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## **HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 969)**

### **INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30TH JUNE 2009**

The board of directors (the “Board”) of Hua Lien International (Holding) Company Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30th June 2009 together with the comparative figures as follow:

#### **CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

*For the six months ended 30th June 2009*

	<i>Notes</i>	<b>Six months ended 30th June</b>	
		<b>2009</b>	<b>2008</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
Turnover	(3)	<b>206,940</b>	307,154
Cost of sales		<b>(195,223)</b>	(357,105)
Gross profit/(loss)		<b>11,717</b>	(49,951)
Other income		<b>974</b>	10,358
Distribution costs		<b>(31)</b>	(82)
Administrative expenses		<b>(44,769)</b>	(30,475)
Finance costs	(4)	<b>(16,345)</b>	(4,553)
Other expenses	(5)	<b>(40,000)</b>	–
Loss before taxation	(6)	<b>(88,454)</b>	(74,703)
Income tax (expense)/income	(7)	<b>(76)</b>	520
Loss for the period		<b>(88,530)</b>	(74,183)
Other comprehensive loss for the period			
Currency translation differences		–	(297)
Total comprehensive loss for the period		<b>(88,530)</b>	(74,480)

		<b>Six months ended 30th June</b>	
		<b>2009</b>	<b>2008</b>
	<i>Notes</i>	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
		<b>(unaudited)</b>	<b>(unaudited)</b>
Loss for the period attributable to:			
Owners of the Company		<b>(90,053)</b>	(77,167)
Minority interests		<b>1,523</b>	2,984
		<u><b>(88,530)</b></u>	<u>(74,183)</u>
Total comprehensive loss attributable to:			
Owners of the Company		<b>(90,053)</b>	(77,464)
Minority interests		<b>1,523</b>	2,984
		<u><b>(88,530)</b></u>	<u>(74,480)</u>
Loss per share ( <i>cents</i> )	<i>(8)</i>	<u><b>(9.70)</b></u>	<u>(9.37)</u>
Dividend	<i>(9)</i>	<u><b>–</b></u>	<u>–</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30th June 2009

	<i>Notes</i>	<b>30th June 2009</b> <i>HK\$'000</i> <b>(unaudited)</b>	31st December 2008 <i>HK\$'000</i> <b>(audited)</b>
<b>Non-current assets</b>			
Property, plant and equipment	(10)	98,868	114,574
Prepaid lease payments on land use rights		45,423	45,992
Goodwill	(11)	281,768	–
Intangible asset	(12)	415,950	–
Deferred tax assets		682	758
		<b>842,691</b>	161,324
<b>Current assets</b>			
Inventories		63,115	101,877
Trade and other receivables	(13)	191,498	80,666
Prepaid lease payments on land use rights		1,138	1,138
Bank balances and cash		138,420	46,887
		<b>394,171</b>	230,568
<b>Current liabilities</b>			
Trade and other payables	(14)	82,358	59,662
Loan from a director		12,119	14,438
Tax liabilities		11,444	11,444
Bank borrowings	(15)	114,647	124,869
		<b>220,568</b>	210,413
Net current assets		<b>173,603</b>	20,155
Total assets less current liabilities		<b>1,016,294</b>	181,479
<b>Non-current liability</b>			
Convertible notes	(16)	450,491	–
Net assets		<b>565,803</b>	181,479
<b>Capital and reserves</b>			
Share capital	(17)	122,368	82,368
Reserves		443,435	99,111
Total equity		<b>565,803</b>	181,479

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. BASIS OF PREPARATION

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

## 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated interim financial statements have been prepared on the historical costs basis, except for certain financial instruments, which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s financial statements for the year ended 31st December 2008.

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments to HKAS and new Hong Kong (IFRIC) Interpretations (“HK(IFRIC) – Int”) (collectively referred to as “new and revised HKFRSs”) issued by the HKICPA, which are effective for the Group’s financial year beginning on 1st January 2009.

HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC) – Int 9 & HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1st July 2009
HKFRSs (Amendments)	Improvements to HKFRSs 2009 in relation to the amendment to paragraph 80 of HKAS 39

HKAS 1 (Revised 2007) has introduced a number of terminology changes, including revised titles for the condensed consolidated financial statements, and has resulted in a number of changes in presentation and disclosure. HKFRS 8 is a disclosure Standard that requires the identification of operating segments to be performed on the same basis as financial information that is reported internally for the purpose of allocating resources between segments and assessing their performance. The predecessor Standard, HKAS 14 Segment Reporting, required the identification of two sets of segments (business and geographical) using a risks and returns approach. The application of HKFRS 8 has resulted in a redesignation of the Group's reportable segments as compared with the reportable segments determined in accordance with HKAS 14 (see note 3). The adoption of the new and revised HKFRSs has had no material effect on the reported results and financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early adopted the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of Improvements to HKFRSs issued in 2008 <sup>1</sup>
HKFRSs (Amendments)	Improvements to HKFRSs 2009 <sup>2</sup>
HKAS 27 (Revised in 2008)	Consolidated and Separate Financial Statements <sup>1</sup>
HKAS 39 (Amendment)	Eligible Hedged Items <sup>1</sup>
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters <sup>3</sup>
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions <sup>3</sup>
HKFRS 3 (Revised in 2008)	Business Combinations <sup>1</sup>
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners <sup>1</sup>
HK(IFRIC) – Int 18	Transfers of Assets from Customers <sup>4</sup>

<sup>1</sup> *Effective for annual periods beginning on or after 1st July 2009*

<sup>2</sup> *Amendments that are effective for annual periods beginning on or after 1st July 2009 or 1st January 2010, as appropriate*

<sup>3</sup> *Effective for annual periods beginning on or after 1st January 2010*

<sup>4</sup> *Effective for transfers on or after 1st July 2009*

The adoption of HKFRS 3 (Revised in 2008) may affect the Group's accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1st July 2009. HKAS 27 (Revised in 2008) will affect the accounting treatment for changes in a Group's ownership interest in a subsidiary that do not result in a loss of control of the subsidiary, which will be accounted for as equity transactions. The directors of the Company anticipate that the application of other new or revised standards, amendments or interpretations will not have material impact on the results and the financial position of the Group.

### 3. SEGMENT INFORMATION

The Group has adopted Hong Kong Financial Reporting Standards (“HKFRSs”) 8 “Operating Segments” with effect from 1st January 2009. HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the “CODM”) in order to allocate resources to the segment and to assess its performance. In contrast, the predecessor Standard (HKAS 14 “Segment Reporting”) required an entity to identify two sets of segments (business and geographical), using a risks and rewards approach, with the entity’s “system of internal financial reporting to key management personnel” serving only as the starting point for the identification of such segments. In the past, the Group’s primary reporting format by geographical location of the customers. The application of HKFRS 8 has resulted in a redesignation of the Group’s reportable segments as compared with the reportable segments determined in accordance with HKAS 14 in that manufacturing and trading of leather and the provision of supporting services to sweetener business are being identified as an operating segment in the current period. Provision of supporting services to sweetener business is the principal business of Sino-Africa Technology & Trading Limited (the “SATT”) which newly acquired by the Company during current period. The segment financial information for the six months ended 30th June 2008 have been restated to conform to the requirements of HKFRS 8. The Group’s reportable segments under HKFRS 8 are as follow:

Manufacturing and trading of leather	This segment is engaged in leather manufacturing, processing and trading
Supporting services to sweetener business	This segment is engaged in provision of (i) facilities, raw materials and goods supply services; (ii) management and technical staff; (iii) related consulting services on construction; & (iv) contract manufacturing services; to the sweetener business

	Revenue		Operating Profit (Loss)		Depreciation & Amortisation	
	Six months ended 30th June		Six months ended 30th June		Six months ended 30th June	
	2009	2008	2009	2008	2009	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Manufacturing and trading of leather	125,834	307,154	(68,234)	(70,304)	16,423	15,379
Supporting services to sweetener business	81,106	–	36,053	–	7,050	–
	<u>206,940</u>	<u>307,154</u>	<u>(32,181)</u>	<u>(70,304)</u>	<u>23,473</u>	<u>15,379</u>
Other non-operating expense			(40,000)	–		
Interest income			72	154		
Interest expenses			(16,345)	(4,553)		
Loss before taxation			(88,454)	(74,703)		
Taxation (expense)/income			(76)	520		
Loss for the period			<u>(88,530)</u>	<u>(74,183)</u>		

Segment profit represents the profit earned by each segment without allocation of non-operating expense, interest income and interest expenses. This is the measure reported to the Group's Chief Executive Officer, the CODM of the Group, for the purpose of resource allocation and performance assessment.

