KADER HOLDINGS COMPANY LIMITED
開達集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 180)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2012

The Board of Directors of Kader Holdings Company Limited (the "Company") announces that the unaudited consolidated results of the Company and its subsidiaries (the "Group") and the Group's interests in associates for the six months ended 30 June 2012, together with comparative figures for the corresponding period in 2011 are as follows:

CONSOLIDATED INCOME STATEMENT
For the six months ended 30 June 2012 – unaudited

		Six months ended 30 June	
		2012	2011
	Note	***HK$'000***	*HK$'000*
Turnover	*4 & 5*	**468,411**	586,398
Other revenue		**10,896**	9,753
Other net income		**1,534**	16,862
Changes in inventories of finished goods and work in progress		**11,849**	66,766
Cost of purchase of finished goods		**(21,962)**	(10,537)
Raw materials and consumables used		**(148,789)**	(226,099)
Staff costs		**(283,128)**	(338,758)
Depreciation		**(22,640)**	(21,383)
Other operating expenses		**(112,036)**	(141,631)
Loss from operations		**(95,865)**	(58,629)
Finance costs	*6(a)*	**(6,528)**	(4,313)
Share of profits less losses of associates		**(3,277)**	(2,252)
Net loss on disposal of investment properties	*9(b)*	**–**	(80)
Loss before taxation	*6*	**(105,670)**	(65,274)
Income tax credit/(charge)	*7*	**1,063**	(6,263)
Loss for the period		**(104,607)**	(71,537)
Attributable to:			
Equity shareholders of the Company		**(105,305)**	(71,780)
Non-controlling interests		**698**	243
Loss for the period		**(104,607)**	(71,537)
Loss per share	*8*		
Basic		**(15.83)¢**	(10.79)¢
Diluted		**(15.83)¢**	(10.79)¢

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2012 – unaudited

	Six months ended 30 June	
	2012	2011
	HK$'000	*HK$'000*
Loss for the period	**(104,607)**	(71,537)
Other comprehensive income for the period:		
Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	**3,517**	(9,197)
Available-for-sale securities: net movement in fair value reserve	**(1,259)**	39
Total comprehensive income for the period	**(102,349)**	(80,695)
Attributable to:		
Equity shareholders of the Company	**(103,047)**	(81,028)
Non-controlling interests	**698**	333
Total comprehensive income for the period	**(102,349)**	(80,695)

CONSOLIDATED BALANCE SHEET

As at 30 June 2012 – unaudited

	Note	At 30 June 2012 HK$'000	At 31 December 2011 HK$'000 (restated)	At 1 January 2011 HK$'000 (restated)
Non-current assets				
Fixed assets	*9*			
– Investment properties		**890,033**	890,033	707,941
– Other property, plant and equipment		**240,507**	243,472	234,861
– Construction in progress		**–**	–	270
		1,130,540	1,133,505	943,072
Intangible assets		**634**	634	667
Interests in associates		**22,533**	20,916	25,376
Other non-current financial assets		**9,902**	15,653	15,488
Deferred tax assets		**19,591**	18,240	20,071
		1,183,200	1,188,948	1,004,674
Current assets				
Inventories	*10*	**427,031**	438,355	438,136
Current tax recoverable		**13,391**	10,043	331
Trade and other receivables	*11*	**132,724**	178,240	201,162
Cash and cash equivalents		**72,728**	110,790	163,003
		645,874	737,428	802,632
Current liabilities				
Trade and other payables	*12*	**(302,961)**	(284,593)	(316,286)
Bank loans and overdrafts		**(442,330)**	(463,171)	(310,091)
Loan from a director		**(20,000)**	–	–
Obligations under finance leases		**–**	–	(292)
Current tax payable		**(1,422)**	(4,033)	(10,293)
		(766,713)	(751,797)	(636,962)
Net current (liabilities)/assets		**(120,839)**	(14,369)	165,670
Total assets less current liabilities carried forward		**1,062,361**	1,174,579	1,170,344

