



China Gamma Group Limited
中國伽瑪集團有限公司
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
Stock Code 股份代號:164

2013
Interim Report
中期報告

Condensed Consolidated Income Statement

簡明綜合收益表

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

INTERIM RESULTS

The board of directors (the "Board") of China Gamma Group Limited (the "Company") hereby announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (together, the "Group") for the six months ended 30 September 2013 together with the comparative figures for the corresponding period in 2012. The unaudited condensed consolidated interim results have been reviewed by the Company's audit committee.

中期業績

中國伽瑪集團有限公司(「本公司」)董事會(「董事會」)謹此宣布本公司及其附屬公司(統稱「本集團」)截至二零一三年九月三十日止六個月之未經審核簡明綜合中期業績，連同二零一二年同期之比較數字。未經審核簡明綜合中期業績已由本公司之審核委員會審閱。

CONDENSED CONSOLIDATED INCOME STATEMENT

簡明綜合收益表

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核)	2012 二零一二年 (Unaudited) (未經審核) (Restated) (經重列)
		HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額	4	17,789
Other revenue and gains, net	其他收入及收益，淨額	4	446
		18,235	41,731
Cost of sales	銷售成本	(16,793)	(36,730)
Impairment loss on intangible asset	無形資產之減值虧損	–	(81,840)
Amortisation of intangible asset	無形資產攤銷	–	(27,239)
Net unrealised losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之 未變現虧損淨額	(862)	(2,187)
Net realised losses on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之 已變現虧損淨額	(1,370)	(356)
Administrative expenses	行政費用	(19,192)	(22,056)
Loss from operations	營運虧損	5	(19,982)
Finance costs	融資成本	(26,598)	(22,828)
Loss before taxation	除稅前虧損	(46,580)	(151,505)
Taxation	稅項	6	564
Loss for the period	本期間虧損	(46,016)	(149,001)
Loss attributable to:	以下人士應佔虧損：		
Equity shareholders of the Company	本公司權益股東	(44,466)	(92,505)
Non-controlling interests	非控股權益	(1,550)	(56,496)
		(46,016)	(149,001)
Loss per share attributable to the equity shareholders of the Company during the period	期內本公司權益股東應佔每股虧損	7	
– Basic	– 基本	(1.17) cents 仙	(2.74) cents 仙
– Diluted	– 攤薄	(1.17) cents 仙	(2.74) cents 仙

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Loss for the period	本期間虧損	(46,016)	(149,001)
Other comprehensive income (loss)	其他全面收益(虧損)		
Item that may be reclassified subsequently to profit or loss	其後可能重新分類至損益 之項目		
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表產生 之匯兌差額	11,090	(7,590)
Total comprehensive loss for the period	本期間全面虧損總額	(34,926)	(156,591)
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	(36,758)	(98,256)
Non-controlling interests	非控股權益	1,832	(58,335)
Total comprehensive loss for the period	本期間全面虧損總額	(34,926)	(156,591)

Condensed Consolidated Balance Sheet

簡明綜合資產負債表

At 30 September 2013 於二零一三年九月三十日

			At 30 September 2013 於 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 March 2013 於 二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
	Notes 附註			
Non-current Assets		非流動資產		
Property, plant and equipment		物業、廠房及設備	24,431	26,875
Land use rights		土地使用權	11,684	11,711
Goodwill		商譽	23,592	23,592
			<u>59,707</u>	<u>62,178</u>
Current Assets		流動資產		
Trade and other receivables	8	應收貿易及其他賬項	68,226	57,333
Financial assets at fair value through profit or loss	9	按公平值計入損益之金融資產	26,089	38,845
Cash and cash equivalents		現金及現金等額項目	32,594	56,437
			<u>126,909</u>	<u>152,615</u>
Assets classified as held for sale	12	分類為持作出售之資產	763,457	735,204
			<u>890,366</u>	<u>887,819</u>
Current Liabilities		流動負債		
Trade and other payables	10	應付貿易及其他賬項	33,634	37,405
Bank and other borrowings	11	銀行及其他借貸	10,063	—
			<u>43,697</u>	<u>37,405</u>
Liabilities directly associated with the assets classified as held for sale	12	與分類為持作出售之資產直接相關 之負債	536,517	538,063
			<u>580,214</u>	<u>575,468</u>
Net Current Assets		流動資產淨值	<u>310,152</u>	<u>312,351</u>
Total Assets less Current Liabilities		總資產減流動負債	<u>369,859</u>	<u>374,529</u>
Non-current Liabilities		非流動負債		
Amount due to a non-controlling shareholder of a subsidiary		應付附屬公司非控股 股東款項	21,560	21,162
Bank and other borrowings	11	銀行及其他借貸	33,500	66,667
Placing notes		配售票據	10,000	—
Convertible note		可換股票據	97,968	94,823
Deferred taxation		遞延稅項	1,337	1,323
			<u>164,365</u>	<u>183,975</u>
Net Assets		資產淨值	<u>205,494</u>	<u>190,554</u>
Equity		權益		
Capital and reserves attributable to the equity shareholders of the Company:		本公司權益股東應佔資本 及儲備：		
Share capital	13	股本	42,987	37,987
Reserves		儲備	(17,929)	(26,037)
			<u>25,058</u>	<u>11,950</u>
Non-controlling interests		非控股權益	180,436	178,604
Total Equity		權益總額	<u>205,494</u>	<u>190,554</u>

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

		Attributable to equity shareholders of the Company 本公司權益股東應佔										Non-controlling interests	Total
		Share Capital	Share premium	Capital redemption reserve	Convertible note reserve	Share options reserve	Exchange reserve	Special reserve	Contributed surplus	Accumulated losses	Total		
		股本	股份溢價	資本贖回儲備	可換股票據儲備	購股權儲備	匯兌儲備	特別儲備	繳入盈餘	累計虧損	總額	非控股權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2012	於二零一二年四月一日	33,737	656,097	13,878	18,352	1,606	10,114	78,176	684,966	(1,385,789)	111,137	249,276	360,413
Exchange differences arising from translation of foreign operations recognised directly in equity	直接於權益中確認換算海外業務產生之匯兌差額	-	-	-	-	-	(5,751)	-	-	-	(5,751)	(1,839)	(7,590)
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(92,505)	(92,505)	(56,496)	(149,001)
Total comprehensive loss for the period ended 30 September 2012	截至二零一二年九月三十日止期間之全面虧損總額	-	-	-	-	-	(5,751)	-	-	(92,505)	(98,256)	(58,335)	(156,591)
Share options granted	授出購股權	-	-	-	-	4,531	-	-	-	-	4,531	-	4,531
Exercise of share options	行使購股權	50	530	-	-	-	-	-	-	-	580	-	580
Transfer to share premium upon exercise of share options	行使購股權時轉撥至股份溢價	-	134	-	-	(134)	-	-	-	-	-	-	-
Share options lapsed	購股權失效	-	-	-	-	(723)	-	-	-	723	-	-	-
At 30 September 2012	於二零一二年九月三十日	33,787	656,761	13,878	18,352	5,280	4,363	78,176	684,966	(1,477,571)	17,992	190,941	208,933
At 1 April 2013	於二零一三年四月一日	37,987	692,636	13,878	18,352	4,532	9,215	78,176	684,966	(1,527,792)	11,950	178,604	190,554
Exchange differences arising from translation of foreign operations recognised directly in equity	直接於權益中確認換算海外業務產生之匯兌差額	-	-	-	-	-	7,708	-	-	-	7,708	3,382	11,090
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(44,466)	(44,466)	(1,550)	(46,016)
Total comprehensive income (loss) for the period ended 30 September 2013	截至二零一三年九月三十日止期間之全面收益(虧損)總額	-	-	-	-	-	7,708	-	-	(44,466)	(36,758)	1,832	(34,926)
Capitalisation of the loan	貸款資本化	5,000	44,866	-	-	-	-	-	-	-	49,866	-	49,866
At 30 September 2013	於二零一三年九月三十日	42,987	737,502	13,878	18,352	4,532	16,923	78,176	684,966	(1,572,258)	25,058	180,436	205,494

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash used in operating activities	經營活動所用現金淨額	(9,847)	(21,427)
Net cash generated from investing activities	投資活動所得現金淨額	402	41,368
Net cash (used in) generated from financing activities	融資活動(所用)所得現金淨額	(14,504)	393
(Decrease) increase in cash and cash equivalents	現金及現金等額項目(減少)增加	(23,949)	20,334
Cash and cash equivalents at beginning of the period	期初之現金及現金等額項目	56,638	18,774
Effect of foreign exchange rate changes	匯率變動之影響	56	(213)
Cash and cash equivalents at end of the period	期終之現金及現金等額項目	32,745	38,895

Notes to the Unaudited Condensed Consolidated Interim Financial Statements

未經審核簡明綜合中期財務報表附註

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

1. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with 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") and with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention, except for certain financial assets and financial liabilities which are carried at fair value.

2. PRINCIPAL ACCOUNTING POLICIES

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 31 March 2013.

