



**Tomson Group**

**Rivera (Holdings) Limited**  
**川河集團有限公司**

Stock Code 股份代號 : 281

**INTERIM REPORT**  
**2013**  
**中期報告**



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# CORPORATE INFORMATION

## DIRECTORS

### Executive Directors

Ding Lei (*Chairman*)

Hsu Feng

Tong Albert

Gu Yiwei

Xu Mei

### Non-Executive Director

Sung Tze-Chun

### Independent Non-Executive Directors

Liang Jung-chi

Zhang Hong Bin

Sit Hing Kwok

## COMPANY SECRETARY

Lee Yuen Han

## REGISTERED OFFICE

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## AUDITOR

Deloitte Touche Tohmatsu

## SHARE REGISTRAR

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26th Floor, Tesbury Centre

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Telephone: 2980-1333

## SHARE LISTING

The Company's shares are listed on the  
Main Board of The Stock Exchange of  
Hong Kong Limited

Stock Code: 281

## INVESTOR RELATIONS

Please email to [ir@rivera.com.hk](mailto:ir@rivera.com.hk) or  
write to the Company's registered office

Website: <http://www.rivera.com.hk>

## 公司資料

### 董事

#### 執行董事

丁 磊 (主席)  
徐 楓  
湯子同  
谷奕偉  
許 玫

#### 非執行董事

宋四君

#### 獨立非執行董事

梁榮基  
章宏斌  
薛興國

### 公司秘書

李婉嫻

### 註冊辦事處

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### 核數師

德勤•關黃陳方會計師行

### 股份過戶登記處

卓佳秘書商務有限公司  
香港灣仔  
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金鐘匯中心26樓

電話： 2980-1333

### 股份上市

本公司之股份於  
香港聯合交易所有限公司主板上市

股份代號： 281

### 投資者關係

請電郵至 [ir@rivera.com.hk](mailto:ir@rivera.com.hk) 或  
致函本公司之註冊辦事處

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## INTERIM RESULTS

The Board of Directors of the Company (the “Board”) is pleased to present the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the first six months of 2013, details thereof are shown on pages 23 to 37 of this Report. The Audit Committee of the Board has reviewed the condensed consolidated financial statements.

### GENERAL OVERVIEW

For the six months ended 30th June, 2013, the Group reported a consolidated profit after taxation attributable to shareholders of the Company of approximately HK\$50.16 million (2012: HK\$66.08 million) and a basic earnings per share of 1.92 HK cents (2012: 2.53 HK cents).

Though the Group’s share of profit from its associate increased to approximately HK\$55.84 million (2012: HK\$24.74 million) for the period under review, the Group recorded a net loss in its securities investments held for trading of approximately HK\$9.02 million (2012: net gain of HK\$27.40 million) and the loss principally resulted from an unrealized loss on changes in fair value of the trading securities held by the Group as at the end of the period under review according to the accounting standards adopted by the Group. In addition, the gross profit generated from the Group’s property development and investment segment substantially decreased to approximately HK\$0.43 million (2012: HK\$10.42 million) for the period under review. As a result, there was a substantial decline in the Group’s results for the first half of 2013 as compared with that for the corresponding period in 2012.

As at 30th June, 2013, the equity attributable to the shareholders of the Company was approximately HK\$1,850.56 million (31st December, 2012: HK\$1,855.88 million) in total and HK\$0.71 (31st December, 2012: HK\$0.71) per share.

The Board does not recommend payment of an interim dividend for the six months ended 30th June, 2013 (2012: Nil).

### OPERATIONS REVIEW

The principal activities of the Group for the period under review were property development and investment as well as securities trading and investment.

The operating results of the Group for the first half of 2013 were mainly attributable to securities trading and investment in Hong Kong, which contributed approximately 96.8% of the gross proceeds from operations of the Group and generated a segment profit of approximately HK\$2.27 million (2012: HK\$34.22 million). The transactions of securities trading were reduced during the period under review and a receipt of dividend from a long-term securities investment held by the Group principally contributed to the segment profit.

Property development and investment in Shanghai by the Group’s subsidiaries accounted for the remaining approximately 3.2% of the gross proceeds from operations of the Group for the period under review. In the corresponding period in 2012, the Group had recognized sales proceeds of miscellaneous properties in Macau and rental income from leasing of car parking spaces in Shanghai, but the segment revenue for the period under review was solely derived from leasing of car parking spaces in Shanghai. As a result, there was a substantial decrease in segment revenue and a segment loss of approximately HK\$0.17 million (2012: profit of HK\$9.76 million) was recorded for the first six months of 2013.

On the other hand, the Group’s share of profit of an associate engaged in property development and investment in Shanghai for the period under review was approximately HK\$55.84 million (2012: HK\$24.74 million).

## 中期業績

本公司董事局（「董事局」）欣然提呈本公司及其附屬公司（統稱「本集團」）於二零一三年首六個月之未經審核簡明綜合財務報表，詳情載列於本報告第23至第37頁。董事局轄下之審核委員會已審閱該簡明綜合財務報表。

### 概覽

本集團於截至二零一三年六月三十日止六個月錄得本公司股東應佔除稅後綜合溢利約50,160,000港元（二零一二年：66,080,000港元），而每股基本盈利為1.92港仙（二零一二年：2.53港仙）。

儘管於回顧期內，本集團應佔其聯營公司之溢利增加至約55,840,000港元（二零一二年：24,740,000港元），惟本集團錄得其待售證券投資虧損淨額約9,020,000港元（二零一二年：收益淨額約27,400,000港元），而該虧損主要由於根據本集團所採納之會計準則，本集團於回顧期末所持之待售證券之公平值變動產生之未變現虧損所致。此外，於回顧期內，本集團之物業發展及投資分類產生之毛利大幅減少至約430,000港元（二零一二年：10,420,000港元）。因此，本集團於二零一三年上半年之業績跟二零一二年同期比較出現大幅下跌。

於二零一三年六月三十日，本公司股東應佔權益整體約為1,850,560,000港元（二零一二年十二月三十一日：1,855,880,000港元），而每股為0.71港元（二零一二年十二月三十一日：0.71港元）。

董事局不建議派付截至二零一三年六月三十日止六個月之中期股息（二零一二年：無）。

### 業務回顧

本集團於回顧期內之主要業務為物業發展及投資，以及證券買賣及投資。

本集團於二零一三年上半年之經營業績主要來自在香港之證券買賣及投資，為本集團之經營收益總額貢獻約96.8%，並產生約2,270,000港元之分類溢利（二零一二年：34,220,000港元）。於回顧期內，證券買賣交易減少，而分類溢利主要來自收取本集團所持之長期證券投資之股息。

於回顧期內，本集團之附屬公司於上海市之物業發展及投資佔本集團經營收益總額之餘額約3.2%。本集團於二零一二年同期確認位於澳門之零碎物業之銷售所得款項以及出租於上海市之停車位之租金收入，然而，於回顧期內之分類收入僅源自出租上海市之停車位。因此，於二零一三年首六個月，本集團之分類收入大幅減少，且錄得分類虧損約170,000港元（二零一二年：溢利約9,760,000港元）。

另一方面，於回顧期內，本集團應佔一家於上海市從事物業發展及投資之聯營公司之溢利約為55,840,000港元（二零一二年：24,740,000港元）。

# INTERIM RESULTS

## OPERATIONS REVIEW – *Continued*

### Property Development and Investment

Apart from the property development and investment in Shanghai, the Group held an investment property and a few properties for sale in Macau and no revenue was generated from the property portfolio there during the period under review.

#### *上海大道置業有限公司 (Shanghai Boulevard Real Estate Co., Limited)*

As disclosed in the annual report of the Company for 2012, Shanghai Boulevard Real Estate Co., Limited (“Boulevard Real Estate”), a 93.53%-owned subsidiary of the Company, holds three hundred-plus car parking spaces in its sole residential development, namely Tomson Beautiful Space, in Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai (“Zhangjiang Park”). For the six months ended 30th June, 2013, the sole operating revenue of Boulevard Real Estate was derived from leasing of the said car parking spaces, which accounted for around 3.2% of the gross proceeds from operations of the Group. Boulevard Real Estate generated a profit before taxation of approximately HK\$2.68 million for the period under review after taking into account its interest income.

#### *Shanghai Zhangjiang Micro-electronics Port Co. Ltd.*

Shanghai Zhangjiang Micro-electronics Port Co. Ltd. (“SZMP”), in which the Group holds a 37% interest in the registered capital, is principally engaged in residential, office and commercial property development and investment in Zhangjiang Park. The results of SZMP for the period under review showed satisfactory progress. As a result, the Group shared a profit of approximately HK\$55.84 million from SZMP for the first half of 2013.

Phase 3B of Zhangjiang Tomson Garden, a residential development project of SZMP, provides a total residential gross floor area of approximately 48,960 square meters for sale and a total residential gross floor area of approximately 29,370 square meters for leasing purpose. As at 30th June, 2013, of the said residential gross floor area earmarked for sale which has been offered to the market since April 2010, approximately 95% have been sold while all the rentable units of the residential gross floor area earmarked for leasing purpose were leased out.

