

# e-KONG Group Limited

*Interim Report 2011*

Stock Code: 524



We are together

**e-K****NG**



## Corporate Information

### Board of Directors

#### Executive Directors

Richard John Siemens (*Chairman*)  
Lim Shyang Guey

#### Non-executive Directors

William Bruce Hicks  
Ye Fengping

#### Independent Non-executive Directors

John William Crawford J.P.  
Gerald Clive Dobby  
Shane Frederick Weir

#### Company Secretary

Lau Wai Ming Raymond

#### Auditor

Mazars CPA Limited  
*Certified Public Accountants*

#### Legal Advisers

Deacons  
Conyers Dill & Pearman

#### Principal Bankers

The Hongkong and Shanghai Banking  
Corporation Limited  
Bank of China (Hong Kong) Limited  
DBS Bank Limited

#### Registered Office

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### Principal Place of Business

3705 Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong  
Tel: +852 2801 7188  
Fax: +852 2801 7238

#### Stock Codes

Hong Kong Stock Exchange: 524  
Ticker Symbol for ADR: EKONY  
CUSIP Reference Number: 26856N109

#### Website

www.e-kong.com

#### Principal Share Registrar

Butterfield Fulcrum Group (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke HM08  
Bermuda

#### Branch Share Registrar in Hong Kong

Tricor Secretaries Limited  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

#### ADR Depositary

The Bank of New York Mellon  
BNY Mellon Shareowner Services  
P.O. Box 358516  
Pittsburgh, PA 15252-8516  
USA

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## Condensed Consolidated Income Statement

For the six months ended 30 June 2011

The board of directors (the “Board”) of e-Kong Group Limited (the “Company”) herein presents the unaudited interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2011, together with comparative figures for the corresponding period in 2010. The results were unaudited but have been reviewed by the Audit Committee and the auditor of the Company.

	<i>Notes</i>	<b>Six months ended 30 June</b>	
		<b>2011</b> <b>(Unaudited)</b> <b>HK\$'000</b>	2010 (Unaudited) HK\$'000 (Restated)
<b>CONTINUING OPERATIONS</b>			
<b>Turnover</b>	2	<b>158,132</b>	37,664
Cost of sales		<u>(112,720)</u>	<u>(16,235)</u>
Gross profit		<b>45,412</b>	21,429
Other revenue and income	3	<u>559</u>	<u>167</u>
		<b>45,971</b>	21,596
Selling and distribution expenses		<b>(7,617)</b>	(1,766)
Business promotion and marketing expenses		<b>(1,620)</b>	(1,580)
Operating and administrative expenses		<b>(35,921)</b>	(20,037)
Other operating expenses		<u>(4,128)</u>	<u>(1,742)</u>
<b>Loss from operations</b>		<b>(3,315)</b>	(3,529)
Finance costs	4	<b>(53)</b>	–
Share of results of an associate		<u>53</u>	<u>–</u>
<b>Loss before taxation</b>	4	<b>(3,315)</b>	(3,529)
Taxation	5	<u>(919)</u>	<u>(1,103)</u>
<b>Loss for the period from continuing operations</b>		<b>(4,234)</b>	(4,632)
<b>DISCONTINUED OPERATION</b>			
Profit for the period from discontinued operation	9	<u>58,101</u>	<u>6,781</u>
<b>Profit for the period</b>		<u><b>53,867</b></u>	<u>2,149</u>

		<b>Six months ended 30 June</b>	
		<b>2011</b>	2010
		<b>(Unaudited)</b>	(Unaudited)
<i>Notes</i>		<b><i>HK\$'000</i></b>	<i>HK\$'000</i> <i>(Restated)</i>
<b>Profit / (Loss) for the period attributable to:</b>			
Equity holders of the Company			
	Continuing operations	<b>(3,880)</b>	(4,642)
	Discontinued operation	<b>58,101</b>	6,781
		<hr/>	<hr/>
		<b>54,221</b>	2,139
Non-controlling interests			
	Continuing operations	<b>(354)</b>	10
		<hr/>	<hr/>
	<b>Profit for the period</b>	<b>53,867</b>	2,149
		<hr/>	<hr/>
<b>EBITDA</b>			
	Continuing operations	<b>27</b>	(2,366)
	Discontinued operation	<b>(2,161)</b>	11,278
		<hr/>	<hr/>
		<b>(2,134)</b>	8,912
		<hr/>	<hr/>
		<b><i>HK cents</i></b>	<i>HK cents</i> <i>(Restated)</i>
<b>Earnings / (Loss) per share</b>			
	Basic and diluted		
	Continuing operations	<b>(0.7)</b>	(0.9)
	Discontinued operation	<b>11.1</b>	1.3
		<hr/>	<hr/>
	Continuing and discontinued operations	<b>10.4</b>	0.4
		<hr/>	<hr/>

## Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2011

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000
<b>Profit for the period</b>	<b>53,867</b>	2,149
<b>Other comprehensive income for the period</b>		
Released from exchange reserve upon disposal of subsidiary	(939)	–
Exchange differences on translation of foreign subsidiaries	<u>1,152</u>	<u>(102)</u>
<b>Total comprehensive income for the period</b>	<b><u>54,080</u></b>	<b><u>2,047</u></b>
<b>Total comprehensive income for the period attributable to:</b>		
Equity holders of the Company		
Continuing operations	(2,728)	(4,744)
Discontinued operation	<u>57,162</u>	<u>6,781</u>
	<b>54,434</b>	2,037
Non-controlling interests		
Continuing operations	<u>(354)</u>	<u>10</u>
<b>Total comprehensive income for the period</b>	<b><u>54,080</u></b>	<b><u>2,047</u></b>

**Condensed Consolidated Statement of Financial Position**

As at 30 June 2011

	<i>Notes</i>	As at 30 June 2011 (Unaudited) HK\$'000	As at 31 December 2010 (Audited) HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	10	36,176	17,651
Intangible assets	11	57,860	–
Goodwill	12	29,070	–
Interests in an associate		919	–
Deferred tax assets		16,230	34,093
		<u>140,255</u>	<u>51,744</u>
<b>Current assets</b>			
Trade and other receivables	13	92,169	94,755
Pledged bank deposits		2,393	2,320
Cash and bank balances		125,247	174,502
		<u>219,809</u>	<u>271,577</u>
<b>Current liabilities</b>			
Trade and other payables	14	90,550	108,626
Current portion of obligations under finance leases		1,934	156
Taxation payable		1,962	1,812
		<u>94,446</u>	<u>110,594</u>
<b>Net current assets</b>		<u>125,363</u>	<u>160,983</u>
<b>Total assets less current liabilities</b>		<b>265,618</b>	<b>212,727</b>
<b>Non-current liabilities</b>			
Obligations under finance leases		106	296
Deferred tax liabilities		432	411
<b>NET ASSETS</b>		<u>265,080</u>	<u>212,020</u>
<b>Capital and reserves</b>			
Share capital		5,210	5,229
Reserves		260,293	206,791
Equity attributable to equity holders of the Company		<u>265,503</u>	<u>212,020</u>
Non-controlling interests		<u>(423)</u>	<u>–</u>
<b>TOTAL EQUITY</b>		<u>265,080</u>	<u>212,020</u>

## Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2011

	Attributable to equity holders of the Company										
	Share capital	Share premium	Exchange reserve	Capital redemption reserve	Capital reserve	Share repurchase reserve	Contributed surplus	Accumulated profits	Total	Non-controlling interests	Total equity
	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000	(Unaudited) HK\$'000
As at 1 January 2011	5,229	68,341	4,278	6	(63)	(247)	83,489	50,987	212,020	-	212,020
Profit for the period	-	-	-	-	-	-	-	54,221	54,221	(354)	53,867
Other comprehensive income for the period											
Released from exchange reserve upon disposal of subsidiary	-	-	(939)	-	-	-	-	-	(939)	-	(939)
Exchange differences on translation of foreign subsidiaries	-	-	1,152	-	-	-	-	-	1,152	-	1,152
Total comprehensive income for the period	-	-	213	-	-	-	-	54,221	54,434	(354)	54,080
Transactions with equity holders of the Company											
Repurchase of own shares for cancellation	(19)	(1,248)	-	19	-	247	-	(19)	(1,020)	-	(1,020)
Deemed partial disposal of a subsidiary	-	-	-	-	69	-	-	-	69	(69)	-
Total transactions with equity holders of the Company	(19)	(1,248)	-	19	69	247	-	(19)	(951)	(69)	(1,020)
<b>As at 30 June 2011</b>	<b>5,210</b>	<b>67,093</b>	<b>4,491</b>	<b>25</b>	<b>6</b>	<b>-</b>	<b>83,489</b>	<b>105,189</b>	<b>265,503</b>	<b>(423)</b>	<b>265,080</b>
As at 1 January 2010	5,229	68,341	2,328	6	-	-	83,489	40,929	200,322	-	200,322
Profit for the period	-	-	-	-	-	-	-	2,139	2,139	10	2,149
Other comprehensive income for the period											
Exchange differences on translation of foreign subsidiaries	-	-	(102)	-	-	-	-	-	(102)	-	(102)
Total comprehensive income for the period	-	-	(102)	-	-	-	-	2,139	2,037	10	2,047
<b>As at 30 June 2010</b>	<b>5,229</b>	<b>68,341</b>	<b>2,226</b>	<b>6</b>	<b>-</b>	<b>-</b>	<b>83,489</b>	<b>43,068</b>	<b>202,359</b>	<b>10</b>	<b>202,369</b>

## Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2011

	<b>Six months ended 30 June</b>	
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
Net cash used in operating activities	(24,722)	(6,342)
Net cash used in investing activities	(24,042)	(8,205)
Net cash used in financing activities	<u>(1,446)</u>	<u>(69)</u>
Net decrease in cash and cash equivalents	(50,210)	(14,616)
Cash and cash equivalents as at 1 January	174,502	197,426
Exchange gains / (losses) on cash and cash equivalents	<u>955</u>	<u>(185)</u>
<b>Cash and cash equivalents as at 30 June</b>	<b><u>125,247</u></b>	<b><u>182,625</u></b>

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2011

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

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The condensed consolidated financial statements are unaudited and have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and applicable disclosure requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The accounting policies and bases of preparation adopted in these interim financial statements are consistent with those adopted in the Company’s 2010 Annual Report except as described below.

In the current period, the Group completed a transaction (the “ZONE/ANPI Transaction”) whereby the former ZONE US operations were contributed to a newly incorporated jointly-controlled entity. Details of the ZONE/ANPI Transaction had been set out in the Company’s circular dated 17 November 2010. According to Hong Kong Accounting Standard 31 “Interests in Joint Ventures”, a jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity. The Group’s interests in the jointly-controlled entity are accounted for by the proportionate consolidation method, which involves recognising its share of the jointly-controlled entity’s assets, liabilities, income and expenses with similar items in the consolidated financial statements on a line-by-line basis.

Upon completion of the ZONE/ANPI Transaction, the results of the former ZONE US operations that, prior to the completion of the ZONE/ANPI Transaction, engaged in the provision of telecommunication services in the United States constitute a discontinued operation. Accordingly, certain comparative figures in the condensed consolidated income statement have been restated to separately reflect the results of the continuing operations and discontinued operation. The results of the discontinued operation for the period from 1 January to 15 April 2011 and the comparative figures for the period from 1 January to 30 June 2010 are set forth in note 9 to these Condensed Consolidated Financial Statements.

The Group has not early-adopted the new and revised standards or interpretations issued by HKICPA that are not yet effective for the current period. The Group is in the process of assessing the possible impact on the adoption of these new and revised standards or interpretations in the future.

### 2. TURNOVER AND SEGMENTAL INFORMATION

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The Group’s management determines the operating segments for the purposes of resource allocation and performance assessment. The business segments of the Group comprise telecommunication services and other operation, including the provision of insurance brokerage services.

Segment results represent the results before taxation earned by each segment without allocation of central operating and administrative expenses.

Analyses of the Group’s segmental information by business and geographical segments during the period are set out below.

## 2. TURNOVER AND SEGMENTAL INFORMATION (continued)

(a) By business segments:

	Six months ended 30 June					
	2011			2010		
	Telecom- munication services (Unaudited) HK\$'000	Other (Unaudited) HK\$'000	Consolidated (Unaudited) HK\$'000	Telecom- munication services (Unaudited) HK\$'000 (Restated)	Other (Unaudited) HK\$'000 (Restated)	Consolidated (Unaudited) HK\$'000 (Restated)
<b>Turnover</b>						
External sales	<u>157,838</u>	<u>294</u>	<u>158,132</u>	<u>37,238</u>	<u>426</u>	<u>37,664</u>
<b>Results</b>						
Segment results	7,157	(1,416)	5,741	5,593	33	5,626
Finance costs	(53)	-	(53)	-	-	-
Share of results of an associate	<u>53</u>	<u>-</u>	<u>53</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>7,157</u>	<u>(1,416)</u>	<u>5,741</u>	<u>5,593</u>	<u>33</u>	<u>5,626</u>
Other operating income and expenses			<u>(9,056)</u>			<u>(9,155)</u>
<b>Loss before taxation</b>			<u>(3,315)</u>			<u>(3,529)</u>

The segment results reported by business segments exclude any amounts relating to the discontinued operation.

