

# 星島 SING TAO 新聞集團

星島新聞集團有限公司  
SING TAO NEWS CORPORATION LIMITED



2012  
INTERIM REPORT  
中期報告  
( Stock Code 股份代號 : 1105 )

# Consolidated Income Statement

## 綜合收益表

*For the six months ended 30 June 2012* 截至二零一二年六月三十日止六個月

The board of directors (“Board”) of Sing Tao News Corporation Limited (“Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (“Group”) for the six months ended 30 June 2012 together with the comparative figures for the corresponding period in 2011 as follows:

星島新聞集團有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(「本集團」)截至二零一二年六月三十日止六個月之未經審核簡明綜合業績，連同二零一一年同期之比較數字如下：

		<b>For the six months ended 30 June</b>		
		截至六月三十日止六個月		
		2012	2011	
		二零一二年	二零一一年	
		<b>(Unaudited)</b>	<b>(Unaudited)</b>	
		(未經審核)	(未經審核)	
		<b>HK\$'000</b>	<b>HK\$'000</b>	
		千港元	千港元	
REVENUE	收入	2	<b>1,054,589</b>	1,146,350
Cost of sales	銷售成本		<b>(735,677)</b>	(784,233)
Gross profit	毛利		<b>318,912</b>	362,117
Other income and gains, net	其他收入及收益淨額	3	<b>6,697</b>	9,947
Distribution costs	分銷成本		<b>(138,342)</b>	(131,090)
Administrative expenses	行政開支		<b>(152,973)</b>	(151,108)
Other expenses	其他開支		<b>(2,241)</b>	(5,108)
Finance costs	融資成本	4	<b>(153)</b>	(352)
Share of profits and losses of:	應佔下列公司溢利及虧損：			
Jointly-controlled entities	共同控制公司		<b>35,085</b>	12,254
An associate	一間聯營公司		<b>(5,792)</b>	(5,000)
Impairment of amounts due from jointly-controlled entities	應收共同控制公司款項減值		<b>(937)</b>	(500)
PROFIT BEFORE TAX	除稅前溢利	5	<b>60,256</b>	91,160
Income tax expense	所得稅開支	6	<b>(9,821)</b>	(130)
PROFIT FOR THE PERIOD	期內溢利		<b>50,435</b>	91,030
ATTRIBUTABLE TO:	以下人士應佔：			
Owners of the Company	本公司擁有人		<b>50,460</b>	91,105
Non-controlling interests	非控股權益		<b>(25)</b>	(75)
			<b>50,435</b>	91,030
Earnings per share attributable to ordinary equity holders of the Company – (HK cents)	本公司普通股權持有人應佔每股溢利 – (港仙)			
Basic	基本	7	<b>5.99</b>	10.47
Diluted	攤薄		<b>5.92</b>	10.21

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the six months ended 30 June 2012 截至二零一二年六月三十日止六個月

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2012</b>	2011
		二零一二年	二零一一年
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Profit for the period	期內溢利	<b>50,435</b>	91,030
Other comprehensive income for the period, net of tax:	期內其他全面收益(除稅後):		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	<b>(1,820)</b>	8,403
Total comprehensive income for the period	期內全面收益總額	<b>48,615</b>	99,433
Attributable to:	以下人士應佔:		
Owners of the Company	本公司擁有人	<b>48,640</b>	99,508
Non-controlling interests	非控股權益	<b>(25)</b>	(75)
		<b>48,615</b>	99,433

