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China Fortune Holdings Limited

中國長遠控股有限公司*

(Incorporated in Bermuda with limited liability, carrying on business in H.K. as CFH Limited)

(Stock Code: 110)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2016

INTERIM RESULTS

The board of directors (the “Board”) of China Fortune Holdings Limited (the “Company”) presents the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2016, together with the comparative figures set out below. These condensed consolidated interim results have not been audited, but have been reviewed by the audit committee (the “Audit Committee”) of the Company.

* *For identification purpose only*

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2016

	Notes	Six months ended	
		30/6/2016 HK\$'000 (unaudited)	30/6/2015 HK\$'000 (unaudited)
Revenue	4	84,373	16,546
Cost of sales		<u>(82,541)</u>	<u>(14,500)</u>
Gross profit		1,832	2,046
Other income		1,128	1,788
Other gains and losses		(340)	(37)
Selling and distribution costs		(2,417)	(4,760)
Administrative expenses		(8,195)	(9,420)
Finance costs	5	(625)	(656)
Share of results of associates		<u>(920)</u>	<u>(1,136)</u>
Loss before income tax		(9,537)	(12,175)
Income tax	6	<u>—</u>	<u>—</u>
Loss for the period	7	<u><u>(9,537)</u></u>	<u><u>(12,175)</u></u>
Loss for the period attributable to:			
Owners of the Company		(6,670)	(8,665)
Non-controlling interests		<u>(2,867)</u>	<u>(3,510)</u>
		<u><u>(9,537)</u></u>	<u><u>(12,175)</u></u>
Loss per share			
Basic	8	<u><u>(0.8) cents</u></u>	<u><u>(1.04) cents</u></u>
Diluted	8	<u><u>N/A</u></u>	<u><u>N/A</u></u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2016

	Six months ended	
	30/6/2016	30/6/2015
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period	<u>(9,537)</u>	<u>(12,175)</u>
Other comprehensive income that may be subsequently transferred to profit or loss		
Exchange differences arising on translation from functional currency to presentation currency	<u>(3,949)</u>	<u>(92)</u>
Total comprehensive income for the period	<u><u>(13,486)</u></u>	<u><u>(12,267)</u></u>
Total comprehensive income for the period attributable to:		
Owners of the Company	(9,363)	(8,757)
Non-controlling interests	<u>(4,123)</u>	<u>(3,510)</u>
	<u><u>(13,486)</u></u>	<u><u>(12,267)</u></u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2016

	<i>Notes</i>	30/6/2016 HK\$'000 (unaudited)	31/12/2015 <i>HK\$'000</i> (audited)
Non-current assets			
Plant and equipment		9,707	10,033
Mining right		261,865	266,342
Investments in associates		1,151	2,072
Available-for-sale investments		11,364	11,443
Club memberships		1,092	1,096
		<u>285,179</u>	<u>290,986</u>
Current assets			
Inventories		1,335	2,017
Trade and other receivables	9	62,190	43,282
Amounts due from non-controlling shareholders of subsidiaries		3,851	3,586
Held-for-trading investments		2,284	2,111
Cash and cash equivalents		2,515	12,852
		<u>72,175</u>	<u>63,848</u>
Current liabilities			
Trade and other payables	10	41,806	24,882
Amount due to a related party		752	106
Amount due to a non-controlling shareholder of a subsidiary		–	209
Tax payables		6,363	6,394
Warrants		1,568	1,568
		<u>50,489</u>	<u>33,159</u>
Net current assets		<u>21,686</u>	<u>30,689</u>
Total assets less current liabilities		<u>306,865</u>	<u>321,675</u>
Capital and reserves			
Share capital	12	83,206	83,206
Reserves		72,804	82,167
Equity attributable to owners of the Company		<u>156,010</u>	165,373
Non-controlling interests		<u>73,458</u>	77,581
		<u>229,468</u>	<u>242,954</u>
Non-current liabilities			
Other borrowings	11	14,506	14,754
Deferred tax liabilities		62,891	63,967
		<u>77,397</u>	<u>78,721</u>
		<u>306,865</u>	<u>321,675</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2016

