



CHINA BEST GROUP HOLDING LIMITED
國華集團控股有限公司*

(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 : 370)

2013
Interim Report
中期報告

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Corporate Information

公司資料

COMPANY NAME

China Best Group Holding Limited

公司名稱

國華集團控股有限公司

BOARD OF DIRECTORS

Executive Directors

Mr. Huang Boqi (*Chairman*)

Mr. Du Chunyu (*Deputy Chairman*)

董事會

執行董事

黃伯麒先生(*主席*)

杜春雨先生(*副主席*)

Independent Non-Executive Directors

Mr. Zhou Mingchi

Ms. Wong Yan Ki, Angel

Mr. Zhang Liang

獨立非執行董事

周明池先生

黃欣琪女士

張亮先生

COMPANY SECRETARY

Mr. Chan Cheuk Ho (Resigned on 21 May 2013)

Mr. Ho Yu (Appointed on 21 May 2013)

公司秘書

陳卓豪先生(於二零一三年五月二十一日退任)

何瑜先生(於二零一三年五月二十一日獲委任)

AUDIT COMMITTEE

Ms. Wong Yan Ki, Angel

Mr. Zhou Mingchi

Mr. Zhang Liang

審計委員會

黃欣琪女士

周明池先生

張亮先生

NOMINATION COMMITTEE

Mr. Huang Boqi

Ms. Wong Yan Ki, Angel

Mr. Zhou Mingchi

Mr. Zhang Liang

提名委員會

黃伯麒先生

黃欣琪女士

周明池先生

張亮先生

REMUNERATION COMMITTEE

Mr. Huang Boqi

Mr. Du Chunyu

Ms. Wong Yan Ki, Angel

Mr. Zhou Mingchi

Mr. Zhang Liang

薪酬委員會

黃伯麒先生

杜春雨先生

黃欣琪女士

周明池先生

張亮先生

REGISTERED OFFICE

Clarendon House, 2 Church Street

Hamilton HM11, Bermuda

註冊辦事處

Clarendon House, 2 Church Street

Hamilton HM11, Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3405, Bank of America Tower

12 Harcourt Road, Central, Hong Kong

總辦事處及香港主要營業地點

香港中環夏慤道12號

美國銀行中心3405室

Corporate Information

公司資料

AUDITORS

SHINEWING (HK) CPA Limited
43th Floor, The Lee Gardens, 33 Hysan Avenue
Causeway Bay, Hong Kong

PRINCIPAL BANKERS

Bank of Communications
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM11, Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

核數師

信永中和(香港)會計師事務所有限公司
香港銅鑼灣
希慎道33號利園43樓

主要往來銀行

交通銀行
香港上海滙豐銀行有限公司

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM11, Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港灣仔皇后大道東28號
金鐘匯中心26樓

Chairman's Message

主席訊息

I am pleased to present the interim results of China Best Group Holding Limited (the "Company") and its subsidiaries (the "Group") for the six months ended 30 June 2013 on behalf of the board of directors of the Company (the "Board").

REVIEW

Operating Results

During the first half of 2013, the Group recorded a turnover of approximately HK\$45.2 million, representing a decrease of approximately 33.6% compared with the turnover of approximately HK\$68.1 million in the corresponding period last year. Loss attributable to shareholders amounted to approximately HK\$16.8 million, representing an increase of approximately 82.6% compared with the related loss of approximately HK\$9.2 million in the corresponding period last year. The Group recorded worse results, which was mainly attributable to the deterioration in the performance of its core business – coal business.

Coal Business

During the period, our coal business recorded a turnover of approximately HK\$36.3 million and a gross loss of approximately HK\$4.1 million. When compared to the corresponding period last year, both its turnover and efficiency for the first half of 2013 were not satisfactory. The PRC coal market experienced a slump in the first half of 2013, while demand for coal products continued to diminish. The coal ex-factory price has been materially affected, in addition to higher costs, resulting in loss in our principal activities.

Freight Forwarding Business

During the period, the performance of freight forwarding business was slightly better than that in the corresponding period last year. Subject to the bottom-out momentum airing from the freight forwarding business, both turnover and gross profit for the first half of 2013 were approximately HK\$4.2 million and HK\$1.0 million respectively.

Securities Investment Business

During the period, the securities market was frequently volatile. The Board still endeavored to reduce the investment in this aspect and sell and realize part of our shares at the upturn of the market conditions by pursuing a relatively conservative investment strategy. Even that, the Group inevitably recorded a realized loss of approximately HK\$1.3 million and a net unrealized loss of approximately HK\$4.3 million. In addition, the listed trading securities held by the Group as at 30 June 2013 were valued at approximately HK\$11.3 million.

本人謹代表國華集團控股有限公司(「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(「本集團」)截至二零一三年六月三十日止六個月之中期業績。

回顧

經營業績

綜觀二零一三年上半年，本集團的營業額為約45.2百萬港元，相比去年同期營業額約68.1百萬港元減少約33.6%。股東應佔虧損為約16.8百萬港元，相比去年同期相關虧損約9.2百萬港元增加約82.6%。本集團業績轉差主要由於其核心業務 – 煤炭業務表現滑落所致。

煤炭業務

期內，煤炭業務錄得營業額為約36.3百萬港元，毛損為約4.1百萬港元。相比去年同期，二零一三年上半年相關的營業額與效益均不甚理想。二零一三年上半年中國內地煤炭市場一蹶不振，煤炭產品需求持續萎縮，本集團煤炭出廠價格亦大受影響，再加上成本較高，以致此主要業務出現虧損情況。

貨運業務

期內，貨運業務表現比去年同期略佳。有賴於貨運行業呈現見底回升的勢頭，二零一三年上半年相關的營業額與毛利分別錄得約為4.2百萬港元及1.0百萬港元。

證券投資業務

期內，證券市況波動頻繁，董事會仍然採取較保守的投資策略，減少該方面投資並於市況回暖之際將部份股份變賣套現，亦無可避免地錄得已變現虧損約為1.3百萬港元及未變現虧損淨額約4.3百萬港元。另外，於二零一三年六月三十日本集團仍持有作為交易之上市證券價值約11.3百萬港元。

Chairman's Message

主席訊息

PROSPECT

Looking ahead to the second half of 2013, the Board expects that the business landscape faced by the Group's existing business will remain challenging, in which the performance of coal business is still plagued by unfavorable factors in the market. The Board will strive to control costs and operational risks, and conduct corresponding adjustments.

Given the inability of the Group's existing business to achieve higher operating profitability, the Board plans to utilize sufficient resources to explore valuable investment opportunities, and drive the development of the Group. On 11 June 2013, the Company entered into a memorandum of understanding with certain independent third party vendors (the "Vendors"), with the intention to indirectly acquire controlling interests (the "Interests") in two gold mines situated in Shandong Province in the PRC by way of equity transfer. On 16 August 2013, the Company entered into an acquisition agreement with the Vendors, pursuant to which the Company conditionally agreed to purchase equity interests for acquiring the Interests (the "Acquisition"). The Acquisition will constitute a very substantial acquisition transaction of the Company. The related work is currently under progress. An announcement will be published by the Company to disclose further information in due course.

Last but not least, on behalf of the Board, I would like to extend heartfelt thanks to all employees and partners for their contribution to the development of the Group as well as to shareholders for their enduring support to the Group. In praise of their support, the Group will unwaveringly strive for reaping more promising business performance.

Huang Boqi

Chairman

Hong Kong, 21 August 2013

前景

展望二零一三年下半年，董事會預計本集團現有業務面對之營商環境仍將充滿挑戰，其中煤炭業務的表現仍將深受市場不利因素的影響，董事會會致力控制成本及經營風險，並做相應之調整。

鑒於現有業務未能為本集團創造較佳的經營收益，董事會計劃運用充裕資源，發掘有價值之投資機遇，推動本集團發展。於二零一三年六月十一日，本公司已與若干獨立第三方賣方（「該等賣方」）訂立諒解備忘錄，意向以股權轉讓形式間接收購於中國山東省兩個金礦的控制性權益（「該等權益」）。於二零一三年八月十六日，本公司與該等賣方訂立收購協議，據此，本公司有條件地同意購買股權以取得該等權益（「收購事項」）。該收購事項將構成本公司非常重大收購交易。目前相關工作仍在進行中，本公司將適時發佈公告，披露進一步消息。