# Consolidated Statement of Financial Position

## 綜合財務狀況表

30 June 2012 二零一二年六月三十日

		30 June 2012 二零一二年 六月三十日 (Unaudited) (未經審核)	31 December 2011 二零一一年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	734,170	760,839
Investment properties	投資物業	38,149	38,304
Goodwill	商譽	857	857
Other intangible assets	其他無形資產	11,149	11,712
Investments in jointly-controlled entities	於共同控制公司之投資	172,348	138,202
Investment in an associate	於一間聯營公司之投資	20,494	42,267
Available-for-sale investments	可供出售投資	44,559	44,559
Deposit for an investment	投資訂金	27,443	27,443
Deferred tax assets	遞延稅項資產	13,048	13,027
Other deposits paid	其他已繳按金	27,787	21,847
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>1,090,004</b>	1,099,057
CURRENT ASSETS	流動資產		
Inventories	存貨	148,866	97,995
Trade receivables	應收賬款	501,871	561,531
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	61,003	47,865
Financial assets at fair value through profit or loss	按公平值記入損益賬之財務資產	79,717	48,314
Tax recoverable	可收回稅項	5,492	5,902
Cash and cash equivalents	現金及現金等值項目	439,290	540,008
<b>Total current assets</b>	<b>流動資產總值</b>	<b>1,236,239</b>	1,301,615
CURRENT LIABILITIES	流動負債		
Trade and bills payables	應付賬款及票據	127,229	134,920
Other payables and accruals	其他應付款項及應計款項	205,285	250,057
Tax payable	應付稅項	68,395	62,471
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	935	1,121
<b>Total current liabilities</b>	<b>流動負債總值</b>	<b>401,844</b>	448,569
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>834,395</b>	853,046
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>已減流動負債之資產總值</b>	<b>1,924,399</b>	1,952,103
NON-CURRENT LIABILITIES	非流動負債		
Finance lease and hire purchase contract payables	融資租約及租購合約應付款項	2,728	2,683
Deferred tax liabilities	遞延稅項負債	41,244	40,885
<b>Total non-current liabilities</b>	<b>非流動負債總值</b>	<b>43,972</b>	43,568
<b>Net assets</b>	<b>資產淨值</b>	<b>1,880,427</b>	1,908,535
EQUITY	股權		
Equity attributable to owners of the Company	本公司擁有人應佔股權		
Issued capital	已發行股本	167,456	173,806
Reserves	儲備	1,712,686	1,692,555
Proposed final dividend	建議末期股息	-	41,864
<b>Non-controlling interests</b>	<b>非控股權益</b>	<b>285</b>	310
<b>Total equity</b>	<b>股權總額</b>	<b>1,880,427</b>	1,908,535

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the six months ended 30 June 2012 截至二零一二年六月三十日止六個月

		Unaudited 未經審核										Non- controlling interests 非控股權益	Total equity 股東總額	
		Attributable to owners of the Company 本公司擁有人應佔												
		Issued ordinary share capital 已發行 普通股 股本	Share premium account 溢價賬	Contributed surplus 繳入盈餘	Share option reserve 購股權 儲備	Asset revaluation reserve 資產 重估儲備	Investment revaluation reserve 投資 重估儲備	Exchange fluctuation reserve 匯兌 波動儲備	Other reserves 其他儲備	Retained profits 保留溢利	Proposed final dividend 擬派 末期股息	Total		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	173,806	22,792	413,825	9,588	76,094	5,627	36,413	19,960	1,108,256	41,864	1,908,225	310	1,908,535
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(1,820)	-	50,460	-	48,640	(25)	48,615
Issue of ordinary shares	發行普通股	50	144	-	(23)	-	-	-	-	-	-	171	-	171
Repurchase of shares	購回股份	(6,400)	(22,865)	(5,935)	-	-	-	-	-	-	-	(35,200)	-	(35,200)
Equity-settled share option arrangements	股權結算購股權安排	-	-	-	170	-	-	-	-	-	-	170	-	170
Final 2011 dividend declared	已宣派二零一一年末期股息	-	-	-	-	-	-	-	-	-	(41,864)	(41,864)	-	(41,864)
At 30 June 2012	於二零一二年六月三十日	167,456	71	407,890	9,735	76,094	5,627	34,593	19,960	1,158,716	-	1,880,142	285	1,880,427
At 1 January 2011	於二零一一年一月一日	174,023	25,421	413,825	9,744	67,030	4,610	40,418	19,960	1,050,602	43,511	1,849,144	351	1,849,495
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	8,403	-	91,105	-	99,508	(75)	99,433
Issue of ordinary shares	發行普通股	260	1,471	-	(533)	-	-	-	-	-	-	1,198	-	1,198
Repurchase of shares	購回股份	(323)	(3,209)	-	-	-	-	-	-	-	-	(3,532)	-	(3,532)
Equity-settled share option arrangements	股權結算購股權安排	-	-	-	382	-	-	-	-	-	-	382	-	382
Final 2010 dividend declared	已宣派二零一零年末期股息	-	-	-	-	-	-	-	-	(32)	(43,511)	(43,543)	-	(43,543)
At 30 June 2011	於二零一一年六月三十日	173,960	23,683	413,825	9,593	67,030	4,610	48,821	19,960	1,141,675	-	1,903,157	276	1,903,433