	Share capital	Share premium	Special reserve	Translation reserve	Statutory funds	Share option reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2015 (audited)	82,906	394,904	2,481	79,929	30,132	1,074	(395,554)	195,872	87,066	282,938
Loss for the period	-	-	-	-	-	-	(8,665)	(8,665)	(3,510)	(12,175)
Exchange differences arising on translation from functional currency to presentation currency	-	-	-	(92)	-	-	-	(92)	-	(92)
Total comprehensive income for the period	-	-	-	(92)	-	-	(8,665)	(8,757)	(3,510)	(12,267)
Issue of shares upon exercise of share options	100	238	-	-	-	(83)	-	255	-	255
Issue of shares upon exercise of unlisted warrants	200	820	-	-	-	-	-	1,020	-	1,020
Balance at 30 June 2015 (unaudited)	<u>83,206</u>	<u>395,962</u>	<u>2,481</u>	<u>79,837</u>	<u>30,132</u>	<u>991</u>	<u>(404,219)</u>	<u>188,390</u>	<u>83,556</u>	<u>271,946</u>
Balance at 1 January 2016 (audited)	83,206	395,962	2,481	71,273	30,132	991	(418,672)	165,373	77,581	242,954
Loss for the period	-	-	-	-	-	-	(6,670)	(6,670)	(2,867)	(9,537)
Exchange differences arising on translation from functional currency to presentation currency	-	-	-	(2,693)	-	-	-	(2,693)	(1,256)	(3,949)
Total comprehensive income for the period	-	-	-	(2,693)	-	-	(6,670)	(9,363)	(4,123)	(13,486)
Balance at 30 June 2016 (unaudited)	<u>83,206</u>	<u>395,962</u>	<u>2,481</u>	<u>68,580</u>	<u>30,132</u>	<u>991</u>	<u>(425,342)</u>	<u>156,010</u>	<u>73,458</u>	<u>229,468</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2016

	Six months ended	
	30/6/2016	30/6/2015
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Net cash used in operating activities	(10,706)	(12,196)
Net cash used in investing activities	(201)	(537)
Net cash generated from/(used in) financing activities	<u>646</u>	<u>(728)</u>
Net decrease in cash and cash equivalents	(10,261)	(13,461)
Cash and cash equivalents at 1 January	12,852	71,264
Effect of foreign exchange rate changes	<u>(76)</u>	<u>(92)</u>
Cash and cash equivalents at 30 June	<u><u>2,515</u></u>	<u><u>57,711</u></u>

Notes:–

1. GENERAL

The Company is an exempted company with limited liability incorporated in Bermuda under the Companies Act 1981 of Bermuda (as amended). The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of the Group are distribution and trading of mobile phones and related accessories, development of marketing and after-sales service network and mining and processing of celestite, zinc and lead minerals.

2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2016 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

These unaudited condensed consolidated interim financial statements should be read in conjunction with the Group’s 2015 annual report, which have been prepared in accordance with Hong Kong Financial Reporting Standards.

3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared on the historical cost basis except that certain financial instruments are measured at fair values.

The accounting policies used in the preparation of these condensed consolidated interim financial statements are consistent with those used in the financial statements contained in the 2015 annual report except for the adoption of the new standards, amendments or interpretations issued by the HKICPA which are mandatory for the annual periods beginning on or after 1 January 2016. The adoption of these standards, amendments or interpretations has no material effect on the Group’s financial position or results of operations.

The Group has not early adopted the new standards, amendments or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards, amendments or interpretations will have no material impact on the results and financial position of the Group.

4. SEGMENT INFORMATION AND REVENUE

(a) Reportable segments and reconciliation of reportable segment revenue, profit or loss, assets and liabilities

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers (the “CODM”) that are used to make strategic decisions.