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations issued by the HKICPA, which are effective for the Group's financial year beginning on 1 April 2013.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2009–2011 Cycle
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interest in Other Entities: Transition Guidance
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income
HKAS 19 (Revised in 2011)	Employee Benefits
HKAS 27 (Revised in 2011)	Separate Financial Statements
HKAS 28 (Revised in 2011)	Investments in Associates and Joint Ventures

1. 編製基準

未經審核簡明綜合中期財務報表乃按照香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16之適用披露規定及由香港會計師公會(「香港會計師公會」)頒布之香港會計準則(「香港會計準則」)第34號「中期財務報告」而編製。除若干金融資產及金融負債乃按公平值入賬外，未經審核簡明綜合中期財務報表已按歷史成本法予以編製。

2. 主要會計政策

簡明綜合財務報表所採用之會計政策與編製本集團截至二零一三年三月三十一日止年度之年度財務報表所用者貫徹一致。

在本中期報告期間，本集團首次應用以下由香港會計師公會頒布之新訂及經修訂準則、修訂本及詮釋，並於本集團二零一三年四月一日開始之財政年度生效。

香港財務報告準則 (修訂本)	香港財務報告準則之年度 改進二零零九年至 二零一一年週期
香港財務報告準則第7號 (修訂本)	披露 – 抵銷金融資產 及金融負債
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(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
香港會計準則第1號 (修訂本)	其他全面收益項目之呈列
香港會計準則第19號 (於二零一一年經修訂)	僱員福利
香港會計準則第27號 (於二零一一年經修訂)	獨立財務報表
香港會計準則第28號 (於二零一一年經修訂)	於聯營公司及合營企業 之投資

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES (continued)

The adoption of the new or revised Hong Kong Financial Reporting Standards ("HKFRSs") had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented.

The Group has not early adopted the following new or revised standards and amendments that have been issued but are not yet effective.

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

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

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

The Group has not early adopted the new HKFRSs that have been issued but not yet effective. The directors of the Company (the "Directors") are currently assessing the impact of these new HKFRSs but are not yet in a position to state whether they would have material financial impact on the Group's result of operations and financial position.

2. 主要會計政策(續)

採納新訂或經修訂香港財務報告準則(「香港財務報告準則」)並無對本會計期間或過往會計期間之業績及財務狀況之編製及呈列方式構成重大影響。

本集團並無提早採納下列已頒布但尚未生效之新訂或經修訂準則及修訂本。

香港會計準則第32號之修訂	金融工具：呈列 – 抵銷金融資產及金融負債 ¹
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	投資實體 ¹
香港會計準則第36號之修訂	非金融資產之可收回金額披露 ¹
香港會計準則第39號之修訂	金融工具：確認及計量 – 更新衍生工具及延續對沖會計 ¹
香港財務報告準則第9號及香港財務報告準則第7號之修訂	香港財務報告準則第9號之強制生效日期及過渡披露 ²
香港(國際財務報告詮釋委員會) – 詮釋第21號	徵稅 ¹
香港財務報告準則第9號	金融工具 ²

¹ 於二零一四年一月一日或以後開始之年度期間生效

² 於二零一五年一月一日或以後開始之年度期間生效

本集團並無提早採納已頒布但尚未生效之新訂香港財務報告準則。本公司之董事(「董事」)現正評估該等新訂香港財務報告準則之影響，惟於現階段尚未能確定該等香港財務報告準則會否對本集團之營運業績及財務狀況造成重大財務影響。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

3. SEGMENT INFORMATION

For management purpose, the Group has three (2012: three) principal lines of businesses namely (1) property business (including property development, trading of building materials and provision of renovation services); (2) gamma ray irradiation services; and (3) resources business, which, together with other operation – securities trading and investment, are the basis on which the Group reports its segment information.

An analysis of the Group's turnover, contribution to operating results and segment assets and liabilities by business segments is presented as follows:

Segment results

For the six months ended 30 September 2013

3. 分部資料

就管理而言，本集團經營三類(二零一二年：三類)主要業務，分別為(1)物業業務(包括物業發展、建築材料貿易及提供裝修服務)；(2)伽瑪射線照射服務；及(3)資源業務；並連同其他業務 – 證券買賣及投資，本集團按此申報分部資料。

按業務分部分析之本集團營業額、經營業績貢獻、分部資產及負債呈列如下：

分部業績

截至二零一三年九月三十日止六個月

		Property business	Gamma ray irradiation services	Resources business	Other operation – securities trading and investment	Total
		物業業務 (Unaudited) (未經審核)	伽瑪射線 照射服務 (Unaudited) (未經審核)	資源業務 (Unaudited) (未經審核)	其他業務 – 證券買賣 及投資 (Unaudited) (未經審核)	總計 (Unaudited) (未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
INCOME STATEMENT	收益表					
REVENUE	收益					
Turnover	營業額	998	2,838	13,953	–	17,789
Segment results	分部業績	(1,404)	(1,363)	(2,448)	(1,806)	(7,021)
Unallocated other operating income	未分配其他營運收入					1
Unallocated corporate expenses	未分配公司開支					(12,962)
Loss from operations	營運虧損					(19,982)
Finance costs	融資成本					(26,598)
Loss before taxation	除稅前虧損					(46,580)
Taxation	稅項					564
Loss before non-controlling interests	扣除非控股權益前虧損					(46,016)

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

3. SEGMENT INFORMATION (continued)

Segment assets and liabilities

As at 30 September 2013

3. 分部資料(續)

分部資產及負債

於二零一三年九月三十日

		Property business	Gamma ray irradiation services	Resources business	Other operation – securities trading and investment 其他業務 – 證券買賣 及投資	Total
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		物業業務 (未經審核)	伽瑪射線 照射服務 (未經審核)	資源業務 (未經審核)	及投資 (未經審核)	總計 (未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
BALANCE SHEET	資產負債表					
ASSETS	資產					
Segment assets	分部資產	10,745	62,031	–	29,736	102,512
Assets classified as held for sale (note 12)	分類為持作出售之 資產(附註12)	–	–	763,457	–	763,457
Unallocated corporate assets	未分配公司資產					84,104
Consolidated total assets	綜合資產總值					950,073
LIABILITIES	負債					
Segment liabilities	分部負債	27,150	10,190	131,582	551	169,473
Liabilities classified as held for sale (note 12)	分類為持作出售之 負債(附註12)	–	–	536,517	–	536,517
Unallocated corporate liabilities	未分配公司負債					38,589
Consolidated total liabilities	綜合負債總額					744,579

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

3. SEGMENT INFORMATION (continued)

Segment results

For the six months ended 30 September 2012

3. 分部資料(續)

分部業績

截至二零一二年九月三十日止六個月

		Property business	Gamma ray irradiation services	Resources business	Other operation – securities trading and investment 其他業務 – 證券買賣 及投資	Total
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		物業業務 (未經審核)	伽瑪射線 照射服務 (未經審核)	資源業務 (未經審核)	證券買賣 及投資 (未經審核)	總計 (未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
INCOME STATEMENT	收益表					
REVENUE	收益					
Turnover	營業額	7,467	2,948	26,684	–	37,099
Segment results (restated)	分部業績(經重列)	(512)	(1,227)	(121,952)	(2,276)	(125,967)
Unallocated other operating income (restated)	未分配其他營運收入 (經重列)					2,694
Unallocated corporate expenses (restated)	未分配公司開支 (經重列)					(5,404)
Loss from operations	營運虧損					(128,677)
Finance costs	融資成本					(22,828)
Loss before taxation	除稅前虧損					(151,505)
Taxation	稅項					2,504
Loss before non-controlling interests	扣除非控股權益前虧損					(149,001)

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

3. SEGMENT INFORMATION (continued)

Segment assets and liabilities

As at 31 March 2013

3. 分部資料(續)

分部資產及負債

於二零一三年三月三十一日

		Property business	Gamma ray irradiation services	Resources business	Other operation – securities trading and investment 其他業務 – 證券買賣 及投資	Total
		物業業務 (Audited) (經審核)	伽瑪射線 照射服務 (Audited) (經審核)	資源業務 (Audited) (經審核)	(Audited) (經審核)	總計 (Audited) (經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
BALANCE SHEET	資產負債表					
ASSETS	資產					
Segment assets	分部資產	11,973	64,421	–	38,845	115,239
Assets classified as held for sale (note 12)	分類為持作出售 之資產(附註 12)	–	–	735,204	–	735,204
Unallocated corporate assets	未分配公司資產					99,554
Consolidated total assets	綜合資產總值					949,997
LIABILITIES	負債					
Segment liabilities	分部負債	26,776	10,080	151,763	4,774	193,393
Liabilities classified as held for sale (note 12)	分類為持作出售 之負債(附註 12)	–	–	538,063	–	538,063
Unallocated corporate liabilities	未分配公司負債					27,987
Consolidated total liabilities	綜合負債總額					759,443

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the period (2012: HK\$Nil).

Segment results represents the profit/(loss) earned or incurred by each segment without allocation of central administration costs including directors' salaries, investment and other income, finance costs, and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

上文所呈報之收益指來自外部客戶之收益。於本期間並無分部間銷售(二零一二年: 零港元)。

分部業績指在未分配中央行政費用(包括董事薪金、投資及其他收入、融資成本及所得稅開支)前, 由各分部所賺取或產生之溢利/(虧損)。此為向主要經營決策者呈報以作資源分配及評估分部表現之方法。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

4. TURNOVER, OTHER REVENUE AND GAINS, NET

Turnover represents the aggregate of the net amounts received and receivable from third parties during the period. An analysis of the Group's turnover, other revenue and gains, net is as follows:

4. 營業額、其他收入及收益，淨額

營業額指期內自第三方已收及應收款項淨額之總數。本集團之營業額、其他收入及收益，淨額分析如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核)	2012 二零一二年 (Unaudited) (未經審核) (Restated) (經重列)
		HK\$'000 千港元	HK\$'000 千港元
Turnover	營業額		
Property business	物業業務	998	7,467
Gamma ray irradiation services	伽瑪射線照射服務	2,838	2,948
Resources business	資源業務	13,953	26,684
		<u>17,789</u>	<u>37,099</u>
Other revenue and gains, net	其他收入及收益，淨額		
Other income	其他收入	446	381
Gain on disposal of subsidiaries	出售附屬公司收益	–	1,557
Exchange gain	匯兌收益	–	2,694
		<u>446</u>	<u>4,632</u>
		<u><u>18,235</u></u>	<u><u>41,731</u></u>

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

5. LOSS FROM OPERATIONS

5. 營運虧損

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Amortisation of land use rights	土地使用權攤銷	246	297
Amortisation of intangible asset	無形資產攤銷	—	27,239
Impairment loss of intangible asset	無形資產之減值虧損	—	81,840
Cost of sales [#]	銷售成本 [#]	16,793	36,730
Write-down inventories	存貨撇減	—	7,643
Depreciation of property, plant and equipment [#]	物業、廠房及設備折舊 [#]	2,911	5,375
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	50	—
Interest income	利息收入	(3)	(17)

[#] Cost of sales includes HK\$2,105,000 (2012: HK\$2,048,000) relating to depreciation expenses, which amount is also included in the respective total amounts disclosed separately above.