最後，本人謹代表董事會向所有對本集團發展所做出貢獻的員工、合作伙伴及一直支持本集團的股東致以真摯感謝。本集團將繼續努力，以更出色的業務表現回饋各方的支持！

主席

黃伯麒

香港，二零一三年八月二十一日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

		Six months ended		
		30.6.2013	30.6.2012	
		HK\$'000	HK\$'000	
		(unaudited)	(unaudited)	
		截至下列日期止六個月		
		二零一三年	二零一二年	
		六月三十日	六月三十日	
		千港元	千港元	
		(未經審核)	(未經審核)	
		Notes		
		附註		
Turnover	營業額	3	45,169	68,114
Revenue	收益	4	40,857	44,015
Cost of sales	銷售成本		(43,648)	(28,628)
Gross (loss) profit	毛(損)利		(2,791)	15,387
Other income	其他收入		1,594	1,578
Selling and distribution expenses	銷售及分銷支出		(3,385)	(126)
Administrative and other expenses	行政及其他支出		(12,020)	(7,771)
Realised loss on investments held for trading	持作交易投資之已變現虧損		(1,308)	(6)
Fair value changes on investments held for trading	持作交易投資之公平值變動		(4,343)	(12,229)
Finance costs	融資成本	5	(1,265)	(1,114)
Loss before tax	除稅前虧損	6	(23,518)	(4,281)
Income tax expense	所得稅開支	7	(145)	(1,667)
Loss for the period	期內虧損		(23,663)	(5,948)
Other comprehensive income for the period:	期內其他全面收入：			
Exchange differences arising on translation	換算時產生之匯兌差額		2,739	395
Total comprehensive expenses for the period	期內全面支出總額		(20,924)	(5,553)
(Loss) profit for the period attributable to:	期內(虧損)溢利由下列各項應佔：			
Owners of the Company	本公司擁有人		(16,763)	(9,216)
Non-controlling interests	非控股權益		(6,900)	3,268
			(23,663)	(5,948)
Total comprehensive (expenses) income for the period attributable to:	期內全面(支出)收入總額應佔：			
Owners of the Company	本公司擁有人		(14,467)	(8,875)
Non-controlling interests	非控股權益		(6,457)	3,322
			(20,924)	(5,553)
Loss per share – basic and diluted	每股虧損 – 基本及攤薄	9	(0.69 HK cents)	(0.38 HK cents)
			港仙)	港仙)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2013 於二零一三年六月三十日

		Notes	30.6.2013 HK\$'000 (unaudited) 二零一三年 六月三十日 千港元 (未經審核)	31.12.2012 HK\$'000 (audited) 二零一二年 十二月三十一日 千港元 (經審核)
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	50,484	52,204
Prepaid lease payment	預付租金	10	11,765	178
Available-for-sale investments	可供出售投資		7,500	7,500
Goodwill	商譽		37,323	36,729
			107,072	96,611
Current assets	流動資產			
Prepaid lease payment	預付租金	10	241	24
Inventories	存貨		17,041	21,439
Trade and other receivables	應收帳款及其他應收款項	11	61,570	69,074
Held for trading investments	持作交易投資		11,309	21,272
Bank balances and cash	銀行結餘及現金		242,971	236,345
			333,132	348,154
Investment property classified as held for sale	分類為持作出售的投資 物業	12	-	3,000
			333,132	351,154
Current liabilities	流動負債			
Trade and other payables	應付帳款及其他應付款項	13	50,122	36,992
Loan from a non-controlling interest of a subsidiary	附屬公司非控股權益貸款	14	39,903	38,637
Tax liabilities	稅項負債		12,135	13,168
			102,160	88,797
Net current assets	流動資產淨值		230,972	262,357
			338,044	358,968
Capital and reserves	股本及儲備			
Share capital	股本	15	121,584	121,584
Reserves	儲備		207,674	222,141
Equity attributable to owners of the Company	本公司擁有人應佔權益		329,258	343,725
Non-controlling interests	非控股權益		6,634	13,091
Total Equity	權益總額		335,892	356,816
Non-current liability	非流動負債			
Deferred tax liabilities	遞延稅項負債		2,152	2,152
			338,044	358,968

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000 (Note i)	Translation reserve HK\$'000	Statutory reserve HK\$'000 (Note ii)	Share options reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
	股本 千港元	股份溢價 千港元	繳入盈餘 千港元 (附註i)	換算儲備 千港元	法定儲備 千港元 (附註ii)	購股權儲備 千港元	累計虧損 千港元	總計 千港元	非控股權益 千港元	總計 千港元
At 1 January 2012 (audited) 於二零一二年一月一日 (經審核)	121,584	278,145	1,996	(399)	-	31,132	(86,261)	346,197	7,378	353,575
(Loss) profit for the period 期內(虧損)溢利	-	-	-	-	-	-	(9,216)	(9,216)	3,268	(5,948)
Other comprehensive income 期內其他全面收入 for the period	-	-	-	341	-	-	-	341	54	395
Total comprehensive income 期內全面收入(支出)總額 (expenses) for the period	-	-	-	341	-	-	(9,216)	(8,875)	3,322	(5,553)
At 30 June 2012 (unaudited) 於二零一二年六月三十日 (未經審核)	121,584	278,145	1,996	(58)	-	31,132	(95,477)	337,322	10,700	348,022
At 1 January 2013 (audited) 於二零一三年一月一日 (經審核)	121,584	278,145	1,996	61	817	31,132	(90,010)	343,725	13,091	356,816
Loss for the period 期內虧損	-	-	-	-	-	-	(16,763)	(16,763)	(6,900)	(23,663)
Other comprehensive income 期內其他全面收入 for the period	-	-	-	2,296	-	-	-	2,296	443	2,739
Total comprehensive income 期內全面收入 (expenses) for the period (支出)總額	-	-	-	2,296	-	-	(16,763)	(14,467)	(6,457)	(20,924)
At 30 June 2013 (unaudited) 於二零一三年六月三十日 (未經審核)	121,584	278,145	1,996	2,357	817	31,132	(106,773)	329,258	6,634	335,892

Note i: The contributed surplus of the Group represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation prior to the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited in 1996 and the nominal value of the Company's shares issued in exchange.

Note ii: In accordance with the People's Republic of China (the "PRC") Company Law and the PRC subsidiaries' Articles of Association, a subsidiary registered in the PRC is required to appropriate 10% of its annual statutory net profit as determined in accordance with relevant statutory rules and regulations applicable to enterprises established in the PRC (after offsetting any prior years' losses) to the statutory reserve. When the balance of such reserve fund reaches 50% of the entity's capital, any further appropriation is optional. The statutory reserve can be utilised to offset prior years' losses or to increase capital. However, such balance of the statutory reserve must be maintained at a minimum of 25% of the capital after such usages.

附註 i: 本集團之繳入盈餘指本公司股份於一九九六年香港聯合交易所有限公司主板上市前，根據重組所收購附屬公司之股份面值與作為交換而發行之本公司股份面值之差額。

附註 ii: 根據中華人民共和國(「中國」)公司法及中國附屬公司之組織章程細則，於中國註冊之附屬公司應當提取每年法定純利的10%列入法定儲備。每年法定純利乃根據對中國成立之企業適用之有關法定規則及法規釐定(已抵銷任何先前年度虧損)。倘該法定儲備餘額累計為公司資本的50%，則可選擇性進一步提取。法定儲備可用於抵銷先前年度之虧損或增加股本。然而，該法定儲備之餘額於如此使用後，必須最少維持於資本之25%。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2013 截至二零一三年六月三十日止六個月

		Six months ended	
		30.6.2013	30.6.2012
		HK\$'000	HK\$'000
		(unaudited)	(unaudited)
		截至下列日期止六個月	
		二零一三年	二零一二年
		六月三十日	六月三十日
		千港元	千港元
		(未經審核)	(未經審核)
Net cash from (used in) operating activities	經營業務所得(所用)之現金淨額	14,455	(77,740)
Net cash used in investing activities	投資活動所用之現金淨額	(8,362)	(901)
Net cash used in financing activities	融資活動所用之現金淨額	-	(8,235)
Net increase (decrease) in cash and cash equivalents	現金及現金等值項目之增加(減少)淨額	6,093	(86,876)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	236,345	302,883
Effect of foreign exchange rate changes	匯率變動之影響	533	154
Cash and cash equivalents at 30 June, represented by bank balances and cash	於六月三十日之現金及現金等值項目，以銀行結餘及現金列帳	242,971	216,161

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for financial instruments, which are measured at 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 30 June 2013 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2012.

In the current interim period, the Group has applied, for the first time, the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009 – 2011 Cycle
Amendments to HKFRS 1	First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
HKAS 19 (as revised in 2011)	Employee Benefits
HKAS 27 (as revised in 2011)	Separate Financial Statements
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

1. 編製基準

簡明綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號(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(「上市規則」)附錄十六之適用披露規定編製。

2. 主要會計政策

簡明綜合財務報表以歷史成本法編製，惟以公平值計量(如適用)之財務工具除外。

除下文所述者外，截至二零一三年六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編製本集團截至二零一二年十二月三十一日止年度之年度財務報表所依循者一致。

本集團於本中期期間首次應用以下由香港會計師公會頒佈與編製本集團簡明綜合財務報表相關之新訂及經修訂香港財務報告準則(「香港財務報告準則」)：

香港財務報告準則之修訂本	香港財務報告準則二零零九年至二零一一年週期之年度改進
香港財務報告準則第1號之修訂本	首次採納香港財務報告準則 – 政府貸款
香港財務報告準則第7號之修訂本	披露 – 財務資產及財務負債對銷
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂本	綜合財務報表、聯合安排及披露於其他實體之權益：過渡指引
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第13號	公平值計量
香港會計準則第1號之修訂本	其他全面收入項目呈列
香港會計準則第19號 (於二零一一年修訂)	僱員福利
香港會計準則第27號 (於二零一一年修訂)	獨立財務報表
香港會計準則第28號 (於二零一一年修訂)	聯營公司及合營企業投資
香港(國際財務匯報詮釋委員會) – 詮釋第20號	露天礦場生產階段之剝採成本

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

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

The Group has not early applied the following new or revised Hong Kong Accounting Standards (“HKASs”), HKFRSs, amendments and interpretation that have been issued but are not yet effective.

