



**CHINA INNOVATION
INVESTMENT LIMITED**

中國創新投資有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 1217)

Interim Report **2014**

CONTENTS

	Page
FINANCIAL HIGHLIGHTS	2
MANAGEMENT DISCUSSION AND ANALYSIS	3
ADDITIONAL INFORMATION	
Disclosure of Interests by Directors	7
Disclosure of Interests by Substantial Shareholders	8
Other Information	9
FINANCIAL INFORMATION	
Condensed Statement of Profit or Loss and Other Comprehensive Income	11
Condensed Statement of Financial Position	12
Condensed Statement of Changes in Equity	13
Condensed Statement of Cash Flows	14
Notes to the Condensed Financial Statements	15
CORPORATE INFORMATION	22

FINANCIAL HIGHLIGHTS

The board (the “Board”) of directors (the “Directors”) of China Innovation Investment Limited (the “Company”) are pleased to announce the unaudited interim results of the Company for the six months ended 30 June 2014 with comparative figures for the corresponding period of 2013 as follows:

	Six months ended 30 June	
	2014 HK\$'000 (Unaudited)	2013 HK\$'000 (Unaudited)
Gross proceeds from disposal of securities	28,661	59,504
Revenue	51	65
Loss for the period and attributable to owners of the Company	(3,556)	(6,118)
Loss per share		
Basic	(0.05 cents)	(0.09 cents)
Diluted	N/A	N/A

Interim Dividend

To maintain the capital for operation and potential investment opportunities, the Board does not recommend the payment of an interim dividend for the six months ended 30 June 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial review

For the six months ended 30 June 2014, the Company record gross proceeds from disposal of securities are HK\$28,661,000 (six months ended 30 June 2013: HK\$59,504,000). For the six months ended 30 June 2014, the Company recorded total revenue of approximately HK\$51,000 (Six months ended 30 June 2013: approximately HK\$65,000). This decrease in revenue was mainly attributable to the decrease in the interest income.

The loss for the six months ended 30 June 2014 was approximately HK\$3,556,000 while the loss for the corresponding period of 2013 was approximately HK\$6,118,000.

Business review

The Company is an investment holding company and the Company's shares were listed on The Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 28 August 2002 pursuant to Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange.

As at 30 June 2014, the Company held investments in five unlisted companies namely Topsun Creation Limited, Aesthetic Vision Limited, United Crown Future Company Limited, Blue Angel (H.K.) Limited and Grand Far Sky Limited, which amounting to total cost and carrying values of approximately HK\$353,564,000 and HK\$270,764,000 respectively.

Prospect

The Company is one of the few investment companies in Hong Kong focusing investment in dual usage of military and civil sectors. We invest in listed and non-listed civil and military joint ventures with high quality to strive for medium-term gains from capital appreciation in the course of securitization of corporate assets invested, and apply the same as our key operation strategy and income source.

Leveraging on our experience and well-connected network in the Mainland market over years, the Company recently invested in military and civil dual-used charge storage batteries, new models of lighting products, eco-equipment materials and energy-saving media terminals respectively through its investment. With energy conservation as our development goal, our investments have achieved breakthroughs in realising the four new industries of "New Energy", "New Light", "New Materials" and "New Media", military and civil dual-application in real projects.

MANAGEMENT DISCUSSION AND ANALYSIS

Investment Portfolios

As at 30 June 2014, the Company hold the following investments:

- (i) Topsun Creation Limited (“Topsun”) is incorporated in Hong Kong and principally engaged in investment holding. At 30 June 2014, Topsun directly held 100% interest in a company incorporated in the PRC, which the principal activity was in relation to energy-saving batteries for new energies as its major products. The characteristics of such product are high volume, whole sealing and maintenance free. The Company holds 2,710 “B” non-voting shares in Topsun, representing 67.75% interest in the issued share capital of Topsun. The Company did not receive any dividend from Topsun during the period.
- (ii) Aesthetic Vision Limited (“Aesthetic”) is incorporated in Hong Kong and principally engaged in investment holding. The principal assets of Aesthetic include its wholly-owned subsidiaries incorporated in the PRC of which its major product is LED lighting. Aesthetic possesses LED ergonomics technology with features including LED illuminant, appropriate light flux, free colour temperature, healthy spectrum and compliance to ergonomics. Its products are widely used in military production as well as civic purposes. The Company holds 8,500 “B” non-voting shares in Aesthetic, representing 85% interest in the issued share capital of Aesthetic. No dividend was received during the period.
- (iii) United Crown Future Company Limited (“United Overseas”) is incorporated in British Virgin Island and principally engaged in investment holding. The principal asset of United Overseas was directly holds 100% interest in a company incorporated in the PRC, of which is principally engaged in conducting research and development of energy-saving eco-materials for walls. The Company holds 1,621 “B” non-voting shares in United Overseas, representing 52.68% interest in the issued share capital of United Overseas. No dividend was received during the period.
- (iv) Blue Angel (H.K.) Limited (“Blue Angel HK”) is incorporated in Hong Kong and principally engaged in investment holding. Blue Angel HK holds two wholly-owned subsidiaries and both are incorporated in the PRC, of which the principal activities is producing and assembly of energy-saving media terminals products with the use of “New Energy”, “New Light”, “New Material” technologies. As at 30 June 2014, the Company holds 48,500 “B” non-voting shares in Blue Angel HK, which represented 62.99% interest in the issued share capital of Blue Angel HK. No dividend was received during the period.

MANAGEMENT DISCUSSION AND ANALYSIS

- (v) Grand Far Sky Limited (“Grand Far Sky”) is incorporated in Hong Kong and principally engaged in investment holding, which specifically provide completed management of fund and funds platform. Grand Far Sky holds a 95% interest in a subsidiary incorporated in the PRC, of which the principle activity is funding platform and fund management. As at 30 June 2014, the Company holds 3,000 “B” non-voting shares in Grand Far Sky, which represented 31.58% interest in the issued share capital of Grand Far Sky. No dividend was received during the period.

Liquidity and financial resources and gearing

As at 30 June 2014, the Company had cash and cash equivalents of approximately HK\$22,838,000. All the cash and cash equivalents were mainly placed as short term deposits in Hong Kong dollars (“HK\$”) and Renminbi (“RMB”) with banks and securities companies in Hong Kong.

For the period under review, the Company financed its operations with its own available funding and did not have any banking facilities. In this regard, the Company had a net cash position and its gearing ratio was zero (net debt to shareholders’ funds) as at 30 June 2014. Taking into consideration the existing financial resources of the Company, it is anticipated that the Company should have adequate financial resources to meet its ongoing operating and development requirements.

Capital structure

Details in the changes of the capital structure of the Company during the six months ended 30 June 2014 are set out in note 8 to the condensed financial statements. The capital of the Company comprises only ordinary shares as at 30 June 2014.

Foreign currency fluctuation

The Company mainly operates its business transaction in Hong Kong dollars and thus is not exposed to foreign currency risk. No hedging or other alternatives have been implemented.

Charge on Company asset and contingent liabilities

As at 30 June 2014, the Company has not pledge its assets and the Company did not have any significant contingent liabilities.

MANAGEMENT DISCUSSION AND ANALYSIS

Employee information

As at 30 June 2014, the Company had 11 employees.

Appreciation

Finally, for and on behalf of the Company and the board of directors, I would like to express my heartfelt gratitude to our shareholders, business partners and dedicated colleagues.

On behalf of the Board

Xiang Xin

Chairman and Chief Executive Officer

Hong Kong, 22 August 2014

ADDITIONAL INFORMATION

Disclosure of Interests by Directors

As at 30 June 2014, the following Directors and the chief executive of the Company or any of their respective associates had the following interests and short positions in the ordinary shares of HK\$0.01 each in the capital of the Company (the “Share”), underlying shares, and debentures of the Company or any of 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 by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers under the Listing Rules (the “Model Code”).

(i) Long position in the Shares

Name	Interest in Shares	Capacity	Approximate percentage of interests
Kung Ching	1,723,335,379	Corporate interests (note 1)	24.69%

Note:

1. The 1,723,335,379 shares are held by Harvest Rise Investments Limited which Ms. Kung Ching, spouse of Mr. Xiang Xin, is the ultimate beneficiaries of such company.

