

Interim Report

2012/13

中期業績報告

PYI



Paul Y

ITC

ITC  
PROPERTIES

Burcon  
The World is Progress

ITC

ITC CORPORATION LIMITED

德祥企業集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 372.HK

# CONTENTS 目錄

- 1 **CORPORATE INFORMATION**  
公司資料
- 3 **CORPORATE CHART**  
集團架構
- 5 **CHAIRMAN'S STATEMENT**  
主席報告書
- 23 **REPORT ON REVIEW OF CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS**  
簡明綜合財務報表審閱報告書
- 24 **CONDENSED CONSOLIDATED STATEMENT  
OF COMPREHENSIVE INCOME**  
簡明綜合全面收入表
- 25 **CONDENSED CONSOLIDATED STATEMENT  
OF FINANCIAL POSITION**  
簡明綜合財務狀況表
- 26 **CONDENSED CONSOLIDATED STATEMENT  
OF CHANGES IN EQUITY**  
簡明綜合權益變動表
- 27 **CONDENSED CONSOLIDATED STATEMENT  
OF CASH FLOWS**  
簡明綜合現金流量表
- 28 **NOTES TO THE CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS**  
簡明綜合財務報表附註



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Chan Kwok Keung, Charles (*Chairman*)  
Chau Mei Wah, Rosanna  
(*Deputy Chairman and Managing Director*)  
Chan Kwok Chuen, Augustine  
Chan Fut Yan  
Chan Yiu Lun, Alan

#### Independent Non-Executive Directors

Chuck, Winston Calptor  
Lee Kit Wah  
Shek Lai Him, Abraham, *SBS, JP*

### AUDIT COMMITTEE

Lee Kit Wah (*Chairman*)  
Chuck, Winston Calptor  
Shek Lai Him, Abraham, *SBS, JP*

### CORPORATE GOVERNANCE COMMITTEE

Chau Mei Wah, Rosanna (*Chairman*)  
Chan Fut Yan  
Chuck, Winston Calptor  
Lee Kit Wah

### NOMINATION COMMITTEE

Shek Lai Him, Abraham, *SBS, JP* (*Chairman*)  
Chau Mei Wah, Rosanna  
Chuck, Winston Calptor  
Lee Kit Wah

### REMUNERATION COMMITTEE

Chuck, Winston Calptor (*Chairman*)  
Chau Mei Wah, Rosanna  
Lee Kit Wah

### SECRETARY

Lai Kwok Hung, Alex

### AUDITOR

Deloitte Touche Tohmatsu

### LEGAL ADVISORS

Conyers Dill & Pearman (*Bermuda*)  
Iu, Lai & Li (*Hong Kong*)  
Reed Smith Richards Butler (*Hong Kong*)

## 公司資料

### 董事會

#### 執行董事

陳國強 (*主席*)  
周美華  
(*副主席兼董事總經理*)  
陳國銓  
陳佛恩  
陳耀麟

#### 獨立非執行董事

卓育賢  
李傑華  
石禮謙, *SBS, JP*

### 審核委員會

李傑華 (*主席*)  
卓育賢  
石禮謙, *SBS, JP*

### 企業管治委員會

周美華 (*主席*)  
陳佛恩  
卓育賢  
李傑華

### 提名委員會

石禮謙, *SBS, JP* (*主席*)  
周美華  
卓育賢  
李傑華

### 薪酬委員會

卓育賢 (*主席*)  
周美華  
李傑華

### 秘書

黎國鴻

### 核數師

德勤 • 關黃陳方會計師行

### 律師

康德明律師事務所 (*百慕達*)  
姚黎李律師行 (*香港*)  
禮德齊伯禮律師行 (*香港*)



**PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited  
 The Bank of East Asia, Limited  
 China CITIC Bank International Limited  
 The Hongkong and Shanghai Banking Corporation Limited  
 HSBC Bank Canada  
 Wing Hang Bank, Limited

**REGISTERED OFFICE**

Clarendon House  
 2 Church Street  
 Hamilton HM 11  
 Bermuda

**PRINCIPAL PLACE OF BUSINESS**

30/F, Bank of America Tower  
 12 Harcourt Road  
 Central  
 Hong Kong  
 Tel : (852) 2831 8118  
 Fax: (852) 2973 0939

**PRINCIPAL SHARE REGISTRAR  
AND TRANSFER OFFICE**

Butterfield Fulcrum Group (Bermuda) Limited  
 26 Burnaby Street  
 Hamilton HM 11  
 Bermuda

**BRANCH SHARE REGISTRAR  
AND TRANSFER OFFICE**

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

**WEBSITE**

www.itc.com.hk

**STOCK CODE**

Hong Kong Stock Exchange 372

**主要往來銀行**

中國銀行(香港)有限公司  
 東亞銀行有限公司  
 中信銀行(國際)有限公司  
 香港上海滙豐銀行有限公司  
 加拿大滙豐銀行  
 永亨銀行有限公司

**註冊辦事處**

Clarendon House  
 2 Church Street  
 Hamilton HM 11  
 Bermuda

**主要營業地點**

香港  
 中環  
 夏慤道12號  
 美國銀行中心30樓  
 電話：(852) 2831 8118  
 傳真：(852) 2973 0939

**股份過戶登記總處**

Butterfield Fulcrum Group (Bermuda) Limited  
 26 Burnaby Street  
 Hamilton HM 11  
 Bermuda

**股份過戶登記分處**

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**

www.itc.com.hk

**股份代號**

香港聯交所 372

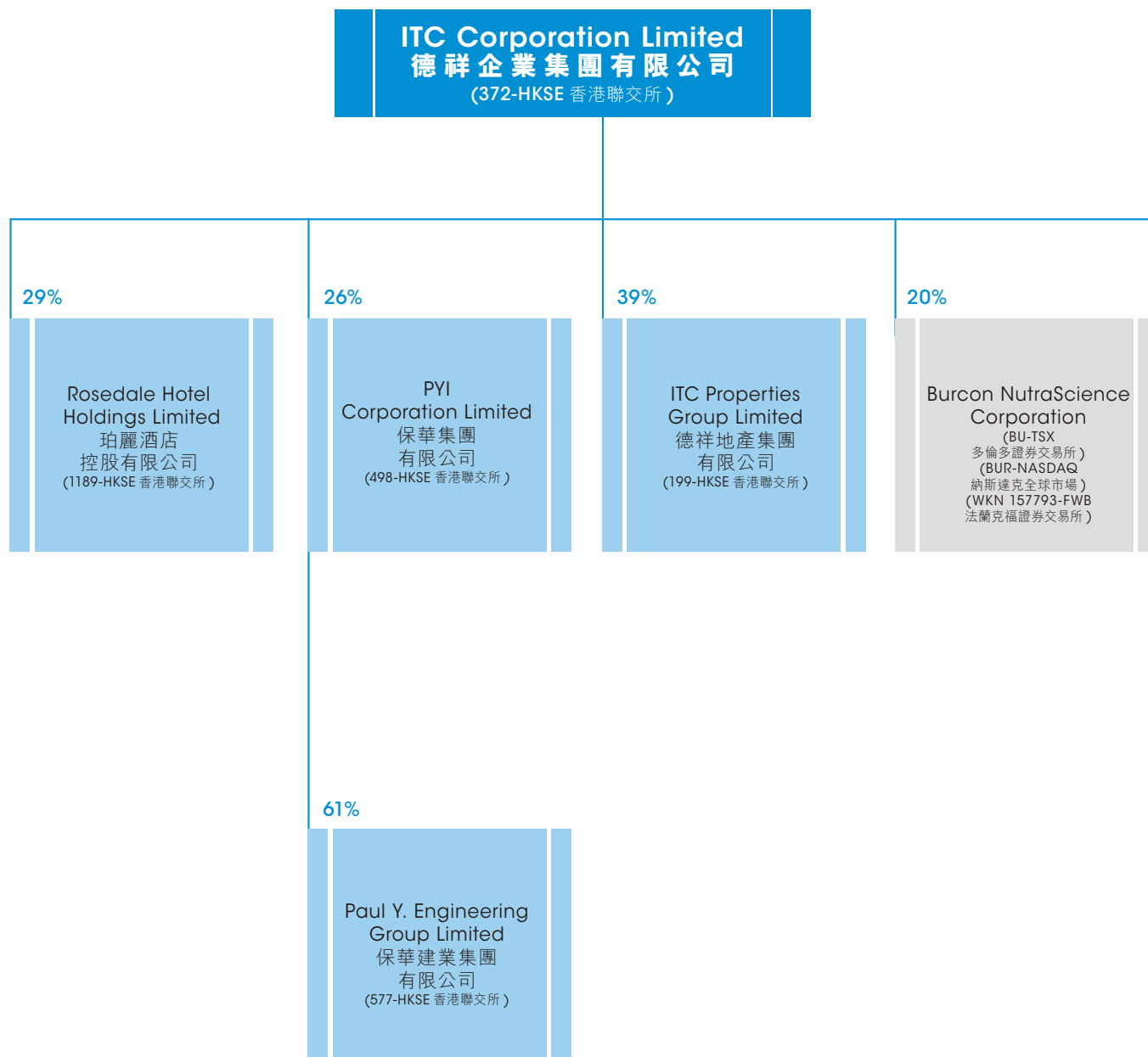


**CORPORATE CHART**

AT 27TH NOVEMBER, 2012

**集團架構**

於二零一二年十一月二十七日



 Hong Kong listed 香港上市

 Overseas listed 海外上市

(Stock code - Listing place 股份代號 - 上市地方)

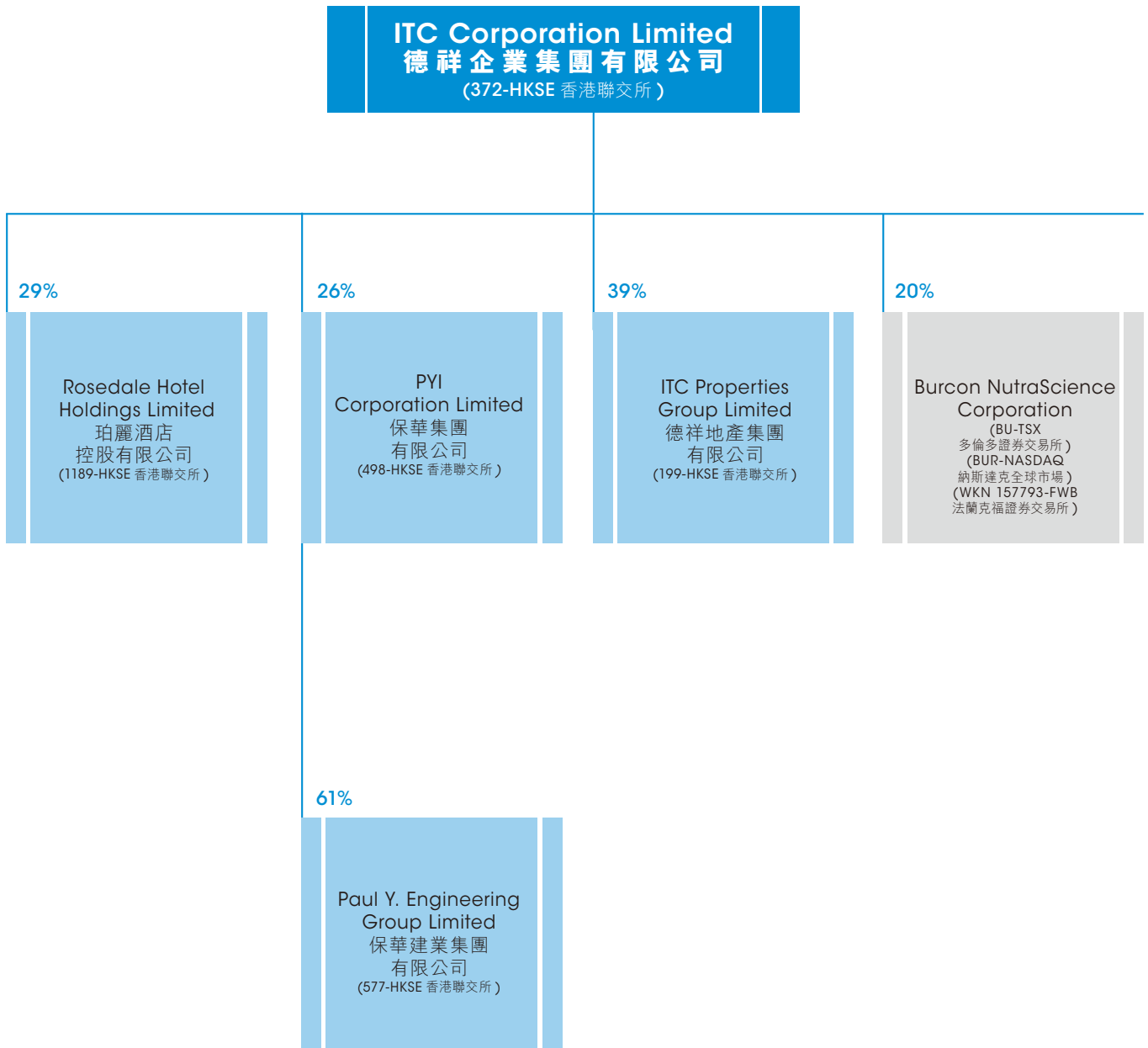


**CORPORATE CHART**

AT 30TH SEPTEMBER, 2012

**集團架構**

於二零一二年九月三十日



■ Hong Kong listed 香港上市

■ Overseas listed 海外上市

(Stock code - Listing place 股份代號 - 上市地方)



## CHAIRMAN'S STATEMENT

I am pleased to present to shareholders the interim report and condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries (the "Group") for the six months ended 30th September, 2012.