	As at 30 June 2011			As at 31 December 2010		
	Telecom- munication services (Unaudited) HK\$'000	Other (Unaudited) HK\$'000	Consolidated (Unaudited) HK\$'000	Telecom- munication services (Audited) HK\$'000	Other (Audited) HK\$'000	Consolidated (Audited) HK\$'000
<b>Assets</b>						
Reportable segments	<u>313,250</u>	<u>973</u>	<u>314,223</u>	<u>217,667</u>	<u>1,297</u>	<u>218,964</u>
Unallocated assets			<u>45,841</u>			<u>104,357</u>
			<u>360,064</u>			<u>323,321</u>
<b>Liabilities</b>						
Reportable segments	<u>(92,172)</u>	<u>(810)</u>	<u>(92,982)</u>	<u>(108,120)</u>	<u>(641)</u>	<u>(108,761)</u>
Unallocated liabilities			<u>(2,002)</u>			<u>(2,540)</u>
			<u>(94,984)</u>			<u>(111,301)</u>

**Notes to the Condensed Consolidated Financial Statements** (continued)

For the six months ended 30 June 2011

**2. TURNOVER AND SEGMENTAL INFORMATION** (continued)

(b) By geographical information:

The Group operates in two principal geographical areas which are North America (country of domicile) and Asia Pacific. The non-current assets reported by geographical segments exclude deferred tax assets. The analysis of geographical segments is based on the geographical location of customers, or the location of assets, as appropriate.

	<b>Turnover</b>		<b>Non-current assets</b>	
	<b>from external sales</b>			
	<b>Six months ended 30 June</b>		<b>30 June</b>	31 December
	<b>2011</b>	2010	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)	<b>(Unaudited)</b>	(Audited)
	<b>HK\$'000</b>	HK\$'000	<b>HK\$'000</b>	HK\$'000
		<i>(Restated)</i>		
North America	<b>119,749</b>	–	<b>118,890</b>	12,038
Asia Pacific	<b>38,383</b>	37,664	<b>5,135</b>	5,613
	<b>158,132</b>	37,664	<b>124,025</b>	17,651

The turnover from external sales reported by geographical segments excludes any amounts relating to the discontinued operation.

**3. OTHER REVENUE AND INCOME**

An analysis of other revenue and income from continuing operations is as follow:

	<b>Six months ended 30 June</b>	
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
		<i>(Restated)</i>
Interest income on bank deposits	<b>269</b>	131
Interest income on loan receivable	<b>34</b>	32
	<b>303</b>	163
Other	<b>256</b>	4
	<b>559</b>	167

#### 4. LOSS BEFORE TAXATION

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Loss before taxation from continuing operations is stated after charging the following:

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000 (Restated)
Finance costs:		
Interest on bank loan and other borrowings wholly repayable within five years	(13)	–
Finance charges on obligations under finance leases	(40)	–
	<u>(53)</u>	<u>–</u>
Depreciation of property, plant and equipment	(3,342)	(1,163)
	<u>(3,342)</u>	<u>(1,163)</u>

#### 5. TAXATION

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An analysis of taxation from continuing operations is as follow:

	Six months ended 30 June	
	2011 (Unaudited) HK\$'000	2010 (Unaudited) HK\$'000 (Restated)
<b>Current tax</b>		
Overseas income taxes	(919)	(1,103)
	<u>(919)</u>	<u>(1,103)</u>

Hong Kong Profits Tax has not been provided as the Group incurred a loss for taxation purpose for the period. For the corresponding period in the previous year, no provision for Hong Kong Profits Tax had been made as the Group's assessable profit for the period was wholly absorbed by unrelieved tax losses brought forward from previous years.

Overseas taxation represents an income tax provision in a subsidiary, calculated at the tax rates prevailing in the country in which the subsidiary operates.

**Notes to the Condensed Consolidated Financial Statements** (continued)

For the six months ended 30 June 2011

**6. EBITDA**

EBITDA represents earnings before interest expenses, taxation, depreciation, amortisation and share of results of an associate.

**7. DIVIDEND**

The Board does not recommend payment of a dividend for the six months ended 30 June 2011 (30 June 2010: Nil).

**8. EARNINGS / (LOSS) PER SHARE**

The calculation of basic earnings / (loss) per share from continuing and discontinued operations for the six months ended 30 June 2011 and 2010 is based on the consolidated profit / (loss) attributable to equity holders of the Company as set out below and on the weighted average number of 521,329,141 (30 June 2010: 522,894,200) shares in issue during the period.

	<b>Six months ended 30 June</b>	
	<b>2011</b>	2010
	<b>(Unaudited)</b>	(Unaudited)
	<b>HK\$'000</b>	HK\$'000
		<i>(Restated)</i>
Consolidated profit / (loss) attributable to equity holders of the Company:		
Continuing operations	<b>(3,880)</b>	(4,642)
Discontinued operation	<b>58,101</b>	6,781
	<b>54,221</b>	2,139

Diluted earnings / (loss) per share from continuing and discontinued operations for the six months ended 30 June 2011 and 2010 is the same as the basic earnings / (loss) per share.

## 9. DISCONTINUED OPERATION

The profit for the period from 1 January to 15 April 2011 from the discontinued operation, which has been included in the condensed consolidated income statement, is as follow:

	<b>For the period</b>	
	<b>1 January to 15 April 2011 (Unaudited) HK\$'000</b>	<b>1 January to 30 June 2010 (Unaudited) HK\$'000</b>
<b>Turnover</b>	<b>205,451</b>	341,533
Cost of sales	<u>(172,372)</u>	<u>(280,200)</u>
Gross profit	<b>33,079</b>	61,333
Other revenue and income	<u>8</u>	<u>10</u>
	<b>33,087</b>	61,343
Selling and distribution expenses	<b>(11,178)</b>	(17,781)
Business promotion and marketing expenses	<b>(471)</b>	(800)
Operating and administrative expenses	<b>(21,835)</b>	(30,313)
Other operating expenses*	<u>(3,483)</u>	<u>(5,172)</u>
<b>(Loss) / Profit from operations</b>	<b>(3,880)</b>	7,277
Finance costs	<u>(1,310)</u>	<u>(27)</u>
<b>(Loss) / Profit before taxation</b>	<b>(5,190)</b>	7,250
Taxation	<u>(17,909)</u>	<u>(469)</u>
<b>(Loss) / Profit for the period</b>	<b>(23,099)</b>	6,781
Gain on disposal of subsidiary ( <i>note 15 (b)</i> )	<u>81,200</u>	<u>–</u>
<b>Profit for the period from discontinued operation</b>	<b><u>58,101</u></b>	<b><u>6,781</u></b>