[#] 銷售成本包括與折舊開支有關之2,105,000港元(二零一二年: 2,048,000港元), 該款項亦計入上述個別披露之各自總額。

6. TAXATION

No provision for Hong Kong Profits Tax has been made in the financial statements as the Company and its subsidiaries in Hong Kong have no assessable profits for the six months ended 30 September 2013 and 2012 respectively. Taxation on overseas profits has been calculated on the estimated assessable profits for the period at the rate of taxation prevailing in the countries in which the Group operates.

6. 稅項

由於本公司及其香港附屬公司分別於截至二零一三年及二零一二年九月三十日止六個月均無應課稅溢利, 故並無於財務報表作出香港利得稅撥備。海外溢利之稅項乃根據本集團營運所在國家之現行稅率按本期間之估計應課稅溢利計算。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

6. TAXATION (continued)

The amount of income tax expense in the condensed consolidated income statement represents:

6. 稅項(續)

簡明綜合收益表中所得稅開支之金額指：

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Current taxation	本期稅項		
Overseas Tax	海外稅項		
– Provision for the period	– 本期間撥備	71	91
Deferred taxation	遞延稅項		
– Origination and reversal of temporary differences	– 暫時差異之產生及撥回	(635)	(2,595)
Income tax credit	所得稅抵免	(564)	(2,504)

7. LOSS PER SHARE

The calculation of basic loss per share for the six months ended 30 September 2013 is based on the loss for the period attributable to the equity shareholders of the Company of approximately HK\$44,466,000 (2012: HK\$92,505,000) and on the weighted average number of 3,809,610,452 shares (2012: 3,374,227,938 shares) in issue during the period.

The calculation of diluted loss per share for the six months ended 30 September 2013 and 30 September 2012 has not included the potential effect of share options outstanding and the deemed conversion of the convertible note into ordinary shares as they have an anti-dilutive effect on the basic loss per share for the respective period.

7. 每股虧損

截至二零一三年九月三十日止六個月之每股基本虧損乃根據本公司權益股東應佔期內虧損約44,466,000港元(二零一二年：92,505,000港元)及期內已發行股份之加權平均數3,809,610,452股(二零一二年：3,374,227,938股)計算。

計算截至二零一三年九月三十日及二零一二年九月三十日止六個月之每股攤薄虧損時，並無計及未行使購股權及可換股票據被視作轉換為普通股之潛在影響，原因為其對各期間之每股基本虧損具反攤薄影響。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

8. TRADE AND OTHER RECEIVABLES

8. 應收貿易及其他賬項

		THE GROUP	
		本集團	
		At	At
		30 September	31 March
		2013	2013
		於	於
		二零一三年	二零一三年
		九月三十日	三月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	應收貿易賬項	2,816	3,140
Less: allowance for impairment	減：減值撥備	2,632	2,632
Trade receivables, net	應收貿易賬項，淨額	184	508
Other receivables and prepayments	其他應收賬項及預付款項	68,042	56,825
		68,226	57,333

In the opinion of the Directors, all of the above trade and other receivables are expected to be recovered or recognised as expense within one year.

The Directors consider that the carrying amounts of trade and other receivables approximate to their fair values.

董事認為，上述所有應收貿易及其他賬項預計可於一年內收回或確認為開支。

董事認為應收貿易及其他賬項之賬面值與其公平值相若。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

8. TRADE AND OTHER RECEIVABLES (continued)

The Group allows an average credit period of 60 days to 90 days to its trade customers. The following is an analysis of trade receivables by age, presented based on the invoice date. The analysis below includes those classified as part of assets classified as held for sale, net of allowance for doubtful debts:

8. 應收貿易及其他賬項(續)

本集團給予其貿易客戶平均介乎60日至90日之信貸期。以下為基於發票日期呈列之應收貿易賬項賬齡分析。以下分析包括歸入分類為持作出售之資產類別(已扣除呆賬撥備)者：

		THE GROUP	
		本集團	
		At	At
		30 September	31 March
		2013	2013
		於	於
		二零一三年	二零一三年
		九月三十日	三月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Up to 30 days	30日內	8,987	6,916
31 to 90 days	31至90日	7,549	67
91 to 365 days	91至365日	4,184	252
		<u>20,720</u>	<u>7,235</u>

9. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

9. 按公平值計入損益之金融資產

		THE GROUP	
		本集團	
		At	At
		30 September	31 March
		2013	2013
		於	於
		二零一三年	二零一三年
		九月三十日	三月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Listed securities held for trading:	持作買賣之上市證券：		
– Equity securities – Hong Kong,	– 股本證券 – 香港，		
at market value	按市值	<u>26,089</u>	<u>38,845</u>

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

10. TRADE AND OTHER PAYABLES

10. 應付貿易及其他賬項

		THE GROUP 本集團	
		At 30 September 2013 於 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 March 2013 於 二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables	應付貿易賬項	5	1
Other payables and accruals	其他應付賬項及應計款項	33,629	37,404
		<u>33,634</u>	<u>37,405</u>

In the opinion of the Directors, all of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

董事認為，所有應付貿易及其他賬項預計可於一年內支付或確認為收入或應要求償還。

The Directors consider that the carrying amounts of trade and other payables approximate to their fair values.

董事認為應付貿易及其他賬項之賬面值與其公平值相若。

The following is an analysis of trade payables by age based on the invoice date. The analysis below includes those classified as part of liabilities classified as held for sale:

以下為基於發票日期之應付貿易賬項賬齡分析。以下分析包括歸入分類為持作出售之負債類別者：

		THE GROUP 本集團	
		At 30 September 2013 於 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 March 2013 於 二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Up to 30 days	30日內	8,302	6,173
31 to 90 days	31至90日	7,111	—
Over 90 days	超過90日	42,679	38,066
		<u>58,092</u>	<u>44,239</u>

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

11. BANK AND OTHER BORROWINGS

11. 銀行及其他借貸

		THE GROUP 本集團	
		At 30 September 2013 於 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 March 2013 於 二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Current	流動		
Bank borrowing – secured (Note)	銀行借貸 – 有抵押(附註)	10,063	–
Non-current	非流動		
Bank borrowing – secured (Note)	銀行借貸 – 有抵押(附註)	–	9,877
Other borrowing – unsecured	其他借貸 – 無抵押		
– Loan from a company controlled by a substantial shareholder	– 一名主要股東控制之公司提供之貸款	33,500	56,790
Total bank and other borrowings	銀行及其他借貸總額	43,563	66,667
Bank borrowing repayable	應於下列期間償還之銀行借貸		
Within one year	一年內	10,063	–
In the second year	第二年	–	9,877
		10,063	9,877
Other borrowing repayable	應於下列期間償還之其他借貸		
In the second year	第二年	33,500	56,790
Total bank and other borrowings	銀行及其他借貸總額	43,563	66,667

Note:

At 30 September 2013 and 31 March 2013, the bank borrowing is secured by certain leasehold buildings and land use rights of the Group.

附註：

於二零一三年九月三十日及二零一三年三月三十一日，銀行借貸以本集團若干租賃樓宇及土地使用權作抵押。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

12. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE

Currently, the demand and price of rare earth products still remain low. Given the uncertainty of the current rare earth market, the Group started to rationalise the resources business by considering the possibilities of restructuring the rare earth refinery and processing business. Before the balance sheet date for the year ended 31 March 2013, the Group made a plan to sell a group of subsidiaries that engaged in the rare earth refinery and processing business as if the assets value would be better reflected by such a sale transaction rather than through continuing use. The rare earth refinery and processing business is mainly conducted through 冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited*), a 54% owned subsidiary of the Group. The Group is actively seeking buyers for the rare earth refinery and processing business and expects to complete the sale in one year subject to commercial circumstances. Preliminary discussions with potential buyers were on going and negotiations for the sale were still in progress and the assets and liabilities of the subsidiaries were classified as non-current assets and liabilities held for sale.

