

協盛協豐控股有限公司^{*} CO-PROSPERITY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability) Stock Code : 707

INTERIM REPORT

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MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended 30 June 2015 (the "period"), Co-Prosperity Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") was principally engaged in the sale of finished fabrics and provision of fabrics processing subcontracting services ("fabrics business") and the trading of goods ("trading business").

Operational and Financial Review

For the first half of 2015, the competition was still acute amongst the participants in the textile industry and the Group remained facing fierce operating conditions.

The Group recorded a consolidated net profit for the period of approximately RMB6.1 million, representing a decrease by RMB2.2 million as compared to a consolidated net profit of approximately RMB8.3 million for the six months ended 30 June 2014.

The Group's turnover was risen by approximately RMB9.4 million to RMB160.6 million (2014: RMB151.2 million). The increase in turnover was mainly attributed by the fabrics business.

The Group registered a gross profit of approximately RMB23.7 million (2014: RMB25.6 million), representing a slight drop by RMB1.9 million over that in the corresponding period last year. The gross profit margin from both fabrics business and trading business dropped slightly.

Other income was up by around 1.4 times to approximately RMB1.7 million (2014: RMB1.2 million), which was composed of government rewards and subsidies of RMB0.9 million and an interest income of RMB0.8 million. Other expenses, gains and losses increased by nearly 2 times to approximately RMB6.0 million (2014: RMB3.2 million), which comprised research and development costs of RMB0.7 million and exchange loss of RMB1.0 million together with the income from amortization of financial guarantee contracts of RMB7.8 million.

The distribution and selling expenses and the administrative expenses increased slightly by about 4% and 2%, respectively, to approximately RMB3.2 million (2014: RMB3.1 million) and approximately RMB12.9 million (2014: RMB12.7 million). The finance costs continued to drop by around 10% to approximately RMB8.4 million (2014: RMB9.2 million) as a result of the effort made by the Group to lowering the level of bank and other interest-bearing loans during the period.

Market Outlook and Future Prospects

The roll-out of various macro-economic policies by governments in major countries has led to the overall moderate recovery of the global economy in the first half of 2015. Yet, looking into the remaining 2015, the economic performance around the world is still overcast by lots of uncertainties and risks.

In spite of the current challenging economic environment, the Group will continue to adhere to its proactive but pragmatic operating style. To further improve the profit margins of its products, it will strive to enhance its products and broaden its customer base. It will remain committed on its sustainable long-term growth and continue to exercise great caution in allocating its resources and controlling its operating costs.

With the concerted efforts of the management and staff of the Group, the Board is fully confident and optimistic about the Group's future growth and outlook.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2015, the Group had total assets of approximately RMB573.6 million (As at 31 December 2014: RMB560.5 million) which were financed by current liabilities of approximately RMB346.4 million (As at 31 December 2014: RMB343.1 million) and shareholders' equity of approximately RMB227.2 million (As at 31 December 2014: RMB217.4 million).

As at 30 June 2015, the Group's cash and bank balances was approximately RMB32.4 million (As at 31 December 2014: RMB26.3 million), while pledged bank deposits amounted to approximately RMB33.1 million (As at 31 December 2014: RMB55.3 million). As at 30 June 2015, short-term bank loans and short-term loan from other financial institution were fixed-rate loans and were denominated in Renminbi. The Group's borrowings were secured by land use rights, certain of property, plant and equipment and certain bank deposits of the Group.

The Group maintained a healthy liquidity position. The current ratio, being a ratio of total current assets to total current liabilities, was approximately 1.5 (As at 31 December 2014: 1.5). The gearing ratio, being a ratio of borrowings (comprising short-term bank loans and short-term loan from other financial institution) to shareholders' equity, was approximately 93.3% (As at 31 December 2014: 110.6%). The Group has always been adopting a conservative approach in its financial management.

CAPITAL STRUCTURE

Save as disclosed in notes 14 and 17 of this interim report and in the section headed "Share Option Scheme" on pages 35 to 36 of this interim report, there were no changes in the capital structure of the Company during the period.

CHARGES ON ASSETS

As at 30 June 2015, the Group's leasehold land and buildings and plant and machinery, prepaid lease payments and the pledged bank deposits (including those classified as assets held for sale) with aggregate carrying value of approximately RMB46,203,000 (31 December 2014: RMB54,957,000), RMB9,032,000 (31 December 2014: RMB9,145,000) and RMB33,081,000 (31 December 2014: RMB55,311,000) respectively were pledged to certain banks to secure credit facilities granted to the Group.

CAPITAL COMMITMENTS

As at 30 June 2015, the Group did not have any capital commitments (31 December 2014: Nil).

CONTINGENT LIABILITIES

As at 30 June 2015, the Group did not have any contingent liabilities (31 December 2014: Nil).

EXCHANGE RISK EXPOSURE

The Group's operations, sales and purchases were mainly denominated in Renminbi. The Group does not foresee significant risk in exchange rate fluctuations and no financial instrument has been used for hedging purposes. The Group will consider holding forward exchange contract for hedging purposes if and when appropriate.

