



Oriental Explorer Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 0430)

Interim Report 2016

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INTERIM RESULTS

The board of directors (the “Board”) of Oriental Explorer Holdings Limited (the “Company”) announces the unaudited interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2016, together with the comparative figures as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2016

	Notes	For the six months ended 30 June	
		2016 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)
REVENUE	3	(56,775)	68,169
Cost of sales		(402)	(364)
Gross (loss)/profit		(57,177)	67,805
Other income and gains	3	67	2,847
Foreign exchange differences, net		676	(108)
Selling and distribution expenses		–	(7)
Operating and administrative expenses		(4,192)	(3,563)
Finance costs	5	(1,084)	(101)
Share of profits of an associate		39,884	1,030
(LOSS)/PROFIT BEFORE TAX	4	(21,826)	67,903
Income tax expense	6	–	–
(LOSS)/PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY		(21,826)	67,903
OTHER COMPREHENSIVE INCOME			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Available-for-sale investments:			
Changes in fair value		–	(759)
Reclassification adjustments for gains included in the consolidated statement of profit or loss – gain on disposal		–	(2,691)
NET OTHER COMPREHENSIVE EXPENSE TO BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS AND OTHER COMPREHENSIVE EXPENSE FOR THE PERIOD, NET OF TAX		–	(3,450)
TOTAL COMPREHENSIVE (EXPENSE)/INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY		(21,826)	64,453
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic and diluted	8	HK(0.81) cents	HK2.51 cents

Details of interim dividend are disclosed in note 7.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2016

	<i>Notes</i>	As at 30 June 2016 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 December 2015 <i>HK\$'000</i> <i>(Audited)</i>
NON-CURRENT ASSETS			
Property, plant and equipment		171	232
Prepaid land lease payments		395	400
Investment properties		180,690	180,690
Investment in an associate		165,105	125,221
Club debenture		670	670
Available-for-sale investments		38,960	38,960
Total non-current assets		<u>385,991</u>	<u>346,173</u>
CURRENT ASSETS			
Trade receivables	9	41	–
Prepayments, deposits and other receivables		247	646
Equity investments at fair value through profit or loss		553,108	511,110
Pledged deposits	10	49	65
Cash and cash equivalents	10	61,695	158,204
Total current assets		<u>615,140</u>	<u>670,025</u>
TOTAL ASSETS		<u>1,001,131</u>	<u>1,016,198</u>
CURRENT LIABILITIES			
Other payables and accruals		5,702	14,845
Derivative financial instruments		–	26,308
Interest-bearing bank and other borrowings		305,795	263,585
Tax payable		3,818	3,818
Total current liabilities		<u>315,315</u>	<u>308,556</u>
NET CURRENT ASSETS		<u>299,825</u>	<u>361,469</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>685,816</u>	<u>707,642</u>
NON-CURRENT LIABILITIES			
Deferred tax liabilities		1,342	1,342
Total non-current liabilities		<u>1,342</u>	<u>1,342</u>
Net assets		<u>684,474</u>	<u>706,300</u>
EQUITY			
Equity attributable to owners of the Company			
Issued capital	11	27,000	27,000
Reserves		657,474	679,300
Total equity		<u>684,474</u>	<u>706,300</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2016

	Attributable to owners of the Company						
	Issued capital <i>HK\$'000</i> <i>(Unaudited)</i> <i>(Note 11)</i>	Share premium account <i>HK\$'000</i> <i>(Unaudited)</i>	Capital redemption reserve <i>HK\$'000</i> <i>(Unaudited)</i>	Available- for-sale investment revaluation reserve <i>HK\$'000</i> <i>(Unaudited)</i>	Exchange fluctuation reserve <i>HK\$'000</i> <i>(Unaudited)</i>	Retained profits <i>HK\$'000</i> <i>(Unaudited)</i>	Total equity <i>HK\$'000</i> <i>(Unaudited)</i>
At 1 January 2015	27,000	498,761	546	7,091	36,450	172,652	742,500
Profit for the period	-	-	-	-	-	67,903	67,903
Other comprehensive expense for the period	-	-	-	(3,450)	-	-	(3,450)
At 30 June 2015	<u>27,000</u>	<u>498,761</u>	<u>546</u>	<u>3,641</u>	<u>36,450</u>	<u>240,555</u>	<u>806,953</u>
At 1 January 2016	27,000	498,761	546	-	28,086	151,907	706,300
Loss for the period	-	-	-	-	-	(21,826)	(21,826)
Other comprehensive expense for the period	-	-	-	-	-	-	-
At 30 June 2016	<u>27,000</u>	<u>498,761</u>	<u>546</u>	<u>-</u>	<u>28,086</u>	<u>130,081</u>	<u>684,474</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2016

