. Agustin V. Que

### COMPANY SECRETARY

Ms. Chow Mun Yee

### AUDITORS

Ernst & Young

### LEGAL COUNSELS

Hong Kong  
Reed Smith Richards Butler

Cayman Islands  
Conyers Dill & Pearman

### 董事會

#### 執行董事

盧更新先生(董事總經理)  
許廣熙先生(董事總經理)  
柯淑儀女士  
Scott Allen Phillips先生  
鄒敏兒小姐

#### 非執行董事

廖駿倫先生  
廖金輝先生

#### 獨立非執行董事

丘忠航先生  
Gary Drew Douglas先生  
Peter Temple Whitelam先生  
Agustin V. Que博士

### 審核委員會

丘忠航先生  
Gary Drew Douglas先生  
Peter Temple Whitelam先生  
Agustin V. Que博士

### 薪酬委員會

Gary Drew Douglas先生  
Peter Temple Whitelam先生  
Agustin V. Que博士

### 公司秘書

鄒敏兒小姐

### 核數師

安永會計師事務所

### 法律顧問

香港  
禮德齊伯禮律師行

開曼群島  
Conyers Dill & Pearman

## Corporate Information 公司資料

### PRINCIPAL BANKERS

Bank of Communications Co., Ltd  
The Hongkong and Shanghai Banking Corporation Limited  
The Bank of East Asia, Limited

### REGISTERED OFFICE

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

### PRINCIPAL PLACE OF BUSINESS

Room 2302, 23rd Floor, China United Centre  
28 Marble Road  
North Point, Hong Kong

### SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

### WEBSITE

<http://www.freeman279.com>

### TRADING OF SHARES

The Stock Exchange of Hong Kong Limited  
(Stock Code: 279)

### 主要往來銀行

交通銀行股份有限公司  
香港上海滙豐銀行有限公司  
東亞銀行有限公司

### 註冊地址

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

### 主要營業地點

香港北角  
馬寶道28號  
華匯中心23樓2302室

### 香港股份過戶登記處

卓佳秘書商務有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

### 網址

<http://www.freeman279.com>

### 股份買賣

香港聯合交易所有限公司  
(股份代號：279)

## Report on Review of Interim Financial Information 中期財務資料審閱報告

To the board of directors of  
Freeman Financial Corporation Limited  
(Incorporated in the Cayman Islands with limited liability)

### INTRODUCTION

We have reviewed the interim financial information set out on pages 6 to 42, which comprises the condensed consolidated statement of financial position of Freeman Financial Corporation Limited as at 30 September 2011 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 *Interim Financial Reporting* ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

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

致民豐企業控股有限公司董事會

(於開曼群島註冊成立的有限公司)

### 緒言

吾等已審閱第6至42頁所載的中期財務資料，當中包括民豐企業控股有限公司於二零一一年九月三十日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合收益表、簡明綜合全面收入報表、簡明綜合權益變動表及簡明綜合現金流量表，以及說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告須符合當中的相關條文，以及由香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號中期財務報告（「香港會計準則第34號」）。

董事須負責根據香港會計準則第34號編製及呈報此中期財務資料。吾等的責任是根據吾等的審閱工作，對此中期財務資料作出結論，並按照雙方所協定的委聘書條款僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

## Report on Review of Interim Financial Information 中期財務資料審閱報告

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

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

#### Ernst & Young

*Certified Public Accountants*

18th Floor

Two International Finance Centre

8 Finance Street, Central

Hong Kong

25 November 2011

### 審閱範圍

吾等依據香港會計師公會頒佈的香港審閱委聘準則第2410號獨立核數師對中期財務訊息的審閱進行吾等的審閱工作。審閱中期財務資料包括主要向負責財務和會計事務之人員作出查詢，以及進行分析性和其他審閱程序。由於審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故吾等不保證可知悉所有在審核中可能發現的重大事項。因此，本核數師不會發表審核意見。

### 結論

根據吾等的審閱工作，並無發現任何事項令吾等相信中期財務資料在任何重大方面未有根據香港會計準則第34號編製。

#### 安永會計師事務所

執業會計師

香港

中環金融街8號

國際金融中心二期

18樓

二零一一年十一月二十五日

**Condensed Consolidated Income Statement****簡明綜合收益表**

For the six months ended 30 September 2011

截至二零一一年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月		
		2011 二零一一年 (Unaudited) (未經審核)	2010 二零一零年 (Unaudited) (未經審核)	
		HK\$'000 港幣千元	HK\$'000 港幣千元	
		Notes 附註		
<b>REVENUE</b>	<b>收益</b>	4	19,706	42,448
Cost of sales	銷售成本		(4,175)	(1,103)
Gross profit	毛利		15,531	41,345
Other income and gains	其他收入及收益	4	29,944	103,219
Fair value losses on investments at fair value through profit or loss, net	透過損益以公平值列賬之投資之公平值虧損淨額		(431,303)	(82,268)
General and administrative expenses	一般及行政開支		(15,640)	(57,359)
Other expenses	其他開支		(2,700)	(16,837)
Finance costs	融資成本	5	(5,129)	(28,781)
Share of profits of associates	分佔聯營公司溢利		6,444	—
<b>LOSS BEFORE TAX</b>	<b>除稅前虧損</b>	6	(402,853)	(40,681)
Income tax	所得稅	7	2,475	(2,149)
<b>LOSS FOR THE PERIOD</b>	<b>本期間虧損</b>		(400,378)	(42,830)
Attributable to:	下列人士應佔：			
Owners of the Company	本公司擁有人		(400,378)	(76,296)
Non-controlling interests	非控股權益		—	33,466
			(400,378)	(42,830)

## Condensed Consolidated Income Statement

### 簡明綜合收益表

For the six months ended 30 September 2011  
截至二零一一年九月三十日止六個月

		For the six months ended	
		30 September	
		截至九月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
	Notes		
	附註		
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權持有人應佔每股 虧損		
	8		
Basic and diluted	基本及攤薄	(港幣8.49 HK cents仙)	(港幣14.83 HK cents仙)



## Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收入報表

For the six months ended 30 September 2011

截至二零一一年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2010 二零一零年 (Unaudited) (未經審核) HK\$'000 港幣千元
LOSS FOR THE PERIOD	本期間虧損	(400,378)	(42,830)
OTHER COMPREHENSIVE INCOME	其他全面收入		
Change in fair value of an available-for-sale investment	可供出售投資公平值變動	–	42,059
Gain on property revaluation	物業重估收益	–	6,081
Share of other comprehensive income of an associate	分佔聯營公司其他全面收入	4,313	–
Exchange differences on translation of foreign operations	換算境外業務產生之匯兌差額	8	(122)
Release of exchange fluctuation reserve upon disposal of subsidiaries	出售附屬公司後撥回匯兌波動儲備	(120)	–
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	本期間其他全面收入(除稅後)	4,201	48,018
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	本期間全面收入/(虧損)總額	(396,177)	5,188
Attributable to:	下列人士應佔:		
Owners of the Company	本公司擁有人	(396,177)	(48,622)
Non-controlling interests	非控股權益	–	53,810
		(396,177)	5,188

## Condensed Consolidated Statement of Financial Position

### 簡明綜合財務狀況報表

30 September 2011  
於二零一一年九月三十日

			30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		4,127	33,908
Investment properties	投資物業	9	–	140,854
Investment in an associate	於聯營公司權益	10	1,041,572	779,489
Intangible asset	無形資產		339	–
Available-for-sale investments	可供出售投資	11	120,000	425,729
Loans receivable	應收貸款	12	–	2,000
Deposit paid for acquisition of an associate	就收購聯營公司支付之按金		–	20,000
Total non-current assets	非流動資產總額		<u>1,166,038</u>	<u>1,401,980</u>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Accounts receivable	應收賬款	13	34,000	–
Loans receivable	應收貸款	12	12,119	28,125
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		1,945	5,254
Investments at fair value through profit or loss	透過損益以公平值列賬之投資		825,495	1,033,901
Cash and bank balances	現金及銀行結餘		<u>305,240</u>	<u>382,624</u>
Total current assets	流動資產總額		<u>1,178,799</u>	<u>1,449,904</u>

## Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況報表

30 September 2011

於二零一一年九月三十日

			30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
		Notes 附註		
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Accounts payable	應付賬款	14	21,619	–
Other payables and accruals	其他應付款項及應計費用		17,277	6,938
Interest-bearing bank and other borrowings	計息銀行及其他借貸	15	200,294	135,121
Tax payable	應付稅項		–	2,478
Total current liabilities	流動負債總額		<u>239,190</u>	<u>144,537</u>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<u>939,609</u>	<u>1,305,367</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<u>2,105,647</u>	<u>2,707,347</u>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	15	–	200,000
Deferred tax liabilities	遞延稅項負債		–	5,523
Total non-current liabilities	非流動負債總額		<u>–</u>	<u>205,523</u>
Net assets	資產淨值		<u>2,105,647</u>	<u>2,501,824</u>
<b>EQUITY</b>	<b>權益</b>			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	18	471,370	471,370
Reserves	儲備		1,634,277	2,030,454
Total equity	權益總額		<u>2,105,647</u>	<u>2,501,824</u>

