



# 中金投集团

China Financial Services Holdings Ltd

## China Financial Services Holdings Limited

(Stock code: 605)



Interim Report  
**2015**

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## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Mr. Luo Rui (*Chief Executive Officer*)  
Madam Guan Xue Ling  
Mr. Cheung Chai Hong

#### Non-executive Directors

Mr. Cheung Siu Lam (*Chairman*)  
Mr. Chan Yuk Ming (*Vice-chairman*)  
Mr. Tao Ye

#### Independent Non-executive Directors

Mr. Wang Jian Sheng  
Mr. Chan Chun Keung  
Mr. Tsang Kwok Wai

### COMPANY SECRETARY

Mr. Chung Chin Keung FCCA, FCPA, ACA, CTA

### AUDITORS

Crowe Horwath (HK) CPA Limited

### AUDIT COMMITTEE

Mr. Tsang Kwok Wai (*Chairman*)  
Mr. Chan Chun Keung  
Mr. Wang Jian Sheng

### REMUNERATION COMMITTEE

Mr. Tsang Kwok Wai (*Chairman*)  
Mr. Chan Chun Keung  
Mr. Wang Jian Sheng

### NOMINATION COMMITTEE

Mr. Cheung Siu Lam (*Chairman*)  
Mr. Chan Chun Keung  
Mr. Wang Jian Sheng  
Mr. Tsang Kwok Wai

### PRINCIPAL BANKERS

ICBC  
Huaxia Bank

### SHARE REGISTRARS

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

### REGISTERED OFFICE

Suite 5606  
56th Floor  
Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

### STOCK CODE: 605

### WEBSITE

[www.cfsh.com.hk](http://www.cfsh.com.hk)

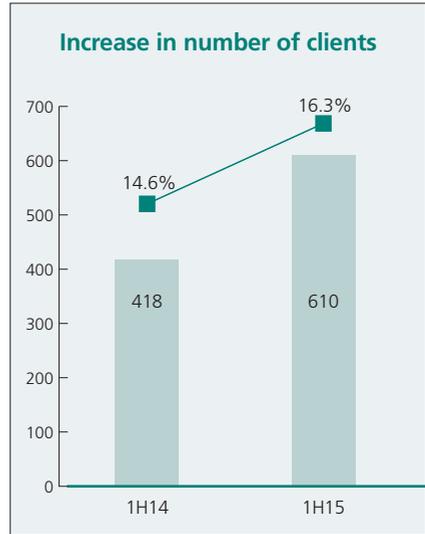
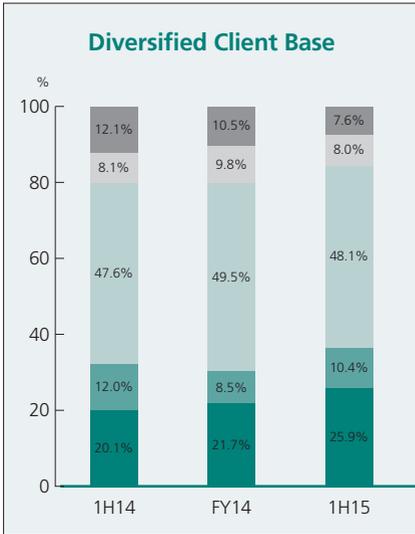
## FINANCIAL HIGHLIGHTS

	(Unaudited)		Percentage changes %
	For the six months ended 30 June		
	2015 <i>HK\$'000</i>	2014 <i>HK\$'000</i>	
Interest, guarantee and financing consultancy services income	<b>321,684</b>	279,841	15.0%
Profit for the period attributable to equity shareholders of the Company	<b>176,488</b>	136,450	29.3%
Basic earnings per share	<b>HK5.10 cents</b>	HK4.19 cents	21.7%
Underlying net profit attributable to equity shareholders (excluding the effects of share based payment expenses and fair value change on convertible note)	<b>181,943</b>	162,600	11.9%
Dividend	<b>HK1 cent</b>	–	–
ROA <sup>(1)</sup>	<b>11.90%</b>	13.94%	-14.63%
ROE <sup>(2)</sup>	<b>17.30%</b>	20.69%	-16.38%

*Notes:*

- (1) ROA: Net profit attributable to equity shareholders/(average balance of total assets at the beginning and end of the period less goodwill), presented on an annualised basis;
- (2) ROE: Net profit attributable to equity shareholders/(average balance of equity attributable to equity shareholders of the Company at the beginning and end of the period less goodwill), presented on an annualised basis.

## CUSTOMER PROFILE



- Property developers and contractors
- Commercial property management companies
- Service and retail suppliers
- High technology enterprises
- Manufacturing and processing companies

- Number of clients
- Percentage of return clients

**MANAGEMENT DISCUSSION AND ANALYSIS**

## Corporate Calendar

<b>March 2015</b>	Raised approximately RMB300,000,000 by issuing 3-year senior guaranteed bonds with China United SME Guarantee Corporation (Sinoguarantee) and the Company as joint guarantor, and J.P. Morgan as the Sole Global Coordinator, Sole Lead Manager and Sole Bookrunner;
<b>March 2015</b>	Cooperated with Phoenix Financial Service Platform for internet financing products;
<b>April 2015</b>	Raised approximately RMB300,000,000 by Asset Backed Securities (ABS);
<b>May 2015</b>	Raised approximately HK\$300,000,000 by targeted placement of 400,000,000 new shares to China United SME Guarantee Corporation (Sinoguarantee) with a lock-up period of 36 months, validating the determination for both parties to conduct thorough cooperation.



## INDUSTRY REVIEW

With the on-going and intensifying government reform and continuous economic structural transformation, in the 1H2015, China's economic growth rate showed slowdown but stabilized with Gross Domestic Product (GDP) growth rate of 7%. To achieve a stable growth with sustainable long term development, the People's Bank of China ("PBOC") has announced various easing measures since 4Q2014, inclusive by far interest rate cuts on three occasions.

In addition, to further support real economic development and promote structural adjustment, in the first half of this year, PBOC also announced that if the loan ratio provided to "agriculture, rural areas and farmers" or Small and Micro Enterprises by large state-owned commercial banks, joint-stock commercial banks and foreign banks had reached a targeted level for reserve ratio reduction, the deposit reserve ratio of such financial institutions could be reduced by 0.5 percentage point and the deposit reserve ratio of finance companies could be reduced by 3 percentage points. The purpose was to release more credit to reflect government support to the real economic construction such as "New Urbanization" and "One Belt One Road". Meanwhile, to further support the Small and Micro Enterprises, China Banking Regulatory Commission ("CBRC") adjusted the "Two Minimum Thresholds" (which is the growth rate of extending loans to small-sized enterprises must not be lower than the average growth rates for all loans, the growth amount must not be less than the preceding year) targets of Small and Micro Enterprises financial services implemented for six years to "Three Minimum Thresholds", striving to achieve the number of Small and Micro Enterprises and loan granting rate to them of are not less than those in the corresponding period of last year.

Interest rate cut, reserve requirement ratio reduction and other favorable government policies will all play active and positive roles in the financial banking industry, in which they will help to increase system liquidity while reducing bank financing costs and volatility. However, traditional credit easing measures have limited impact in facilitating banks to increase loans to enterprises. To promote banks to increase loans to enterprises, it is expected that PBOC will accelerate the application of directional measures in future and will more rely on new easing policies to stimulate economic activities. By the time the financial reform is at the stage of full speed acceleration, as an important component of the innovative financial services, the financing industry will maintain a stable development.

## BUSINESS REVIEW

The Group is one of the leading Small and Medium Enterprise (SMEs) financial service providers in China and Hong Kong. Our mission is to provide SMEs with diversified financial solutions and products with flexibility through different licenses.

By relying on favorable policies and prosperous industry development, during the period under review, all business sectors of the Group continued to achieve promising and healthy growth. Short-term financing service has always been our cornerstone and continues to contribute stable income. The Group started its mortgage loan service at the end of last year with Hong Kong and Beijing as starting points. The mortgage loan service achieved fast and prosperous development during the period. In recent years, Hong Kong regulatory bodies closely monitored the credit approval conditions of banks to financial institutions, which brought relatively greater impact on small and medium-sized financial institutions. Meanwhile, due to more stringent regulatory measures, it is relatively difficult for certain financial institutions to grant loans, which results increase in market demand and promotes the success of Hong Kong business with satisfactory results.

To optimize shareholder structure and enhance business development capacity, during the period under review, the Company introduced Sinoguarantee as its strategic shareholder. In May 2015, the Company raised a total of HK\$300,000,000 through the issuance of 400,000,000 shares to Sinoguarantee at HK\$0.75 per share, representing 10.42% of the enlarged share capital, and the proceeds will be used to develop internet financing business and also as general working capital. Meanwhile, the Group also reached preliminary intention with Sinoguarantee to establish a joint venture company to develop the short-term financing service of the Group in China. Such cooperation with Sinoguarantee can effectively enhance the Group's credit capability to further reduce its financing costs. Moreover, by leveraging on the various advantages of Sinoguarantee, such as quality SMEs business resources, corporate credit rating, professional team and risk control, not only will it enhance the Group's business and risk management capability, but also strengthen the capacity of the Group to expand into internet financing and other segments in the future. Apart from introducing Sinoguarantee, other institutional investors of the Company include China Orient Asset Management, M&G Investment, CCB International and so on, demonstrating the Group's strengths in investor structure.