Save as disclosed above, as at 30 June 2014, none of the Directors or the chief executive of the Company or any of their respective associates had any interests and 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 SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

ADDITIONAL INFORMATION

Disclosure of Interests by Substantial Shareholders

As at 30 June 2014, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the Shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions of substantial shareholders in the Shares of the Company

Name	Capacity	Number of issued shares held	Approximate percentage of interests
Harvest Rise Investments Limited	Beneficiary	1,723,335,379	24.69%
New Times Global Capital Inc. (note 1)	Deemed	1,723,335,379	24.69%
Guard Max Limited	Beneficiary	800,000,000	11.46%
Zhang Gui Sen (note 2)	Deemed	800,000,000	11.46%
China Seed International Limited	Beneficiary	800,000,000	11.46%
Qiu Hong Wei (note 3)	Deemed	800,000,000	11.46%

Notes:

1. Harvest Rise Investments Limited is a private company wholly and beneficially owned by New Times Global Capital Inc.. Accordingly, New Times Global Capital Inc. is interested in the shares and the underlying shares of the Company held by Harvest Rise Investments Limited. Ms. Kung Ching, spouse of Mr. Xiang Xin, owns 100% share of New Times Global Capital Inc. and is also the director of New Times Global Capital Inc.
2. Guard Max Limited is a private company wholly and beneficially owned by Mr. Zhang Gui Sen. Mr. Zhang Gui Sen is deemed to have interest in 800,000,000 shares held by Guard Max Limited.
3. China Seed International Limited is a private company wholly and beneficially owned by Ms. Qiu Hong Wei. Ms. Qiu Hong Wei is deemed to have interest in 800,000,000 shares held by China Seed International Limited.

Save as disclosed above, as at 30 June 2014, the Company has not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

ADDITIONAL INFORMATION

Other Information

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2014, the Company had not purchased, sold or redeemed any of its listed securities.

Corporate Governance

Code on Corporate Governance Practices (the "Code")

During the six months ended 30 June 2014, the Company has complied with the code provisions in the Code, save for deviation from Codes A.2.1 and A.4.1.

- The roles of chairman and chief executive officer should be separated and should not be performed by the same individual.
- The non-executive Directors of the Company are not appointed for a specific term, but are subject to retirement by rotation in accordance with the Company's Articles of Association and shall be eligible for re-election.

As at 30 June 2014, Mr. Xiang Xin is the Chairman of the Board and the Chief Executive Officer of the Company. This deviates from code provision A.2.1 of the Code which requires that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual.

After evaluation of the current situation of the Company and taking into account of the experience and past performance of Mr. Xiang, the Board is of the opinion that it is appropriate and in the best interests of the Company at the present stage for Mr. Xiang to hold both positions as the Chairman and the Chief Executive Officer of the Company as it helps to maintain the continuity of the policies and the stability of the operations of the Company.

None of the existing non-executive Directors are appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, all Directors (including independent non-executive Directors) are subject to retirement by rotation in accordance with the Company's Articles of Association. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

ADDITIONAL INFORMATION

Directors' Securities Transactions

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuer ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by Directors.

Having made specific enquiry of all Directors, the Directors of the Company have complied with the required standard set out in the Model Code during the six months ended 30 June 2014.

Audit Committee

The audit committee (the "Audit Committee") was established by the Board since the listing of the Company's shares on the Stock Exchange on 28 August 2002. The Audit Committee has its written terms of reference adopted since its establishment in compliance with the Code as set out in the Appendix 14 of the Listing Rules. As at the date of this interim report, the Audit Committee comprises three independent non-executive Directors, namely Mr. David Wang Xin, Mr. Zang Hong Liang and Mr. Lee Wing Hang. The principal duties of the Audit Committee include the review and supervision of the Company's financial reporting system and internal control procedures and review of the Company's financial information.

The Company's interim report for the six months ended 30 June 2014 has been reviewed by the Audit Committee.

Sufficiency of Public Float

The Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the six months ended 30 June 2014.

CONDENSED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2014

	<i>Notes</i>	Six months ended 30 June	
		2014 HK\$'000 (Unaudited)	2013 HK\$'000 (Unaudited)
Gross proceeds from disposal of securities		28,661	59,504
Interest income		51	65
Other income		527	–
Net realised loss on disposal of financial assets at fair value through profit or loss		(172)	(30)
Unrealised holding loss from financial assets at fair value through profit or loss		(913)	(1,917)
Administrative and other operating expenses		(3,049)	(4,236)
Loss before taxation	3	(3,556)	(6,118)
Income tax expense	4	–	–
Loss for the period and attributable to owners of the Company		(3,556)	(6,118)
Total comprehensive loss for the period and attributable to owners of the Company		(3,556)	(6,118)
Loss per share			
Basic	5	(0.05 cents)	(0.09 cents)
Diluted	5	N/A	N/A