SIGNIFICANT INVESTMENTS AND MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in note 9 of this interim report, the Group has no other significant investment held and did not have any material acquisitions or disposals of subsidiaries and associated companies during the period.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2015, the Group had about 1,000 employees in Hong Kong and in the PRC (As at 31 December 2014: 1,100 employees). Remuneration packages for the employees are maintained at a competitive level of the jurisdiction within which the employees are employed to attract, retain and motivate the employees. Remuneration packages will be reviewed periodically. In addition, the Group maintains a share option scheme for the purpose of providing incentives and rewards to the eligible participants for their contribution to the Group.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2015

		1.1.2015	1.1.2014
		to	to
		30.6.2015	30.6.2014
	NOTES	RMB'000	RMB'000
		(unaudited)	(unaudited)
Turnover	3	160,599	151,202
Cost of goods sold and services provided		(136,899)	(125,644)
Gross profit		23,700	25,558
Other income		1,707	1,174
Other expenses, gains and losses		6,014	3,226
Gain in fair value of warrants		-	4,572
Distribution and selling expenses		(3,191)	(3,077)
Administrative expenses		(12,920)	(12,657)
Finance costs		(8,352)	(9,242)
Profit before taxation	4	6,958	9,554
Taxation	5	(904)	(1,248)
Profit for the period		6,054	8,306



	NOTES	1.1.2015 to 30.6.2015 RMB'000 (unaudited)	1.1.2014 to 30.6.2014 RMB'000 (unaudited)
Other comprehensive income/(expense) – Items that will not be reclassified to profit or loss: – exchange differences arising			
on translation – Items that may be subsequently reclassified to profit or loss: – exchange differences arising		692	2,747
on translation		206	(454)
Total comprehensive income for the period		6,952	10,599
Earnings per share	6	RMB cents	RMB cents
– Basic		0.360	0.638
– Diluted		0.359	0.373

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2015

	NOTES	30.6.2015 RMB'000 (unaudited)	31.12.2014 RMB'000 (audited)
NON-CURRENT ASSETS Property, plant and equipment Prepaid lease payments Goodwill	7	53,083 433 1,576	55,932 440
Total non-current assets		55,092	56,372
CURRENT ASSETS Inventories Trade and other receivables Prepaid lease payments Pledged bank deposits Bank balances and cash	8	146,274 86,018 14 30,081 32,183	144,297 86,535 14 52,111 25,793
Assets classified as held for sale	9	294,570 223,958 	308,750 195,339 504,089
CURRENT LIABILITIES			
Trade and other payables Amounts due to related parties Taxation Short-term bank loans Short-term loan from other	10 11 12	46,068 107 4,194 112,500	27,569 - 4,189 137,200
financial institution Financial guarantee contracts	12 13	3,500 12,524	5,500 16,699
Liabilities associated with assets held for sale	9	178,893 167,500	191,157 151,898
		346,393	343,055

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The interim financial information on pages 6 to 30 was approved and authorised for issue by the Board of Directors on 27 August 2015 and are signed on its behalf by:

SZE SIU HUNG CHAIRMAN

SZE CHIN PANG EXECUTIVE DIRECTOR

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2015

	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000	Share option reserve RMB'000	Translation reserve RMB'000	Statutory surplus reserve fund RMB'000	Accumulated Iosses RMB'000	Total RMB'000
At 1 January 2015	157,233	346,423	98,731	1,669	5,753	98,539	(490,942)	217,406
Profit for the period Exchange differences arising on translation	-	-	-	-	- 898	-	6,054	6,054
Total comprehensive income for the period				_	898		6,054	6,952
Issue of shares upon exercise of share options	1,265	2,940	-	(1,336)				2,869
Lapse of share options				(83)		_	83	
At 30 June 2015 (unaudited)	158,498	349,363	98,731	250	6,651	98,539	(484,805)	227,227
At 1 January 2014	117,055	301,107	98,731	1,669	5,417	98,250	(511,415)	110,814
Profit for the period Exchange differences	-	-	-	-	-	-	8,306	8,306
arising on translation				_	2,293	_		2,293
Total comprehensive income for the period					2,293		8,306	10,599
Issue of shares upon exercise of warrants	18,004	33,055	_	_	_	_		51,059
At 30 June 2014 (unaudited)	135,059	334,162	98,731	1,669	7,710	98,250	(503,109)	172,472

CO-PROSPERITY HOLDINGS LIMITED

The special reserve represents the differences between the nominal amount of the shares issued by the Company and the Group's former holding company and the aggregate amount of paid-up capital of the subsidiaries acquired pursuant to the group reorganisation in 2005 in preparation for the listing of the Company's shares, net of subsequent distribution to shareholders.