The following is an analysis of the Group's assets by operating segment reported to CODM of the Group:

	30th June	31st December
	2009	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(audited)
Manufacturing and trading of leather	261,829	353,881
Supporting services to sweetener business	895,150	–
	<u>1,156,979</u>	<u>353,881</u>

#### 4. FINANCE COSTS

	Six months ended 30th June	
	2009	2008
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Interest on bank borrowings wholly repayable within five years	2,949	4,553
Effective interest expense on convertible notes wholly repayable within five years ( <i>Note 16</i> )	13,396	–
	<u>16,345</u>	<u>4,553</u>

#### 5. OTHER EXPENSES

	Six months ended 30th June	
	2009	2008
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Impairment loss on goodwill ( <i>Note 11</i> )	40,000	–
	<u>40,000</u>	<u>–</u>

#### 6. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging:

	Six months ended 30th June	
	2009	2008
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Amortisation of prepaid lease payments	569	545
Amortisation of intangible asset ( <i>Note 12</i> )	7,050	–
Depreciation of property, plant and equipment	15,854	14,834
	<u>23,473</u>	<u>15,379</u>
Total depreciation and amortisation	23,473	15,379
Allowance for bad and doubtful receivables, net	28,729	23,041
Allowance for inventories	9,160	1,941
	<u>9,160</u>	<u>1,941</u>



## 7. INCOME TAX (EXPENSE) INCOME

	Six months ended 30th June	
	2009	2008
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
PRC enterprise income tax	–	–
Deferred tax	(76)	520
	<u>(76)</u>	<u>520</u>

On 16th March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the People's Republic of China ("PRC") which took effect on 1 January 2008. The PRC income tax rate is unified at 25% for all enterprises.

PRC enterprise income tax is calculated at the applicable prevailing rates in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

## 8. LOSS PER SHARE

The calculation of the loss per share for the period is based on loss for the period of HK\$90,053,000 (six months ended 30th June 2008: HK\$77,167,000) and on 928,063,562 weighted average number of shares (six months ended 30th June 2008: 823,680,000 shares) in issue during the period.

Diluted loss per share for the period ended 30th June 2009 and 2008 had not been disclosed, as the warrants outstanding for both periods and convertible notes outstanding as at 30th June 2009 had an anti-dilutive effect on the basis loss per share.

## 9. DIVIDEND

The Board does not recommend the payment of an interim dividend for the period ended 30th June 2009 (six months ended 30th June 2008: Nil).

## 10. ADDITIONS OF PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent HK\$227,000 (six months ended 30th June 2008: HK\$476,000) on acquisition of property, plant and equipment.

## 11. GOODWILL

	<b><i>HK\$'000</i></b> <b>(unaudited)</b>
Carrying amount	
Arising on acquisition of a subsidiary on 27th February 2009	321,768
Impairment loss recognised	<u>(40,000)</u>
At 30th June 2009	<u><u>281,768</u></u>

The carrying amount of goodwill at balance sheet dates was attributable to acquisition of the SATT.

### **Impairment test for goodwill**

The recoverable amount of supporting services to sweetener business has been determined based on a value in use calculation. That calculation uses cash flow projections based on profit guarantee for two years ending 31st December 2009 and a discount rate of 14%. Cash flow projections beyond the 2 years periods are extrapolated using a steady growth rate of 4%.

During the period, the Group recognised HK\$40,000,000 impairment on goodwill for supporting service for the sweetener business CGU.

## 12. INTANGIBLE ASSET

### **Customer relationship**

	<b><i>HK\$'000</i></b> <b>(unaudited)</b>
Carrying amount	
Acquired on acquisition of a subsidiary on 27th February 2009	423,000
Amortisation for the period	<u>(7,050)</u>
At 30th June 2009	<u><u>415,950</u></u>

The intangible asset was purchased as part of a business combination of SATT during the period and has a definite useful life which is amortised on straight-line basis over the estimated useful life of 20 years.