## INTERIM DIVIDEND

The board of directors of the Company (the "Board") has resolved to pay an interim dividend of HK1.0 cent per share (six months ended 30th September, 2011: HK1.0 cent per share). The interim dividend will be paid to shareholders whose names appear on the register of members of the Company as at the close of business on Wednesday, 19th December, 2012 and is expected to be paid to shareholders by post on or about Tuesday, 29th January, 2013.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 17th December, 2012 to Wednesday, 19th December, 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:00 p.m. on Friday, 14th December, 2012.

## BUSINESS REVIEW

### *Review of Financial Performance*

For the six months ended 30th September, 2012, the Group reported a profit of HK\$162 million attributable to shareholders (2011: HK\$60 million). The improvement in results compared with the last corresponding period was mainly due to the increase in contribution from ITC Properties. Basic earnings per share was accordingly HK20.79 cents (2011: HK7.69 cents).

## 主席報告書

本人欣然向股東提呈德祥企業集團有限公司(「本公司」)及其附屬公司(「本集團」)截至二零一二年九月三十日止六個月之中期報告及簡明綜合財務報表。

## 中期股息

本公司董事會(「董事會」)已議決派付中期股息每股1.0港仙(截至二零一一年九月三十日止六個月：每股1.0港仙)。中期股息將向於二零一二年十二月十九日(星期三)營業時間結束時名列本公司股東名冊之股東派付，並預期將於二零一三年一月二十九日(星期二)或前後以郵寄方式派予股東。

## 暫停辦理股東登記手續

本公司將由二零一二年十二月十七日(星期一)至二零一二年十二月十九日(星期三)(包括首尾兩日)期間暫停辦理股東登記手續，期內將不會登記任何股份之轉讓。為符合資格獲發中期股息，所有本公司股份過戶文件連同有關股票須不遲於二零一二年十二月十四日(星期五)下午四時正送交本公司之香港股份過戶登記分處卓佳秘書商務有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)以供登記。

## 業務回顧

### *財務表現回顧*

截至二零一二年九月三十日止六個月，本集團錄得股東應佔溢利162,000,000港元(二零一一年：60,000,000港元)。業績較去年同期改善，主要由於來自德祥地產之收益增加所致。每股基本盈利因而為20.79港仙(二零一一年：7.69港仙)。



Analysis of the Group's performance is as follows:

本集團表現之分析如下：

		Six months ended	
		30.9.2012	30.9.2011
		HK\$'M	HK\$'M
		截至九月三十日止六個月	二零一二年
		百萬元	百萬元
Share of results of associates:	攤佔聯營公司業績：		
ITC Properties	德祥地產	164	(22)
PYI	保華	22	89
Rosedale	珀麗	(33)	(18)
Burcon	Burcon	-	(6)
		<u>153</u>	<u>43</u>
Gain from changes in interests in associates	於聯營公司權益變動 之收益	29	16
Net (loss) gain from other investments and operations	來自其他投資及經營業務之 (虧損)收益淨額	(20)	1
		<u>(20)</u>	<u>1</u>
Profit attributable to shareholders	股東應佔溢利	<u>162</u>	<u>60</u>

#### Listed Strategic Investments

##### ITC Properties Group Limited ("ITC Properties")

ITC Properties is principally engaged in property development and investment in Macau, Mainland China and Hong Kong. ITC Properties is also engaged in golf resort and leisure operations in Mainland China, securities investments and the provision of loan financing services.

During the period, the Group converted HK\$26.5 million convertible notes of ITC Properties ("ITCP Notes") into approximately 12 million shares. Coupling with others' conversion of their ITCP Notes, the Group's interest in ITC Properties increased from 37.9% to 39.3% and a net gain of HK\$18 million was recognised. Since the Group also acquired HK\$10.5 million ITCP Notes, the principal amount of the ITCP Notes held by the Group as at 30th September 2012 was HK\$54.4 million, which can be converted into approximately 26 million shares at the prevailing conversion price of HK\$2.102 per share.

ITC Properties recorded a profit of HK\$405 million attributable to its shareholders for the six months ended 30th September, 2012 which marked a significant turn-around compared to a loss of HK\$89 million for the same period last year. Such improvement was mainly attributable to a substantial gain on disposal of its partial interest in Sun Valley Golf Resort in Sanya, Mainland China. As a result, the Group shared a profit of HK\$164 million from ITC Properties for the interim period.

#### 上市策略性投資項目

##### 德祥地產集團有限公司(「德祥地產」)

德祥地產主要從事於澳門、中國內地及香港之物業發展及投資。德祥地產亦於中國內地從事高爾夫球度假村及消閒業務、證券投資及提供貸款融資服務。

期間，本集團將26,500,000港元德祥地產可換股票據(「德祥地產票據」)轉換為約12,000,000股股份，計及其他人士對德祥地產票據作出之轉換，本集團於德祥地產之權益由37.9%增加至39.3%，並確認收益淨額18,000,000港元。由於本集團亦已購買10,500,000港元德祥地產票據，故本集團於二零一二年九月三十日所持德祥地產票據之本金金額為54,400,000港元，其可按現行換股價每股2.102港元轉換為約26,000,000股股份。

德祥地產於截至二零一二年九月三十日止六個月錄得其股東應佔溢利405,000,000港元，較去年同期虧損89,000,000港元有重大改善，有關改善主要由於出售其於中國內地三亞紅峽谷高爾夫球度假俱樂部之部分權益獲得大額收益。因此，本集團於中期期間攤佔德祥地產溢利164,000,000港元。





**PYI Corporation Limited ("PYI")**

Based in Hong Kong, PYI focuses on ports and infrastructure development and investment, and the operation of ports and logistics facilities, in the Yangtze River region of Mainland China. It also engages in land and property development and investment in association with ports and infrastructure development. In addition, PYI provides comprehensive engineering and property-related services through Paul Y. Engineering Group Limited.

The Group's interests in PYI increased slightly from 26.6% to 26.9% as at 30th September, 2012 when the Group acquired approximately 13 million shares on the open market during the interim period and recognised a gain of HK\$11 million. PYI recorded a profit of HK\$81 million attributable to its shareholders for the six months ended 30th September, 2012 as compared with HK\$331 million for the corresponding period in 2011. The substantial decrease was mainly attributable to (a) the absence of any substantial gain on disposal of investment for current period as compared to a non-recurring substantial gain on disposal of 50.1% interest in Jiangsu Yangkou Port Development and Investment Co., Ltd. earned for the corresponding last period; (b) absence of substantial exchange gain arising from appreciation of Renminbi denominated monetary assets as compared with the corresponding period in 2011; and (c) the substantial decrease in sale of property stock with higher margin as compared with the corresponding period in 2011. As a result, the profit contributed by PYI decreased from HK\$89 million to HK\$22 million.

**Rosedale Hotel Holdings Limited ("Rosedale")**

Rosedale is principally engaged in the business of hotel operation in Mainland China and Hong Kong and also trading of securities. Rosedale is managing a 4-star business hotel chain in Mainland China and Hong Kong, namely Rosedale Hotel Kowloon, Rosedale on the Park, Rosedale Hotel & Suites, Beijing, Rosedale Hotel & Suites, Guangzhou, Times Plaza Hotel, Shenyang and Luoyang Golden Gulf Hotel. In addition, Rosedale is running a budget hotel chain under the brand name "Square Inn" in Mainland China.

The Group's interest in Rosedale remained at 29.7% throughout the period under review. For the six months ended 30th June, 2012, Rosedale recorded a loss of HK\$111 million attributable to shareholders which was similar to the same period in 2011. In July 2012, Rosedale Hotel Kowloon commenced its soft opening and it is expected that both the bottom line and market share of Rosedale shall be strengthened in the coming years. With the loss recorded by Rosedale, the Group shared a loss of HK\$33 million for the interim period.

**保華集團有限公司 (「保華」)**

保華以香港為基地，專注於中國內地長江流域之港口和基礎建設之開發及投資，以及港口和物流設施之營運，亦從事與港口發展及基礎建設開發相關的土地和房產開發及投資業務，並通過保華建業集團有限公司，提供全面的工程及物業相關的服務。

於中期期間，本集團於公開市場購買約13,000,000股股份後，使其於保華之權益由26.6%輕微增加至二零一二年九月三十日之26.9%，並確認收益11,000,000港元。保華於截至二零一二年九月三十日止六個月錄得其股東應佔溢利81,000,000港元，相比之下二零一一年同期則為331,000,000港元。溢利大幅減少主要由於：(a) 本期間並無出售投資所產生之任何重大收益，而去年同期則因出售江蘇洋口港投資開發有限公司之50.1%權益而帶來非經常性重大收益；(b) 與二零一一年同期比較，並無錄得因人民幣貨幣性資產升值而產生重大匯兌收益；及(c) 與二零一一年同期比較，本期間較高利潤率之物業存貨銷售大幅減少。因此，保華所貢獻之溢利由89,000,000港元減少至22,000,000港元。

**珀麗酒店控股有限公司 (「珀麗」)**

珀麗主要於中國內地及香港從事酒店經營業務，另外亦從事證券買賣。珀麗於中國內地及香港經營四星級連鎖商務酒店，即九龍珀麗酒店、香港珀麗酒店、北京珀麗酒店、廣州珀麗酒店、瀋陽時代廣場酒店及洛陽金水灣大酒店。另外，珀麗於中國內地經營以「方圓四季」為品牌之經濟型連鎖酒店。

於回顧期間，本集團於珀麗之權益維持29.7%。截至二零一二年六月三十日止六個月，珀麗錄得其股東應佔虧損111,000,000港元，與二零一一年同期相若。於二零一二年七月，九龍珀麗酒店開始試營業，預期珀麗於未來幾年之利潤及市場份額將會更為鞏固。由於珀麗錄得虧損，本集團於中期期間攤佔虧損33,000,000港元。



**Burcon NutraScience Corporation ("Burcon")**

Burcon is a leader in nutrition, health and wellness in the field of functional, renewable plant proteins. Its shares are listed on the Toronto Stock Exchange, the NASDAQ Global Market and the Frankfurt Stock Exchange. Since 1999, Burcon has developed a portfolio of composition, application, and process patents originating from its core protein extraction and purification technology. Burcon has developed CLARISOY™ soy protein, the only vegetable-based protein that offers clarity and complete protein nutrition for low pH beverage systems; Peazazz™, a uniquely soluble and clean-tasting pea protein isolate; and Puratein®, Supertein™ and Nutratein™ canola protein isolates with unique functional and nutritional attributes.

Burcon's flagship protein technology, CLARISOY™, has been licensed to Archer-Daniels-Midland Company ("ADM"), a leader in the global food ingredient industry listed in the U.S., since March 2011. In June 2012, Burcon announced that ADM had opened its first commercial scale plant to make CLARISOY™ soy protein available for customers looking to purchase commercial-scale quantities. In October 2012, ADM earned the Best Beverage Ingredient Concept prize for CLARISOY™ 150, the first extension to the CLARISOY™ product line, at the 2012 InterBev Awards ceremony in Las Vegas.

For Peazazz™, Burcon announced that in August 2012, it has entered into a non-binding letter of intent with a commercial partner that details the intention to enter into a strategic partnership for commercial production, marketing and sale worldwide and with a phased approach to commercialization.

The Group's interest in Burcon decreased from 21.0% to 20.8% due to exercise of share options by other parties during the interim period.

*(CLARISOY™ is under license to Burcon from ADM)*

*(CLARISOY™ is a trademark of ADM)*

**Paul Y. Engineering Group Limited ("Paul Y. Engineering")**

Paul Y. Engineering is an international engineering services group serving Hong Kong, Mainland China, Macau and the international market. It has three core areas of business: management contracting, property development management and property investment. Paul Y. Engineering remained as a subsidiary of PYI throughout the period under review and its results have been consolidated into PYI's results.

**Burcon NutraScience Corporation (「Burcon」)**

Burcon於具功效性及擁有再生特質之植物蛋白質界別中，在營養、健康及保健方面，處於領先地位。其股份於多倫多證券交易所、納斯達克全球市場及法蘭克福證券交易所上市。自一九九九年，Burcon已在其有關提取及淨化植物蛋白質之技術上，發展出一系列合成、應用及加工專利權。Burcon已開發：CLARISOY™大豆蛋白質，其為唯一的植物蛋白質能為低pH值之飲料提供清澈和完備之蛋白質營養；Peazazz™，一種具水溶性及帶清新口味、獨特的豌豆分離蛋白質；以及Puratein®、Supertein™及Nutratein™，具有獨特功能及營養特性之芥花籽分離蛋白質。

自二零一一年三月起，Burcon授權Archer-Daniels-Midland Company (於美國上市，並於全球食材工業處於領導地位之公司，以下簡稱「ADM」) 使用其旗艦蛋白質技術CLARISOY™。於二零一二年六月，Burcon公佈ADM已開設其首個具商業規模、並為有意作大量購買之客戶而生產CLARISOY™大豆蛋白質之廠房。於二零一二年十月，ADM於拉斯維加斯舉行之2012 InterBev Awards頒獎典禮上，憑藉CLARISOY™生產線首個延伸項目CLARISOY™ 150榮獲最佳飲料成份概念獎。

Burcon於二零一二年八月宣佈，其已就Peazazz™與一名商業夥伴訂立無約束力意向書，當中詳述建立策略夥伴關係之意向，以於全球進行商業生產、營銷及銷售，並將產品逐步推出市場。

由於其他人士於中期期間行使購股權，本集團於Burcon之權益由21.0%減少至20.8%。

*(Burcon之CLARISOY™之特許權現屬ADM持有)*

*(CLARISOY™為ADM之商標。)*

**保華建業集團有限公司 (「保華建業」)**

保華建業乃一間為香港、中國內地、澳門及國際市場提供服務之國際工程服務集團。其三項核心業務範疇分別為：承建管理、物業發展管理及物業投資。於回顧期間，保華建業仍為保華之附屬公司，而其業績亦已綜合至保華之業績內。



The Group's shareholding interests in the major listed strategic investments are summarised below:

本集團於主要上市策略性投資項目之股權權益概述如下：

Name of investee company	Place of listing	Stock code	Effective interest	
			As at 30.9.2012	As at the date of this report
所投資公司之名稱	上市地點	股份代號	實際權益 於二零一二年九月三十日	於本報告日期
ITC Properties 德祥地產	Hong Kong Stock Exchange 香港聯交所	199	39.8%	39.8%
PYI 保華	Hong Kong Stock Exchange 香港聯交所	498	26.9%	26.8%
Rosedale 珀麗	Hong Kong Stock Exchange 香港聯交所	1189	29.7%	29.7%
Burcon	Toronto Stock Exchange 多倫多證券交易所 NASDAQ Global Market 納斯達克全球市場 Frankfurt Stock Exchange 法蘭克福證券交易所	BU BUR WKN 157793	20.8%	20.8%
Paul Y. Engineering 保華建業	Hong Kong Stock Exchange 香港聯交所	577	16.9% (Note) (附註)	16.8% (Note) (附註)

Note: The Group's effective interest is held through PYI.