Phase 4 of Zhangjiang Tomson Garden has been developed in two stages. There are a total of approximately 144,680 square meters of residential gross floor area earmarked for sale and a total of approximately 36,050 square meters of residential gross floor area earmarked for leasing purpose. As at 30 June, 2013, all those residential units earmarked for sale have been sold. The remaining residential units retained for leasing purpose are scheduled to be offered to the market in two batches and the first batch was launched in July 2013 and met with enthusiastic response.

Phase 4B of Zhangjiang Tomson Garden has not yet been ready for delivery to the buyers, so the proceeds generated from the sale of the residential units of that phase were not recognized in the interim results of SZMP for 2013. The sale proceeds in respect of Phases 3B and 4A of Zhangjiang Tomson Garden recognized in the first half of 2013 were the major revenue of SZMP for the period under review. In addition to the sale proceeds, SZMP derived its revenue from leasing of its office buildings and commercial centre during the period under review.

## 中期業績

### 業務回顧—續

#### 物業發展及投資

除於上海市之物業發展及投資外，本集團於澳門持有一項投資物業及少量可供出售物業，而於回顧期內，於澳門之物業組合並無產生收入。

#### 上海大道置業有限公司

誠如本公司之二零一二年度年報所披露，上海大道置業有限公司（「大道置業」）為本公司擁有93.53%權益之附屬公司，及在其位於上海市浦東新區張江高科技園區（「張江園區」）之唯一住宅發展項目（即湯臣豪庭）中擁有三百多個停車位。截至二零一三年六月三十日止六個月，大道置業之唯一經營收入源自出租上述停車位，佔本集團之經營收益總額約3.2%。經計及利息收入後，大道置業於回顧期內錄得除稅前溢利約2,680,000港元。

#### 上海張江微電子港有限公司

本集團於上海張江微電子港有限公司（「微電子港公司」）之註冊資本中持有37%權益。微電子港公司主要於張江園區內從事住宅、辦公樓及商業物業發展及投資。微電子港公司於回顧期間之業績有長足進展。因此，本集團於二零一三年上半年應佔微電子港公司之溢利約為55,840,000港元。

微電子港公司之住宅發展項目 — 張江湯臣豪園之第三期B標中，劃作銷售用途之住宅總樓面面積約為48,960平方米及劃作租賃用途之住宅總樓面面積約為29,370平方米。劃作銷售之住宅樓面面積自二零一零年四月起推出市場，截至二零一三年六月三十日已售出約95%，而撥作租賃用途之住宅總樓面面積中之所有可供租賃單位已出租。

張江湯臣豪園第四期分兩階段開發。住宅總樓面面積中約144,680平方米劃作銷售用途，而約36,050平方米劃作租賃用途。於二零一三年六月三十日，所有劃作銷售用途之住宅單位已出售。微電子港公司計劃將保留作租賃用途之餘下住宅單位分兩批推出市場，第一批於二零一三年七月推出，市場反應熱烈。

張江湯臣豪園第四期B標尚未可交付予買家，故銷售該期之住宅單位產生之所得款項並未於微電子港公司之二零一三年中期業績內確認。微電子港公司於回顧期間之主要收入來自於二零一三年上半年確認之有關張江湯臣豪園第三期B標及第四期A標之銷售所得款項。除銷售所得款項外，微電子港公司於回顧期間亦從出租其辦公大樓及商業中心產生收入。



# INTERIM RESULTS

## OPERATIONS REVIEW – *Continued*

### Property Development and Investment – *Continued*

#### *Shanghai Zhangjiang Micro-electronics Port Co. Ltd. – Continued*

Regarding Zhangjiang Micro-electronics Port, SZMP retains 7 blocks of office buildings for leasing purpose. Of the total rentable gross floor area for commercial and office purposes of approximately 90,400 square meters, approximately 73% were let out as at 30th June, 2013.

The commercial centre of SZMP, Shanghai Chuan Qi, maintained an occupancy rate of approximately 97% of its total rentable gross floor area of approximately 26,300 square meters as at the end of the period under review. Food and beverage outlets are the major tenants of the commercial centre and accounted for approximately 71% of the leased area whilst the remaining area was leased to entertainment businesses.

Besides, for the residential-cum-commercial development project of SZMP on a plot of land in Fengxian District of Shanghai, it is scheduled to build around 20 blocks of apartment buildings of eleven to twenty-one storeys, a block of commercial-cum-office building, underground car parks and auxiliary buildings. The total saleable gross floor area of the superstructure of the development will amount to approximately 156,900 square meters. Construction works commenced at the end of 2012 and are scheduled for completion at the end of 2015. Foundation works of the project are in progress.

### Securities Trading and Investment

Securities trading and investment in Hong Kong was the principal source of the gross proceeds from operations and operating profit of the Group for the first half of 2013.

Proceeds from disposal of and dividend receipt from the securities investments held for trading accounted for approximately 30.4% of the Group's gross proceeds from operations for the period under review. After taking account of an unrealized loss on changes in fair value of the trading securities according to the accounting standards adopted by the Group, a net loss in trading securities of approximately HK\$9.02 million was recorded for the period under review.

On the other hand, as at 30th June, 2013, the Group held an approximately 11.87% interest in the total issued capital of Tomson Group Limited ("TGL"), a listed company in Hong Kong and one of the major property developers in Pudong New Area, Shanghai, as a long-term investment. The Group received an interim dividend from TGL for 2012 of approximately HK\$11.3 million, which accounted for approximately 66.4% of the gross proceeds from operations of the Group for the six months ended 30th June, 2013. Nevertheless, an unrealized loss on change in fair value of the securities investment in TGL of approximately HK\$22.59 million was charged to the investment revaluation reserve of the Group as at the end of the period under review according to the accounting standards applied.

## 中期業績

### 業務回顧—續

#### 物業發展及投資—續

##### 上海張江微電子港有限公司—續

張江微電子港方面，微電子港公司保留七幢辦公大樓作租賃用途。於二零一三年六月三十日，作商業及辦公用途之可供租賃總樓面面積約為90,400平方米，其中約73%已經租出。

微電子港公司之商業中心—上海傳奇提供可供租賃之總樓面面積約26,300平方米，於回顧期末維持約97%之租用率。該商場之租戶以從事餐飲業為主，佔已租賃面積約71%，而餘下面積乃出租作娛樂業務。

另外，就位於上海市奉賢區之一幅土地上進行之住宅及商業發展項目，微電子港公司計劃興建約20幢十一層至二十一層高之公寓樓房、一幢商用辦公大樓、地下停車場及配套用房。發展項目上蓋建築之可供銷售總樓面面積將約為156,900平方米。建築工程於二零一二年年底展開並計劃於二零一五年年底竣工。該項目之地基工程正在進行中。

#### 證券買賣及投資

香港之證券買賣及投資乃本集團於二零一三年上半年經營收益總額及經營溢利之主要來源。

於回顧期內，出售待售證券投資之所得款項及收取待售證券投資之股息收入佔本集團之經營收益總額約30.4%。本集團根據所採納之會計準則計入待售證券之公平值變動而產生之未變現虧損後，待售證券分類於回顧期內錄得虧損淨額約9,020,000港元。

另一方面，於二零一三年六月三十日，本集團持有湯臣集團有限公司（「湯臣集團」）之全部已發行股本中約11.87%權益，以作為一項長期投資。湯臣集團為一家香港上市公司，並為上海市浦東新區其中一家主要房地產發展商。本集團收取湯臣集團之二零一二年度中期股息約11,300,000港元，佔本集團於截至二零一三年六月三十日止六個月之經營收益總額約66.4%。然而，於湯臣集團之證券投資之公平值變動所產生之未變現虧損約22,590,000港元於回顧期末根據適用之會計準則自本集團之投資重估儲備內扣除。

# INTERIM RESULTS

## FINANCIAL REVIEW

### Liquidity and Financing

There was no change in the Group's capital structure during the six months ended 30th June, 2013. The Group's operations for the period under review were mainly funded by its cash on hand and revenue from investing activities.

At the end of the reporting period, the cash and cash equivalents of the Group amounted to approximately HK\$733.37 million. During the period under review, the Group's investing activities generated a cash inflow of approximately HK\$198.53 million. After taking into account the cash outflow of approximately HK\$89.62 million and HK\$52.17 million from operating and financing activities of the Group respectively, the net cash inflow of the Group for the period ended 30th June, 2013 amounted to approximately HK\$56.74 million (2012: HK\$220.69 million). The increase in cash balance during the period under review was mainly attributable to dividends received from SZMP, the Group's associate.

The Group had no borrowings as at 30th June, 2013 (31st December, 2012: Nil). Of the liabilities of the Group, approximately 78% were due for repayment within one year from the end of the reporting period while the balance was deferred tax liabilities related to undistributed earnings of SZMP, the Group's associate.

As at 30th June, 2013, the Group recorded a current ratio of 6.39 times and a gearing ratio (total liabilities to equity attributable to owners of the Company) of 9.43% (31st December, 2012: 5.55 times and 9.94% respectively). There was no significant change in gearing ratio during the period under review while a slight improvement in current ratio was mainly attributable to the dividends received from SZMP, the Group's associate.