In the first half of 2015, the Group adopted measures to optimize capital structure and expanded various financing channels with reduced cost. In February 2015, the Group successfully issued RMB300,000,000 with 6.5% coupon rate senior guaranteed bonds due in 2018, and the proceeds was used for the development of Hong Kong business and other general corporate purposes. In addition, the Group entered into placing agreements with Convoy Investment Services Limited in December 2014 and April 2015 respectively, procuring the placee to subscribe for the bonds with total principal amount up to HK\$350,000,000 during the placing periods. The proceeds were used to expand the financing service business to further enhance the liquidity of the Group. The placing is progressing smoothly up to this moment.

During the period under review, the Group also widened the range of financial products. The Group cooperated with Beijing Phoenix Li Li Ta Information Technology Co, Ltd. (北京鳳凰理它信息技術有限公司) (“Phoenix Financial”) to jointly establish an integrated finance information service platform, “Li Li Cai”(理財財).

Furthermore, CFSH Urban Development (Beijing) Small Loan Co., Ltd. (北京中金城開小額貸款有限公司), jointly established by the Group and Beijing Urban Development Investment Fund (Limited Partnership) (北京市小城鎮發展基金(有限夥伴)), had successfully obtained the business license issued by Beijing Municipal Bureau of Financial Work in May 2015. It was grandly opened in Miyun County, Beijing with business operation commenced smoothly as scheduled.

## FUTURE PROSPECTS

Looking into the future, the PRC economy is expected to grow in a stable manner. Urbanization development will propel the development for SMEs, which in turn stimulates the demand for SMEs financing. For monetary and fiscal policies, PBOC continues to emphasize on micro adjustment, guide the market interest rate through such policies like targeted reserve ratio reduction, and reduce social financing costs to solve the funding problems of the agriculture and small and micro enterprises. Through various easing policies, financing cost is expected to reduce continuously, which in turn stimulates the demand for financing.

The Group's financing services and mortgage loan business will continue to develop steadily. To further step up its efforts in product improvement, the Group will continue to strengthen its short-term financing services in Beijing. China Financial Services Holdings Limited has always paid large attention to the strategic cooperation with other large-scale enterprises and expanded its business to broader customer base through more scalable and effective methods. Since the successive cooperation with Beijing Home Link Group, Weiye Wo Ai Wo Jia Group, Beijing Huichong International Information Company Limited, Zhaoyinzi (找銀子) platform, Phoenix Financial and Sinoguarantee, the Group will continue to identify suitable partners in the second half year.

In recent years, the SMEs in the first and second-tier cities in China have eager demand for financing. As such, in addition to those cities where our current business are operating, the Group will also actively develop its business to other cities in future, and progressively develop the Hong Kong business, with an objective to forge this market as the new drive of its profit growth in the years ahead. Furthermore, to satisfy different customer needs, China Financial Services Holdings Limited has always closely monitored market development opportunities and launch diversified products when appropriate. Along with the emerging internet technology, the financial industry is experiencing an epoch-making evolution, whilst the global financial industry is developing towards the new business patterns of on-line operation, the Group intends to develop internet finance such as housing loans, car loans and SMEs micro loans, and plans to acquire relevant internet platform companies. At the same time, the Group has also set up offices in Shanghai to tap into local mortgage loan business.

## **FINANCIAL REVIEW**

The Group continued to deliver satisfactory growth for the six months ended 30 June 2015 (the "Reporting Period"). Our outstanding loans to customers at the end of the Reporting Period was about HK\$2,658,711,000, up 23.0% as compared to end of last year. As at 30 June 2015, the aggregate amount of loan guarantee provided by the Group was approximately HK\$31,385,000. Turnover for the Reporting Period amounted to HK\$321,684,000, up 15.0% as compared to the corresponding period last year. Profit attributable to equity shareholders in the Reporting Period was HK\$176,488,000, up 29.3% as compared to the corresponding period last year.

### **Interest, guarantee and financing consultancy services income**

Interest, guarantee and financing consultancy services income including interest income for provision of financing service amounted to approximately HK\$42,067,000, financing consultancy services income amounted to approximately HK\$279,543,000 and financing guarantee service income amounted to approximately HK\$74,000.

## Interest and handling expenses

Interest and handling expenses represents finance costs for the Reporting Period. The amount were approximately HK\$40,284,000, representing an increase of 50.4% over the corresponding period in 2014. The increase was attributable to the increase in gearing.

## Administrative Expenses

General and administrative expenses for the Reporting Period were approximately HK\$62,681,000, decrease by 15.1%.

## Financial Resources and Capital Structure

The assets of the Group were mainly comprised of loan receivables of approximately HK\$2,658,711,000, accounting for 63.0% of the total assets of the Group as of 30 June 2015. Other major assets include goodwill of about HK\$654,744,000, accounts and interest receivables of about HK\$77,864,000, pledged bank and security deposits of approximately HK\$82,004,000, other receivables, deposits and prepayments of approximately HK\$17,830,000, available-for-sale investments of approximately HK\$24,361,000 and cash and cash equivalents of approximately HK\$699,207,000.

Current liabilities mainly comprised short-term borrowings of approximately HK\$456,204,000, bank borrowings of approximately HK\$78,722,000, other payables, deposits received and accruals of approximately HK\$19,163,000, liabilities arising from loan guarantee contracts of about HK\$706,000, income received in advance of about HK\$12,185,000 and tax payable of about HK\$51,166,000. Non-current liabilities includes bonds of about HK\$483,767,000 and deferred tax liabilities of about HK\$4,718,000.

## Employee and Remuneration Policies

As at 30 June 2015, the Group had approximately 153 employees in the PRC and Hong Kong. Competitive remuneration packages and performance-based bonuses are structured to commensurate with individual responsibilities, qualifications, experience and performance. The Group also set up a share option scheme for the purpose of providing incentives to eligible grantees. For the Reporting Period, total staff costs including employee share option expenses were about HK\$23,280,000.

## Use of Proceeds

During the Reporting Period, the Group raise capital through issuance of several bonds and issuance of new share to Sinoguarantee.

The net proceeds were utilized in accordance with the purposes as set out below:

	<b>Working capital and other general corporate purpose</b>	<b>PRC business development</b>	<b>HK business development</b>
2018 RMB Senior Bonds	190,000,000		170,000,000
2018 HKD unsecured bonds		32,000,000	
2022 HKD unsecured bonds		84,000,000	
New share subscription	300,000,000		



## REVIEW REPORT



國富浩華 (香港) 會計師事務所有限公司  
Crowe Horwath (HK) CPA Limited  
Member Crowe Horwath International  
香港 銅鑼灣 禮頓道77號 禮頓中心9樓  
9/F Leighton Centre,  
77 Leighton Road,  
Causeway Bay, Hong Kong

### **Review report to the Board of Directors of China Financial Services Holdings Limited** *(Incorporated in Hong Kong with limited liability)*

## INTRODUCTION

We have reviewed the interim financial report set out on pages 14 to 41 which comprises the consolidated statement of financial position of China Financial Services Holdings Limited (the "Company") as of 30 June 2015 and the related consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## **CONCLUSION**

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2015 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

### **Crowe Horwath (HK) CPA Limited**

*Certified Public Accountants*

Hong Kong, 25 August 2015

### **Yau Hok Hung**

Practising Certificate Number P04911



**CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

For the six months ended 30 June 2015 – unaudited

		<b>For the six months ended 30 June</b>	
	<i>Note</i>	<b>2015</b>	<b>2014</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
Interest, guarantee and financing consultancy services income	4	<b>321,684</b>	279,841
Interest and handling expenses	4	<b>(40,284)</b>	(26,782)
<b>Net interest income and service income</b>	4	<b>281,400</b>	253,059
Other revenue	4	<b>17,186</b>	20,112
Other net income/(loss)	4	<b>5,625</b>	(4,894)
General and administrative expenses		<b>(62,681)</b>	(73,788)
<b>Profit from operations</b>		<b>241,530</b>	194,489
Share of loss of an associate		<b>(16)</b>	(4)
<b>Profit before taxation</b>	5	<b>241,514</b>	194,485
Income tax	6	<b>(63,769)</b>	(57,121)
<b>Profit for the period</b>		<b>177,745</b>	137,364
<b>Profit for the period attributable to:</b>			
Equity shareholders of the Company		<b>176,488</b>	136,450
Non-controlling interests		<b>1,257</b>	914
<b>Profit for the period</b>		<b>177,745</b>	137,364
<b>Earnings per share (in HK cent)</b>	8		
– Basic		<b>HK5.10 cents</b>	HK4.19 cents
– Diluted		<b>HK5.08 cents</b>	HK4.17 cents

The notes on pages 20 to 41 form part of this interim financial report. Details of dividends payable to equity shareholders of the Company are set out in note 18(a).