附註：本集團之實際權益透過保華持有。

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30th September, 2012, the Group's total assets and equity attributable to shareholders were HK\$2,921 million and HK\$2,746 million respectively, representing an increase of 5% as compared with the last audited date, which was mainly attributable to increase in the Group's share of results of associates during the period.

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and seizing investment opportunities, as and when they become available.

As at 30th September, 2012, current assets of the Group has increased from HK\$67 million to HK\$79 million and current liabilities of the Group has decreased from HK\$48 million to HK\$41 million respectively as compared with the last audited date. Accordingly, the Group's current ratio was 1.9 as at the interim period end date (31st March, 2012: 1.4), which had improved mainly due to the repayment of HK\$50 million non-current note receivable from an associate.

## 流動資金及財務資源

本集團於二零一二年九月三十日之總資產及股東應佔權益與上次審核日期相比增加5%，分別為2,921,000,000港元及2,746,000,000港元，主要由於期內本集團攤佔聯營公司業績增加所致。

本集團繼續採取審慎理財政策管理其流動資金需要。目標是保持有充裕資金應付營運資金所需，以及於機會來臨時把握投資良機。

於二零一二年九月三十日，與上次審核日期比較，本集團之流動資產已由67,000,000港元增加至79,000,000港元，而本集團之流動負債則由48,000,000港元減少至41,000,000港元。因此，本集團於中期結算日之流動比率為1.9（二零一二年三月三十一日：1.4），其改善主因為一間聯營公司償還非流動應收票據50,000,000港元。



## GEARING

As at 30th September, 2012, the Group had bank deposits, bank balances and cash of HK\$34 million, bank borrowings of HK\$33 million and HK\$133 million recognised as the liability component of its convertible notes. All bank borrowings were either repayable within one year or on demand and were at floating interest rates. The aforesaid convertible notes, which pays an annual interest of 5%, were initially issued in November 2009 with a 2-year maturity but was subsequently extended to 2nd November, 2013. As at 30th September, 2012, the aggregate principal amount of the convertible notes that remained outstanding was HK\$141 million and the conversion price was HK\$0.30 per share.

The Group's gearing ratio was 4.8% as at 30th September, 2012 (31st March, 2012: 4.6%), calculated on the basis of net borrowings of HK\$132 million over the equity attributable to shareholders of HK\$2,746 million. Net borrowings is arrived at by deducting bank deposits, bank balances and cash from the aggregate of borrowings and the liability component of convertible notes issued by the Company.

## EXCHANGE RATE EXPOSURE

Most of the assets and liabilities of the Group are denominated in Hong Kong dollars, hence the Group's exposure to fluctuations in foreign exchange rates is minimal and no foreign exchange hedging instruments are used.

## PLEDGE OF ASSETS

As at 30th September, 2012, a property with carrying value of HK\$26 million was pledged to a bank to secure general facilities granted to the Group.

## CONTINGENT LIABILITIES

As at 30th September, 2012, the Group had no contingent liabilities, except that upon the disposal of subsidiaries in 2011, the Group had given an indemnity relating to unrecorded taxation liabilities, if any, and the affairs and business of the subsidiaries up to the date of disposal to the purchaser.

## EMPLOYEE AND REMUNERATION POLICY

As at 30th September, 2012, the Group had a total of 61 employees. It is the Group's remuneration policy that the employees' remuneration is based on the employees' skill, knowledge and involvement in the Company's affairs and is determined by reference to the Company's performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The ultimate objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high-calibre team which is essential to the success of the Company. The Group also offers benefits to employees including discretionary bonus, training, provident funds and medical coverage. The share option scheme of the Company is established for the eligible participants (including employees) but no share options were granted during the period and there is no outstanding share option as at 30th September, 2012 and as at the date of this report.

## 資產負債比率

於二零一二年九月三十日，本集團銀行存款、銀行結存及現金為34,000,000港元，銀行借款為33,000,000港元，以及133,000,000港元確認為其可換股票據之負債部分。所有銀行借款須於一年內償還或按通知償還，並按浮動息率計息。上述可換股票據年利率為五厘，於二零零九年十一月發行之初為兩年後到期，其後延長至二零一三年十一月二日。於二零一二年九月三十日，未行使可換股票據之總本金金額為141,000,000港元，以及換股價為每股0.30港元。

本集團於二零一二年九月三十日之資產負債比率為4.8%（二零一二年三月三十一日：4.6%），按借款淨額132,000,000港元除以股東應佔權益2,746,000,000港元之基礎計算。借款淨額乃從借款總額及本公司發行之可換股票據之負債部分之總和，扣除銀行存款、銀行結存及現金。

## 匯率風險

本集團大部分資產及負債均以港元為單位，故此本集團之外匯波動風險極低，亦無使用外匯對沖工具。

## 資產抵押

於二零一二年九月三十日，賬面值26,000,000港元之物業已抵押予一間銀行，以為本集團取得一般信貸。

## 或然負債

於二零一二年九月三十日，本集團概無或然負債，惟於二零一一年出售附屬公司時，本集團就附屬公司尚未入賬之稅項負債（如有）及其截至出售日止之事務及業務，向買方提供彌償保證。

## 僱員及酬金政策

於二零一二年九月三十日，本集團聘用共61名僱員。根據本集團酬金政策，員工薪酬乃因應員工之技能、知識及對本公司事務之參與程度，並參考本公司之表現與業界之薪金水平及當時市況而釐定。酬金政策最終旨在確保本集團有力吸引、挽留及鼓勵高質素之團隊精英，彼等對本公司之成功尤為重要。本集團亦提供福利予僱員，包括酌情花紅、培訓、公積金及醫療保障計劃。本公司之購股權計劃乃為合資格參與者（包括僱員）設立，惟於期內並無授出購股權，且於二零一二年九月三十日及於本報告日期概無尚未行使之購股權。



## EVENTS AFTER THE INTERIM PERIOD

### *PYI and Paul Y. Engineering*

In November 2012, PYI and Paul Y. Engineering jointly announced that Paul Y. Engineering entered into certain agreements to pursue certain transactions including (i) acquisition of an exclusive power of attorney over a land situated on the Cotai Strip in Macau for development of a 5-star hotel with ancillary retail and entertainment facilities; (ii) placing and contingent placing of shares and convertible bonds; (iii) distribution in specie of a 49% interest in its existing business ("Existing Business") with a cash alternative; and (iv) special cash dividend of HK\$0.26 per share with scrip alternative.

Upon completion of the transactions, Paul Y. Engineering and PYI will directly hold 51% and approximately 30% to 49% shareholding in the Existing Business respectively. PYI will also hold approximately 3% to 21% shareholding in Paul Y. Engineering. Subject to certain conditions, PYI estimated that there may be a deemed disposal gain of approximately HK\$164 million whereupon the Group may benefit accordingly.

### *Burcon*

In November 2012, Burcon issued approximately 1.4 million common shares at a price of 4.0 Canadian dollars per share and the net proceeds will be used for continued commercialisation of Peazazz™ pea protein, CLARISOY™ soy protein and for general working capital purposes. Since the Board is optimistic about the future prospects of Burcon, the Group subscribed for 300,000 Burcon common shares.

## SECURITIES IN ISSUE

As a result of the issue of shares upon conversion of convertible notes of the Company and under scrip dividend scheme in respect of final dividend for the year ended 31st March, 2012, the number of issued shares of the Company of HK\$0.01 each is 787,600,104 as at the date of this report.

## OUTLOOK

The global economic environment will remain challenging and uncertain in the year ahead amid the eurozone sovereign-debt crisis and the United States fiscal cliff. In the meantime, the launching of the new Quantitative Easing program by the U.S. Federal Reserve, coupled with other major central banks' further accommodating monetary policy measures, should help reducing the downside risks. Mainland economy, though slowing, should continue to outperform amid the global economic weakness.

The Group is well positioned to meet future challenges. The diversified business activities of the Group's strategic investments and their close ties with Mainland China, Hong Kong and Macau would help to balance the risk exposure of the Group.

Looking forward, the Board remains prudently optimistic about the long-term prospects of the Group and is committed to enhance the value of its strategic investments. The Group will pursue investment opportunities with growth potential in a prudent but proactive investment approach in order to bring long-term value to its shareholders.

## 中期期間後事項

### *保華及保華建業*

於二零一二年十一月，保華及保華建業聯合公佈，保華建業訂立若干協議以進行若干交易，包括：(i)收購位於澳門路氹金光大道之土地之獨家代理權，以發展一間附設零售及娛樂配套設施之五星級酒店；(ii)配售及或然配售股份及可換股債券；(iii)實物分派其現有業務（「現有業務」）之49%權益，連同現金替代建議；及(iv)派發每股0.26港元之特別現金股息連同以股代息選擇。

於交易完成後，保華建業及保華將分別直接持有現有業務之51%權益及約30%至49%權益，而保華亦將持有保華建業約3%至21%權益。倘達成若干條件，保華估計將獲得約164,000,000港元視作出售收益，而本集團可因此受惠。

### *Burcon*

於二零一二年十一月，Burcon以每股4.0加元之價格發行約1,400,000股普通股，而所得款項淨額將用於將豌豆分離蛋白質Peazazz™及CLARISOY™大豆蛋白質逐步推出市場，以及作為一般營運資金。由於董事會認為Burcon未來前景樂觀，故本集團已認購Burcon 300,000股普通股。

## 已發行之證券

由於轉換本公司可換股票據以及就截至二零一二年三月三十一日止年度之末期股息而根據以股代息計劃而發行股份，本公司每股面值0.01港元之已發行股份之數目於本報告日期為787,600,104股。

## 展望

由於歐元區主權債務危機及美國財政懸崖，全球經濟環境於來年仍充滿挑戰及不確定因素。與此同時，美國聯儲局推出新一輪量化寬鬆政策，連同其他主要中央銀行進一步放寬貨幣政策，應有助減輕下滑之風險。儘管中國內地經濟增長放緩，但在全球經濟疲軟之情況下仍然較其他國家優越。

本集團已做好準備迎接未來種種挑戰。本集團之策略性投資業務活動多元化，而其與中國內地、香港及澳門之緊密聯繫，將有助降低本集團所面對之風險。

展望未來，董事會對本集團之長遠前景審慎樂觀，並將致力提升其策略性投資項目之價值。本集團將貫徹其積極審慎之投資策略，爭取具增長潛力之投資機會，藉此為其股東帶來長期價值。



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

As at 30th September, 2012, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange Hong Kong Limited (the "Hong Kong Stock Exchange") (the "Listing Rules") were as follows:

### (a) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

Name of director	Capacity	Long position/ Short position	Number of shares of the Company held	Approximate percentage of the issued share capital of the Company
董事姓名	身份	好倉／淡倉	所持本公司 股份數目	佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	81,072,330 (Note) (附註)	10.29%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	25.73%

Note:

Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Dr. Chan Kwok Keung, Charles was deemed to be interested in 202,678,125 shares of the Company held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 81,072,330 shares of the Company.

## 董事於股份、相關股份及債權證之權益及淡倉

於二零一二年九月三十日，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第十五部）之股份、相關股份及債權證中持有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之權益及淡倉，或根據香港聯合交易所有限公司（「香港聯交所」）證券上市規則（「上市規則」）附錄十之上市發行人董事進行證券交易的標準守則（「標準守則」）而須另行知會本公司及香港聯交所之權益及淡倉如下：

### (a) 於本公司之股份、相關股份及債權證之權益及淡倉

附註：

Galaxyway Investments Limited為Chinaview International Limited之全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。陳國強博士被視作擁有Galaxyway Investments Limited所持有之202,678,125股本公司股份之權益。陳國強博士持有81,072,330股本公司股份。



## (b) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF PYI

## (b) 於保華之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of PYI held	Number of underlying shares of PYI held	Approximate percentage of the issued share capital of PYI
董事姓名	身份	好倉／淡倉	所持保華 股份數目	所持保華 之相關 股份數目	佔保華 已發行股本 概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	1,226,971,695	-	26.91%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	35,936,031	-	0.78%
Shek Lai Him, Abraham 石禮謙	Beneficial owner 實益擁有人	Long position 好倉	6,000	-	0.00%

Note:

The shares of PYI were held by an indirect wholly-owned subsidiary of the Company. By virtue of his direct and deemed interests in approximately 36.02% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of PYI held by an indirect wholly-owned subsidiary of the Company.