The results of the assets/liabilities classified as held for sale (i.e. rare earth refinery and processing business) that are included in the consolidated income statement and the consolidated cash flow statement are shown as below:

12. 分類為持作出售之資產／負債

目前，稀土產品之需求及價格仍然低企。鑑於現時稀土市場未見明朗，本集團開始考慮重組稀土深加工業務之可能性，以期精簡資源業務。於截至二零一三年三月三十一日止年度結算日前，本集團計劃在出售交易較持續使用能更佳地反映資產值之情況下，出售該等從事稀土深加工業務之附屬公司。稀土深加工業務主要透過冕寧縣茂源稀土科技有限公司(本集團擁有54%權益之附屬公司)進行。本集團現正積極為稀土深加工業務尋求買家，視乎商業情況，預期於一年內完成出售。本集團持續與有意買家進行初步討論，該等磋商仍在進行，該等附屬公司之資產及負債已分別分類為持作出售之非流動資產及負債。

計入綜合收益表及綜合現金流量表之分類為持作出售之資產／負債(即稀土深加工業務)業績如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Loss for the period from rare earth refinery and processing business:	稀土深加工業務本期間虧損：		
Turnover	營業額	13,953	26,684
Other income	其他收入	—	11
Cost of sales	銷售成本	(13,146)	(26,593)
Impairment loss on intangible asset	無形資產之減值虧損	—	(81,840)
Administrative expenses	行政費用	(2,874)	(39,820)
Loss before taxation	除稅前虧損	(2,067)	(121,558)
Taxation	稅項	635	—
Loss for the period	本期間虧損	(1,432)	(121,558)
Loss for the period from rare earth refinery and processing business has been arrived at after charging the following:	稀土深加工業務之本期間虧損於扣除下列項目後得出：		
Depreciation of property, plant and equipment (Note a)	物業、廠房及設備折舊(附註a)	—	3,095
Amortisation of intangible asset (Note a)	無形資產攤銷(附註a)	—	27,239
Amortisation of land use rights (Note a)	土地使用權攤銷(附註a)	—	56
Cash flows from rare earth refinery and processing business:	稀土深加工業務之現金流量：		
Net cash outflows from operating activities	經營活動之現金流出淨額	(54)	(2,246)
Net cash outflows from investing activities	投資活動之現金流出淨額	—	(20)
Net cash inflows from financing activities	融資活動之現金流入淨額	—	—
Net cash outflows	現金流出淨額	(54)	(2,266)

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

12. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE (continued)

12. 分類為持作出售之資產／負債(續)

		At 30 September 2013 於 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 March 2013 於 二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
The major classes of assets and liabilities classified as held for sale as at the period end are as follows:	於期末，分類為持作出售之資產及 負債之主要類別如下：		
Property, plant and equipment	物業、廠房及設備	114,073	111,961
Intangible asset	無形資產	409,315	401,735
Land use rights	土地使用權	5,441	5,340
Goodwill	商譽	174,989	171,748
Inventories	存貨	28,416	27,890
Trade and other receivables	應收貿易及其他賬項	31,072	16,329
Cash and cash equivalents	現金及現金等額項目	151	201
Assets classified as held for sale	分類為持作出售之資產	763,457	735,204
Trade and other payables	應付貿易及其他賬項	(135,366)	(116,757)
Other borrowings (Note b)	其他借貸(附註b)	(400,255)	(419,799)
Deferred taxation	遞延稅項	(896)	(1,507)
Liabilities directly associated with the assets classified as held for sale	與分類為持作出售之資產直接相關 之負債	(536,517)	(538,063)
Net assets directly associated with the assets classified as held for sale	與分類為持作出售之資產直接相關 之淨資產	226,940	197,141
Cumulative income recognised in other comprehensive income relating to the assets/liabilities classified as held for sale:	於其他全面收益確認有關分類為持作 出售之資產／負債之累計收益：		
Foreign exchange translation adjustments	外匯換算調整	10,938	609

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

12. ASSETS/LIABILITIES CLASSIFIED AS HELD FOR SALE (continued)

Notes:

- (a) According to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations, an entity shall not depreciate or amortise a non-current asset while it is classified as held for sale.
- (b) Other borrowings include two loans ("Loan A" and "Loan B") obtained by a wholly-owned subsidiary of the Company from independent third parties and interest accrued thereon. Loan A amounting to HK\$176,415,000 (31 March 2013: RMB180,000,000) is due for repayment in full in December 2014. The Company and a wholly-owned subsidiary entered into a subscription agreement with the lender of Loan A on 19 September 2013, the lender subscribed for 500,000,000 shares of the Company at a subscription price HK\$0.1 each for a consideration of HK\$50,000,000, which was settled by way of capitalisation of part of the Loan A (see note 13 – Share Capital). Loan B amounting to RMB76,000,000 (31 March 2013: RMB76,000,000) is due for repayment in full in December 2014.

The remaining balance represents a borrowing advanced by an individual. This borrowing has no fixed term of repayment.

12. 分類為持作出售之資產／負債(續)

附註：

- (a) 根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」，倘非流動資產分類為持作出售，則實體不得折舊或攤銷有關資產。
- (b) 其他借貸包括本公司一家全資附屬公司從獨立第三方取得之兩筆貸款(「貸款甲」及「貸款乙」)及相關應計利息。為數176,415,000港元(二零一三年三月三十一日：人民幣180,000,000元)之貸款甲須於二零一四年十二月悉數償還。於二零一三年九月十九日，本公司及一家全資附屬公司與貸款甲之貸款人訂立認購協議，該貸款人以認購價每股0.1港元認購500,000,000股本公司股份，代價為50,000,000港元並已透過將部份貸款甲資本化方式清償(見附註13 – 股本)。為數人民幣76,000,000元(二零一三年三月三十一日：人民幣76,000,000元)之貸款乙須於二零一四年十二月悉數償還。

餘額指一名個別人士墊付之借貸。該借貸並無固定還款期。

13. SHARE CAPITAL

13. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定：		
At 31 March 2013 and at 30 September 2013	於二零一三年三月三十一日及 於二零一三年九月三十日	15,000,000,000	150,000
Issued and fully paid:	已發行及繳足：		
At 31 March 2013	於二零一三年三月三十一日	3,798,681,490	37,987
Issue of shares upon completion of subscription (Note)	於完成認購事項後發行股份 (附註)	500,000,000	5,000
At 30 September 2013	於二零一三年九月三十日	4,298,681,490	42,987

Note:

Pursuant to a subscription agreement dated 19 September 2013 entered into between the Company, Jumbo Wealth International Limited, a subsidiary wholly owned by the Company ("Jumbo Wealth"), and Hondex Investments Limited ("Hondex"), Hondex subscribed for 500,000,000 shares of the Company at a subscription price HK\$0.1 each for a consideration of HK\$50,000,000, which was settled by way of capitalisation of part of the loan due from Jumbo Wealth to Hondex.

附註：

根據本公司、本公司全資附屬公司Jumbo Wealth International Limited (「Jumbo Wealth」)與Hondex Investments Limited (「Hondex」)訂立日期為二零一三年九月十九日之認購協議，Hondex以認購價每股0.1港元認購500,000,000股本公司股份，代價為50,000,000港元並已透過將Jumbo Wealth結欠Hondex之部份貸款資本化方式清償。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

14. CONTINGENT LIABILITIES

- (a) At 30 September 2013, the Company had given guarantees to two lenders in relation to other borrowings utilised by a subsidiary to the extent of HK\$176,415,000 (31 March 2013: RMB180,000,000 (equivalent to approximately HK\$222,222,000)) and RMB76,000,000 (equivalent to approximately HK\$95,597,000) (31 March 2013: RMB76,000,000 (equivalent to approximately HK\$93,827,000)) respectively. The Directors do not consider it probable that a claim will be made against the Company under any of the guarantees. The maximum liability of the Company at 30 September 2013 under the guarantees by the Company is the aggregate amount of the borrowings drawn down by the subsidiary and the outstanding interests payable. In the opinion of the Directors, the fair value of these guarantees is not significant.
- (b) The Company had contingent liabilities in respect of financial support given to certain subsidiaries which have capital deficiencies to allow them to continue as a going concern and to meet their liabilities as and when they fall due.
- (c) Other than those mentioned as above, the Group had no other significant contingent liabilities as at both balance sheet dates.

15. CAPITAL COMMITMENTS

At 30 September 2013, the Group had capital commitments contracted for but not provided for in the consolidated financial statements in respect of the purchase of plant and machinery amounting to approximately HK\$352,000 (31 March 2013: approximately HK\$346,000).

The Company had no significant capital commitments as at both balance sheet dates.

14. 或然負債

- (a) 於二零一三年九月三十日，本公司就一間附屬公司動用之其他借貸向兩名貸方分別作出176,415,000港元(二零一三年三月三十一日：人民幣180,000,000元(相當於約222,222,000港元))及人民幣76,000,000元(相當於約95,597,000港元)(二零一三年三月三十一日：人民幣76,000,000元(相當於約93,827,000港元))之擔保。董事認為，根據任何該等擔保向本公司作出索償之可能性不大。於二零一三年九月三十日，本公司根據有關擔保之最高負債為該附屬公司提取之借貸總額及應付未付利息。董事認為，此等擔保之公平值並不重大。
- (b) 本公司向若干資金短缺之附屬公司提供財務援助，以使該等附屬公司能持續經營及償還到期之負債，本公司因而須承擔或然負債。
- (c) 除上文所述者外，於兩個結算日，本集團並無其他重大或然負債。

15. 資本承擔

於二零一三年九月三十日，本集團就購買廠房及機器於綜合財務報表內有已訂約但未撥備之資本承擔約352,000港元(二零一三年三月三十一日：約346,000港元)。

於兩個結算日，本公司並無重大資本承擔。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

16. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group made minimum lease payments of approximately HK\$2,037,000 (2012: approximately HK\$2,917,000) under operating leases during the period.