During the six months ended 30 June 2016, the Group has two reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group’s reportable segments:

- Mobile phone business
- Mining business

Corporate expenses, corporate assets and corporate liabilities are not allocated to the reportable segments as they are not included in the measure of the segments’ profit or loss, segments’ assets and segments’ liabilities that are used by the CODM for assessment of segment performance.

For the six months ended 30 June 2016 (unaudited)

	Mobile phone business HK\$'000	Mining business HK\$'000	Total HK\$'000
Reportable segment revenue from external customers	<u>84,373</u>	<u>–</u>	<u>84,373</u>
Reportable segment loss	<u>(2,621)</u>	<u>(1,412)</u>	<u>(4,033)</u>
Depreciation and amortisation	3	160	163
Impairment loss recognised in respect of trade and other receivables	339	–	339
Recovery of write down of inventories	(58)	–	(58)
Revenue			
Reportable segment revenue and consolidated revenue			84,373
Loss before income tax			
Reportable segment loss			(4,033)
Interest income			24
Miscellaneous income			411
Staff costs (including directors' remunerations)			(2,848)
Corporate expenses			(1,546)
Share of results of associates			(920)
Finance costs			(625)
Consolidated loss before income tax			<u>(9,537)</u>

As at 30 June 2016 (unaudited)

	Mobile phone business HK\$'000	Mining business HK\$'000	Total HK\$'000
Reportable segment assets	<u>63,627</u>	<u>276,898</u>	<u>340,525</u>
Reportable segment liabilities	<u>(20,012)</u>	<u>(98,150)</u>	<u>(118,162)</u>
Assets			
Reportable segment assets			340,525
Unallocated corporate assets			
– Investments in associates			1,151
– Available-for-sale investments			11,364
– Club memberships			1,092
– Held-for-trading investments			2,284
– Cash and cash equivalents			422
– Others			516
Consolidated total assets			<u>357,354</u>
Liabilities			
Reportable segment liabilities			118,162
Unallocated corporate liabilities			
– Tax payables			4,574
– Warrants			1,568
– Others			3,582
Consolidated total liabilities			<u>127,886</u>

For the six months ended 30 June 2015 (unaudited)

	Mobile phone business <i>HK\$'000</i>	Mining business <i>HK\$'000</i>	Total <i>HK\$'000</i>
Reportable segment revenue from external customers	16,546	–	16,546
Reportable segment loss	(4,977)	(2,053)	(7,030)
Depreciation and amortisation	225	202	427
Impairment loss recognised in respect of trade and other receivables	–	35	35
Recovery of write down of inventories	(216)	–	(216)
Revenue			
Reportable segment revenue and consolidated revenue			16,546
Loss before income tax			
Reportable segment loss			(7,030)
Expenses used in the development of mobile games			(31)
Interest income			626
Miscellaneous income			386
Staff costs (including directors' remunerations)			(2,765)
Corporate expenses			(1,569)
Share of results of associates			(1,136)
Finance costs			(656)
Consolidated loss before income tax			(12,175)
As at 31 December 2015 (audited)			
	Mobile phone business <i>HK\$'000</i>	Mining business <i>HK\$'000</i>	Total <i>HK\$'000</i>
Reportable segment assets	52,053	281,977	334,030
Reportable segment liabilities	(4,723)	(98,612)	(103,335)
Assets			
Reportable segment assets			334,030
Unallocated corporate assets			
– Investments in associates			2,072
– Available-for-sale investments			11,443
– Club memberships			1,096
– Held-for-trading investments			2,111
– Cash and cash equivalents			3,503
– Others			579
Consolidated total assets			354,834
Liabilities			
Reportable segment liabilities			103,335
Unallocated corporate liabilities			
– Tax payables			4,574
– Warrants			1,568
– Others			2,403
Consolidated total liabilities			111,880

(b) **Revenue**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts received or receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

5. FINANCE COSTS

	Six months ended	
	30/6/2016	30/6/2015
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Interests on other borrowings wholly repayable within five years	625	656

6. INCOME TAX

For both six months ended 30 June 2016 and 2015, the Group's subsidiaries in the PRC were subject to the Enterprise Income Tax rate of 25%.