### 13. TRADE AND OTHER RECEIVABLES

The Group has a policy of allowing credit periods ranging from 3 months to 12 months to its trade customers. Included in the trade and other receivables are trade receivables of HK\$186,164,000 (31st December 2008: HK\$69,242,000). The aged analysis of which at the balance sheet date is as follows:

	<b>30th June</b> <b>2009</b> <i>HK\$'000</i> <b>(unaudited)</b>	31st December 2008 <i>HK\$'000</i> (audited)
Up to 30 days	44,848	15,527
31 – 60 days	13,521	34,405
61 – 90 days	28,149	19,310
91 – 180 days	35,583	–
181 –365 days	48,913	–
Over 365 days	15,150	–
	<u>186,164</u>	<u>69,242</u>

### 14. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK\$61,238,000 (31st December 2008: HK\$40,971,000). The aged analysis of which at the balance sheet date is as follows:

	<b>30th June</b> <b>2009</b> <i>HK\$'000</i> <b>(unaudited)</b>	31st December 2008 <i>HK\$'000</i> (audited)
Up to 30 days	12,738	18,987
31 – 60 days	1,654	5,073
61 – 90 days	11,945	4,636
91 – 180 days	18,782	6,811
181 to 365 days	3,126	3,609
Over 365 days	12,993	1,855
	<u>61,238</u>	<u>40,971</u>

## 15. BANK BORROWINGS

	<b>30th June 2009 HK\$'000 (unaudited)</b>	31st December 2008 HK\$'000 (audited)
Secured bank loans	23,122	33,344
Unsecured bank loans	<u>91,525</u>	<u>91,525</u>
	<b><u>114,647</u></b>	<b><u>124,869</u></b>

The bank borrowings are repayable as follows:

Within one year or on demand	114,647	124,869
One to two years	-	-
Two to five years	<u>-</u>	<u>-</u>
	<b>114,647</b>	124,869
<i>Less:</i> Amount due within one year shown under current liabilities	<u>(114,647)</u>	<u>(124,869)</u>
Amount due after one year	<b><u>-</u></b>	<b><u>-</u></b>

## 16. CONVERTIBLE NOTES

On 27th February 2009, the Company issued two tranches of 5-year zero coupon convertible notes at par, due in February, 2014 (the "Notes"), for an aggregate principal amount of HK\$673,200,000, which as part of the consideration for the acquisition of SATT. The Notes are convertible, at the option of noteholders, into ordinary shares of HK\$0.10 each of the Company at an initial conversion price HK\$0.6 per share, subject to anti-dilutive adjustment, at any time from 27th February 2009 up to and including 26th February 2014.

The Notes contain two components, a liability and an equity element. The liability component is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The equity element is presented in equity as "Convertible notes equity reserve". The effective interest rate of the liability component is 9.0219%.

## Liability component

	<b>HK\$'000</b> <b>(unaudited)</b>
Carrying amount	
Issued on 27th February 2009	437,095
Accrued effective interest charges	<u>13,396</u>
At 30th June 2009	<u><u>450,491</u></u>

## 17. SHARE CAPITAL

	<i>Note</i>	<b>2009</b>		<b>2008</b>	
		<b>Number of shares '000</b>	<b>Value HK\$'000</b>	<b>Number of shares '000</b>	<b>Value HK\$'000</b>
Ordinary share of HK\$0.1 each					
<i>Authorised:</i>					
At 31st December and 1st January (audited)		1,500,000	150,000	1,500,000	150,000
Increase during the period	<i>(a)</i>	<u>4,500,000</u>	<u>450,000</u>	<u>–</u>	<u>–</u>
At 30th June (unaudited)		<u><u>6,000,000</u></u>	<u><u>600,000</u></u>	<u><u>1,500,000</u></u>	<u><u>150,000</u></u>
<i>Issued and fully paid:</i>					
As at 31st December and 1st January (audited)		823,680	82,368	686,400	68,640
Issue of placing shares		–	–	137,280	13,728
Issue of consideration shares	<i>(b)</i>	300,000	30,000	–	–
Issue of subscription shares	<i>(c)</i>	<u>100,000</u>	<u>10,000</u>	<u>–</u>	<u>–</u>
At 30th June (unaudited)		<u><u>1,223,680</u></u>	<u><u>122,368</u></u>	<u><u>823,680</u></u>	<u><u>82,368</u></u>

*Note:*

- (a) Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company on 20th February 2009, the authorized ordinary share capital of the Company was increased from HK\$150,000,000 divided into 1,500,000,000 share of a par value of HK\$0.1 each to HK\$600,000,000 divided into 6,000,000,000 shares of a par value of HK\$0.1 each by creation of an additional 4,500,000,000 new shares of a par value of HK\$0.1 each in the capital of the Company.
- (b) On 27th February 2009, 300,000,000 new shares of HK\$0.1 each were issued at a price of HK\$0.60 per share. The net proceeds were used to settle part of the consideration for the acquisition of SATT.
- (c) On 22nd June 2009, 100,000,000 new shares of HK\$0.1 each were issued at a price of HK\$0.60 per share under three subscription agreements dated 5th June 2009.