At the balance sheet date, 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

本集團期內根據經營租約作出最低租賃付款約 2,037,000 港元(二零一二年: 約 2,917,000 港元)。

於結算日, 本集團須按不可撤銷經營租約承擔未來最低租賃付款, 租約屆滿年期如下:

		THE GROUP	
		本集團	
		At	At
		30 September	31 March
		2013	2013
		於	於
		二零一三年	二零一三年
		九月三十日	三月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	1,388	3,304
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	55	385
		<u>1,443</u>	<u>3,689</u>

Operating lease payments represent rentals payable by the Group for certain of its office premises, staff quarter, warehouses and motor vehicle. Leases are negotiated and fixed for an average term of one to three years.

經營租賃付款指本集團就其若干寫字樓物業、員工宿舍、倉庫及汽車之應付租金。租約年期平均協定為一至三年。

Notes to the Unaudited Condensed Consolidated Interim Financial Statements (continued)

未經審核簡明綜合中期財務報表附註(續)

For the six months ended 30 September 2013 截至二零一三年九月三十日止六個月

17. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

During the period, the Group had significant transactions with the following related parties, together with balances with them as at the balance sheet date, details of which are as follows:

17. 與關連人士之交易及結餘

期內，本集團與以下關連人士進行重大交易，連同於結算日與彼等之結餘，詳情如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Key management compensation of the Group:	本集團主要管理人員薪酬：		
Fees, salaries and other short-term employee benefits	袍金、薪金及其他短期僱員福利	570	570
Pension scheme contributions	退休計劃供款	8	6
		<u>578</u>	<u>576</u>
Substantial shareholders:	主要股東：		
Interest on convertible note	可換股票據之利息	522	522
Interest on other borrowing	其他借貸之利息	14,942	12,687
		<u>15,464</u>	<u>13,209</u>
		At 30 September 2013 於 二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	At 31 March 2013 於 二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Substantial shareholders:	主要股東：		
Convertible note	可換股票據	105,000	105,000
Other borrowing	其他借貸	225,781	239,443
		<u>330,781</u>	<u>344,443</u>
A company controlled by a substantial shareholder:	由主要股東控制之公司：		
Other borrowing	其他借貸	33,500	56,790
		<u>33,500</u>	<u>56,790</u>

Save as disclosed above, there were no other significant transactions with related parties during the period or significant balances with them at the end of the period.

除上文披露者外，期內並無與關連人士進行其他重大交易，且於期終亦無與彼等之重大結餘。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

During the period under review, the Group is mainly engaged in property business, gamma ray irradiation services and resources business.

Property Business

The Group's property business includes property development, trading of building materials and provision of renovation services. As discussed in the 2013 Annual Report of the Company, our properties under development located in Chongqing, the PRC were sold in August 2012. Since then, the Group has not launched any new property projects for sale, and has not recognised contract sales during the period under review.

During the period under review, turnover of property business was HK\$998,000 (2012: HK\$7,467,000), of which turnover from trading of building materials and provision of renovation services amounted to HK\$998,000 (2012: HK\$13,000). Segment loss increased to HK\$1,404,000 (2012: HK\$512,000). Looking forward, the Group will continue to focus on mixed use property development and investment in China to cater for strong end-users' demand for high quality residential and commercial properties.

Gamma Ray Irradiation Services

The Group's gamma ray irradiation business is conducted through 淄博利源高科輻照技術有限公司 (Zibo Liyuan Gamma Ray Technologies Co. Limited*), a 80% owned subsidiary of the Group which is licensed by Ministry of Environmental Protection of the PRC for provisioning of irradiation services by utilising gamma ray technologies. Turnover generated from the gamma ray irradiation services for the period was HK\$2,838,000 (2012: HK\$2,948,000). This segment reported a loss of HK\$1,363,000 (2012: HK\$1,227,000). During the period under review, weak global economic recovery and export demand have affected the operating performance of the business. As such, the Group has started to expand its services to new products with high margins. Discussions and negotiation were made with potential clients in agricultural, seafood and chemical products. Marketing efforts have been increased to arouse potential domestic customers awareness of gamma ray irradiation applications, and seminars were conducted to food and drug safety bureau, and food and drug enterprises in China. The Group will also expand its geographical reach to provide irradiation services in provinces nearby Shandong, so as to increase its domestic customer base.

業務回顧

於回顧期間，本集團主要從事物業業務、伽瑪射線照射服務及資源業務。

物業業務

本集團之物業業務包括物業發展、建築材料貿易及提供裝修服務。誠如本公司二零一三年年報所論述，本集團已於二零一二年八月出售位於中國重慶市之發展中物業。自此，本集團並無開售任何新物業項目，於回顧期間亦無確認合約銷售。

於回顧期間，物業業務之營業額為998,000港元(二零一二年：7,467,000港元)，當中建築材料貿易及提供裝修服務之營業額為998,000港元(二零一二年：13,000港元)。分部虧損增加至1,404,000港元(二零一二年：512,000港元)。展望未來，本集團將繼續專注於中國之綜合物業發展及投資，以迎合最終用戶對優質住宅及商用物業之殷切需求。

伽瑪射線照射服務

本集團之伽瑪射線照射業務乃透過本集團擁有80%權益之附屬公司淄博利源高科輻照技術有限公司進行，該公司已獲中國環境保護部發出許可證，可應用伽瑪射線技術提供照射服務。期內，伽瑪射線照射服務之營業額為2,838,000港元(二零一二年：2,948,000港元)。此分部錄得虧損1,363,000港元(二零一二年：1,227,000港元)。於回顧期間，全球經濟復甦緩慢及出口需求疲弱影響業務之營運表現。因此，本集團已開始將服務擴展至高毛利之新產品，並已與農作物、海鮮及化學產品方面之潛在客戶進行討論及磋商。本集團已加大營銷力度，以提高潛在國內客戶對伽瑪射線照射應用之認識，並為食品藥品安全局及中國食品及藥品企業舉行講座。本集團亦將拓展其地域覆蓋率，於山東省鄰近省份提供照射服務，藉以擴大其國內客戶基礎。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Resources Business

Since the Group has set up its resources division, we started our first project of rare earth refinery and processing business in China. It is conducted through 冕寧縣茂源稀土科技有限公司 (Mianning Mao Yuan Rare Earth Technology Company Limited*), a 54% owned subsidiary of the Group, which operates a major rare earth refinery and processing plant situated in Mianning, Sichuan province.

As discussed in the 2013 Annual Report of the Company, currently the demand and price of rare earth products still remain low and the prospects of the rare earth market is uncertain. In order to reduce losses incurred by the business, the Group prudently procured less rare earth raw materials and substantially reduced its rare earth oxides production, but increased trading of rare earth resources. Meanwhile, the Group's plan to sell a group of subsidiaries that engaged in the said business if the assets value would be better reflected by such a sale transaction rather than through continuing use is ongoing. The Group is actively seeking buyers for the said business and discussions with potential buyers and negotiations for the sale are still in progress.

Meanwhile, the Group has been continually exploring into different opportunities related to value chain of resources from upstream, midstream to downstream. Current downturn in the resources industry opened more opportunities to us to invest in potential resources projects at attractive valuation. Our resources division has assessed various resources projects and will continue to explore and evaluate potential resources projects with an eye for opportunities to acquire and develop suitable resources projects at attractive prices.

For the period under review, turnover from the Group's resources business amounted to HK\$13,953,000 (2012: HK\$26,684,000). The segment loss was reduced to HK\$2,448,000 (2012 as restated: HK\$121,952,000) as a result of implementation of cost reduction initiatives during the period.

Other Operation

During the period under review, Hong Kong stock markets remained volatile amid weak global economies. Due to both unrealised and realised gains on equity investments held for trading, the securities trading and investment business reported a loss of HK\$1,806,000 (2012: HK\$2,276,000).

資源業務

自成立資源部門後，本集團於中國開展首個有關稀土深加工業務之項目。該項目乃透過本集團擁有54%權益之附屬公司冕寧縣茂源稀土科技有限公司進行，該附屬公司於四川省冕寧縣經營一家大型稀土深加工廠。

誠如本公司二零一三年年報所論述，目前稀土產品之需求及價格仍然低企，且稀土市場之前景未見明朗。為減少業務產生之虧損，本集團審慎減少採購稀土原材料並大幅減少生產稀土氧化物，惟增加稀土資源之貿易。與此同時，本集團正進行其計劃在出售交易較持續使用能更佳地反映資產值之情況下，出售該等從事上述業務之附屬公司。本集團現正積極為上述業務尋求買家，並仍在與有意買家就出售事宜進行討論及磋商。

與此同時，本集團一直持續探索與上游、中游以至下游資源產業鏈相關之不同機會。目前資源行業之低迷狀況為本集團致力投資於估值吸引之潛在資源項目帶來更多機會。本集團資源部門已評估多個資源項目，並將繼續伺機探求及評估潛在資源項目，以具吸引力價格收購及發展適合之資源項目。

於回顧期間，本集團資源業務之營業額為13,953,000港元(二零一二年：26,684,000港元)。由於期內推行成本減省措施，故分部虧損減少至2,448,000港元(二零一二年(經重列)：121,952,000港元)。

其他業務

於回顧期間，香港股票市場在全球經濟低迷下仍然動盪不穩。由於持作買賣股權投資產生未變現及已變現收益，故證券買賣及投資業務錄得虧損1,806,000港元(二零一二年：2,276,000港元)。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

PROSPECT

Property Business

While China's economic growth has slowed, it is expected that current government administrative policies in the real estate industry to remain in place to promote healthy development of the sector. This offers a stable operating environment for the Group to develop its property business in China. As urbanisation continues to drive demand for property in China, the Group will focus on mixed use property development and investment in China to cater for strong end-users' demand for high quality residential and commercial properties. The Group will also explore opportunities in property development and investment in other regions to support the development of our other businesses.