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2012 截至二零一二年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2012 二零一二年 (Unaudited) (未經審核)	2011 二零一一年 (Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元
NET CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES	經營業務產生／（使用）之 現金流量淨額	<b>(22,486)</b>	33,380
NET CASH FLOWS USED IN INVESTING ACTIVITIES	投資業務使用之現金流量淨額	<b>(5,282)</b>	(91,924)
NET CASH FLOWS USED IN FINANCING ACTIVITIES	融資活動使用之現金流量淨額	<b>(77,809)</b>	(51,656)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目減少淨額	<b>(105,577)</b>	(110,200)
Cash and cash equivalents at beginning of period	期初之現金及現金等值項目	<b>502,652</b>	555,782
Effects of foreign exchange rate changes, net	匯率變動之影響淨額	<b>946</b>	7,187
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終之現金及現金等值項目	<b>398,021</b>	452,769
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘分析		
Cash and bank balances	現金及銀行結餘	<b>313,052</b>	350,066
Non-pledged time deposits	無抵押定期存款	<b>126,238</b>	113,554
Cash and cash equivalents as stated in the statement of financial position	財務狀況表內所述的現金及 現金等值項目	<b>439,290</b>	463,620
Non-pledged time deposits with original maturity of more than three months when acquired	於取得時到期日超過三個月之 無抵押定期存款	<b>(41,269)</b>	(10,851)
Cash and cash equivalents as stated in the statement of cash flows	現金流量表內所述的現金及 現金等值項目	<b>398,021</b>	452,769

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 1. ACCOUNTING POLICIES

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

The accounting policies and basis of preparation adopted in the preparation of the interim financial statements are consistent with those adopted in the preparation of the annual financial statements for the year ended 31 December 2011.

In the current period, the Group has applied, for the first time, a number of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA, which are effective for accounting periods beginning on or after 1 January 2012. The adoption of these amendments has no material impact on the Group’s results and financial position for the current or prior periods. The Group has not applied the new or revised HKFRSs that have been issued but are not yet effective for the current accounting period.

### 1. 會計政策

本簡明綜合中期財務報表乃根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄16所載之適用披露規定以及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。

編製本中期財務報表時所採納之會計政策及編製基準與編製截至二零一一年十二月三十一日止年度全年財務報表所採用者相同。

於本期間，本集團首次應用香港會計師公會所頒佈之多項於二零一二年一月一日或之後開始會計期間生效之經修訂香港財務報告準則。採用該些修訂對本集團於本會計期度或過往會計期度之業績及財務狀況並無重大影響。本集團並無應用已頒佈但於本會計期度仍未生效之新訂及經修訂香港財務報告準則。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 2. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operation decision-maker.