附註：

保華股份由本公司一間間接全資附屬公司持有。鑑於其直接及被視作擁有本公司已發行股本約36.02%之權益，陳國強博士被視作於由本公司一間間接全資附屬公司所持有之該等保華股份中擁有權益。

## (c) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF BURCON

## (c) 於BURCON之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of Burcon held	Number of underlying shares (in respect of the share options (unlisted equity derivatives)) of Burcon held	Approximate percentage of the issued share capital of Burcon
董事姓名	身份	好倉／淡倉	所持Burcon 股份數目	所持Burcon 之相關股份 (有關購股權 (非上市 股本衍生 工具))數目	佔Burcon 已發行股本 概約百分比
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	405,389	-	1.34%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	52,500	0.17%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	85,000	0.28%



## (d) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ITC PROPERTIES

## (d) 於德祥地產之股份、相關股份及債權證之權益及淡倉

Name of director	Capacity	Long position/ Short position	Number of shares of ITC Properties held	Number of underlying shares of ITC Properties held	Approximate percentage of the issued share capital of ITC Properties
董事姓名	身份	好倉／淡倉	所持德祥地產 股份數目	所持德祥地產之 相關股份數目	佔德祥地產已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	151,628,928	-	39.37%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	25,880,113 (Note 1) (附註1)	6.72%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	6,066,400	-	1.57%
Chan Kwok Keung, Charles 陳國強	Interest of spouse (Note 2) 配偶權益 (附註2)	Long position 好倉	-	141,294,005 (Note 2) (附註2)	36.69%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	3,200,000	-	0.83%
Chau Mei Wah, Rosanna 周美華	Beneficial owner 實益擁有人	Long position 好倉	-	6,733,111 (Notes 3 and 4) (附註3及4)	1.74%
Chan Fut Yan 陳佛恩	Beneficial owner 實益擁有人	Long position 好倉	-	2,900,000 (Note 3) (附註3)	0.75%
Chan Yiu Lun, Alan 陳耀麟	Beneficial owner 實益擁有人	Long position 好倉	-	1,500,000 (Note 3) (附註3)	0.38%





(d) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ITC PROPERTIES (continued)

Notes:

- An indirect wholly-owned subsidiary of the Company held 151,628,928 shares of ITC Properties and convertible notes of ITC Properties in the principal amount of HK\$54,400,000 (unlisted equity derivatives). Assuming full conversion of such convertible notes at the conversion price of HK\$2.102 per share of ITC Properties (subject to adjustments), 25,880,113 shares of ITC Properties would be issued to the indirect wholly-owned subsidiary of the Company.

By virtue of his direct and deemed interests in approximately 36.02% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares and underlying shares of ITC Properties held by an indirect wholly-owned subsidiary of the Company.

- Ms. Ng Yuen Lan, Macy, the spouse of Dr. Chan Kwok Keung, Charles, held convertible notes of ITC Properties in the principal amount of HK\$297,000,000 (unlisted equity derivatives). Assuming full conversion of such convertible notes at the conversion price of HK\$2.102 per share of ITC Properties (subject to adjustments), 141,294,005 shares of ITC Properties would be issued to Ms. Ng Yuen Lan, Macy. Dr. Chan Kwok Keung, Charles was deemed to be interested in these underlying shares of ITC Properties held by Ms. Ng Yuen Lan, Macy.
- Details of outstanding share options (unlisted equity derivatives) granted to the directors of the Company by ITC Properties as at 30th September, 2012 were as follows:

Name of optionholder	Date of grant	Option period**	Number of share options 購股權數目		Exercise price per share of ITC Properties as at 30th September, 2012 (subject to adjustments) 每股德祥地產股份 於二零一二年九月三十日 之行使價(可予以調整) HK\$ 港元
			Outstanding as at 1.4.2012 於二零一二年 四月一日 尚未行使	Outstanding as at 30.9.2012 於二零一二年 九月三十日 尚未行使	
Chau Mei Wah, Rosanna 周美華	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	1,500,000	1,500,000	2.22
Chan Fut Yan 陳佛恩	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	2,900,000	2,900,000	2.22
Chan Yiu Lun, Alan 陳耀麟	29.3.2010 二零一零年 三月二十九日	29.3.2010 to 28.3.2014 二零一零年三月二十九日至 二零一四年三月二十八日	1,500,000	1,500,000	2.22

(d) 於德祥地產集團之股份、相關股份及債權證之權益及淡倉(續)

附註:

- 本公司之一間間接全資附屬公司持有 151,628,928 股德祥地產股份及本金額 54,400,000 港元德祥地產之可換股票據(「非上市股本衍生工具」)。假設以換股價每股德祥地產股份 2.102 港元(可予以調整)悉數轉換該等可換股票據時,本公司之全資附屬公司將獲發行 25,880,113 股德祥地產股份。

鑑於其直接及被視作擁有本公司已發行股本約 36.02% 權益,陳國強博士被視作於由本公司之間接全資附屬公司所持有之德祥地產股份及相關股份中擁有權益。

- 陳國強博士之配偶伍婉蘭女士持有本金額 297,000,000 港元之德祥地產可換股票據(非上市股本衍生工具)。假設有關於可換股票據以換股價每股德祥地產股份 2.102 港元(可予以調整)獲全面轉換時,伍婉蘭女士將獲發行 141,294,005 股德祥地產股份。陳國強博士被視為於伍婉蘭女士所持有該等相關德祥地產股份中擁有權益。
- 於二零一二年九月三十日,德祥地產授予本公司董事之尚未行使之購股權(非上市股本衍生工具)詳情如下:



**(d) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ITC PROPERTIES** (continued)

Notes: (continued)

## 3. (continued)

\*\* In relation to the grant of share options on 29th March, 2010 and subject to the terms and conditions of the share option scheme of ITC Properties adopted on 26th August, 2002, the share options shall be exercisable at any time during the option period and subject further to a maximum of 50% of the share options shall be exercisable during the second year period commencing from 29th March, 2011 to 28th March, 2012 with the balance of the share options not yet exercised may be exercised during the period commencing from 29th March, 2012 to 28th March, 2014.

4. Ms. Chau Mei Wah, Rosanna held convertible notes of ITC Properties in the principal amount of HK\$11,000,000 (unlisted equity derivatives). Assuming full conversion of such convertible notes at the conversion price of HK\$2.102 per share of ITC Properties (subject to adjustments), 5,233,111 shares of ITC Properties would be issued to Ms. Chau.

**(d) 於德祥地產之股份、相關股份及債權證之權益及淡倉** (續)

附註：(續)

## 3. (續)

\*\* 就於二零一零年三月二十九日授出之購股權而言及根據按德祥地產於二零一零年八月二十六日採納之購股權計劃之條款及細則，購股權可於購股權期間內任何時間行使，惟其中最多50%購股權可於第二年期間(二零一一年三月二十九日至二零一二年三月二十八日)內行使，其餘尚未行使購股權可於二零一二年三月二十九日至二零一四年三月二十八日期間內行使。

4. 周美華女士持有本金額11,000,000港元德祥地產可換股票據(非上市股本衍生工具)。假設以換股價每股德祥地產股份2.102港元(可予以調整)悉數兌換該可換股票據時，周女士將獲發行5,233,111股德祥地產股份。

**(e) INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF ROSEDALE****(e) 於珀麗之股份、相關股份及債權證之權益及淡倉**

Name of director 董事姓名	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of shares of Rosedale held 所持珀麗股份數目	Approximate percentage of the issued share capital of Rosedale 佔珀麗已發行股本概約百分比
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團 之權益 (附註)	Long position 好倉	195,706,000	29.75%
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	1,132,450	0.17%

Note:

An indirect wholly-owned subsidiary of the Company held 195,706,000 shares of Rosedale. By virtue of his direct and deemed interests in approximately 36.02% of the issued share capital of the Company, Dr. Chan Kwok Keung, Charles was deemed to be interested in these shares of Rosedale held by an indirect wholly-owned subsidiary of the Company.

附註：

本公司一間全資附屬公司持有195,706,000股珀麗股份。鑑於其直接及被視作擁有本公司已發行股本約36.02%權益，陳國強博士被視作於由本公司一間間接全資附屬公司所持有之該等珀麗股份中擁有權益。



As at 30th September, 2012, PYI, Burcon, ITC Properties and Rosedale were associated corporations of the Company within the meaning of Part XV of the SFO.

Dr. Chan Kwok Keung, Charles was, by virtue of his direct and deemed interests in approximately 36.02% of the issued share capital of the Company, deemed to be interested in the shares and underlying shares (in respect of equity derivatives), if any, of the associated corporations (within the meaning of Part XV of the SFO) of the Company held by the Group under Part XV of the SFO.

Save as disclosed above, as at 30th September, 2012, none of the directors and chief executives of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the period under review was the Company or any of its subsidiaries a party to any arrangements which enabled 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, chief executives or their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the period under review.

於二零一二年九月三十日，根據證券及期貨條例第十五部之定義，保華、Burcon、德祥地產及珀麗乃本公司之相聯法團。

鑑於其直接及被視作擁有本公司已發行股本約36.02%之權益，故根據證券及期貨條例第十五部，陳國強博士被視作於本集團持有之本公司相聯法團（定義見證券及期貨條例第十五部）之股份及相關股份（有關股本衍生工具）（如有）中擁有權益。

除上文所披露者外，於二零一二年九月三十日，本公司董事及主要行政人員概無本公司或任何相聯法團（定義見證券及期貨條例第十五部）之股份、相關股份或債權證中擁有根據證券及期貨條例第352條須登記於本公司所保存登記冊內之任何權益及淡倉，或根據標準守則而須另行知會本公司及香港聯交所之權益及淡倉。

## 董事購買股份或債券之權利

本公司或其任何附屬公司於回顧期內任何時間概無參與訂立任何安排，以使本公司董事可藉購入本公司或任何其他法人團體之股份或債務證券（包括債權證）而獲利，且董事、主要行政人員或彼等之配偶或未滿十八歲之子女於回顧期內概無擁有認購本公司證券之權利，亦無行使任何該等權利。



## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS/OTHER PERSONS RECORDED IN THE REGISTER KEPT UNDER SECTION 336 OF THE SFO

As at 30th September, 2012, so far as is known to the directors and the chief executives of the Company, the interests or short positions of substantial shareholders/other persons in the shares and underlying shares of the Company as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

### (a) INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES OF THE COMPANY

## 根據證券及期貨條例第336條保存之登記冊所記錄之主要股東／其他人士之權益及淡倉

於二零一二年九月三十日，據本公司之董事及主要行政人員所知悉，根據證券及期貨條例第336條保存之本公司登記冊所記錄之主要股東／其他人士於本公司之股份及相關股份之權益或淡倉如下：

### (a) 主要股東於本公司股份之權益及淡倉

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	佔本公司已發行 股本概約百分比
Chan Kwok Keung, Charles 陳國強	Beneficial owner 實益擁有人	Long position 好倉	81,072,330 (Note) (附註)	10.29%
Chan Kwok Keung, Charles 陳國強	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	25.73%
Chinaview International Limited	Interest of controlled corporation (Note) 於受控制法團之權益 (附註)	Long position 好倉	202,678,125 (Note) (附註)	25.73%
Galaxyway Investments Limited	Beneficial owner 實益擁有人	Long position 好倉	202,678,125 (Note) (附註)	25.73%
Ng Yuen Lan, Macy 伍婉蘭	Interest of spouse (Note) 配偶權益(附註)	Long position 好倉	283,750,455 (Note) (附註)	36.02%

*Note:*

Galaxyway Investments Limited was a wholly-owned subsidiary of Chinaview International Limited which was, in turn, wholly-owned by Dr. Chan Kwok Keung, Charles. Ms. Ng Yuen Lan, Macy is the spouse of Dr. Chan Kwok Keung, Charles. Chinaview International Limited, Dr. Chan Kwok Keung, Charles and Ms. Ng Yuen Lan, Macy were deemed to be interested in 202,678,125 shares of the Company held by Galaxyway Investments Limited. Dr. Chan Kwok Keung, Charles held 81,072,330 shares of the Company. Ms. Ng Yuen Lan, Macy was deemed to be interested in the shares of the Company held by Dr. Chan Kwok Keung, Charles.