No provision for income tax has been made as the Group did not have any estimated assessable profits for both periods.

7. LOSS FOR THE PERIOD

	Six months ended	
	30/6/2016	30/6/2015
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period has been arrived at after charging:		
Depreciation of plant and equipment	174	442
Exchange loss	1	2
Staff costs		
– directors' emoluments	2,359	2,439
– other staff costs	2,876	4,393
– retirement benefit scheme contribution (excluding directors)	237	487
	5,472	7,319
and after crediting:		
Service income from provision of logistics and promotion services	676	772
Interest income	24	626

8. LOSS PER SHARE

The calculation of loss per share for the six months ended 30 June 2016 is based on the loss for the period attributable to owners of the Company of HK\$6,670,000 (30 June 2015: loss of HK\$8,665,000) and the weighted average number of 832,063,442 shares in issue during the period (30 June 2015: 829,422,558 shares in issue).

No diluted loss per share is presented as the effect of all potential ordinary shares is anti-dilutive for the periods ended 30 June 2016 and 2015.

9. TRADE AND OTHER RECEIVABLES

	30/6/2016 HK\$'000 (unaudited)	31/12/2015 <i>HK\$'000</i> (audited)
Trade receivables	19,399	53,748
<i>Less: accumulated allowance</i>	<u>(18,210)</u>	<u>(18,281)</u>
	1,189	35,467
Prepayments to suppliers	53,667	880
Other receivables and deposits	13,049	12,699
<i>Less: accumulated allowance</i>	<u>(5,715)</u>	<u>(5,764)</u>
	<u>62,190</u>	<u>43,282</u>

The Group generally requests for full prepayment from its trade customers but it also allows certain trade customers a credit period of 30 to 90 days. The following is an aged analysis of trade receivables (net of allowance) presented based on the invoice date at the end of reporting period:

	30/6/2016 HK\$'000 (unaudited)	31/12/2015 <i>HK\$'000</i> (audited)
Trade receivables:		
0 to 30 days	267	34,847
31 to 90 days	461	482
91 to 365 days	<u>461</u>	<u>138</u>
	<u>1,189</u>	<u>35,467</u>

10. TRADE AND OTHER PAYABLES

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

	30/6/2016 HK\$'000 (unaudited)	31/12/2015 HK\$'000 (audited)
Trade payables:		
0 to 30 days	168	89
31 to 90 days	17	314
Over 90 days	264	271
	449	674
Prepayments from customers	16,861	12
Other payables and accruals	24,496	24,196
	41,806	24,882

11. OTHER BORROWINGS

	30/6/2016 HK\$'000 (unaudited)	31/12/2015 HK\$'000 (audited)
Other borrowings, secured	14,506	14,754

At the end of reporting period, the Group's other borrowings were pledged by 100,000 (31 December 2015: 100,000) tons of minerals reserve, carrying at a fixed annual interest rate of 8.47% (31 December 2015: 8.47%) per annum and repayable within three years (31 December 2015: within three years).

At 30 June 2016 and 31 December 2015, the Group did not have any banking facilities.

12. SHARE CAPITAL

	Number of ordinary shares '000	Share capital HK\$'000
Ordinary shares of HK\$0.10 each		
<i>Authorised:</i>		
At 1 January 2016 and 30 June 2016	<u>2,000,000</u>	<u>200,000</u>
<i>Issued and fully paid:</i>		
At 1 January 2016 and 30 June 2016	<u>832,063</u>	<u>83,206</u>

13. DIVIDEND

The Board did not declare an interim dividend for the six months ended 30 June 2016 and 30 June 2015.