In addition, the Group had no capital commitments in respect of expenditure on property development at the end of the period under review (31st December, 2012: Nil).

### Charge on Assets

No asset of the Group was subject to any charge as at 30th June, 2013 (31st December, 2012: Nil).

### Foreign Exchange Exposure

The majority of the Group's assets and liabilities are denominated in Renminbi, and the liabilities are well covered by the assets. The management therefore expects that the changes in value of Renminbi will not have any adverse effect on the Group since Renminbi has generally been perceived as having potential to appreciate in value relative to Hong Kong Dollar. In addition, all of the other assets and liabilities of the Group are denominated in either Hong Kong Dollar or Macau Pataca. Hence, the Group does not anticipate any significant exchange risk exposure.

### Contingent Liabilities

The Group had no contingent liabilities as at 30th June, 2013 (31st December, 2012: Nil).

## 中期業績

### 財務回顧

#### 流動資金及融資

於截至二零一三年六月三十日止六個月，本集團之資本架構並無任何變動。本集團於回顧期間之業務所需資金主要來自手頭現金以及投資業務之收入。

於報告期末，本集團之現金及現金等值項目約為733,370,000港元。於回顧期內，本集團之投資業務帶來現金流入金額約198,530,000港元。經計及本集團之營運業務及融資活動之現金流出分別約89,620,000港元及52,170,000港元後，本集團截至二零一三年六月三十日止期間之現金流入淨額約為56,740,000港元（二零一二年：220,690,000港元）。回顧期內之現金結餘增加乃主要由於收取本集團聯營公司——微電子港公司之股息所致。

本集團於二零一三年六月三十日並無借貸（二零一二年十二月三十一日：無）。在本集團之負債中，約78%於報告期末起計一年內到期償還，而餘額為有關本集團聯營公司——微電子港公司之未分派盈利之遞延稅項負債。

於二零一三年六月三十日，本集團錄得流動比率6.39倍及資本負債比率（即負債總額對本公司權益持有人應佔權益之比率）9.43%（二零一二年十二月三十一日：分別為5.55倍及9.94%）。於回顧期內，資本負債比率並無重大變動，而流動比率輕微調升乃主要由於收取本集團聯營公司——微電子港公司之股息所致。

此外，於回顧期末，本集團並無任何有關物業發展開支之資本承擔（二零一二年十二月三十一日：無）。

#### 資產抵押

於二零一三年六月三十日，本集團並無任何資產已予以抵押（二零一二年十二月三十一日：無）。

#### 匯兌風險

本集團大部份資產及負債均以人民幣列值，而資產可充分償付負債。因此，管理層預期人民幣幣值變動將不會對本集團產生任何負面影響，因為相對於港元，人民幣一般被視為有升值潛力。此外，本集團所有其他資產及負債均以港元或澳門幣列值。因此，本集團並不預期有任何重大匯兌風險。

#### 或然負債

於二零一三年六月三十日，本集團並無任何或然負債（二零一二年十二月三十一日：無）。

## INTERIM RESULTS

### PROSPECTS

Property development and investment as well as securities trading and investment will remain the business focus of the Group.

The middle-class residential properties and commercial-cum-office segments are the targets of the Group and also the principal profit contributor of the Group through sharing results of SZMP, the Group's associate. As the property development project of SZMP in Fengxian District of Shanghai is underway, Zhangjiang Tomson Garden in Zhangjiang Park will be the major revenue source of SZMP for 2013. Whether the pre-sale proceeds of Phase 4B of Zhangjiang Tomson Garden could be recognized in the annual results of SZMP for 2013 will depend on the delivery schedule of the property. In addition, the Group will seek out other appropriate opportunities to expand its investment in the property sector.

On the other hand, the management will closely monitor conditions in the global and Hong Kong financial markets and will remain cautious in managing the Group's securities trading and investment so as to maximize the return to the Group's assets. The Group aims at investment in high-yield listed securities for stable recurrent income and long-term capital appreciation.

### HUMAN RESOURCES

The Group engaged less than 10 full-time employees in its various offices in Hong Kong, Macau and Shanghai as at 30th June, 2013. The total emoluments of the Group for the first six months of 2013 amounted to approximately HK\$1.20 million including retirement benefit scheme contribution and directors' emoluments. Emoluments paid to salaried staff and directors of the Group are determined by reference to market terms, individual performance and responsibilities. In addition, the Company has adopted a share option scheme pursuant thereto directors and employees of the Group are eligible to be granted options to subscribe for shares in the capital of the Company as a long-term incentive.

On behalf of the Board of

**RIVERA (HOLDINGS) LIMITED**

**Ding Lei**

*Chairman and Executive Director*

Hong Kong, 23rd August, 2013

## 中期業績

### 前景

本集團將繼續專注於物業發展及投資業務以及證券買賣及投資業務。

中產階層住宅物業以及商業及辦公樓物業類型為本集團之業務目標，並為本集團之主要溢利來源，有關收益乃透過分佔本集團之聯營公司——微電子港公司之業績所致。由於微電子港公司於上海市奉賢區之物業發展項目正在進行中，張江園區內之張江湯臣豪園將為微電子港公司於二零一三年之主要收入來源。張江湯臣豪園第四期B標之預售所得款項能否於微電子港公司之二零一三年度全年業績內確認將取決於該物業之交付進度。此外，本集團將尋求其他適當機遇以擴大其於物業領域之投資。

另一方面，管理層將密切關注全球及香港金融市場之狀況，並於管理本集團之證券買賣及投資時審慎行事，以為本集團之資產帶來最大之回報。本集團旨在投資於高收益之上市證券以取得穩定經常性收入及長期資本升值。

### 人力資源

於二零一三年六月三十日，本集團在香港、澳門及上海市之多個辦事處僱用少於10名全職僱員。本集團於二零一三年首六個月之薪酬總額（包括退休福利計劃之供款及董事薪酬）約為1,200,000港元。本集團之受薪僱員及董事之薪酬乃參考市場條款、個別人士之表現及所承擔之責任而釐定。此外，本公司已採納一項購股權計劃，據此，本公司可向本集團之董事及僱員授予購股權，以認購本公司股本中之股份，作為一項長期激勵措施。

代表  
川河集團有限公司  
董事局  
主席及執行董事  
丁 磊

香港，二零一三年八月二十三日

# INTERESTS AND SHORT POSITIONS IN SECURITIES

## DIRECTORS' INTERESTS AND SHORT POSITIONS

As at 30th June, 2013, the interests and short positions of the Directors of the Company in shares, debentures and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests and short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

### (1) The Company:

*Shares of HK\$0.05 each*

Name of Directors	Number of shares of the Company			
	Personal Interests	Family Interests	Corporate Interests	Other Interests
Mr Ding Lei	Nil	Nil	Nil (A)	Nil
Madam Hsu Feng (B)	317,178,162 (C)	Nil	255,676,326 (D), (E)	206,420,000 (F)
Mr Tong Albert (B)	Nil	Nil	Nil	779,274,488 (F)
Mr Gu Yiwei	Nil	Nil	Nil (A)	Nil

### (2) The Company's associated corporation:

*Shanghai Zhangjiang Micro-electronics Port Co. Ltd. ("SZMP")  
Registered capital*

Name of Directors	Amount of registered capital of SZMP			
	Personal Interests	Family Interests	Corporate Interests	Other Interests
Mr Ding Lei	Nil	Nil	Nil (G)	Nil
Madam Hsu Feng (B)	Nil	Nil	RMB50,000,000 (D), (H)	Nil
Mr Tong Albert (B)	Nil	Nil	Nil (H)	Nil
Mr Gu Yiwei	Nil	Nil	Nil (G)	Nil

## 證券之權益及淡倉

### 董事之權益及淡倉

於二零一三年六月三十日，本公司各董事於本公司或其任何相聯法團（按《證券及期貨條例》第XV部之定義詮釋）之股份、債權證及相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內（包括根據《證券及期貨條例》第344條被視為擁有的權益及淡倉），或須遵照香港聯合交易所有限公司（「聯交所」）《證券上市規則》（「《上市規則》」）之規定知會本公司及聯交所之權益及淡倉如下：

#### (1) 本公司：

每股面值0.05港元之股份

董事姓名	本公司之股份數目			
	個人權益	家屬權益	公司權益	其他權益
丁 磊先生	無	無	無 (A)	無
徐 楓女士 (B)	317,178,162 (C)	無	255,676,326 (D), (E)	206,420,000 (F)
湯子同先生 (B)	無	無	無	779,274,488 (F)
谷奕偉先生	無	無	無 (A)	無

#### (2) 本公司之相聯法團：

上海張江微電子港有限公司（「微電子港公司」）  
註冊資本

董事姓名	微電子港公司之註冊資本額			
	個人權益	家屬權益	公司權益	其他權益
丁 磊先生	無	無	無 (G)	無
徐 楓女士 (B)	無	無	人民幣50,000,000元 (D), (H)	無
湯子同先生 (B)	無	無	無 (H)	無
谷奕偉先生	無	無	無 (G)	無



# INTERESTS AND SHORT POSITIONS IN SECURITIES

## DIRECTORS' INTERESTS AND SHORT POSITIONS – *Continued*

*Notes:*

- (A) As at 30th June, 2013, a total of 779,955,407 shares (being 29.9%) in the total issued capital of the Company were beneficially held by Best Central Developments Limited (“Best Central”). Best Central was a wholly-owned subsidiary of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (“Zhangjiang Hi-Tech”).