### 2. 經營分部資料

就管理而言，本集團根據產品及服務組織成業務單位。經營分部按照與向主要經營決策者提供的內部報告貫徹一致的方式報告。

For the six months ended 30 June 2012 (unaudited)		Media	Trading	Others	Total
截至二零一二年六月三十日止六個月(未經審核)		媒體	貿易	其他	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Segment revenue:</b>	分部收入：				
<b>Sales to external customers</b>	向外界客戶銷售	969,603	81,872	3,114	1,054,589
<b>Intersegment sales</b>	分部業務間之銷售	326	-	94,448	94,774
		969,929	81,872	97,562	1,149,363
<b>Reconciliation:</b>	對賬：				
<b>Elimination of intersegment sales</b>	分部業務間之銷售的對銷				(94,774)
<b>Revenue</b>	收入				1,054,589
<b>Segment results</b>	分部業績	69,810	2,401	(11,802)	60,409
<b>Reconciliation:</b>	對賬：				
<b>Finance costs</b>	融資成本				(153)
<b>Profit before tax</b>	除稅前溢利				60,256
For the six months ended 30 June 2011 (unaudited)		Media	Trading	Others	Total
截至二零一一年六月三十日止六個月(未經審核)		媒體	貿易	其他	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Segment revenue:	分部收入：				
Sales to external customers	向外界客戶銷售	985,859	156,636	3,855	1,146,350
Intersegment sales	分部業務間之銷售	804	-	84,409	85,213
		986,663	156,636	88,264	1,231,563
<b>Reconciliation:</b>	對賬：				
<b>Elimination of intersegment sales</b>	分部業務間之銷售的對銷				(85,213)
<b>Revenue</b>	收入				1,146,350
<b>Segment results</b>	分部業績	97,447	1,408	(7,343)	91,512
<b>Reconciliation:</b>	對賬：				
<b>Finance costs</b>	融資成本				(352)
<b>Profit before tax</b>	除稅前溢利				91,160

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 3. OTHER INCOME AND GAINS, NET

### 3. 其他收入及收益淨額

		For the six months ended 30 June 截至六月三十日止六個月	
		2012 二零一二年 (Unaudited) (未經審核)	2011 二零一一年 (Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元
Bank interest income	銀行利息收入	2,184	2,110
Investment income	投資收入	1,565	540
Dividend income from listed equity investments	來自上市股本投資之股息收入	448	646
Gain/(loss) on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之收益／(虧損)	(306)	326
Fair value gains/(losses), net on:	公平值收益／(虧損)之淨額：		
Financial assets at fair value through profit or loss	按公平值記入損益賬之財務資產	(5,683)	1,514
Derivative financial instruments – transactions not qualifying as hedges	衍生金融工具 – 不符合對沖資格之交易	310	59
Exchange gains/(losses), net	匯兌收益／(虧損)·淨額	2,403	(1,911)
Others	其他	5,776	6,663
		<b>6,697</b>	<b>9,947</b>

### 4. FINANCE COSTS

### 4. 融資成本

		For the six months ended 30 June 截至六月三十日止六個月	
		2012 二零一二年 (Unaudited) (未經審核)	2011 二零一一年 (Unaudited) (未經審核)
		HK\$'000 千港元	HK\$'000 千港元
Interest on bank loans and overdrafts wholly repayable within five years	須於五年內悉數償還之銀行貸款及透支利息	109	272
Interest on finance leases	融資租賃利息	44	80
		<b>153</b>	<b>352</b>

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 5. PROFIT BEFORE TAX

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

### 5. 除稅前溢利

本集團之除稅前溢利已扣除：

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Amortisation of intangible assets	無形資產攤銷	563	563
Depreciation	折舊	42,854	38,334

### 6. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

### 6. 所得稅

香港利得稅乃按期內於香港產生之估計應課稅溢利以16.5% (二零一一年：16.5%) 稅率撥備。於其他地區之應課稅溢利之稅項乃按本集團有業務經營之國家之現行稅率計算。

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		<b>HK\$'000</b>	<b>HK\$'000</b>
		千港元	千港元
Current:	即期：		
Charge for the period:	期內支出：		
The People's Republic of China:	中華人民共和國：		
Hong Kong	香港	7,123	1,481
Elsewhere	其他地區	210	3
Elsewhere	其他地區	1,992	2,706
Under/(over) provision in prior periods	過往期間撥備不足／(超額撥備)	154	(2,958)
Deferred	遞延	342	(1,102)
Total tax expense for the period	期內稅務開支總額	9,821	130

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 7. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit for the period attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the period.