## Condensed Consolidated Statement of Changes in Equity

### 簡明綜合權益變動表

For the six months ended 30 September 2011  
截至二零一一年九月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔													
		Issued capital	Share premium account	Equity component of convertible notes	Share option reserve	Capital redemption reserve	Distributable reserve	Special reserve#	Land and building revaluation reserve	Available-for-sale investment revaluation reserve	Exchange fluctuation reserve	Retained profits/(accumulated losses)	Total	Non-controlling interests	Total equity
		已發行股本 HK\$'000 港幣千元	股份溢價賬 HK\$'000 港幣千元	可換股票據 權益部分 HK\$'000 港幣千元	購股權儲備 HK\$'000 港幣千元	資本贖回 儲備 HK\$'000 港幣千元	可供分派 儲備 HK\$'000 港幣千元	特殊儲備# HK\$'000 港幣千元	土地及樓宇 重估儲備 HK\$'000 港幣千元	投資 重估儲備 HK\$'000 港幣千元	外匯波動 儲備 HK\$'000 港幣千元	保留溢利/ (累積虧損) HK\$'000 港幣千元	總計 HK\$'000 港幣千元	非控股權益 HK\$'000 港幣千元	權益總額 HK\$'000 港幣千元
At 1 April 2010	於二零一零年 四月一日	38,135	424,859	45,263	-	485	895,331	35,131	-	8,764	8	80,246	1,528,222	512,788	2,041,010
Profit/(loss) for the period	期內溢利/ (虧損)	-	-	-	-	-	-	-	-	-	-	(76,296)	(76,296)	33,466	(42,830)
Other comprehensive income/(loss) for the period:	期內其他全面 收入/(虧損):														
Change in fair value of an available-for-sale investment	可供出售投資之公平 值變動	-	-	-	-	-	-	-	-	21,715	-	-	21,715	20,344	42,059
Gain on property revaluation	物業重估 收益	-	-	-	-	-	-	-	6,081	-	-	-	6,081	-	6,081
Exchange differences on translation of foreign operations	換算境外業 務產生之 匯兌差額	-	-	-	-	-	-	-	-	-	(122)	-	(122)	-	(122)
Total comprehensive income/(loss) for the period	期內全面收入/ (虧損)總額	-	-	-	-	-	-	-	6,081	21,715	(122)	(76,296)	(48,622)	53,810	5,188
Issue of share options	發行購股權	-	-	-	1,051	-	-	-	-	-	-	-	1,051	-	1,051
Exercise of share options	行使購股權	3,800	18,911	-	(1,051)	-	-	-	-	-	-	-	21,660	-	21,660
Issue of a convertible note	發行可換股票據	-	-	3,285	-	-	-	-	-	-	-	-	3,285	3,077	6,362
Redemption of a convertible note	贖回可換股票據	-	-	(3,285)	-	-	-	-	-	-	-	1,132	(2,153)	(2,016)	(4,169)
Placing of new shares	配售新股份	17,540	47,855	-	-	-	-	-	-	-	-	-	65,395	-	65,395
Share issue expenses	股份發行開支	-	(1,003)	-	-	-	-	-	-	-	-	-	(1,003)	-	(1,003)
At 30 September 2010	於二零一零年 九月三十日	59,475	490,622	45,263	-	485	895,331	35,131	6,081	30,479	(114)	5,082	1,567,835	567,659	2,135,494
At 1 April 2011	於二零一一年 四月一日	471,370	1,171,008	-	-	485	895,331	35,131	6,081	4,103	112	(81,797)	2,501,824	-	2,501,824
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	-	-	(400,378)	(400,378)	-	(400,378)
Other comprehensive income/(loss) for the period:	期內其他全面 收入/(虧損):														
Exchange differences on translation of foreign operations	換算境外業 務產生之 匯兌差額	-	-	-	-	-	-	-	-	-	8	-	8	-	8
Share of other comprehensive income of an associate	分佔聯營 公司之 其他全面 收入	-	-	-	-	-	-	-	-	4,313	-	-	4,313	-	4,313
Release of exchange fluctuation reserve upon disposal of subsidiaries	出售附屬 公司後發 回匯兌波 動儲備	-	-	-	-	-	-	-	-	-	(120)	-	(120)	-	(120)
Total comprehensive income/(loss) for the period	期內全面收入/ (虧損)總額	-	-	-	-	-	-	-	-	4,313	(112)	(400,378)	(396,177)	-	(396,177)
Disposal of subsidiaries	出售附屬公司 轉撥	-	-	-	-	-	-	-	(6,081)	-	-	6,081	-	-	-
Transfer		-	-	-	-	-	(530,000)	-	-	-	-	530,000	-	-	-
At 30 September 2011	於二零一一年 九月三十日	471,370	1,171,008	-	-	485	365,331	35,131	-	8,416	-	53,906	2,105,647	-	2,105,647

# The special reserve of the Group represents the difference between the aggregate amount of the share capital and share premium account of a company which was the former holding company of the Group and the nominal value of the Company's shares issued pursuant to the group reorganisation in 1992.

# 本集團特別儲備指本集團前控股公司之股本及股份溢價賬之總額與本公司於一九九二年根據集團重組已發行股份之面值之差額。

## Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 September 2011

截至二零一一年九月三十日止六個月

For the six months ended

30 September

截至九月三十日止六個月

2011

2010

二零一一年

二零一零年

(Unaudited)

(Unaudited)

(未經審核)

(未經審核)

HK\$'000

HK\$'000

港幣千元

港幣千元

NET CASH FLOWS USED IN OPERATING ACTIVITIES	營運活動所動用之現金流量淨額	(150,657)	(76,456)
NET CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所產生之現金流量淨額	138,400	43,666
NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES	融資活動所產生／(動用)之現金流量淨額	(65,137)	176,164
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加／(減少)淨額	(77,394)	143,374
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	382,624	170,249
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	10	375
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終之現金及現金等值物	305,240	313,998
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物之結餘分析		
Cash and bank balances	現金及銀行結餘	305,240	313,998

## Notes to Condensed Consolidated Financial Statements 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

### 1. CORPORATE INFORMATION

Freeman Financial Corporation Limited is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at Room 2302, 23rd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong.

During the period, the Group was principally engaged in the trading of securities, provision of finance, property holding and investment, insurance brokerage business, securities brokerage and investment holding.

#### 2.1 BASIS OF PREPARATION

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

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2011.

#### 2.2 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2011, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA for the first time for the current period's condensed consolidated financial statements.

### 1. 公司資料

民豐企業控股有限公司為一間於開曼群島註冊成立之有限公司。本公司之主要營業地點位於香港北角馬寶道28號華匯中心23樓2302室。

期內，本集團主要從事買賣證券、提供融資、物業持有及投資、保險經紀業務、證券經紀以及投資控股業務。

#### 2.1 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號*中期財務報告*及香港聯合交易所有限公司證券上市規則之適用披露規定編製。

簡明綜合財務報表並不包括須於年度財務報表載列之所有資料及披露，應與本集團於截至二零一一年三月三十一日止年度之年度財務報表一併閱讀。

#### 2.2 重大會計政策

編製簡明綜合財務報表時所採用之會計政策與編製本集團截至二零一一年三月三十一日止年度之年度財務報表所採用者一致，惟本集團於本期間之簡明綜合財務報表首次採納香港會計師公會頒佈之以下新訂及經修訂香港財務報告準則（「香港財務報告準則」）除外。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

## 2.2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

HKFRS 1 Amendment	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i>
HKAS 24 (Revised)	<i>Related Party Disclosures</i>
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i>
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i>
Improvements to HKFRSs 2010	Amendments to a number of HKFRSs issued in May 2010

The adoption of these new and revised HKFRSs has had no significant financial effect on these condensed consolidated financial statements and there have been no significant changes to the accounting policies applied in these condensed consolidated financial statements.

## 3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has six reportable operating segments as follows:

- (a) the trading of securities segment engages in the purchase and sale of securities and the securities investment;
- (b) the provision of finance segment engages in the provision of financing services in Hong Kong;

## 2.2 重大會計政策 (續)

香港財務報告準則 第1號之修訂	香港財務報告準則第1號首次採納香港財務報告準則—首次採納者根據香港財務報告準則第7號披露比較資料之有限豁免之修訂
香港會計準則第24號 (經修訂)	關連方披露
香港(國際財務報告詮釋委員會)—詮釋 第14號之修訂	香港(國際財務報告詮釋委員會)—詮釋第14號最低資金需求的預付款項之修訂
香港(國際財務報告詮釋委員會)—詮釋 第19號	以權益工具抵銷金融負債
二零一零年香港財務 報告準則之改進	二零一零年五月頒佈之多項香港財務報告準則之修訂

採納此等新訂及經修訂香港財務報告準則對該等簡明綜合財務報表無重大財務影響，而該等簡明綜合財務報表所採用之會計政策概無重大變動。

## 3. 經營分類資料

本集團將業務單位按其產品及服務劃分，以方便管理。並有下列六個可報告經營分類：

- (a) 證券買賣分類之業務為買賣證券及證券投資；
- (b) 提供融資分類之業務為在香港提供融資服務；

## Notes to Condensed Consolidated Financial Statements 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

### 3. OPERATING SEGMENT INFORMATION (CONTINUED)

- (c) the property holding and investment segment engages primarily in the investments in commercial and residential properties for their rental income potential and/or their appreciation in values;
- (d) the insurance brokerage business segment engages in general and life insurance brokerage business and the provision of related investment linked financial products in Hong Kong;
- (e) securities brokerage, placing, underwriting and margin financing in Hong Kong; and
- (f) the investment holding segment engages in holding investments for continuing strategic or long term purposes, primarily for their dividend income and capital appreciation.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's loss before tax except that bank and other interest income (excluding interest income from provision of finance), finance costs as well as head office and corporate expenses are excluded from such measurement.

Intersegment transactions are made with reference to the prices used for services made to third parties at the then prevailing market prices.

### 3. 經營分類資料 (續)

- (c) 物業持有及投資分類之業務為主要從事商用及住宅物業投資，以獲取可能取得之租金收入及／或增值；
- (d) 保險經紀業務分類之業務為在香港從事一般及人壽保險經紀業務及提供相關投資掛鈎之金融產品；
- (e) 在香港從事證券經紀、配售、包銷及孖展融資服務；及
- (f) 投資控股分類之業務為就持續策略或長期目的而進行控股投資，主要目的為賺取股息收入及資本增值。

管理層在作出資源分配及表現評估之決策時會獨立監察本集團經營分類之業績。分類表現會按照可報告分類溢利／（虧損）評估，而可報告分類溢利／（虧損）乃用作計量經調整除稅前溢利／（虧損）。經調整除稅前溢利／（虧損）之計量方式與本集團除稅前虧損一致，惟前者會剔除銀行及其他利息收入（不包括提供融資之利息收入）、融資成本以及總辦事處與公司開支。

分類間交易乃參照按當前市場價格向第三方提供服務所用之價格而作出。



## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

### 3. OPERATING SEGMENT INFORMATION (CONTINUED)

For the six months ended 30 September 2011

### 3. 經營分類資料 (續)

截至二零一一年九月三十日止六個月

		Trading of securities	Provision of finance	Property holding and investment	Insurance brokerage business	Investment holding	Securities brokerage, placing, underwriting and margin financing	Total
		證券買賣	提供融資	物業持有及投資	保險經紀業務	投資控股	證券經紀、配售、包銷及孖展融資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue:	分類收益:							
Sales to external customers	外部客戶之銷售	(1,925)	9,428	288	3,983	5,974	1,958	19,706
Intersegment sales	分類間銷售	-	-	-	-	-	-	-
		(1,925)	9,428	288	3,983	5,974	1,958	19,706
<i>Reconciliation:</i>	<i>調整:</i>							
Elimination of intersegment sales	分類間銷售對銷							-
Total revenue	收益總額							19,706
Segment results	分類業績	(430,991)	8,835	235	(1,751)	8,349	1,277	(414,046)
<i>Reconciliation:</i>	<i>調整:</i>							
Bank interest income	銀行利息收入							5
Other interest income	其他利息收入							738
Gain on disposal of subsidiaries, net	出售附屬公司之收益淨額							24,164
Corporate and other unallocated expenses	公司及其他未分配開支							(8,585)
Finance costs	融資成本							(5,129)
Loss before tax	除稅前虧損							(402,853)