Mr Ding Lei and Mr Gu Yiwei were the directors of Best Central. In addition, Mr Ding and Mr Gu were the president and the general manager of Zhangjiang Hi-Tech respectively.

- (B) Mr Tong Albert is a son of Madam Hsu Feng.

As at 30th June, 2013, they were considered to be persons acting in concert and held an aggregate of 779,274,488 shares of the Company, representing 29.87% interests in the total issued capital of the Company, pursuant to the SFO.

- (C) Madam Hsu Feng held in her capacity as a beneficial owner an interest in 317,178,162 shares of the Company.

- (D) As at 30th June, 2013, Madam Hsu Feng was entitled to control the exercise of more than one-third of voting power at general meetings of Tomson Group Limited (“TGL”).

- (E) A total of 255,676,326 shares of the Company were beneficially held by Cosmos Success Development Limited (“Cosmos Success”), a wholly-owned subsidiary of TGL, hence, Madam Hsu Feng was deemed to have an interest in the capital of the Company through a corporation controlled by her.

- (F) Madam Hsu Feng has entered into agreements with her sons, Mr Tong Chi Kar Charles and Mr Tong Albert, to sell to each of them 103,210,000 shares of the Company, in an aggregate of 206,420,000 shares, which have been pledged by Mr Tong Chi Kar Charles and Mr Tong Albert in favour of Madam Hsu Feng as a security for their performance of the duties under the aforesaid agreements. Pursuant to the SFO, Madam Hsu Feng was taken to have a security interest in those 206,420,000 shares of the Company.

As at 30th June, 2013, subject to the aforesaid agreements and pursuant to the SFO, Madam Hsu Feng held and was deemed to hold an interest in a total of 779,274,488 shares of the Company and Mr Tong Albert was therefore taken to have an interest in those 779,274,488 shares of the Company by virtue of being a person acting in concert with Madam Hsu Feng.

- (G) As at 30th June, 2013, Zhangjiang Hi-Tech held an interest of RMB183.55 million (being 49.5%) in the registered capital of SZMP. Mr Ding Lei and Mr Gu Yiwei were the president and the general manager of Zhangjiang Hi-Tech respectively.

- (H) TGL held an interest of RMB50 million (being 13.5%) in the registered capital of SZMP through its wholly-owned subsidiary. Madam Hsu Feng was therefore deemed to have an interest in the registered capital of SZMP through a corporation controlled by her.

Mr Tong Albert was a director and a substantial shareholder of TGL.

Save as disclosed above, none of the Directors of the Company and their associates had any interests or short positions in the shares or debentures or underlying shares of the Company or any of its associated corporations as at 30th June, 2013, which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests or short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

## 證券之權益及淡倉

### 董事之權益及淡倉—續

附註：

- (A) 於二零一三年六月三十日，在本公司全部已發行股本中合共779,955,407股（即29.9%）由Best Central Developments Limited（「Best Central」）實益擁有。Best Central為上海張江高科技園區開發股份有限公司（「張江股份」）之全資附屬公司。

丁磊先生及谷奕偉先生為Best Central之董事。此外，丁先生及谷先生分別為張江股份之董事長及總經理。

- (B) 湯子同先生為徐楓女士之兒子。

於二零一三年六月三十日，彼等根據《證券及期貨條例》被視為一致行動人士及持有合共779,274,488股本公司股份，佔本公司全部已發行股本29.87%權益。

- (C) 徐楓女士以其實益擁有人之身份持有317,178,162股本公司股份權益。

- (D) 於二零一三年六月三十日，徐楓女士可控制湯臣集團有限公司（「湯臣集團」）股東大會上三分之一以上的投票權的行使。

- (E) 湯臣集團之全資附屬公司—國勝發展有限公司（「國勝」）實益持有共255,676,326股本公司股份，因此，徐楓女士被視為透過一家由彼控制之公司於本公司股本中擁有權益。

- (F) 徐楓女士與其兒子湯子嘉先生及湯子同先生簽訂了協議，以分別向兩位出售本公司股份103,210,000股（合共206,420,000股），而湯子嘉先生及湯子同先生已抵押了該等股份予徐楓女士作為履行彼等在上述協議項下之責任及義務之擔保。根據《證券及期貨條例》，徐楓女士被視為於該等206,420,000股本公司股份中擁有保證權益。

於二零一三年六月三十日，基於上述協議及根據《證券及期貨條例》，徐楓女士擁有及被視為擁有合共779,274,488股本公司股份之權益，而湯子同先生由於被界定與徐楓女士為一致行動人士，故被視為擁有該等779,274,488股本公司股份之權益。

- (G) 於二零一三年六月三十日，張江股份於微電子港公司之註冊資本中持有人民幣183,550,000元（即49.5%）之權益。丁磊先生及谷奕偉先生分別為張江股份之董事長及總經理。

- (H) 湯臣集團透過其全資附屬公司於微電子港公司之註冊資本中持有人民幣50,000,000元（即13.5%）之權益。徐楓女士因此被視為透過一家由彼控制之公司於微電子港公司之註冊資本中擁有權益。

湯子同先生為湯臣集團之董事及主要股東。

除上文所披露者外，於二零一三年六月三十日，本公司各董事及彼等之聯繫人概無於本公司或其任何相聯法團之股份、債權證或相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內（包括根據《證券及期貨條例》第344條被視為擁有的權益或淡倉），或須遵照《上市規則》之規定知會本公司及聯交所的任何權益或淡倉。

## INTERESTS AND SHORT POSITIONS IN SECURITIES

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS

As at 30th June, 2013, the following shareholders (other than the Directors of the Company) were interested, directly or indirectly, in 5% or more of the total issued share capital and underlying shares of the Company and those interests were required to be recorded in the register required to be kept under Section 336 of the SFO:

Name of shareholders	Number of shares held (proportion to the total issued share capital)	
Shanghai Zhangjiang (Group) Co., Ltd. ("Zhangjiang Group") (a)	779,955,407	(29.90%)
Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. ("Zhangjiang Hi-Tech") (a)	779,955,407	(29.90%)
Mr Tong Chi Kar Charles (b)	779,274,488	(29.87%)
Tomson Group Limited ("TGL") (c)	255,676,326	(9.80%)

Notes:

- (a) The references to 779,955,407 shares were related to the same block of shares in the capital of the Company which was beneficially held by Best Central. Best Central was a wholly-owned subsidiary of Shanghai (Z.J.) Hi-Tech Park Limited ("Shanghai (Z.J.)") which was in turn wholly owned by Zhangjiang Hi-Tech in which Zhangjiang Group held more than 50% interest. Therefore, Best Central, Shanghai (Z.J.), Zhangjiang Hi-Tech and Zhangjiang Group were interested or were taken to be interested in these shares pursuant to the SFO.
- (b) By virtue of being a person acting in concert with Madam Hsu Feng, Mr Tong Chi Kar Charles was taken to have an interest in the 779,274,488 shares of the Company which referred to the same block of shares in the capital of the Company in which Madam Hsu Feng and Mr Tong Albert were interested or taken to be interested, as disclosed in the above paragraph headed "Directors' Interests and Short Positions" in this Report.
- (c) The 255,676,326 shares of the Company were beneficially held by Cosmos Success. Cosmos Success was a wholly-owned subsidiary of Hoffman Enterprises Corp. ("Hoffman") which was in turn wholly owned by Tomson Corporation in which TGL held the entire interest. Therefore, Cosmos Success, Hoffman, Tomson Corporation and TGL were interested or were taken to be interested in these shares pursuant to the SFO.

The aforesaid shares constituted a part of the total interests of Madam Hsu Feng, Mr Tong Albert and Mr Tong Chi Kar Charles in the capital of the Company as disclosed in the above paragraph headed "Directors' Interests and Short Positions" in this Report and in this paragraph respectively.

Save for the above interests, the Directors of the Company are not aware of any person (other than the Directors of the Company) who had, directly or indirectly, interests or short positions in the total issued share capital and the underlying shares of the Company and those interests or short positions were required to be recorded in the register kept under Section 336 of the SFO as at 30th June, 2013.

### SHARE OPTION SCHEME

The Company adopted a share option scheme on 1st June, 2012. Under the scheme, there were no options granted, exercised, cancelled or lapsed during the six months ended 30th June, 2013, nor was there any option outstanding at the beginning or at the end of the period.