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2015 – unaudited

	Note	For the six months ended 30 June	
		2015 HK\$'000	2014 HK\$'000
<b>Profit for the period</b>		<b>177,745</b>	137,364
<b>Other comprehensive income/(loss) for the period:</b>			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of overseas subsidiaries (net of nil income tax)		1,285	(17,640)
Available-for-sale investments: net movement in fair value reserve (net of nil income tax)	7	(3,189)	(3,985)
<b>Other comprehensive loss for the period</b>		<b>(1,904)</b>	(21,625)
<b>Total comprehensive income for the period</b>		<b>175,841</b>	115,739
<b>Total comprehensive income for the period attributable to:</b>			
Equity shareholders of the Company		174,612	115,319
Non-controlling interests		1,229	420
<b>Total comprehensive income for the period</b>		<b>175,841</b>	115,739

The notes on pages 20 to 41 form part of this interim financial report.

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

As at 30 June 2015 – unaudited

		At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
	Note		
<b>Non-current assets</b>			
Property, plant and equipment		4,417	5,148
Goodwill		654,744	654,528
Interest in an associate		3,840	3,856
Available-for-sale investments		24,361	31,832
Loan receivables	10	11,058	–
		<u>698,420</u>	<u>695,364</u>
<b>Current assets</b>			
Accounts receivable	9	67,984	20,631
Loan receivables	10	2,647,653	2,162,264
Interest receivables	11	9,880	14,443
Other receivables, deposits and prepayments		17,830	7,892
Tax recoverable		151	151
Pledged bank and security deposits		82,004	146,383
Cash and cash equivalents		699,207	153,014
		<u>3,524,709</u>	<u>2,504,778</u>
<b>Current liabilities</b>			
Short-term borrowings	12	456,204	430,735
Bank borrowings	13	78,722	68,452
Convertible note	14	–	26,728
Amount due to an associate		19,021	3,549
Other payables, deposits received and accruals		19,163	15,388
Liabilities arising from loan guarantee contracts		706	639
Income received in advance		12,185	7,461
Financial derivatives		266	266
Tax payable		51,166	69,808
		<u>637,433</u>	<u>623,026</u>
<b>Net current assets</b>		<u>2,887,276</u>	<u>1,881,752</u>
<b>Total assets less current liabilities</b>		<u>3,585,696</u>	<u>2,577,116</u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)***As at 30 June 2015 – unaudited*

	<i>Note</i>	<b>At 30 June 2015 HK\$'000</b>	At 31 December 2014 HK\$'000
<b>Non-current liabilities</b>			
Senior bonds	15	<b>367,089</b>	–
Unsecured bond due 2018	16	<b>32,511</b>	–
Unsecured bond due 2022	17	<b>84,167</b>	–
Deferred tax liabilities		<b>4,718</b>	6,421
		<b>488,485</b>	6,421
<b>NET ASSETS</b>		<b>3,097,211</b>	2,570,695
<b>CAPITAL AND RESERVES</b>			
Share capital	18(b)	<b>1,745,776</b>	1,420,378
Reserves		<b>1,223,703</b>	1,125,257
<b>Total equity attributable to equity shareholders of the Company</b>		<b>2,969,479</b>	2,545,635
Non-controlling interests		<b>127,732</b>	25,060
<b>TOTAL EQUITY</b>		<b>3,097,211</b>	2,570,695

The interim financial report on pages 14 to 41 were approved and authorised for issue by the board of directors on 25 August 2015 and were signed on its behalf by:

**Cheung Siu Lam**  
*Director*

**Cheung Chai Hong**  
*Director*

The notes on pages 20 to 41 form part of this interim financial report.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2015 – unaudited

	Attributable to equity shareholders of the Company								Non-controlling interests HK\$ '000	Total equity HK\$ '000
	Share capital HK\$ '000	Share premium HK\$ '000	Share-based compensation reserve HK\$ '000	Exchange fluctuation reserve HK\$ '000	Fair value reserve HK\$ '000	Statutory surplus reserve HK\$ '000	Retained earnings HK\$ '000	Total HK\$ '000		
<b>Balance at 1 January 2014</b>	312,908	943,981	12,919	39,013	(1,453)	18,768	764,329	2,090,465	40,746	2,131,211
<b>Changes in equity for the year ended 31 December 2014:</b>										
Profit for the year	-	-	-	-	-	-	293,634	293,634	2,849	296,483
Other comprehensive income/(loss)	-	-	-	(4,564)	790	-	-	(3,774)	(62)	(3,836)
Total comprehensive income	-	-	-	(4,564)	790	-	293,634	289,860	2,787	292,647
Equity settled share-based transactions	-	-	20,316	-	-	-	-	20,316	-	20,316
Shares issued under share option scheme	575	-	(216)	-	-	-	-	359	-	359
Shares issued under Top-up placement	165,000	-	-	-	-	-	-	165,000	-	165,000
Share issue expenses in relation to Top-up placement	(2,086)	-	-	-	-	-	-	(2,086)	-	(2,086)
Transition to no-par value regime on 3 March 2014	943,981	(943,981)	-	-	-	-	-	-	-	-
Dividend paid	-	-	-	-	-	-	(34,291)	(34,291)	-	(34,291)
Acquisition of non-controlling interests in a subsidiary	-	-	-	-	-	-	-	16,012	(18,473)	(2,461)
Transfer to reserve	-	-	-	-	-	2,374	(2,374)	-	-	-
<b>Balance at 31 December 2014 and 1 January 2015</b>	1,420,378	-	33,019	34,449	(663)	21,142	1,037,310	2,545,635	25,060	2,570,695
<b>Changes in equity for the six months ended 30 June 2015:</b>										
Profit for the period	-	-	-	-	-	-	176,488	176,488	1,257	177,745
Other comprehensive income/(loss)	-	-	-	1,313	(3,189)	-	-	(1,876)	(28)	(1,904)
Total comprehensive income	-	-	-	1,313	(3,189)	-	176,488	174,612	1,229	175,841
Equity settled share-based transactions	-	-	5,455	-	-	-	-	5,455	-	5,455
Share issued under share option scheme	25,398	-	(5,785)	-	-	-	-	19,613	-	19,613
Share issued under subscription agreement	300,000	-	-	-	-	-	-	300,000	-	300,000
Capital contribution from non-controlling shareholders of a subsidiary	-	-	-	-	-	-	-	-	101,443	101,443
Dividend paid	-	-	-	-	-	-	(75,836)	(75,836)	-	(75,836)
Transfer to reserve	-	-	-	-	-	7,004	(7,004)	-	-	-
<b>Balance at 30 June 2015</b>	1,745,776	-	32,689	35,762	(3,852)	28,146	1,130,958	2,969,479	127,732	3,097,211
<b>Balance at 1 January 2014</b>	312,908	943,981	12,919	39,013	(1,453)	18,768	764,329	2,090,465	40,746	2,131,211
<b>Changes in equity for the six months ended 30 June 2014:</b>										
Profit for the period	-	-	-	-	-	-	136,450	136,450	914	137,364
Other comprehensive income/(loss)	-	-	-	(17,146)	(3,985)	-	-	(21,131)	(494)	(21,625)
Total comprehensive income	-	-	-	(17,146)	(3,985)	-	136,450	115,319	420	115,739
Share issue under Top-up placement	165,000	-	-	-	-	-	-	165,000	-	165,000
Share issuing expenses in relation to Top-up placement	(2,086)	-	-	-	-	-	-	(2,086)	-	(2,086)
Equity settled share-based transactions	-	-	20,316	-	-	-	-	20,316	-	20,316
Dividend paid	-	-	-	-	-	-	(34,291)	(34,291)	-	(34,291)
Transfer to reserve	-	-	-	-	-	1,196	(1,196)	-	-	-
Transition to no-par value regime on 3 March 2014	943,981	(943,981)	-	-	-	-	-	-	-	-
<b>Balance at 30 June 2014</b>	1,419,803	-	33,235	21,867	(5,438)	19,964	865,292	2,354,723	41,166	2,395,889

The notes on pages 20 to 41 form part of this interim financial report.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS***For the six months ended 30 June 2015 – unaudited*

	<b>For the six months ended 30 June</b>	
	<b>2015</b>	<b>2014</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Operating activities</b>		
Cash generated from operations	<b>(239,021)</b>	187,012
Tax paid	<b>(84,143)</b>	(77,070)
<b>Net cash (used in)/generated from operating activities</b>	<b>(323,164)</b>	109,942
<b>Investing activities</b>		
Decrease in pledged bank deposits	<b>64,416</b>	–
Other cash flows arising from investing activities	<b>8,086</b>	8,571
<b>Net cash inflow from investing activities</b>	<b>72,502</b>	8,571
<b>Financing activities</b>		
Capital contribution from non-controlling shareholders of subsidiary	<b>101,443</b>	–
Payment for redemption of convertible note	<b>(26,750)</b>	(23,400)
Net proceeds from the issue of senior bonds	<b>355,892</b>	–
Net proceeds from the issue of unsecured bond due 2018	<b>32,400</b>	–
Net proceeds from the issue of unsecured bond due 2022	<b>83,850</b>	–
Net proceeds from shares issued under Top-up placement	–	162,904
Net proceeds from shares issued under subscription agreement	<b>300,000</b>	–
Dividends paid to equity shareholders of the Company	<b>(75,836)</b>	(34,291)
Other cash flows arising from financing activities	<b>25,180</b>	(5)
<b>Net cash inflow from financing activities</b>	<b>796,179</b>	105,208
<b>Increase in cash and cash equivalents</b>	<b>545,517</b>	223,721
Effect of foreign exchange rate changes	<b>676</b>	(16,418)
<b>Cash and cash equivalents at beginning of the period</b>	<b>153,014</b>	103,288
<b>Cash and cash equivalents at end of the period</b>	<b>699,207</b>	310,591
Analysis of balances of cash and cash equivalents:		
Cash at banks and in hand	<b>699,207</b>	310,591

The notes on pages 20 to 41 form part of this interim financial report.