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

### 3. OPERATING SEGMENT INFORMATION (CONTINUED)

For the six months ended 30 September 2010

### 3. 經營分類資料 (續)

截至二零一零年九月三十日止六個月

		Trading of securities	Provision of finance	Property holding and investment	Insurance brokerage business	Investment holding	Securities brokerage, placing, underwriting and margin financing	Total
		證券買賣	提供融資	物業持有 及投資	保險 經紀業務	投資控股	證券經紀、 配售、包銷 及孖展融資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue:	分類收益：							
Sales to external customers	外部客戶之銷售	(42,064)	17,140	3,844	884	–	62,644	42,448
Intersegment sales	分類間銷售	–	2,226	–	–	6,893	–	9,119
		(42,064)	19,366	3,844	884	6,893	62,644	51,567
<i>Reconciliation:</i>	<i>調整：</i>							
Elimination of intersegment sales	分類間銷售對銷							(9,119)
Total revenue	收益總額							<u>42,448</u>
Segment results	分類業績	(90,207)	2,319	8,630	(2,590)	(749)	74,231	(8,366)
<i>Reconciliation:</i>	<i>調整：</i>							
Bank interest income	銀行利息收入							30
Other interest income	其他利息收入							487
Corporate and other unallocated expenses	公司及其他 未分配開支							(4,051)
Finance costs	融資成本							<u>(28,781)</u>
Loss before tax	除稅前虧損							<u>(40,681)</u>

## Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

## 4. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents interest income earned from provision of finance; dividend income from equity investments; gains/(losses) from the sale of investments at fair value through profit or loss; gross rental income received and receivable from investment properties; insurance brokerage income; commission and brokerage income from securities dealings; commission from underwriting and placing services; and interest income on margin financing activities during the period.

An analysis of revenue, other income and gains is as follows:

## 4. 收益、其他收入及收益

收益，亦為本集團之營業額，指期內提供融資所得利息收入；股本投資之股息收入；出售透過損益以公平值列賬之投資之收益／（虧損）；投資物業之已收及應收租金收入總額；保險經紀收入；來自證券買賣之佣金及經紀收入；包銷及配售服務之佣金及孖展融資業務之利息收入。

收益、其他收入及收益之分析如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2010 二零一零年 (Unaudited) (未經審核) HK\$'000 港幣千元
Revenue	收益		
Interest income from provision of finance	提供融資所得利息收入	9,428	17,140
Dividend income from investments at fair value through profit or loss	透過損益以公平值列賬之投資之股息收入	9,739	5,951
Dividend income from an available-for-sale investment	可供出售投資之股息收入	5,974	—
Losses from the sale of investments at fair value through profit or loss, net	出售透過損益以公平值列賬之投資之虧損淨額	(11,664)	(48,015)
Gross rental income	總租金收入	288	3,844
Insurance brokerage income	保險經紀收入	3,983	884
Commission and brokerage income from securities dealings	來自證券買賣之佣金及經紀收入	799	14,753
Commission from underwriting and placing services	包銷及配售服務之佣金	845	24,089
Interest income on margin financing activities	孖展融資業務之利息收入	314	23,802
		<u>19,706</u>	<u>42,448</u>

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

#### 4. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

#### 4. 營業額、其他收入及收益 (續)

		For the six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2010 二零一零年 (Unaudited) (未經審核) HK\$'000 港幣千元
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Bank interest income	銀行利息收入	5	30
Other interest income	其他利息收入	738	487
Gain on disposal of subsidiaries, net (note 17)	出售附屬公司之收益淨額 (附註17)	24,164	–
Gain on deemed partial disposals and acquisition of additional interest in an associate, net	視作部分出售及收購一間聯營公司 額外權益之收益淨額	1,501	–
Reversal of a loan receivable previously written off	收回先前撇銷之應收貸款	–	100,000
Others	其他	3,536	2,702
		<u>29,944</u>	<u>103,219</u>

## Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

## 5. FINANCE COSTS

An analysis of finance costs is as follows:

## 5. 融資成本

融資成本分析如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2010 二零一零年 (Unaudited) (未經審核) HK\$'000 港幣千元
Interest on bank loans, overdrafts and other loans wholly repayable within five years or on demand	須於五年內或按要求悉數償還之 銀行貸款、透支及其他貸款之利息	5,129	8,542
Interest on convertible notes	可換股票據之利息	—	20,239
Total finance costs	融資成本總額	<u>5,129</u>	<u>28,781</u>

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

#### 6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/  
(crediting):

#### 6. 除稅前虧損

本集團之除稅前虧損已扣除／(計入)：

		For the six months ended	
		30 September	
		截至九月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Depreciation	折舊	445	5,176
Employee benefit expenses (excluding directors' remuneration):	僱員福利開支(不包括董事酬金)：		
Wages, salaries and allowances	工資、薪酬及福利	3,596	12,872
Retirement benefit scheme contributions (defined contribution schemes)	退休福利計劃供款(定額供款計劃)	91	712
		<u>3,687</u>	<u>13,584</u>
Loss/(gain) on disposal of subsidiaries, net	出售附屬公司之虧損／(收益)淨額	(24,164)	1,680*
Loss on redemption of a convertible note	贖回可換股票據之虧損	—	1,885*
Impairment of accounts receivable	應收賬款減值	—	12,812*

\* These balances were included in "Other expenses" in the condensed consolidated income statement.

\* 該等結餘乃計入簡明綜合收益表中之「其他開支」內。

## Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

## 7. INCOME TAX

No provision for Hong Kong profits tax has been made for the current reporting period as the Group did not generate any assessable profits arising in Hong Kong during the period. In the prior period, Hong Kong profits tax was provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during that period.

## 7. 所得稅

於本報告期間，本集團並無於香港產生任何應課稅溢利，故並無就香港利得稅作出撥備。於過往期間，香港利得稅於該期間乃按稅率16.5%就香港產生之估計應課稅溢利計提撥備。

		For the six months ended	
		30 September	
		截至九月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current – Hong Kong	本期稅項－香港		
Charge for the period	本期間支出	–	3,048
Over-provision in prior year	過往年度超額撥備	(2,475)	–
Deferred	遞延	–	(899)
Total tax charge/(credit) for the period	本期間稅項支出／(抵免)總額	(2,475)	2,149

The share of tax attributable to associates amounting to HK\$3,493,000 (period ended 30 September 2010: Nil) is included in "Share of profits of associates" in the condensed consolidated income statement.

應佔聯營公司之稅項港幣3,493,000元（截至二零一零年九月三十日止期間：無），已包括在簡明綜合收益表內「分佔聯營公司溢利」一項。

## Notes to Condensed Consolidated Financial Statements 簡明綜合財務報表附註

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### 8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

#### (a) Basic loss per share

The calculation of basic loss per share amounts is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$400,378,000 (period ended 30 September 2010: loss of HK\$76,296,000), and the weighted average number of 4,713,701,431 (period ended 30 September 2010: 514,441,000) ordinary shares in issue during the period.

#### (b) Diluted loss per share

The Group had no dilutive potential ordinary shares in issue during the period ended 30 September 2011.

No adjustment was made to the basic loss per share amount presented for the period ended 30 September 2010 in respect of a dilution as the convertible notes outstanding during that period had an anti-dilutive effect on the basic loss per share and the exercise price of the share options of the Company outstanding during that period was higher than the average market price of the Company's ordinary shares.

### 8. 本公司普通股權持有人應佔每股虧損

#### (a) 每股基本虧損

每股基本虧損金額乃按本公司普通股權持有人應佔本期間虧損港幣400,378,000元(截至二零一零年九月三十日止期間:虧損港幣76,296,000元)及期內已發行普通股加權平均數4,713,701,431股(截至二零一零年九月三十日止期間:514,441,000股)計算。

#### (b) 每股攤薄虧損

於截至二零一一年九月三十日止期間,本集團並無已發行攤薄潛在普通股。

截至二零一零年九月三十日止期間呈列之每股基本虧損金額並無作出攤薄調整,乃由於該期間的尚未兌換之可換股票據對每股基本虧損有反攤薄影響,且該期間本公司未行使購股權之行使價高於本公司普通股平均市價所致。



## Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

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## 9. INVESTMENT PROPERTIES

## 9. 投資物業

		30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Carrying amount at beginning of period/year	於期／年初之賬面值	140,854	160,780
Additions	添置	–	1,121
Disposal of subsidiaries (note 17)	出售附屬公司(附註17)	(140,854)	(42,010)
Transfer from owner-occupied properties	轉撥自業主自用物業	–	15,554
Gains arising from changes in fair value of investment properties, net	投資物業公平值變動產生之收益淨值	–	5,409
Carrying amount at the end of the period/year	於期／年終之賬面值淨額	–	140,854

## 10. INVESTMENT IN AN ASSOCIATE

## 10. 於聯營公司之權益

		30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Share of net assets	應佔資產淨值	1,041,572	779,489

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

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#### 10. INVESTMENT IN AN ASSOCIATE (CONTINUED)

Particulars of the principal associate at the end of the reporting period are as follows:

#### 10. 於聯營公司之權益 (續)

於報告期末，主要聯營公司之詳情如下：

Name	Particulars of issued shares held	Place of incorporation	Percentage of ownership interest attributable to the Group	Principal activities
名稱	持有已發行股份之詳情	註冊成立地點	本集團應佔擁有人權益百分比	主要業務
Hennabun Capital Group Limited (“Hennabun”)	Ordinary share of US\$0.1 each 每股面值0.1美元之普通股	British Virgin Islands 英屬處女群島	32.26*	Investment holding of subsidiaries which are principally engaged in the provision of financial services (including security brokerage, money lending, margin financing and direct investment) 主要從事之業務為提供金融服務(包括證券經紀、貸款業務、孖展融資及直接投資)之附屬公司之投資控股

\* During the current period, Hennabun completed certain equity changes through direct allotment of new shares, issuance of convertible notes and repurchased certain of its own shares, which had resulted in an overall increase in the Group's equity interest in Hennabun from 31.92% as at 31 March 2011 to 32.26% as at 30 September 2011.