## 證券之權益及淡倉

### 主要股東及其他人士之權益及淡倉

於二零一三年六月三十日，下列股東（本公司董事除外）直接或間接地擁有本公司全部已發行股本及相關股份中之5%或以上的權益，而該等權益須遵照《證券及期貨條例》第336條之規定載錄於須予備存之登記冊內：

股東名稱	所持有股份數目 (佔全部已發行 股本之百分比)
上海張江（集團）有限公司（「張江集團」）(a)	779,955,407 (29.90%)
上海張江高科技園區開發股份有限公司（「張江股份」）(a)	779,955,407 (29.90%)
湯子嘉先生 (b)	779,274,488 (29.87%)
湯臣集團有限公司（「湯臣集團」）(c)	255,676,326 (9.80%)

附註：

- (a) 上述所提及之779,955,407股股份乃指本公司股本中之同一批股份，該等股份由Best Central實益擁有。Best Central為Shanghai (Z.J.) Hi-Tech Park Limited（「Shanghai (Z.J.)」）之全資附屬公司，而後者由張江股份全資擁有，張江集團則持有張江股份中逾50%權益。因此，Best Central、Shanghai (Z.J.)、張江股份及張江集團根據《證券及期貨條例》擁有或被視為擁有該等股份的權益。
- (b) 湯子嘉先生由於被界定與徐楓女士為一致行動人士，故被視為擁有該等779,274,488股本公司股份之權益。該等股份乃指本報告內前述標題為「董事之權益及淡倉」一節所披露之徐楓女士及湯子同先生擁有或被視為擁有之本公司股本中之同一批股份權益。
- (c) 該等255,676,326股本公司股份為國勝實益持有。國勝為Hoffman Enterprises Corp.（「Hoffman」）之全資附屬公司，後者由Tomson Corporation全資擁有，而湯臣集團則持有Tomson Corporation之全部權益。因此，國勝、Hoffman、Tomson Corporation及湯臣集團根據《證券及期貨條例》擁有或被視為擁有該等股份之權益。

上述股份構成分別載於本報告內前述標題為「董事之權益及淡倉」一節及本節內披露之徐楓女士、湯子同先生及湯子嘉先生在本公司股本中持有之權益總數之一部份。

除上文所披露者外，據本公司董事所知，概無任何本公司董事以外的人士於二零一三年六月三十日直接或間接地擁有本公司全部已發行股本及相關股份中之權益或淡倉，而該等權益或淡倉須遵照《證券及期貨條例》第336條載錄於須予備存之登記冊內。

### 購股權計劃

本公司於二零一二年六月一日採納一項購股權計劃。在該計劃下，於截至二零一三年六月三十日止六個月期間內，並無購股權被授出、獲行使、註銷或失效，及在該期間開始或終結時，均沒有尚未行使之購股權。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30th June, 2013, there was no purchase, sale or redemption made by the Company, or any of its subsidiaries, of the Company's listed securities.

## CORPORATE GOVERNANCE CODE

The Board considers that the Company was in compliance with the code provisions set out in the Corporate Governance Code (the "Code") contained in Appendix 14 to the Listing Rules throughout the period of six months ended 30th June, 2013 except that:

- (a) in contrast to the Code Provision A.4.1 of the Code, the non-executive Directors (whether independent or not) of the Company are not appointed for a specific term, however, they are subject to retirement and re-election at least once every three years at annual general meetings of the Company according to the Articles of Association of the Company;
- (b) in accordance with the Articles of Association of the Company, any Director of the Company appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company instead of being subject to election at the next following general meeting of the Company as stipulated in the Code Provision A.4.2 of the Code. Such arrangement not only complies with Appendix 3 to the Listing Rules but also streamlines the mechanism of re-election of Directors so that both new Directors appointed by the Board (either for filling a casual vacancy or as an additional member) and existing Directors retiring by rotation shall be subject to re-election at the annual general meeting for the relevant year. Furthermore, extraordinary general meetings are reserved for considering and approving special transactions or other corporate actions under the Listing Rules only, thus facilitating the efficient implementation of the Company's strategies;
- (c) the Company has not established a nomination committee comprising a majority of independent non-executive Directors according to the Code Provision A.5.1 of the Code. This is because when identifying individuals of appropriate calibre and qualification to be Board members and when assessing the independence of independent non-executive Directors, it is necessary to have a thorough understanding of the structure, business strategy and daily operation of the Company. The participation of executive Directors during the process is therefore indispensable. Accordingly, the Board as a whole remains responsible for reviewing its own structure, size and composition annually, and also for considering the appointment and re-appointment of Directors as well as assessing the independence of independent non-executive Directors;
- (d) due to other pre-arranged commitments which had to be attended to, Mr Liang Jung-chi, an independent non-executive Director of the Company, was not available to attend the annual general meeting of the Company held on 5th June, 2013. However, the other Directors of the Company were present at the meeting to answer questions from the shareholders; and
- (e) though the Company Secretary is not an employee of the Company as stipulated in the Code Provision F.1.1 of the Code, she has day-to-day knowledge of the Company's affairs. Company secretarial services are provided to the Company by sharing of administration services with its connected person on a cost basis.

## 企業管治及其他資料

### 購買、出售或贖回上市證券

於截至二零一三年六月三十日止六個月期間內，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。

### 企業管治守則

董事局認為本公司於截至二零一三年六月三十日止六個月期間內一直遵守《上市規則》附錄十四所載之《企業管治守則》（「該《守則》」）內之守則條文，惟下文所述者除外：

- (a) 與該《守則》之守則條文第A.4.1條不符之處為本公司之非執行董事（不論獨立與否）並無指定任期，然而，彼等須根據本公司之《公司組織章程細則》之規定，於本公司股東週年大會上至少每三年退任一次，且須獲重選始可連任；
- (b) 根據本公司之《公司組織章程細則》，任何就填補董事局臨時空缺而獲董事局委任之本公司董事，其任期直至本公司下一屆股東週年大會為止，而並非根據該《守則》之守則條文第A.4.2條所要求須在本公司下一次股東大會上退任。此安排除了確保遵守《上市規則》附錄三外，因獲董事局委任之新董事（為填補臨時空缺或是新增成員）與輪值告退之現任董事將同於有關年度之股東週年大會上進行重選，遂令重選董事之運作更為順暢。此外，因股東特別大會只會專注按《上市規則》考慮及審批特別交易或其他公司行動，從而更有效率地推行本公司之策略；
- (c) 本公司並沒有根據該《守則》之守則條文第A.5.1條之規定成立主要由獨立非執行董事組成之提名委員會，因本公司認為物色具備合適才幹及資格可擔任董事的人士及評核獨立非執行董事的獨立性時，需清楚明瞭本公司之架構、業務策略及日常運作，故執行董事的參與至為重要。因此，仍由董事局整體負責每年檢討董事局的架構、人數及組成，並審議董事委任或重新委任事宜，且評核獨立非執行董事的獨立性；
- (d) 由於本公司獨立非執行董事梁榮基先生有其他預先安排之事務必須處理，因此，彼未能出席本公司於二零一三年六月五日舉行之股東週年大會。然而，本公司其他董事出席了該大會並解答股東之提問；及
- (e) 雖然本公司之公司秘書並非按該《守則》之守則條文第F.1.1條之規定為本公司之僱員，但彼熟悉本公司的日常事務。公司秘書服務乃由本公司之關連人士按成本基準透過共用行政管理服務之方式向本公司提供。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own code of practice for securities transactions by its Directors and the relevant employees of the Group (the “Code of Practice”) on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”).

Having made specific enquiry of all Directors of the Company, each of whom has confirmed compliance with the required standard set out in the Model Code and the Code of Practice throughout the period ended 30th June, 2013.

## INDEPENDENT NON-EXECUTIVE DIRECTORS AND AUDIT COMMITTEE

The Board consists of three independent non-executive Directors, namely Mr Liang Jung-chi, Mr Zhang Hong Bin and Mr Sit Hing Kwok, who form the Audit Committee of the Board. Mr Zhang, who possesses an appropriate professional accounting qualification, is the chairman of the Committee. The Committee holds regular meetings to review the Group’s financial reporting process and internal controls.

## INFORMATION REGARDING DIRECTORS

With effect from 1st June, 2013, the remuneration packages of the following executive Directors of the Company have been revised by the Remuneration Committee of the Board in consideration of the time commitment and responsibilities of the respective Directors of the Company:

- (a) the annual basic salary of Mr Tong Albert has been increased from HK\$715,000 to HK\$871,000; and
- (b) the annual basic salary and annual housing allowance of Madam Xu Mei have been increased from HK\$598,000 and HK\$108,000 to HK\$624,000 and HK\$240,000 respectively.

Mr Sung Tze-Chun, a non-executive Director of the Company, resigned as a director of 永大電梯(中國)有限公司 (formerly known as 上海永大電梯設備有限公司), a subsidiary of Yungtay Engineering Co., Ltd. which is a company listed on the Taiwan Stock Exchange, in July 2013.

Mr Ding Lei, Chairman of the Board and executive Director of the Company, has been appointed a Deputy Mayor of Pudong New Area, Shanghai in August 2013.