\* including depreciation on property, plant and equipment of HK\$1,719,000 (30 June 2010: HK\$4,001,000)

**Notes to the Condensed Consolidated Financial Statements** (continued)

For the six months ended 30 June 2011

**10. ACQUISITIONS AND DISPOSALS OF PROPERTY, PLANT AND EQUIPMENT**

During the period, the Group acquired property, plant and equipment at the cost of HK\$3,396,000 (31 December 2010: HK\$14,044,000) and certain property, plant and equipment at the cost of HK\$129,000 (31 December 2010: HK\$2,722,000) were disposed of.

**11. INTANGIBLE ASSETS**

	As at 30 June 2011 (Unaudited) HK\$'000	As at 31 December 2010 (Audited) HK\$'000
Cost at the beginning of the period / year	56,530	56,530
Write-off on disposal of subsidiary	(52,933)	–
Investment in jointly-controlled entity ( <i>note 15 (a)</i> )	57,785	–
Exchange adjustments	75	–
	<u>61,457</u>	<u>56,530</u>
Accumulated amortisation and impairment losses	<u>(3,597)</u>	<u>(56,530)</u>
	<u>57,860</u>	<u>–</u>

During the first quarter of 2011, intangible assets relating to customer contracts in respect of the telecommunication services which had fully been provided for in 2008, were written-off in connection with the disposal of the subsidiary.

On 15 April 2011, the ZONE/ANPI Transaction was completed. The new business, thereafter, is organised to be owned by a jointly-controlled entity, ANZ Communications LLC (“ANZ”), with the Group and ANPI Holding, Inc. each beneficially owning 50%.

Intangible assets acquired in connection with the ZONE/ANPI Transaction included customer base, trade names and proprietary software, which amount is estimated with reference to an independent appraisal report. No amortisation amount has been provided for the current period as the new business has just commenced operations.

## 12. GOODWILL

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	As at <b>30 June 2011 (Unaudited) HK\$'000</b>	As at 31 December 2010 (Audited) HK\$'000
Cost at the beginning of the period / year	3,237	3,237
Investment in jointly-controlled entity ( <i>note 15 (a)</i> )	29,032	–
Exchange adjustments	38	–
	<hr/>	<hr/>
	32,307	3,237
Accumulated impairment losses	(3,237)	(3,237)
	<hr/>	<hr/>
	<b>29,070</b>	–
	<hr/>	<hr/>

Goodwill arisen from the investment in a jointly-controlled entity is calculated as the difference between the consideration offered by the Group and the fair value of the net assets acquired in the ZONE/ANPI Transaction. The Group has assessed the value of the goodwill as being fully recoverable, after considering the value of the jointly-controlled entity based on projected cash flows from the business.

Goodwill at the beginning of the period under review arose from the acquisition of a 5% additional interest in the share capital of a subsidiary during the year of 2009. As a result of the acquisition, the subsidiary became wholly-owned by the Company. The Group assessed the recoverable value of the goodwill and, after considering the value of the sole asset of the subsidiary as being fully impaired, determined that the goodwill was also impaired and, therefore, fully provided for it in 2009.

**Notes to the Condensed Consolidated Financial Statements** (continued)

For the six months ended 30 June 2011

**13. TRADE AND OTHER RECEIVABLES**

	<b>As at 30 June 2011 (Unaudited) HK\$'000</b>	<b>As at 31 December 2010 (Audited) HK\$'000</b>
<b>Trade receivables</b>	<b>74,897</b>	78,169
<b>Other receivables</b>		
Deposits, prepayments and other debtors	<u>17,272</u>	<u>16,586</u>
	<b><u>92,169</u></b>	<b><u>94,755</u></b>

The Group's credit terms on sales mainly range from 30 to 90 days. Included in trade and other receivables are trade debtors (net of allowances for doubtful debts) with the following ageing analysis by invoice date:

	<b>As at 30 June 2011 (Unaudited) HK\$'000</b>	<b>As at 31 December 2010 (Audited) HK\$'000</b>
Less than 1 month	<b>69,359</b>	70,531
1 to 3 months	<b>5,036</b>	5,792
More than 3 months but less than 12 months	<u>502</u>	<u>1,846</u>
	<b><u>74,897</u></b>	<b><u>78,169</u></b>

## 14. TRADE AND OTHER PAYABLES

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	As at 30 June 2011 (Unaudited) <i>HK\$'000</i>	As at 31 December 2010 (Audited) <i>HK\$'000</i>
Trade payables	25,659	45,990
<b>Other payables</b>		
Accrued charges and other creditors	<u>64,891</u>	<u>62,636</u>
	<u><b>90,550</b></u>	<u>108,626</u>

Included in trade and other payables are trade creditors with the following ageing analysis by invoice date:

	As at 30 June 2011 (Unaudited) <i>HK\$'000</i>	As at 31 December 2010 (Audited) <i>HK\$'000</i>
Less than 1 month	22,514	32,948
1 to 3 months	2,011	12,066
More than 3 months but less than 12 months	<u>1,134</u>	<u>976</u>
	<u><b>25,659</b></u>	<u>45,990</u>

**Notes to the Condensed Consolidated Financial Statements** (continued)

For the six months ended 30 June 2011

**15. INVESTMENT IN JOINTLY-CONTROLLED ENTITY AND DISPOSAL OF SUBSIDIARY**

On 15 April 2011, the Group completed the ZONE/ANPI Transaction as set out in note 11 above and ANZ, a jointly-controlled entity, was formed. Investment details are as follow:

## a) Investment in jointly-controlled entity

	<i>HK\$'000</i>
Net assets acquired:	
Property, plant and equipment	25,905
Intangible assets	57,785
Interests in an associate	872
Trade and other receivables	48,560
Cash and bank balances	8,952
Trade and other payables	(46,508)
Current portion of obligations under finance leases	(2,220)
	<u>93,346</u>
Goodwill	<u>29,032</u>
Consideration	<u>122,378</u>
Satisfied by:	
Injection of equity interest in a subsidiary at fair value	<u>122,378</u>