Gamma Ray Irradiation Services

Against the backdrop of slow global economic recovery, demand for food irradiation and sterilisation of medical devices using gamma ray technologies for export will still be impacted. Nevertheless, the Group will stick to its plans to expand its services to new products with high margins, such as health food, drugs and chemicals, and will increase its marketing effort to source new clients in these respective segments. It will also expand its services to other provinces in China, such as Henan, Hebei and Jiangsu. Despite slow demand in the near term, the Group believes that its gamma ray irradiation business would benefit from the remarkable growth of food and drug industry in the long term.

Resources Business

With slower-than-expected growth of the global economy, prices of most resources and industrial commodities have been under pressure on concerns of over-capacity. As the Group is still at an early stage in exploring into potential resources projects, current downturn in the resources industry provides opportunities for us to invest in potential resources projects at attractive valuation. Our resources division will closely monitor the industry, continue to explore and evaluate potential resources projects with an eye for opportunities to acquire and develop suitable resources projects at attractive prices.

前景

物業業務

儘管中國經濟增長放緩，惟預期目前政府於房地產行業之行政政策仍會持續，以促進該行業健康發展，為本集團於中國發展物業業務提供穩定經營環境。由於城鎮化持續帶動中國之物業需求，故本集團將專注於中國之綜合物業發展及投資，以迎合最終用戶對優質住宅及商用物業之殷切需求。本集團亦將於其他地區發掘物業發展及投資機會，以支持其他業務發展。

伽瑪射線照射服務

在全球經濟復甦緩慢之環境下，利用伽瑪射線技術為出口食品照射及醫療設備消毒之需求仍將會受到影響。然而，本集團將堅持計劃，將服務擴展至高毛利之新產品（包括健康食品、藥品及化學品），並將加大營銷力度，在上述各分部中開闢新客源。本集團亦將拓展服務至河南、河北及江蘇等中國其他省份。儘管短期內需求疲弱，惟本集團相信，長遠而言，其伽瑪射線照射業務將受惠於食品及藥品行業之顯著增長。

資源業務

鑑於全球經濟增長較預期緩慢，大部份資源及工業商品之價格均因憂慮產能過剩而受壓。由於本集團現時處於探求潛在資源項目之初期，目前資源行業之低迷狀況為本集團致力投資於估值吸引之潛在資源項目提供機會。本集團資源部門將密切注視該行業，繼續伺機探求及評估潛在資源項目，以具吸引力價格收購及發展適合之資源項目。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

FINANCIAL REVIEW

For the six months ended 30 September 2013, the Group took several initiatives to further improve the Group's liquidity and strengthen its financial base. In August 2013, the Company entered into a placing agreement in relation to the placing of 7-year 5% unsecured notes in the denomination of HK\$2,000,000 each with aggregate principal amount of up to HK\$300,000,000 (the "Placing Notes") for a placing period of twelve months. During the six months ended 30 September 2013, the gross proceeds raised from the Placing Notes was HK\$10,000,000 (net proceeds of approximately HK\$9,500,000). The issuance of a 7-year debt instrument was a significant step towards establishing a longer-term debt profile for the Group. The Group has also been actively working to replace certain financing that carries higher interest rates. In September 2013, the Company issued and allotted 500,000,000 shares of the Company of HK\$0.01 each (the "Shares") to Hondex Investments Limited ("Hondex") at a subscription price HK\$0.1 per Share for a consideration of HK\$50,000,000, which was settled by way of capitalisation of part of the loan due to Hondex from Jumbo Wealth International Limited, a subsidiary wholly owned by the Company. By such arrangement, this reduced the Group's financing costs and the gearing level of the Group thereby strengthening the financial position of the Group for its continuous development of its business. The gearing ratio of the Group, being the ratio of the sum of total borrowings and convertible note to total equity was lowered to 74% (31 March 2013: 85%).

During the period under review, the Group recorded a turnover of HK\$17,789,000 (2012: HK\$37,099,000), representing a decrease of 52% compared with previous corresponding period. The decrease was mainly attributable to a decline in turnover from its rare earth refinery and processing business as a result of a reduction in rare earth oxides production.

Loss from operations for the period amounted to HK\$19,982,000 (2012: HK\$128,677,000). Net loss attributable to equity shareholders of the Company for the period improved and was reduced to HK\$44,466,000 (2012: HK\$92,505,000), which was mainly attributable to the absence of impairment loss on and amortisation of intangible asset in this period. Impairment loss on intangible asset and amortisation of intangible asset of the rare earth refinery and processing business recognised for the six months ended 30 September 2012 was HK\$81,840,000 and HK\$27,239,000 respectively.

As at 30 September 2013, the unaudited total assets and net assets of the Group were HK\$950,073,000 and HK\$205,494,000 (31 March 2013: HK\$949,997,000 and HK\$190,554,000) respectively. The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2013.

財務回顧

截至二零一三年九月三十日止六個月，本集團進行多項計劃，以進一步改善本集團之流動資金並加強其財務基礎。於二零一三年八月，本公司訂立配售協議，內容有關按每份面值2,000,000港元配售七年期票息5%之無抵押票據，本金總額最多為300,000,000港元（「配售票據」），配售期為十二個月。於截至二零一三年九月三十日止六個月內，配售票據籌集之所得款項總額為10,000,000港元（所得款項淨額約為9,500,000港元）。發行七年期債務工具乃為本集團建立較長期債務組合之重要一步。本集團亦一直積極尋求取代若干利率較高之融資項目。於二零一三年九月，本公司按認購價每股股份0.1港元向Hondex Investments Limited（「Hondex」）發行及配發本公司500,000,000股每股面值0.01港元之股份（「股份」），代價為50,000,000港元並已透過將本公司全資附屬公司Jumbo Wealth International Limited結欠Hondex之部份貸款資本化方式清償。該安排減低本集團之融資成本以及降低本集團之資產負債水平，進而鞏固本集團持續發展其業務之財務狀況。本集團之資產負債比率（即總借貸及可換股票據之總額相對權益總額之比率）減少至74%（二零一三年三月三十一日：85%）。

於回顧期間，本集團錄得營業額17,789,000港元（二零一二年：37,099,000港元），較去年同期減少52%。減少主要由於稀土氧化物產量減少以致其稀土深加工業務之營業額下跌所致。

本期間之營運虧損為19,982,000港元（二零一二年：128,677,000港元）。本期間之本公司權益股東應佔虧損淨額有所改善，降至44,466,000港元（二零一二年：92,505,000港元），期內並無需就無形資產作出減值及攤銷。於截至二零一二年九月三十日止六個月，就稀土深加工業務而確認之無形資產減值虧損及攤銷分別為81,840,000港元及27,239,000港元。

於二零一三年九月三十日，本集團之未經審核總資產及淨資產分別為950,073,000港元及205,494,000港元（二零一三年三月三十一日：949,997,000港元及190,554,000港元）。董事會不建議就截至二零一三年九月三十日止六個月派付任何中期股息。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Liquidity and Financial Resources

As at 30 September 2013, the Group has raised gross proceeds of HK\$10,000,000 (net proceeds of approximately HK\$9,500,000) for general working capital by the Placing Notes. As at 30 September 2013, the Group had cash and cash equivalents of HK\$32,594,000 (31 March 2013: HK\$56,437,000). Short term bank borrowing, long term bank and other borrowings, placing notes, and liability component of convertible note as at 30 September 2013 were HK\$10,063,000 (31 March 2013: HK\$Nil), HK\$33,500,000 (31 March 2013: HK\$66,667,000), HK\$10,000,000 (31 March 2013: HK\$Nil) and HK\$97,968,000 (31 March 2013: HK\$94,823,000) respectively. The gearing ratio, being the ratio of the sum of total borrowings and convertible note to total equity was 74% as at 30 September 2013 (31 March 2013: 85%). The liquidity ratio, being the ratio of current assets over current liabilities, was 153% as at 30 September 2013 (31 March 2013: 154%). The improvement of the gearing ratio was mainly due to capitalisation of loan in September 2013. In order to further improve the Group's liquidity and to increase its working capital, the Company is considering different fund raising and capital restructuring options so as to strengthen the Group's financial base.

Property, Plant and Equipment

During the period under review, there were additions of HK\$51,000 (2012: HK\$1,632,000) to property, plant and equipment to expand the Group's operations.

Capital Commitments

Details of significant capital commitments of the Group and the Company are set out in note 15 to the financial statements.

Pledge of Assets

At 30 September 2013, the Group's land use rights and certain property, plant and equipment with carrying amount of approximately HK\$18,373,000 (31 March 2013: HK\$18,467,000) were pledged to a bank to secure the bank borrowing granted to the Group.

Contingent Liabilities

Details of contingent liabilities of the Group and the Company are set out in note 14 to the financial statements.