REVIEW AND OUTLOOK

Financial Review

The Group's turnover in mobile phone business increased in the period. The Group recorded a consolidated revenue during the period of HK\$84.4 million when compared to the previous corresponding period of HK\$16.5 million. The gross profit amounted to HK\$1.8 million, a decrease of 10.5% when compared to the previous corresponding period of HK\$2.0 million. The gross margin percentage during the period was 2.2% which was lower than the previous corresponding period of 12.4%. As a result, the Group reported a loss of HK\$9.5 million during the period when compared to a loss of HK\$12.2 million in the previous corresponding period.

The selling and distribution costs amounted to HK\$2.4 million when compared to the previous corresponding period of HK\$4.8 million. The administrative expenses amounted to HK\$8.2 million when compared to the previous corresponding period of HK\$9.4 million.

The finance costs during the period was HK\$0.6 million which was approximately the same as in the previous corresponding period.

The net asset value of the Group as at 30 June 2016 amounted to HK\$156.0 million or HK\$0.19 per share when compared to HK\$165.4 million or HK\$0.20 per share as at 31 December 2015. As at 30 June 2016, the Group's other borrowings amounted to HK\$14.5 million, which was maintained more or less at the same level as at 31 December 2015.

The gearing ratio of the Group, defined as the ratio of the total long term liabilities to the shareholder's equity, was 0.50 as at 30 June 2016 when compared to 0.48 as at 31 December 2015.

The total cash and cash equivalents amounted to HK\$2.5 million (most of which were placed as deposits in the banks in the PRC) as at 30 June 2016 without any deposit pledged to banks. The Group is financed by a combination of its equity capital, cash flow generated from its operation and other borrowings. During the period, there was no material change in the funding and treasury policy of the Group. The Group considers the only potential currency exposure is in Renminbi as the majority of its revenue is derived in the PRC. It is the treasury policy of the Group to manage its foreign currency exposure whenever its financial impact is material to the Group.

The inventories of the Group as at 30 June 2016 amounted to HK\$1.3 million, as compared to HK\$2.0 million as at 31 December 2015. The inventory turnover period was 4 days for the six months ended 30 June 2016, as compared with that for the twelve months ended 31 December 2015 of 17 days. The Group will continue to apply strict policy in inventory control in the future.

The amount of trade and other receivables as at 30 June 2016 was HK\$62.2 million, as compared to HK\$43.3 million as at 31 December 2015. In order to minimize the credit risk for the trade receivables, the Group has implemented prudent control on the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

As at 30 June 2016, the Group had in total 66 employees as compared to 89 employees as at 31 December 2015. Employees were remunerated according to the nature of their job duties and market trend. The Group provided staff welfare and fund contribution to its employees in accordance with the prevailing regulations in the PRC and Hong Kong. There was no material change in the remuneration policy, bonus scheme and share option scheme during the period. The Group has a share option scheme, under which the Company may grant share options to the participants, including directors and employees, to subscribe for shares of the Company.

Market and Business Review, and Outlook

Mobile Phone Business

The Group was involved in the business of wholesale and retail of mobile phones and telecom equipments in China. Although there was growth in the mobile phone market, the competition in the mobile phone retail market was very keen and the Group's performance in this area had been affected.

Customers focus is expected to gradually shift from the functionality of mobile phone to the shopping experience. Customers will normally require services such as function presentations, digital phone books synchronization and preinstalling software, etc, in purchasing a mobile phone. In the 3G & 4G era, the convergence of mobile telecommunications and the Internet also led to rapid development of value-added business which requires the retail channels to advance from a pure sales platform to an integrated service platform. In this regard, the large mobile telecommunication chain stores have advantages.

Mining

The Group has been developing a new mining site exploitation system in Strontium mining site since 2010. After the expiration of a five-year mining exploitation permit on 25 September 2012, Sifa Mining has obtained a two-year permit with expiry date on 25 September 2014, but under which Sifa Mining has been restricted to exploration activities only over the mining site.

Nonetheless, the development plan and construction progress in this new system had been inevitably and adversely affected by the downturn of the global mineral resources demand in the second half of 2012 and up to date.