	<i>Notes</i>	For the six months ended 30 June	
		2016 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)
NET CASH OUTFLOW FROM OPERATING ACTIVITIES		(137,691)	(4,352)
NET CASH INFLOW FROM INVESTING ACTIVITIES		17	39,628
NET CASH INFLOW/ (OUTFLOW) FROM FINANCING ACTIVITIES		<u>41,165</u>	<u>(2,969)</u>
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS		(96,509)	32,307
Cash and cash equivalents at beginning of the period		<u>158,204</u>	<u>55,476</u>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD		<u><u>61,695</u></u>	<u><u>87,783</u></u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	10	<u>1,695</u>	87,783
Non-pledged deposits with original maturity of less than three months when acquired	10	<u>60,000</u>	–
		<u><u>61,695</u></u>	<u><u>87,783</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The accounting policies and basis of preparation used in the preparation of the interim financial statements are the same as those used in the annual financial statements for the year ended 31 December 2015 except as noted below.

In the current period, the Group has applied, for the first time, the following amendments issued by the HKICPA, which are effective for the Group’s financial year beginning on 1 January 2016.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
HKFRS 14	<i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements to HKFRSs 2012 – 2014 Cycle</i>	<i>Amendments to a number of HKFRSs</i>

The adoption of the new amendments had no material effect on the results and financial position of the Group for the current and/or prior accounting periods. Accordingly, no prior period adjustment has been required.

The Group has not applied the following new or revised HKASs and HKFRSs, that have been issued but are not yet effective, in these interim financial statements:

HKFRS 9	<i>Financial Instruments²</i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
HKFRS 15	<i>Revenue from Contracts with Customers²</i>
Amendments to HKAS 7	<i>Statement of Cash Flow¹</i>
Amendments to HKAS 12	<i>Income Taxes¹</i>
HKFRS 16	<i>Leases³</i>

¹ Effective for annual periods beginning on or after 1 January 2017

² Effective for annual periods beginning on or after 1 January 2018

³ Effective for annual periods beginning on or after 1 January 2019

⁴ Effective for annual periods beginning on or after a date to be determined

2. OPERATING SEGMENT INFORMATION

The analyses of the principal activities of the operations of the Group are as follows:

	Property investment		Trading and investments		Corporate and others		Total	
	For the six months ended 30 June							
	2016	2015	2016	2015	2016	2015	2016	2015
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Segment revenue:								
Sales to external customers	<u>2,113</u>	<u>2,024</u>	<u>(58,888)</u>	<u>66,145</u>	<u>-</u>	<u>-</u>	<u>(56,775)</u>	<u>68,169</u>
Segment results	<u>1,681</u>	<u>1,635</u>	<u>(59,258)</u>	<u>65,008</u>	<u>(3,116)</u>	<u>(2,516)</u>	<u>(60,693)</u>	<u>64,127</u>
<i>Reconciliation:</i>								
Interest income from loans and receivables							1	30
Other gains							66	2,817
Finance costs							(1,084)	(101)
Share of profits of an associate	39,884	1,030					39,884	1,030
(Loss)/profit before tax							<u>(21,826)</u>	<u>67,903</u>

Geographical information

Revenue from sales to external customers are all generated from Hong Kong. No single external customer accounted for 10% or more of the total revenue for the periods ended 30 June 2016 and 2015.

3. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue, other income and gains is as follows:

	For the six months ended 30 June	
	2016	2015
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue		
Rental income from property letting	2,113	2,024
Fair value (losses)/gains on equity investments at fair value through profit or loss, net	(92,713)	59,988
Fair value gains on derivative financial instruments, net	26,308	–
Dividend income from listed investments	7,517	2,638
Interest income from available-for-sale investments	–	3,519
	<u>(56,775)</u>	<u>68,169</u>
Other income and gains		
Interest income from loans and receivables	1	30
Fair value gains on available-for-sale investments (transfer from equity on disposal)	–	2,691
Others	66	126
	<u>67</u>	<u>2,847</u>

4. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/(crediting):

	For the six months ended 30 June	
	2016	2015
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Depreciation	61	80
Amortization of prepaid land lease payments	5	4
Foreign exchange differences, net	(676)	108
	<u> </u>	<u> </u>
Employee benefits expense (including directors' and chief executive's remuneration):		
Salaries, wages and other benefits	2,953	2,358
Pension scheme contributions (defined contribution scheme)	84	54
	<u> </u>	<u> </u>
Total staff costs	<u>3,037</u>	<u>2,412</u>

5. FINANCE COSTS

An analysis of finance costs is as follows:

	For the six months ended 30 June	
	2016	2015
	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Interest on bank loans and other loans	1,084	101

6. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits arising in Hong Kong for the period. Taxes on profits assessable in Mainland China have been calculated at the rates of tax prevailing in Mainland China, in which the Group operates.

The share of tax attributable to an associate is included in “Share of profits of an associate” in the condensed consolidated statement of profit or loss and other comprehensive income.

7. INTERIM DIVIDEND PER SHARE

The directors do not recommend the declaration of an interim dividend in respect of the six months ended 30 June 2016 (2015: Nil).

8. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic (loss)/earnings per share amounts is based on the loss for the period attributable to ordinary equity holders of the Company of approximately HK\$21,826,000 (2015: profit for the period of approximately HK\$67,903,000), and the weighted average number of ordinary shares of 2,700,000,000 (2015: 2,700,000,000) in issue during the period.

The Group had no potential dilutive ordinary shares in issue during the periods ended 30 June 2016 and 2015.

9. TRADE RECEIVABLES

For the Group's property rental business, the tenants are usually required to settle the rental payments on the first day of the rental period, and are required to pay rental deposits with amount ranging from two to three months' rentals in order to secure any default in their rental payments. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

An aged analysis of trade receivable as at the end of the reporting period, based on invoice dates and net of provisions, is as follows:

	As at 30 June 2016 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 December 2015 <i>HK\$'000</i> <i>(Audited)</i>
Within 1 month	<u>41</u>	<u>–</u>
	<u>41</u>	<u>–</u>

10. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	As at 30 June 2016 HK\$'000 (Unaudited)	As at 31 December 2015 HK\$'000 (Audited)
Cash and bank balances	1,744	158,269
Time deposits	60,000	–
Less: Pledged deposits	61,744	158,269
Cash and cash equivalents	(49)	(65)
	61,695	158,204

The deposits of approximately HK\$49,000 (as at 31 December 2015: HK\$65,000) were pledged as security for banking facilities granted.

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to approximately HK\$143,000 (as at 31 December 2015: HK\$175,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposits rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

11. SHARE CAPITAL

Shares	Number of shares		Value	
	As at 30 June 2016	As at 31 December 2015	As at 30 June 2016 HK\$'000 (Unaudited)	As at 31 December 2015 HK\$'000 (Audited)
Authorised:				
Ordinary shares of HK\$0.01 each	20,000,000,000	20,000,000,000	200,000	200,000
Issued and fully paid:				
Ordinary shares of HK\$0.01 each	2,700,000,000	2,700,000,000	27,000	27,000

12. SHARE OPTION SCHEME

The Group's share option scheme (the "2013 Scheme") was adopted pursuant to a resolution passed on 30 May 2013 for the primary purpose of providing incentives to eligible participants. As the previous share option scheme adopted on 27 June 2003 (the "2003 Scheme") would expire on 27 June 2013, during the year ended 31 December 2013. The 2003 scheme was terminated and the 2013 Scheme was adopted by the Company on 30 May 2013. Similar to the 2003 Scheme, the primary purpose of the 2013 Scheme is to provide incentives to eligible participants.

The 2013 Scheme

The Company operates the 2013 Scheme for the purpose of, among others, is to recognise and motivate the contribution of eligible participants to the Group and to provide incentives and help the Company in retaining its existing employees and recruiting additional employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company. Eligible participants of the 2013 Scheme include any (full-time or part-time) employee, including, without limitation, any executive and non-executive director or proposed executive and non-executive director of the Group, and any adviser, consultant, agent, contractor, client, customer or supplier or any member of the Group. The 2013 Scheme, unless otherwise cancelled or amended, will remain in force for 10 years from 30 May 2013.