\* 於本期間，Hennabun透過直接配發新股份、發行可換股票據及購回若干自身股份，完成若干變更股權的行動，因此，本集團於Hennabun之股本權益由二零一一年三月三十一日之31.92%整體增加至二零一一年九月三十日之32.26%。

## Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

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## 11. AVAILABLE-FOR-SALE INVESTMENTS

## 11. 可供出售投資

	30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Unlisted investment, at fair value 非上市投資，按公平值	120,000	-
Unlisted investment, at cost 非上市投資，按成本	-	502,542
Less: Impairment 減：減值	-	(76,813)
	120,000	425,729
	120,000	425,729

Unlisted equity investment as at 30 September 2011 represented the Group's investment in certain securities during the current reporting period in conjunction with its disposal of certain subsidiaries (note 17) which are neither classified as held for trading nor designated at fair value through profit and loss.

Unlisted equity investment as at 31 March 2011 represented the Group's long term investment in the beneficial rights, interests, entitlements, claims and undeclared dividends in 175,714 shares of Liu's Holding Limited, a private company incorporated in Hong Kong. Pursuant to the conditional sale and purchase agreement entered into by the Group with the purchasers on 17 May 2011, the Group completed the disposal of its entire unlisted equity investment in Liu's Holding Limited in June 2011 at an aggregate cash consideration of approximately HK\$425,729,000, which was also the then carrying value of the investment. Further details of this investment and the disposal are disclosed in the Company's consolidated financial statements for the year ended 31 March 2011. No gain or loss was resulted from this disposal for the current reporting period.

於二零一一年九月三十日的非上市股權投資，指本集團於本報告期間之若干股本證券投資，其來自出售若干附屬公司（附註17），並且不分類作持作買賣或透過損益按公平值計值。

於二零一一年三月三十一日的非上市股權投資，指本集團於廖氏集團有限公司（一間於香港註冊成立之私人公司）之175,714股股份內的實益權利、權益、享有權、索償及未宣派股息的長期投資。本集團與買方於二零一一年五月十七日訂立之有條件買賣協議，本集團於二零一一年六月完成出售於廖氏集團有限公司之整項非上市股權投資，總現金代價約為港幣425,729,000元，亦即投資之當時賬面值。此項投資及出售事項之更多詳情披露於本公司截至二零一一年三月三十一日止年度之綜合財務報表。於本報告期間，此出售事項並無產生收益或虧損。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

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## 12. LOANS RECEIVABLE

## 12. 應收貸款

		30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Loans receivable	應收貸款	29,021	47,027
Less: Impairment	減：減值	<u>(16,902)</u>	<u>(16,902)</u>
		12,119	30,125
Less: Balances due within one year included in current assets	減：計入流動資產於一年內到期之結餘	<u>(12,119)</u>	<u>(28,125)</u>
Non-current portion	非流動部分	<u>–</u>	<u>2,000</u>

Loans receivable represent receivables arising from the provision of finance business of the Group, and bear interest at rates ranging from 7% per annum to 24% per annum (31 March 2011: 5% per annum to 24% per annum). The grants of these loans were approved and monitored by the Company's executive directors in charge of the Group's provision of finance operation.

Certain loans receivable with a carrying amount of HK\$2,007,000 (31 March 2011: HK\$2,007,000) are secured by the pledge of collateral and/or the provision of personal guarantees/corporate undertakings by certain independent third parties.

應收貸款指本集團提供融資業務所產生之應收款項，按介乎年利率7厘至年利率24厘計息（二零一一年三月三十一日：年利率5厘至年利率24厘）。負責本集團提供融資業務之本公司執行董事已批准授出及監察該等貸款。

若干賬面值為港幣2,007,000元（二零一一年三月三十一日：港幣2,007,000元）之應收貸款由質押抵押品及／或若干獨立第三方提供個人擔保／企業承諾作擔保。

**Notes to Condensed Consolidated Financial Statements****簡明綜合財務報表附註**

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**12. LOANS RECEIVABLE (CONTINUED)**

An aged analysis of the loans receivable (that are not considered to be impaired) as at the end of the reporting period, based on payment due date, is as follows:

**12. 應收貸款 (續)**

於報告期末，按到期付款日計算之應收貸款（被視為未減值者）之賬齡分析如下：

	30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Neither past due nor impaired      未逾期且未減值	<u>12,119</u>	<u>30,125</u>

Loans receivable that were neither past due nor impaired relate to a number of diversified borrowers for whom there was no recent history of default.

未逾期且未減值之應收貸款與多名不同借款人有關，近期該等借款人並無拖欠記錄。

## Notes to Condensed Consolidated Financial Statements

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### 13. ACCOUNTS RECEIVABLE

		30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Accounts receivable arising from the ordinary course of business of dealing in securities:	於日常證券買賣業務過程中產生之 應收賬款：		
Clearing houses	結算所	461	—
Cash clients	現金客戶	174	—
Margin clients	孖展客戶	33,365	—
		<u>34,000</u>	<u>—</u>

The settlement terms of accounts receivable attributable to the dealing in securities transactions are two days after trade date, except for the balances with margin clients which are repayable on demand. The above balances are all aged within 60 days.

除了孖展客戶之結餘須按要求償還外，證券買賣業務應佔之應收賬款還款期為交易日期後兩日。上述結餘之賬齡為60日內。

### 14. ACCOUNTS PAYABLE

Accounts payable are aged within 30 days.

### 14. 應付賬款

應付賬款賬齡為30日內。

**Notes to Condensed Consolidated Financial Statements****簡明綜合財務報表附註**

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於二零一一年九月三十日

**15. INTEREST-BEARING BANK AND OTHER BORROWINGS****15. 計息銀行及其他借貸**

		30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Secured bank mortgage loans	有抵押銀行按揭貸款	–	69,690
Secured other borrowings from an associate (note 22(a)(iii))	來自一間聯營公司之有抵押其他借貸 (附註22(a)(iii))	1,164	–
Secured other borrowings	有抵押其他借貸	199,130	65,431
Unsecured other borrowings	無抵押其他借貸	–	200,000
		<b>200,294</b>	<b>335,121</b>
Less: Current portion	減：流動部份	<b>(200,294)</b>	<b>(135,121)</b>
Non-current portion	非流動部份	–	200,000

**16. BUSINESS COMBINATION**

In June 2011, the Group acquired 41% equity interest in Freeman Securities Limited ("FSL", formerly known as Dynasty Securities Limited), a private company primarily engaged in securities brokerage and provision of margin loan financing services, from an independent third party at a cash consideration of HK\$20 million and FSL then became an associate of the Group. The acquisition was part of the Group's strategy to strengthen its financial service businesses.

**16. 業務合併**

於二零一一年六月，本集團向一名獨立第三方收購民豐證券有限公司（「民豐證券」，前稱皇朝證券有限公司）41%股權，民豐證券為私人公司，主要從事證券經紀及提供孖展貸款融資服務，現金代價為港幣20,000,000元，民豐證券其後已成為本集團之聯營公司。收購事項為本集團加強金融服務業務之策略的其中一部分。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

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#### 16. BUSINESS COMBINATION (CONTINUED)

Subsequently, on 19 July 2011 (the "Takeover Date"), the Group acquired the remaining 59% equity interest in FSL from the same party at a cash consideration of HK\$30 million. On the Takeover Date, the Group re-measured its previously held 41% equity interest in FSL at fair value and, in the opinion of the directors, the carrying value of the previously held 41% equity interest in FSL approximated to its fair value on the Takeover Date. Accordingly, no gain or loss in relation to the re-measurement was resulted.

The fair values of the identifiable assets and liabilities of FSL as at the Takeover Date were as follows:

#### 16. 業務合併 (續)

其後，於二零一一年七月十九日（「收購日」），本集團向同一方收購民豐證券餘下59%股本權益，現金代價為港幣30,000,000元。於收購日，本集團按公平值重新計量先前持有之民豐證券41%股權，董事認為，先前持有之民豐證券41%股權之賬面值與收購日之公平值相若。因此，並無導致重新計量收益或虧損。

民豐證券於收購日之可資識別資產及負債公平值如下：

		HK\$'000
		港幣千元
Fair value recognised on the Takeover Date:	於收購日確認之公平值：	
Property, plant and equipment	物業、廠房及設備	250
Intangible asset	無形資產	340
Accounts receivable	應收賬款	33,889
Cash and bank balances	現金及銀行結餘	65,375
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	601
Accounts payable	應付賬款	(159)
Other payables and accruals	其他應付款項及應計費用	(3)
Other borrowings	其他借貸	(50,000)
		50,293
Less: Fair value of previously held 41% equity interest in FSL	減：先前持有之民豐證券41%股權之公平值	(20,293)
Consideration for the remaining 59% equity interest satisfied by cash	民豐證券餘下59%股權之代價，以現金支付	30,000



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## 17. DISPOSAL OF SUBSIDIARIES

The Group disposed of its entire equity interests in Future Master Investments Limited, Freeman Asia Limited, Freeman Investment Services Limited and their subsidiaries, which are principally engaged in property investments, investment holding and insurance brokerage business, respectively, to independent third parties, at a total consideration of approximately HK\$120,750,000 pursuant to the respective sale and purchase agreements entered into during the current reporting period. Out of the total disposal consideration, HK\$120 million was satisfied by the allotment of 200 million new ordinary shares of a purchaser at an issue price of HK\$0.60 each. In the opinion of the directors, the share issue price of HK\$0.60 represented the fair value of that purchaser's shares at the date of the disposal with reference to the subscription prices of other recent share allotments of that purchaser with other independent third parties.