The calculation of diluted earnings per share is based on the profit for the period attributable to ordinary equity holders of the Company, as used in the basic earnings per share calculation. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all the dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

### 7. 本公司普通股權持有人應佔每股溢利

每股基本溢利乃按期內本公司普通股權持有人應佔溢利及期內已發行普通股之加權平均數計算。

每股攤薄溢利乃按用於計算每股基本溢利之期內本公司普通股權持有人應佔溢利計算。計算時所用之普通股加權平均數為計算每股基本溢利所用之期內已發行之普通股數目，以及假設普通股加權平均數於所有具攤薄潛力之普通股被視作獲行使或兌換成普通股時已以無償形式發行。

每股基本及攤薄溢利乃按下列基準計算：

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
<b>Earnings</b>	<b>溢利</b>		
Profit attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔溢利	<b>50,460</b>	91,105
		<b>Number of shares</b>	
		股份數目	
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	期內已發行普通股加權平均數用作計算每股基本溢利	<b>843,083,556</b>	870,392,134
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄影響 – 普通股加權平均數：購股權	<b>8,951,774</b>	22,322,606
		<b>852,035,330</b>	892,714,740

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 8. DIVIDEND

At a meeting of the Board held on 29 August 2012, an interim dividend of HK3.5 cents per share was declared for the year ending 31 December 2012. This proposed dividend is not reflected as a dividend payable in these condensed financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2012.

### 9. AVAILABLE-FOR-SALE INVESTMENTS

Investment securities:

Overseas listed equity securities,  
at fair value

Unlisted equity securities, at cost

Unlisted debt securities, at fair value

投資證券：

於海外之上市股本證券，  
按公平值

非上市股本證券，按成本值

非上市債務證券，按公平值

### 8. 股息

本公司於二零一二年八月二十九日舉行之董事會會議上宣佈截至二零一二年十二月三十一日止年度派發中期股息每股3.5港仙。此擬派發之股息並未於本簡明財務報表中以應付股息反映，惟將於截至二零一二年十二月三十一日止年度之保留溢利撥款中反映。

### 9. 可供出售投資

	30 June 2012 二零一二年 六月三十日 (Unaudited) (未經審核)	31 December 2011 二零一一年 十二月三十一日
	HK\$'000 千港元	HK\$'000 千港元
	<b>47</b>	47
	<b>37,178</b>	37,178
	<b>7,334</b>	7,334
	<b>44,559</b>	44,559

The above investments consist of investments in equity securities which are designated as available-for-sale financial assets and have no fixed maturity date or coupon rate.

The fair values of listed equity investments are based on quoted market prices, and the fair values of unlisted debt securities are based on recent transaction prices.

Pursuant to the disclosure requirement of Section 129(1) of the Hong Kong Companies Ordinance, the Group holds 90.1% interest in the Class A issued share capital of Wang Strategic Capital Partners (I) Limited ("Wang"), exceeding 20% of the nominal value of Wang's issued shares of that class at 30 June 2012. The Group has no control nor significant influence over the financial and operating policies of Wang. Wang is incorporated in the Cayman Islands.

The Group's unlisted equity securities with an aggregate carrying amount of HK\$37,138,000 as at 30 June 2012 (31 December 2011: HK\$37,138,000) are stated at cost less impairment because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably.

上述投資包括界定為可供出售財務資產且無固定到期日或票息率之股本證券投資。

上市股本投資之公平值按所報市價釐定，而非上市債務證券之公平值則按近日交易價釐定。

根據香港公司條例第129(1)條，本集團於二零一二年六月三十日持有Wang Strategic Capital Partners (I) Limited (「Wang」) 90.1%類別A已發行股本，超過Wang該類已發行股份面值之20%。本集團對Wang的財務和經營政策並無控制權或重大影響。Wang於開曼群島註冊成立。

本集團於二零一二年六月三十日賬面值合共為37,138,000港元(二零一一年十二月三十一日：37,138,000港元)之非上市股本證券以成本減去減值列值，原因為該等投資合理公平值估計範圍太大，所以董事認為公平值不能可靠地計量。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 10. TRADE RECEIVABLES

### 10. 應收賬款

		<b>30 June 2012</b> 二零一二年 六月三十日 (Unaudited) (未經審核)	31 December 2011 二零一一年 十二月三十一日
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Trade receivables	應收賬款	<b>515,823</b>	574,435
Impairment	減值	<b>(13,952)</b>	(12,904)
		<b>501,871</b>	561,531

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for a period of one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest bearing.