Save as disclosed above, there was no change in the information regarding the Directors of the Company subsequent to the date of publication of the Annual Report 2012 of the Company which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

## 企業管治及其他資料

### 董事進行證券交易的守則

本公司已就其董事及本集團之相關僱員進行證券交易採納其本身的守則（「該交易守則」），而該交易守則之條文並不遜於《上市規則》附錄十所載之《上市發行人董事進行證券交易的標準守則》（「《標準守則》」）之規定標準。

本公司已向所有董事作出特定查詢，各董事均已確認於截至二零一三年六月三十日止期間內彼等一直遵守載於《標準守則》及該交易守則內規定之標準。

### 獨立非執行董事及審核委員會

董事局包括三位獨立非執行董事，名為梁榮基先生、章宏斌先生及薛興國先生。彼等組成董事局轄下之審核委員會，由擁有適當會計專業資格的章先生為該委員會之主席。該委員會定期舉行會議，以審視本集團之財務匯報程序及內部監控運作。

### 有關董事之資料

由二零一三年六月一日起，董事局轄下之薪酬委員會在考慮本公司個別董事所付出的時間及職責後，議決調整下列本公司執行董事的薪酬：

- (a) 湯子同先生之基本年薪由715,000港元增至871,000港元；及
- (b) 許攻女士之基本年薪及每年房屋津貼分別由598,000港元及108,000港元增至624,000港元及240,000港元。

本公司非執行董事宋四君先生於二零一三年七月辭任永大電梯（中國）有限公司（前稱為上海永大電梯設備有限公司）之董事，該公司為一家於臺灣證券交易所上市之公司——永大機電工業股份有限公司之附屬公司。

本公司董事局主席兼執行董事丁磊先生於二零一三年八月獲委任為上海市浦東新區副區長。

除上文所披露者外，於本公司刊發二零一二年度年報日期後，根據《上市規則》第十三章第51B(1)條所須披露之本公司董事資料概無任何變更。



# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UNAUDITED)

## 簡明綜合損益表 (未經審核)

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

		Six months ended 30th June 截至六月三十日止六個月		
		Notes 附註	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Gross proceeds from operations	經營收益總額	3&4	17,015	240,437
Revenue	收入	3&4	545	11,557
Cost of sales	銷售成本		(120)	(1,142)
Gross profit	毛利		425	10,415
Dividends from available-for-sale investments	可供出售投資之股息收入		11,297	6,828
Other income	其他收入		2,949	2,991
Selling expenses	銷售費用		(29)	(4)
Administrative expenses	行政費用		(4,826)	(4,588)
Net (loss) gain in held-for-trading investments	待售投資 (虧損) 收益淨額		(9,016)	27,398
Share of results of an associate	應佔聯營公司業績		800	43,040
			55,838	24,736
Profit before taxation	除稅前溢利	5	56,638	67,776
Taxation	稅項	6	(6,352)	(1,563)
Profit for the period	期間內溢利		50,286	66,213
Profit for the period attributable to:	期間內溢利分配如下:			
Owners of the Company	本公司權益持有人		50,156	66,075
Non-controlling interests	非控股股東權益		130	138
			50,286	66,213
Earnings per share (HK cents)	每股盈利 (港仙)	8		
– Basic	– 基本		1.92	2.53

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

## 簡明綜合損益及其他全面收益表(未經審核)

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

		Six months ended 30th June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit for the period	期間內溢利	50,286	66,213
Other comprehensive (expense) income: Items that may be subsequently reclassified to profit or loss	其他全面(開支)收益: 可重新分類至損益表的項目		
Loss on change in fair value of available-for-sale investments	可供出售投資公平值變動時 產生之虧損	(22,594)	(32,508)
Exchange differences arising from translation of:	換算下列項目時產生之 匯兌差額:		
– other foreign operation	– 其他海外業務	5,098	(3,400)
– an associate	– 一家聯營公司	14,528	(7,717)
Other comprehensive expense for the period	期間內其他全面開支總額	(2,968)	(43,625)
<b>Total comprehensive income for the period</b>	<b>期間內全面收益總額</b>	<b>47,318</b>	22,588
Total comprehensive income (expense) attributable to:	全面收益(開支)總額分配如下:		
Owners of the Company	本公司權益持有人	46,858	22,669
Non-controlling interests	非控股股東權益	460	(81)
		<b>47,318</b>	22,588

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at 30th June, 2013 於二零一三年六月三十日

		Notes 附註	(Unaudited) (未經審核) 30th June 2013 二零一三年 六月三十日 HK\$'000 千港元	(Audited) (經審核) 31st December 2012 二零一二年 十二月三十一日 HK\$'000 千港元
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		9,547	9,128
Investment property	投資物業		28,563	28,563
Interest in an associate	於聯營公司之權益		761,279	896,832
Deferred tax assets	遞延稅項資產		17,160	16,884
Available-for-sale investments	可供出售投資	10	356,290	378,884
			<b>1,172,839</b>	1,330,291
<b>Current Assets</b>	<b>流動資產</b>			
Properties held for sale	待售物業		36,472	36,144
Held-for-trading investments	待售投資	10	88,597	13,321
Other receivables and prepayments	其他應收賬款及預付款項		14,439	10,628
Cash and bank balances	現金及銀行結餘		733,368	670,204
			<b>872,876</b>	730,297
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables and accruals	應付貿易賬款、其他應付賬款 及預提費用	9	23,737	20,681
Tax payable	應付稅項		112,805	110,971
			<b>136,542</b>	131,652
<b>Net Current Assets</b>	<b>流動資產淨值</b>		<b>736,334</b>	598,645
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		<b>1,909,173</b>	1,928,936
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本		130,427	130,427
Share premium and reserves	股份溢價賬及儲備		1,720,136	1,725,449
Equity attributable to owners of the Company	本公司權益持有人應佔權益		<b>1,850,563</b>	1,855,876
Non-controlling interests	非控股股東權益		20,634	20,174
<b>Total Equity</b>	<b>總權益</b>		<b>1,871,197</b>	1,876,050
<b>Non-current Liability</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債		37,976	52,886
			<b>1,909,173</b>	1,928,936

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

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

Attributable to owners of the Company  
本公司權益持有人應佔

	Share capital 股本 HK\$'000 千港元	Share premium 溢價賬 HK\$'000 千港元	Capital redemption reserve 贖回儲備 HK\$'000 千港元	Foreign currency translation reserve 外幣兌換儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Other non-distributable reserve 其他不可分派儲備 HK\$'000 千港元	Retained profits* 保留溢利* HK\$'000 千港元	Total capital and reserves 資本及儲備總額 HK\$'000 千港元	Non-controlling interests 非控股股東權益 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
Balance at 1st January, 2013 (audited) (經審核)	130,427	307,108	4,709	167,402	84,020	38,932	1,123,278	1,855,876	20,174	1,876,050
Loss on change in fair value of available-for-sale investments 可供出售投資公平值變動時產生之虧損	-	-	-	-	(22,594)	-	-	(22,594)	-	(22,594)
Exchange differences arising from translation of: - other foreign operation - an associate	-	-	-	4,768	-	-	-	4,768	330	5,098
	-	-	-	14,528	-	-	-	14,528	-	14,528
Other comprehensive income (expense) for the period	-	-	-	19,296	(22,594)	-	-	(3,298)	330	(2,968)
Profit for the period	-	-	-	-	-	-	50,156	50,156	130	50,286
Total comprehensive income (expense) for the period	-	-	-	19,296	(22,594)	-	50,156	46,858	460	47,318
Dividend paid	-	-	-	-	-	-	(52,171)	(52,171)	-	(52,171)
Balance at 30th June, 2013 (unaudited) (未經審核)	130,427	307,108	4,709	186,698	61,426	38,932	1,121,263	1,850,563	20,634	1,871,197

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

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

		Attributable to owners of the Company 本公司權益持有人應佔																		
		Foreign currency translation reserve 外幣兌換儲備			Capital redemption reserve 資本贖回儲備		Investment revaluation reserve 投資重估儲備		Other non-distributable reserve 其他不可分派儲備		Retained profits* 保留溢利*		Total capital and reserves 資本及儲備總額		Non-controlling interests 非控股股東權益		Total equity 總權益			
		Share capital 股本		Share premium 溢價賬		Share redemption reserve 資本贖回儲備		Investment revaluation reserve 投資重估儲備		Other non-distributable reserve 其他不可分派儲備		Retained profits* 保留溢利*		Total capital and reserves 資本及儲備總額		Non-controlling interests 非控股股東權益		Total equity 總權益		
		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元		
Balance at 1st January, 2012 (audited) (經審核)	於二零一二年一月一日結餘	130,427	307,108	4,709	160,177	22,676	38,540	873,193	1,536,830	19,744	1,556,574									
Loss on change in fair value of available-for-sale investments 產生之虧損	可供出售投資公平值變動時 產生之虧損	-	-	-	-	(32,508)	-	-	(32,508)	-	-	(32,508)	-	-	-	-	-	-	-	(32,508)
Exchange differences arising from translation of: - other foreign operation - an associate	換算下列項目時產生之匯兌差額： - 其他海外業務 - 一家聯營公司	-	-	-	(3,181)	-	-	-	-	-	-	(3,181)	-	-	-	-	-	-	-	(3,400)
		-	-	-	(7,717)	-	-	-	-	-	-	(7,717)	-	-	-	-	-	-	-	(7,717)
Other comprehensive expense for the period	期間內其他全面開支	-	-	-	(10,898)	(32,508)	-	-	(43,406)	(219)	-	(43,625)	-	-	-	-	-	-	-	(43,625)
Profit for the period	期間內溢利	-	-	-	-	-	-	66,075	66,075	138	-	66,213	-	-	-	-	-	-	-	66,213
Total comprehensive income (expense) for the period	期間內全面收益 (開支) 總額	-	-	-	(10,898)	(32,508)	-	66,075	22,669	(81)	-	22,588	-	-	-	-	-	-	-	22,588
Dividend paid	派付股息	-	-	-	-	-	-	(28,694)	(28,694)	-	-	(28,694)	-	-	-	-	-	-	-	(28,694)
Balance at 30th June, 2012 (unaudited) (未經審核)	於二零一二年六月三十日結餘	130,427	307,108	4,709	149,279	(9,832)	38,540	910,574	1,530,805	19,663	1,550,468									

\* At 30th June, 2013, included in retained profits with aggregate amount of HK\$133,072,000 (30th June, 2012: HK\$121,807,000) is the appropriation to enterprise expansion fund and statutory reserve by an associate established in the People's Republic of China (other than Hong Kong and Macau) (the "PRC") attributable to the Group.