## **BUSINESS REVIEW**

For the six months ended 30th June 2009, the Group had a turnover of HK\$206,940,000, with a decrease of 32.63% compared to HK\$307,154,000 for the same period in 2008. The decrease in turnover was mainly brought by the decrease in sale orders from overseas and PRC markets as a result of the global economic downturn.

The consolidated net loss attributable to the owners of the Company for the period ended 30th June 2009 was HK\$90,053,000 compared to HK\$77,167,000 over the corresponding period last year. Basic loss per share was HK9.70 cents (six months ended 30th June 2008: HK9.37 cents).

The loss is mainly attributable to (i) the trading loss of the Group's leather business of HK\$68,234,000 caused by the approximately 59% decline in sales orders for leather in consequence of deteriorating leather business environment and the average cost of sales per unit of leather climbed approximately 30% resulting from increase in per-unit fixed production cost by the decrease in capacity utilization; (ii) the non-operating expense of impairment loss of HK\$40,000,000 of goodwill; (iii) an increase in finance costs of HK\$13,396,000 on two tranches of convertible notes issued on 27th February 2009; and (iv) an increase in amortization of newly acquired intangible asset of HK\$7,050,000.

With respect to the new business of provision of supporting services to sweetener business acquired on 27th February 2009, it recorded a revenue of HK\$81,106,000, representing approximately 39% of the total sales revenue and an operating profit HK\$36,053,000 during the period. This mitigated the impact of the reduction in sales and pressure on margins of leather manufacturing and trading segment on group's overall performance.

## **FINANCIAL REVIEW**

### **Liquidity and financial resources**

The Group financed its operation with cash flow generated internally and banking facilities.

Shareholders' equity of the Group as at 30th June 2009 amounted to approximately HK\$565.8 million (31st December 2008: HK\$181.5 million). At 30th June 2009, the Group's bank borrowings repayable within one year amounted to approximately HK\$114.6 million (31st December 2008: HK\$124.9 million). In addition, the Group has outstanding convertible notes of approximately HK\$450.5 million as at the balance sheet date. These convertible notes were issued in relation to the Group's acquisition of SATT on 27th February 2009. The debt to equity ratio of the Group as at 30th June 2009 calculated as a ratio of total borrowings (including convertible notes) to total equity was approximately 99.9% (31st December 2008: 68.8%).

The sales and purchases of the Group are mainly denominated in Renminbi, US dollar and Hong Kong dollar. Hence, the Group's trading exposure to foreign exchange risk is expected to be minimal. Bank borrowings are mainly denominated in Renminbi and US dollar as there is a natural hedge mechanism of Group's revenue in Renminbi and US dollar and therefore currency exposure on bank borrowing is also low. The interests are charged on a floating rate basis and the Group's management oversees the movement of interest rates very closely and will take appropriate measures to minimise the Group's interest rate risks whenever necessary.

### **Pledge of assets**

At the balance sheet date, certain of the Group's prepaid lease payments on land use right, property, plant and machinery of approximately HK\$108.2 million (31st December 2008: HK\$112.8 million) were pledged to banks to secure general banking facilities granted to the Group.

On 12th September 2006, Bank of China, Xian Branch (the “Bank of China”) which lent USD9.8 million to the Xian Hua Lien obtained a writ from 陝西省高級人民法院 (Shannxi Province Highest People’s Court) that granted the bank the legal rights to freeze and sequester all the assets of Xian Hua Lien including property, plant and equipment, inventories, trade receivables and bank balances. At the balance sheet date, Bank of China continued to sequester the bank accounts, the property, plant and machinery and inventories of Xian Hua Lien as additional security which have no carrying value at the balance sheet date.

Besides, the pledged prepared lease premium and certain of pledged buildings of Jiangmen Hua Lien Tannery Co. Ltd. (the “Jiangmen Hua Lien”) with carrying value of approximately HK\$28.8 million at the balance sheet date continued to sequester by Bank of China. The same assets was also sequestered by Bank of Construction, Jiangmen Branch (the “Bank of Construction”) (the pledgee of those assets) at the balance sheet date.

As the sequestration does not affect the lawful right to use, the encumbrances on pledged assets do not have material influence on present trading operation of Jiangmen Hua Lien.