Amendments to HKFRS 7 and HKFRS 9	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ²
HKFRS 9	Financial Instruments ²
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities ¹
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ¹
Amendments to HKAS 36	Recoverable Amount for Non-Financial Assets ¹
Amendments to HKAS 39	Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting ¹
HK(IFRIC) Int 21	Levies

¹ Effective for annual periods beginning on or after 1 January 2014.

² Effective for annual periods beginning on or after 1 January 2015.

Save as disclosed in the annual report for the year ended 31 December 2012, the directors of the Company anticipate that the application of the other new and revised standards and amendments issued but not yet effective will have no material impact on the results and the financial position of the Group.

2. 主要會計政策(續)

在本中期期間應用上述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內所呈報金額及／或該等簡明綜合財務報表所載之披露事項並無重大影響。

本集團並無提前應用下列已頒佈但尚未生效之新訂或經修訂香港會計準則(「香港會計準則」)、香港財務報告準則、修訂及詮釋。

香港財務報告準則第7號及香港財務報告準則第9號之修訂本	香港財務報告準則第9號之強制性生效日期及過渡披露 ²
香港財務報告準則第9號	財務工具 ²
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號之修訂本	投資實體 ¹
香港會計準則第32號之修訂本	財務資產及財務負債對銷 ¹
香港會計準則第36號之修訂本	非財務資產可收回金額 ¹
香港會計準則第39號之修訂本	財務工具：確認及計量－衍生工具之變更及套期會計之延續 ¹
香港(國際財務匯報詮釋委員會)詮釋第21號	徵費 ¹

¹ 於二零一四年一月一日或以後開始之全年期間生效。

² 於二零一五年一月一日或以後開始之全年期間生效。

除截至二零一二年十二月三十一日止年度之年報所披露者外，本公司董事預期採用已發行但尚未生效的其他新訂及經修訂之準則及修訂對本集團的業績及財務狀況並無重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

3. TURNOVER

Turnover represents the amounts received and receivable from manufacture and sales of coal, provision of international air and sea freight forwarding services, gross proceeds from disposal of investments held for trading and dividend income during the period.

3. 營業額

營業額指於期內因製造及銷售煤炭、提供國際航空及海上貨運服務而已收及應收之款項、出售持作交易投資之所得款項總額以及股息收入。

		Six months ended	
		30.6.2013	30.6.2012
		HK\$'000	HK\$'000
		(unaudited)	(unaudited)
		截至下列日期止六個月	
		二零一三年	二零一二年
		六月三十日	六月三十日
		千港元	千港元
		(未經審核)	(未經審核)
Manufacture and sales of coal	製造及銷售煤炭	36,347	39,184
Provision of international air and sea freight forwarding services	提供國際航空及海上貨運服務	4,231	3,277
Gross proceeds from disposal of investments held for trading	出售持作交易投資之所得款項總額	4,312	24,099
Dividend income from investments held for trading	持作交易投資之股息收入	279	1,554
		45,169	68,114

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. REVENUE AND SEGMENTAL INFORMATION

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

Six months ended 30 June 2013 (unaudited)

4. 收益及分部資料

本集團按報告分部劃分之收益及業績分析如下：

截至二零一三年六月三十日止六個月(未經審核)

		International air and sea freight forwarding HK\$'000 國際航空及 海上貨運 千港元	Securities trading HK\$'000 證券買賣 千港元	Manufacture and sales of coal HK\$'000 製造及 銷售煤炭 千港元	Total HK\$'000 總計 千港元
Turnover	營業額	4,231	4,591	36,347	45,169
Revenue External	收益 對外	4,231	279	36,347	40,857
Segment profit (loss)	分部溢利(虧損)	245	(5,371)	(13,403)	(18,529)
Unallocated corporate expenses	未分配集團開支				(4,185)
Unallocated other income	未分配其他收入				461
Finance costs	融資成本				(1,265)
Loss before tax	除稅前虧損				(23,518)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

Six months ended 30 June 2012 (unaudited)

4. 收益及分部資料(續)

截至二零一二年六月三十日止六個月(未經審核)

		International air and sea freight forwarding HK\$'000 國際航空及 海上貨運 千港元	Securities trading HK\$'000 證券買賣 千港元	Manufacture and sales of coal HK\$'000 製造及 銷售煤炭 千港元	Total HK\$'000 總計 千港元
Turnover	營業額	3,277	25,653	39,184	68,114
Revenue External	收益 對外	3,277	1,554	39,184	44,015
Segment (loss) profit	分部(虧損)溢利	(9)	(11,090)	11,000	(99)
Unallocated corporate expenses	未分配集團開支				(4,640)
Unallocated other income	未分配其他收入				1,572
Finance costs	融資成本				(1,114)
Loss before tax	除稅前虧損				(4,281)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED)

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

4. 收益及分部資料(續)

下文為本集團按報告分部劃分之資產及負債分析。

		International air and sea freight forwarding HK\$'000 國際航空及 海上貨運 千港元	Securities trading HK\$'000 證券買賣 千港元	Manufacture and sales of coal HK\$'000 製造及 銷售煤炭 千港元	Total HK\$'000 總計 千港元
At 30 June 2013 (unaudited)	於二零一三年 六月三十日 (未經審核)				
Segment assets	分部資產	2,413	12,507	174,847	189,767
		International air and sea freight forwarding HK\$'000 國際航空及 海上貨運 千港元	Securities trading HK\$'000 證券買賣 千港元	Manufacture and sales of coal HK\$'000 製造及 銷售煤炭 千港元	Total HK\$'000 總計 千港元
At 31 December 2012 (audited)	於二零一二年 十二月三十一日 (經審核)				
Segment assets	分部資產	800	21,272	176,657	198,729
		International air and sea freight forwarding HK\$'000 國際航空及 海上貨運 千港元	Securities trading HK\$'000 證券買賣 千港元	Manufacture and sales of coal HK\$'000 製造及 銷售煤炭 千港元	Total HK\$'000 總計 千港元
At 30 June 2013 (unaudited)	於二零一三年 六月三十日 (未經審核)				
Segment liabilities	分部負債	2,219	-	15,631	17,850

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

4. REVENUE AND SEGMENTAL INFORMATION (CONTINUED) 4. 收益及分部資料(續)

		International air and sea freight forwarding HK\$'000 國際航空及 海上貨運 千港元	Securities trading HK\$'000 證券買賣 千港元	Manufacture and sales of coal HK\$'000 製造及 銷售煤炭 千港元	Total HK\$'000 總計 千港元
At 31 December 2012 (audited)	於二零一二年 十二月三十一日 (經審核)				
Segment liabilities	分部負債	1,305	-	13,072	14,377

5. FINANCE COSTS 5. 融資成本

		Six months ended	
		30.6.2013 HK\$'000 (unaudited)	30.6.2012 HK\$'000 (unaudited)
		截至下列日期止六個月	
		二零一三年 六月三十日 千港元 (未經審核)	二零一二年 六月三十日 千港元 (未經審核)
Interest on:	利息：		
- loan from a related company	- 關連公司貸款	-	263
- loan from a non-controlling interests of a subsidiary	- 附屬公司非控股權益貸款	1,265	766
Others	其他	-	85
		1,265	1,114

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6. LOSS BEFORE TAX

6. 除稅前虧損

		Six months ended	
		30.6.2013	30.6.2012
		HK\$'000	HK\$'000
		(unaudited)	(unaudited)
		截至下列日期止六個月	
		二零一三年	二零一二年
		六月三十日	六月三十日
		千港元	千港元
		(未經審核)	(未經審核)
Loss before tax has been arrived at after charging (crediting) the following items:	除稅前虧損乃經扣除(計入)下列各項後達致：		
Auditors' remuneration	核數師酬金	516	446
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,142	3,064
Amortisation of prepaid lease payment	預付租金攤銷	67	12
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事酬金)	3,643	2,588
Cost of inventories recognised as an expenses	確認為開支之存貨成本	40,419	26,168
Minimum lease payments under operating lease charges	經營租賃支出之最低租金	966	919
Net exchange gain (include in other income)	匯兌收益淨額(計入其他收入)	(1,061)	(263)
Compensation paid for cancellation of a sale agreement (included in administrative and other expenses)	取消銷售協議支付之賠償金(計入行政及其他開支)	2,057	-
Interest income (include in other income)	利息收入(計入其他收入)	(493)	(1,309)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

7. INCOME TAX EXPENSE

7. 所得稅開支

		Six months ended	
		30.6.2013	30.6.2012
		HK\$'000	HK\$'000
		(unaudited)	(unaudited)
		截至下列日期止六個月	
		二零一三年	二零一二年
		六月三十日	六月三十日
		千港元	千港元
		(未經審核)	(未經審核)
Current tax:	當期稅項：		
Hong Kong Profits Tax	香港利得稅	-	-
PRC Enterprise Income Tax	中國企業所得稅	-	1,667
		-	1,667
Under provision in prior years:	過往年度撥備不足：		
PRC Enterprise Income Tax	中國企業所得稅	145	-
		145	1,667

No provision for PRC Enterprise Income Tax had been made for the period ended 30 June 2013 as the Group had no assessable profit for the period.