\* 於二零一三年六月三十日，計入保留溢利中合共133,072,000港元 (二零一二年六月三十日：121,807,000港元) 乃為本集團應佔於中華人民共和國 (不包括香港及澳門) (「中國」) 成立之一家聯營公司之企業發展基金及法定儲備之分配。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

## 簡明綜合現金流量表 (未經審核)

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

		Six months ended 30th June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
<b>Net cash (used in) from operating activities</b>	<b>(用於)來自經營活動之現金淨額</b>		
(Increase) decrease in held-for-trading investments	待售投資(增加)減少	(85,049)	195,197
Decrease in properties held for sale	待售物業減少	-	990
Other operating cash flows	其他經營現金流量	(4,569)	56,915
		<b>(89,618)</b>	253,102
<b>Net cash from (used in) investing activities</b>	<b>來自(用於)投資活動之現金淨額</b>		
Purchase of property, plant and equipment	購置物業、廠房及設備	(937)	(8,347)
Dividends received from available-for-sale investments	已收可供出售投資之股息收入	11,297	1,669
Dividends received from an associate (net of withholding tax)	已收聯營公司之股息收入(已扣除扣繳稅)	185,328	-
Other investing cash flows	其他投資現金流量	2,836	2,957
		<b>198,524</b>	(3,721)
<b>Cash used in financing activities</b>	<b>用於融資活動之現金</b>		
Dividends paid	已付股息	(52,171)	(28,694)
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等值項目增加淨額</b>	<b>56,735</b>	220,687
<b>Cash and cash equivalents at 1st January</b>	<b>於一月一日之現金及現金等值項目</b>	<b>670,204</b>	384,335
<b>Effect of foreign exchange rate changes</b>	<b>外幣兌換率轉變之影響</b>	<b>6,429</b>	(3,955)
<b>Cash and cash equivalents at 30th June, represented by cash and bank balances</b>	<b>於六月三十日之現金及現金等值項目, 即現金及銀行結餘</b>	<b>733,368</b>	601,067

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard (“HKAS”) 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 cost basis except for certain financial instruments which are measured at fair values.

Except as described below, the accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31st December, 2012.

In the current interim period, the Group has applied, for the first time, certain new and revised Hong Kong Financial Reporting Standards (“new and revised HKFRSs”) issued by the HKICPA.

The application of Hong Kong Financial Reporting Standard (“HKFRS”) 10 “Consolidated Financial Statements” and HKFRS 12 “Disclosure of Interests in Other Entities” is described with more details in the consolidated financial statements for the year ended 31st December, 2012.

As a result of the application of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The application does not change any of the control conclusions reached by the Group in respect of its involvement with its investees.

Application of HKFRS 12 will result in extensive disclosures in the consolidated financial statements for the year ending 31st December, 2013.

### 1. 編製基準

簡明綜合財務報表已根據香港聯合交易所有限公司《證券上市規則》附錄十六所載適用之披露規定及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」而編製。

### 2. 主要會計政策

簡明綜合財務報表已按照歷史成本記賬法編製，惟若干金融工具按公平值計算除外。

除以下所述，簡明綜合財務報表所應用之會計政策與編製本集團截至二零一二年十二月三十一日止年度之全年財務報表所採用者一致。

於本中期期間內，本集團首次應用多項由香港會計師公會頒佈之新訂及經修改《香港財務報告準則》。

《香港財務報告準則》第10號「綜合財務報表」及第12號「其他實體權益披露」之應用事宜已詳細列明於截至二零一二年十二月三十一日止年度之綜合財務報表。

本集團因應用《香港財務報告準則》第10號而改變關於決定被投資方控制權之會計政策，惟該應用並無改變本集團對於所牽涉之被投資方之控制權結論。

應用《香港財務報告準則》第12號將令本集團於截至二零一三年十二月三十一日止年度之綜合財務報表的披露更為全面。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 2. PRINCIPAL ACCOUNTING POLICIES 2. 主要會計政策 – 續

– Continued

The Group has applied HKFRS 13 “Fair Value Measurement” for the first time in the current interim period. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements, and replaces those requirements previously included in various HKFRSs. Consequential amendments have been made to HKAS 34 to require certain disclosures to be made in the interim condensed consolidated financial statements. In accordance with the transitional provisions of HKFRS 13, the Group has applied the new fair value measurements and disclosure requirements prospectively. The application of this standard does not have a material impact on the Group’s condensed consolidated financial statements.

Under the amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income”, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. Besides, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes.

The application of other new and revised HKFRSs had no material effect on the amounts reported in these condensed consolidated financial statements and disclosures set out in these condensed consolidated financial statements of the Group for the current or prior accounting periods.

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

於本中期期間，本集團首次應用《香港財務報告準則》第13號「公平值計量」。《香港財務報告準則》第13號建立有關公平值計量之單一指引及披露要求，並取代過往刊載於多項《香港財務報告準則》之規定。《香港會計準則》第34號已作出相對性修訂，規定在中期簡明綜合財務報表作出若干披露。根據《香港財務報告準則》第13號的過渡指引，本集團已前瞻地應用了新公平值計量及有關披露要求。應用該準則對本集團之簡明綜合財務報表並無重大影響。

根據《香港會計準則》第1號（修訂本）「其他全面收益項目的呈列」，「全面收益表」乃更名為「損益及其他全面收益表」，而「利潤表」則更名為「損益表」。此外，《香港會計準則》第1號（修訂本）規定於其他全面收益部份作出額外披露，就此將其他全面收益項目分為兩類：(a)其後將不會重新分類至損益表的項目，及(b)於滿足特定條件後可重新分類至損益表的項目。該修訂已追溯應用，因此，其他全面收益項目之呈列已作出修改，以反映有關變動。

應用其他新訂及經修改《香港財務報告準則》對本集團於本會計期間或過往會計期間之簡明綜合財務報表之數值及其披露並無重大影響。

本集團尚未提早應用任何已頒佈但尚未生效之新訂及經修改《香港財務報告準則》。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 3. GROSS PROCEEDS FROM OPERATIONS AND REVENUE

### 3. 經營收益總額及收入

		Six months ended 30th June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>		
Leasing of properties	出租物業	545	539
Sales of properties	出售物業	–	11,018
		<b>545</b>	<b>11,557</b>
Gross proceeds from disposal of held-for-trading investments	出售待售投資之總銷售收益	5,134	221,985
Dividend income from available-for-sale investments	可供出售投資之股息收入	11,297	6,828
Dividend income from held-for-trading investments	待售投資之股息收入	39	67
<b>GROSS PROCEEDS FROM OPERATIONS</b>	<b>經營收益總額</b>	<b>17,015</b>	<b>240,437</b>

### 4. SEGMENT INFORMATION

The Group's operating and reportable segments, based on information reported to the chief operating decision makers, the executive Directors of the Company, for the purposes of resource allocation and performance assessment are as follows:

Property Development and Investment	–	sales and leasing of properties
Securities Trading and Investment	–	dealings in held-for-trading investments and available-for-sale investments

### 4. 分類資料

本集團根據主要營運決策者，即本公司之執行董事，所審閱之有關集團資源分配及表現評估之資料而作之營運及報告分類如下：

物業發展及投資	–	出售及出租物業
證券買賣及投資	–	買賣待售投資及可供出售投資

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 4. SEGMENT INFORMATION – Continued

### 4. 分類資料–續

		Property Development and Investment 物業發展及 投資 HK\$'000 千港元	Securities Trading and Investment 證券買賣及 投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Six months ended 30th June, 2013</b>	<b>截至二零一三年 六月三十日止六個月</b>			
<b>Gross proceeds from operations</b> – segment revenue	<b>經營收益總額</b> – 分類收入	<b>545</b>	<b>16,470</b>	<b>17,015</b>
<b>Results</b>	<b>業績</b>			
Segment (loss) profit	分類 (虧損) 溢利	(172)	2,273	2,101
Other income	其他收入			2,949
Unallocated expenses	不予分類開支			(4,250)
Share of results of an associate	應佔聯營公司業績			55,838
<b>Profit before taxation</b>	<b>除稅前溢利</b>			<b>56,638</b>
<b>Six months ended 30th June, 2012</b>	<b>截至二零一二年 六月三十日止六個月</b>			
<b>Gross proceeds from operations</b> – segment revenue	<b>經營收益總額</b> – 分類收入	11,557	228,880	240,437
<b>Results</b>	<b>業績</b>			
Segment profit	分類溢利	9,759	34,217	43,976
Other income	其他收入			2,991
Unallocated expenses	不予分類開支			(3,927)
Share of results of an associate	應佔聯營公司業績			24,736
<b>Profit before taxation</b>	<b>除稅前溢利</b>			<b>67,776</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 4. SEGMENT INFORMATION – Continued

Except for the presentation of segment revenue which is different from the reported revenue in the condensed consolidated statement of profit or loss, the accounting policies of the reportable segments are the same as the Group's accounting policies. For the details of reconciliation of segment revenue to the Group's revenue of HK\$545,000 (2012: HK\$11,557,000), please refer to Note 3. Segment profit represents the results of each segment without allocation of central administration costs including depreciation of leasehold land and building for corporate function, directors' salaries, share of results of an associate and other income. This is the measure reported to the executive Directors of the Company for the purposes of resources allocation and performance assessment.