CONSOLIDATED BALANCE SHEET *(Continued)*

As at 30 June 2012 – unaudited

	Note	**At 30 June 2012** ***HK$'000***	At 31 December 2011 *HK$'000* (restated)	At 1 January 2011 *HK$'000* (restated)
Total assets less current liabilities brought forward		**1,062,361**	1,174,579	1,170,344
Non-current liabilities				
Bank loans		**(20,417)**	(29,417)	(30,417)
Rental deposits		**(4,695)**	(5,351)	(3,746)
Deferred tax liabilities		**(21,989)**	(21,989)	(32,343)
Accrued employee benefits		**(1,897)**	(2,110)	(4,731)
		(48,998)	(58,867)	(71,237)
NET ASSETS		**1,013,363**	1,115,712	1,099,107
CAPITAL AND RESERVES				
Share capital		**66,541**	66,541	66,541
Reserves		**948,690**	1,051,737	1,033,396
Total equity attributable to equity shareholders of the Company		**1,015,231**	1,118,278	1,099,937
Non-controlling interests		**(1,868)**	(2,566)	(830)
TOTAL EQUITY		**1,013,363**	1,115,712	1,099,107

NOTES

1. INDEPENDENT REVIEW

The interim financial results for the six months ended 30 June 2012 is unaudited, but has been reviewed by the Audit Committee.

2. BASIS OF PREPARATION

The interim financial results for the six months ended 30 June 2012 comprises the Company and its subsidiaries (together referred to as a Group) and the Group's interests in associates.

This interim financial results have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The interim financial results were approved by the Board of Directors and authorised for issue on 30 August 2012.

The interim financial results have been prepared in accordance with the same accounting policies adopted in the 2011 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2012 annual financial statements. Details of these changes in accounting policies are set out in note 3.

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

This interim financial results contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2011 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

The financial information relating to the financial year ended 31 December 2011 that is included in the interim financial results as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2011 are available from the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 29 March 2012.

3. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a few amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- Amendments to HKFRS 7, *Financial instruments: Disclosures – Transfers of financial assets*

- Amendments to HKAS 12, *Deferred tax: Recovery of underlying assets*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

Amendments to HKFRS 7 *Financial instruments: disclosures*

The amendments to HKFRS 7 require certain disclosures to be included in the annual financial statements in respect of all transferred financial assets that are not derecognised and for any continuing involvement in a transferred asset existing at the reporting date, irrespective of when the related transfer transaction occurred. However, an entity need not provide the disclosures for the comparative period in the first year of adoption. The group did not have any significant transfers of financial assets in previous periods or the current period which require disclosure in the current accounting period under the amendments.

Amendments to HKAS 12 *Income taxes*

Under HKAS 12 deferred tax is required to be measured with reference to the tax consequences that would follow from the manner in which the entity expects to recover the carrying amount of the assets in question. In this regard, the amendments to HKAS 12 introduced a rebuttable presumption that the carrying amount of investment property carried at fair value under HKAS 40, *Investment property*, will be recovered through sale. This presumption is rebutted on a property-by-property basis if the investment property in question is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Previously, where investment properties were held under leasehold interests, the group assumed that the property's value would be recovered through use and measured deferred tax accordingly. As a result of adopting the amendments to HKAS 12, the group reviewed its investment property portfolio and concluded that the presumption in the amended HKAS 12 is not rebutted in respect of its investment properties located in Hong Kong. Therefore, the deferred tax relating to these properties has been re-measured on the basis of recovering their carrying amounts entirely through sale.

3. CHANGES IN ACCOUNTING POLICIES *(Continued)*

This change in policy has been applied retrospectively by restating the balances at 1 January 2011 and 31 December 2011, with consequential adjustments to comparatives for the period ended 30 June 2011 as follows:

	As previously reported	Effect of adoption of amendments to HKAS 12	As restated
	HK$'000	*HK$'000*	*HK$'000*
Consolidated balance sheet as at 31 December 2011:			
Deferred tax liabilities	121,993	(100,004)	21,989
Reserves	951,733	100,004	1,051,737
Consolidated balance sheet as at 1 January 2011:			
Deferred tax liabilities	101,205	(68,862)	32,343
Reserves	964,534	68,862	1,033,396

4. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

Toys and model trains: The manufacture and sale of plastic, electronic and stuffed toys and model trains. These products are manufactured in the Group's manufacturing facilities located primarily in Mainland China.

Property investment: The leasing of office premises, industrial building and residential units to generate rental income and to gain from the appreciation in the properties' value in the long term.

Investment holding: The investment in securities.