*附註：*

Galaxyway Investments Limited為Chinaview International Limited之一間全資附屬公司，而Chinaview International Limited則由陳國強博士全資擁有。伍婉蘭女士為陳國強博士之配偶。Chinaview International Limited、陳國強博士及伍婉蘭女士均被視作擁有Galaxyway Investments Limited所持有202,678,125股本公司股份之權益。陳國強博士持有81,072,330股本公司股份。伍婉蘭女士被視作於由陳國強博士所持有之本公司股份中擁有權益。



## (b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

## (b) 其他人士於本公司股份及相關股份之權益及淡倉

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Number of underlying shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	所持本公司 相關股份數目	佔本公司已發行 股本概約百分比
Everland Group Limited	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	-	83,333,333	10.58%
Wong Yun Sang 黃潤生	Interest of controlled corporation (Note 1) 於受控制法團之權益 (附註1)	Long position 好倉	-	83,333,333	10.58%
Wong Yun Sang 黃潤生	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	400,000	-	0.05%
Wong Yun Sang 黃潤生	Interest of spouse (Note 1) 配偶權益(附註1)	Long position 好倉	1,000,000	-	0.12%
Chen Mei May, Libby 陳美媚	Beneficial owner (Note 1) 實益擁有人(附註1)	Long position 好倉	1,000,000	-	0.12%
Chen Mei May, Libby 陳美媚	Interest of spouse (Note 1) 配偶權益(附註1)	Long position 好倉	400,000	-	0.05%
Chen Mei May, Libby 陳美媚	Interest of spouse (Note 1) 配偶權益(附註1)	Long position 好倉	-	83,333,333	10.58%
Yeung Po Yuk, Pymalia 楊寶玉	Beneficial owner (Note 2) 實益擁有人(附註2)	Long position 好倉	-	116,666,666	14.81%



**(b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS  
IN SHARES AND UNDERLYING SHARES OF THE COMPANY**  
(continued)

**(b) 其他人士於本公司股份及相關股份之權益  
及淡倉(續)**

Name	Capacity	Long position/ Short position	Number of shares of the Company held	Number of underlying shares of the Company held	Approximate percentage of the issued share capital of the Company
姓名／名稱	身份	好倉／淡倉	所持本公司 股份數目	所持本公司 相關股份數目	佔本公司已發行 股本概約百分比
Wonderich Investments Limited	Beneficial owner (Note 3) 實益擁有人(附註3)	Long position 好倉	3,578,000	-	0.45%
Wonderich Investments Limited	Beneficial owner (Note 3) 實益擁有人(附註3)	Long position 好倉	-	43,333,333	5.50%
Lee Mei Lin 李美蓮	Interest of controlled corporation (Note 3) 於受控制法團之權益 (附註3)	Long position 好倉	3,578,000	-	0.45%
Lee Mei Lin 李美蓮	Interest of controlled corporation (Note 3) 於受控制法團之權益 (附註3)	Long position 好倉	-	43,333,333	5.50%
Lee Mei Lin 李美蓮	Beneficial owner (Note 3) 實益擁有人(附註3)	Long position 好倉	700,000	-	0.08%
Yu Man Chung 余文仲	Beneficial owner (Note 4) 實益擁有人(附註4)	Long position 好倉	-	10,000,000	1.26%
Yu Man Chung 余文仲	Interest of spouse (Note 4) 配偶權益(附註4)	Long position 好倉	-	33,333,333	4.23%
Tam Shui Ping 譚瑞萍	Beneficial owner (Note 4) 實益擁有人(附註4)	Long position 好倉	-	33,333,333	4.23%
Tam Shui Ping 譚瑞萍	Interest of spouse (Note 4) 配偶權益(附註4)	Long position 好倉	-	10,000,000	1.26%



**(b) INTERESTS AND SHORT POSITIONS OF OTHER PERSONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**  
(continued)

Notes:

1. Everland Group Limited, a company wholly-owned by Mr. Wong Yun Sang was interested in 83,333,333 underlying shares (in respect of unlisted equity derivatives) of the Company. By virtue of the SFO, Mr. Wong Yun Sang was deemed to be interested in the underlying shares of the Company in which Everland Group Limited was interested. Mr. Wong Yun Sang held 400,000 shares of the Company and his spouse, Ms. Chen Mei May, Libby held 1,000,000 shares of the Company. Mr. Wong Yun Sang was deemed to be interested in the shares of the Company held by his spouse and Ms. Chen Mei May, Libby was deemed to be interested in the shares and underlying shares of the Company held by her spouse and Everland Group Limited.
2. Ms. Yeung Po Yuk, Pymalia was interested in 116,666,666 underlying shares (in respect of unlisted equity derivatives) of the Company.
3. Wonderich Investments Limited, a company wholly-owned by Ms. Lee Mei Lin, was interested in 3,578,000 shares and 43,333,333 underlying shares (in respect of unlisted equity derivatives) of the Company. Ms. Lee Mei Lin held 700,000 shares of the Company. By virtue of the SFO, Ms. Lee Mei Lin was deemed to be interested in the shares and the underlying shares of the Company in which Wonderich Investments Limited were interested.
4. Mr. Yu Man Chung and Ms. Tam Shui Ping were interested in 10,000,000 underlying shares (in respect of unlisted equity derivatives) of the Company and 33,333,333 underlying shares (in respect of unlisted equity derivatives) of the Company, respectively. Ms. Tam Shui Ping is the spouse of Mr. Yu Man Chung and therefore by virtue of the SFO, they were deemed to be interested in the underlying shares of the Company interested by each other.

Save as disclosed above, no other parties were recorded in the register of the Company required to be kept under section 336 of the SFO as having interests or short positions in the shares or underlying shares of the Company as at 30th September, 2012.

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

During the six months ended 30th September, 2012, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

**(b) 其他人士於本公司股份及相關股份之權益及淡倉 (續)**

附註：

1. Everland Group Limited乃由黃潤生先生全資擁有之公司，於83,333,333股本公司相關股份(有關非上市股本衍生工具)中擁有權益。根據證券及期貨條例，黃潤生先生被視為於Everland Group Limited擁有權益之本公司相關股份中擁有權益。黃潤生先生持有400,000股本公司股份，而其配偶陳美媚女士則持有1,000,000股本公司股份。黃潤生先生被視為於其配偶陳美媚女士所持有之本公司股份中擁有權益，而陳美媚女士則被視為於其配偶及Everland Group Limited所持有之本公司股份及本公司相關股份中擁有權益。
2. 楊寶玉女士於116,666,666股本公司相關股份(有關非上市股本衍生工具)中擁有權益。
3. Wonderich Investments Limited乃由李美蓮女士全資擁有之公司，並於3,578,000股本公司股份及43,333,333股本公司相關股份(有關非上市股本衍生工具)中擁有權益。李美蓮女士持有700,000股本公司股份。根據證券及期貨條例，李美蓮女士被視為於Wonderich Investments Limited擁有權益之本公司股份及相關股份中擁有權益。
4. 余文仲先生及譚瑞萍女士分別於10,000,000股本公司相關股份(有關非上市股本衍生工具)及於33,333,333股本公司相關股份(有關非上市股本衍生工具)中擁有權益。譚瑞萍女士為余文仲先生之配偶，故根據證券及期貨條例，彼等被視為於對方各自擁有權益之本公司相關股份中擁有權益。

除上文所披露者外，於二零一二年九月三十日，根據證券及期貨條例第336條本公司須保存之登記冊所記錄，概無其他人士擁有本公司之股份或相關股份之權益或淡倉。

**購買、出售或贖回本公司上市證券**

於截至二零一二年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。



## CORPORATE GOVERNANCE CODE

The Company has, throughout the six months ended 30th September, 2012, complied with the code provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

## CHANGES IN INFORMATION ON DIRECTORS

Changes in information on the directors of the Company since the Company's last published annual report are set out below.

Mr. Shek Lai Him, Abraham is an independent non-executive director of Kosmopolito Hotels International Limited, the name of which was changed to Dorsett Hospitality International Limited with effect from 31st August, 2012.

Mr. Chuck, Winston Calptor is an independent non-executive director of Sunley Holdings Limited, the shares of which were listed on the Hong Kong Stock Exchange with effect from 18th October, 2012.

The updated biographies of directors of the Company are available on the Company's website.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they complied with the required standard set out in the Model Code for the six months ended 30th September, 2012.

## AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, financial reporting process and internal control matters including a review of the unaudited interim financial report for the six months ended 30th September, 2012.

The interim financial report of the Company for the six months ended 30th September, 2012 has been reviewed by the auditor, Deloitte Touche Tohmatsu, 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 Hong Kong Institute of Certified Public Accountants.

On Behalf of the Board

**Dr. Chan Kwok Keung, Charles**  
Chairman

Hong Kong, 27th November, 2012

## 企業管治常規守則

本公司已於截至二零一二年九月三十日止六個月內一直遵守上市規則附錄十四所載之企業管治守則之守則條文。

## 董事資料之更改

自本公司最近刊發之年度報告以來本公司董事資料作出之更改載列如下。

石禮謙先生為麗悅酒店集團有限公司之獨立非執行董事，該公司名稱已由二零一二年八月三十一日起更改為帝盛酒店集團有限公司。

卓育賢先生為新利控股有限公司之獨立非執行董事，該公司之股份由二零一二年十月十八日起於香港聯交所上市。

經更新之本公司董事資料可於本公司網站查閱。

## 董事證券交易標準守則

本公司已採納上市規則附錄十所載的標準守則，作為本公司董事進行證券交易之標準守則。本公司向全體董事作出具體查詢後，彼等確認於截至二零一二年九月三十日止六個月內一直符合標準守則所載之標準。

## 審核委員會

審核委員會與管理層已審閱本集團採納之會計原則及慣例，並就審計、財務申報過程及內部監控事項，包括審閱截至二零一二年九月三十日止六個月之未經審核中期財務報告作商討。

本公司截至二零一二年九月三十日止六個月之中期財務報告已經由核數師德勤•關黃陳方會計師行根據香港會計師公會頒佈之《香港審閱工作準則》第2410號「由實體之獨立核數師執行之中期財務資料的審閱」進行審閱。

代表董事會

主席  
陳國強博士

香港，二零一二年十一月二十七日





REPORT ON REVIEW OF CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS

# Deloitte.

## 德勤

TO THE BOARD OF DIRECTORS OF ITC CORPORATION LIMITED  
(Incorporated in Bermuda with limited liability)

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries set out on pages 24 to 39, which comprise the condensed consolidated statement of financial position as of 30th September, 2012 and the related condensed consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Main Board Listing 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 directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 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 Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements 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 condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu  
Certified Public Accountants

Hong Kong  
27th November, 2012

### 簡明綜合財務報表審閱報告書

致德祥企業集團有限公司董事會  
(於百慕達註冊成立之有限公司)

### 引言

本行已審閱第24至39頁所載德祥企業集團有限公司(「本公司」)及其附屬公司之簡明綜合財務報表，當中包括於二零一二年九月三十日之簡明綜合財務狀況表，以及截至該日止六個月期間之相關簡明綜合全面收入表、簡明綜合權益變動表及簡明綜合現金流量表以及某些解釋附註。香港聯合交易所有限公司證券主板上市規則規定，中期財務資料之編製須符合當中訂明之相關條文，以及由香港會計師公會頒佈之香港會計準則第34號《中期財務報告》(「香港會計準則第34號」)。本公司董事須負責根據香港會計準則第34號編製及呈報這些簡明綜合財務報表。本行之責任是根據審閱之結果，對這些簡明綜合財務報表作出結論，並按照雙方所協定之委聘書條款僅向整體董事會報告，除此之外本報告別無其他目的。本行不會就本報告之內容向任何其他人士負上或承擔任何責任。

### 審閱範圍

本行依據香港會計師公會頒佈之《香港審閱工作準則》第2410號「由實體之獨立核數師執行之中期財務資料的審閱」進行審閱工作。審閱這些簡明綜合財務報表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。由於審閱之範圍遠較根據香港審計準則進行審核之範圍為小，故本行不保證可知悉所有在審核中可能發現之重大事項。因此，本行不會發表審核意見。

### 結論

根據本行的審閱工作，本行並沒有注意到任何事項，使本行相信簡明綜合財務報表在所有重大方面沒有按照香港會計準則第34號的規定編製。

德勤·關黃陳方會計師行  
執業會計師

香港  
二零一二年十一月二十七日



## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 簡明綜合全面收入表

For the six months ended 30th September, 2012 截至二零一二年九月三十日止六個月

		(Unaudited)	
		Six months ended	
		30.9.2012	30.9.2011
		HK\$'000	HK\$'000
		(Restated)	
		(未經審核)	
		截至九月三十日止六個月	
		二零一二年	二零一一年
		千港元	千港元
		(經重列)	
	Notes		
	附註		
Revenue	3	<u>8,860</u>	<u>8,945</u>
Management and other related service income		1,852	2,179
Net gain on financial instruments	4	447	24,823
Interest income		6,315	4,372
Property rental income		536	2,151
Other income		723	2,095
Gain on changes in fair values of investment properties		-	2,000
Administrative expenses		(22,540)	(25,415)
Finance costs		(7,133)	(11,158)
Net (loss) gain on deemed disposal of partial interests in associates		(3,100)	1,490
Share of results of associates			
- share of results		152,638	42,561
- gain on acquisitions of additional interests in associates		32,403	14,633
Profit for the period	6	<u>162,141</u>	<u>59,731</u>
<b>Other comprehensive income (expenses):</b>			
Exchange differences arising on translation of foreign operations		477	(1,381)
Share of other comprehensive expenses of associates		(6,873)	(25,540)
Gain on revaluation of land and buildings		-	9,120
Deferred tax arising on revaluation of land and buildings		-	(1,505)
Reclassification adjustment:			
- reserves released on deemed disposal of partial interests in an associate		(54)	-
Other comprehensive expenses for the period		<u>(6,450)</u>	<u>(19,306)</u>
Total comprehensive income for the period		<u>155,691</u>	<u>40,425</u>
		<i>HK cents</i>	<i>HK cents</i>
		<i>港仙</i>	<i>港仙</i>
Earnings per share			
Basic	8	<u>20.79</u>	<u>7.69</u>
Diluted		<u>10.04</u>	<u>5.31</u>



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

At 30th September, 2012 於二零一二年九月三十日

	Notes	(Unaudited) 30.9.2012 HK\$'000 (未經審核) 二零一二年 九月三十日 千港元	(Audited) 31.3.2012 HK\$'000 (經審核) (Restated) 二零一二年 三月三十一日 千港元 (經重列)
	附註		
<b>Non-current assets</b>			
Property, plant and equipment	9	9,661	11,606
Investment properties	9	22,616	22,303
Intangible assets		1,917	1,649
Interests in associates	10	2,699,133	2,518,690
Debt portion of convertible notes	11	49,745	61,102
Conversion options embedded in convertible notes	11	9,379	11,421
Note receivable from an associate		50,000	100,000
		<b>2,842,451</b>	<b>2,726,771</b>
<b>Current assets</b>			
Inventories		31	32
Debtors, deposits and prepayments	12	2,343	1,844
Amounts due from associates		14,346	6,796
Loans receivable		28,000	10,000
Short-term bank deposits, bank balances and cash		34,148	48,440
		<b>78,868</b>	<b>67,112</b>
<b>Current liabilities</b>			
Creditors and accrued expenses	13	8,506	11,554
Amount due to an associate		31	-
Bank overdrafts		32,843	36,756
		<b>41,380</b>	<b>48,310</b>
<b>Net current assets</b>		<b>37,488</b>	<b>18,802</b>
<b>Total assets less current liabilities</b>		<b>2,879,939</b>	<b>2,745,573</b>
<b>Non-current liabilities</b>			
Convertible notes payable	14	132,902	131,299
Deferred tax liabilities		1,014	1,014
		<b>133,916</b>	<b>132,313</b>
<b>Net assets</b>		<b>2,746,023</b>	<b>2,613,260</b>
<b>Capital and reserves</b>			
Share capital	15	7,876	7,770
Share premium and reserves		2,738,147	2,605,490
<b>Total equity</b>		<b>2,746,023</b>	<b>2,613,260</b>