## 17. 出售附屬公司

本集團於本報告期間根據各自訂立的買賣協議，向獨立第三方出售於Future Master Investments Limited、Freeman Asia Limited及Freeman Investment Services Limited及其附屬公司的全部股本權益，該等公司分別主要從事物業投資、投資控股及保險經紀業務，總代價約港幣120,750,000元。出售總代價其中港幣120,000,000元乃由其中一位買方按發行價每股港幣0.60元配發200,000,000股新普通股予以支付。董事認為，經參考該名買方近期與其他獨立第三方所進行股份配發活動之認購價，股份發行價港幣0.60元代表該名買方股份於出售日期之公平值。

		For the six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 (Unaudited) (未經審核)	2010 二零一零年 (Unaudited) (未經審核)
		HK\$'000 港幣千元	HK\$'000 港幣千元
		Notes 附註	
Net assets disposed of:	出售之淨資產：		
Property, plant and equipment	物業、廠房及設備	29,677	11,984
Investment properties	投資物業	9 140,854	42,010
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,370	1,044
Cash and bank balances	現金及銀行結餘	3,359	–
Other payables and accruals	其他應付款項及應計費用	(3,338)	(458)
Interest-bearing bank and other borrowings	計息銀行及其他借貸	(69,690)	–
Tax payable	應付稅項	(3)	–
Deferred tax liabilities	遞延稅項負債	(5,523)	(900)
		96,706	53,680
Gain/(loss) on disposal of subsidiaries, net	出售附屬公司收益／(虧損)淨額	4 24,164	(1,680)
Release of exchange fluctuation reserve	撥回匯兌波動儲備	(120)	–
		120,750	52,000

## Notes to Condensed Consolidated Financial Statements

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#### 17. DISPOSAL OF SUBSIDIARIES (CONTINUED) 17. 出售附屬公司 (續)

		For the six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 (Unaudited) (未經審核)	2010 二零一零年 (Unaudited) (未經審核)
		HK\$'000 港幣千元	HK\$'000 港幣千元
		Notes 附註	
Satisfied by:	以下列方式支付:		
Cash	現金		750
Available-for-sale investment	可供出售投資	11	120,000
			52,000
			–
			120,750
			52,000

#### 18. SHARE CAPITAL

#### 18. 股本

		30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核)	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核)
		HK\$'000 港幣千元	HK\$'000 港幣千元
Authorised:	法定:		
50,000,000,000 (31 March 2011: 50,000,000,000) ordinary shares of HK\$0.10 each	50,000,000,000股 (二零一一年三月三十一日: 50,000,000,000股) 每股面值港幣0.10元之普通股	5,000,000	5,000,000
Issued and fully paid:	已發行及繳足:		
4,713,701,431 (31 March 2011: 4,713,701,431) ordinary shares of HK\$0.10 each	4,713,701,431股 (二零一一年三月三十一日: 4,713,701,431股) 每股面值港幣0.10元之普通股	471,370	471,370

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## 18. SHARE CAPITAL (CONTINUED)

A summary of the movements of the Company's issued capital and share premium account is as follows:

		Notes 附註	Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account 股份溢價賬 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 April 2010	於二零一零年 四月一日		381,356,198	38,135	423,509	461,644
Issue of new shares on conversion of convertible notes	兌換可換股票據時 發行新股份	(a)	1,999,999,994	200,000	319,019	519,019
Placing of new shares	配售新股份	(b)	2,294,345,239	229,435	424,024	653,459
Share options exercised	行使購股權	(c)	38,000,000	3,800	18,911	22,711
Share issue expenses	股份發行開支		—	—	(15,805)	(15,805)
At 31 March 2011, 1 April 2011 and 30 September 2011	於二零一一年三月 三十一日、二零 一一年四月一日 及二零一一年九 月三十日		4,713,701,431	471,370	1,169,658	1,641,028

Notes:

(a) During the year ended 31 March 2011, 1,999,999,994 new ordinary shares of HK\$0.10 each of the Company were issued at a price of HK\$0.275 per share upon the conversion of the Firm Bond and the Optional Bond with principal amounts totalling HK\$550,000,000. Further details of the Company's Firm Bond and Optional Bond were disclosed in the Company's consolidated financial statements for the year ended 31 March 2011.

## 18. 股本 (續)

本公司已發行股本及股份溢價賬之變動概述如下：

附註：

(a) 於截至二零一一年三月三十一日止年度，本公司於兌換本金額合共為港幣550,000,000元的公司債券及期權債券時，發行1,999,999,994股每股面值港幣0.10元的新普通股，每股發行價港幣0.275元。本公司之公司債券及期權債券之更多詳情於本公司截至二零一一年三月三十一日止年度之綜合財務報表披露。

## Notes to Condensed Consolidated Financial Statements 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

### 18. SHARE CAPITAL (CONTINUED)

Notes: (Continued)

- (b) In April 2010, August 2010, October 2010 and January 2011, the Company allotted and issued 76,270,000, 99,125,239, 118,950,000 and 2,000,000,000 ordinary shares at HK\$0.10 each for cash to independent third parties at prices of HK\$0.50, HK\$0.275, HK\$0.32 and HK\$0.275, respectively.
- (c) In April 2010, the subscription rights attaching to 38,000,000 share options that were granted by the Company to certain of its employees and on the same date were exercised in full at a subscription price of HK\$0.57 per share, resulting in the issue of 38,000,000 new ordinary shares of the Company of HK\$0.1 each for a total cash consideration, before expenses, of approximately HK\$21,660,000. The related share option reserve of HK\$1,051,000 was credited to the share premium account of the Company upon the exercise of the shares options.

### 19. SHARE OPTION SCHEME

The share option scheme of the Company was approved and adopted by the shareholders at an extraordinary general meeting held on 23 August 2002 (the "2002 Scheme"). The 2002 Scheme shall be valid and effective for a period of 10 years commencing from 23 August 2002 (the "Adoption Date"). The primary purpose of the 2002 Scheme is to provide participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole.

Details of the 2002 Scheme was disclosed in the consolidated financial statements for the year ended 31 March 2011.

There were no share options outstanding as at 31 March 2011 and 30 September 2011, and no share option was granted during the current reporting period.

### 18. 股本 (續)

附註：(續)

- (b) 於二零一零年四月、二零一零年八月、二零一零年十月及二零一一年一月，本公司分別按每股港幣0.50元、港幣0.275元、港幣0.32元及港幣0.275元向獨立第三方配發及發行76,270,000股、99,125,239股、118,950,000股及2,000,000,000股每股面值港幣0.10元之普通股以換取現金。
- (c) 於二零一零年四月，本公司於同日向其若干僱員授出隨附38,000,000份購股權之認購權按認購價每股港幣0.57元獲悉數行使，導致發行38,000,000股每股面值港幣0.1元之本公司新普通股，扣減開支前之總現金代價約為港幣21,660,000元。有關購股權儲備港幣1,051,000元於購股權獲行使時亦計入本公司股份溢價賬中。

### 19. 購股權計劃

股東於二零零二年八月二十三日舉行之股東特別大會上批准及採納本公司之購股權計劃(「二零零二年計劃」)。二零零二年計劃由二零零二年八月二十三日(「採納日期」)起計十年內有效。二零零二年計劃旨在向參與人提供認購本公司所有權之機會，以及鼓勵參與人致力提高本公司及其股份價值，以符合本公司及其股東之整體利益。

二零零二年計劃之詳情於截至二零一一年三月三十一日止年度之綜合財務報表內披露。

於二零一一年三月三十一日及二零一一年九月三十日並無未行使購股權，而於本報告期間並無購股權獲授出。

## Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

## 20. PLEDGE OF ASSETS

At 30 September 2011, investments at fair value through profit or loss of HK\$825,495,000 (31 March 2011: HK\$1,033,901,000) were pledged to certain financial institutions to secure certain margin financing facilities provided to the Group.

At 31 March 2011, leasehold land and buildings and investment properties with carrying amounts of approximately HK\$23,271,000 and HK\$140,854,000, respectively, were also pledged to secure general banking facilities granted to the Group.

## 21. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in these condensed consolidated financial statements were as follows:

Guarantees given to banks in connection with facilities granted to entities owned by the Group's available-for-sale investment

就本集團名下可供出售投資擁有的實體獲授融資而向銀行作出擔保

As at 30 September 2011, the banking facilities granted to entities owned by the Group's available-for-sale investment subject to guarantees given to banks by the Group were utilised to the extent of approximately HK\$67,119,000 (31 March 2011: Nil).

## 20. 資產抵押

於二零一一年九月三十日，港幣825,495,000元之透過損益以公平值列賬之投資（二零一一年三月三十一日：港幣1,033,901,000元）已被抵押予若干金融機構，以作為提供予本集團之若干孖展融資之擔保。

於二零一一年三月三十一日，有租賃土地及樓宇及投資物業（賬面值分別約為港幣23,271,000元及港幣140,854,000元）已作出抵押，以作為向本集團授出之一般銀行融資之擔保。

## 21. 或然負債

於報告期末，並未於本簡明綜合財務報表內計提撥備之或然負債如下：

30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
-------------------------------------------------------------------------------------	-------------------------------------------------------------------------------

85,141

-

於二零一一年九月三十日，受本集團向銀行提供的擔保所保證、本集團名下可供出售投資擁有的實體獲授的銀行融資，已動用約港幣67,119,000元（二零一一年三月三十一日：無）。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

## 22. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions and arrangements detailed elsewhere in these condensed financial statements, the Group had the following transactions with a related party during the period:

## 22. 關連方交易

- (a) 除本簡明財務報表其他部分所詳述之交易及安排外，本集團於期內與關連方有以下交易：

		For the six months ended	
		30 September	
		截至九月三十日止六個月	
		2011	2010
		二零一一年	二零一零年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Notes		HK\$'000	HK\$'000
附註		港幣千元	港幣千元
As associate:	聯營公司：		
Loan interest income	貸款利息收入	7,897	—
Commission and brokerage fees	佣金及經紀收入	632	—
Margin loans interest expense	孖展貸款利息開支	14	—

Notes:

- (i) The loan interest income arose from a loan of HK\$250 million granted to an associate during the current reporting period. The loan was unsecured, bore interest at 2% over the Hong Kong dollar prime lending rate per annum as quoted by The Hongkong and Shanghai Banking Corporation Limited and was fully settled during the current reporting period by setting off the subscription price payable by the Group for a redeemable convertible note in the principal amount of HK\$250 million issued by the associate. This redeemable convertible note was fully converted into shares of the associate during the period.