The total number of securities available for issue under the 2013 Scheme is 180,000,000, which is equivalent to 10% of the total number of issued shares of the Company at the date of adoption of the 2013 Scheme. The maximum number of shares issuable under share options to each eligible participant in the 2013 Scheme within any 12-month period, is limited to 1% of the shares of the Company for the time being in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within five business days from the date of the offer upon payment of a nominal consideration of HK\$1 by the grantee. The exercise period of the share options granted is determinable by the directors, which is not later than 10 years from the date of offer of the share options or the expiry date of the 2013 Scheme, if earlier.

The exercise price of the share options is determined by the board of directors, but may be not less than the higher of (i) the nominal value of the shares; (ii) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (iii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No share options under the 2013 Scheme have been granted, exercised, lapsed or cancelled since the establishment of the 2013 Scheme.

13. CORPORATE GUARANTEES

As at 30 June 2016, the Company has given corporate guarantees in favour of banks for banking facilities granted to its subsidiaries and fellow subsidiaries to the extent of approximately HK\$163,562,000 (as at 31 December 2015: HK\$163,562,000), of which approximately HK\$163,562,000 (as at 31 December 2015: HK\$163,562,000) was utilised.

In the opinion of the directors, no material liabilities will arise from the above corporate guarantees which arose in the ordinary course of business of the Group and the fair values of the corporate guarantees granted by the Company are immaterial.

14. OPERATING LEASE ARRANGEMENTS

As lessor

The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from one to two years. The terms of the leases generally require the tenants to pay security deposits.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	As at 30 June 2016 <i>HK\$'000</i> <i>(Unaudited)</i>	As at 31 December 2015 <i>HK\$'000</i> <i>(Audited)</i>
Within one year	3,742	2,386
In the second to fifth years, inclusive	2,834	123
	<u>6,576</u>	<u>2,509</u>

15. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries have been eliminated on consolidation. Transactions between the Group and other related parties during the period are not significant to the Group.

No transactions have been entered with the directors of the Company (being the key management personnel) during the period other than the emoluments paid to them (being the key management personnel compensation).

16. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements were approved and authorised for issue by the board of directors on 22 August 2016.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

On behalf of the board of directors (the "Board") of Oriental Explorer Holdings Limited (the "Company"), I am pleased to present the interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2016.

REVIEW OF OPERATION

As the worldwide economy was extremely turbulent, and the Chinese and Hong Kong stock markets were extremely volatile in the first half of 2016, during the period under reporting, the Group recorded a loss of approximately HK\$22 million (2015: profit of HK\$68 million).

The share of profits of the associate was approximately HK\$40 million for the six months ended 30 June 2016 (2015: HK\$1 million). Included (as disclosed in the Company's announcement dated 24 June 2016) was a deferred tax credit of approximately HK\$38 million credited to the profit or loss account for the six months ended 30 June 2016 for an investment property in China.

The investments in equities held by the Group recorded a fair value loss of approximately HK\$93 million (2015: gain of HK\$60 million). The Group's rental income in Hong Kong recorded a slight increase of approximately 4%. Equities investments recorded dividend income of approximately HK\$8 million (2015: HK\$3 million).

PROPERTY INVESTMENT

The Group's investment properties in Hong Kong mainly comprise of office, industrial and residential units. The Group's investment property portfolio contributed stable rental revenue of approximately HK\$2 million for the six months ended 30 June 2016 (2015: HK\$2 million).

FINANCIAL INVESTMENTS

Worldwide economy and stock market were extremely volatile in the first half of 2016, in particular due to uncertainties such as Brexit and other political conflicts. These factors leading to equity investments (stocks) held by the Group to record fair value losses.

As of 30 June 2016, the Group held approximately HK\$553 million (as of 31 December 2015: HK\$511 million) of highly liquid equity investments, which mainly consisted of blue chips stocks and Exchange Traded Funds listed in Hong Kong. The Group had engaged in equity and bonds investments since 2006. The equity investments were mainly held by the Group for investment purpose and receiving dividend income. The Group's equity investments recorded a net fair value loss of approximately HK\$93 million (2015: gain of HK\$60 million) when marking the investment portfolios to market valuation as of 30 June 2016, along with dividend income of approximately HK\$8 million (2015: HK\$3 million).