(a) Segment results, assets and liabilities

For the purpose of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all fixed assets and current assets with the exception of intangible assets, interests in associates, other non-current financial assets, deferred tax assets, current tax recoverable, cash and cash equivalents and other corporate assets. Segment liabilities include all liabilities with the exception of current tax payable, deferred tax liabilities and other corporate liabilities.

4. SEGMENT REPORTING *(Continued)*

(a) Segment results, assets and liabilities *(Continued)*

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment (loss)/profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as share of profits less losses of associates and other head office or corporate administration costs.

In addition to receiving segment information concerning adjusted EBITDA, management is provided with segment information concerning revenue (including inter-segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the period is set out below:

	Toys and model trains		Property investment		Investment holding		Total	
For the six months ended 30 June	**2012** **HK$'000**	2011 *HK$'000*	**2012** **HK$'000**	2011 *HK$'000*	**2012** **HK$'000**	2011 *HK$'000*	**2012** **HK$'000**	2011 *HK$'000*
Revenue from external customers	**453,198**	570,469	**15,213**	15,929	**–**	–	**468,411**	586,398
Inter-segment revenue	**–**	–	**1,018**	262	**–**	–	**1,018**	262
Reportable segment revenue	**453,198**	570,469	**16,231**	16,191	**–**	–	**469,429**	586,660
Reportable segment (loss)/profit (adjusted EBITDA)	**(96,183)**	(72,243)	**13,643**	11,446	**(2,887)**	(4,524)	**(85,427)**	(65,321)
Additions to non-current segment assets during the period	**19,923**	27,877	**–**	–	**–**	–	**19,923**	27,877

4. SEGMENT REPORTING *(Continued)*

(a) Segment results, assets and liabilities *(Continued)*

	Toys and model trains		Property investment		Investment holding		Total	
	At 30 June 2012	At 31 December 2011	**At 30 June 2012**	At 31 December 2011	**At 30 June 2012**	At 31 December 2011	**At 30 June 2012**	At 31 December 2011
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Reportable segment assets	**806,779**	859,039	**913,845**	914,210	**268,063**	255,300	**1,988,687**	2,028,549
Reportable segment liabilities	**621,127**	596,364	**–**	495	**79,202**	79,251	**700,329**	676,110

(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

	Six months ended 30 June	
Revenue	**2012**	2011
	HK$'000	*HK$'000*
Reportable segment revenue	**469,429**	586,660
Elimination of inter-segment revenue	**(1,018)**	(262)
Consolidated turnover	**468,411**	586,398

	Six months ended 30 June	
Loss	**2012**	2011
	HK$'000	*HK$'000*
Reportable segment loss	**(85,427)**	(65,321)
Elimination of inter-segment losses	**–**	1,890
Reportable segment loss derived from group's external customers	**(85,427)**	(63,431)
Other revenue	**10,896**	9,753
Other net income	**1,534**	16,862
Depreciation and amortisation	**(22,640)**	(21,400)
Finance costs	**(6,528)**	(4,313)
Share of profits less losses of associates	**(3,277)**	(2,252)
Net loss on disposal of investment properties	**–**	(80)
Unallocated head office and corporate expenses	**(228)**	(413)
Consolidated loss before taxation	**(105,670)**	(65,274)

4. SEGMENT REPORTING *(Continued)*

(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities *(Continued)*

Assets	**At 30 June 2012** *HK$'000*	At 31 December 2011 *HK$'000*
Reportable segment assets	**1,988,687**	2,028,549
Elimination of inter-segment receivables	**(298,392)**	(278,452)
	1,690,295	1,750,097
Intangible assets	**634**	634
Interests in associates	**22,533**	20,916
Other non-current financial assets	**9,902**	15,653
Deferred tax assets	**19,591**	18,240
Current tax recoverable	**13,391**	10,043
Cash and cash equivalents	**72,728**	110,790
Unallocated head office and corporate assets	**–**	3
Consolidated total assets	**1,829,074**	1,926,376

Liabilities	**At 30 June 2012** *HK$'000*	At 31 December 2011 *HK$'000* (restated)
Reportable segment liabilities	**700,329**	676,110
Elimination of inter-segment payables	**(298,392)**	(278,452)
	401,937	397,658
Current tax payable	**1,422**	4,033
Deferred tax liabilities	**21,989**	21,989
Unallocated head office and corporate liabilities	**390,363**	386,984
Consolidated total liabilities	**815,711**	810,664

5. SEASONALITY OF OPERATIONS

The Group's toys and model trains division, a separate business segment (see note 4), on average experiences higher sales in the second half of the year, compared to the first half of the year, due to the increased demand of its products during the holiday season. As such, the first half of the year generally reports lower revenue and segment results for this segment than the second half.