## 15. INVESTMENT IN JOINTLY-CONTROLLED ENTITY AND DISPOSAL OF SUBSIDIARY

(continued)

### b) Disposal of subsidiary

	<i>HK\$'000</i>
Net assets disposed:	
Property, plant and equipment	5,727
Trade and other receivables	44,254
Cash and bank balances	34,863
Trade and other payables	(42,520)
Current portion of obligations under finance leases	(80)
Obligations under finance leases	(127)
	<hr/>
	42,117
Released from exchange reserve upon disposal of subsidiary	(939)
Gain on disposal of subsidiary	81,200
	<hr/>
Consideration	122,378
	<hr/>
Satisfied by:	
50% interests in ANZ	122,378
	<hr/>
Analysis of net cash outflow:	
Cash and bank balances acquired	8,952
Cash and bank balances disposal of	(34,863)
	<hr/>
	(25,911)
	<hr/>

After completion of the ZONE/ANPI Transaction on 15 April 2011, the Group recognises a gain on disposal of subsidiary of HK\$81,200,000 and capitalises goodwill of HK\$29,032,000 arising on the investment in jointly-controlled entity, both amounts are determined with reference to the fair value of the assets and liabilities disposed of or acquired, respectively. The determination of the fair value of such assets and liabilities involves a number of judgmental areas, including preparation of cash flow forecasts for periods beyond normal requirements of management reporting, assessment of the discount rate appropriate to the business, estimation of fair value of cash-generating units, the results of purchase cost allocation that ANZ will adopt and the projected market and regulatory conditions. Changes in any of these assumptions would have impact on the fair values assigned, and consequentially the said amounts of the gain on disposal of subsidiary and the goodwill. The Company anticipates that the determination of those fair values will be finalised by the despatch of the 2011 annual report.

## Report on Review of Interim Financial Statements



### MAZARS CPA LIMITED

瑪澤會計師事務所有限公司

42nd Floor, Central Plaza

18 Harbour Road, Wanchai, Hong Kong

香港灣仔港灣道18號中環廣場42樓

Tel 電話: (852) 2909 5555

Fax 傳真: (852) 2810 0032

Email 電郵: info@mazars.com.hk

Website 網址: www.mazars.cn

To the Audit Committee of

### **e-Kong Group Limited**

*(incorporated in Bermuda with limited liability)*

### **Introduction**

We have reviewed the interim financial statements set out on pages 2 to 19, which comprise the condensed consolidated statement of financial position of e-Kong Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as at 30 June 2011 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed 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 a report on interim financial statements to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these interim financial statements in accordance with HKAS 34.

Our responsibility is to express a conclusion on these interim financial statements based on our review and 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 statements consists of making inquiries, 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 statements do not present fairly, in all material respects, the financial position of the Group as at 30 June 2011, and of its financial performance and its cash flows for the six-month period then ended in accordance with Hong Kong Financial Reporting Standards.

**MAZARS CPA LIMITED**

*Certified Public Accountants*

Hong Kong, 18 August 2011

**Eunice Y M Kwok**

Practising Certificate number: P04604

## Business Review and Outlook

### Overall Performance

During the period under review, the Group achieved an important milestone in its M&A and business development initiatives, benefiting financially from the improved structure, horizon and synergy of its business. The Group successfully completed the ZONE/ANPI Transaction between its US operating subsidiary Zone Telecom, Inc. (“ZONE Telecom”) and Associated Network Partners, Inc. (“ANPI”) on 15 April 2011 whereby ZONE Telecom and ANPI’s respective holding companies became equal partners in a newly established company called ANZ Communications LLC (“ANZ”). Following completion of the ZONE/ANPI Transaction, ZONE Telecom (which was converted into Zone Telecom, LLC prior to closing) ceased to be a subsidiary of the Group and its interests in ANZ thereafter are accounted for by the proportionate consolidation method. Accordingly, the results of the Group for the first half of 2011 comprise, in addition to the Group’s operations in Asia, 3½ months (between 1 January to 15 April 2011) of the disposed US subsidiary Zone Telecom, LLC and 2½ months (between 16 April to 30 June 2011) of the proportionately accounted results of ANZ. As a result of the ZONE/ANPI Transaction, the Group recognised a gain on disposal of the US subsidiary of HK\$81.2 million.

Following the ZONE/ANPI Transaction, the financial performance of the former ZONE US operations for the first 3½ months of 2011 is, in accordance with the applicable accounting standards, categorised as “Discontinued Operation”, while that of the Group (other than the former ZONE US operations), including the financial performance of ANZ for the 2½ months proportionately accounted for in the Group’s consolidated financial statements, is categorised as “Continuing Operations”. The comparative financial performance of the Group for the corresponding period in 2010 has also been similarly restated.

In light of the above, the Group’s turnover from Continuing Operations increased by 320.0% to HK\$158.1 million in the first half of 2011 when compared to HK\$37.7 million for the prior period. This significant increase is mainly due to the inclusion of 2½ months of the proportionate accounted results of ANZ in the Group’s results for the first half of 2011. The profit attributable to equity holders of the Company from continuing and discontinued operations recorded by the Group for the period under review was HK\$54.2 million

compared to HK\$2.1 million for the prior period. The Group’s net asset value improved by 25.0% from HK\$212.0 million as at 31 December 2010 to HK\$265.1 million as at 30 June 2011.

### US Operations

The integration process of ANZ’s operations since the completion of the ZONE/ANPI Transaction has been progressing well with significant synergistic benefits having already been realised during the period under review. Key areas targeted to achieve better operating results included reduction in combined operating costs, improvements in margins through efficient utilisation of a combined network infrastructure and the elimination of outsourced billing expenses by bringing this function in-house. Improvements in ANZ’s operating performance achieved through the merger have contributed considerably to mitigate some of the negative impact resulting from the on-going industry turmoil and regulatory uncertainties. Intense price competition, particularly in the enterprise and wholesale sectors, rate increases by underlying carriers and migration by Independent Local Exchange Carriers (ILECs) from switched to lower margin dedicated products remains a significant challenge to telecom service providers across the board. In addition to the operational synergy gains, ANZ is capitalising on some opportunities to increase revenue by cross-selling and bundling products and services of ZONE Telecom and ANPI to the combined customer base.

ANZ board members, comprising three members nominated by ANPI shareholders and three members nominated by the Group, are now in the process of formulating mid to long-term strategic plans for the management team to deliver. At the same time the board has established the audit, finance and remuneration committees that are tasked to ensure effective implementation of the highest standard of corporate governance for this 50:50 joint venture.