As stipulated by the relevant laws and regulations for foreign investment enterprises in Mainland China (the "PRC"), the Company's PRC subsidiaries are required to maintain a statutory surplus reserve fund which is non-distributable. Appropriation to such reserve is made out of net profit after taxation of the statutory financial statements of the PRC subsidiaries while the amounts and allocation basis are decided by their board of directors annually. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of a capitalisation issue.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2015

	1.1.2015	1.1.2014
	to	to
	30.6.2015	30.6.2014
	RMB'000	RMB'000
	(unaudited)	(unaudited)
Net cash from/(used in) operating activities	19,232	(49,702)
Net cash from/(used in) investing activities	20,944	(7,734)
Net cash (used in)/from financing activities	(33,983)	23,988
Net increase/(decrease) in cash and cash equivalents	6,193	(33,448)
Cash and cash equivalents at 1 January	26,324	52,224
Effect of foreign exchange rate changes	(77)	29
Cash and cash equivalents at 30 June Less: Cash and cash equivalents included	32,440	18,805
in Assets classified as held for sale (Note 9)	(257)	
	32,183	18,805
Analysis of the balance of cash and cash equivalents Bank balances and cash	32,183	18,805
		,505

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

For the six months ended 30 June 2015

1. GENERAL

The Company was incorporated and registered as an exempted company with limited liability under the Companies Law of the Cayman Islands and acts as an investment holding company. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

2. PRINCIPAL ACCOUNTING POLICIES

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 and with Hong Kong Accounting Standard 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2014.

The condensed consolidated financial statements has been prepared under the historical cost convention. The principal accounting policies adopted in the condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014, except for the adoption of the new or revised standards, amendments and interpretations (hereinafter collectively referred to as "new HKFRSs") issued by the HKICPA which are mandatory for annual periods beginning 1 January 2015 and relevant to the operations of the Group. The adoption of these new HKFRSs had no material effect to the Group's results and financial position for the current and prior accounting periods.

The Group has not early applied any new HKFRSs that have been issued but are not yet effective. The Group is in the process of assessing the impact of such new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results and financial position.

3. SEGMENT INFORMATION

For the six months ended 30 June 2015 (the "period"), the Group was organised into two operating divisions, namely (1) processing, printing and sales of finished fabrics and (2) trading of goods. The aforesaid two divisions were the basis on which the Group reports its segment information.

For the period, the Group's operating segments under Hong Kong Financial Reporting Standard 8 "Operating Segments" were as follows:

- Processing, printing and sales of finished fabrics
- Trading of goods: Trading of fabrics and clothing

The following is an analysis of the Group's turnover and results by operating segment:

	1.1.2015 to 30.6.2015			1.1.2	2014 to 30.6.20	14
		(unaudited)			(unaudited)	
	Processing,			Processing,		
	printing and			printing and		
	sales of			sales of		
	finished	Trading		finished	Trading	
	fabrics	of goods	Total	fabrics	of goods	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Turnover						
 external sales 	158,114	2,485	160,599	148,708	2,494	151,202
 inter-segment sales 	-	-	-	-	-	-
Total	158,114	2,485	160,599	148,708	2,494	151,202
Segment Results	10,809	(75)	10,734	10,974	(137)	10,837
-						
Interest income			828			961
Gain in fair value of warrants			-			4,572
Unallocated corporate income			3,748			2,426
Finance costs			(8,352)			(9,242)
Profit before taxation			6,958			9,554
			-,			-,

Segment results for the period represent the result of each segment without allocation of interest income, unallocated corporate income and finance costs. This is the measure reported to the chief operating decision maker, the executive directors of the Company, for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

		30.6.2015 (unaudited)			31.12.2014 (audited)	
	Processing		<u> </u>	Processing		
	painting and			painting and		
	sales of			sales of		
	finished	Trading		finished	Trading	
	fabrics	of goods	Total	fabrics	of goods	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Segment assets	497,321	2,034	499,355	470,434	958	471,392
Unallocated assets			74,265			89,069
			573,620			560,461
Segment liabilities	97,862	4,316	102,178	62,421	3,743	66,164
Tax payable			4,194			4,272
Other unallocated liabilities			240,021			272,619
			346,393			343,055

For the purposes of monitoring segment performances and allocating resources between segments by the chief operating decision maker, the executive directors:

- all assets are allocated to operating segments other than leasehold land and buildings in Hong Kong, goodwill, certain other receivables, bank balances and cash and pledged bank deposits; and
- all liabilities are allocated to operating segments other than certain other payables, taxation payables, short-term bank loans, short-term loan from other financial institution and financial guarantee contracts.

Geographical information

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Over 90% of the Group's revenue is derived from sales of goods and rendering of services in the PRC and over 90% of the Group's assets are located in the PRC. Accordingly, no further disclosures by reportable segments based on geographical segment were made.

Information about major customers

There are no customers who individually contribute over 10% of the total revenue of the Group.

4. PROFIT BEFORE TAXATION

	1.1.2015 to	1.1.2014 to
	30.6.2015	30.6.2014
	(unaudited)	(unaudited)
	RMB'000	RMB'000
Profit before taxation was arrived at after charging:		
Depreciation on property, plant and equipment	6,531	5,457
Less: Depreciation included in research and development costs	(146)	(145)
	6,385	5,312
Operating lease rentals in respect of prepaid lease payments	113	113
Allowances for doubtful debts		
– trade receivable	-	1,662



5. TAXATION

The charge represents Mainland China (the "PRC") income tax calculated at the rates prevailing in the PRC jurisdiction. No provision for Hong Kong Profits Tax has been made in the financial statements as the Group's operations in Hong Kong had no assessable profit for the period.