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

	Six months ended 30 June	
	2012	2011
	HK$'000	*HK$'000*
(a) Finance costs		
Interest on other borrowings	**6,528**	4,313
(b) Other items		
Cost of inventories *(note 10)*	**419,336**	517,885
Amortisation of intangible assets	**–**	17
Net loss on disposal of fixed assets *(note 9(b))*	**79**	682
Interest income	**(656)**	(158)
Dividend income from listed securities	**–**	(12)
Reversal of impairment loss on other receivables	**(1,000)**	–
Gains on disposal of financial assets	**(1,102)**	–

7. INCOME TAX (CREDIT)/CHARGE

	Six months ended 30 June	
	2012	2011
	HK$'000	*HK$'000*
Current tax – Hong Kong Profits Tax	**237**	1,257
Current tax – Outside Hong Kong	**51**	647
Deferred taxation	**(1,351)**	4,359
Income tax (credit)/charge	**(1,063)**	6,263

The provision for Hong Kong Profits Tax is calculated by applying the estimated annual effective tax rate of 16.5% (2011: 16.5%) to the six months ended 30 June 2012. Taxation for subsidiaries outside Hong Kong is similarly calculated using the estimated annual effective rates of taxation that are expected to be applicable in the relevant countries.

8. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of HK$105,305,000 (six months ended 30 June 2011: HK$71,780,000) and the weighted average of 665,412,000 ordinary shares (2011: 665,412,000 ordinary shares) in issue during the interim period.

(b) Diluted loss per share

The Company did not have any dilutive potential ordinary shares outstanding during both the current and prior periods. Accordingly, diluted loss per share is the same as the basic loss per share for both the current and prior periods.

9. FIXED ASSETS

(a) Acquisitions

During the six months ended 30 June 2012, the Group acquired items of fixed assets with a cost of HK$19,923,000 (six months ended 30 June 2011: HK$27,877,000).

(b) Disposals

On 28 March 2011, a subsidiary of the Company entered into a sale and purchase agreement with an independent third party to dispose of a property located at Discovery Bay, Hong Kong for cash consideration of HK$6,650,000. A net loss on disposal of HK$80,000 was recorded in the consolidated income statement for the six months ended 30 June 2011.

Items of fixed assets with cost and net book value of HK$1,231,000 and HK$309,000 respectively were disposed of during the six months ended 30 June 2012 (six months ended 30 June 2011: HK$3,466,000 and HK$1,493,000), resulting in a loss on disposal of HK$79,000 (six months ended 30 June 2011: HK$682,000).

(c) Valuation

All investment properties of the Group were revalued as at 31 December 2011 on an open market value basis, by either making reference to the comparable sales evidence in the relevant locality, or otherwise, by capitalising the current rent derived from the existing tenancies with the provision for any reversionary income potential.

The directors have reviewed the valuation of the investment properties since the previous annual reporting date taking into account the volatility of the property market and available market data on comparable properties, and consider that the investment properties as at 30 June 2012 are carried at fair value.

10. INVENTORIES

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	Six months ended 30 June	
	2012	2011
	HK$'000	*HK$'000*
Carrying amount of inventories sold	**422,846**	521,026
Write down of inventories	**951**	7,443
Reversal of write-down of inventories	**(4,461)**	(10,584)
	419,336	517,885

The reversal of write-down of inventories made in prior periods arose due to the increase in the estimated net realisable value of certain toy products as a result of a change in consumer preferences.

11. TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade debtors (net of allowance for doubtful debts) with the following ageing analysis:

	At 30 June 2012	At 31 December 2011
	HK$'000	*HK$'000*
Current	**72,772**	127,358
Less than 1 month overdue	**15,588**	13,434
1 to 3 months overdue	**5,196**	12,229
More than 3 months but less than 12 months overdue	**5,737**	4,218
More than 12 months overdue	**75**	352
Total trade debtors, net of allowance for doubtful debts	**99,368**	157,591
Other debtors and prepayments	**33,356**	20,649
	132,724	178,240

Credit evaluations are performed on all customers requiring credit over a certain amount. Trade debtors are due within seven to sixty days from the date of billing. Debtors with balances that are more than three months overdue are requested to settle all outstanding balances before any further credit is granted.

12. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade creditors with the following ageing analysis as at the balance sheet date:

	At 30 June 2012	At 31 December 2011
	HK$'000	*HK$'000*
Due within 1 month or on demand	**65,118**	42,571
Due after 1 month but within 3 months	**2,502**	2,466
Due after 3 months but within 6 months	**1,640**	1,720
Due after 6 months	**1,749**	650
Total trade creditors	**71,009**	47,407
Other creditors and accrued charges	**231,952**	237,186
	302,961	284,593

13. DIVIDENDS

Dividends payable to equity shareholders attributable to the previous financial year, approved and paid during the interim period

	Six months ended 30 June	
	2012	2011
	HK$'000	*HK$'000*
Final dividend in respect of the previous financial year, approved and paid during the following interim period, of HK nil cents per ordinary share (six months ended 30 June 2011: HK1.5 cents per ordinary share)	**–**	9,981

14. COMPARATIVE FIGURES

As a result of the adoption of amendments to HKAS 12, *Deferred tax: Recovery of underlying assets*, certain comparative figures have been adjusted to reflect the decrease in accrual of deferred tax liabilities related to investment properties carried at fair value. Further details of these changes in accounting policies are disclosed in note 3.

INTERIM DIVIDEND

The Board of Directors does not recommend the payment of an interim dividend for the six months ended 30 June 2012 (2011: HK$Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS

During the period under review, the Group recorded a consolidated turnover of approximately HK$468.41 million, which decreased by approximately 20.12% as compared to approximately HK$586.40 million reported for the corresponding period last year. The loss attributable to equity shareholders amounted to approximately HK$105.31 million, representing an increase of approximately HK$33.53 million over the corresponding period last year.

BUSINESS REVIEW

Toys and Model Trains

During the first half year of 2012, the turnover for the Group's OEM/ODM toys business was approximately HK$156.97 million, which decreased by approximately 25.07% as compared to the corresponding period last year. The decrease in the sales of the toys business in the first half year of 2012 was due to the impact of the debt crisis in Europe. During the period under review, toy manufacturers are confronted with continued escalation of raw material costs, the increase in statutory minimum wages and high inflation in Mainland China. All these unfavourable conditions hamper gross profit and the Group's performance was adversely affected.

Regarding the model trains business, the turnover in the first half year of 2012 was approximately HK$296.23 million, which decreased by approximately 17.94% as compared to the corresponding period last year. The Group's subsidiary, Bachmann Europe Plc., was awarded "Manufacturer of the Year 2011" in the overall category and also for the OO scale and N scale model trains category by Model Rail Magazine, RM Web and MREMAG. Bachmann Europe Plc. has received the "Manufacturer of the Year" award in the overall category for four continuous years. In addition, our OO scale model trains, "Derby Lightweight diesel multiple unit" and "FNA nuclear flask wagon" were awarded "Model of the Year 2011" under different categories. Moreover, our Graham Farish N scale model trains "Class A1 steam locomotive", "Class 4CEP electric multiple unit" and "MK 1 coaches" were awarded "Model of the Year 2011". In addition, our Liliput brand HO scale "E10" was awarded first place in "Model of the Year" in electric locos category while HOe scale diesel loco "D15" was awarded first place in "Model of the Year" in narrow gauge category by German magazine "eisenbahnmagazin". Last but not the least, our Liliput brand N scale "FLIRT" was awarded first place in "Swiss Model of the Year 2011" by "spur-N-schweiz".

Property Investment

During the period under review, the rental income of the Group amounted to approximately HK$15.21 million, representing a decrease of approximately 4.52% as compared to the corresponding period last year. As at 30 June 2012, the occupancy rate of Kader Building was approximately 95% (30 June 2011: approximately 94%).