### **Contingent Liabilities**

The Group had no significant contingent liabilities as at 30th June 2009.

## **EMPLOYEE REMUNERATION POLICY**

As at 30th June 2009, the Group employed 440 (31st December 2008: 455) full time management, administrative and production staff in Hong Kong, Taiwan and the PRC.

The Group’s emolument policies are formulated on the basis of individual performance and the salary trend in various regions and will be reviewed every year. The Company has set up stock options plan and provides staff quarters to staff in the PRC.



## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

During the period under review, the Group acquired the entire issued share capital of SATT at the total consideration of HK\$853,200,000 settled by the issue of the 300,000,000 consideration shares of HK\$0.6 each and the issue of two tranches of 5-year zero coupon convertible notes for an aggregate principal amount of HK\$673,200,000. The acquisition constituted a very substantial acquisition and continuing connected transaction under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). It was approved by the shareholders of the Company at a extraordinary general meeting held on 20th February 2009. Details of this very substantial acquisition and continuing connected transaction were set out in the Company’s circular dated 23rd January 2009. The acquisition was duly completed on 27th February 2009.

Save as disclosed above, the Group had no material acquisition or disposal of subsidiaries, associates or jointly-controlled entities during the period under review.

## **SUBSCRIPTION OF NEW SHARES**

Further to the issue of 300,000,000 consideration shares at HK\$0.6 each on 27th February 2009, the Company entered into a subscription agreement with three independent subscribers on 5th June 2009 in respect of the subscription of total 100,000,000 new shares at a subscription price of HK\$0.60 per share. On 22nd June 2009, the subscription was completed and raised net proceeds of approximately HK\$58,271,000.

## **PROSPECTS**

Looking ahead, the leather market remains stagnant for the second half of the year, both in prices and trade volume. The production cost of leather remains high and operating loss of leather may continue. On the other hand, the new business of supporting services to sweetener business will continue to be a main contributor to our Group’s overall revenue and profitability.

Efforts to further increase value for shareholders will continue that include (i) to proactively identify investment opportunities to diversify its business into production sectors of sweetener and ethanol in light of the relatively more promising prospect of these industries, (ii) to actively strengthen the financial position of the Group, and consider raising funds by suitable means when opportunities arise, and (iii) to actively re-evaluate its existing business operations, which includes studying the feasibility of downsizing or (if suitable opportunities arise) divesting its loss-making leather business operation as this would release the Group from continually subsidizing this operation.

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

In the opinion of the Directors, the Company has complied with the Code of Corporate Governance Practices (“CG Code”) as set out in Appendix 14 of the Listing Rules for the six months ended 30th June 2009, except for the following deviations.

### **Code Provision A.4.1**

None of the existing independent non-executive directors of the Company is appointed for a specific term. However, all the independent non-executive directors are subject to retirement by rotation at each annual general meeting under the bye-laws of the Company. As such, the company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG code.

### **Code Provision E.1.2**

Under the code provision E.1.2. of the CG Code, the chairman of the independent board committee should also be available to answer questions at any general meeting to approve a connected transaction and any other transaction that is subject to independent shareholders’ approval. Dr. Zheng Liu, the chairman of the independent board committee, did not attend an extraordinary general meeting held on 20th February 2009 due to other business engagement. Her appointed delegate was present at the extraordinary general meeting to answer the shareholders’ questions.

## **REVIEW OF INTERIM FINANCIAL STATEMENTS**

The Audit Committee comprises three independent non-executive directors has held meetings to review with management the accounting principles and practices adopted by the Group and discussing internal controls and financial reporting matters including a review of the unaudited condensed interim financial statements for the six months ended 30th June 2009.

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

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 of the Listing Rules (the “Model Code”). Having made specific enquiry of all the directors, all the directors confirmed that they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by directors adopted by the Company.

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

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

## **PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT**

This interim results announcement is published on the websites of Hong Kong Exchange and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company (<http://finance.thestandard.com.hk/en/0969hualien>). The 2009 interim report of the Company containing all the information required by the Listing Rules will be dispatched to shareholders and made available on the above websites in due course.

By order of the Board  
**Shih Chian Fang**  
*Chairman*

Hong Kong, 23rd September 2009

*As at the date of this announcement, the Board comprises four executive directors, Mr. Shih Chian Fang, Mr. Liaw Yuan Chian, Mr. Kuang Yong and Mr. Han Hong; and three independent non-executive directors, Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei.*