由於本集團於期內並無應課稅溢利，故並無就截至二零一三年六月三十日止期間之中國企業所得稅計提撥備。

No provision for Hong Kong Profits Tax had been made for the periods ended 30 June 2013 and 30 June 2012 as the Group had no assessable profit for the periods.

由於本集團於期內並無應課稅溢利，故並無就截至二零一三年六月三十日及二零一二年六月三十日止期間之香港利得稅計提撥備。

8. DIVIDENDS

No dividend were paid, declared or proposed during the interim period. The directors of the Company have determined that no dividend will be paid in respect of the interim period (six months ended 30 June 2012: Nil).

8. 股息

於中期期間內並無派付、宣派或建議任何股息。本公司董事決議將不會就中期期間派付股息(截至二零一二年六月三十日止六個月：無)。

9. LOSS PER SHARE

The calculation of the basic loss per share for the period ended 30 June 2013 is based on the loss for the period attributable to the owners of the Company of approximately HK\$16,763,000 (six months ended 30 June 2012: loss for the period of approximately HK\$9,216,000) and on the weighted average number of 2,431,670,845 (six months ended 30 June 2012: 2,431,670,845) ordinary shares in issue during the period.

9. 每股虧損

截至二零一三年六月三十日止期間之每股基本虧損乃根據本公司擁有人應佔期內虧損約16,763,000港元(截至二零一二年六月三十日止六個月：期內虧損約9,216,000港元)及期內已發行普通股加權平均數2,431,670,845股(截至二零一二年六月三十日止六個月：2,431,670,845股)計算。

The computation of diluted loss per share does not assume the exercise of the Company's outstanding share options because the exercise price of those option is higher than the average market price for shares for the both periods ended 30 June 2013 and 30 June 2012.

截至二零一三年六月三十日及二零一二年六月三十日止兩個期間，由於本公司尚未行使購股權之行使價高於股份平均市價，故計算每股攤薄虧損時並無假設該等購股權獲行使。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND PREPAID LEASE PAYMENT

During the period ended 30 June 2013, the Group spent approximately HK\$68,000 (six month ended 30 June 2012: HK\$2,256,000) and approximately HK\$12,066,000 (six months ended 30 June 2012: Nil) on property, plant and equipment and prepaid lease payment respectively.

11. TRADE AND OTHER RECEIVABLES

The Group allows an average credit period normally ranging from 30 days to 120 days to its trade customers.

The following is an aged analysis of trade receivables by age, presented based on the invoice date, which approximate the revenue recognition date, net of allowance for doubtful debt.

10. 物業、廠房及設備以及預付租金之變動

於截至二零一三年六月三十日止期間，本集團之物業、廠房及設備以及預付租金開支分別約為68,000港元(截至二零一二年六月三十日止六個月：2,256,000港元)及約為12,066,000港元(截至二零一二年六月三十日止六個月：零)。

11. 應收帳款及其他應收款項

本集團給予貿易客戶之平均信貸期一般介乎30日至120日之間。

以下為按發票日期(與收入確認日期相若)呈列之實際應收帳款(已扣除呆帳撥備)帳齡分析。

		30.6.2013	31.12.2012
		HK\$'000	HK\$'000
		(unaudited)	(audited)
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		千港元	千港元
		(未經審核)	(經審核)
0-30 days	0至30日	739	2,868
31-60 days	31至60日	48	186
61-90 days	61至90日	19,621	13
91-120 days	91至120日	320	43,805
Over 120 days	超過120日	37,608	10,830
Trade receivables	應收帳款	58,336	57,702
Bills receivables	應收票據	-	2,455
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	3,234	8,917
		61,570	69,074

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

12. INVESTMENT PROPERTY CLASSIFIED AS HELD FOR SALE

On 10 December 2012, the Group entered into a sale and purchase agreement with an independent third party to dispose of an investment property at a cash consideration of HK\$3,000,000. Accordingly, the investment property of HK\$3,000,000 was reclassified to investment property classified as held for sale in the consolidated statement of financial position as at 31 December 2012. The aforesaid disposal had been completed on 28 February 2013.

13. TRADE AND OTHER PAYABLES

The following is an analysis of trade payables by age, presented based on the invoice date.

		30.6.2013	31.12.2012
		HK\$'000	HK\$'000
		(unaudited)	(audited)
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		千港元	千港元
		(未經審核)	(經審核)
0–30 days	0至30日	2,913	716
61–90 days	61至90日	5	9
Over 90 days	超過90日	2,730	4,736
Trade payables	應付帳款	5,648	5,461
Accrued charges and other payables	應計費用及其他應付款項	44,474	31,531
		50,122	36,992

14. LOAN FROM A NON-CONTROLLING INTEREST OF A SUBSIDIARY

The amount is unsecured and non-trade in nature, other than an amount of approximately HK\$36,460,000 (31 December 2012: HK\$36,460,000) carries interest at 2% (31 December 2012: 2%) over Hong Kong prime rate per annum and repayable within 1 year, the remaining balance is interest-free and repayable on demand.

12. 分類為持作出售的投資物業

於二零一二年十二月十日，本集團與一名獨立第三方訂立買賣協議，出售一項投資物業，現金代價為3,000,000港元。故此，3,000,000港元之投資物業於二零一二年十二月三十一日之綜合財務狀況表由投資物業重新分類為持作出售。上述出售事項已於二零一三年二月二十八日完成。

13. 應付帳款及其他應付款項

以下為按發票日期呈列之應付帳款帳齡分析。

14. 附屬公司非控股權益貸款

該款項為無抵押及屬非貿易性質，除一筆為數約36,460,000港元(二零一二年十二月三十一日：36,460,000港元)之款項按年利率香港最優惠利率加2厘(二零一二年十二月三十一日：2厘)計息及須於一年內償還外，餘額均為免息及須應要求償還。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

15. SHARE CAPITAL

15. 股本

		Number of shares '000 股份數目 千股	Share capital HK\$'000 股本 千港元
Ordinary shares of HK\$0.05 each	每股面值0.05港元之普通股		
Authorised:	法定：		
At 1 January 2012 (audited), 31 December 2012 (audited), 1 January 2013 (audited) and 30 June 2013 (unaudited)	於二零一二年一月一日(經審核)、二零一二年十二月三十一日(經審核)、二零一三年一月一日(經審核)及二零一三年六月三十日(未經審核)	50,000,000	2,500,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2012 (audited), 31 December 2012 (audited), 1 January 2013 (audited) and 30 June 2013 (unaudited)	於二零一二年一月一日(經審核)、二零一二年十二月三十一日(經審核)、二零一三年一月一日(經審核)及二零一三年六月三十日(未經審核)	2,431,671	121,584

16. OPERATING LEASES COMMITMENTS

The Group as lessee

As at 30 June 2013, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

16. 經營租約承擔

本集團作為承租人

於二零一三年六月三十日，本集團根據於下列期限屆滿之不可撤銷經營租約之日後最低租金承擔如下：

		30.6.2013 HK\$'000 (unaudited) 二零一三年 六月三十日 千港元 (未經審核)	31.12.2012 HK\$'000 (audited) 二零一二年 十二月三十一日 千港元 (經審核)
Within one year	一年內	1,843	1,846
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	782	1,705
		2,625	3,551

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

17. CONTINGENT LIABILITIES

At 30 June 2013, the Group provided a financial guarantee of approximately HK\$61,000 (31 December 2012: HK\$63,000) to an independent third party for the assurance of the payment from their customers.

18. CAPITAL COMMITMENTS

17. 或然負債

於二零一三年六月三十日，本集團就保障彼等的客戶支付款項向一名獨立第三方提供一項財務擔保約61,000港元(二零一二年十二月三十一日：63,000港元)。

18. 資本承擔

	30.6.2013 HK\$'000 (unaudited) 二零一三年 六月三十日 千港元 (未經審核)	31.12.2012 HK\$'000 (audited) 二零一二年 十二月三十一日 千港元 (經審核)
Capital expenditure in respect of construction of property, plant and equipment contracted for but not provided	2	10
已訂約但未撥備之物業、廠房及設備工程資本開支		

19. RELATED PARTY DISCLOSURES

Save as disclosed elsewhere in the condensed consolidated financial statements, the Group also entered into the following transactions with related parties:

- (a) During the period ended 30 June 2013, loan interest of nil (2012: HK\$ 263,000) and approximately HK\$1,265,000 (2012: HK\$766,000) was paid by the Group to a related company and a non-controlling interest of a subsidiary respectively.