At the end of the period, the Group has deductible temporary differences of RMB370,027,000 (31 December 2014 RMB370,027,000). No deferred tax asset has been recognised in relating to deductible temporary difference because it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

Under the Enterprise Income Tax Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the financial statements in respect of temporary differences attributable to retained profits of the relevant PRC subsidiaries amounting to RMB152,232,000 (31 December 2014: RMB144,243,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

6. EARNINGS PER SHARE

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

	1.1.2015 to 30.6.2015 RMB'000 (unaudited)	1.1.2014 to 30.6.2014 RMB'000 (unaudited)
Earnings attributable to the owners of the Company		
Earnings for the purpose of basic earnings per share	6,054	8,306
Effect of dilutive potential ordinary shares arising from: – gains in relation to warrants – currency realignment of warrants	-	(3,429)
Earnings for the purpose of diluted earnings per share	6,054	5,044
Number of shares	1.1.2015 to 30.6.2015 (unaudited)	1.1.2014 to 30.6.2014 (unaudited)
Weighted average number of ordinary shares for the purpose of basic earnings per share	1,681,300,552	1,301,030,387
Effect of dilutive potential ordinary shares arising from: – warrants – share options	_ 4,041,839	48,761,452 3,247,233
Weighted average number of ordinary shares for the purpose of diluted earnings per share	1,685,342,391	1,353,039,072



7. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group incurred RMB538,000 (2014: RMB11,735,000) on additions to property, plant and equipment.

As at 30 June 2015, the Group's leasehold land and buildings and plant and machinery (including those classified as assets held for sale) with aggregate carrying value of approximately RMB46,203,000 (31 December 2014: RMB54,957,000) were pledged to certain banks to secure credit facilities granted to the Group.

8. TRADE AND OTHER RECEIVABLES

	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
Trade receivables	20,667	11,970
Deposit paid to suppliers	64,279	72,807
Value-added tax recoverable	3	1,300
Other debtors and prepayments	1,069	458
	86,018	86,535

Payment terms with customers are mainly on credit together with deposits. Invoices are normally payable by 90 days of issuance.

The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period:

	30.6.2015 RMB'000 (unaudited)	31.12.2014 RMB'000 (audited)
Age		
0 to 90 days	19,275	9,072
91 to 180 days	85	2,669
181 to 270 days	922	131
271 to 365 days	385	39
Over 365 days	-	59
	20,667	11,970

9. ASSETS CLASSIFIED AS HELD FOR SALE AND LIABILITIES ASSOCIATED WITH ASSETS HELD FOR SALE

On 17 March 2015, the Company entered into an agreement with an independent third party (the "Purchaser") pursuant to which the Company has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire in aggregate 3,000 shares in the share capital of Top Vast Holdings Limited (representing 100% of its entire then issued share capital) at a total consideration of RMB43,800,000. The principal assets of Top Vast Holdings Limited is its 100% interest in Shasing Shapheng Dyeing Co. Ltd. As at the date of the announcement dated 17 March 2015, the Group provided corporate guarantees in favour of several banks in respect of the loans granted to Shasing Shapheng Dyeing Co., Ltd. up to an aggregate amount of RMB62,000,000. Upon the completion of the disposal of Top Vast Holding Limited, the continuance of the corporate guarantee will constitute provision of financial assistance by the Group to third parties. Details of the disposal and provision of financial assistance are set out in the Company's announcement dated 17 March 2015 and the Company's circular dated 30 June 2015.

The directors determine the disposal is highly probable and this, the relevant assets and liabilities of Top Vast Holdings Limited and Shasing Shapheng Dyeing Co. Ltd. are classified to assets classified as held for sale and liabilities associated with assets classified as held for sale respectively in accordance with HKFRS 5 "Non-current assets held for sale and discontinued operations". Details of the relevant assets and liabilities of Top Vast Holdings Limited and Shasing Shapheng Dyeing Co. Ltd. as at 30 June 2015 are follows:

	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
Assets classified as held for sale		
Property, plant and equipment	38,638	41,784
Prepaid lease payments	8,585	8,691
Inventories	138,314	101,398
Trade and other receivables (note a)	35,164	39,735
Pledged bank deposits	3,000	3,200
Bank balances and cash	257	531
	223,958	195,339
Liabilities associated with assets held for sale		
Trade and other payables (note b)	60,541	39,404
Taxation payables	-	83
Short-term bank loans	96,000	97,800
Financial guarantee contracts	10,959	14,611
	167,500	151,898

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Notes:

(a) The following is an analysis of the trade and other receivables of Top Vast Holdings Limited and Shasing Shapheng Dyeing Co. Ltd.:

	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
Trade receivables	18,460	18,345
Deposits paid to suppliers	16,375	20,061
Other receivables	329	1,323
Other debtors and prepayments	-	6
	35,164	39,735

The followings is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period:

	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
0 to 90 days	13,116	15,172
91 to 180 days	1,438	354
181 to 270 days	1,189	387
271 to 365 days	297	1,032
Over 365 days	2,420	1,400
	18,460	18,345

(b) The following is an analysis of the trade and other payables of Top Vast Holdings Limited and Shasing Shapheng Dyeing Co. Ltd.:

	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
Trade payables	18,956	18,393
Bills payables	10,000	4,000
Customers' deposits	16,815	16,528
Other payables and accruals	14,770	483
	60,541	39,404

The followings is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
0 to 90 days	5,533	4,744
91 to 180 days	787	6,830
181 to 270 days	553	1,521
271 to 365 days	6,785	1,678
Over 365 days	5,298	3,620
	18,956	18,393

10. TRADE AND OTHER PAYABLES

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	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
Trade payables	21,650	8,068
Bills payables – secured	-	625
	21,650	8,693
Customers' deposits	13,915	17,714
Other payables and accruals	10,503	1,162
	46,068	27,569

The normal credit periods on purchases of goods are from 90 days to 180 days.