### Asia Operations

For the period under review, ZONE Asia recorded total turnover of HK\$38.4 million, a 1.9% increase as compared to HK\$37.7 million for the corresponding prior period. The revenue derived from ZONE Asia’s core IDD business during the period continued to decline but was offset mainly by the revenue contribution from the newly established telecom infrastructure division of ZONE Hong Kong operations. Following the appointment of

## Business Review and Outlook (continued)

ZONE Hong Kong as a main distributor of products and services from TE Connectivity (NYSE:TEL) to the carrier market segment in Hong Kong and Macau, ZONE has been providing high-end fibre connectivity products to major telecom operators in these regions that have been actively expanding their fibre backbone networks in support of their forthcoming 4G Long Term Evolution (LTE) and Fibre-to-the-home (FTTH) roll-outs. Revenue and margin contributions from this business segment are expected to grow further as these telecom operators increase their network capacity to meet end-user's growing demand for high-speed broadband connectivity.

During the period under review, ZONE Hong Kong was awarded ISO 9001:2008 accreditation, demonstrating its commitment to provide best-in-class products and services to its customers. This accreditation also facilitates ZONE's expansion into businesses that demand such high quality assurance standards as it continues to work with telecommunication service providers and equipment vendors, in both cases as their outsourced partner as well as collaborating amongst them to vie for multi-vendor projects in Hong Kong. ZONE Hong Kong is also reinforcing its presence in the telecom solution market on the Internet, resulting in additional revenue contributions from customers outside Hong Kong.

In Singapore, ZONE's strategy to re-invent itself to target corporate customers has delivered positive results. The introduction of a suite of value-added services that enabled ZONE to differentiate itself from the competition has resulted in the growth of its corporate customer base. Additionally, with the implementation of the new switching and network platform, ZONE was able to revamp its website to facilitate additional web-based functionalities to push ahead its new business strategy of providing full suites of voice and data products and services.

ZONE Singapore continues its efforts to become a full-service telecom provider. In the second half of 2011, in tandem with the progress of Singapore's Next Generation National Broadband Network (NGNBN), ZONE's broadband-related services footprint is expected to reach more than 60% of Singapore geographically. ZONE's services using this network will include IDD voice, VoIP SIP Trunk, full-featured conference call solutions and broadband connectivity targeted at the corporate users as well as government projects and tenders.

Relevant Marketing Group ("RMI"), the re-branded entity that holds the Group's insurance-related assets, made further progress to introduce innovative non-traditional mass distribution of insurance products to the Asian region. In the first half of 2011, RMI successfully delivered a relevant suite of insurance products to several notable Hong Kong brands. For example, several white-labeled insurance portals were launched, partnering with Quam Group, an integrated financial services group ([www.q-insure.com](http://www.q-insure.com)), and AsiaXPAT.com, the largest expatriate community website in Asia ([www.asiaexpress.asia](http://www.asiaexpress.asia)). These new endeavours enhance RMI's ability to identify the needs of each partner's community and respond with a relevant suite of products and services efficiently and effectively. In addition, RMI continues to upgrade its insurance products delivery and fulfillment platform to ensure its scalability, robustness and flexibility to handle mass retail distribution of insurance products through both conventional as well as virtual retailers. Through this enhanced platform and in conjunction with established insurance companies, RMI is expected to launch in the second half of 2011 a number of new insurance products tailored to specific partners, each with large communities of end-users.

## Outlook

Looking ahead to the second half of 2011, ANZ in the United States will continue its efforts to realise and monetise the synergistic benefits arising from the operating efficiencies and improvements in operating margins derived from the ZONE/ANPI Transaction, while expanding its revenue base by introducing new products and services to the combined customer base. In the meantime, ANZ's board will progress its planning process to crystallise its long-term strategic plans for execution. In Asia, the Group will continue to broaden its revenue base particularly through expanding its telecom infrastructure product distribution business in Hong Kong, growing the data-related segment of its ZONE business in Singapore, and delivering on the revenue contribution from some of RMI's mass market insurance distribution initiatives. The Group will also continue, and even accelerate its efforts, to pursue other M&A and business collaboration opportunities in the pipeline to further improve shareholders' returns.

## Financial Review

### General Overview

During the first half of 2011, changes which had an impact on the scope of the Group (continuing and discontinued activities) are set out below.

On 29 September 2010, ANPI Holding, Inc. (“ANPI Holding”) and Zone USA, Inc. (“ZONE US”) executed an agreement (“Contribution Agreement”) whereby each of ANPI Holding and ZONE US would, following respective reorganisations, contribute their entire interests in their respective wholly-owned subsidiaries in return for 50% stakes in a newly incorporated company called ANZ Communications LLC (“ANZ”). Each of ANPI Holding and ZONE US has equal representation on the Board of ANZ.

The ZONE/ANPI Transaction was approved by the shareholders of the Company at the extraordinary general meeting held on 9 December 2010, and completion took place on 15 April 2011.

Accordingly, the turnover and results of the former ZONE US operations, comprising that of Zone Telecom, Inc. (and subsequently converted to become Zone Telecom, LLC) for the period from 1 January 2011 to the date of completion of the ZONE/ANPI Transaction, as well as the results arising from the disposal of Zone Telecom, LLC are presented under the discontinued operation line in the Condensed Consolidated Income Statement. Correspondingly and in accordance with Generally Accepted Accounting Principles in Hong Kong, for comparative purposes, the results of the Group for the prior period have been restated to the effect that the ZONE US operations are re-categorised under discontinued operation.

As stated in the circular to the shareholders of the Company dated 17 November 2010, the Group’s interests in ANZ are accounted for by the proportionate consolidation method. Following the completion of the Contribution Agreement, the results of ANZ are therefore proportionally consolidated with the Group results and presented under continuing operations. This is the main reason for the significant differences in turnover, operating margins and operating expenses for the current period from the prior period in 2010, as further elaborated below.

### Continuing Operations

During the period under review, the Group’s turnover increased by 320.0% from HK\$37.7 million to HK\$158.1 million.

The overall gross margin was down from 56.9% to 28.7% due mainly to the reclassification of the ZONE US operations to discontinued operation.

Total operating expenses, including one-off restructuring costs associated with the ZONE/ANPI Transaction, were HK\$49.3 million which represents 31.2% of turnover compared to 66.7% in the previous corresponding period.

### Results of Continuing Operations

The operating results for the period under review amounted to a loss of HK\$3.3 million as compared to a loss of HK\$3.5 million for the previous corresponding period.