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 30 June 2012, the Group's net asset value per share amounted to approximately HK$1.52 (31 December 2011: approximately HK$1.68). The Group had net current liabilities of approximately HK$120.84 million (31 December 2011: approximately HK$14.37 million). Total bank borrowings were approximately HK$462.75 million (31 December 2011: approximately HK$492.59 million) while the Group secured total available banking facilities of approximately HK$545.03 million (31 December 2011: approximately HK$608.84 million). Included in total bank borrowings were revolving loans of approximately HK$221.00 million (31 December 2011: approximately HK$239.75 million) which are intended to be rolled over upon maturity. The Group's financial gearing, based on the total interest bearing borrowings compared to the total equity, was approximately 47.64% (31 December 2011: approximately 44.15%). The majority of borrowings are on floating interest rate terms.

Capital Structure

During the period under review, there were no changes in the Company's share capital. The Group's source of financing was mainly bank borrowings, which were denominated in Hong Kong dollars ("HKD"), United States dollars ("USD") and Sterling Pounds ("GBP") at prevailing interest rates.

Charges on Group Assets

As at 30 June 2012, an investment property, certain leasehold land and buildings, inventories and other assets of the Group with an aggregate net book value of approximately HK$1,239.32 million (31 December 2011: approximately HK$1,257.96 million) were mortgaged to various banks to secure the banking facilities granted to the Group.

Material Acquisitions and Disposals

There were no material acquisitions and disposals during the six months ended 30 June 2012.

Exchange Rate Exposure

Major assets, liabilities and transactions of the Group are denominated in HKD, USD, GBP, RMB and Euros. During the period under review, the majority of the Group's revenues were denominated in HKD, USD and GBP while the majority of its raw materials and equipment purchases, and production overhead were settled in HKD and RMB respectively. As such, the Group faces a certain degree of exchange rate risk mainly arising from GBP denominated sales transactions and RMB denominated payments for which the exchange rate volatilities are relatively high.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2012, the Group employed 10,736 (30 June 2011: 16,035; 31 December 2011: 11,502) full time management, administrative and production staff in the Hong Kong Special Administrative Region, Mainland China, the United States and Europe. The Group has seasonal fluctuations in the number of workers employed in its production plants while the number of management and administrative staff remains relatively stable. The Group remunerates its employees based on their performance, experience and prevailing industry practices. In the area of staff training, the Group encourages staff to participate in courses on technical skills improvement and personal development.

PROSPECTS

The global economy is still affected by the uncertainties related to the European sovereign debt crisis. Together with rising operating costs, these factors pose potential challenges to the entire toy industry. Amid the difficult operating environment, a growing number of small-scale toy manufacturers were forced to leave the market. In the second half of the year, the Group will focus on the continuous development of our OEM/ODM toys and model trains business. The Group will continue to explore sales opportunities in the global market, develop own brand products, streamline operational procedures without sacrificing controls and quality, improve operational and production efficiency and develop automated processes. Looking into the second half of 2012, the Group expects that the turnover for the second half will be higher than that of the first half.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the six months ended 30 June 2012. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period under review.

CORPORATE GOVERNANCE

The Board of Directors regularly reviews and adopts corporate governance guidelines and developments. Throughout the period under review, the Group has complied with all code provisions in Corporate Governance Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

AUDIT COMMITTEE

The Audit Committee has reviewed with management the key accounting policies, and discussed auditing, internal controls and financial reporting matters, including a review of the interim results for the six months ended 30 June 2012.

REMUNERATION COMMITTEE

The Remuneration Committee, comprising of two independent non-executive directors of the Company and one executive director of the Company, is responsible for reviewing and making recommendations to the Board on the Company's policy and structure for all remunerations of directors and senior management.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its model code for securities transactions by the Company's directors and relevant employees who are or may be in possession of unpublished price sensitive information. Based on specific enquiries made, all directors have confirmed that they have complied with the Model Code.

By order of the Board
Kenneth Ting Woo-shou
Chairman

Hong Kong, 30 August 2012

As at the date of this announcement, the executive directors of the Company are Mr. Kenneth Ting Woo-shou, SBS, JP (Chairman and Managing Director) and Mrs. Nancy Ting Wang Wan-sun; the non-executive directors of the Company are Mr. Ivan Ting Tien-li, Dr. Moses Cheng Mo-chi, GBS, OBE, JP and Mr. Bernie Ting Wai-cheung; and the independent non-executive directors of the Company are Mr. Liu Chee-ming, Mr. Floyd Chan Tsoi-yin, Mr. Andrew Yao Cho-fai, JP, Mr. Desmond Chum Kwan-yue and Mr. Ronald Montalto.