The following is an aged analysis of trade and bills payables presented based on the invoice date at the end of the reporting period:

	30.6.2015 RMB'000 (unaudited)	31.12.2014 RMB'000 (audited)
Age		
0 to 90 days	14,280	4,188
91 to 180 days	3,195	1,007
181 to 270 days	1,032	506
271 to 365 days	689	95
Over 365 days	2,454	2,897
	21,650	8,693

11. AMOUNTS DUE TO RELATED PARTIES

30.6.2015	31.12.2014
RMB'000	RMB'000
(unaudited)	(audited)
36	-
71	-
107	
	RMB'000 (unaudited) 36 71

- ⁽¹⁾ Mr. Sze Siu Hung is the Chairman, executive director and controlling shareholder of the Company.
- ⁽²⁾ Mr. Sze Siu Bun is an executive director and chief executive officer of the Company.
- ⁽³⁾ The amounts were unsecured, interest-free and repayable on demand.

12. SHORT-TERM BANK LOANS/SHORT-TERM LOAN FROM OTHER FINANCIAL INSTITUTION

	30.6.2015	31.12.2014
	RMB'000	RMB'000
	(unaudited)	(audited)
Short-term bank loans		
– secured	88,000	119,200
– unsecured	24,500	18,000
	112,500	137,200
Short-term loan from other financial institution		
– unsecured	3,500	5,500
	116,000	142,700

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The carrying amounts of the Group's short-term loans are denominated in RMB which is the functional currency of the relevant group entities. The short-term loans are secured by the property, plant and equipment, prepaid lease payments and pledged bank deposits with carrying value of RMB46,203,000 (31 December 2014: RMB47,707,000), RMB9,032,000 (31 December 2014: RMB9,145,000) and RMB33,081,000 (31 December 2014: RMB54,111,000) respectively.

Certain pledged property, plant and equipment, prepaid lease payments and pledged bank deposits with carrying value of RMB29,732,000 (31 December 2014: RMB30,792,000), RMB8,585,000 (31 December 2014: RMB8,691,000) and Nil (31 December 2014: RMB2,000,000) respectively were included in assets classified as held for sale in note 9.

The short-term loans are fixed-rate loans which carry interest at the range of 5.885% to 12.6% (31 December 2014: 6.06% to 12.6%) per annum.

	30.6.2015 RMB'000 (unaudited)	31.12.2014 RMB'000 (audited)
Carrying amounts at 1 January Amortised to profit or loss for the period/year	31,310 (7,827)	46,965 (15,655)
Carrying amounts at 30 June/31 December	23,483	31,310
Included in:		
Current liabilities Liabilities associated with assets held for sale <i>(note 9)</i>	12,524 10,959	16,699 14,611
At 30 June/31 December	23,483	31,310

13. FINANCIAL GUARANTEE CONTRACTS

As at 31 December 2013, the Group provided corporate guarantees totalling RMB150,000,000 to a bank in respect of short-term bank borrowings granted to Shasing-Shapheng (Quangzhou) Textile Industrial Co., Ltd.. The relevant financial guarantee contracts were initially measured at their fair values valued by American Appraisal China Limited using present values techniques amounted to RMB46,965,000 which has been accounted for as financial liability in accordance with Hong Kong Accounting Standard 39 "Financial instruments: recognition and measurement" ("HKAS 39") after taking into consideration of the original corporate guarantee agreements being expired effectively on 2 January 2014 and were subsequently renewed on 2 January 2014 with maturity on 1 January 2017.

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In accordance with HKAS 39, the financial guarantee contracts are subsequently measured at the higher of: (i) the amount of obligation as determined in accordance with Hong Kong Accounting Standard 37 "Provisions, contingent liabilities and contingent assets" and (ii) the amount initially recognized less, when appropriate, cumulative amortisation recognized in accordance with Hong Kong Accounting Standard 18 "Revenue". Accordingly, in respect of the financial guarantee contracts, an income from amortization of financial guarantee contracts amounting to RMB7,827,000 was credited to the profit or loss for the period (30 June 2014: RMB7,828,000).