CONDENSED STATEMENT OF FINANCIAL POSITION

At 30 June 2014

	<i>Notes</i>	30 June 2014 HK\$'000 (Unaudited)	31 December 2013 HK\$'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment		999	1,417
Available-for-sale investments	6	270,764	270,764
		271,763	272,181
CURRENT ASSETS			
Financial assets at fair value through profit and loss		11,451	15,328
Prepayment, deposits and other receivables		1,690	1,685
Cash and bank balances	7	22,838	21,772
		35,979	38,785
CURRENT LIABILITIES			
Financial liabilities at fair value through profit or loss		568	177
Other payables and accruals		13,044	13,103
		13,612	13,280
NET CURRENT ASSETS		22,367	25,505
NET ASSETS		294,130	297,686
EQUITY			
Issued share capital	8	69,794	69,794
Reserves		224,336	227,892
TOTAL EQUITY		294,130	297,686
Net asset value per share	10	HK\$0.04	HK\$0.04

CONDENSED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2014

	Issued share capital HK\$'000	Share premium account HK\$'000	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2014 (Audited)	69,794	313,682	–	(85,790)	297,686
Total comprehensive loss for the period	–	–	–	(3,556)	(3,556)
At 30 June 2014 (Unaudited)	69,794	313,682	–	(89,346)	294,130
At 1 January 2013 (Audited)	69,794	313,682	28,818	(105,594)	306,700
Total comprehensive loss for the period	–	–	–	(6,118)	(6,118)
At 30 June 2013 (Unaudited)	69,794	313,682	28,818	(111,712)	300,582

Notes:

- (i) Under the Companies Law of the Cayman Islands, the share premium of the Company is available for paying distributions of dividends to the shareholders subject to the provisions of the Articles of Association of the Company and a statutory solvency test. Under the Articles of Association of the Company, dividend may be declared or payable out of the profits and reserves of the Company lawfully available for distribution with the sanction of an ordinary resolution. Dividend may also be declared out of share premium account of the Company. As at 30 June 2014, the Company's reserve available for distribution amounted to approximately HK\$224,336,000 (30 June 2013: approximately HK\$201,970,000).
- (ii) The share option reserve comprises the fair value of unexercised share options granted to directors, employees and business advisors of the Company recognised in accordance with HKFRS 2.

CONDENSED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2014

	Six months ended 30 June	
	2014 HK\$'000 (Unaudited)	2013 HK\$'000 (Unaudited)
Net cash from (used in) operating activities	488	(3,228)
Net cash from (used in) investing activities	578	(8,508)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,066	(11,736)
Cash and cash equivalents at the beginning of the period	21,772	30,763
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	22,838	19,027
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	17,708	12,667
Non-pledged time deposits with original maturity of less than three months when acquires	5,130	6,360
	22,838	19,027

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

1 Corporate information

China Innovation Investment Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is situated at 26/F., 9 Des Voeux Road West, Sheung Wan, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 28 August 2002.

The Company’s principal activity has not changed during the period and is principally engaged in investment holding. Its principal investment objective is to achieve short and medium-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong (“HK”) and the People’s Republic of China (the “PRC”).

2 Basis of preparation

The unaudited condensed financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The unaudited condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual financial statements for the year ended 31 December 2013.

Summary of significant accounting policies

The Company has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2014. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Company’s accounting policies, presentation of the Company’s financial statements and amounts reported for the current period and prior years.

The Company has not applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

3 Loss before taxation

	Six months ended 30 June	
	2014 HK\$'000 (Unaudited)	2013 HK\$'000 (Unaudited)
The Company's loss before taxation is arrived at after charging:		
Auditors' remuneration	80	65
Depreciation of property, plant and equipment	418	518
Employee benefit expense, including Directors' remuneration		
— wages, salaries and welfare	359	1,088
— contribution to retirement benefits scheme	20	39
Operating lease charge for land and buildings	480	480

4 Income tax expense

No provision for Hong Kong profits tax has been made for the six months ended 30 June 2014 and 30 June 2013 as the Company did not generate any assessable profits.

5 Loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$3,556,000 (six months ended 30 June 2013: HK\$6,118,000) and the weighted average number of 6,979,385,753 (six months ended 30 June 2013: 6,979,385,753) shares in issue during the period.