### Discontinued Operation

During the period from 1 January to 15 April 2011, the date of completion of the Contribution Agreement, the turnover from the discontinued operation was HK\$205.5 million compared to HK\$341.5 million in the first six months of 2010, a decrease of 39.8%. This is due mainly to the shorter reporting time frame for the discontinued operation, which only covered the period of 3½ months.

The overall gross margin was down from 18.0% to 16.1% due essentially to material changes in supplier carrier pricing which has a direct effect on operating margins in ZONE’s business, in particular in the wholesale segment.

Total operating expenses, including one-off restructuring costs associated with the ZONE/ANPI Transaction, were HK\$37.0 million which represents 18.0% of turnover compared to 15.8% in the first six months of 2010.

### Results of Discontinued Operation

The operating results for the period amounted to a loss of HK\$3.9 million compared to a profit of HK\$7.3 million for the first six months of 2010.

## Financial Review (continued)

The profit for the period was HK\$58.1 million compared to a profit of HK\$6.8 million for the corresponding period in 2010, after registering a gain on disposal of the US subsidiary of HK\$81.2 million, partially offset by a deferred income tax charge of HK\$17.8 million for the period.

### Consolidated Profit

The consolidated profit attributable to equity holders of the Company amounted to HK\$54.2 million (compared to HK\$2.1 million for the first six months of 2010), primarily attributable to the gain arising from the ZONE/ANPI Transaction.

The Group's EBITDA for the period under review amounted to a loss of HK\$2.1 million compared to a profit of HK\$8.9 million for the same period prior year.

### Interim Dividend

The Board does not recommend payment of a dividend for the six months ended 30 June 2011 (30 June 2010: Nil).

### Capital Structure, Liquidity and Financing

The Group maintained a healthy liquidity position with net current assets at HK\$125.4 million (31 December 2010: HK\$161.0 million).

The decrease in net current assets, primarily cash, is mainly due to a capital injection to the ZONE US operations in the process of the ZONE US reorganisation, as a condition precedent to the completion of the Contribution Agreement, and settlement of transaction-related costs.

Net asset values of the Group improved to HK\$265.1 million as at 30 June 2011 (31 December 2010: HK\$212.0 million) mainly due to the intangible assets and goodwill contributed by ANZ. The valuation of the intangible assets and goodwill is under review and will be updated, if necessary, in the future.

Capital expenditure for the current period amounted to HK\$3.4 million mainly in respect of development of a new billing system, upgrading of switching facilities and acquisitions of network equipment.

Cash and bank balances (excluding pledged bank deposits) as at 30 June 2011 amounted to HK\$125.2

million (31 December 2010: HK\$174.5 million). The Group had pledged bank deposits of HK\$2.4 million as at 30 June 2011 (31 December 2010: HK\$2.3 million) to banks for guarantees made to suppliers.

There were no outstanding bank borrowings as at 30 June 2011 (31 December 2010: Nil).

As at 30 June 2011, the Group's liabilities under equipment lease financing amounted to HK\$2.0 million (31 December 2010: HK\$0.5 million).

The Group's gearing ratio, measured on the basis of total borrowings as a percentage of net assets, remained at the low level of 0.8% (31 December 2010: 0.2%).

During the period, the Company repurchased 1,400,000 shares of HK\$0.01 each of the Company at prices ranging from HK\$0.50 to HK\$0.85 per share, for an aggregate cash consideration of approximately HK\$1,020,000 including transaction costs, on the Stock Exchange. The repurchased shares were cancelled in January and February 2011, and the issued share capital of the Company was reduced by the par value of the repurchased shares so cancelled.

### Foreign Exchange Exposure

Since most of the Group's assets and liabilities, revenue and payments are denominated in Hong Kong and United States dollars, the Group considers there are no significant exposures to foreign exchange fluctuations as long as the Hong Kong-United States dollar exchange rate remains pegged. The Group continues to closely monitor the Singapore-United States dollar exchange rate and, if cash contributions from the Singapore operations increase in future, the Group will, whenever appropriate, take any necessary action to reduce such exchange risks. In this regard, as at 30 June 2011, no related hedges had yet been undertaken by the Group.

### Contingent Liabilities and Commitments

As at 30 June 2011, there were no material contingent liabilities or commitments.

Save as aforesaid, the directors are not aware of any other material changes from information disclosed in the Company's 2010 Annual Report.

## Additional Information

### Directors' interests in securities

As at 30 June 2011, the interests and short positions of the directors and the chief executive of the Company in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, the "SFO") as recorded in

the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company or The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules are set out below.

Name of director	Capacity	Number of Shares* held	Approximate percentage of shareholding
Richard John Siemens	Held by controlled corporations	125,000,200 (Note 1)	24.0%
William Bruce Hicks	Personal	3,949,914	0.8%
	Held by a controlled corporation	67,962,428 (Note 2)	13.0%
Lim Shyang Guey	Personal	3,800,000	0.7%
Shane Frederick Weir	Personal	10,000	0.0%

\* "Shares" means ordinary shares of HK\$0.01 each in the share capital of the Company.

Notes:

- 25,000,000 Shares are beneficially owned by Siemens Enterprises Limited and 100,000,200 Shares are beneficially owned by Goldstone Trading Limited, both companies controlled by Mr. Richard John Siemens.
- 67,962,428 Shares are beneficially owned by Great Wall Holdings Limited, a company controlled by Mr. William Bruce Hicks.

All interests disclosed above represent long positions in the shares of the Company and there were no underlying shares held by the directors as at 30 June 2011.

Save as disclosed above, as at 30 June 2011, none of the directors or the chief executive of the Company (including their spouses and children under the age of 18) had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### Arrangement to enable directors to acquire shares or debentures

Apart from the share option scheme that is adopted or may thereafter be adopted by the Company or any of its subsidiaries and referred to in the paragraph below entitled "Share option scheme", at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable any director or the chief executive of the Company to acquire benefits, by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the directors, the chief executive of the Company nor any of their spouses or children under the age of 18 had any interests in, or had been granted, any rights to subscribe for shares in or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), or had exercised any such rights during the period.

**Additional Information** (continued)**Substantial shareholders**

As at 30 June 2011, the interests and short positions of the persons, other than the directors or the chief executive of the Company, in the shares

and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company, are set out below.

Name of shareholder	Number of Shares* held	Approximate percentage of shareholding
Goldstone Trading Limited ( <i>Note 1</i> )	100,000,200	19.2%
Future (Holdings) Limited	74,676,461	14.3%
Ganado Investments Corporation Ltd. ( <i>Note 2</i> )	74,676,461	14.3%
Jennifer Wes Saran ( <i>Note 2</i> )	75,017,661	14.4%
Great Wall Holdings Limited ( <i>Note 1</i> )	67,962,428	13.0%

\* "Shares" means ordinary shares of HK\$0.01 each in the share capital of the Company.