14. SHARE CAPITAL

		Authorised	
		Number	
		of shares	Amount
		'000	HK\$'000
Ordinary shares of HK\$0.10 each:			
At 1 January 2014			
31 December 2014 and 30 June 2015		7,000,000	700,000
		Issued and fully paid	ł
	Number		
	of shares	Amount	Amount
	'000	RMB'000	HK\$'000
Ordinary shares of HK\$0.10 each:			
At 1 January 2014	1,171,500	117,055	117,150
Exercise of warrants (note a)	227,000	18,003	22,700
Placement of new shares (note b)	279,700	22,175	27,970
At 31 December 2014	1,678,200	157,233	167,820
Exercise of share options (note c)	16,000	1,265	1,600
At 30 June 2015	1,694,200	158,498	169,420



Notes:

- (a) For the year ended 31 December 2014, 227,000,000 warrants have been exercised at the exercise price at HK\$0.14. These shares ranked pari passu with other shares in issue in all aspect.
- (b) On 28 October 2014, the Company entered into a placing agreement with a placing agent pursuant to which the placing agent agreed to place 279,700,000 new shares at the price of HK\$0.16 per placing share (the "placing price"). On 13 November 2014, a total of 279,700,000 new shares were successfully placed at the placing price. Accordingly, 279,700,000 shares of HK\$0.1 each were issued at a premuim of HK\$0.06 each. The premium on issue of shares of approximately HK\$16,782,000 net of transaction cost of approximately HK\$1,308,000, was credited to the share premium account. These shares rank pari passu in all respects with the existing shares.
- (c) During the six months ended 30 June 2015, 16,000,000 share options have been exercised at the exercise price of HK\$0.227. These shares ranked pari passu with other shares in issue in all aspect.

15. RELATED PARTY TRANSACTIONS

The directors of the Company represented key management of the Group. During the period, directors' remuneration of approximately RMB1,262,000 (30 June 2014: RMB648,000) was charged to the profit or loss.

At the end of the period, the short-term loan from other financial institution and certain of the short-term bank loans are guaranteed by the following related parties with respective maximum guarantees:

RMB'000 (unaudited)	31.12.2014 RMB'000 (audited)
22,000	31,000
22,000	22,000
30,000	30,000
27,000	27,000
45,000	45,000
146,000	155,000
10,000	10,000
156,000	165,000
	(unaudited) 22,000 22,000 30,000 27,000 45,000 146,000 10,000

⁽¹⁾ Mr. Cai Chaodun is the deputy general manager of the Group and a brother-in-law of Mr. Sze Siu Hung.

- ⁽²⁾ Mr. Qiu Fengshou is a former executive director of the Company.
- ⁽³⁾ The credit facility was jointly guaranteed by Mr. Cai Chaodun, Mr. Qiu Fengshou and Mr. Fu Jianhua. Mr. Fu Jianhua is the deputy general manager of the Group.
- (4) The credit facility was jointly guaranteed by Mr. Cai Chaodun and Mr. Qiu Fengshou.
- ⁽⁵⁾ The credit facility was jointly guaranteed by Mr. Cai Chaodun and his wife, Ms. Wang Yuee.

16. CAPITAL COMMITMENTS

As at 30 June 2015, the Group did not have any capital commitments (31 December 2014: Nil).

17. EVENT AFTER THE REPORTING PERIOD

Share placement of new shares

Subsequent to 30 June 2015, on 13 July 2015, the Company entered into a placing agreement with a placing agent pursuant to which the placing agent agreed to place 338,840,000 new shares under general mandate at the price of HK\$0.45 per placing share (the "placing price"). On 31 July 2015, a total of 338,840,000 new shares were successfully placed at the placing price with a gross proceed of approximately HK\$152 million and a net proceed of approximately HK\$148 million. The proceeds therefrom would be used as working capital of the Group.



DISCLOSURE OF ADDITIONAL INFORMATION

INTERIM DIVIDEND

The Board resolved not to declare an interim dividend for the six months ended 30 June 2015 (For the six months ended 30 June 2014 Nil).

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2015, the interests and/or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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") contained in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), were as follows:

				Approximate
				percentage of the
	Capacity			issued share capital
	in which the		Total	of the Company as
Name	Interests are held	Nature of Interest	Interests held	at 30 June 2015
				(%)
Directors				
Mr. Sze Siu Hung	Corporate interest and	Ordinary shares	344,798,720	20.35
	founder of trust (Note 1)	of HK\$0.10 each	long position	
	Corporate interest	Ordinary shares	28,051,280	1.65
	(Note 2)	of HK\$0.10 each	long position	
	Beneficial interest	Ordinary shares	2,000,000	0.12
		of HK\$0.10 each	long position	

Approximate percentage of the issued share capital Capacity in which the Total of the Company as Interests held Interests are held Nature of Interest at 30 June 2015 Name (%) **Directors** (continued) Mr. Sze Siu Bun Beneficial interest Underlying shares of equity 0.12 2,000,000 derivatives (Note 3) long position Mr. Sze Chin Pang Beneficial interest Ordinary shares 600,000 0.04 of HK\$0.10 each long position Professor Zhao Bei Beneficial interest Underlying shares of equity 500,000 0.03 derivatives (Note 3) long position

Underlying shares of equity

derivatives (Note 3)

0.03

500,000

long position

32

Professor Zeng Qingfu

Beneficial interest

Notes:

- 1. As at 30 June 2015, 344,798,720 shares, representing 20.35% of shareholding of the Company is owned by Famepower Limited, which is owned as to 100% by Federal Trust Company Limited, a trust company in its capacity as the trustee of The Sze Trust which was a discretionary trust, the founder (as defined in the SFO) of which is Mr. Sze Siu Hung ("Mr. Sze") who is the chairman and an executive director of the Company and the discretionary objects of which are family members of Mr. Sze (including Madam Cai Peilei and excluding Mr. Sze himself). Accordingly, Mr. Sze is deemed to be interested in the relevant shares under the SFO.
- 2. As at 30 June 2015, 28,051,280 shares, representing 1.65% of shareholding of the Company is owned by Peilei Charitable Limited ("PCL"), a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned as to 50% by Mr. Sze and as to 50% by Madam Cai Peilei. Mr. Sze and Madam Cai Peilei intend to use the shares held by PCL for charitable purpose.
- 3. The interests in underlying shares of equity derivatives represented interests in share options granted under the share option scheme adopted by the Company on 15 March 2006, further details of which are set out in the section headed "Share Option Scheme" on pages 33 to 34 of this interim report.