The equity investments held by the Group as at 30 June 2016 were as follows:

Stock Code	Company Name	Number of shares held as at 30 June 2016 '000	Percentage of shareholding as at 30 June 2016 %	Fair value gain/(loss) for the six months ended 30 June 2016 HK\$'000 (Unaudited)	Dividends income for the six months ended 30 June 2016 HK\$'000 (Unaudited)	Fair value/carrying amount as at 30 June 2016 HK\$'000 (Unaudited)
2800	Tracker Fund of Hong Kong	8,120	0.23	(15,430)	1,166	173,362
5	HSBC Holdings plc	2,822	0.01	(45,656)	3,942	133,643
2828	Hang Seng H-Share Index ETF	1,332	0.24	(23,276)	1,102	117,949
2388	BOC Hong Kong (Holdings) Limited	1,500	0.01	(750)	1,019	34,800
3988	Bank of China Limited	9,800	0.01	(3,626)	–	30,282
857	PetroChina Company Limited	2,378	0.01	499	–	12,579
941	China Mobile Limited	100	0.00	115	120	8,865
3188	ChinaAMC CSI 300 Index ETF	200	0.06	(1,460)	–	7,510
	Other listed securities [#]			(3,129)	168	34,118
				<u>(92,713)</u>	<u>7,517</u>	<u>553,108</u>

Other listed securities mainly represented the Group's investment in 18 companies whose shares are mainly listed on the Main Board of The Stock Exchange of Hong Kong Limited. The carrying value of each of these investments represented less than 1% of the total assets of the Group as at 30 June 2016.

As at 30 June 2016, the equity investments mainly represented listed securities in Hong Kong. The Board acknowledges that the performance of the equity investments may mainly be affected by worldwide economy and the degree of volatility in the Chinese and Hong Kong stock markets, and susceptible to other external factors that may affect their values. In order to mitigate possible financial risk related to the equity investments, the management will closely monitor the performance of respective equity investments and the changes of market condition. The Company will adjust the Company's portfolio of investments as the Board considers appropriate.

ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Save as disclosed elsewhere under the section headed "Chairman's Statement and Management Discussion and Analysis", the Group had no other material acquisition and disposal of subsidiaries and associated companies during the period.

FOREIGN CURRENCY EXPOSURE

The Group's monetary assets, liabilities and transactions are mainly denominated in Renminbi, Hong Kong dollar and the United States dollar. The Group is exposed to foreign exchange risk with respect mainly to Renminbi which may affect the Group's performance. The management is aware of the possible exchange rate exposure due to the continuing fluctuation of Renminbi and will closely monitor its impact on the performance of the Group and when appropriate hedge its currency risk.

As of 30 June 2016, the Group had not entered into any financial instrument for foreign currency hedging purpose.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flows and banking facilities provided by principal bankers in Hong Kong. In order to preserve liquidity and enhance interest yields, liquid assets were maintained in the form of highly liquid equity investments of approximately HK\$553 million (as of 31 December 2015: HK\$511 million) as of 30 June 2016. The Group's cash and cash equivalents as of 30 June 2016 amounted to approximately HK\$62 million (as of 31 December 2015: HK\$158 million).

As of 30 June 2016, the Group had total bank and other borrowings amounting to approximately HK\$306 million (as of 31 December 2015: HK\$264 million), which were secured by legal charges on the Group's certain equity investments. The Group's bank borrowings were mainly arranged on a floating rate basis. The bank and other borrowings of the Group as at 30 June 2016 was repayable within 1 year or on demand.

Taking into account the total liquid assets of approximately HK\$615 million and total interest-bearing bank and other borrowings of approximately HK\$306 million, the Group was debt-free as at 30 June 2016.

CONTINGENT LIABILITY

As of 30 June 2016, the Group had no material contingent liability.

EMPLOYEES AND REMUNERATION POLICY

As of 30 June 2016, the Group had approximately 12 employees in Hong Kong. During the period, the staff costs (including directors' emoluments) amounted to approximately HK\$3 million (2015: HK\$2 million).