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 June 2015

### 1. BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 25 August 2015.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2014 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2015 annual financial statements. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2014 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs.

The interim financial report is unaudited, but has been reviewed by Crowe Horwath (HK) CPA Limited (“Crowe Horwath”) in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. Crowe Horwath’s independent review report to the Board of Directors is included on pages 12 and 13.

The financial information relating to the financial year ended 31 December 2014 that is included in the interim financial report as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 December 2014 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance (Cap. 622).

The Company’s auditor has reported on those financial statements. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance (Cap. 622) (or under their equivalent requirements found in section 141 of the predecessor Hong Kong Companies Ordinance (Cap. 32)).

## 2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company:

- Annual Improvements to HKFRS 2010 – 2012 Cycle.
- Annual Improvements to HKFRS 2011 – 2013 Cycle.

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 3. SEGMENT REPORTING

Operating segments, and the amounts of each segment item reported in the condensed consolidated financial information, are identified from the financial information provided regularly to the Company's board of directors for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### **a) Operating segment information**

The Company's board of directors assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are considered to be primarily dependent on the operation of provision of financing services business. Therefore, the Company's board of directors considers there is only one operating segment under the requirements of HKFRS 8 "Operating Segments". In this regard, no operating segment information is presented.

### **b) Geographic information**

As over 90% of the Group's operations are in the People's Republic of China ("PRC"), no geographic information is presented.

#### 4. NET INTEREST INCOME AND SERVICE INCOME, OTHER REVENUE AND OTHER NET INCOME/(LOSS)

	For the six months ended 30 June	
	2015	2014
	HK\$'000	HK\$'000
<b>Interest, guarantee and financing consultancy services income</b>		
Provision of financing services	42,067	8,239
Provision of financing consultancy services	279,543	269,507
Provision of financing guarantee services	74	2,095
	<b>321,684</b>	279,841
<b>Interest and handling expenses arising from:</b>		
– Bank loans wholly repayable within five years	(2,796)	(1,380)
– Short-term borrowings	(18,204)	(25,402)
– Senior bonds	(10,971)	–
– Unsecured bonds due 2018	(313)	–
– Unsecured bonds due 2022	(1,734)	–
– Handling charges	(6,266)	–
	<b>(40,284)</b>	(26,782)
<b>Net interest income and service income</b>	<b>281,400</b>	253,059
<b>Other revenue</b>		
Bank interest income	3,090	2,650
Dividend income from listed investments	294	333
Income from government subsidies	12,144	14,235
Sundry income	1,658	2,894
	<b>17,186</b>	20,112
<b>Other net income/(loss)</b>		
Net gain on disposal of available-for-sale investments	857	1,434
Loss on fair value change of convertible note	–	(5,834)
(Loss)/gain on redemption of convertible note	<b>(1,192)</b>	2,053
	<b>(1,192)</b>	(3,781)
Exchange gain/(loss), net	5,861	(2,614)
Others	99	67
	<b>5,625</b>	(4,894)

The total amount of interest income on financial assets not at fair value through profit or loss during the six months ended 30 June 2015 was HK\$324,700,000 (six months ended 30 June 2014: HK\$280,396,000).

**5. PROFIT BEFORE TAXATION**

The Group's profit before taxation is arrived at after charging:

	<b>For the six months ended 30 June</b>	
	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
<b>(a) Staff costs (including directors' emoluments):</b>		
Salaries, allowances and other benefits	<b>19,087</b>	16,034
Equity-settled share-based payment expenses (see note (1) below)	<b>1,669</b>	4,236
Contributions to defined contribution retirement plans	<b>2,524</b>	960
	<b>23,280</b>	21,230
<b>(b) Other items:</b>		
Depreciation	<b>1,258</b>	2,451
Operating lease charges in respect of properties (see note 22(b)(ii))	<b>3,702</b>	3,608
Consultancy fee (see note 22(b)(iii) and 22(d)(ii))	<b>6,889</b>	7,628
Equity-settled share-based payment expenses (see note (1) below)	<b>5,455</b>	20,316

Note: (1) Equity-settled share-based payment expense included HK\$1,669,000 (six months ended 30 June 2014: HK\$4,236,000) is also included in the total amount disclosed in note 5(b) for staff costs.

**6. INCOME TAX**

	<b>For the six months ended 30 June</b>	
	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Current Tax		
Hong Kong Profits Tax	–	–
PRC Enterprise Income Tax	<b>62,626</b>	56,658
	<b>62,626</b>	56,658
Deferred tax		
Origination and reversal of temporary differences	<b>1,143</b>	463
	<b>63,769</b>	57,121

**(a) Hong Kong**

No provision for Hong Kong Profits Tax has been made as the Group has no income assessable for profits tax arising in Hong Kong for the six months ended 30 June 2015 (six months ended 30 June 2014: nil).

## 6. INCOME TAX (Cont'd)

### (b) The PRC

The provision for the PRC Enterprise Income Tax of the subsidiaries established in the PRC is calculated at 25% (2014: 25%) of the estimated taxable profits for the reporting period.

According to the prevailing PRC Enterprise Income Tax ("EIT") law and its relevant regulations, non-PRC-resident enterprises are levied withholding tax at 10%, unless reduced by tax treaties or similar arrangements, on dividends from their PRC-resident investees for earnings accumulated beginning on 1 January 2008. Undistributed earnings generated prior to 1 January 2008 are exempt from such withholding tax.

Under the Arrangement between the Mainland China and Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and its relevant regulations, dividends paid by a PRC resident enterprise to its direct holding company in Hong Kong will be subject to withholding tax at a reduced rate of 5% (if the Hong Kong investor is the "beneficial owner" and owns directly at least 25% of the equity interest of the PRC resident enterprise for the past twelve months before the dividends distribution).

For the purpose of the interim financial report, the directors determined that the management of the Group can control the quantum and timing of distribution of profits of their PRC subsidiaries, deferred tax liabilities are only provided to the extent that such profits are expected to be distributed in the foreseeable future.

### (c) Deferred tax assets not recognised

Deferred tax assets in respect of unused tax losses carried forward are to be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised.

The Group has not recognised the deferred tax assets in respect of the tax losses of HK\$112,284,000 (at 31 December 2014: HK\$113,350,000) due to unpredictability to future profit streams. The unrecognised tax losses, mainly arising from companies incorporated in Hong Kong, can be carried forward indefinitely.

## 7. OTHER COMPREHENSIVE INCOME

### Available-for-sale investments

	For the six months ended 30 June	
	2015 HK\$'000	2014 HK\$'000
Changes in fair value recognised during the period	(2,332)	(2,551)
Reclassification adjustments for amounts transferred to profit or loss:		
– net gain on disposal	(857)	(1,434)
Net movement in fair value reserve during the period recognised in other comprehensive income	<b>(3,189)</b>	<b>(3,985)</b>

## 8. EARNINGS PER SHARE

### a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of HK\$176,488,000 (six months ended 30 June 2014: HK\$136,450,000) and the weighted average number of 3,456,555,949 ordinary shares (six months ended 30 June 2014: 3,253,395,728 ordinary shares) in issue during the interim period.

### b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company of HK\$176,488,000 (six months ended 30 June 2014: HK\$136,450,000) and the weighted average number of 3,473,574,979 ordinary shares (six months ended 30 June 2014: 3,269,709,720 ordinary shares).

## 9. ACCOUNTS RECEIVABLE

All of the Group's accounts receivable were arising from the PRC and are denominated in Renminbi ("RMB") and are expected to be recovered within one year.

### a) Ageing analysis

As at the end of the reporting period, the ageing analysis of accounts receivable, based on the invoice date, is as follows:

	At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
Within 30 days	21,449	8,067
31 – 90 days	14,618	7,401
Over 90 days	31,917	5,163
	<b>67,984</b>	<b>20,631</b>

Accounts receivable are due on the date of billing.

### b) Accounts receivable that are not impaired

	At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
Past due but not impaired	67,984	20,631

Accounts receivable that was past due but not impaired relates to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

## 10. LOAN RECEIVABLES

	At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
Pawn loan receivables	290,799	302,724
Other loan receivables	2,372,894	1,863,350
	<b>2,663,693</b>	2,166,074
Allowance for doubtful debts – Collectively assessed	<b>(4,982)</b>	(3,810)
	<b>2,658,711</b>	2,162,264
Amount due within one year included under current assets	2,647,653	2,162,264
Amount due after one year included under non-current assets	11,058	–
	<b>2,658,711</b>	2,162,264

A typical loan generally has a term of 30 days to 10 years. At 30 June 2015, approximately HK\$2,485,927,000 (at 31 December 2014: HK\$2,086,075,000) of the Group's loan receivables were arising from the PRC and denominated in RMB. The amount of the Group's loan receivables expected to be recovered after more than one year is HK\$11,058,000 (at 31 December 2014: nil). All of the other loan receivables are expected to be recovered within one year.