An aged analysis of trade receivables as at the end of the reporting period, based on the payment due date, is as follows:

除了新客户一般須提前付款外，本集團與其客戶之貿易主要採取記賬形式進行，信貸期一般為一個月，主要客戶可延長至三個月。各客戶均設有最高信貸額。本集團對其尚未清償應收賬款維持嚴格控制，並設有信貸監控部門以儘量減低信貸風險。高級管理層經常檢討逾期未付之結餘。考慮到上述各項及本集團之應收賬款乃與大量多元化客戶有關，故並無信貸風險集中之情況。本集團並無就其應收賬款持有任何抵押品或其他信用提升物。應收賬款為免息。

於報告期末，應收賬款根據款項到期日之賬齡分析載列如下：

		<b>30 June 2012</b> 二零一二年 六月三十日 (Unaudited) (未經審核)	31 December 2011 二零一一年 十二月三十一日
		<i>HK\$'000</i> 千港元	<i>HK\$'000</i> 千港元
Current to 30 days	即期至30天	<b>374,806</b>	392,366
31 – 60 days	31至60天	<b>47,657</b>	75,336
61 – 90 days	61至90天	<b>36,723</b>	37,196
91 – 120 days	91至120天	<b>18,959</b>	25,626
Over 120 days	超過120天	<b>37,678</b>	43,911
		<b>515,823</b>	574,435

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 11. 按公平值記入損益賬之財務資產

		<b>30 June</b>	31 December
		<b>2012</b>	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		<b>(Unaudited)</b>	
		(未經審核)	
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Listed equity securities, at market value:	上市股本證券，按市值：		
Hong Kong	香港	<b>47,536</b>	16,459
Elsewhere	其他地方	<b>1,224</b>	1,225
Unlisted debt securities, at fair value	非上市債務證券，按公平值	<b>30,957</b>	30,630
		<b>79,717</b>	48,314

The above investments at 30 June 2012 and 31 December 2011 were classified as held for trading. The fair values of the above unlisted debt securities are determined based on the quoted prices from investment banks.

於二零一二年六月三十日及二零一一年十二月三十一日，上述投資分類為持作買賣用途。上述非上市債務證券之公平值按投資銀行所報價格而釐定。

### 12. TRADE AND BILLS PAYABLES

An aged analysis of trade and bills payables as at the end of the reporting period, based on the payment due date, is as follows:

### 12. 應付賬款及票據

於報告期末，應付賬款及票據根據款項到期日之賬齡分析載列如下：

		<b>30 June</b>	31 December
		<b>2012</b>	2011
		二零一二年	二零一一年
		六月三十日	十二月三十一日
		<b>(Unaudited)</b>	
		(未經審核)	
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Current to 30 days	即期至30天	<b>110,140</b>	105,597
31 – 60 days	31至60天	<b>8,858</b>	18,304
61 – 90 days	61至90天	<b>404</b>	1,580
91 – 120 days	91至120天	<b>454</b>	2,904
Over 120 days	超過120天	<b>7,373</b>	6,535
		<b>127,229</b>	134,920

The trade payables are non-interest-bearing and are normally settled on 60-day terms.

應付款項並不計息且一般須於60日償還。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 13. SHARE CAPITAL

### 13. 股本

		30 June 2012 二零一二年 六月三十日 (Unaudited) (未經審核)	31 December 2011 二零一一年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元
Authorised:	法定股本：		
2,354,256,546 ordinary shares of HK\$0.2 each	2,354,256,546股普通股 每股面值0.2港元	470,851	470,851
1,291,486,908 5% redeemable cumulative convertible preference shares of HK\$0.1 each	1,291,486,908股每股面值 0.1港元之5%累積可贖回 可轉換優先股	129,149	129,149
		<b>600,000</b>	<b>600,000</b>
Issued and fully paid:	已發行及繳足股本：		
837,280,517 (31 December 2011: 869,030,517) ordinary shares of HK\$0.2 each	837,280,517股(二零一一年 十二月三十一日：869,030,517股) 普通股每股面值0.2港元	167,456	173,806

During the period ended 30 June 2012, the Company repurchased a total of 32,000,000 of its own shares through the Stock Exchange for an aggregate consideration of approximately HK\$35,200,000. The price per share paid by the Company for the purchase of shares during the period was HK\$1.1.