### 4. 分類資料–續

除分類收入與簡明綜合損益表中的報告收入之呈列方式不同外，報告分類之會計政策與本集團之會計政策相同。分類收入與本集團收入545,000港元（二零一二年：11,557,000港元）之對賬詳情載於附註3。分類溢利指各分類業績，並沒有計入中央行政成本（包括用作企業功能之租賃土地及樓宇之折舊）、董事薪酬、應佔聯營公司業績及其他收入。此乃向本公司之執行董事報告資源分配及業績評估之計量。

### 5. PROFIT BEFORE TAXATION

### 5. 除稅前溢利

		Six months ended 30th June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	526	192
and after crediting:	並計入：		
Interest income	利息收入	2,888	2,991
Written back of provision upon the sale of properties held for sale (included in cost of sales)	因出售待售物業而撥回撥備（已計入銷售成本）	—	8,323

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 6. TAXATION

### 6. 稅項

		Six months ended 30th June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current tax:	本期稅項：		
Hong Kong Profits Tax	香港利得稅	–	–
PRC Enterprise Income Tax	中國企業所得稅	670	463
PRC Withholding Tax	中國股息扣繳稅	20,592	–
		<b>21,262</b>	463
Deferred Tax (credit) charge	遞延稅項(抵免)開支	<b>(14,910)</b>	1,100
Taxation charge	稅項開支	<b>6,352</b>	1,563

Hong Kong Profits Tax is calculated at 16.5% (2012: 16.5%) on the assessable profit for the period. No tax is payable on the profit for the period arising in Hong Kong since there is no assessable profit for the period. Taxation arising in other jurisdictions is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used is 25% for the six months ended 30th June, 2013 (2012: 25%).

Net deferred tax credit of HK\$14,910,000 (2012: deferred tax charge of HK\$1,100,000) has been reversed/provided for in the condensed consolidated statement of profit or loss in respect of the undistributed profits earned and has been adjusted by the amount of withholding tax paid during the period by the Group's PRC associate attributable to the Group that are subject to withholding tax upon the distribution of such profits to the shareholders outside the PRC. A withholding tax of HK\$20,592,000 was paid on the dividend received from the Group's PRC associate for the period ended 30th June, 2013 (2012: No withholding tax was paid).

香港利得稅所使用之稅率為按本期間之應課稅溢利之16.5%計算(二零一二年: 16.5%)。因本期間並無香港應課稅溢利, 因此並無產生香港溢利之應付稅項。其他司法權區產生之稅項乃根據管理層對整個財政年度之預期加權平均全年所得稅率作出之最佳估計而確認。截至二零一三年六月三十日止六個月所使用之預期平均全年稅率為25%(二零一二年: 25%)。

遞延稅項抵免淨額14,910,000港元已於簡明綜合損益表中撥回/撥備(二零一二年: 遞延稅項開支1,100,000港元)。此乃有關本集團應佔本集團在中國之聯營公司於本期間之未分派溢利, 而於向中國境外股東分派有關溢利時須繳納之扣繳稅(經調整本期間已支付之扣繳稅金額)。截至二零一三年六月三十日止六個月, 本集團就收取本集團在中國之聯營公司分派之股息而支付了20,592,000港元扣繳稅(二零一二年: 無支付扣繳稅)。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 7. DIVIDEND

The Directors do not recommend payment of an interim dividend for the period under review (2012: Nil).

In June 2013, a dividend of HK\$0.02 per share amounting to approximately HK\$52,171,000 in aggregate was paid to shareholders as the final dividend for the year ended 31st December, 2012.

In June 2012, a dividend of HK\$0.011 per share amounting to approximately HK\$28,694,000 in aggregate was paid to shareholders as the final dividend for the year ended 31st December, 2011.

### 8. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the Group's profit attributable to owners of the Company for the six months ended 30th June, 2013 of approximately HK\$50,156,000 (2012: HK\$66,075,000) and on 2,608,546,511 shares in issue during both periods.

No diluted earnings per share is presented as there was no dilutive ordinary share outstanding during both periods.

### 9. TRADE AND OTHER PAYABLES AND ACCRUALS

Included in trade and other payables and accruals are trade payables amounting to HK\$88,000 (2012: HK\$86,000) and their aged analysis as at the end of the reporting period is as follows:

	30th June 2013 二零一三年 六月三十日 HK\$'000 千港元	31st December 2012 二零一二年 十二月三十一日 HK\$'000 千港元
Over 1 year 一年以上	88	86

### 7. 股息

董事不建議派付於回顧期間內之中期股息 (二零一二年：無)。

於二零一三年六月已派發截至二零一二年十二月三十一日止年度之末期股息每股0.02港元合共約52,171,000港元予股東。

於二零一二年六月已派發截至二零一一年十二月三十一日止年度之末期股息每股0.011港元合共約28,694,000港元予股東。

### 8. 每股盈利

每股基本盈利乃根據本公司權益持有人應佔本集團截至二零一三年六月三十日止六個月之溢利約50,156,000港元 (二零一二年：66,075,000港元) 及兩個期間內之已發行股份2,608,546,511股計算。

由於兩個期間內並無已發行可攤薄普通股，故於兩個期間並無計算每股攤薄後盈利。

### 9. 應付貿易賬款、其他應付賬款及預提費用

在應付貿易賬款、其他應付賬款及預提費用內包括應付貿易賬款88,000港元 (二零一二年：86,000港元)，而其於報告期末之賬齡分析如下：

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 10. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Some of the Group's financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 10. 金融工具之公平值計量

本集團部分金融工具於各報告期末按公平值計量。下表提供有關如何釐定該等金融工具之公平值（特別是所使用的估值方法及輸入數據），及根據公平值計量的輸入數據的可觀測程度而劃分之公平值級別水平（一至三級）之資料。

- 第一級公平值計量乃按相同資產或負債於活躍市場中所報未經調整價格而得出；
- 第二級公平值計量乃除第一級計入之報價外，自資產或負債可直接（即價格）或間接（自價格衍生）觀察輸入數據得出；及
- 第三級公平值計量乃計入並非根據可觀察市場數據（無法觀察之輸入數據）之資產或負債之估值方法得出。

Financial assets 財務資產	Fair value as at 30th June, 2013 於二零一三年六月三十日之 公平值	Fair value hierarchy 公平值級別	Valuation techniques and key inputs 估值方法及 主要輸入數據
Held-for-trading non-derivative financial assets 非衍生之待售財務資產	Listed equity securities in Hong Kong with fair value of HK\$88,597,000 公平值為88,597,000港元之 香港上市股本證券	Level 1 第一級	Quoted prices in an active market 於活躍市場之報價
Available-for-sales non-derivative financial assets 非衍生之可供出售財務資產	Listed equity securities in Hong Kong with fair value of HK\$356,290,000 公平值為356,290,000港元之 香港上市股本證券	Level 1 第一級	Quoted prices in an active market 於活躍市場之報價

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### 10. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – Continued

At the end of the reporting period, the Group has no financial instruments measured at fair value classified as Level 2 or 3 of the fair value hierarchy.

The Directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

### 11. RELATED PARTY TRANSACTION

#### Compensation of key management personnel

The remuneration of Directors during the period was as follows:

### 10. 金融工具之公平值計量—續

於報告期末，本集團並無以分類為公平值級別之第二或第三級之公平值計量之金融工具。

本公司董事認為，於簡明綜合財務報表內按攤銷成本入賬之財務資產及財務負債之賬面值與其公平值相若。

### 11. 關連人士交易

#### 主要管理人員酬金

本期間之董事酬金如下：

		Six months ended 30th June 截至六月三十日止六個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	841	788
Post-employment benefits	退休福利	15	13
		856	801

### 12. MAJOR NON-CASH TRANSACTION

For the period ended 30th June, 2012, the Group elected to receive scrip dividends of approximately HK\$5,159,000 in lieu of cash dividends from the Group's available-for-sale investments in Tomson Group Limited.

### 12. 重大非現金交易

截至二零一二年六月三十日止期間，本集團選擇以股代息方式收取自本集團之可供出售投資——湯臣集團有限公司之股息約5,159,000港元。

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**Tomson Group**

Rivera (Holdings) Limited  
川河集團有限公司