As at 30 June 2015, loan receivables from 北京港瑞豐商業有限公司 (“港瑞豐”), of which certain directors of the Company are its key management personnel, and 北京中滙豐源融資租賃有限公司 (“中滙豐源”), an associate of the Company, were included in other loan receivables. The carrying amounts of loan receivables from 港瑞豐 and 中滙豐源 as at 30 June 2015 were approximately HK\$15,217,000 (at 31 December 2014: nil) and HK\$15,217,000 (at 31 December 2014: nil) respectively.

As at 31 December 2014, a loan receivable from 中金佳晟投資基金管理(北京)有限公司 (“中金佳晟”), of which certain directors of the Company are key management personnel of 中金佳晟, was included in other loan receivables. Those directors resigned on 20 April 2015 as key management personal of 中金佳晟. The carrying amount of loan receivable from 中金佳晟 as at 30 June 2015 was approximately HK\$173,585,000 (at 31 December 2014: HK\$128,085,000).

**10. LOAN RECEIVABLES (Cont'd)****a) Maturity profile**

As at the end of the reporting period, the maturity profile of loan receivables based on maturity dates, is as follows:

	At 30 June 2015			At 31 December 2014		
	Pawn loan receivables HK\$'000	Other loan receivables HK\$'000	Total HK\$'000	Pawn loan receivables HK\$'000	Other loan receivables HK\$'000	Total HK\$'000
Due within 1 month or on demand	20,615	52,448	73,063	15,009	60,729	75,738
Due after 1 month but within 3 months	46,728	557,849	604,577	13,437	403,923	417,360
Due after 3 months but within 6 months	112,945	495,110	608,055	39,322	354,173	393,495
Due after 6 months	110,511	1,267,487	1,377,998	234,956	1,044,525	1,279,481
Allowance for doubtful debts	(2,907)	(2,075)	(4,982)	(3,027)	(783)	(3,810)
	<b>287,892</b>	<b>2,370,819</b>	<b>2,658,711</b>	<b>299,697</b>	<b>1,862,567</b>	<b>2,162,264</b>

**b) Analysed by credit quality**

	At 30 June 2015			At 31 December 2014		
	Pawn loan receivables HK\$'000	Other loan receivables HK\$'000	Total HK\$'000	Pawn loan receivables HK\$'000	Other loan receivables HK\$'000	Total HK\$'000
<b>Loan receivables that are not impaired</b>						
– Neither past due nor impaired	–	2,142,317	2,142,317	–	1,777,638	1,777,638
– Past due but not impaired	–	23,098	23,098	–	7,372	7,372
	–	<b>2,165,415</b>	<b>2,165,415</b>	–	<b>1,785,010</b>	<b>1,785,010</b>
<b>Loan receivables that are assessed for impairment collectively</b>						
– Not past due	290,799	207,479	498,278	302,724	78,340	381,064
– Past due	–	–	–	–	–	–
Allowance for doubtful debts	(2,907)	(2,075)	(4,982)	(3,027)	(783)	(3,810)
	<b>287,892</b>	<b>205,404</b>	<b>493,296</b>	<b>299,697</b>	<b>77,557</b>	<b>377,254</b>
Total	<b>287,892</b>	<b>2,370,819</b>	<b>2,658,711</b>	<b>299,697</b>	<b>1,862,567</b>	<b>2,162,264</b>

Loan receivables that were neither past due nor impaired relate to recognised and creditworthy borrowers for whom there was no recent history of default.

Loan receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

## 11. INTEREST RECEIVABLES

Interest receivables are due on the date of billing (or maturity date of the loan receivables, if earlier).

At 30 June 2015, approximately HK\$7,801,000 (at 31 December 2014: HK\$13,706,000) of the Group's interest receivables were arising from the PRC and are denominated in RMB. All of the interest receivables are expected to be recovered within one year.

At 30 June 2015, included in interest receivables was approximately HK\$85,000 (at 31 December 2014: nil) and HK\$61,000 (at 31 December 2014: nil) due from 港瑞豐 and 中滙豐源 respectively.

At 30 June 2015, included in interest receivables was approximately HK\$6,110,000 (at 31 December 2014: HK\$11,503,000) due from 中金佳晟.

### a) Maturity profile

As at the end of the reporting period, the maturity profile of interest receivables, based on invoice date (or maturity date of loan receivables, if earlier), is as follows:

	At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
Due within 1 month or on demand	9,880	14,443

### b) Interest receivables that are not impaired

	At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
Neither past due nor impaired	2,404	2,060
Past due but not impaired	7,476	12,383
	9,880	14,443

Interest receivables that were neither past due nor impaired relate to a number of customers for whom there was no recent history of default.

Interest receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

## 12. SHORT-TERM BORROWINGS

	At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
Entrusted loan	–	65,759
Borrowings under a strategic cooperation and investment agreements	–	196,621
Borrowings under contractual agreements with 愛搜奇 and 鳳凰理理它 (note a)	443,615	83,838
Borrowings from Employees	12,589	21,135
Other borrowings	–	63,382
	<b>456,204</b>	<b>430,735</b>

- a) In September 2014, 北京中金港資產管理有限公司 (“中金港”) and 北京融信嘉資產管理有限公司 (“融信嘉”), both of which are the subsidiaries of the Company, separately entered into a contracted agreement with 愛搜奇(北京)科技有限公司 (“愛搜奇”), an independent third party; and in February 2015, 北京中金投典當行有限公司 (“典當行”), a subsidiary of the Company, entered into a contracted agreement with 北京鳳凰理理它信息技術有限公司 (“鳳凰理理它”); under these agreements 愛搜奇 and 鳳凰理理它 would separately establish an online service platform to invite investors to invest in the loan receivables of the Group. In this regard, the Group shall assign all its rights and benefits in the invested receivables to the investors and shall guarantee the due recoverability of such receivables. At the expiry of the investment period, 中金港, 融信嘉 and 典當行 shall repay all the proceeds received to the investors. During the six months ended 30 June 2015, the arrangements raised a net proceeds of approximately HK\$690,577,000 (six months ended 30 June 2014: nil) and HK\$367,084,000 (six months ended 30 June 2014: nil) for 愛搜奇 and 鳳凰理理它, respectively, with financing cost and handling charge measured at an annualised rate of 11.5%.

At the end of the reporting period, the fund raised under the arrangements were secured by certain of loan receivables of approximately HK\$444,940,000 (at 31 December 2014: HK\$84,156,000).

- b) All of short-term borrowings are denominated in RMB and HKD and carried at amortised cost.

## 13. BANK BORROWINGS

At 30 June 2015, the bank borrowings of the Group were repayable as follows:

	At 30 June 2015 HK\$'000	At 31 December 2014 HK\$'000
Within 1 year or on demand	<b>78,722</b>	<b>68,452</b>

### 13. BANK BORROWINGS (Cont'd)

At 30 June 2015, the bank borrowings were secured as follows:

	<i>Note</i>	<b>At 30 June 2015 HK\$'000</b>	At 31 December 2014 HK\$'000
Bank loans, secured			
– secured by the Group's bank deposits	<i>(i)</i>	<b>50,722</b>	50,705
– secured by the Group's loan receivables	<i>(ii)</i>	<b>28,000</b>	–
Bank loan, unsecured			
– guaranteed by related parties and third parties	<i>(iii)</i>	<b>–</b>	17,747
		<b>78,722</b>	68,452

- (i) As at 30 June 2015, bank loans of HK\$50,722,000 (at 31 December 2014: HK\$50,705,000) were secured by a bank deposit of HK\$51,483,000 (at 31 December 2014: HK\$51,466,000).
- (ii) As at 30 June 2015, bank loans of HK\$28,000,000 (at 31 December 2014: nil) were secured by certain of loan receivables of approximately HK\$42,000,000 (at 31 December 2014: nil).
- (iii) As at 30 June 2015, bank loans of HK\$nil (at 31 December 2014: HK\$17,747,000) were secured by corporate guarantee from related parties, third parties and personal guarantee from a director of the Company.

### 14. CONVERTIBLE NOTE

During the six months ended 30 June 2014, the Company redeemed the convertible note in aggregate principal amount of US\$3,000,000 (equivalent to HK\$23,400,000) which was agreed between the Company and the holder of the convertible note, resulting in a gain of approximately HK\$2,053,000, which was included in "Other net income/(loss)"; and there were no conversion of the convertible note.

During the six months ended 30 June 2015, the Company redeemed all outstanding convertible note in aggregate principal amount of US\$3,000,000 (equivalent to HK\$23,400,000) together with unpaid accrued interest of US\$150,000 (equivalent to HK\$1,163,000) plus redemption return of US\$429,500 (equivalent to HK\$3,350,000), resulting in a loss of HK\$1,192,000, which was included in "Other net income/(loss)".

**15. SENIOR BONDS**

On 5 March 2015, the Group issued senior guaranteed bonds ("Senior Bonds") at 99.33% in an aggregate nominal value of RMB300,000,000 which will mature on 5 March 2018. The bonds carry interest at the rate of 6.5% per annum. The interest is payable semi-annually in arrears on 5 March and 5 September each year.