19. 關連方披露

除於簡明綜合財務報表所披露者外，本集團亦與關連方訂立下列交易：

- (a) 於截至二零一三年六月三十日止期間，本集團向一間關連公司及一間附屬公司非控股權益分別支付貸款利息零港元(二零一二年：263,000港元)及約1,265,000港元(二零一二年：766,000港元)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

19. RELATED PARTY DISCLOSURES (CONTINUED)

(b) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management for the both periods ended 30 June 2013 and 2012 was as follows:

		Six months ended	
		30.6.2013	30.6.2012
		HK\$'000	HK\$'000
		(unaudited)	(unaudited)
		截至下列日期止六個月	
		二零一三年	二零一二年
		六月三十日	六月三十日
		千港元	千港元
		(未經審核)	(未經審核)
Short-term benefits	短期福利	815	735
Post-employment benefits	離職後福利	8	6
		823	741

20. CONTINGENCY

On 17 April 2013, the Company, as one of the respondents, and certain of its former directors have been served a petition (the "Petition") by the Securities and Futures Commission in relation to certain past transactions of the Group. The hearing for preliminary directions relating to the Petition was heard in the High Court on 31 July 2013. A second hearing for further directions will be heard at the High Court upon compliance of the order in the previous hearing. The directors of the Company consider that the Petition does not have significant financial and operating impact on the Group.

Details of the Petition are set out in the announcements of the Company dated 18 April 2013 and 31 July 2013.

19. 關連方披露(續)

(b) 主要管理人員薪酬

本公司董事及其他主要管理人員於截至二零一三年及二零一二年六月三十日止兩個期間之酬金如下：

20. 或有事項

於二零一三年四月十七日，本公司(作為其中一名應訊方)及其若干前任董事收到證券及期貨事務監察委員會就本集團若干過往交易提出之呈請(「呈請」)。有關呈請已於二零一三年七月三十一日在高等法院展開首次聆訊。於遵從上一次聆訊指令後，第二次聆訊將在法院展開作進一步指示。本公司董事認為呈請對本集團之財務及經營並無造成重大影響。

有關呈請之詳情載於本公司日期為二零一三年四月十八日及二零一三年七月三十一日之公佈內。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

21. EVENTS AFTER THE REPORTING PERIOD

On 11 June 2013, the Company as the purchaser entered into a memorandum of understanding (“MOU”) with Rich Planet Investments Limited, Noble Justice Holdings Limited and Evergreen Lake International Limited (the “Vendors”) as the vendors in relation to a possible acquisition of the entire issued share capital of Lead Best Asia Company Limited (the “Target Company”). Details in relation to the MOU are set out in the Company’s announcement dated 13 June 2013.

On 16 August 2013, the Company entered into an acquisition agreement with the Vendors, pursuant to which the Company conditionally agreed to purchase the Target Company. Details of the Acquisition will be set out in an announcement of the Company to be released to the public in due course.

21. 報告期後事項

於二零一三年六月十一日，本公司(作為買方)與 Rich Planet Investments Limited、Noble Justice Holdings Limited 及 Evergreen Lake International Limited(「該等賣方」)(作為賣方)就可能收購Lead Best Asia Company Limited(「目標公司」)之全部已發行股本訂立諒解備忘錄(「諒解備忘錄」)。有關諒解備忘錄之詳情載於本公司日期為二零一三年六月十三日之公佈內。

於二零一三年八月十六日，本公司與該等賣方訂立收購協議，據此本公司有條件同意購買目標公司。收購事項之詳情將載於本公司在適當時間向公眾人士刊發之公佈內。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL HIGHLIGHTS

財務摘要

		Six months ended 30 June	
		2013	2012
		HK\$'M	HK\$'M
		截至六月三十日止六個月	
		二零一三年	二零一二年
		百萬港元	百萬港元
Financial Results Highlight	財務業績摘要		
Turnover	營業額	45.2	68.1
Gross (loss) profit	(毛損)毛利	(2.8)	15.3
Other operating loss (net)	其他經營虧損(淨額)	(4.1)	(10.7)
Total expenses	支出總額	(16.7)	(9.0)
Net loss before taxation & non-controlling interests	未扣除稅項及非控股權益前之虧損淨額	(23.5)	(4.3)
Net loss after taxation & non-controlling interests	經扣除稅項及非控股權益後之虧損淨額	(16.8)	(9.2)
		30 June	31 December
		2013	2012
		HK\$'M	HK\$'M
		二零一三年	二零一二年
		六月三十日	十二月三十一日
		百萬港元	百萬港元
Extract of Financial Position	財務狀況節錄		
Total assets	資產總值	440.2	447.8
Total liabilities	負債總額	(104.3)	(90.9)
Net current assets	流動資產淨值	231.0	262.4
Bank balances and cash	銀行結餘及現金	243.0	236.3
Total net assets	資產淨值總額	335.9	356.8

OVERVIEW

For the six months ended 30 June 2013, the Group's turnover was approximately HK\$45.2 million, representing a decrease of 33.6% as compared with HK\$68.1 million in last corresponding period. The Group recorded a gross loss of approximately HK\$2.8 million for the six months ended 30 June 2013, compared with a gross profit of approximately HK\$15.3 million in last corresponding period. Finally, the net loss for the period attributable to equity shareholders of the Company reached approximately HK\$16.8 million, representing an increase of 82.6% as compared with the net loss of approximately HK\$9.2 million in last corresponding period. Such increase is principally due to the deteriorated result of the Group's coal business.

概覽

截至二零一三年六月三十日止六個月，本集團之營業額約為45,200,000港元，較去年同期之68,100,000港元減少33.6%。本集團截至二零一三年六月三十日止六個月錄得毛損約為2,800,000港元，而去年同期則錄得毛利約為15,300,000港元。最後，本公司權益股東應佔期內虧損淨額達致約16,800,000港元，較去年同期之虧損淨額約9,200,000港元增加82.6%。該增加主要由於本集團之煤炭業務業績轉壞所致。

Management Discussion and Analysis

管理層討論及分析

BUSINESS AND FINANCIAL REVIEW

Coal Business

For the six months ended 30 June 2013, the turnover of the Group's coal business amounted to approximately HK\$36.3 million (30 June 2012: approximately HK\$39.1 million). Due to the continuous decline in the price of and the demand for coal products in the PRC market in 2013, the Group turned to have a gross loss of approximately HK\$4.1 million in this core business for the six months ended 30 June 2013 (30 June 2012: gross profit of approximately HK\$13.0 million). Coupled with the increase in selling, distribution and sales related expenses, this business segment incurred a loss of approximately HK\$13.4 million for the six months ended 30 June 2013 (30 June 2012: segment profit of approximately HK\$11.1 million).

Freight Forwarding Business

For the six months ended 30 June 2013, the turnover of the Group's freight forwarding business amounted to approximately HK\$4.2 million (30 June 2012: approximately HK\$3.3 million). Corresponding gross profit of approximately HK\$1.0 million and segment profit of approximately HK\$245,000 were made for the six months ended 30 June 2013 respectively (30 June 2012: gross profit of approximately HK\$0.8 million and segment loss of approximately HK\$9,000). There was no significant change in the Group's strategy and plan in its freight forwarding business. The improvement in this segment is mainly attributable to the moderate recovery in the freight forwarding industry after a long time downturn.

Securities Investment Business

For the six months ended 30 June 2013, the turnover of the Group's securities investment business amounted to approximately HK\$4.6 million (30 June 2012: approximately HK\$25.6 million). During the six-month period, the Group recorded a realised loss of approximately HK\$1.3 million (30 June 2012: approximately HK\$6,000) and net unrealised loss of the listed securities of approximately HK\$4.3 million (30 June 2012: approximately HK\$12.2 million). For the six months ended 30 June 2013, the Group received dividend income of approximately HK\$0.3 million (30 June 2012: approximately HK\$1.6 million). As at 30 June 2013, the Group was holding trading securities of approximately HK\$11.3 million in value (31 December 2012: approximately HK\$21.3 million).

業務及財務回顧

煤炭業務

截至二零一三年六月三十日止六個月，本集團煤炭業務之營業額約為36,300,000港元(二零一二年六月三十日：約39,100,000港元)。由於二零一三年中國市場之煤炭產品價格及需求持續下降，本集團截至二零一三年六月三十日止六個月於此核心業務錄得毛損約4,100,000港元(二零一二年六月三十日：毛利約13,000,000港元)。加上銷售、分銷及銷售相關開支增加，此業務分部於截至二零一三年六月三十日止六個月產生虧損約13,400,000港元(二零一二年六月三十日：分部溢利約11,100,000港元)。

貨運業務

截至二零一三年六月三十日止六個月，本集團貨運業務之營業額約為4,200,000港元(二零一二年六月三十日：約3,300,000港元)。於截至二零一三年六月三十日止六個月，分別錄得相關毛利約1,000,000港元及分部溢利約245,000港元(二零一二年六月三十日：毛利約800,000港元及分部虧損約9,000港元)。本集團對旗下貨運業務之策略及計劃並無重大變化。此分部之營業額改善主要是由於貨運行業長時間低迷後穩步復甦所致。

證券投資業務

截至二零一三年六月三十日止六個月，本集團證券投資業務之營業額約為4,600,000港元(二零一二年六月三十日：約25,600,000港元)。於六個月期內，本集團上市證券錄得已變現虧損約1,300,000港元(二零一二年六月三十日：約6,000港元)及未變現虧損淨額約4,300,000港元(二零一二年六月三十日：約12,200,000港元)。截至二零一三年六月三十日止六個月，本集團已收到股息收入約300,000港元(二零一二年六月三十日：約1,600,000港元)。於二零一三年六月三十日，本集團持有之交易證券價值約11,300,000港元(二零一二年十二月三十一日：約21,300,000港元)。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND CASHFLOW RESOURCES

As at 30 June 2013, the equity and net current assets of the Group amounted to approximately HK\$335.9 million (31 December 2012: approximately HK\$356.8 million) and HK\$231.0 million (31 December 2012: approximately HK\$262.4 million) respectively. On the same date, the Group had bank balances and cash of approximately HK\$243.0 million (31 December 2012: HK\$236.3 million) and the current ratio was 3.26 (31 December 2012: 3.95).