The computation of the diluted loss per share does not assume the exercise of the Company's share options as the exercise would decrease the loss per share of both current and prior periods.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

6 Available-for-sale investments

	30 June 2014 HK\$'000 (Unaudited)	31 December 2013 HK\$'000 (Audited)
Unlisted equity securities, at cost	353,564	353,564
Less: Impairment	(82,800)	(82,800)
	270,764	270,764

7 Cash and bank balances

	30 June 2014 HK\$'000 (Unaudited)	31 December 2013 HK\$'000 (Audited)
Cash at banks	5,130	9,527
Cash on hand	3	3
Time deposits	9,572	11,318
Cash held in securities account of securities companies	8,133	924
	22,838	21,772

8 Share capital

	30 June 2014 HK\$'000 (Unaudited)	31 December 2013 HK\$'000 (Audited)
Authorised:		
15,000,000,000 ordinary shares of HK\$0.01 each	150,000	150,000
Issued and fully paid:		
6,979,385,753 ordinary shares of HK\$0.01 each	69,794	69,794

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

9 Share options

Pursuant to an annual general meeting of the Company held on 2 May 2014 and the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued under the share option scheme (the “Scheme”) on 4 June 2014, the Company adopted the Share Option Scheme for the purpose of providing incentive to directors, employees and consultants. Unless or otherwise cancelled, amended or expire, the Scheme will be expired on 3 June 2024.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue, or if such 10% limit is refreshed, the maximum aggregate number of shares which may be issued upon the exercise of all outstanding options grant and yet to be exercised under the Scheme must not exceed 30% of the total number of shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then issue, without prior approval from the Company’s shareholders. Each grant of options to any director, chief executive or substantial shareholder must be approved by independent non-executive directors. Where any grant of options to a substantial shareholder or any of their respective associates would result in the shares of the Company issued and to be issued upon exercise of options already granted and to be granted in excess of HK\$5,000,000 in the 12 month period up to the date of grant, then the grant must be approved in advance by the Company’s shareholders.

A consideration of HK\$1 shall be paid to the Company upon acceptance of the grant. Options may be exercised in accordance with the terms of the Scheme at any time during a year to be determined and notified by the directors of the Company, which period may not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. The exercise price is determined by the directors of the Company, and will not be less than the higher of closing price of the Company’s shares on the date of grant, and the average closing price of the shares for the five business days immediately preceding the date of grant.

No share option has been granted and outstanding under the Scheme as at 30 June 2014.

10 Net assets value per share

The calculation of net asset per share is based on the net asset value of the Company as at 30 June 2014 of approximately HK\$294,130,000 (31 December 2013: approximately HK\$297,686,000) and 6,979,385,753 (31 December 2013: 6,979,385,753) ordinary shares in issue at the end of the period.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

11 Related party transactions

	Six months ended 30 June	
	2014 HK\$'000 (Unaudited)	2013 HK\$'000 (Unaudited)
Investment management fee paid to China Everbright Securities (HK) Limited (<i>note a</i>)	240	480
Rental expenses paid to New Era Group (China) Limited (<i>note b</i>)	480	480
Rental deposit paid to New Era Group (China) Limited (<i>note b</i>)	160	160

Note:

- (a) The Company entered into an investment management agreement with China Everbright Securities (HK) Limited ("CES") for a period of three years commencing from 1 June 2003 in consideration of a payment of a fee calculated at 0.25% per annum of the net asset value of the Company as at the last dealing date on the Stock Exchange in each calendar month or such other valuation date as considered appropriate by the Board and payable on a monthly basis on a business date immediately after each valuation date. The agreement is renewed automatically for a period of three years upon expiry unless a written notice of termination by either party for not less than 3 months is served.

In addition, CES is entitled to a bonus fee equivalent to 10% of the audited profit before tax of each financial year of the Company payable on the business date immediately after the publication of the Company's final audited result for the year. On 23 October 2007, a First Supplemental Agreement was entered into between the Company and CES whereas the service fee was fixed at HK\$300,000 per annum by a monthly payment of HK\$25,000 ("Investment Management Fee") and the annual bonus was maximised to HK\$1,000,000 with effect from 1 January 2008. CES is regarded as a connected person of the Company for the purpose of the Listing Rules. Mr. Chan Cheong Yee, a director of the Company, is the authorised representative of CES.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

On 28 February 2012, the Company and CES entered into of the Second Supplemental Agreement. Pursuant to this agreement, the Investment Management Fee is increased to HK\$960,000 per annum with effect from 20 May 2012, and payable monthly by the Company to China Everbright at HK\$80,000 per month. Furthermore, it was agreed that the Company and CES shall not terminate the Agreement (as amended by the First Supplemental Agreement and the Second Supplemental Agreement) within the twelve months commencing from 20 May 2012.