The Senior Bonds are unconditionally and irrevocably guaranteed, jointly and severally, by the Company and China United SME Guarantee Corporation ("Sinoguarantee"), an independent third party.

Below collaterals were provided to Sinoguarantee:

- Mr. Cheung Siu Lam, the Company's controlling shareholder, has entered into a share charge in favour of Sinoguarantee, pursuant to which Mr. Cheung Siu Lam has pledged 750 million shares he owns in the Company to Sinoguarantee;
- the Company has entered into a share charge in favour of Sinoguarantee, pursuant to which it has pledged all of its shares in Beijing Zhongjingang Asset Management Co., Ltd., a wholly-owned subsidiary of the Company, to Sinoguarantee; and
- Beijing Rongxinjia Asset Management Co., Ltd., Beijing Zhongjingang Asset Management Co., Ltd., Beijing Huifeng Rongjin Small Loan Co., Ltd. and Beijing Zhongjintou Pawnshop Co., Ltd., all of which are subsidiaries of the Company, have each entered into an agreement to pledge certain receivables to Sinoguarantee of approximately HK\$592,303,000 as at 30 June 2015.

The directors of the Company considered that no derivatives were embedded in the Senior Bonds and it is appropriate to use amortised cost method to record the Senior Bonds in the statement of financial position.

Movements in Senior Bonds is analysed as follows:

	<b>Original currency RMB'000</b>	<b>Shown as HK\$'000</b>
At 1 January 2015	-	-
Issue of bonds	297,990	372,041
Transaction costs	(12,935)	(16,149)
Interest charged during the period	8,815	10,971
Exchange realignment	-	226
	<hr/>	<hr/>
At 30 June 2015	<b>293,870</b>	<b>367,089</b>

## 16. UNSECURED BONDS DUE 2018

During the six months ended 30 June 2015, the Company issued HK\$36,000,000 three-year-bonds, which are unsecured, carrying interest at the rate of 5.5% per annum and will mature in 2018. All of unsecured bonds due 2018 issued are measured at amortised cost. The interest is calculated on the actual number of days elapsed and on the basis of a 365-day year payable semi-annually in arrears on 30 June and 31 December each year. The bonds are subject to the fulfillment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the bonds would become payable on demand. The Group regularly monitors its compliance with these covenants. At 30 June 2015, none of the covenants relating to the unsecured bonds due 2018 had been breached.

Movements in the unsecured bonds due 2018 is analysed as follows:

	<i>HK\$'000</i>
At 1 January 2015	–
Issue of bonds	<b>36,000</b>
Transaction costs	<b>(3,600)</b>
Interest charged during the period	<b>313</b>
Interest payable during the period	<b>(202)</b>
	<hr/>
At 30 June 2015	<b>32,511</b>

## 17. UNSECURED BONDS DUE 2022

During the six months ended 30 June 2015, the Company issued HK\$97,000,000 seven-year-bonds, which are unsecured, carrying interest at the rate of 7.0% per annum and will mature in 2022. All of unsecured bonds due 2022 issued are measured at amortised cost. The interest is calculated on the actual number of days elapsed and on the basis of a 365-day year payable semi-annually in arrears on 30 June and 31 December each year. Commencing from the first day of the third anniversary from the date of issue of the Bonds, the Company may at any time before the maturity date and from time to time by serving at least ten days' prior written notice on the bondholder with the total amount proposed to be redeemed from the bondholder specified therein, redeem bonds (in whole or in part) at 100% of the principal amount of such bonds. The bonds are subject to the fulfillment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the bonds would become payable on demand. The Group regularly monitors its compliance with these covenants. At 30 June 2015, none of the covenants relating to the unsecured bonds due 2022 had been breached.

**17. UNSECURED BONDS DUE 2022 (Cont'd)**

Movements in the unsecured bonds due 2022 is analysed as follow:

	<i>HK\$'000</i>
At 1 January 2015	–
Issue of bonds	<b>97,000</b>
Transaction costs	<b>(13,150)</b>
Interest charged during the period	<b>1,733</b>
Interest payable during the period	<b>(1,416)</b>
	<hr/>
At 30 June 2015	<b>84,167</b>

**18. CAPITAL, RESERVES AND DIVIDENDS****(a) Dividends**

- i) The directors of the Company recommend the payment of an interim dividend of HK1 cent per share for the interim period (2014: nil), totalling HK\$38,641,000 (2014: nil). The interim dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.
- ii) Dividends payable to equity shareholders attributable to the previous financial year, approved and paid during the interim period:

	<b>For the six months ended 30 June</b>	
	<b>2015 HK\$'000</b>	<b>2014 HK\$'000</b>
Final dividend in respect of the previous financial year, approved and paid during the following interim period, of HK2.2 cents per share (six months ended 30 June 2014: HK1 cent per share)	<b>75,836</b>	<b>34,291</b>

**18. CAPITAL, RESERVES AND DIVIDENDS (Cont'd)****(b) Share capital**

	No. of shares	HK\$'000
<b>Ordinary shares, issued and fully paid:</b>		
At 1 January 2014	3,129,086,336	312,908
Shares issued under share option scheme	1,000,000	575
Transition to no-par value regime on 3 March 2014 (note a)	–	943,981
Shares issued under Top-up placement	300,000,000	162,914
	<hr/>	<hr/>
At 31 December 2014 and 1 January 2015	3,430,086,336	1,420,378
Shares issued under share option scheme	32,000,000	25,398
Shares issued under subscription agreement (note b)	400,000,000	300,000
	<hr/>	<hr/>
At 30 June 2015	<u>3,862,086,336</u>	<u>1,745,776</u>
	<hr/>	<hr/>
At 1 January 2014	3,129,086,336	312,908
Shares issued under Top-up placement	300,000,000	162,914
Transition to no-par value regime on 3 March 2014 (note a)	–	943,981
	<hr/>	<hr/>
At 30 June 2014	<u>3,429,086,336</u>	<u>1,419,803</u>

*Note:*

- a) The transition to the no-par value regime under the Hong Kong Companies Ordinance (Cap. 622) occurred automatically on 3 March 2014. On that date, the share premium account was subsumed into share capital in accordance with section 37 of Schedule 11 to the Ordinance. These changes did not impact on the number of shares in issue or the relative entitlement of any of the members. Since that date, all changes in share capital have been in accordance with the requirements of Parts 4 and 5 of the Ordinance.
- b) On 25 June 2015, the Company allotted and issued 400,000,000 new shares (the "Allotment of Shares") at a subscription price of HK\$0.75 per subscription share to Sinoguarantee in accordance with the subscription agreement signed between the Company and Sinoguarantee. The subscription price represents a discount of approximately 16.67% to the closing price of HK\$0.90 per subscription share as quoted on the Stock Exchange of Hong Kong Limited on 22 May 2015, being the last trading day before the date of the Subscription Agreement.

**(c) Equity settled share-based transactions**

During the six months ended 30 June 2015, no share options were granted under the Company's share option scheme; and 130,000,000 share options were granted during the six months ended 30 June 2014.

32,000,000 options were exercised during the six months ended 30 June 2015 (six months ended 30 June 2014: nil).

**19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS****a) Financial assets and liabilities measured at fair value****i) Fair value hierarchy**

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group engages independent professional valuers to perform valuations for its financial instruments, including the convertible note and financial derivatives which are categorised into Level 3 of the fair value hierarchy. Valuation reports with analysis of changes in fair value measurement are prepared by independent valuers at each interim and annual reporting date, and are reviewed by the financial controller and approved by the directors of the Company. Discussion of the valuation process and results with the financial controller and the directors of the Company is held twice a year to coincide with the reporting date.

	Fair value measurements as at 30 June 2015 categorised into			
	Fair value at 30 June 2015 HK\$'000	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000
<b>Recurring fair value measurement</b>				
Financial assets:				
Available-for-sale equity securities-Listed	21,600	21,600	-	-
Financial liabilities:				
Financial derivatives	266	-	-	266

## 19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Cont'd)

a) *Financial assets and liabilities measured at fair value (Cont'd)*

## i) Fair value hierarchy (Cont'd)

	Fair value at 31 December 2014 HK\$'000	Fair value measurements as at 31 December 2014 categorised into		
		Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000
<b>Recurring fair value measurement</b>				
Financial assets:				
Available-for-sale equity securities-Listed	29,071	29,071	-	-
Financial liabilities:				
Convertible note	26,728	-	-	26,728
Financial derivatives	266	-	-	266

During the six months ended 30 June 2015, there were no transfers between instruments in Level 1 and Level 2, or transfers into or out of Level 3 (2014: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

## ii) Information about Level 3 fair value measurements

	Valuation techniques	Significant unobservable inputs
Convertible note	Monte Carlo Simulations	2014: Expected volatility of 49.51%
Financial derivatives	Monte Carlo Simulations	Expected volatility of 28.86% (2014: 30.33% to 31.79%)

The fair values of convertible note and financial derivatives are determined using Monte Carlo Simulations model and the significant unobservable inputs used in the fair value measurement is expected volatility. The fair value measurement is positively correlated to the expected volatility.