As at 30 June 2013, the gearing ratio of the Group was 0.08 (31 December 2012: 0.08). The gearing ratio is measured on the basis of interest bearing borrowings over total assets. As at 30 June 2013, the interest bearing borrowings and total asset of the Group amounted to approximately HK\$36.5 million (31 December 2012: approximately HK\$36.5 million) and HK\$440.2 million (31 December 2012: approximately HK\$447.8 million) respectively.

The Group kept strong cash position. The Group has sufficient and readily available financial resources for both general working capital purpose and feasible acquisition of potential investments in the PRC when the Group encounter or contemplate in the future.

PLEDGE OF ASSETS

As at 30 June 2013 and 2012, none of the Group's securities were pledged to brokers to secure the margin loan. As at 30 June 2013 and 2012, no other significant assets were pledged to banks to secure general banking facilities granted to the Group.

CONTINGENT LIABILITIES

As at 30 June 2013, the Group provided a financial guarantee of approximately HK\$61,000 (31 December 2012: approximately HK\$63,000) to an independent third party for the assurance of the payment from their customers.

CAPITAL EXPENDITURE

During the six months ended 30 June 2013, the Group incurred approximately HK\$12.1 million as capital expenditure mainly in respect of an acquisition of a land use right classified under prepaid lease payment which was funded by the Group's internal resources.

During the six months ended 30 June 2012, the Group had no material capital expenditure.

流動資金及流動現金資源

於二零一三年六月三十日，本集團之權益及流動資產淨值分別約為335,900,000港元(二零一二年十二月三十一日：約356,800,000港元)及231,000,000港元(二零一二年十二月三十一日：約262,400,000港元)。同日，本集團有銀行結餘及現金約243,000,000港元(二零一二年十二月三十一日：236,300,000港元)，流動比率為3.26(二零一二年十二月三十一日：3.95)。

於二零一三年六月三十日，本集團之負債資產比率為0.08(二零一二年十二月三十一日：0.08)。負債資產比率乃依照計息借款除以資產總值計量。於二零一三年六月三十日，本集團之計息借款及資產總值分別約為36,500,000港元(二零一二年十二月三十一日：約36,500,000港元)及440,200,000港元(二零一二年十二月三十一日：約447,800,000港元)。

本集團之現金水平十分穩健。本集團有充裕及可隨時使用之財務資源，既可用作一般營運資金，而本集團日後在中國可能出現或擬進行潛在投資時，也可投入作出可行收購。

資產抵押

於二零一三年及二零一二年六月三十日，本集團並無將證券抵押予經紀行，作為孖展貸款之擔保。於二零一三年及二零一二年六月三十日，本集團並無其他重大之資產抵押予銀行，作為本集團獲授一般銀行融資之擔保。

或然負債

於二零一三年六月三十日，本集團向一名獨立第三方提供一項財務擔保約61,000港元(二零一二年十二月三十一日：約63,000港元)，以提供客戶付款保證。

資本開支

於截至二零一三年六月三十日止六個月內，本集團主要就收購歸類為預付租金項下之土地使用權產生約12,100,000港元之資本開支，有關款項由本集團內部資源撥付。

於截至二零一二年六月三十日止六個月，本集團並無重大資本開支。

Management Discussion and Analysis

管理層討論及分析

CAPITAL COMMITMENTS

The Group had no material capital expenditure contracted for but not provided in the consolidated financial statements as at 30 June 2013 and 31 December 2012.

SIGNIFICANT INVESTMENTS HELD

As at 30 June 2013, the Group held available-for-sale investments of approximately HK\$7.5 million (31 December 2012: approximately HK\$7.5 million) and held for trading investments of approximately HK\$11.3 million (31 December 2012: approximately HK\$21.3 million).

FOREIGN CURRENCY EXPOSURE

The Group's monetary assets, loans and transactions are principally denominated in Hong Kong dollars, Renminbi, Singapore dollars, and US dollars. During the period under review, there was no significant fluctuation in the exchange rates of the Hong Kong dollars, Singapore dollars and US dollars. The appreciation in the currency value of the Renminbi may have some impact especially on the Group's operation in the PRC. The monetary assets of the Group in US dollars are also subject to the risk of exchange rate fluctuation. The Group will take a prudent approach for this impact but currently do not engage in any derivative activities and have not committed to any financial instruments to hedge its balance sheet exposure.

EMPLOYEE AND HUMAN RESOURCES POLICY

As at 30 June 2013, the Group had 63 staff (31 December 2012: 92 staff). The remuneration of employees was determined with reference to the market circumstances, the Group's performance as well as individual qualification and experience. Pursuant to the Listing Rules, the staff of the Company's accounting and financial reporting function have adequate training programs and budget.

Pursuant to a share option scheme adopted on 22 May 2012 ("2012 Share Option Scheme"), the Board may grant options to, among other, its directors (including non-executive directors and independent non-executive directors), employees and any of its subsidiaries or associated companies, to subscribe for shares of the Company. During the period under review, no options were granted under the 2012 Share Option Scheme.

資本承擔

於二零一三年六月三十日及二零一二年十二月三十一日，本集團並無已訂約但未於綜合財務報表撥備之重大資本開支。

所持重大投資

於二零一三年六月三十日，本集團持有可出售投資約7,500,000港元(二零一二年十二月三十一日：約7,500,000港元)及持作交易投資約11,300,000港元(二零一二年十二月三十一日：約21,300,000港元)。

外匯風險

本集團之貨幣資產、貸款及交易主要以港元、人民幣、新加坡元及美元計值。於回顧期內，港元、新加坡元及美元之匯率並無重大波動。人民幣升值或會對本集團在中國之業務產生一定影響。本集團美元貨幣資產亦承受匯率波動風險。本集團將採取審慎措施應付有關影響，惟目前並無參與任何衍生工具活動，亦無使用任何財務工具對沖其資產負債表風險。

僱員及人力資源政策

於二零一三年六月三十日，本集團有63名員工(二零一二年十二月三十一日：92名員工)。僱員之薪酬乃經參考市況、本集團之表現、個人資歷及經驗釐定。按上市規則，本公司員工在履行會計及財務申報職能方面已接受足夠培訓及獲得充足預算。

根據二零一二年五月二十二日採納之購股權計劃(「二零一二年購股權計劃」)，董事會可授出購股權予(其中包括)本公司及其任何附屬公司或聯營公司之董事(包括非執行董事及獨立非執行董事)、僱員，以認購本公司之股份。於回顧期內，概無根據二零一二年購股權計劃授出購股權。

Management Discussion and Analysis

管理層討論及分析

MATERIAL ACQUISITION OR DISPOSAL

- (a) On 10 December 2012, the Group entered into a sale and purchase agreement with an independent third party to dispose of an investment property at a cash consideration of HK\$3,000,000. Accordingly, the investment property of HK\$3,000,000 was reclassified to investment property classified as held for sale in the consolidated statement of financial position as at 31 December 2012. The aforesaid disposal had been completed on 28 February 2013.
- (b) On 31 January 2013, Jet-Air (H.K.) Limited (“Jet-Air”), a wholly owned subsidiary of the Company, entered into a placing letter with KCG Securities Asia Limited (the “Placing Agent”) to subscribe for the convertible bonds and the promissory notes issued by North Asia Resources Holdings Limited, a company listed on the Main Board of the Stock Exchange, each in a principal amount of US\$7 million (equivalent to approximately HK\$54.6 million) respectively at their face values, which will be satisfied by cash. The aforesaid placing letter was terminated on 11 June 2013 by mutual agreement between Jet-Air and the Placing Agent. Details of the said subscription and reasons for termination are set out in the Company’s announcements dated 5 February 2013, 22 March 2013 and 13 June 2013.
- (c) On 10 April 2013, Gujiao City Hongxiang Coal Industry Co. Ltd., a non-wholly owned subsidiary of the Company, entered into the Contract for Grant of State-owned Construction Land Use Right with the Land Resources Bureau of Gujiao City to acquire the land use right of a land parcel 11026, with a site area of 49,661.56 square meters and is located at Yongshuqu Village, Xiqu Street, Gujiao City at a price of RMB9,400,000 (equivalent to approximately HK\$11,750,000). Details of the aforesaid acquisition are set out in the Company’s announcement dated 22 April 2013.