Save as disclosed above, as at 30 June 2015 none of the directors or chief executive had any interests and/or short positions in any shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of 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 pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2015, to the best knowledge of the Company, the following persons (other than a director or chief executive of the Company) had, or were deemed or taken to have interests and/or short positions in the shares or underlying shares of the Company, which would fall to be disclosed to the Company and the Stock Exchange pursuant to Part XV of the SFO:

Name of substantial shareholder	Capacity in which the Interests are held	Nature of Interest	Total Interests held	Approximate percentage of the issued share capital of the Company as at 30 June 2015 (%)
Famepower Limited	Beneficial interest (Note 1)	Ordinary shares of HK\$0.10 each	344,798,720 long position	20.35
Federal Trust Company Limited	Corporate interest (Note 1)	Ordinary shares of HK\$0.10 each	344,798,720 long position	20.35
Madam Cai Peilei	Corporate interest and beneficiary of trust (Note 1)	Ordinary shares of HK\$0.10 each	344,798,720 long position	20.35
	Corporate interest (Note 2)	Ordinary shares of HK\$0.10 each	28,051,280 long position	1.65
	Spouse interest (Note 3)	Ordinary shares of HK\$0.10 each	2,000,000 long position	0.12

Notes:

- 1. As at 30 June 2015, 344,798,720 shares, representing 20.35% of shareholding of the Company is owned by Famepower Limited, which is owned as to 100% by Federal Trust Company Limited, a trust company in its capacity as the trustee of The Sze Trust which was a discretionary trust, the founder (as defined in the SFO) of which is Mr. Sze Siu Hung ("Mr. Sze") who is the chairman and an executive Director of the Company and the discretionary objects of which are family members of Mr. Sze (including Madam Cai Peilei, the spouse of Mr. Sze and excluding Mr. Sze himself). Accordingly, Madam Cai Peilei is deemed to be interested in the relevant shares under the SFO.
- 2. As at 30 June 2015, 28,051,280 shares, representing 1.65% of shareholding of the Company is owned by Peilei Charitable Limited ("PCL"), a company incorporated in the British Virgin Islands and the entire issued share capital of which is owned as to 50% by Mr. Sze and as to 50% by Madam Cai Peilei. Mr. Sze and Madam Cai Peilei intend to use the shares held by PCL for charitable purpose.
- 3. As at 30 June 2015, 2,000,000 shares, representing 0.12% of shareholding of the Company, are beneficially owned by Mr. Sze. Madam Cai Peilei is the spouse of Mr. Sze and is deemed to be interested in 2,000,000 shares.

SHARE OPTION SCHEME

A Share Option Scheme (the "Share Option Scheme") was adopted on 15 March 2006.

Upon approval by shareholders by ordinary resolution at the extraordinary general meeting (the "EGM") on 23 February 2010, the total number of shares in respect of which options may be granted under the Share Option Scheme was refreshed and increased to 106,150,000 shares which are equivalent to 10% of the shares of the Company in issue as at the date of the EGM.

There was no change in any terms of the Share Option Scheme during the six months ended 30 June 2015. The details of the terms of the Share Option Scheme have been disclosed in the 2014 annual report.

As at 30 June 2015, details of share options granted under the Share Option Scheme of the Company were as follows:

		Number of share option									
	e or category rticipant	At 1 January 2015	Granted during the period (Note 1)	Exercised during the period	Cancelled during the period (Note 1)	Lapsed during the period	At 30 June 2015	Date of grant	Vesting date	Exercise period	Exercise price per share HK\$
(A)	Directors										
	Mr. Sze Siu Bun	2,000,000	-	-	-	-	2,000,000	27 July 2011	27 July 2011	27 July 2011 to 26 July 2021	0.227
	Mr. Sze Chin Pang	1,200,000	-	(1,200,000)	-	-	-	27 July 2011	27 July 2011	27 July 2011 to 26 July 2021	0.227
	Mr. Lui Siu Keung (Note 2)	1,000,000	-	-	-	(1,000,000)	-	27 July 2011	27 July 2011	27 July 2011 to 26 July 2021	0.227
	Professor Zhao Bei	500,000	-	-	-	-	500,000	27 July 2011	27 July 2011	27 July 2011 to 26 July 2021	0.227
	Professor Zeng Qingfu	500,000	-	-	-	-	500,000	27 July 2011	27 July 2011	27 July 2011 to 26 July 2021	0.227
(B)	Other employees in aggregate	14,800,000	-	(14,800,000)	-	-	-	27 July 2011	27 July 2011	27 July 2011 to 26 July 2021	0.227
Total		20,000,000	_	(16,000,000)	_	(1,000,000)	3,000,000				

Notes:

1 No share options were granted or cancelled during the period.

2 The share options were lapsed upon resignation of Mr. Lui Siu Keung as director of the Company on 10 March 2015.

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable the directors or the chief executive of the Company to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and neither the directors nor the chief executive, nor any of their spouses or children under the age of 18, had any rights to subscribe for the securities of the Company, or any had exercised any such right.