附註：

- (i) 貸款利息收入來自於本報告期內向一間聯營公司授出的貸款港幣250,000,000元。貸款為無抵押，按香港上海滙豐銀行有限公司所報港元最優惠利率加2%的年利率計息，於本報告期間，透過抵銷本集團就聯營公司發行之本金額港幣250,000,000元之可贖回可換股票據而應付之認購價，從而悉數清償。此可贖回可換股票據已於期內悉數轉換為聯營公司股份。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

## 22. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) (Continued)

Notes: (Continued)

- (ii) The commission and brokerage fees were paid to certain subsidiaries of an associate for securities brokerage services rendered. The terms and conditions associated with the dealing of securities were made according to the terms and conditions offered to external customers of those entities.
- (iii) The margin loans advanced from an associate during the current reporting period are secured by certain of the Group's securities investments at fair value through profit or loss with an aggregate carrying amount of approximately HK\$242 million as at 30 September 2011, bear interest at 5% per annum, and are repayable on demand.

## 22. 關連方交易 (續)

(a) (續)

附註：(續)

- (ii) 此乃就提供證券經紀服務而支付予一間聯營公司之若干附屬公司之佣金及經紀費。證券買賣之相關條款及條件基於向該等實體外部客戶提出的條款及條件。
- (iii) 本報告期間，聯營公司墊付之孖展貸款由本集團若干透過損益以公平值列賬之證券投資（於二零一一年九月三十日之賬面總值約為港幣242,000,000元）作擔保，按年利率5厘計息，並須按要求償還。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

## 22. RELATED PARTY TRANSACTIONS (CONTINUED)

- (b) Compensation of key management personnel of the Group:

## 22. 關連方交易 (續)

- (b) 本集團主要管理人員之薪酬：

		For the six months ended 30 September 截至九月三十日止六個月	
		2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2010 二零一零年 (Unaudited) (未經審核) HK\$'000 港幣千元
Fees	費用	440	309
Short term employee benefits	短期僱員福利	2,156	2,204
Post-employment payments	退休福利	58	46
Total compensation paid to key management personnel	付予主要管理人員之薪酬總額	<u>2,654</u>	<u>2,559</u>

## 23. OPERATING LEASE ARRANGEMENTS

### (a) As lessor

The Group leased its certain investment properties under operating lease arrangements, with leases negotiated for terms of one year to four years during the year ended 31 March 2011.

At 30 September 2011, the Group had no future minimum lease receivables under non-cancellable operating leases (31 March 2011: HK\$3,530,000).

## 23. 經營租約安排

### (a) 作為出租人

於截至二零一一年三月三十一日止年度，本集團根據經營租約安排出租其若干投資物業，經磋商後租期為一年至四年。

於二零一一年九月三十日，本集團並無根據不可撤銷經營租約擁有之未來最低租賃應收款項（二零一一年三月三十一日：港幣3,530,000元）。



## Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

23. OPERATING LEASE ARRANGEMENTS  
(CONTINUED)

## (b) As lessee

The Group leases staff quarters and office premises under operating lease arrangements. The leases for the properties are negotiated for a term of two years.

At 30 September 2011, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

## 23. 經營租約安排 (續)

## (b) 作為承租人

本集團根據經營租約安排承租員工宿舍及辦公室物業。經磋商後物業租期為兩年。

於二零一一年九月三十日，本集團根據不可撤銷經營租約所承擔之未來最低租賃付款總額之到期情況如下：

		30 September 2011 二零一一年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2011 二零一一年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within one year	一年內	7,832	3,976
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	1,341	2,631
		<u>9,173</u>	<u>6,607</u>

## Notes to Condensed Consolidated Financial Statements 簡明綜合財務報表附註

30 September 2011  
於二零一一年九月三十日

### 24. EVENTS AFTER THE REPORTING PERIOD

The following significant events of the Group occurred after the end of the reporting period:

- (a) On 30 September 2011, the Company entered into a subscription agreement with Willie International Holdings Limited ("Willie"), a limited liability company incorporated in Hong Kong with its shares listed on The Stock Exchange of Hong Kong Limited and an independent third party, pursuant to which (i) the Company has agreed to subscribe for 128,212,678 new shares of Willie (as adjusted for Willie's capital reorganisation) at a total consideration of HK\$48,079,755; and (ii) the Company has agreed to issue 188,548,057 new shares of the Company (as adjusted for the Company's capital reorganisation) to Willie for a total consideration of HK\$48,079,755 under special mandate. Further details of the subscription and issue of shares are set out in the Company's announcements dated 3 October 2011 and 10 October 2011.

Upon the successful completion of the subscription and issue of shares, the Group is expected to hold approximately 22.91% equity interest in Willie, while Willie is expected to hold approximately 18.59% equity interest in the Company. The completion of the subscription and issue of shares is still subject to the satisfaction of a number of conditions precedents and the Group is in the process of assessing the financial impact of the transaction as of the date of approval of these condensed consolidated financial statements.

### 24. 報告期後事項

於報告期末後，本集團有以下重大事項：

- (a) 於二零一一年九月三十日，本公司與威利國際控股有限公司（「威利」，一間於香港註冊成立之有限公司，其股份於香港聯合交易所有限公司上市，並為獨立第三方）訂立認購協議，據此，(i)本公司同意認購128,212,678股威利新股份（就威利股本重組作出調整），總代價為港幣48,079,755元；及(ii)本公司同意根據特別授權向威利發行188,548,057股本公司新股份（就本公司股本重組作出調整），總代價為港幣48,079,755元。認購及發行股份之更多詳情，載於本公司二零一一年十月三日及二零一一年十月十日之公佈。

於成功完成認購及發行股份後，本集團預期持有威利約22.91%股權，而威利預期持有本公司約18.59%股權。於批准此等簡明綜合財務報表之日，認購及發行股份仍須待達成若干先決條件方會完成，而本集團正在評估該交易之財務影響。

## Notes to Condensed Consolidated Financial Statements

### 簡明綜合財務報表附註

30 September 2011

於二零一一年九月三十日

#### 24. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

- (b) During the current reporting period, the Group entered into a subscription agreement with Global Wealthy International Limited ("Global Wealthy"), pursuant to which a subsidiary of the Company has agreed to issue 15,000,000 new shares, representing approximately 8.8% of the enlarged issued share capital of the subsidiary, to Global Wealthy at a cash consideration of HK\$15,000,000. The transaction was completed in October 2011.

#### 25. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 25 November 2011.

#### 24. 報告期後事項 (續)

- (b) 於本報告期間，本集團與盛業國際有限公司（「盛業」）訂立認購協議，據此本公司之一間附屬公司同意向盛業發行15,000,000股新股份，佔該附屬公司之經擴大已發行股本約8.8%，現金代價為港幣15,000,000元。交易已於二零一一年十月完成。

#### 25. 批准財務報表

董事會已於二零一一年十一月二十五日批准及授權刊發財務報表。

## Management Discussion and Analysis 管理層討論及分析

### INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2011 (2010: Nil).

### BUSINESS REVIEW

The Group's consolidated net loss for the period was approximately HK\$400.4 million (2010: HK\$42.8 million). The consolidated net assets of the Group decreased from HK\$2,501.8 million as at 31 March 2011 to approximately HK\$2,105.6 million as at 30 September 2011. The consolidated net loss was mainly attributed to the significant realised and unrealised loss from securities trading business.

During the six months ended 30 September 2011, the Group acquired 100% interest in Freeman Securities Limited (formerly known as Dynasty Securities Limited), a private limited company incorporated in Hong Kong with principal activities in the provision of securities brokerage services to diversify the business arms of this segment. Interest income from provision of finance decreased during the period as the business of provision of finance became more competitive as a result of treasury funds overflowing from sizeable banks and other financial institutions. No material impairment was recorded at the balance sheet date. The Company will continue to monitor its operations over viewing the financial markets conditions.

The Group disposed of its entire interest in Future Master Investments Limited ("Future Master"), a wholly owned subsidiary of the Company at a consideration of HK\$120 million during the period. Future Master and its direct subsidiaries (collectively referred to as "Future Master Group") mainly held investment properties and buildings of the Group. Upon the completion of the disposal of Future Master Group, the Group resulted a net gain of approximately HK\$23.9 million for the period.

### 中期股息

董事不建議派發截至二零一一年九月三十日止六個月之中期股息(二零一零年:無)。

### 業務回顧

期內，本集團之綜合虧損淨額約為港幣400,400,000元(二零一零年:港幣42,800,000元)。本集團之綜合資產淨值由二零一一年三月三十一日之港幣2,501,800,000元，減至二零一一年九月三十日約港幣2,105,600,000元。綜合虧損淨額主要源於證券買賣業務之重大已變現及未變現虧損。

截至二零一一年九月三十日止六個月期間，本集團收購民豐證券有限公司(前稱皇朝證券有限公司)的100%權益，該公司為一間於香港註冊成立的私人有限公司，主要業務為提供證券經紀服務，收購該公司有助本集團多元發展此分類的業務。由於庫務資金從大型銀行及其他金融機構溢出，提供融資業務的競爭愈趨激烈，故本期間提供融資服務的利息收入下跌。於結算日，並無錄得重大減值。本公司將因應金融市場狀況，繼續監察其業務。

於本期間，本集團以代價港幣120,000,000元出售其於Future Master Investments Limited(「Future Master」，本公司之全資附屬公司)之全部權益。Future Master及其直接附屬公司(統稱為「Future Master集團」)主要持有本集團之投資物業及樓宇。於完成出售Future Master集團後，本集團於本期間錄得收益淨額約港幣23,900,000元。

## Management Discussion and Analysis 管理層討論及分析

### BUSINESS REVIEW (Continued)

The Group disposed of its entire interest in Freeman Investment Services Limited ("FISL"), a wholly owned subsidiary of the Company at a consideration of approximately HK\$0.8 million during the period. FISL and its direct subsidiaries (collectively referred to as "FISL Group") mainly conducted insurance brokerage business. Upon the completion of the disposal of FISL Group, the Group resulted a net gain of approximately HK\$0.5 million for the period.

The Group acquired a convertible note of Hennabun Capital Group Limited ("Hennabun"), an associate of the Group, at a consideration of HK\$250 million during the period. This convertible note was fully converted into shares of Hennabun during the period and accordingly the Group's interest in Hennabun was increased to approximately 32.26% as at 30 September 2011.