Save as disclosed above, there was no other material acquisition or disposal (including the acquisition or disposal of subsidiaries and associated companies) for the six months ended 30 June 2013.

INTERIM DIVIDEND

The Board of the Company has resolved not to recommend the payment of any interim dividend for the six months ended 30 June 2013 (30 June 2012: Nil).

重大收購或出售事項

- (a) 於二零一二年十二月十日，本集團與一名獨立第三方訂立買賣協議，以出售投資物業，現金代價為3,000,000港元。因此，於二零一二年十二月三十一日之綜合財務狀況表內，價值3,000,000港元的投資物業重新分類為持作出售的投資物業。上述出售已於二零一三年二月二十八日完成。
- (b) 於二零一三年一月三十一日，本公司一間全資附屬公司捷亞空運(香港)有限公司(「捷亞」)與寶通證券亞洲有限公司(「配售代理」)訂立配售函件，以按面值認購北亞資源控股有限公司(一間於聯交所主板上市的公司)的可換股債券及承兌票據，本金額各為7,000,000美元(相當於約54,600,000港元)，而代價將以現金結付。上述配售函件經捷亞與配售代理雙方協定後於二零一三年六月十一日終止。上述認購事項及終止理由之詳情載於本公司日期為二零一三年二月五日、二零一三年三月二十二日及二零一三年六月十三日之公佈內。
- (c) 於二零一三年四月十日，本公司一間非全資附屬公司古交市宏祥煤業有限公司與古交市國土資源局訂立國有建設用地使用權出讓合同，以收購11026號地塊之土地使用權，佔地49,661.56平方米，位於古交市西曲街道永樹曲村，價格為人民幣9,400,000元(相當於約11,750,000港元)。上述收購事項之詳情載於本公司日期為二零一三年四月二十二日之公佈內。

除上文所披露者外，於截至二零一三年六月三十日止六個月並無其他重大收購或出售事項(包括附屬公司及聯營公司之收購或出售事項)。

中期股息

本公司董事會已議決，建議截至二零一三年六月三十日止六個月不派付任何中期股息(二零一二年六月三十日：無)。

Management Discussion and Analysis

管理層討論及分析

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES

As at 30 June 2013, the interests and short positions of the directors and chief executives and their associates in the shares and underlying shares of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO") or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

Long Position in shares and underlying shares of the Company

董事及主要行政人員之股份權益及於股份中之淡倉

於二零一三年六月三十日，董事及主要行政人員以及彼等之聯繫人士於本公司及其相聯法團之股份及相關股份中，擁有記錄於本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置之登記冊或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

於本公司股份及相關股份之好倉

Name of Director	Capacity	Interest in shares	Percentage of the issued share capital of the Company
董事姓名	身份	股份權益	佔本公司已發行股本百分比
Mr. Huang Boqi ("Mr. Huang")	Interest in a controlled corporation	626,161,600	25.75%
黃伯麒先生（「黃先生」）	受控制公司權益	(Note) (附註)	

Note: 626,161,600 shares are held by Fortune Ever Investments Limited ("Fortune Ever") which is a wholly owned subsidiary of Capital Lane Holdings Limited ("Capital Lane"). The entire issued share capital of Capital Lane is held by Mr. Huang. Therefore, by virtue of the SFO, Mr. Huang is deemed to be interested in all the shares held by Fortune Ever.

附註：626,161,600 股股份由 Capital Lane Holdings Limited（「Capital Lane」）之全資附屬公司 Fortune Ever Investments Limited（「Fortune Ever」）持有。Capital Lane 全部已發行股本由黃先生持有。因此，按照證券及期貨條例，黃先生被視為擁有 Fortune Ever 所持全部股份之權益。

Save as disclosed above and other than certain nominee shares in the subsidiaries held by directors in trust for the Company or its subsidiaries, as at 30 June 2013, none of the directors and chief executives, nor their associates, had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations.

除上文所披露者，以及董事以信託形式為本公司或其附屬公司持有之若干附屬公司代名人股份外，於二零一三年六月三十日，董事及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任何股份及相關股份中概無擁有任何權益或淡倉。

Management Discussion and Analysis

管理層討論及分析

SHARE OPTIONS

(a) 2002 Share Option Scheme

A share option scheme (the “2002 Share Option Scheme”) was adopted by the Company on 18 March 2002. The 2002 Share Option Scheme was expired and terminated on 17 March 2012. Upon the termination of the 2002 Share Option Scheme, no further options would be granted under the 2002 Share Option Scheme but the options granted prior to such termination continued to be valid and exercisable in accordance with provision of the 2002 Share Option Scheme.

(b) 2012 Share Option Scheme

The 2012 Share Option Scheme was adopted by the Company pursuant to a resolution passed on 22 May 2012. Under the 2012 Share Option Scheme, the directors of the Company may invite, among others, any director (including non-executive director and independent non-executive director) and employee of the Company or any of its subsidiaries or associated companies or any suppliers of goods or services to the Group to take up options to subscribe for shares of the Company.

Upon the acceptance of the option, a nominal consideration of HK\$1.00 will be paid by each grantee for such lot of share option granted within 21 days from the date of offer of the option. The options are exercisable within ten years after the date of grant.

購股權

(a) 二零零二年購股權計劃

本公司於二零零二年三月十八日採納一項購股權計劃(「二零零二年購股權計劃」)。二零零二年購股權計劃已於二零一二年三月十七日屆滿及終止。於二零零二年購股權計劃終止後，本公司將不會根據二零零二年購股權計劃進一步授出購股權，惟於計劃終止前授出的購股權繼續有效，並可按二零零二年購股權計劃的條文予以行使。

(b) 二零一二年購股權計劃

本公司根據二零一二年五月二十二日通過的決議案採納二零一二年購股權計劃。根據二零一二年購股權計劃，本公司董事可邀請(其中包括)本公司或其任何附屬公司或聯營公司的任何董事(包括非執行董事及獨立非執行董事)及僱員，或本集團的任何貨品或服務供應商接納購股權，以認購本公司股份。

於接納購股權後，各承授人將於提出購股權要約當日起計21日內，就所獲授之該批購股權支付1.00港元之象徵式代價。購股權可於授出日期後十年內予以行使。

Management Discussion and Analysis

管理層討論及分析

SHARE OPTIONS (CONTINUED)

All outstanding options were granted under the 2002 Share Option Scheme. No option had been granted to any person for the six months ended 30 June 2013 and 2012 under the 2002 Share Option Scheme and 2012 Share Option Scheme. The following table discloses movements in the share options of the Company during the six months ended 30 June 2013:

購股權(續)

所有尚未行使購股權均根據二零零二年購股權計劃授出。截至二零一三年及二零一二年六月三十日止六個月，本公司概無根據二零零二年購股權計劃及二零一二年購股權計劃向任何人士授予購股權。下表披露本公司購股權於截至二零一三年六月三十日止六個月內的變動：

	Date of grant	Exercisable period	Exercise price	Outstanding as at 1.1.2013 於二零一三年一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Surrendered/ Lapsed during the period 期內 交回/作廢	Outstanding as at 30.6.2013 於二零一三年六月三十日 尚未行使
Other eligible persons 其他合資格人士	5.10.2004 二零零四年十月五日	5.10.2004 to 5.10.2014 二零零四年十月五日至 二零一四年十月五日	0.3170	5,618,729	—	—	—	5,618,729
	26.9.2005 二零零五年九月二十六日	26.9.2005 to 25.9.2015 二零零五年九月二十六日至 二零一五年九月二十五日	0.3695	67,649,498	—	—	—	67,649,498
	20.8.2007 二零零七年八月二十日	20.8.2007 to 20.8.2017 二零零七年八月二十日至 二零一七年八月二十日	0.6275	27,194,648	—	—	—	27,194,648
	7.9.2007 二零零七年九月七日	7.9.2007 to 7.9.2017 二零零七年九月七日至 二零一七年九月七日	0.6850	13,484,949	—	—	—	13,484,949
	28.9.2007 二零零七年九月二十八日	28.9.2007 to 28.9.2017 二零零七年九月二十八日至 二零一七年九月二十八日	0.7385	4,494,983	—	—	—	4,494,983
Total 總計				118,442,807				118,442,807

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance, to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the six months ended 30 June 2013.