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PURCHASE, SALE OR REDEMPTION OF LISTING SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the period.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

No contract of significance, to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the period.

CORPORATE GOVERNANCE

The Company has complied with the applicable code provisions in the Corporate Governance Code as set out in Appendix 14 of the Listing Rules during the period, except as stated below. The Group had made endeavour effort and had eventually got in contact with Professor Zeng Qingfu in June 2015. In respect of code provision A.6.7 of the Corporate Governance Code, Mr. Sze Siu Hung, being an executive director and chairman of the Company, and Professor Zeng Qingfu and Professor Zhao Bei, both being independent non-executive directors were unable to attend the annual general meeting held on 12 June 2015 due to other commitments. The Company will make endeavour effort and communicate with the directors to ensure their attendance to the annual general meeting.

DIRECTORS' COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. The Company has made specific enquiry of all directors regarding any non-compliance with the Model Code during the six months ended 30 June 2015 and they all confirmed having fully complied with the required standard set out in the Model Code.

AUDIT COMMITTEE REVIEW

The Group's audit committee comprises three members, namely Professor Zeng Qingfu, Professor Zhao Bei and Mr. Chan Chiu Hung Alex, who are independent non-executive Directors of the Company. The Chairman of the Audit Committee is Mr. Chan Chiu Hung Alex. The primary duties of the Audit Committee are, among others, to review the financial reporting system and internal control procedures of the Group, to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, to approve the remuneration and terms of engagement of the external auditor, to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to review the financial information and accounting policies of the Group. This unaudited interim results including the accounting principles and practices adopted by the Group have been reviewed and approved by the Audit Committee.

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

Name of Director	Details of Changes	
Mr. Chan Chi Yuen	-	appointed as an executive director of e-Kong Group Limited (stock code: 524), the shares of which are listed on the Stock Exchange, on 8 June 2015

- resigned as an executive director of South East Group Limited (stock code: 726), the shares of which are listed on the Stock Exchange, on 3 July 2015
- appointed as an independent non-executive director of Leyou Technologies Holdings Limited (stock code: 1089), the shares of which are listed on the Stock Exchange, on 24 July 2015

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25 per cent of the Company's issued shares at the latest practicable date (26 August 2015) prior to the issue of this interim report.

APPRECIATION

On behalf of the Board, I would like to thank all of our shareholders, employees, customers and suppliers for their continued support.

On behalf of the Board Sze Siu Hung Chairman

Hong Kong, 27 August 2015

CORPORATE INFORMATION BOARD OF DIRECTORS

Executive Directors

Mr. Sze Siu Hung (Chairman) Mr. Sze Siu Bun (Chief Executive Officer) Mr. Sze Chin Pang Mr. Chan Chi Yuen Mr. Chen Jiang (Appointed on 15 April 2015)

Independent Non-Executive Directors

Professor Zeng Qingfu Professor Zhao Bei Mr. Chan Chiu Hung Alex (Appointed on 10 March 2015) Mr. Lui Siu Keung (Resigned on 10 March 2015)

AUDIT COMMITTEE

Mr. Chan Chiu Hung Alex (Chairman of committee, appointed on 10 March 2015)
Professor Zeng Qingfu
Professor Zhao Bei
Mr. Lui Siu Keung (ex-Chairman of committee and resigned on 10 March 2015)

REMUNERATION COMMITTEE

Mr. Chan Chiu Hung Alex (Chairman of committee, appointed on 10 March 2015)
Mr. Chan Chi Yuen (Appointed on 15 April 2015)
Professor Zeng Qingfu
Professor Zhao Bei
Mr. Lui Siu Keung (ex-Chairman of committee and resigned on 10 March 2015)

NOMINATION COMMITTEE

Mr. Chan Chiu Hung Alex (Chairman of committee, appointed on 10 March 2015)
Mr. Chan Chi Yuen (Appointed on 15 April 2015)
Professor Zeng Qingfu Professor Zhao Bei
Mr. Lui Siu Keung (ex-Chairman of committee and resigned on 10 March 2015)

COMPANY SECRETARY

Mr. Pang Pui Hung Paton (Appointed on 4 May 2015) Mr. Chan Chun Hung (Resigned on 4 May 2015)

AUDITORS

Reanda Lau & Au Yeung (HK) CPA Limited

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

6th Floor, ComWeb Plaza 12 Cheung Yue Street Lai Chi Kok, Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited Level 22 Hopewell Centre 183 Queen's Road East Hong Kong

STOCK CODE

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DESIGNATED WEBSITE FOR CORPORATE COMMUNICATIONS

www.capitalfp.com.hk/eng/index.jsp?co=707

CO-PROSPERITY HOLDINGS LIMITED