No sensitive analysis is performed on the convertible note and financial derivatives as the impacts are not significant to the Group's financial performance.

**19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Cont'd)****a) Financial assets and liabilities measured at fair value (Cont'd)**

## ii) Information about Level 3 fair value measurements (Cont'd)

The movements during the interim period in the balance of Level 3 fair value measurements are as follows:

	<b>At 30 June 2015 HK\$'000</b>	At 30 June 2014 HK\$'000
<b>Convertible note:</b>		
At 1 January	<b>26,728</b>	57,802
Redemption of convertible note	<b>(26,750)</b>	(23,400)
Loss/(gain) on redemption of convertible note	<b>1,192</b>	(2,053)
Interest payment	<b>(1,170)</b>	(4,504)
Changes in fair value recognised in profit or loss	–	5,834
Exchange adjustment	–	164
At 30 June	<b>–</b>	<b>33,843</b>
Loss on fair value change of convertible note for the period included in profit or loss	<b>–</b>	<b>(5,834)</b>
(Loss)/gain on redemption of convertible note included in profit or loss	<b>(1,192)</b>	<b>2,053</b>
	<b>At 30 June 2015 HK\$'000</b>	At 30 June 2014 HK\$'000
<b>Financial derivatives:</b>		
At 1 January	<b>266</b>	1,000
Changes in fair value recognised in profit or loss	–	–
At 30 June	<b>266</b>	1,000
Gain/(loss) on fair value change of financial derivatives for the period included in profit or loss	–	–

The losses arising from the remeasurement of the convertible note and financial derivatives are presented in "Other net income/(loss)" in the consolidated statement of profit or loss.

**19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Cont'd)****b) Fair values of financial assets and financial liabilities carried at other than fair value**

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2014 and 30 June 2015.

**20. OPERATING LEASE COMMITMENTS****As lessee**

At the statement of financial position date, the Group had total future minimum lease payments under noncancellable operating leases falling due as follows:

	<b>At 30 June 2015 HK\$'000</b>	At 31 December 2014 HK\$'000
Within one year	<b>8,117</b>	6,971
In the second to fifth year, inclusive	<b>2,395</b>	1,237
	<b>10,512</b>	8,208

The Group is the lessee in respect of its office premises and director's quarters held under operating leases. The leases typically run for an initial of one to nine years, with an option to renew the lease when all items are renegotiated. None of the leases includes contingent rentals.

**21. CONTINGENT LIABILITIES**

The Group provides loan guarantee service to small-to medium-sized enterprises in Mainland China. At 30 June 2015, the Group had contingent liabilities in relation to the loan guarantee business of approximately HK\$31,385,000 (at 31 December 2014: HK\$28,395,000) in which approximately HK\$392,000 (at 31 December 2014: HK\$355,000) and HK\$314,000 (at 31 December 2014: HK\$284,000) were recognised as undue liability provision and guarantee compensation provision respectively in the consolidated statement of financial position. The Group may become involved in certain legal proceedings relating to claims arising out of its operations in the normal course of business. However, none of these proceedings, individually or in aggregate, is expected to have a material adverse effect on the Group's financial situation or operational results.

Other than the above and as disclosed elsewhere in these financial statements, the Group and the Company did not have any other significant contingent liabilities.

## 22. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these condensed financial statements, the Group had the following significant transactions with its related parties during the interim period:

### a) Transactions with key management personnel of the Group

Remuneration for key management personnel of the Group is as follows:

	For the six months ended 30 June	
	2015	2014
	HK\$'000	HK\$'000
Key management personnel compensation:		
– Short-term benefits	3,087	1,805
– Post-employment benefits	52	9
– Equity compensation benefits	1,669	–
	4,808	1,814

Total remuneration is included in “staff costs” see note 5(a).

### b) Transactions with related parties other than key management personnel

		For the six months ended 30 June	
		2015	2014
	Note	HK\$'000	HK\$'000
Interest income on provision of financing services	(i)	7,548	–
Operation lease payments	(ii)	1,896	1,837
Consultancy fee	(iii)	1,698	2,476
		11,142	4,313

Notes:

- i) During the six months ended 30 June 2015, included in interest income on provision of financing services was approximately HK\$7,463,000 (six months ended 30 June 2014: nil) and HK\$85,000 (six months ended 30 June 2014: nil) received from 中金佳晟 and 港瑞豐, respectively, of which certain directors of the Company are the key management personnel of 中金佳晟 and 港瑞豐 respectively. Those directors resigned as key management personnel of 中金佳晟 on 20 April 2015. That interest income received from 中金佳晟 represented from 1 January 2015 to the date of resignation. The directors of the Company are of the opinion that these transactions were conducted on mutually agreed terms in the ordinary course of business.

## 22. RELATED PARTY TRANSACTIONS (Cont'd)

b) *Transactions with related parties other than key management personnel (Cont'd)*

Notes: (Cont'd)

- ii) During the six months ended 30 June 2015, the Group paid operating lease charges (in respect of properties) of approximately HK\$756,000 (six months ended 30 June 2014: HK\$732,000) and HK\$1,140,000 (six months ended 30 June 2014: HK\$1,105,000) to 北京元長厚茶業有限公司 and 北京東皇物業管理有限公司, respectively, of which a director of the Company is their legal representatives. The directors of the Company are of the opinion that such transactions were conducted on mutually agreed terms in the ordinary course of business.
- iii) During the six months ended 30 June 2015, the Group paid consultancy fee of approximately HK\$1,636,000, HK\$62,000, HK\$nil and HK\$nil (six months ended 30 June 2014: HK\$nil, HK\$nil, HK\$1,459,000 and HK\$1,017,000) to 北京天福號生態科技有限公司, 北京天福號農莊有限公司, 中金佳晟投資基金管理(北京)有限公司 and 北京港佳好鄰居連鎖便利店有限責任公司, respectively, of which certain directors of the Company are their legal representatives. The directors of the Company are of the opinion that such transactions were conducted on mutually agreed terms in the ordinary course of business.

c) *Transaction with associate*

	<b>For the six months ended 30 June</b>	
	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Interest income on provision of financing services	<b>61</b>	–

The directors of the Company are of the opinion that such transaction was conducted on mutually agreed terms in the ordinary course of business.

**22. RELATED PARTY TRANSACTIONS (Cont'd)****d) Other financing arrangements**

- (i) The details of the amount due from a related party included in other receivables, deposits and prepayments are as follows:

<b>Name</b>	<b>At 30 June 2015 HK\$'000</b>	<b>At 31 December 2014 HK\$'000</b>
北京萬方達隆物業管理有限公司 ("達隆物業")	<b>380</b>	<b>380</b>

- i) The amount due from this related party is unsecured, non-interest-bearing and has no fixed terms of repayment.
- ii) Mr. Cheung Siu Lam, the non-executive director of the Company, is the legal representative of 達隆物業. The amount represented fund advanced to 達隆物業.
- (ii) Following the completion of Allotment of Shares, Sinoguarantee has become a substantial shareholder of the Company. The guarantee provided by Sinoguarantee to the Group in relation to Senior Bonds as set out in note 15 that has become a related party transaction.

Apart from the disclosure of note 15, the Group paid (i) an one-off assessment fee of RMB100,000; (ii) an annual guarantee fee of RMB5,100,000 being 1.7% of RMB300 million guaranteed, during the three-year term of the Bonds; and (iii) a consultancy fee of RMB2,402,100.

**23. COMPARATIVE FIGURES**

During the period ended 30 June 2015, following a review of the presentation of the consolidated statement of profit or loss and consideration of the Group's fund raising activities including issue of Senior Bonds, unsecured bonds due 2018 and 2022, the Group re-categorises the presentation of revenue from the Group's principal activities and interest expenses in the consolidated statement of profit or loss. The new presentation categorises revenue from the Group's principal activities and interest expenses into "Net interest income and service income".

The directors of the Company consider that it is appropriate to change the presentation of the consolidated statement of profit or loss so as to provide information that is reliable and more relevant to users of the financial statements. The directors of the Company also consider that the revised structure is likely to continue, so that comparability is not impaired.

This change in presentation has no effect on reported profit or loss, total income and expense or net assets for any of the periods presented. The comparative figures have been reclassified to conform to current year's presentation.

**24. APPROVAL OF THE UNAUDITED INTERIM FINANCIAL STATEMENTS**

The unaudited condensed consolidated interim financial statements were approved and authorised for issue by the Board of the Company on 25 August 2015.

## OTHER INFORMATION

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SECURITIES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2015, the following directors had or were deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) (i) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"):

#### Long Positions in Shares and Underlying Shares of the Company

Name of Director	Capacity	Number of Ordinary Shares held	Underlying Shares Interested (Note 1)	Aggregate Long Position in Shares and Underlying Shares to Issued Share Capital
Cheung Siu Lam	Beneficial owner of 1,710,044,240 ordinary shares and 11,000,000 underlying shares, family interest of 341,880,000 ordinary shares and 11,000,000 underlying shares (Note 2) and interest in controlled corporation of 86,400,000 ordinary shares (Note 3)	2,138,324,240	22,000,000	55.93%
Chan Yuk Ming	Beneficial owner	10,000,000	12,000,000	0.56%
Tao Ye	Beneficial owner	–	7,000,000	0.18%
Luo Rui	Beneficial owner	3,230,000	20,000,000	0.60%
Guan Xue Ling	Beneficial owner	–	2,000,000	0.05%

#### Notes:

- The number of shares represents the shares in which the directors are deemed to be interested as a result of holding share options.
- By virtue of the SFO, Cheung Siu Lam is deemed to be interested in 341,880,000 ordinary shares and 11,000,000 underlying shares held by his spouse, Lo Wan.
- Arbalice Holdings Limited is beneficially owned as to 60% by Cheung Siu Lam and 40% by his spouse, Lo Wan. By virtue of the SFO, Cheung Siu Lam and Lo Wan are deemed to be interested in 86,400,000 shares held by Arbalice Holdings Limited.