董事之重大合約權益

於期終或截至二零一三年六月三十日止六個月內任何時間，本公司或其任何附屬公司概無訂有本公司董事直接或間接擁有重大權益之重大合約。

Management Discussion and Analysis

管理層討論及分析

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND SHORT POSITIONS IN SHARES

As at 30 June 2013, the interests and short positions of the following persons other than the directors or chief executive of the Company, in the Company's shares which fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO and which have been recorded in the register kept by the Company pursuant to Section 336 of the SFO:

主要股東之股份權益及於股份中之淡倉

於二零一三年六月三十日，按本公司根據證券及期貨條例第336條須存置之登記冊所記錄，以下各方（並非董事或本公司主要行政人員）於本公司股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露之權益及淡倉：

Name	Capacity	Interest in shares	Percentage of the Company's issued share capital
名稱	身份	股份權益	佔本公司已發行股本百分比
Capital Lane	Interest in a controlled corporation (Note 1) 受控制公司權益(附註1)	626,161,600	25.75%
Fortune Ever	Beneficial owner (Note 1) 實益擁有人(附註1)	626,161,600	25.75%
Great Soar Holdings Limited ("Great Soar") 鴻昇控股有限公司(「鴻昇」)	Beneficial owner (Note 2) 實益擁有人(附註2)	321,875,000	13.24%
Ms. Yuen Sze Man ("Ms. Yuen") 袁斯敏女士(「袁女士」)	Interest in a controlled corporation (Note 2) 受控制公司權益(附註2)	321,875,000	13.24%

Notes:

- (1) 626,161,600 shares are held by Fortune Ever which is a wholly owned subsidiary of Capital Lane. The entire issued share capital of Capital Lane is held by Mr. Huang. By virtue of the SFO, Capital Lane is deemed to be interested in all the shares held by Fortune Ever.
- (2) 321,875,000 shares are held by Great Soar. The entire issued share capital of Great Soar is held by Ms. Yuen. By virtue of the SFO, Ms. Yuen is deemed to be interested in all the shares held by Great Soar.

附註：

- (1) 626,161,600 股股份由 Capital Lane 之全資附屬公司 Fortune Ever 持有。Capital Lane 全部已發行股本由黃先生持有。按照證券及期貨條例，Capital Lane 被視為擁有 Fortune Ever 所持全部股份之權益。
- (2) 321,875,000 股股份由鴻昇持有。鴻昇全部已發行股本由袁女士持有。按照證券及期貨條例，袁女士被視為擁有鴻昇所持全部股份之權益。

Save as disclosed above, the Company had not been notified of any other relevant interests or short position in the issued share capital of the Company as at 30 June 2013.

除上文所披露者外，於二零一三年六月三十日，本公司並不知悉於本公司已發行股本之任何其他相關權益或淡倉。

Management Discussion and Analysis

管理層討論及分析

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2013.

COMPETING INTERESTS

None of the directors of the Company or their respective associates was interested in, apart from the Group's business, any businesses which competes or is likely to compete, either directly or indirectly, with businesses of the Group.

INTERNAL CONTROL

The Board acknowledges its responsibility for the Group's system of internal control to safeguard shareholder investment and reviewing the effectiveness of such on an annual basis pursuant to Code Provision C.2.1 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules (the "CG Code").

CORPORATE GOVERNANCE CODE OF THE LISTING RULES

In the opinion of the Board, save as disclosed below, none of the directors of the Company are aware of any information that would reasonably indicate that the Company was not for any part of the six months ended 30 June 2013 in compliance with CG Code.

Under Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Mr. Huang is the chairman of the Board. The Company currently has no such title as the chief executive. Given the current size and structure of the Company, the Board is of the view that though there is no chief executive, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meetings between the directors and the management are held from time to time to discuss issues relating to the operation of the Company. All directors are properly briefed on the matters arising at the Board meetings with adequate, complete and reliable information received in a timely manner. The Board also believes that the current structure is conducive to strong and consistent leadership, enabling the Company to make and implement decisions promptly and efficiently.

購買、出售及贖回上市證券

於截至二零一三年六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任何上市證券。

競爭性權益

除本集團業務外，本公司董事或彼等各自之聯繫人士概無於與本集團業務直接或間接競爭或可能競爭之任何業務中擁有權益。

內部監控

董事會確認其對本集團內部監控制度之責任，以保障股東投資，並已根據上市規則附錄十四所載企業管治守則(「企業管治守則」)之守則條文第C.2.1條每年檢討其成效。

上市規則之企業管治守則

董事會認為，除下文所披露者外，本公司董事並不知悉有任何資料，合理顯示本公司於截至二零一三年六月三十日止六個月內任何時間，未有遵守企業管治守則。

根據企業管治守則守則條文第A.2.1條，主席與行政總裁之角色應獨立分開，且不應由一人出任。主席及行政總裁之職責須明確區分，並以書面形式訂明。黃先生為董事會主席。本公司目前並無行政總裁一職。鑑於本公司現時之規模及架構，董事會認為儘管並無行政總裁，惟董事會乃由具經驗之人士組成，而董事會運作可確保權力與權限取得平衡，且董事與管理層會不時舉行會議，討論與本公司營運有關之事宜。全體董事對董事會會議上討論之事宜將得到適當瞭解，並及時獲得充分、完整及可靠數據。董事會亦相信，現時之架構有助建立強勢而貫徹之領導，使本公司可有效地適時作出及執行決策。

Management Discussion and Analysis

管理層討論及分析

CORPORATE GOVERNANCE CODE OF THE LISTING RULES (CONTINUED)

Although the responsibilities of the chairman is not set out in writing, power and authority are not concentrated in one individual and all major decisions are made in consultation with members of the Board and appropriate Board committees, as well as senior management. The Board will consider setting out in writing the roles and duties of the chairman in due course.

Going forward, the Board will periodically review the effectiveness of this arrangement, the board composition as well as division of responsibilities to enhance best interest of the Company and its shareholders as a whole.

Under Code Provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. All of the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation once every three years and eligible for re-election at the annual general meeting under the Company's Bye-laws.

Under Code Provision A.6.7 of the CG Code, the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Due to their various work commitments, one executive director and all independent non-executive directors of the Company were unable to attend the annual general meeting held on 20 May 2013; and one executive director and two independent non-executive directors of the Company were unable to attend the special general meeting held on 22 April 2013.

DISCLOSURE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Ms. Wong Yan Ki, Angel, the independent non-executive director of the Company, has retired as independent non-executive director of Oriental Unicorn Agricultural Group Limited, a company listed on the GEM board of the Stock Exchange (Stock Code: 8120) with effect from 24 May 2013.

上市規則之企業管治守則(續)

儘管主席之職責未以書面形式訂明，惟權力與權限並非集中於一人，且所有重大決策均由董事會成員、合適的董事委員會及高級管理層的諮詢後方作出。董事會將考慮於適當時候以書面方式列明主席之角色及職務。

展望將來，董事會將定期審閱該安排、董事會組成及責任區分的成效，以增加本公司及其股東之整體最佳利益。

根據企業管治守則守則條文第A.4.1條，非執行董事須以指定任期委任，惟須重選連任。所有本公司非執行董事之委任並無指定任期，惟須根據本公司之公司細則，每三年於股東週年大會上輪席告退一次及膺選連任。

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會及對公司股東的意見有公正的了解。由於有不同工作在身，本公司的一名執行董事及所有獨立非執行董事無法出席於二零一三年五月二十日舉行之股東週年大會；及本公司的一名執行董事及兩名獨立非執行董事無法出席於二零一三年四月二十二日舉行之股東特別大會。

根據上市規則第13.51B(1)條作出的董事資料披露

本公司之獨立非執行董事黃欣琪女士自二零一三年五月二十四日起退任東麟農業集團有限公司(一間於聯交所創業板上市之公司，股份代號：8120)之獨立非執行董事。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Audit Committee of the Company comprises three independent non-executive directors, namely, Mr. Zhou Mingchi, Ms. Wong Yan Ki, Angel and Mr. Zhang Liang.

The primary duties of the Audit Committee are to review the financial statements and reports and to review the adequacy and effectiveness of the Group's financial reporting system, internal control system and risk management system and associated procedures.

The Group's unaudited results for the six months ended 30 June 2013 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such financial statements complied with the applicable accounting standards and requirements of the Stock Exchange and legal requirements, and that adequate disclosures have been made.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions. All directors of the Company have confirmed, immediately following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code during the six months ended 30 June 2013.

PUBLICATION OF INTERIM REPORT

The interim results announcement has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk).

The 2013 Interim Report of the Company containing all the information required under Appendix 16 of the Listing Rules will be dispatched to the shareholders of the Company as well as published on the aforesaid websites in due course.

審計委員會

本公司之審計委員會由三名獨立非執行董事周明池先生、黃欣琪女士及張亮先生組成。

審計委員會之主要職務為審閱財務報表及報告及檢討本公司之財務申報制度、內部監控制度及風險管理制度與相關程序是否足夠及有效。

審計委員會已審閱本集團截至二零一三年六月三十日止六個月的未經審核業績，並認為財務報表的編製方式符合適用會計準則、聯交所規定及法律規定，且已作出充分披露。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易之行為守則。經本公司作出特定查詢後，本公司所有董事已確認，彼等於截至二零一三年六月三十日止六個月內一直遵守標準守則之規定標準。

刊登中期報告

中期業績公佈已於聯交所網站(www.hkexnews.hk)及本公司網站(www.cbgroup.com.hk)刊登。

載有根據上市規則附錄十六規定之所有資料之本公司二零一三年中期報告會於適當時候寄發予本公司股東並於上述網站刊登。

 **CHINA BEST**
國華集團

CHINA BEST GROUP HOLDING LIMITED
國華集團控股有限公司

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