*Notes:*

1. These interests represent the same interests as the corporate interests of Mr. Richard John Siemens (being held through Goldstone Trading Limited) and Mr. William Bruce Hicks (being held through Great Wall Holdings Limited) as disclosed in the notes under the heading of "Directors' interests in securities" above.
2. These Shares are held by Future (Holdings) Limited which is controlled by Ganado Investments Corporation Ltd. which, in turn, is controlled by Mrs. Jennifer Wes Saran.

All interests disclosed above represent long positions in the shares of the Company.

Save as disclosed above, as at 30 June 2011, the Company was not notified of any persons, other than the directors and the chief executive of the Company, having any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO, or as otherwise notified to the Company.

**Share option scheme****The Company**

On 28 June 2002, the Company adopted a share option scheme. Under the share option scheme, the directors of the Company may at their discretion grant share options to (i) any director, employee, consultant, customer, supplier, business introduction agent, or legal, financial or marketing adviser of or contractor to any company in the Group or any

affiliate and / or (ii) any discretionary trust the discretionary objects of which include any of the foregoing, under the terms and conditions stipulated therein. No share options have been granted by the Company under the share option scheme since adoption.

**Subsidiaries**

On 28 June 2002, the Company adopted scheme rules and procedures for share option schemes for its subsidiaries (the "Subsidiary Scheme Rules and Procedures"). In accordance with the Subsidiary Scheme Rules and Procedures, the subsidiaries may adopt their own respective share option schemes in line with the terms and conditions of the Subsidiary Scheme Rules and Procedures, pursuant to which the board of directors of each of the relevant subsidiaries may at its discretion grant share options to (i) any director, employee, consultant, customer, supplier, business introduction agent, or legal, financial or marketing adviser of or contractor to that subsidiary and its subsidiaries, any of its holding companies

or any affiliate and / or (ii) any discretionary trust the discretionary objects of which include any of the foregoing. No subsidiaries have activated their share option scheme powers pursuant to the terms and conditions of the Subsidiary Scheme Rules and Procedures since adoption.

During the period, no share options were held by the directors, chief executive or substantial shareholders of the Company, suppliers of goods or services or other participants.

## **Corporate governance**

The directors of the Company are committed to maintaining high standards of corporate governance in discharging their obligations to act in the best interests of shareholders and enhance long-term shareholder value. Except for the deviation described below, no director of the Company is aware of any information which would reasonably indicate that the Company is not, or was not at any time during the six months ended 30 June 2011, acting in compliance with the Code on Corporate Governance Practices (“Corporate Governance Code”) as set out in Appendix 14 to the Listing Rules.

Code provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual so that the responsibilities are not concentrated with any one person. The Company has, as part of its written corporate policies, established and recorded in writing the respective responsibilities of the Chairman and the chief executive officer (being undertaken by the Managing Director) of the Company, in which it is specified that the Chairman is responsible for providing leadership to and effective running of the Board, while the Managing Director is delegated with the authority and responsibility for overseeing the realisation of the budgets and objectives set by the Board. Nevertheless, with the unanimous approval of the Board, Mr. Richard John Siemens, the Chairman, has also assumed the role of the chief

executive officer of the Company since 16 June 2007. The Board from time to time re-assesses the possible negative impact of the Company deviating from Corporate Governance Code A.2.1, and believes that vesting the roles of both chairman and chief executive officer in the same person enables more effective and efficient planning of expansion blueprints together with implementation of business plans and growth strategies. At the same time, it is believed that the balance of power and authority is not impaired and is adequately ensured by an effective Board which is comprised of experienced and high calibre individuals with a sufficient number thereof being independent non-executive directors.

## **Model code for securities transactions by directors**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”), as set out in Appendix 10 to the Listing Rules, as its own securities code. All directors have confirmed, following specific enquiries by the Company, that they have fully complied with the required standards set out in the Model Code throughout the six months ended 30 June 2011.

## **Audit committee**

The Audit Committee has reviewed, with the management and the auditor of the Company, the accounting principles and practices adopted by the Group and discussed / assessed all key auditing, internal control and financial reporting matters, including a review of the unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2011. The review conducted by the auditor of the Company was 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.

**Additional Information** (continued)**Purchase, sale or redemption of the Company's listed securities**

1,400,000 shares of HK\$0.01 each of the Company on the Stock Exchange as follows:

During the period, the Company repurchased

Month of the repurchases	Number of shares repurchased	Price per share		Aggregate purchase price
		Highest	Lowest	
		HK\$	HK\$	HK\$
January 2011	1,270,000	0.85	0.50	926,900
February 2011	130,000	0.70	0.62	87,500

The repurchased shares were cancelled in January and February 2011, and the issued share capital of the Company was reduced by the par value of the repurchased shares so cancelled.

Save as disclosed above, during the period neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

**Employee remuneration policies**

As at 30 June 2011, altogether 133 employees (including half of the headcount of ANZ) (31 December 2010: 131) are engaged in the Group's operations in the United States, China, Hong Kong and Singapore. The Group's total staff costs from continuing operations for the six months ended 30 June 2011 amounted to HK\$24.5 million (30 June 2010: HK\$13.4 million).

The Group's remuneration policies are formulated on the basis of the performance and experience of individual employees and are in line with local market practices where the Group operates. The Group has established incentive bonus schemes to motivate and reward employees at all levels to achieve its objectives. In addition to salary and bonus payments, the Group also offers other fringe benefits, including provident fund and medical benefits, to its employees.

**Environmental awareness**

Over the years, the Group has made considerable endeavours in reducing waste in the course of its operations. Since 2008, the Company has participated in the "Wastewi\$e Label" of the Hong Kong Awards for Environmental Excellence, which is a recognition scheme established by, among others, the Environmental Protection Department and Environmental Campaign Committee to encourage Hong Kong businesses and organisations in adopting structured measures to reduce the amount of waste generated within their establishments or generated through the services and products they provide. The Company has been awarded with the "Class of Excellence" Wastewi\$e Label for three consecutive years.

**Appreciation**

The Board would like to thank all customers, shareholders, business associates and professional advisers for their continuous support and extends its appreciation to all fellow directors and employees for their invaluable efforts and hard work, dedication and commitment to the Group during the period.

By Order of the Board

**Lau Wai Ming Raymond**

*Company Secretary*

18 August 2011