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2012 截至二零一二年九月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Contributed surplus	Reserve on acquisition	Capital redemption reserve	Other reserve	Property revaluation reserve	Investment revaluation reserve	Translation reserve	Convertible note reserve	Accumulated profits	Total
		HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000	HKS' 000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1st April, 2012 as originally stated	於二零一二年四月一日 (原列)	7,770	577,765	196,676	(24,890)	908	11,559	2,346	(779)	167,246	17,255	1,645,549	2,601,405
Effect of changes in accounting policies (note 2)	會計政策變動 之影響(附註2)	-	-	-	-	-	-	-	-	-	-	11,855	11,855
At 1st April, 2012 as restated	於二零一二年四月一日 (經重列)	7,770	577,765	196,676	(24,890)	908	11,559	2,346	(779)	167,246	17,255	1,657,404	2,613,260
Profit for the period	期間溢利	-	-	-	-	-	-	-	-	-	-	162,141	162,141
Exchange differences arising on translation of foreign operations	換算海外業務產生 之匯兌差額	-	-	-	-	-	-	-	-	477	-	-	477
Share of other comprehensive expenses of associates	攤佔聯營公司 其他全面開支	-	-	-	-	-	-	-	1,263	(8,136)	-	-	(6,873)
Released on deemed disposal of partial interests in an associate	視作出售一間聯營公司 部分權益時轉出	-	-	-	-	-	-	-	9	(63)	-	-	(54)
Total comprehensive income (expenses) for the period	期間全面收入 (開支)總額	-	-	-	-	-	-	-	1,272	(7,722)	-	162,141	155,691
Issue of shares	發行股份	-	-	-	-	-	-	-	-	-	-	-	-
- conversion of convertible notes	- 兌換可換股票據	67	2,039	-	-	-	-	-	-	-	(241)	-	1,865
- scrip dividend	- 以股代息	39	1,717	-	-	-	-	-	-	-	-	-	1,756
Transaction costs on issue of shares	發行股份之交易成本	-	(46)	-	-	-	-	-	-	-	-	-	(46)
Final dividend paid for the year ended 31st March, 2012	已派付截至二零一二年 三月三十一日止年度 之末期股息	-	(1,756)	-	-	-	-	-	-	-	-	(21,755)	(23,511)
Decrease in associates' equity attributable to the Group's interests arising on equity transactions of the associates	因於聯營公司之 股本交易導致本集團 於聯營公司股權 應佔權益減少	-	-	-	(317)	-	(2,273)	-	-	-	-	(402)	(2,992)
At 30th September, 2012	於二零一二年九月三十日	7,876	579,719	196,676	(25,207)	908	9,286	2,346	493	159,524	17,014	1,797,388	2,746,023
At 1st April, 2011 as originally stated	於二零一一年四月一日 (原列)	7,770	577,765	196,676	(91,489)	908	10,544	175,552	2,005	181,755	19,260	1,049,047	2,129,793
Effect of changes in accounting policies (note 2)	會計政策變動 之影響(附註2)	-	-	-	-	-	-	-	-	-	-	7,865	7,865
At 1st April, 2011 as restated	於二零一一年四月一日 (經重列)	7,770	577,765	196,676	(91,489)	908	10,544	175,552	2,005	181,755	19,260	1,056,912	2,137,658
Profit for the period	期間溢利	-	-	-	-	-	-	-	-	-	-	59,731	59,731
Exchange differences arising on translation of foreign operations	換算海外業務產生 之匯兌差額	-	-	-	-	-	-	-	-	(1,381)	-	-	(1,381)
Share of other comprehensive expenses of associates	攤佔聯營公司 其他全面開支	-	-	-	-	-	-	-	(1,762)	(23,778)	-	-	(25,540)
Gain on revaluation of land and buildings	重估土地及樓宇 之收益	-	-	-	-	-	-	9,120	-	-	-	-	9,120
Deferred tax arising on revaluation of land and buildings	重估土地及樓宇產生 之遞延稅項	-	-	-	-	-	-	(1,505)	-	-	-	-	(1,505)
Total comprehensive income (expenses) for the period	期間全面收入 (開支)總額	-	-	-	-	-	-	7,615	(1,762)	(25,159)	-	59,731	40,425
Final dividend paid for the year ended 31st March, 2011	已派付截至二零一一年 三月三十一日止年度 之末期股息	-	-	-	-	-	-	-	-	-	-	(7,770)	(7,770)
Repurchase of convertible notes	贖回可換股票據	-	-	-	-	-	-	-	-	-	(2,005)	(877)	(2,882)
Increase in associates' equity attributable to the Group's interests arising on equity transactions of the associates	因於聯營公司之 股本交易導致本集團 於聯營公司股權 應佔權益增加	-	-	-	66,438	-	869	-	-	-	-	774	68,081
At 30th September, 2011 as restated	於二零一一年九月三十日 (經重列)	7,770	577,765	196,676	(25,051)	908	11,413	183,167	243	156,596	17,255	1,108,770	2,235,512



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

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2012 截至二零一二年九月三十日止六個月

		(Unaudited)	
		Six months ended	
		30.9.2012	30.9.2011
		HK\$'000	HK\$'000
		(未經審核)	
		截至九月三十日止六個月	
		二零一二年	二零一一年
		千港元	千港元
Net cash used in operating activities	經營業務動用之現金淨額	<b>(20,678)</b>	(3,004)
Net cash from investing activities	投資業務所得之現金淨額		
Repayment of note receivable from an associate	一間聯營公司償還 應收票據	<b>50,000</b>	-
Acquisition of convertible notes	收購可換股票據	<b>(11,085)</b>	-
Acquisitions of additional interests in associates	增購聯營公司 額外權益	<b>(2,300)</b>	(2,205)
Deposit received for disposal of subsidiaries	出售附屬公司收取之按金	-	60,000
Others	其他	<b>(945)</b>	257
		<b>35,670</b>	58,052
Net cash used in financing activities	融資業務動用之現金淨額		
Dividends paid	已付股息	<b>(21,755)</b>	-
Interest paid	已付利息	<b>(3,687)</b>	(6,194)
Transaction costs on issue of shares	發行股份之交易成本	<b>(46)</b>	-
New bank loans raised	新造銀行貸款	-	50,000
Repayment of loan from a director	償還由一名董事借款	-	(29,967)
Redemption of convertible notes payable	贖回可換股票據應付款項	-	(25,279)
		<b>(25,488)</b>	(11,440)
Net (decrease) increase in cash and cash equivalents	現金與現金等值項目(減少) 增加淨額	<b>(10,496)</b>	43,608
Cash and cash equivalents at beginning of the period	期初現金與現金 等值項目	<b>11,684</b>	(33,820)
Effect of foreign exchange rate changes	外幣匯率變動之影響	<b>117</b>	209
Cash and cash equivalents at end of the period	期末現金與現金 等值項目	<b>1,305</b>	9,997
Analysis of the balance of cash and cash equivalents	現金與現金等值項目 結存分析		
Short-term bank deposits, bank balances and cash	短期銀行存款、 銀行結存及現金	<b>34,148</b>	76,672
Bank overdrafts	銀行透支	<b>(32,843)</b>	(66,675)
		<b>1,305</b>	9,997



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2012 截至二零一二年九月三十日止六個月

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements of ITC Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical costs basis, except for certain properties and financial instruments, which are measured at revalued amounts or fair values as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30th September, 2012 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31st March, 2012.

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA:

Amendments to HKFRS 7	Disclosures – Transfers of Financial Assets
Amendments to HKAS 12	Deferred Tax: Recovery of Underlying Assets

Except as described below, the application of the amendments to HKFRSs in the current interim period has no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

#### **Amendments to HKAS 12 "Deferred Tax: Recovery of Underlying Assets"**

Under the amendments to HKAS 12 "Deferred Tax: Recovery of Underlying Assets", investment properties that are measured using the fair value model in accordance with HKAS 40 "Investment Property" are presumed to be recovered through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

The Group measures its investment properties using the fair value model. As a result of the application of the amendments to HKAS 12, the directors reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, and that the presumption set out in the amendments to HKAS 12 is not rebutted.

### 1. 編製基準

德祥企業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則附錄十六有關披露之適用規定及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」之規定而編製。

### 2. 主要會計政策

簡明綜合財務報表乃根據歷史成本法編製，惟若干物業及金融工具乃按重估金額或公平價值(視前者適用)計算。

除下文所述者外，截至二零一二年九月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與於編製本集團截至二零一二年三月三十一日止年度之年度財務報表所沿用者相同。

於本中期期間，本集團首次採納以下由香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)之修訂：

香港財務報告準則 第7號之修訂	披露—轉讓金融資產
香港會計準則第12號 之修訂	遞延稅項：收回相關資產

除下文所述者外，於本中期期間採納該等香港財務報告準則之修訂對本簡明綜合財務報表所呈報之金額及／或本簡明綜合財務報表所載之披露並無重大影響。

#### **香港會計準則第12號「遞延稅項：收回相關資產」之修訂**

根據香港會計準則第12號「遞延稅項：收回相關資產」之修訂，按香港會計準則第40號「投資物業」以公平價值模式計量之投資物業，除非假定在若干情況下被推翻，否則就計量遞延稅項而言假定其可透過出售收回。

本集團利用公平價值模式計量其投資物業。由於採納香港會計準則第12號之修訂，董事審閱本集團之投資物業組合後認為，本集團之投資物業並非由旨在以時間消耗該等投資物業大部分經濟利益之業務模式持有，而香港會計準則第12號之修訂所載之假設不會被推翻。



**2. PRINCIPAL ACCOUNTING POLICIES (continued)**

As a result of the application of the amendments to HKAS 12, no deferred taxes on changes in fair value for the Group's then investment properties located in Hong Kong, which were disposed of during the year ended 31st March, 2012 was recognised as the Group is not subject to any income taxes on the disposal of its investment properties. Previously, the Group recognised deferred taxes on changes in fair value of investment properties on the basis that the entire carrying amounts of the properties were recovered through use. The application of the amendments has resulted in the Group's tax charge for the six months ended 30th September, 2011 being decreased by HK\$330,000.

The amendments to HKAS 12 have been applied retrospectively for the Group and its associates. Accordingly, prior period adjustments were made on the Group's interests in associates and share of results of the Group's associates in previous years. Comparative figures were restated accordingly. The application of the amendments has resulted in the Group's share of results of associates for the six months ended 30th September, 2012 and 30th September, 2011 being increased by HK\$1,565,000 and HK\$2,332,000, respectively, and hence resulted in the profit for the six months ended 30th September, 2012 and 30th September, 2011 being increased by HK\$1,565,000 and HK\$2,332,000, respectively.

**Summary of the effect of the above change in accounting policy**

The effect of the change in accounting policy described above on the results for the current and preceding interim periods by line items presented in the condensed consolidated statement of comprehensive income is as follows:

		Six months ended	
		30.9.2012	30.9.2011
		HK\$'000	HK\$'000
		截至九月三十日止六個月	
		二零一二年	二零一一年
		千港元	千港元
Increase in share of results of associates	攤佔聯營公司業績增加	1,565	2,332
Decrease in taxation	稅項減少	-	330
Increase in profit for the period	期間溢利增加	<u>1,565</u>	<u>2,662</u>

The effect of the change in accounting policy described above on the financial positions of the Group as at 31st March, 2012 is as follows:

		As at 31.3.2012 (originally stated)	Adjustments	As at 31.3.2012 (restated)
		HK\$'000	HK\$'000	HK\$'000
		於二零一二年三月三十一日		
		(原列)	調整	(經重列)
		千港元	千港元	千港元
Interest in associates, total effect on net assets	於聯營公司之權益，對資產淨值之全面影響	2,506,835	11,855	2,518,690
Accumulated profits, total effect on equity	累計溢利，對權益之全面影響	1,645,549	11,855	1,657,404

**2. 主要會計政策 (續)**

由於採納香港會計準則第12號之修訂，本集團出售其投資物業時毋須繳納任何所得稅，故並未就本集團當時於香港之投資物業之公平價值變動確認遞延稅項，而該等投資物業已於截至二零一二年三月三十一日止年度出售。過往，本集團於確認投資物業公平價值變動之遞延稅項時，以物業之所有賬面值能透過使用而收回為基準。採納該等修訂導致本集團截至二零一一年九月三十日止六個月之稅項支出減少330,000港元。

本集團及其聯營公司已追溯採納香港會計準則第12號之修訂。因此，已就過往期間本集團於聯營公司之權益以及攤佔本集團聯營公司之業績作出調整，比較數字亦已相應重列。採納該等修訂導致本集團截至二零一二年九月三十日及二零一一年九月三十日止六個月攤佔聯營公司之業績分別增加1,565,000港元及2,332,000港元，因而導致本集團截至二零一二年九月三十日及二零一一年九月三十日止六個月之溢利分別增加1,565,000港元及2,332,000港元。

**上述會計政策變動之影響摘要**

上述會計政策變動對本中期期間及過往中期期間業績之影響按項目呈列於簡明綜合全面收入表之排列如下：

上述會計政策變動對本集團於二零一二年三月三十一日之財務狀況影響如下：



## 2. PRINCIPAL ACCOUNTING POLICIES (continued)

The effect of the change in accounting policy described above on the financial positions of the Group as at 1st April, 2011 is as follows:

## 2. 主要會計政策(續)

上述會計政策變動對本集團於二零一一年四月一日之財務狀況影響如下：

		As at 1.4.2011 (originally stated) HK\$'000 於二零一一年 四月一日 (原列) 千港元	Adjustments HK\$'000 調整 千港元	As at 1.4.2011 (restated) HK\$'000 於二零一一年 四月一日 (經重列) 千港元
Interests in associates	於聯營公司之權益	2,022,646	4,654	2,027,300
Deferred tax liabilities	遞延稅項負債	(38,457)	3,211	(35,246)
Total effect on net assets	對資產淨值之全面影響	<u>1,984,189</u>	<u>7,865</u>	<u>1,992,054</u>
Accumulated profits, total effect on equity	累計溢利·對權益之全面影響	<u>1,049,047</u>	<u>7,865</u>	<u>1,056,912</u>

Impact on basic earnings per share

對每股基本盈利之影響

		Six months ended	
		30.9.2012 HK cents 截至九月三十日止六個月 二零一二年 港仙	30.9.2011 HK cents 二零一一年 港仙
Basic earnings per share before adjustments	經調整前每股基本盈利	20.59	7.34
Adjustments arising from change in accounting policy in relation to the application of amendments to HKAS 12 in respect of deferred taxes on investment properties	因採納香港會計準則第12號之修訂所產生之會計政策變動而就投資物業遞延稅項作出之調整	0.20	0.35
Reporting basic earnings per share	所呈報之每股基本盈利	<u>20.79</u>	<u>7.69</u>

Impact on diluted earnings per share

對每股攤薄盈利之影響

		Six months ended	
		30.9.2012 HK cents 截至九月三十日止六個月 二零一二年 港仙	30.9.2011 HK cents 二零一一年 港仙
Diluted earnings per share before adjustments	經調整前每股攤薄盈利	9.91	5.10
Adjustments arising from change in accounting policy in relation to the application of amendments to HKAS 12 in respect of deferred taxes on investment properties	因採納香港會計準則第12號之修訂所產生之會計政策變動而就投資物業遞延稅項作出之調整	0.13	0.21
Reporting diluted earnings per share	所呈報之每股攤薄盈利	<u>10.04</u>	<u>5.31</u>





### 3. REVENUE AND SEGMENT INFORMATION

Revenue represents the amounts received and receivable from outside customers for the period and includes gain on disposal of investments held for trading.

#### Segment information

The Group's operating segments, based on information reported to the chief operating decision maker, being the Executive Directors of the Company, for the purposes of resources allocation and performance assessment are as follows:

Finance	- loan financing services
Long-term investment	- investment in investments such as convertible notes issued by the associates
Other investment	- investment in available-for-sale investments and trading of securities
Others	- leasing of investment properties, leasing of motor vehicles and management services

Information regarding the above segments, which are also reportable segments of the Group, is reported below.

The following is an analysis of the Group's revenue and results by operating and reportable segment for the period under review:

Six months ended 30th September, 2012

### 3. 收入及分部資料

收入指期間來自外界客戶之已收及應收款項，當中包括出售持作買賣投資之收益。

#### 分部資料

本集團之經營分部，根據呈報予主要營運決策人士（即本公司之執行董事）之資料以作資源分配及表現評估之用途如下：

融資	- 貸款融資服務
長期投資	- 投資於投資項目包括聯營公司發行之可換股票據
其他投資	- 投資於可供出售投資及證券買賣
其他	- 投資物業租賃、出租汽車及管理服務

有關上述分部之資料，其亦為本集團可呈報之分部，呈報如下。

以下為本集團於回顧期間之收入及業績按經營及可呈報分部劃分之分析：

截至二零一二年九月三十日止六個月

		Finance	Long-term investment	Other investment	Others	Segment total	Eliminations	Consolidated
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		融資	長期投資	其他投資	其他	分部總計	抵銷	綜合
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>SEGMENT REVENUE</b>	<b>分部收入</b>							
External sales	對外銷售	3,023	3,277	-	2,560	8,860	-	8,860
Inter-segment sales	分部間銷售	890	-	-	-	890	(890)	-
Total	總計	<u>3,913</u>	<u>3,277</u>	<u>-</u>	<u>2,560</u>	<u>9,750</u>	<u>(890)</u>	<u>8,860</u>
<b>RESULT</b>	<b>業績</b>							
Segment result	分部業績	<u>(6,548)</u>	<u>3,603</u>	<u>-</u>	<u>(775)</u>	<u>(3,720)</u>	<u>-</u>	<u>(3,720)</u>
Central administration costs	中央行政成本							(8,947)
Finance costs	財務成本							(7,133)
Net loss on deemed disposal of partial interests in associates	視作出售聯營公司部分權益之虧損淨額							(3,100)
Share of results of associates	攤佔聯營公司業績							152,638
- share of results	- 攤佔業績							
- gain on acquisitions of additional interests in associates	- 增購聯營公司額外權益之收益							
								<u>32,403</u>
Profit for the period	期間溢利							<u>162,141</u>



## 3. REVENUE AND SEGMENT INFORMATION (continued)

## Segment information (continued)

Six months ended 30th September, 2011 (restated)

## 3. 收入及分部資料(續)

## 分部資料(續)

截至二零一一年九月三十日止六個月(經重列)

		Finance HK\$'000 融資 千港元	Long-term investment HK\$'000 長期投資 千港元	Other investment HK\$'000 其他投資 千港元	Others HK\$'000 其他 千港元	Segment total HK\$'000 分部總計 千港元	Eliminations HK\$'000 抵銷 千港元	Consolidated HK\$'000 綜合 千港元
SEGMENT REVENUE	分部收入							
External sales	對外銷售	472	3,797	156	4,520	8,945	-	8,945
Inter-segment sales	分部間銷售	4,565	-	-	1,510	6,075	(6,075)	-
Total	總計	5,037	3,797	156	6,030	15,020	(6,075)	8,945
RESULT	業績							
Segment result	分部業績	(11,258)	12,276	(3,538)	4,615	2,095	-	2,095
Central administration costs	中央行政成本							(6,049)
Finance costs	財務成本							(11,158)
Net gain on deemed disposal of partial interests in associates	視作出售聯營公司部分權益之收益淨額							1,490
Gain on convertible notes payable	可換股票據應付款項所得收益							16,159
Share of results of associates	攤佔聯營公司業績							42,561
- share of results	- 攤佔業績							
- gain on acquisitions of additional interests in associates	- 增購聯營公司額外權益之收益							
								14,633
Profit for the period	期間溢利							59,731

Inter-segment sales are charged at prevailing market rate or at terms determined and agreed by both parties.

Segment result represents the result of each segment without allocation of central administration costs, including directors' salaries, finance costs, gain on convertible notes payable and items related to interest in associates.

分部間銷售乃按通行市價或按雙方決定及同意之條款收取。

分部業績指各分部之業績，惟不將中央行政成本(包括董事薪酬)、財務成本、可換股票據應付款項所得收益及與聯營公司權益有關之項目分配。

## 4. NET GAIN ON FINANCIAL INSTRUMENTS

## 4. 金融工具之收益淨額

		Six months ended	
		30.9.2012 HK\$'000 截至九月三十日止六個月 二零一二年 千港元	30.9.2011 HK\$'000 二零一一年 千港元
Dividend income on available-for-sale investments	可供出售投資之股息收入	-	134
Gain on convertible notes payable (note 14)	可換股票據應付款項所得收益(附註14)	-	16,159
Net gain (loss) on:	收益(虧損)淨額:		
- Repurchase of convertible notes receivable (note 11)	- 購回可換股票據應收款項(附註11)	-	13,704
- Conversion options embedded in convertible notes	- 可換股票據附帶之換股權	447	(5,196)
- Investments held for trading	- 持作買賣投資	-	22
		447	24,823



**5. TAXATION**

No provision for Hong Kong Profits Tax has been made as the entities within the Group had no assessable profit for both periods.

**6. PROFIT FOR THE PERIOD**

		<b>Six months ended</b>	
		<b>30.9.2012</b>	30.9.2011
		<b>HK\$'000</b>	HK\$'000
		截至九月三十日止六個月	二零一一年
		二零一二年	二零一一年
		千港元	千港元
Profit for the period has been arrived at after charging:	期間溢利已扣除：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>3,064</b>	6,664
Share of taxation of associates (included in share of results of associates)	攤佔聯營公司稅項(列入攤佔聯營公司業績)	<b>56,783</b>	38,378

**7. DISTRIBUTION**

During the current period, a final dividend of HK3.0 cents per share, with an option to elect scrip dividend of shares in respect of the year ended 31st March, 2012 (six months ended 30th September, 2011: HK1.0 cent per share in respect of the year ended 31st March, 2011) was declared and approved for distribution to shareholders of the Company. The aggregate amount of the final dividend declared and approved in the current interim period amounted to HK\$23,511,000 representing cash dividend of HK\$21,755,000 and scrip dividend of HK\$1,756,000 (six months ended 30th September, 2011: cash dividend of HK\$7,770,000).

Subsequent to the end of the interim period, the directors have determined that an interim dividend of HK1.0 cent per share, being HK\$7,876,000 in total with reference to the issued shares as at the date of this report (six months ended 30th September, 2011: interim dividend of HK1.0 cent per share, total being HK\$7,770,000) will be paid to the shareholders of the Company whose names appear in the register of members of the Company at the close of business on 19th December, 2012.

**5. 稅項**

由於本集團於兩個期間內並無應課稅溢利，故並無於期內作出香港利得稅撥備。

**6. 期間溢利****7. 分派**

於本期間內，已就截至二零一二年三月三十一日止年度宣派及批准分派予本公司股東末期股息每股3.0港仙(截至二零一一年九月三十日止六個月：截至二零一一年三月三十一日止年度為每股1.0港仙)，連同以股代息選擇權方式派付。本中期期間已宣派及批准之末期股息總額為23,511,000港元，相當於現金股息21,755,000港元及以股代息股息1,756,000港元(截至二零一一年九月三十日止六個月：現金股息7,770,000港元)。

中期期間結束後，董事決定向於二零一二年十二月十九日營業時間結束時名列本公司股東名冊之本公司股東派付中期股息每股1.0港仙，就本報告日期之已發行股份而言合共7,876,000港元(截至二零一一年九月三十日止六個月：中期股息每股1.0港仙，合共7,770,000港元)。



**8. EARNINGS PER SHARE**

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

**8. 每股盈利**

本公司擁有人應佔之每股基本及攤薄盈利乃按以下數據計算：

		<b>Six months ended</b>	
		<b>30.9.2012</b>	30.9.2011
		<b>HK\$'000</b>	HK\$'000
		(Restated)	
		截至九月三十日止六個月	
		二零一二年	二零一一年
		千港元	千港元
		(經重列)	
Earnings for the period attributable to the owners of the Company for the purpose of basic earnings per share	期間本公司擁有人應佔盈利用以計算每股基本盈利	<b>162,141</b>	59,731
Effect of dilutive potential shares:	潛在可攤薄股份之影響：		
Adjustment of finance cost on convertible notes payable	按可換股票據應付款項之財務成本調整	<b>7,032</b>	8,655
Adjustment to the share of result of an associate based on dilution of its earnings per share	按一間聯營公司攤薄後每股盈利之攤佔業績作出調整	<b>(40,020)</b>	-
Adjustment to the interest income on the convertible notes issued by an associate	按一間聯營公司發行之可換股票據之利息收入作出調整	<b>(3,299)</b>	-
Earnings for the purpose of diluted earnings per share	用以計算每股攤薄盈利之盈利	<b>125,854</b>	68,386
		<b>Number of shares</b>	Number of shares
		股份數目	股份數目
Weighted average number of shares for the purposes of basic earnings per share	用以計算每股基本盈利之股份加權平均數	<b>779,867,605</b>	777,028,676
Effect of dilutive potential shares of convertible notes payable	潛在可攤薄股份按可換股票據應付款項之影響	<b>473,934,426</b>	511,730,419
Weighted average number of shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之股份加權平均數	<b>1,253,802,031</b>	1,288,759,095

**9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES**

During the period, the Group spent approximately HK\$1,081,000 (six months ended 30th September, 2011: HK\$266,000) on property, plant and equipment.

At 30th September, 2012, the directors of the Company considered the carrying amount of the Group's leasehold land and buildings classified as property, plant and equipment and investment properties carried at revalued amounts and fair value, respectively, do not differ significantly from that which would be determined using fair values at the end of the reporting period.

**9. 物業、廠房及設備及投資物業之變動**

於期內，本集團動用約1,081,000港元（截至二零一一年九月三十日止六個月：266,000港元）於物業、廠房及設備。

於二零一二年九月三十日，本公司董事認為將按賬面值呈列之本集團租賃土地及樓宇，分類為物業、廠房及設備及投資物業（其分別按重估值及公平價值呈列），與於報告期末原應按公平價值釐定之數額並無重大差異。



## 10. INTERESTS IN ASSOCIATES

## 10. 聯營公司權益

		(Unaudited) 30.9.2012 HK\$'000 (未經審核) 二零一二年 九月三十日 千港元	(Audited) 31.3.2012 HK\$'000 (Restated) (經審核) 二零一二年 三月三十一日 千港元 (經重列)
Share of net assets of associates:	攤佔聯營公司之資產淨值：		
Listed in Hong Kong	於香港上市	2,697,956	2,517,513
Listed overseas	於海外上市	-	-
Goodwill	商譽	1,177	1,177
		<u>2,699,133</u>	<u>2,518,690</u>
Market value of listed securities:	上市證券之市值：		
Hong Kong	香港	658,141	648,493
Overseas	海外	233,763	312,446
		<u>891,904</u>	<u>960,939</u>

A writ of summons was served on 28th July, 2011 upon Paul Y. Engineering Group Limited ("Paul Y. Engineering"), a 61.9% subsidiary of PYI Corporation Limited in which the Group held 26.92% equity interest, and two of its subsidiaries claiming for, amongst others, damages in a sum of approximately RMB780 million (of which the portion attributable to the Group's interest is approximately RMB130 million according to the effective interest held by the Group in Paul Y. Engineering) in relation to a property development project in Beijing, the People's Republic of China. It is stated in the writ of summons that Paul Y. Engineering and two of its subsidiaries were alleged to be in breach of certain terms contained in an alleged oral agreement (which is denied by Paul Y. Engineering). Taken into consideration of a legal opinion, Paul Y. Engineering is of the view that Paul Y. Engineering and two of its subsidiaries would put up a respectable defence against the alleged claim and that it is probable that there would not be adverse material impact on the financial position of Paul Y. Engineering.