On 19 December 2013, the Company and CES entered into of the Third Supplemental Agreement. Pursuant to this agreement, the Investment Management Fee is separated into two portions. The fixed portion of HK\$480,000 per annum with effect from 1 January 2014, and payable monthly by the Company to China Everbright at HK\$40,000 per month. Another portion of HK\$480,000 per annum was liable only when the audited profit before tax of each financial year of the Company reaches HK\$480,000 and payable on the business date immediately after the publication of the Company's final audited result for the year. The Third Supplemental Agreement is a memorandum of the Second Supplemental Agreement and only revised the payment method as compared with the Second Supplemental Agreement. Therefore, the Company entered into the Third Supplemental Agreement did not represent a new connected transaction.

- (b) The Company entered into a tenancy agreement (the "Tenancy Agreement") with New Era Group (China) Limited ("NEG"), a company of which Mr. Xiang Xin, a director of the Company has control, for the occupancy of an office premises for a 3 years term commenced from 1 July 2008 with rent-free period from 1 July 2008 to 31 August 2008. Pursuant to the Tenancy Agreement, the Company shall pay a deposit of HK\$160,000 and a monthly rental of HK\$80,000 to NEG. The deposit was included in deposit and prepayment in the condensed statement of financial position. Tenancy Agreement has been extended and latest tenancy period commenced from 1 July 2014 for 36 months which was agreed by both the Company and NEG.

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

12 Commitments

Lease commitments

As at 30 June 2014, the total future minimum lease payments of the Company under non-cancellable operating leases are payable as follows:

	30 June 2014 HK\$'000 (Unaudited)	31 December 2013 HK\$'000 (Audited)
Within one year	480	480
In the second to fifth years inclusive	1,920	–
	2,400	480

Operating lease payments represent rental payable by the Company for its office and motor vehicles. Leases are negotiated for an average term of 3 years and rentals are fixed over the lease term and do not include contingent rentals.

13 Other commitments and events after the reporting period

Save as disclosed in note 12 to the condensed financial statements, the Company do not have other material commitments as at 30 June 2014.

As at 6 July 2014, the Company granted a total number of 696,000,000 share options to eligible participants, subject to acceptance of the grantees, to subscribe for a total 696,000,000 ordinary shares of HK\$0.01 each of the Company under the share option scheme adopted on 4 June 2014.

14 Contingent liabilities

The Company did not have any significant contingent liabilities at 30 June 2014.

15 Interim dividends

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2014 (six months ended 30 June 2013: Nil).

CORPORATE INFORMATION

Directors

Executive Directors

Mr. Xiang Xin
(Chairman and Chief Executive Officer)

Mr. Chan Cheong Yee

Mr. Li Zhou

Non-Executive Director

Mr. Sun Kuan Chi

Mr. Jook Chun Kui Raymond

Independent Non-executive Directors

Mr. David Wang Xin

Mr. Zang Hong Liang

Mr. Lee Wing Hang

Alternate Director

Ms. Kung Ching, an alternate director to
Mr. Xiang Xin

Authorised Representatives

Mr. Xiang Xin

Mr. Fok Chi Wing

Audit Committee and Remuneration Committee

Mr. David Wang Xin

Mr. Zang Hong Liang

Mr. Lee Wing Hang

Company Secretary

Mr. Fok Chi Wing

Registered Office

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

Principal Place of Business in Hong Kong

26/F, No. 9 Des Voeux Road West,
Sheung Wan, Hong Kong

Principal Share Registrar and Transfer Office

Butterfield Fund Services (Cayman) Limited
Butterfield House, 68 Fort Street
P.O. Box 705, George Town
Grand Cayman KY1-1107
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Union Registrars Limited
18/F., Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

Investment Manager

China Everbright Securities (HK) Limited

Auditors

ZHONGHUI ANDA CPA Limited

Principal Bankers

Bank of China (Hong Kong) Limited
UBS AG
Bank of Singapore Limited

Custodians

China Everbright Securities (HK) Limited
UBS AG
Interactive Brokers

Stock Code

1217

Website

www.1217.com.hk