The objective of the Group's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration paid to its employees (including directors and senior management), their performance, experience and the prevailing market condition are considered mainly. In addition to salaries, provident fund scheme, discretionary bonuses and tuition/training subsidies are available to employees. Level of remuneration is reviewed annually. During the review process, no individual director is involved in decisions relating to his own remuneration.

PROSPECT

The US Federal Reserve has started increasing the interest rate in December 2015. As Hong Kong dollar is pegged to the US dollar, Hong Kong may follow to increase its interest rate in the future. These may exert pressure on price on equity investments held by the Group, particular in high-yield equity investments. Besides, the slowdown in growth of Chinese economy may have a significant impact on Hong Kong's rental market.

The investment properties (particularly the small-sized residential units) in Hong Kong had recorded decline in market value in late 2015 and early 2016. However, officials from Hong Kong government stated that control measures on properties markets would not be withdrawn in the near term. Along with the conditions for potential interest rate increase, investment properties in Hong Kong held by the Group might record decrease in market value as compared to the increase in previous years.

China's economic growth has slowed down, with the GDP growth rate kept on 6.7% in the first half of 2016. In addition to the potential depreciation of Renminbi, retreat of foreign investments from China and intensive competition in rental business in Shanghai, these may exert pressure on the revenue from provision of hotel-serviced apartments, villas and property management services in Shanghai. Despite China's possible slower than expected economic growth, inflationary pressure on salaries, utilities expenses, properties renovation and quality enhancement expenses remains a key challenge to the Group.

On 1 May 2016, the final phase of the transition from the Business Tax to Value Added Tax regime took effect and became applicable to the real estate sector, among other industries. The Group has taken appropriate measures to ensure a smooth transition to the new tax regime.

The worldwide economy (especially Chinese and Hong Kong's economy) is performing more and more volatile, with regard to uncertainties brought by policy-driven markets. The Group will adopt its usual prudent capital and funding management to meet the challenges ahead, while strengthening the rental and property development business, and seizing further investment opportunities.

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As of 30 June 2016, the interests and short positions of the directors and the chief executive of the Company and each of their respective associates, 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 (the "SFO")), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

Long position in ordinary shares of the Company

Name of Director	Capacity and nature of interest	Number of shares held	Approximate percentage of the total number of issued shares of the Company %
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	1,729,540,999*	64.06

Long position in ordinary shares of associated corporation – Multifield International Holdings Limited, an intermediate holding company of the Company

Name of Director	Capacity and nature of interest	Number of shares held	Approximate percentage of the total number of issued shares of associated corporation %
Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	2,797,055,712*	66.91

* *The above shares are ultimately controlled by Power Resources Holdings Limited which acts as the trustee under the Power Resources Discretionary Trust, a family discretionary trust, the discretionary objects of which include Mr. Lau Chi Yung, Kenneth and his family.*

The interests of the directors in the share option scheme of the Company are disclosed in note 12 to the unaudited condensed consolidated financial statements.

Other than certain nominee shares in subsidiaries held by a director in trust for the companies in the Group, no director held an interest in the share capital of the subsidiaries of the Company during the six months ended 30 June 2016.

Save as disclosed above, as of 30 June 2016, none of the directors and chief executive of the Company had any interest and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO); or (ii) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and chief executive's interests or short positions in the shares, underlying shares and debentures of the Company and associated corporations" above and in the share option scheme disclosures in note 12 to the unaudited condensed consolidated financial statements, at no time during the six months ended 30 June 2016 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES

So far as was known to the directors of the Company, as of 30 June 2016, the following interests of 5% or more of the total number of issued shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in ordinary shares of the Company

Name of Shareholders	Capacity and nature of interest	Number of shares held	Approximate percentage of the total number of issued shares of the Company %
Limitless Investment Limited	Directly beneficially owned	1,729,540,999 [#]	64.06
Multifield International Holdings (B.V.I.) Limited	Interest of controlled corporation	1,729,540,999 [#]	64.06
Multifield International Holdings Limited	Interest of controlled corporation	1,729,540,999 [#]	64.06
Lucky Speculator Limited	Interest of controlled corporation	1,729,540,999 [#]	64.06
Desert Prince Limited	Interest of controlled corporation	1,729,540,999 [#]	64.06
Power Resources Holdings Limited	Interest of controlled corporation	1,729,540,999 [#]	64.06