### FINANCIAL REVIEW

The Group's turnover decreased by 53.5% to HK\$19.7 million compared to HK\$42.4 million for the same period in 2010. Income from trading of securities recorded a net loss of HK\$11.7 million, representing a decrease of 75.6% compared to HK\$48.0 million as certain listed securities were sold based on the market sentiment. Dividend income increased to HK\$15.7 million compared to HK\$6.0 million for the same period in 2010, it was mainly due to more dividend income was received by the Group from investments in Liu's Holdings Limited as well as other listed securities. Interest income from provision of finance decreased by 45% to HK\$9.4 million compared to HK\$17.1 million in 2010 as a result of a more competitive market condition of loan financing business. Rental income decreased to HK\$0.3 million, representing a decrease of 92.1% compared to HK\$3.8 million for the same period in 2010 as a result of the disposal of Future Master Group during the period. Insurance brokerage income increased by 344.4% to HK\$4.0 million compared to HK\$0.9 million as a result of the increase in the number of insurance policies during the period. Income from financial services, such as securities brokerage, placing services, underwriting and margin financing services, was approximately HK\$2.0 million compared to HK\$62.6 million for the same period in 2010.

### 業務回顧 (續)

於本期間，本集團以代價約港幣800,000元出售於Freeman Investment Services Limited (「FISL」，本公司全資附屬公司)之全部權益。FISL及其直接附屬公司(統稱為「FISL集團」)主要經營保險經紀業務。於完成出售FISL集團後，本集團於本期間錄得收益淨額約港幣500,000元。

於本期間，本集團以代價港幣250,000,000元購買本集團一間聯營公司Hennabun Capital Group Limited (「Hennabun」)的可換股票據。於本期間，此可換股票據已悉數轉換為Hennabun股份，故此於二零一一年九月三十日，本集團於Hennabun的權益增至約32.26%。

### 財務回顧

本集團之營業額下降53.5%至港幣19,700,000元，相比二零一零年同期則為港幣42,400,000元。買賣證券之收入錄得虧損淨額港幣11,700,000元，較去年港幣48,000,000元減少75.6%，因為若干上市證券已根據市況而出售。股息收入增至港幣15,700,000元，相比二零一零年同期則為港幣6,000,000元，增長主要來自本集團投資廖氏集團有限公司及其他上市證券而獲得更多的股息收入。提供融資所得利息收入下跌45%至港幣9,400,000元，相比二零一零年同期則錄得港幣17,100,000元，乃因借貸財務業務的市場競爭愈趨激烈所致。於本期間，出售Future Master集團後，租金收入下降至港幣300,000元，相比二零一零年的同期的港幣3,800,000元下跌92.1%。保險經紀收入上升344.4%，由港幣900,000元升至港幣4,000,000元，主要受期內保單數目增加所推動。證券經紀、配售服務、包銷及孖展融資服務等融資服務之收入約為港幣2,000,000元，相比二零一零年同期則為港幣62,600,000元。

## Management Discussion and Analysis 管理層討論及分析

### FINANCIAL REVIEW (Continued)

The Group's gross profit for the six months ended 30 September 2011 was HK\$15.5 million (2010: HK\$41.3 million), representing an decrease of 62.5% as compared to the same period in 2010. It was mainly due to the decrease in income from provision of finance and commission income from financial services.

The Group recorded a significant unrealised fair value loss on securities held for trading of HK\$431.3 million (2010: HK\$82.3 million). General and administrative expenses decreased to HK\$15.6 million from HK\$57.4 million, representing a decrease of 72.8% as compared to the same period in 2010.

Other income and gains mainly included net gain on disposal of subsidiaries of HK\$24.2 million and net gain on changes in shareholding in an associate of HK\$1.5 million for the period and no such income was noted for the same period of 2010. Share of profits of associates of HK\$6.4 million was recorded for the period. Finance costs decreased by 82.3% to HK\$5.1 million from HK\$28.8 million compared to the same period in 2010. The decrease in income from financing services, general and administrative expenses and finance costs was mainly due to the de-consolidation of Hennabun since December 2010. The net loss attributable to shareholders of the Company was HK\$400.4 million (2010: HK\$76.3 million) which was mainly attributed to the significant realised and unrealised loss on investments held for trading.

### 財務回顧 (續)

截至二零一一年九月三十日止六個月，本集團之毛利為港幣15,500,000元（二零一零年：港幣41,300,000元），較二零一零年同期減少62.5%。此乃主要由於提供融資之收入及來自金融服務之佣金收入減少所致。

本集團就持作買賣之證券錄得巨額未變現公平值虧損港幣431,300,000元（二零一零年：港幣82,300,000元）。一般及行政開支由港幣57,400,000元降至港幣15,600,000元，較二零一零年同期減少72.8%。

其他收入及收益主要包括期內出售附屬公司之淨收益港幣24,200,000元，及一間聯營公司股權變動產生之淨收益港幣1,500,000元，而二零一零年同期並無錄得該等收入。期內，錄得分佔聯營公司溢利港幣6,400,000元。融資成本減少82.3%至港幣5,100,000元，相比二零一零年同期則為港幣28,800,000元。融資服務收入、一般及行政開支及融資成本減少，主要由於二零一零年十二月取消對Hennabun作綜合入賬處理所致。本公司股東應佔虧損淨額為港幣400,400,000元（二零一零年：港幣76,300,000元），主要由於持作買賣投資錄得巨額已變現和未變現虧損所致。

## Management Discussion and Analysis 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

At 30 September 2011, net current assets of the Group amounted to HK\$939.6 million (31 March 2011: HK\$1,305.4 million) with cash and bank balances of HK\$305.2 million (31 March 2011: HK\$382.6 million). The Group had no secured bank loans (31 March 2011: HK\$69.7 million) and had secured and unsecured other borrowings of HK\$200.3 million (31 March 2011: HK\$265.4 million). Gearing ratio calculated on the basis of the Group's total borrowings over shareholders' funds was 9.5% (31 March 2011: 13.4%). The bank loans and other borrowings of the Group carried floating interest rates calculated by reference to the Hong Kong dollar prime rate (as quoted by The Bank of East Asia, Limited, Bank of Communications Co., Ltd or The Hongkong and Shanghai Banking Corporation Limited) or lender's cost of fund were made in Hong Kong dollar.

Except for the potential subscription of shares in Willie (details of the subscription and issue of shares were disclosed in the Company's announcements dated 3 October 2011 and 10 October 2011), the Group has no material capital commitment as at 30 September 2011 (31 March 2011: Nil). In light of the amount of liquid assets in hand and banking facilities available, the Directors are of the view that the Group has adequate financial resources to meet its ongoing operational requirements. The Group's assets portfolio is mainly financed by its shareholders' funds. At 30 September 2011, the Group had shareholders' funds of approximately HK\$2,105.6 million (31 March 2011: HK\$2,501.8 million).

### 流動資金、財務資源及資本架構

於二零一一年九月三十日，本集團之流動資產淨值達港幣939,600,000元（於二零一一年三月三十一日：港幣1,305,400,000元），而現金及銀行結餘為港幣305,200,000元（於二零一一年三月三十一日：港幣382,600,000元）。本集團並無任何有抵押銀行貸款（於二零一一年三月三十一日：港幣69,700,000元），以及有抵押與無抵押之其他借貸為港幣200,300,000元（於二零一一年三月三十一日：港幣265,400,000元）。根據本集團之總借貸除以股東資金所計算之資產負債比率為9.5%（於二零一一年三月三十一日：13.4%）。本集團之銀行貸款及其他借貸以參考由東亞銀行有限公司、交通銀行股份有限公司或香港上海滙豐銀行有限公司之港元最優惠利率後計算之浮息計息或貸款人之資金成本所報，並以港幣借入。

除可能認購威利的股份（股份認購及發行之詳情已於本公司二零一一年十月三日及二零一一年十月十日的公佈內披露）外，本集團於二零一一年九月三十日並無重大資本承擔（於二零一一年三月三十一日：無）。鑑於手頭流動資產及現有銀行融資之金額，董事認為本集團擁有足夠財政資源以應付持續營運需求。本集團之資產組合主要透過股東資金融資。於二零一一年九月三十日，本集團之股東資金約為港幣2,105,600,000元（於二零一一年三月三十一日：港幣2,501,800,000元）。



## Management Discussion and Analysis 管理層討論及分析

### CAPITAL REORGANISATION

On 3 October 2011, the Company announced that a proposed capital reorganisation is undergoing which includes share consolidation of every five shares into one adjusted share and capital reduction. Up to the date of this report, the proposed capital reorganisation has not yet completed. More details of the proposed capital reorganisation were disclosed in the Company's announcements dated 3 October 2011 and 10 October 2011.

### CONTINGENT LIABILITIES

As at 30 September 2011, the Group has provided guarantees to banks in respect of the mortgage loans made by Future Master Group (which was disposed of by the Group in April 2011) for a term of one year up to April 2012 with an utilised extent of approximately HK\$67.1 million (31 March 2011: Nil).

### PROSPECTS

With the diversification of the business arms in the securities brokerage segment, the Group remains optimistic about the prospect of the financial market. The Group looks forward to completing its transaction with Willie as announced by the Company on 3 October 2011. In addition, the Group continues to actively explore various means to strengthen and broaden its focus on the financial services sector. Initiatives being explored include: (i) making investments with a view to engage in the provision of fund management, investment advisory and/or corporate finance advisory services, as well as (ii) continuing the insurance brokerage business and widening its scope to include financial planning and related services. Looking ahead, the Group will strive for potential business and investment opportunities as to provide long-term benefits to the Company's shareholders.

### 股本重組

於二零一一年十月三日，本公司公佈仍在進行建議股份重組，當中包括股份合併（每五股股份合併為一股經調整股份）及股本削減。截至本報告日期為止，建議股份重組尚未完成。建議股份重組的詳情已於本公司二零一一年十月三日及二零一一年十月十日的公佈內披露。

### 或然負債

於二零一一年九月三十日，本集團已就Future Master集團（本集團已於二零一一年四月將其出售）所作出之按揭貸款向銀行提供擔保，為期一年，至二零一二年四月止。其中已動用之金額約為港幣67,100,000元（二零一一年三月三十一日：無）。

### 前景

在證券經紀分類的業務分支更趨多元化後，本集團對金融市場的前景保持樂觀。本集團期望完成於二零一一年十月三日本公司宣佈與威利進行的交易。再者，本集團繼續積極探索各種途徑，鞏固及擴闊在金融服務界的重點發展。正在探索的倡議包括：(i)投資經營基金管理、投資顧問及／或企業融資顧問服務；及(ii)繼續經營保險經紀業務及擴大範疇，包括財務策劃及相關服務。展望將來，本集團將致力爭取有潛力的業務及投資機遇，為本公司股東提供長遠回報。



## Disclosure of Other Information 其他資料披露

### EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2011, the Group employed about 30 staff members including directors of the Company. Staff costs incurred for the period, including directors' remuneration, was approximately HK\$6.3 million (2010: HK\$16.1 million).