All the repurchased shares were cancelled by the Company upon such repurchase and, accordingly, the issued share capital of the Company was reduced by the nominal value of these shares. The premium payable on the repurchase was charged against the share premium account and the contributed surplus account, respectively.

The directors considered that, as the Company's shares are trading at a discount to the expected net asset value per share, the repurchase of shares would be beneficial to the Company.

During the period ended 30 June 2012, the subscription rights attaching to 250,000 share options were exercised at the subscription prices ranged from HK\$0.564 to HK\$1.16 per share, resulting in the issue of 250,000 new ordinary shares of HK\$0.2 each for a total cash consideration, before expenses, of approximately HK\$171,000. The related share option reserve of approximately HK\$23,000 was transferred to the share premium account upon the exercise of these share options.

截至二零一二年六月三十日止期間，本公司在聯交所購回其本身股份合共32,000,000股，總代價約為35,200,000港元。本公司在此期間支付購回的股份每股價格為1.1港元。

本公司購回股份後註銷所有被購回的股份，本公司之已發行股本因此按該等股份之面值而削減。購回股份應付之溢價分別在股份溢價賬及繳入盈餘中扣除。

董事認為，由於本公司之股份以每股預期資產淨值之折讓價買賣，故購回股份對本公司有利。

截至二零一二年六月三十日止期間，賦予認購權之購股權250,000股已被行使，行使價介乎每股0.564港元至1.16港元，致使發行250,000股新普通股，每股面值0.2港元，總現金代價(扣除開支前)約為171,000港元。在該等購股權行使後，約為23,000港元由相關的購股權儲備轉撥至股份溢價賬。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 14. SHARE OPTION SCHEME

Share options are granted to certain directors and employees. The exercise price of the granted options shall be at least the higher of: (i) the closing price of the shares on the date of grant; and (ii) the average closing price of the shares for the five business days immediate preceding the date of grant. The contractual life of the options is ten years and the Group has no legal or constructive obligation to repurchase or settle the options in cash.

### 15. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

### 14. 購股權計劃

購股權可授予若干董事及僱員。授出之購股權行使價須至少為下列兩者中的較高者：(i)有關股份在購股權授出日期的收市價；及(ii)該等股份在購股權授出日期前5個營業日的平均收市價。購股權之合約年期為十年，而本集團並無以現金購回或清償購股權之法律或推定責任。

### 15. 承擔

本集團於報告期末有以下資本承擔：

		<b>30 June</b> <b>2012</b> 二零一二年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2011 二零一一年 十二月三十一日
		<b>HK\$'000</b> 千港元	<b>HK\$'000</b> 千港元
Contracted, but not provided for	已訂約但未撥備	<b>12,857</b>	2,630
Authorised, but not contracted for	已授權但未簽約	<b>29,204</b>	44,366
		<b>42,061</b>	46,996

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 16. RELATED PARTY TRANSACTIONS

### 16. 關連人士交易

#### (a) Material transactions with related parties

#### (a) 與關連人士之重大交易

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
News service fee income received from jointly-controlled entities	來自共同控制公司之 已收新聞服務費用收入	10,560	9,195

#### (b) Compensation of key management personnel of the Group

#### (b) 本集團主要管理人員之薪酬

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	17,094	16,067
Post-employment benefits	退休後福利	38	36
Share-based payments	以股份為基礎之付款	-	-
Total compensation paid to key management personnel	向主要管理人員支付之 酬金總額	17,132	16,103

**17. EVENTS AFTER THE REPORTING PERIOD**

On 3 July 2012, the Group entered into agreements to dispose of its entire interest in an associate to third parties. The consideration will be settled by the transfer of four units of property situated in Beijing. In addition, the Group also entered into another agreement with the then associate to grant an option to purchase the properties on or before 31 October 2012. Management expected the gain or loss on disposal of the associate before tax to be not material to the Group's results for the year ending 31 December 2012.