[#] *Power Resources Holdings Limited was deemed to have a beneficial interest in 1,729,540,999 ordinary shares of the Company by virtue of its indirect interests in Lucky Speculator Limited, Desert Prince Limited, Multifield International Holdings Limited, Multifield International Holdings (B.V.I.) Limited and Limitless Investment Limited.*

Save as disclosed above, as of 30 June 2016, so far as was known to the directors of the Company, no person, other than the directors of the Company, whose interests are set out in the sections "Directors' and chief executive's interests or short positions in the shares, underlying shares and debentures of the Company and associated corporations" and "Directors' rights to acquire shares or debentures" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any listed securities of the Company during the six months ended 30 June 2016.

REVIEW BY AUDIT COMMITTEE

The audit committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the Group's unaudited interim results for the six months ended 30 June 2016.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the directors of the Company, the Company has applied the principles and complied with code provisions of the Corporate Governance Code and Corporate Governance Report (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the six months ended 30 June 2016, save as disclosed below.

Under code provisions A.4.1 and A.4.2, (i) non-executive directors should be appointed for a specific term, subjected to re-election; and (ii) all directors appointed to fill a casual vacancy should be subjected to election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subjected to retirement by rotation at least once every three years.

Non-executive directors do not have a specific term of appointment and under the bye-laws of the Company, at each general meeting, one-third of the directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation save any director holding office as chairman and managing director. The Company intends to propose any amendment of relevant bye-laws of the Company, if necessary, in order to ensure compliance with the Code.

The code provision A.6.7 of the Code requires that independent non-executive directors and other non-executive directors shall attend general meetings and develop a balanced understanding of the view of shareholders. Mr. Lee Siu Man, Ervin the independent non-executive director was unable to attend the annual general meeting of the Company held on 26 May 2016 due to his other business commitments.

REVISION OF THE TERMS OF REFERENCE OF THE AUDIT COMMITTEE

The terms of references of audit committee were revised on 22 August 2016 to reflect the additional responsibilities of the audit committee arising from the Stock Exchange's amendments to risk management and internal control under the Code applicable to listed companies with an accounting period beginning on or after 1 January 2016.

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy in December 2013 which sets out the approach to achieve diversity on the Board.

The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, include and make good use of differences in the talents, skills, regional and industry experience, background, gender and other qualities of the members of the Board. All appointments of the members of the Board are made on merit, in the content of the talents, skills and experience the Board as a whole requires to be effective.

The nomination committee has set measurable objectives based on talents, skills, regional and industry experience, background, gender and other qualities to implement the Board Diversity Policy. Such objectives will be reviewed from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained. The nomination committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors’ securities transactions. Based on specific enquiry of all directors of the Company, all directors of the Company confirmed that they have complied with the required standard set out in the Model Code for the six months ended 30 June 2016.

CHANGES IN THE INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to rule 13.51B(1) of the Listing Rules, changes in the information of directors of the Company (the “Director(s)”) since the date of the annual report 2015 of the Company required to be disclosed in this report is as follow:

- The Director’s fees of Mr. Lo Yick Wing, Mr. Wong Yim Sum, Mr. Lee Siu Man, Ervin and Mr. Tsui Ka Wah have been revised to HK\$7,000 per month, with effective from 1 April 2016.

CHANGE OF DIRECTORS

Due to his other business commitments, Mr. Lo Yick Wing tendered his resignation as an independent non-executive director, a member of audit committee, a member of nomination committee and a member of remuneration committee of the Company on and with effect from 26 May 2016.

PUBLICATION OF INTERIM REPORT

The interim report of the Company for 2016 containing all the information required by the Listing Rules has been published on the websites of the Company (www.irasia.com/listco/hk/orientalexplorer/index.htm) and Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

BOARD OF DIRECTORS

As of the date of this announcement, the executive directors of the Company are Mr. Lau Chi Yung, Kenneth and Mr. Lau Michael Kei Chi and the independent non-executive directors of the Company are Mr. Wong Yim Sum, Mr. Lee Siu Man, Ervin and Mr. Tsui Ka Wah.

By Order of the Board
Lau Chi Yung, Kenneth
Chairman

Hong Kong, 22 August 2016