It is the remuneration policy of the Group to reward its employees with reference to their qualifications, experience and work performance as well as to market benchmarks. Remuneration packages, including the grant of share options, are structured to motivate individual performance and contributions to the Group.

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 September 2011, based on the register kept by the Company, the interests of the directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (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 Issuers (the "Model Code") in the Listing Rules were as follows:

#### Long positions in ordinary shares of the Company:

Name of directors 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Approximate percentage of shareholding 持股概約百分比
Mr. Andrew Liu 廖駿倫先生	Beneficial owner 實益擁有人	883,453,634	18.74%
Ms. Au Shuk Yee, Sue 柯淑儀女士	Beneficial owner 實益擁有人	1,229,000	0.03%

### 僱員及薪酬政策

於二零一一年九月三十日，本集團僱用約30名員工（包括本公司董事）。本期間的僱員成本（包括董事酬金）約為港幣6,300,000元（二零一零年：港幣16,100,000元）。

本集團之薪酬政策乃根據僱員之資歷、經驗及工作表現，並按市場指標釐定。薪酬待遇包括授予購股權，旨在推動僱員個人表現及對本集團之貢獻。

### 董事於股份及相關股份之權益及淡倉

於二零一一年九月三十日，據本公司存置之登記冊所載列，本公司董事及主要行政人員以及彼等之聯繫人士於本公司或其任何相聯法團之股份、相關股份及債券中，擁有須記入本公司根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊內，或根據上市規則內上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益如下：

#### 於本公司普通股之好倉：

## Disclosure of Other Information 其他資料披露

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES *(Continued)*

The interests stated above represent the directors' interests in the shares of the Company. Save as disclosed above and based on the register kept by the Company, at 30 September 2011, none of the directors, chief executives nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in note 19 to the condensed interim financial statements headed "Share Option Scheme", at no time during the six months ended was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate, and none of the directors, or their spouses or children under the age of eighteen, had any right to subscribe for the securities of the Company, or had exercised any such rights during the period.

### 董事於股份及相關股份之權益及淡倉 *(續)*

上文所述之權益指董事於本公司股份之權益。除上文所披露者外及據本公司存置之登記冊所載列，於二零一一年九月三十日，概無董事、主要行政人員或彼等之聯繫人士於本公司或其任何相聯法團之股份、相關股份及債券中，擁有須記入根據證券及期貨條例第352條須存置之登記冊內，或根據上市規則須知會本公司及聯交所之任何權益或淡倉。

### 董事購買股份或債券之權利

除簡明財務報表附註19「購股權計劃」項下所披露者外，於截至六個月止任何時間，本公司或其任何附屬公司並無訂立任何安排，使本公司董事可藉購買本公司或任何其他法人團體之股份或債務證券（包括債券）而獲得利益。此外，並無任何董事或其配偶或未滿十八歲子女擁有任何認購本公司證券之權利，或已於期內行使任何該等權利。

## Disclosure of Other Information 其他資料披露

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 September 2011, based on the register kept by the Company, the following persons has interests or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as known to the Company or recorded in the register maintained by the Company pursuant to Section 336 of SFO:

### 主要股東及其他人士於股份及相關股份之權益

於二零一一年九月三十日，據本公司存置之登記冊所載列，就本公司所知，或本公司根據證券及期貨條例第336條存置之登記冊所記錄，以下人士持有於本公司股份及相關股份之權益或淡倉，為本公司已發行股本5%或以上：

Name of substantial shareholders 主要股東姓名／名稱	Capacity 身份	Number of shares held 所持股份數目	Approximate percentage of shareholding 持股概約百分比
Penta Investment Advisers Limited (Note 1) Penta Investment Advisers Limited (附註1)	Investment Manager 投資經理人	470,500,000	9.98%
Penta Master Fund, Limited Penta Master Fund, Limited	Beneficial Owner 實益擁有人	282,525,000	5.99%
PMA Capital Management Limited (Note 2) PMA Capital Management Limited (附註2)	Investment Manager 投資經理人	399,650,000	8.48%
PMA Emerging Opportunities Fund SPC PMA Emerging Opportunities Fund SPC	Beneficial Owner 實益擁有人	327,710,000	6.95%
Chong Tin Lung Benny (Note 3) 莊天龍 (附註3)	Interest of controlled corporation 受控制法團之權益	250,000,000	5.30%
Mak Siu Hang Viola (Note 4) 麥少嫻 (附註4)	Interest of controlled corporation 受控制法團之權益	250,000,000	5.30%
Willie International Holdings Limited (Note 5) 威利國際控股有限公司 (附註5)	Beneficial Owner 實益擁有人	1,051,715,285	22.31%

## Disclosure of Other Information 其他資料披露

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Note 1: These shares are held through Penta Management (BVI) Ltd., Penta Asia Domestic Partners, L.P. and Old Peak Ltd., all of which are wholly owned by Penta Investment Advisers Limited.

Note 2: These shares of which 327,710,000 shares are held by PMA Emerging Opportunities Fund SPC and 71,940,000 shares are held by PMA Strategic Investments Fund. Both parties are wholly owned by PMA Capital Management Limited.

Note 3: These shares are held by VMS Capital Limited, a company wholly owned by Chong Tin Lung Benny.

Note 4: These shares are held by VMS Investment Group Limited, a company wholly owned by Mak Siu Hang Viola.

Note 5: On 30 September 2011, the Company and Willie entered into a Subscription Agreement pursuant to which, subject to the fulfillment of certain conditions, the Company agreed to issue 188,548,057 Freeman Subscription Shares (equivalent to 942,740,285 Shares prior to the Capital Reorganisation) and representing approximately 20% of the entire issued share capital of the Company as at 3 October 2011 to Willie or it may direct under the Specific Mandate. The transaction has not yet completed up to the date of this interim report. (For more details, please refer to the Company's announcement dated 3 October 2011 (the "3 October 2011 Announcement"). Unless otherwise defined, terms defined in the 3 October 2011 Announcement shall have the same meanings when used in this interim report.

Save as disclosed above and based on the register kept by the Company, the Company had not been notified by any persons who had interests or short positions in the shares and underlying shares of the Company at 30 September 2011 as recorded in the register required to be kept under Sections 336 of the SFO.

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

The Company had not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries had purchased or sold any shares during the period.

### 主要股東及其他人士於股份及相關股份之權益 (續)

附註1：該等股份乃透過Penta Management (BVI) Ltd.、Penta Asia Domestic Partners, L.P.及Old Peak Ltd.持有，而該等公司為Penta Investment Advisers Limited全資擁有。

附註2：於該等股份當中，327,710,000股股份由PMA Emerging Opportunities Fund SPC持有及71,940,000股股份由PMA Strategic Investments Fund持有。該兩間公司均由PMA Capital Management Limited全資擁有。

附註3：該等股份由莊天龍全資擁有之公司VMS Capital Limited持有。

附註4：該等股份由麥少嫻全資擁有之公司VMS Investment Group Limited持有。

附註5：於二零一一年九月三十日，本公司與威利訂立認購協議，據此，於達成若干條件後，本公司同意根據特別授權向威利（或其指示之其他人士）發行188,548,057股民豐認購股份（等同於股本重組前的942,740,285股股份），並佔本公司於二零一一年十月三日全部已發行股本約20%。於本中期報告日期，是項交易仍未完成。（更多詳情載於本公司二零一一年十月三日之公告（「二零一一年十月三日公告」））。除非另有界定，本中期報告的術語定義與二零一一年十月三日公告應具有相同涵義。

除上文所披露者外以及據本公司存置之登記所載列，於二零一一年九月三十日，本公司並未獲任何人士知會，其於本公司股份及相關股份中擁有須記入根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

### 購買、出售或贖回本公司之上市證券

於本期間，本公司並無贖回其任何股份。於期內，本公司或其任何附屬公司並無購買或出售任何股份。

## Disclosure of Other Information 其他資料披露

### AUDIT COMMITTEE

The condensed consolidated results of the Company for the six months ended 30 September 2011 have not been audited, but have been reviewed by the Company's external auditors and the Audit Committee. The Audit Committee comprises the four independent non-executive directors of the Company. The primary duties of the Audit Committee are, amongst other matters, to communicate with the management of the Company; and to review the accounting principles and practices, internal control, interim and annual results of the Group.

### CORPORATE GOVERNANCE

The Company has adopted the code provisions of the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 of the Listing Rules as its own code on corporate governance practices. Save as disclosed below, in the opinion of the Directors, the Company has complied with the code provisions as set out in the Code and there have been no material deviations from the Code during the six months ended 30 September 2011:

- (a) Code Provision A.2—Upon the resignation of Dr. Yang Fan Shing, Andrew, the former chairman of the Company on 19 September 2011, the Company currently does not have a chairman. The Company is still in the process of searching for an appropriate candidate both from within the Company as well as externally to act as the new chairman.

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

By order of the Board

Freeman Financial Corporation Limited

Chow Mun Yee

Executive Director

Hong Kong 25 November 2011

### 審核委員會

本公司截至二零一一年九月三十日止六個月之簡明綜合業績未經審核，但已經由本公司外聘核數師及審核委員會審閱。審核委員會由本公司四名獨立非執行董事組成。審核委員會主要職責計有（其中包括）與本公司管理層溝通，以及審閱本集團之會計原則及慣例、內部監控、中期及年度財務業績。

### 企業管治

本公司已採納上市規則附錄14企業管治常規守則（「守則」）內之守則條文，作為本身之企業管治常規守則。除下文所披露者外，本公司董事認為本公司於截至二零一一年九月三十日止六個月期間已遵守守則內之守則條文，並無任何重大情況偏離守則：

- (a) 守則條文A.2條—自本公司前主席楊梵城博士於二零一一年九月十九日辭任後，本公司目前沒有主席。本公司仍在進行行政人員招聘程序，以在本公司內外物色合適人選出任新主席。

本公司大體上已採納上市規則附錄10之標準守則作為董事進行證券交易之操守準則。經向所有董事作出特定查詢後，本公司確定於截至二零一一年九月三十日止六個月，所有董事均已遵守標準守則所規定之準則。

承董事會命

民豐企業控股有限公司

執行董事

鄒敏兒

香港，二零一一年十一月二十五日

**FREEMAN FINANCIAL**  
**民豐企業**