## PERSONS WHO HAVE AN INTEREST OR SHORT POSITION WHICH IS DISCLOSEABLE UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO AND SUBSTANTIAL SHAREHOLDERS

As at 30 June 2015, the register of substantial shareholders maintained under section 336 of the SFO shows that the Company had been notified of the following substantial shareholders' interests and short positions, representing 5% or more of the Company's issued share capital:

### Long Positions in Shares and Underlying Shares of the Company

Name	Capacity	Number of Ordinary Shares held	Underlying Shares Interested (Note 1)	Aggregate Long Position in Shares and Underlying Shares to Issued Share Capital
Lo Wan	Beneficial owner of 341,880,000 ordinary shares and 11,000,000 underlying shares, family interest of 1,710,044,240 ordinary shares and 11,000,000 underlying shares (Note 2) and interest in controlled corporation of 86,400,000 ordinary shares (Note 3)	2,138,324,240	22,000,000	55.93%
China United SME Guarantee Corporation	Beneficial owner of 400,000,000 ordinary shares and 750,000,000 shares pledged by Cheung Siu Lam	1,150,000,000	–	29.78%

#### Notes:

1. The number of shares represents the shares in which the substantial shareholder is deemed to be interested as a result of holding share options.
2. By virtue of the SFO, Lo Wan, being spouse of Cheung Siu Lam, is deemed to be interested in 1,710,044,240 ordinary shares and 11,000,000 underlying shares held by Cheung Siu Lam.
3. Arbalice Holdings Limited is beneficially owned as to 60% by Cheung Siu Lam and 40% by Lo Wan. By virtue of the SFO, Cheung Siu Lam and Lo Wan are deemed to be interested in 86,400,000 shares held by Arbalice Holdings Limited.

Save as disclosed above, no persons, other than a director of the Company whose interests are set out above had registered interests in the share capital of the Company that was required to be recorded in the register under section 336 of the SFO.

## SHARE OPTION

The Company adopted a share option scheme on 7 June 2004 (the "2004 Scheme") which was terminated on 6 June 2014. The Company adopted a new share option scheme (the "2014 Scheme") at the Company's annual general meeting held on 20 May 2014. Unless otherwise cancelled or amended, the 2014 Scheme will remain in force for 10 years from that date. As at the date of this report, no share options were granted under the 2014 Scheme since it was adopted.

Subsequent to the termination of the 2004 Scheme, no further option can be granted thereunder but in all other respects, the provisions of the 2004 Scheme shall remain in force and all options granted prior to such termination shall continue to be valid and exercisable in accordance therewith.

The following share options were outstanding under the 2004 Scheme and the 2014 Scheme for the six months ended 30 June 2015 (the "Reporting Period"):

Director	Date of offer	Exercise price HK\$	Outstanding at 1.1.2015	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.6.2015	Exercise period	Closing price of the securities immediately before the date on which the options were offered	Fair value of each option at the date of grant
									HK\$	HK\$
Cheung Siu Lam	04.10.07	0.479	10,000,000	-	-	-	10,000,000	04.10.07 - 03.10.17	0.460	0.235
	22.10.10	0.359	1,000,000	-	-	-	1,000,000	22.10.10 - 21.10.20	0.360	0.216
Chan Yuk Ming	04.10.07	0.479	10,000,000	-	-	-	10,000,000	04.10.07 - 03.10.17	0.460	0.235
	22.10.10	0.359	2,000,000	-	-	-	2,000,000	22.10.10 - 21.10.20	0.360	0.216
Tao Ye	04.10.07	0.479	5,000,000	-	-	-	5,000,000	04.10.07 - 03.10.17	0.460	0.235
	22.10.10	0.359	2,000,000	-	-	-	2,000,000	22.10.10 - 21.10.20	0.360	0.216
Luo Rui	22.10.10	0.359	2,000,000	-	2,000,000	-	-	22.10.10 - 21.10.20	0.360	0.216
	11.04.14	0.660	20,000,000	-	-	-	20,000,000	11.04.14 - 10.04.24	0.630	0.4624
Guan Xue Ling	22.10.10	0.359	2,000,000	-	-	-	2,000,000	22.10.10 - 21.10.20	0.360	0.216
Employees in aggregate	04.10.07	0.479	20,000,000	-	5,000,000	-	15,000,000	04.10.07 - 03.10.17	0.460	0.235
	22.10.10	0.359	1,000,000	-	-	-	1,000,000	22.10.10 - 21.10.20	0.360	0.216
Other eligible grantees	11.04.14	0.660	60,000,000	-	15,000,000	-	45,000,000	11.04.14 - 10.04.16	0.630	0.1425
	11.04.14	0.660	20,000,000	-	10,000,000	-	10,000,000	11.04.14 - 10.04.18	0.630	0.1998
	11.04.14	0.660	30,000,000	-	-	-	30,000,000	11.04.14 - 10.04.24	0.630	0.4623

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

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

## **PLEDGE OF SHARES BY THE CONTROLLING SHAREHOLDER**

Mr. Cheung Siu Lam, the Company's controlling shareholder, has entered into a share charge in favour of Sinoguarantee, pursuant to which Mr. Cheung Siu Lam has charged 750 million shares he owns in the Company to Sinoguarantee. The pledge of shares is part of collaterals provided to Sinoguarantee for Sinoguarantee to provide unconditional and irrevocable guarantee to Senior Bonds issued by Golden Bauhinia Investment Holdings Company Limited (the "Issuer"), a wholly-owned subsidiary of the Company. Details of the issuance of Senior Bonds were disclosed on Note 15 on page 31.

## **LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER**

Pursuant to terms and conditions of the Senior Bonds as stated above, at any time when the shareholding of the controlling shareholder beneficially own less than 50.1% of the issued share capital of the Company, the holder of any Bond will have the right, at such holder's option, to require the Issuer to redeem all, but not some only, of that holder's Bonds at 101 per cent of their principal amount.

## **INTERIM DIVIDEND**

The Board is pleased to declare an interim dividend of HK1 cent per ordinary share of the Company for the six months ended 30 June 2015 (six months ended 30 June 2014: Nil), to the shareholders of the Company whose names are on the register of members on Thursday, 17 September 2015. The payment of interim dividend will be made on or about 29 September 2015.

## **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to the interim dividend, the register of members of the Company will be closed from Tuesday, 15 September 2015 to Thursday, 17 September 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 14 September 2015.

## CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Listing Rules throughout the Reporting Period, except for code provisions A.1.1, A.2.1 and A.6.1:

### Code Provision A.1.1

Code provision A.1.1 of the CG Code stipulates that at least 4 regular Board meetings a year at approximately quarterly intervals with active participation of majority of directors, either in person or through other electronic means of communication.

The Company does not announce its quarterly results and hence not consider the holding of quarterly meetings as necessary.

### Code Provision A.2.1

Code provision A.2.1 of the CG Code stipulates that the division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

The Board considers that the chairman’s responsibilities are to manage the Board whereas the chief executive officer’s responsibilities are to manage the Company’s businesses. The responsibilities of the chairman and the chief executive officer respectively are clear and distinctive and hence written terms thereof are not necessary.

### Code Provision A.6.1

Code provision A.6.1 of the CG Code stipulates that every newly appointed director of an issuer should receive a comprehensive, formal and tailored induction on appointment. Subsequently he should receive any briefing and professional development necessary to ensure that he has a proper understanding of the issuer’s operations and business and is fully aware of his responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the issuer’s business and governance policies.

There is currently no arrangement in place for providing professional briefings and training programmes to directors. Nevertheless, the directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. The Company would consider to engage external legal and other professional advisers for providing professional briefings and training programmes to directors whenever necessary.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted its own code of conduct regarding directors' dealings in the Company's securities (the "Company Code") on terms no less exacting than the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Company Code throughout the six months ended 30 June 2015.

The Company has also established written guidelines no less exacting than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

## **AUDIT COMMITTEE**

The audit committee of the Company (the "Audit Committee"), which comprises three independent non-executive directors, has reviewed the interim results for six months ended 30 June 2015. The Audit Committee considered that the interim financial report for the Reporting Period is in compliance with the relevant financial reporting standards, requirement on the Listing Rules and Laws of Hong Kong, and the Company has made appropriate disclosures thereof. The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the chief financial officer or external auditors of the Company before submission to the Board.
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.

- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee provides supervision on the internal control system of the Group and reports to the Board on any material issues and makes recommendations to the Board.

On behalf of the Board

**Cheung Siu Lam**

*Chairman*

Hong Kong, 25 August 2015