流動資金及財務資源

於二零一三年九月三十日，本集團已透過配售票據籌集所得款項總額10,000,000港元(所得款項淨額約為9,500,000港元)，用作一般營運資金。於二零一三年九月三十日，本集團擁有現金及現金等額項目32,594,000港元(二零一三年三月三十一日：56,437,000港元)。於二零一三年九月三十日，短期銀行借貸、長期銀行及其他借貸、配售票據以及可換股票據之負債部份分別為10,063,000港元(二零一三年三月三十一日：零港元)、33,500,000港元(二零一三年三月三十一日：66,667,000港元)、10,000,000港元(二零一三年三月三十一日：零港元)及97,968,000港元(二零一三年三月三十一日：94,823,000港元)。於二零一三年九月三十日，資產負債比率(即總借貸及可換股票據之總額相對權益總額之比率)為74%(二零一三年三月三十一日：85%)。於二零一三年九月三十日之流動資金比率(即流動資產除以流動負債之比率)為153%(二零一三年三月三十一日：154%)。資產負債比率改善主要由於二零一三年九月進行貸款資本化所致。為進一步改善本集團之流動資金，並增加其營運資金，本公司現正考慮不同集資及資本重組方案，以加強本集團之財務基礎。

物業、廠房及設備

於回顧期間，本集團添置物業、廠房及設備51,000港元(二零一二年：1,632,000港元)以擴充營運。

資本承擔

有關本集團及本公司重大資本承擔之詳情載於財務報表附註15。

資產抵押

於二零一三年九月三十日，本集團賬面值約18,373,000港元(二零一三年三月三十一日：18,467,000港元)之土地使用權以及若干物業、廠房及設備已抵押予一間銀行，以取得其授予本集團之銀行借貸。

或然負債

有關本集團及本公司或然負債之詳情載於財務報表附註14。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Exposure to Exchange Rate Risk and Interest Rate Risk

The Group's transactions are denominated in Hong Kong dollars and Renminbi. The Group did not enter into any foreign exchange forward contracts to hedge against exchange rates fluctuations. Foreign exchange risk arising from the normal course of operations is considered to be minimal and the management will closely monitor the fluctuation in the currency and take appropriate actions when condition arises.

In terms of the interest rate risk exposures, the Group does not have any significant interest rate risk as both the borrowings of the Group and the interest rates currently remain at low levels.

Share Capital

As a result of the subscription of new Shares by way of capitalisation of loan being completed on 27 September 2013, 500,000,000 Shares were issued and allotted by the Company. Details of which are set out in the Company's announcements dated 19 September 2013 and 27 September 2013 respectively.

As at 30 September 2013, the total number of issued shares of the Company was 4,298,681,490. Save as the above, there was no change in the share capital structure of the Company during the period under review.

Convertible Note

In October 2011, the Company issued the convertible note to Mega Market Assets Limited with principal amount of HK\$105,000,000 with a term of 3 years (the "Convertible Note"). The Convertible Note bear interest at the rate of 1% per annum payable semi-annually in arrears. Each Convertible Note will be convertible into fully paid ordinary Shares at the conversion price of HK\$0.2422 per Share (as adjusted by the completion of placing and top-up subscription of the Company on 21 March 2013), subject to adjustment in accordance with the terms and conditions of the Convertible Note at any time during the period commencing from the date of issuance. As a result of the completion of subscription of new Shares by way of capitalisation of loan on 27 September 2013, the conversion price of the Convertible Note has been adjusted from HK\$0.2422 per Share to HK\$0.2158 per Share (the "Adjusted Conversion Price"). Based on the current outstanding principal amount of the Convertible Note (HK\$105,000,000), the number of Shares to be issued and allotted upon full conversion of the Convertible Note at the Adjusted Conversion Price shall be 486,561,631 Shares. The aforesaid adjustment has been effective from 27 September 2013.

At 30 September 2013, the principal amount of the Convertible Note outstanding was HK\$105,000,000 (31 March 2013: HK\$105,000,000).

匯率風險及利率風險

本集團之交易以港元及人民幣計值。本集團並無訂立任何遠期外匯合約以對沖匯率波動。本集團認為來自正常營運過程之外匯風險甚微，且管理層將密切監控貨幣波動情況，並在必要時採取恰當措施應對。

利率風險方面，由於目前本集團之借貸及利率仍處於低位水平，故本集團並無任何重大利率風險。

股本

由於透過貸款資本化方式認購新股份於二零一三年九月二十七日完成，因此，本公司發行及配發500,000,000股股份。有關詳情載於本公司日期分別為二零一三年九月十九日及二零一三年九月二十七日之公佈內。

於二零一三年九月三十日，本公司已發行股份總數為4,298,681,490股。除上述者外，本公司於回顧期間之股本結構並無變動。

可換股票據

於二零一一年十月，本公司向Mega Market Assets Limited發行本金額為105,000,000港元之三年期可換股票據（「可換股票據」）。可換股票據按年利率1%計息，利息每半年於期末支付。每份可換股票據將按換股價每股股份0.2422港元（經本公司於二零一三年三月二十一日完成配售及補足認購事項予以調整）兌換為繳足股款之普通股股份，惟須於自發行日期起計期內任何時間根據可換股票據之條款及條件予以調整。由於透過貸款資本化方式認購新股份於二零一三年九月二十七日完成，因此，可換股票據之換股價已由每股股份0.2422港元調整為每股股份0.2158港元（「經調整換股價」）。以現時未行使可換股票據之本金額（105,000,000港元）為基準計算，於可換股票據按經調整換股價獲悉數兌換時將予發行及配發之股份數目將為486,561,631股股份。上述調整已自二零一三年九月二十七日起生效。

於二零一三年九月三十日，未行使可換股票據之本金額為105,000,000港元（二零一三年三月三十一日：105,000,000港元）。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Material Acquisitions and Disposals of Subsidiaries

The Group had no material acquisition and disposal of subsidiaries during the six months ended 30 September 2013.

Litigations

On 24 October 2007, Silver Wind International Limited (“Silver Wind”), a wholly-owned subsidiary of the Company, entered into a conditional agreement (the “Acquisition Agreement”) with Stronway Development Limited (“Stronway Development”), pursuant to which Silver Wind agreed to acquire from Stronway Development the entire equity interest in Winmax Asia Investment Limited (“Winmax Asia”). Under the arrangement, Winmax Asia would in turn acquire the entire equity interest in Beijing Jianxing Real Estate Development Co. (“Jianxing”) along with Jianxing’s standalone villas development project in Beijing known as “新星花園”. The aggregate consideration payable for the acquisition was RMB433,000,000 which was to be settled in cash, and two villas. In December 2007, RMB20,000,000 was paid under the Acquisition Agreement to Stronway Development by Silver Wind as deposit (the “Deposit”). Details of the acquisition are set out in the Company’s circular dated 14 December 2007.

In April 2008, on the grounds, amongst other things, that the subject matter under the Acquisition Agreement was frustrated, Silver Wind decided to terminate the Acquisition Agreement and, through its legal representative has served a notice of termination to Stronway Development. In order to protect the position of Silver Wind and to recover, amongst other things, the Deposit from Stronway Development, the legal proceedings were instigated against Stronway Development on this matter in the High Court of Hong Kong on 15 April 2008.

As at the date hereof, the legal proceedings against Stronway Development are still pending and there is no significant development.

Employee and Emolument Policy

As at 30 September 2013, the Group employed 153 employees.

Remuneration packages are generally structured by reference to market terms and individual merits. Salaries are reviewed periodically based on performance appraisal and other relevant factors. Staff benefits plans maintained by the Group include medical insurance, hospitalisation scheme, mandatory provident fund and share option scheme. Employees in the PRC are remunerated according to the prevailing market conditions in the locations of their employments.

附屬公司之重大收購及出售

本集團於截至二零一三年九月三十日止六個月內並無附屬公司之重大收購及出售。

訴訟

於二零零七年十月二十四日，本公司之全資附屬公司 Silver Wind International Limited (「Silver Wind」) 與 Stronway Development Limited (「Stronway Development」) 訂立有條件協議(「收購協議」)，據此，Silver Wind 同意向 Stronway Development 收購凱成亞太投資有限公司(「凱成亞太」)之全部股權。根據有關安排，凱成亞太將會收購北京建興房地產開發有限公司(「建興」)之全部股權，連同建興位於北京、名為「新星花園」之獨立別墅發展項目。就該收購事項應付之總代價將以現金人民幣 433,000,000 元及兩座別墅支付。於二零零七年十二月，Silver Wind 已根據收購協議向 Stronway Development 支付人民幣 20,000,000 元作為按金(「該按金」)。收購事項詳情載於本公司日期為二零零七年十二月十四日之通函內。

於二零零八年四月，基於(其中包括)收購協議之標的事項受挫失效，Silver Wind 決定終止收購協議，並透過其法律代表向 Stronway Development 送達終止通知書。為保障 Silver Wind 之利益及向 Stronway Development 追討(其中包括)該按金，Silver Wind 於二零零八年四月十五日就此事於香港高等法院向 Stronway Development 展開法律程序。

於本報告日期，針對 Stronway Development 之法律程序仍然待決，且並無重大進展。

僱員及薪酬政策

於二零一三年九月三十日，本集團聘用 153 名僱員。

薪酬待遇一般參考市場條款及個人表現釐定。薪金乃根據表現評估及按其他有關因素定期作出檢討。本集團推行之員工福利計劃包括醫療保險、住院計劃、強制性公積金及購股權計劃。中國僱員之薪酬待遇根據其聘用地區之現行市況釐定。

Other Information 其他資料

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2013, the interests or short positions of the Directors and chief executives in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long position in ordinary shares of HK\$0.01 each ("Shares") in the Company

Name of Director	Nature of interest	Number of Shares held 所持有 股份數目	Percentage of issued share capital 佔已發行 股本百分比
董事姓名	權益性質		
Wong King Shiu, Daniel 黃景兆	Beneficial owner 實益擁有人	1,200,000	0.03%
Ma Kwok Hung, Warren 馬國雄	Beneficial owner 實益擁有人	3,000,000	0.07%
Chow Siu Ngor 鄒小岳	Beneficial owner 實益擁有人	2,500,000	0.06%
Chan Chi Yuen 陳志遠	Beneficial owner 實益擁有人	2,500,000	0.06%

Save as disclosed above, as at 30 September 2013, none of the Directors or chief executives had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於股份、相關股份及債券之權益