In 2014, the Group prepared documents as required under relevant rules and regulations and submitted the application to the Ministry of Land and Resources of the PRC (中華人民共和國國土資源部) (“MLR”) to obtain a mining exploitation permit for Strontium. Up to 27 March 2015, the application has been approved by relevant government authorities in Huangshi City and Hubei Province pending for final approval by the MLR.

On 27 April 2015, a mining operating permit was granted by MLR for a term of 2 years from 25 September 2014 to 25 September 2016 under which a restriction was added that no exploitation activities were allowed but only exploration activities. Such restriction imposed on the renewed mining permit was basically the same as the previous mining permit which was approved by MLR in 2012 whilst the application for mining exploitation permit is a continuing process.

Although it is expected that the downturn is temporary and only being a normal cyclic adjustment in the industry, the Board proceeded in a prudent way to restructure the overall construction schedule of this new mining system, by readjusting construction speed and time schedule for matching the industry cycle accordingly. Nevertheless, the Directors are also exploring all commercially viable opportunities to maximise the return from this investment, including finding potential buyers.

Prospects

Mobile phone operating system, mobile internet application and other mobile/internet related businesses would surely be the key business areas that the Group is interested in since we have been in the mobile phone industry for decades. The Group is actively looking for further business and investment opportunities which will further enhance the shareholders’ value.

OTHER INFORMATION

Purchase, sale or redemption of listed securities of the Company

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

CORPORATE GOVERNANCE

Compliance with the Corporate Governance Code

For the six months ended 30 June 2016, the Company has complied with the Corporate Governance Code (“the Code”) as set out in Appendix 14 of the Listing Rules, except that:

1. Provision A.2.1 of the Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual but Mr. Lau Siu Ying currently assumes both roles of the Chairman and the Chief Executive Officer of the Company. Provision A.4 of the Code states that all directors should be subject to re-election at regular intervals. However, Mr. Lau Siu Ying, being the Chairman of the Board, does not need to retire by rotation. Mr. Lau Siu Ying has been in charge of the overall management of the Company since its incorporation. As a result, although he does not need to retire by rotation and assumes both roles of the Chairman and the Chief Executive Officer of the Company, the Board considers that such arrangement at the current stage of development of the Group can facilitate the execution of its business strategies and maximize the effectiveness of its operations. Nevertheless, through the supervision from the Board including the Independent Non-executive Directors, the interests of the shareholders should be adequately and fairly considered.
2. All Non-executive Directors of the Company are not appointed for a specific term as stipulated under the provision A.4.1 of the Code but are subject to retirement by rotation in accordance with the Company’s Bye-laws. In accordance with the relevant provisions in the Bye-laws of the Company, if the appointment of Directors is made by the Board, the Directors so appointed must stand for election by the shareholders at the first annual general meeting following their appointments and all Directors, except the Chairman, must stand for re-election by the shareholders by rotation.

AUDIT COMMITTEE

The Company has formulated written terms of reference for the Audit Committee in accordance with the requirements of the Listing Rules. The Audit Committee is delegated by the Board to assess matters related to the financial statements and to provide recommendations and advices regarding the Company's financial reporting matters, including the review of the interim results for the six months ended 30 June 2016, the internal control and risk management system. The Audit Committee has reviewed and approved this announcement.

As at the date of this announcement, the Audit Committee comprises three Independent Non-executive Directors, Mr. Chang Wing Seng, Victor (Chairman of the Audit Committee), Mr. Wong Lit Chor, Alexis and Dr. Law Chun Kwan.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules.

Having made specific enquiry of the Directors of the Company, all the Directors confirmed that they had complied with the required standards as set out in the Model Code throughout the review period.

By the order of the Board
China Fortune Holdings Limited
Lau Siu Ying
Chairman and Chief Executive Officer

Hong Kong, 26 August 2016

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Lau Siu Ying, Mr. Luo Xi Zhi and Mr. Wang Yu; and three independent non-executive directors, namely Mr. Chang Wing Seng, Victor, Mr. Wong Lit Chor, Alexis and Dr. Law Chun Kwan.