During the current period, the increase in share of result of associates mainly arose from ITC Properties Group Limited ("ITC Properties") as a result of the disposal of its interest in a subsidiary.

一份傳訊令於二零一一年七月二十八日送達保華建業集團有限公司(「保華建業」)(保華集團有限公司擁有61.9%之附屬公司，本集團持有保華集團有限公司26.92%股本權益)及其兩間附屬公司，就一項位於中華人民共和國北京之物業發展項目申索(其中包括)約人民幣780,000,000元之損失(按照本集團於保華建業持有之實際權益，其中按本集團攤佔之部分為約人民幣130,000,000元)。該傳訊令狀指稱保華建業及其兩間附屬公司違反一份所聲稱之口頭協議內的某些條款(此被保華建業否定)。經考慮法律意見後，保華建業認為保華建業及其兩間附屬公司對該指控有充份理據抗辯，並認為不會對保華建業之財務狀況構成重大不利影響。

於本期間，攤佔聯營公司業績增加主要由於德祥地產集團有限公司(「德祥地產」)出售其於一間附屬公司之權益所致。



## 11. DEBT PORTION OF CONVERTIBLE NOTES AND CONVERSION OPTIONS EMBEDDED IN CONVERTIBLE NOTES

During the period ended 30th September, 2011, ITC Properties repurchased the 1% convertible notes (the "ITC Properties Repurchase") issued by itself by issuing 3.25% convertible notes (the "ITC Properties Notes") with an initial conversion price of HK\$2.2 per share (subject to adjustments), which was subsequently adjusted to HK\$2.102 in August 2012 as a result of the payment of final dividend by ITC Properties. Gain of HK\$13,704,000 on the repurchase was recognised in the corresponding period by the Group in respect of the acceptance of the ITC Properties Repurchase.

Unless previously converted, ITC Properties shall redeem the ITC Properties Notes at the redemption amount which is 105% of the principal amount on the maturity date. The maturity date of the ITC Properties Notes will be the date falling 30 months after the date of issue of the ITC Properties Notes i.e. 25th November, 2013. Accordingly, the debt portion of the convertible notes held by the Group, together with the conversion options embedded in convertible notes are classified as non-current assets on the condensed consolidated statement of financial position.

In April 2012, the Group converted the ITC Properties Notes with a principal amount of HK\$26,500,000 into 12,045,454 shares of ITC Properties at the conversion price of HK\$2.2 per share and the equity interest held by the Group in ITC Properties increased from 37.83% to 39.79% as a result of the conversion. A gain on acquisition of the additional interest in ITC Properties of HK\$21,355,000 was recognised in the profit or loss, which was determined by comparing the fair value of the identifiable assets and liabilities of ITC Properties on the date of acquisition attributable to the additional interest acquired by the Group with the total of the carrying amount of the debt portion of the ITC Properties Notes and the fair value of the embedded conversion option on the date of the conversion.

In August 2012, the Group acquired from an independent third party an additional ITC Properties Notes with a principal amount of HK\$10,500,000 for a consideration of HK\$11,085,000 (including transaction cost).

The Group classified the debt portion of the convertible notes as loans and receivables and the embedded conversion option is deemed as held for trading and recognised at fair value on initial recognition. The fair values of the conversion options embedded in convertible notes on initial recognition and at the end of the reporting period are determined by the directors of the Company with reference to the valuation performed by independent professional valuers not connected with the Group using Black-Scholes Option Pricing Model.

## 11. 可換股票據債項部分及可換股票據附帶之換股權

截至二零一一年九月三十日止期間，德祥地產購回其發行之1厘可換股票據（「德祥地產購回事項」），按初步換股價每股2.2港元（可予調整）發行3.25厘可換股票據（「德祥地產票據」），隨後因德祥地產派發末期股息而於二零一二年八月將換股價調整至2.102港元。本集團於接納德祥地產購回事項之相應期間已確認購回所得收益13,704,000港元。

除非先前已轉換，否則於到期日德祥地產須按贖回價（即本金金額之105%）贖回德祥地產票據。德祥地產票據之到期日將為發行德祥地產票據當日後第30個月當日，即二零一三年十一月二十五日。據此，本集團所持可換股票據之債項部分連同可換股票據所附帶之換股權已於簡明綜合財務狀況表內列為非流動資產。

於二零一二年四月，本集團將本金金額26,500,000港元之德祥地產票據按換股價每股2.2港元轉換為12,045,454股德祥地產股份，而由於上述轉換，本集團於德祥地產所持之股本權益由37.83%增至39.79%。增購德祥地產額外權益之收益21,355,000港元已於損益確認，此乃比較本集團所增購德祥地產額外權益當日其可識別資產及負債之公平價值與德祥地產票據之債項部分賬面值及所附帶換股權於換股日期之公平價值合計而釐定。

於二零一二年八月，本集團以代價11,085,000港元（包括交易成本）向獨立第三方增購本金金額為10,500,000港元之德祥地產票據。

於首次確認時，本集團將可換股票據之債項部分分類為貸款及應收款項，而附帶換股權則視為持作買賣並按公平價值確認。該等可換股票據附帶之換股權於首次確認時及於報告期末之公平價值，乃由本公司董事參考與本集團概無關連之獨立專業估值師使用Black-Scholes期權定價模式所進行之估值後釐定。



**12. DEBTORS, DEPOSITS AND PREPAYMENTS**

Included in debtors, deposits and prepayments are trade debtors of HK\$1,205,000 (31.3.2012: HK\$850,000) and their aged analysis based on the invoice date at the end of the reporting period is as follows:

		(Unaudited) 30.9.2012 HK\$'000 (未經審核) 二零一二年 九月三十日 千港元	(Audited) 31.3.2012 HK\$'000 (經審核) 二零一二年 三月三十一日 千港元
Trade debtors	應收貿易賬款		
0 - 30 days	0 - 30日	1,196	803
31 - 60 days	31 - 60日	8	14
61 - 90 days	61 - 90日	1	5
Over 90 days	超過90日	-	28
		<u>1,205</u>	<u>850</u>

Trade debtors arising from property investment business are payable one month in advance and the credit terms granted by the Group to other trade debtors normally range from 30 days to 90 days.

物業投資業務產生之應收貿易賬款須提早一個月墊付，而本集團就其他應收貿易賬款授出之信貸期一般由30日至90日不等。

**13. CREDITORS AND ACCRUED EXPENSES**

Included in creditors and accrued expenses are trade payables of HK\$3,557,000 (31.3.2012: HK\$3,437,000) and their aged analysis based on the invoice date at the end of the reporting period is as follows:

		(Unaudited) 30.9.2012 HK\$'000 (未經審核) 二零一二年 九月三十日 千港元	(Audited) 31.3.2012 HK\$'000 (經審核) 二零一二年 三月三十一日 千港元
Trade creditors	應付貿易賬款		
0 - 30 days	0 - 30日	3,544	3,423
31 - 60 days	31 - 60日	13	14
		<u>3,557</u>	<u>3,437</u>

**12. 應收賬款、訂金及預付款項**

應收賬款、訂金及預付款項中包括1,205,000港元(二零一二年三月三十一日: 850,000港元)之應收貿易賬款，而於報告期末按發票日期之賬齡分析如下:

**13. 應付賬款及應計開支**

應付賬款及應計開支中包括3,557,000港元(二零一二年三月三十一日: 3,437,000港元)之應付貿易賬款，而於報告期末按發票日期之賬齡分析如下:



**14. CONVERTIBLE NOTES PAYABLE**

On 2nd November, 2009, the Company issued 5% convertible notes which are unsecured, at par value of HK\$200,000,000 (the "Notes"). Interest is payable semi-annually. The Notes are denominated in Hong Kong Dollar and entitled the holders to convert it into shares of the Company at any time between the period commencing on and including the 7th day after the date of issue of the Notes up to and including the date which was 7 days prior to the maturity date on 2nd November, 2011 at an initial conversion price of HK\$0.50 per conversion share (subject to anti-dilutive adjustments), which was subsequently adjusted to HK\$0.30.

During the period ended 30th September, 2011, the Notes with a principal amount of HK\$25,000,000 was repurchased at par value, resulting in a gain of HK\$2,265,000.

On 29th September, 2011, the Company extended the maturity date of the remaining outstanding Notes of an aggregate principal amount of HK\$143,000,000 for two years from 2nd November, 2011 to 2nd November, 2013, resulting in a gain of HK\$13,894,000. All the other terms and conditions of the Notes remain unchanged. The effective interest rate of the liability component is 12.33% per annum.

During the period ended 30th September, 2012, the Notes with a principal amount of HK\$2,000,000 were converted into 6,666,666 shares of the Company at the conversion price of HK\$0.30 per share.

As at 30th September, 2012, the aggregate outstanding principal amount of the Notes is HK\$141,000,000 (31.3.2012: HK\$143,000,000).

**15. SHARE CAPITAL****14. 可換股票據應付款項**

於二零零九年十一月二日，本公司發行票面值200,000,000港元之5厘無抵押可換股票據（「票據」），每半年支付利息。票據以港元計值，並授權其持有人可按初步換股價每股0.50港元（可予以反攤薄調整）（其後調整為0.30港元）於票據發行日期後第七日（包括該日）起至其到期日二零一一年十一月二日前七日（包括該日）止期間隨時將之轉換為本公司股份。

截至二零一一年九月三十日止期間，本金金額25,000,000港元之票據已按面值購回，因而產生收益2,265,000港元。

於二零一一年九月二十九日，本公司將餘下本金總額143,000,000港元之未償還票據之兩年到期日由二零一一年十一月二日延後至二零一三年十一月二日，產生收益13,894,000港元。票據之所有其他條款及條件維持不變。負債部分之實際年利率為12.33%。

截至二零一二年九月三十日止期間，本金金額為2,000,000港元之票據已按換股價每股0.30港元轉換為6,666,666股本公司股份。

於二零一二年九月三十日，未償還票據之本金總額為141,000,000港元（二零一二年三月三十一日：143,000,000港元）。

**15. 股本**

		Number of shares 股份數目	Value 價值 HK\$'000 千港元
Ordinary shares of HK\$0.01 each:	每股面值0.01港元之普通股：		
Authorised:	法定：		
At 1st April, 2012 and 30th September, 2012	於二零一二年四月一日及 二零一二年九月三十日	102,800,000,000	1,028,000
Issued and fully paid:	已發行及繳足：		
At 1st April, 2012	於二零一二年四月一日	777,028,676	7,770
Conversion of the Notes (Note (a))	轉換票據(附註(a))	6,666,666	67
Issue of shares (Note (b))	發行股份(附註(b))	3,904,762	39
<b>At 30th September, 2012</b>	<b>於二零一二年九月三十日</b>	<b>787,600,104</b>	<b>7,876</b>

Notes:

(a) 6,666,666 shares of HK\$0.01 each were issued by the Company upon the conversion of the Notes with principal amount of HK\$2,000,000 on 18th July, 2012 at a conversion price of HK\$0.30 per share.

(b) 3,904,762 shares of HK\$0.01 each were issued by the Company to the shareholders who had elected to receive scrip dividend in respect of the final dividend for the year ended 31st March, 2012 on 26th September, 2012.

These shares rank pari passu with the then existing shares of the Company in all respects.

附註：

(a) 於二零一二年七月十八日，本公司因本金金額2,000,000港元之票據按換股價每股0.30港元獲轉換而發行6,666,666股每股面值0.01港元之股份。

(b) 本公司已於二零一二年九月二十六日向選擇就截至二零一二年三月三十一日止年度之末期股息收取以股代息之股東發行3,904,762股每股面值0.01港元之股份。

上述股份於各方面與本公司當時現有股份享有同等地位。





## 16. RELATED PARTY TRANSACTIONS

## (i) Related party transactions

During the period, the Group had transactions with the following related parties, details of which are as follows:

		Six months ended	
		30.9.2012	30.9.2011
		HK\$'000	HK\$'000
		截至九月三十日止六個月	二零一二年
		二零一二年	二零一一年
		千港元	千港元
Associates of the Group:	本集團之聯營公司：		
Rentals and related building management fee	租金及相關物業管理費		
- charged by the Group	- 本集團收取	382	1,935
- paid by the Group	- 本集團已付	1,333	-
Service fees charged by the Group	本集團收取服務費	196	320
Interest income received and receivable by the Group	本集團收取及 應收利息收入	5,905	4,144
A director:	一名董事：		
Interest expenses paid and payable by the Group	本集團已付及 應付利息開支	-	1,036

## (ii) Compensation of key management personnel

## 16. 關連人士交易

## (i) 關連人士交易

期內，本集團與以下關連人士進行交易，詳情如下：

		Six months ended	
		30.9.2012	30.9.2011
		HK\$'000	HK\$'000
		截至九月三十日止六個月	二零一二年
		二零一二年	二零一一年
		千港元	千港元
Fees	袍金	325	330
Salaries and other emoluments	薪金及其他酬金	7,513	5,376
		<u>7,838</u>	<u>5,706</u>





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