於二零一三年九月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第352條須記錄在本公司存置之登記冊上之權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或淡倉如下：

於本公司每股面值0.01港元普通股（「股份」）之好倉

除上文披露者外，於二零一三年九月三十日，董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有記錄在根據證券及期貨條例第352條須存置之登記冊上之任何權益或淡倉，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

Other Information (continued) 其他資料(續)

SHARE OPTIONS

No share option has been granted during the six months ended 30 September 2013. The movements in the share options granted under the share option scheme adopted by the Company on 22 August 2011 during the six months ended 30 September 2013 are shown below:

Category of participant	Number of options 購股權數目					Date of grant	Exercise price per Share	Exercisable period	Weighted average closing price of the Shares immediately before the respective exercise date 緊接各自之行使日期前股份之加權平均收市價
	At 31 March 2013 於二零一三年三月三十一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 30 September 2013 於二零一三年九月三十日				
參與人類別	三月三十一日	期內授出	期內行使	期內失效	九月三十日	授出日期	每股行使價 (HK\$) (港元)	可行使期間	(HK\$) (港元)
Employees 僱員	99,000,000	–	–	–	99,000,000	27/07/2012	0.163	27/07/2012–26/07/2014	N/A 不適用
Other eligible participants 其他合資格參與人	185,000,000	–	–	–	185,000,000	27/07/2012	0.163	27/07/2012–26/07/2014	N/A 不適用
Total 總計	<u>284,000,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>284,000,000</u>				

At 30 September 2013, no Director had any interests in options to subscribe for Shares.

購股權

截至二零一三年九月三十日止六個月，本公司概無授出任何購股權。截至二零一三年九月三十日止六個月，根據本公司於二零一一年八月二十二日採納之購股權計劃已授出購股權之變動列示如下：

於二零一三年九月三十日，董事概無於可認購股份之購股權中擁有任何權益。

Other Information (continued) 其他資料(續)

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2013, the interests or short positions of the following parties (other than a director or chief executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long position in the Shares and underlying Shares in the Company

主要股東之權益

於二零一三年九月三十日，按本公司根據證券及期貨條例第336條規定須予存置之登記冊所記錄，下列人士（除本公司董事或主要行政人員外）於本公司股份或相關股份中擁有之權益或淡倉如下：

於本公司股份及相關股份之好倉

Name of shareholder	Nature of interest	Number of Shares held	Number of underlying Shares held	Total	Percentage of issued share capital
股東名稱／姓名	權益性質	所持有股份數目	所持有相關股份數目	總計	佔已發行股本百分比
Chan How Chung, Victor 陳孝聰	Beneficial owner/interest of controlled corporation 實益擁有人／受控法團權益	918,147,585	486,561,631	1,404,709,216 (Note 1) (附註1)	32.68%
Mega Market Assets Limited	Beneficial owner 實益擁有人	665,097,585	486,561,631	1,151,659,216 (Note 2) (附註2)	26.79%
Li Wing Sang 李永生	Beneficial owner/interest of controlled corporation 實益擁有人／受控法團權益	600,000,000	—	600,000,000 (Note 3) (附註3)	13.96%
Wong Ngai 王巍	Deemed 視作擁有權益	600,000,000	—	600,000,000 (Note 4) (附註4)	13.96%
Hondex Investments Limited	Beneficial owner 實益擁有人	500,000,000	—	500,000,000 (Note 5) (附註5)	11.63%

Notes:

- Mr. Chan How Chung, Victor has a personal interest in 157,550,000 Shares, and is taken to be interested in (i) 665,097,585 Shares and 486,561,631 underlying Shares held by Mega Market Assets Limited; and (ii) 95,500,000 Shares held by Kingly Profits Corporation. Kingly Profits Corporation is wholly owned by Smart Ease Corporation, which in turn, is wholly owned by Mr. Chan.
- Mega Market Assets Limited is interested in 665,097,585 Shares and 486,561,631 underlying Shares derived from the convertible note in the principal amount of HK\$105,000,000 issued by the Company at the Adjusted Conversion Price of HK\$0.2158 per Share. Mega Market Assets Limited is beneficially wholly owned by Mr. Chan How Chung, Victor. These interests have been included in the interests held by Mr. Chan disclosed in this section.

附註：

- 陳孝聰先生於157,550,000股股份中擁有個人權益，並被視為於(i) Mega Market Assets Limited所持有之665,097,585股股份及486,561,631股相關股份中；及(ii) Kingly Profits Corporation所持有之95,500,000股股份中擁有權益。Kingly Profits Corporation由Smart Ease Corporation全資擁有，而Smart Ease Corporation則由陳先生全資擁有。
- Mega Market Assets Limited於665,097,585股股份及486,561,631股相關股份（根據本公司所發行本金額105,000,000港元之可換股票據按經調整換股價每股股份0.2158港元而產生）中擁有權益。Mega Market Assets Limited由陳孝聰先生實益全資擁有。此等權益已計入本節所披露由陳先生持有之權益內。

Other Information (continued) 其他資料(續)

3. Mr. Li Wing Sang has a personal interest in 100,000,000 Shares, and is taken to be interested in 500,000,000 Shares held by Hondex Investments Limited. Hondex Investments Limited is beneficially wholly owned by Mr. Li.
4. Ms. Wong Ngai is the spouse of Mr. Li Wing Sang, a substantial shareholder of the Company, and therefore is deemed to be interested in the 600,000,000 Shares which are beneficially owned by Mr. Li. These interests have been included in the interests held by Mr. Li disclosed in this section.
5. Hondex Investments Limited is beneficially wholly owned by Mr. Li Wang Sang. These interests have been included in the interests held by Mr. Li disclosed in this section.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the shares or underlying shares of the Company as at 30 September 2013.

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2013 (2012: HK\$Nil).

CORPORATE GOVERNANCE

None of the Directors is aware of any information which would reasonably indicate that the Company is not, or was not, throughout the six months period, in compliance with the code provisions (the "Code Provision(s)") under the Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities of the Stock Exchange (the "Listing Rules"), except the following deviations:

Under the Code Provision A.2.1, the roles of the chairman and the 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. The Company does not at present have a Chairman nor a Chief Executive. Nevertheless, the main duties and responsibilities of a Chairman and a Chief Executive are currently held by separate individuals with written guidelines for the division of responsibilities with a view to maintain an effective segregation of duties between the management of the Board and the day-to-day management of the Group's business and operations. The Company will continue to review the effectiveness of the Group's corporate governance structure and consider the appointment of a Chairman of the Board and a Chief Executive if candidates with suitable leadership, knowledge, skills and experience can be identified within or outside the Group.

Under the Code Provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. Currently, the non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation at the Company's annual general meeting as specified in the Company's bye-laws.

3. 李永生先生於100,000,000股股份中擁有個人權益，並被視為於Hondex Investments Limited所持有之500,000,000股股份中擁有權益。Hondex Investments Limited由李先生實益全資擁有。
4. 王巍女士為本公司主要股東李永生先生之配偶，故被視為於李先生實益擁有之600,000,000股股份中擁有權益。此等權益已計入本節所披露由李先生持有之權益內。
5. Hondex Investments Limited由李永生先生實益全資擁有。此等權益已計入本節所披露由李先生持有之權益內。

除上文披露者外，於二零一三年九月三十日，本公司未曾就其股份或相關股份接獲任何其他相關權益或淡倉之通知。

中期股息

董事會不建議就截至二零一三年九月三十日止六個月派付任何中期股息(二零一二年：零港元)。

企業管治

董事概不知悉有任何資料合理顯示，本公司現時或曾於六個月期間並無遵守聯交所證券上市規則(「上市規則」)附錄14所載企業管治守則之守則條文(「守則條文」)，惟下列偏離者除外：

根據守則條文第A.2.1條，主席與行政總裁之角色應有區分及不應由一人同時兼任。主席與行政總裁之間的職責分配須清晰訂明並以書面形式列載。本公司目前並無主席或行政總裁。然而，主席及行政總裁之主要職務及職責目前按照職責分配之書面指引由不同個別人士負責，以有效劃分董事會管理與本集團業務及營運之日常管理之職務。本公司將繼續檢討本集團企業管治架構之成效，倘能夠於本集團內部或外間物色到具備合適領導才能、知識、技能及經驗之人選，將會考慮委任董事會主席及行政總裁。

根據守則條文第A.4.1條，非執行董事應按指定任期委任，並須接受重選。目前，非執行董事並非按指定任期委任，惟彼等須按照本公司之公司細則於本公司之股東週年大會上輪值告退。

Other Information (continued) 其他資料(續)

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 September 2013.

AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the unaudited interim financial statements for the six months ended 30 September 2013.

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

During the six months ended 30 September 2013, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

By order of the Board
China Gamma Group Limited

Wong King Shiu, Daniel
Executive Director

Hong Kong, 13 November 2013

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則，作為董事進行證券交易之操守守則。本公司已向全體董事作出具體查詢，董事確認彼等於截至二零一三年九月三十日止六個月一直遵守標準守則所載之規定標準。

審核委員會

本公司審核委員會已聯同管理層審閱本集團所採納之會計原則及慣例，以及討論內部監控及財務申報事宜包括審閱截至二零一三年九月三十日止六個月之未經審核中期財務報表。

購買、出售或贖回本公司之上市證券

截至二零一三年九月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

承董事會命
中國伽瑪集團有限公司

執行董事
黃景兆

香港，二零一三年十一月十三日

* The English translation of Chinese names or words are for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

* 中文名稱或詞彙之英文翻譯僅供參考，不應視為該等中文名稱或詞彙之正式英文譯名。