**18. APPROVAL OF THE INTERIM FINANCIAL REPORT**

These condensed consolidated interim financial statements were approved and authorised for issue by the Board on 29 August 2012.

**17. 報告期間後事項**

於二零一二年七月三日，本集團與第三者簽約出售本集團於其聯營公司之所有權益。代價為北京的四個物業單位。另外，本集團亦與該當時的聯營公司簽約，授予權利於二零一二年十月三十一日或之前可購買該四個物業單位。董事預期此項出售聯營公司之稅前收益或虧損並不會對本集團於截至二零一二年十二月三十一日止年度之業績產生重大影響。

**18. 批核本中期財務報告**

董事會於二零一二年八月二十九日批核並授權刊發本簡明綜合中期財務報表。

# Management Discussion and Analysis

## 管理層討論及分析

### REVIEW OF OPERATIONS

The principal activities of the Group comprise Media and Media-related operations including Newspapers, Magazines and other media-related businesses. In addition, the Group is also engaged in Trading.

The Group reported consolidated revenue of approximately HK\$1,054.6 million for the six months ended 30 June 2012 (“Period”), as compared with approximately HK\$1,146.4 million for the six months ended 30 June 2011 (“Previous Period”). While the revenue of the Group’s core Media operations was relatively stable during the Period, consolidated revenue registered a decrease mainly due to further rationalisation of the non-core Trading unit’s business.

The local media market continued to be subjected to a “free newspaper war” which has started since July 2011, sending repercussions throughout the industry affecting not only free but also paid newspapers and, to some extent, other media segments. The Group expanded the circulation of Headline Daily, its market-leading free newspaper, to further strengthen its competitive edge which, together with higher newsprint prices, temporarily led to lower profit margins during the Period. Accordingly, the Group’s consolidated profit attributable to owners of the Company recorded a reduction to approximately HK\$50.5 million in the Period, from approximately HK\$91.1 million in the Previous Period. However, the profit for the Period showed an improvement over that for the second half of 2011, an indication that the Group has achieved initial victory in this newspapers’ competition.

### Media and Media-related Operations

The core products of the Group’s Media operations continued to see growth in their revenue during the Period, despite the severe competition in the newspaper market and the generally uncertain global economic conditions which caused a slowdown in the local economy. On the other hand, revenue from the overseas and Mainland China markets receded, resulting in the Media segment posting a minor drop in revenue from approximately HK\$985.9 million in the Previous Period to approximately HK\$969.6 million in the Period. Faced with the new competitors in the free newspaper market, Headline Daily expanded its circulation volume giving rise to higher costs of sales during the Period. As a result, segment profit of the Media operations decreased to approximately HK\$69.8 million in the Period, from approximately HK\$97.4 million in the Previous Period.

### 營運回顧

本集團的主要業務為媒體與媒體相關業務，包括報章、雜誌及其他媒體相關業務。此外，本集團亦從事貿易業務。

截至二零一二年六月三十日止六個月（「本期內」），本集團錄得綜合收入約1,054,600,000港元，而截至二零一一年六月三十日止六個月（「去年同期」）則為約1,146,400,000港元。於本期內，本集團的核心媒體業務收入相對穩定，惟本集團進一步調整及縮減其非核心的貿易業務，是導致綜合收入錄得減少的主要原因。

自去年七月開始的「免費報章大戰」繼續影響著本地的媒體市場，不僅對免費及收費報章造成衝擊，也略有波及到其他媒體領域。面對競爭，本集團增加《頭條日報》的發行量以進一步加強其競爭優勢，鞏固其於市場內的領導地位，加上白報紙價格上升，因此令利潤率於本期內暫時有所下降。本集團的本公司擁有人應佔綜合溢利由去年同期約91,100,000港元減少至本期內約50,500,000港元。但相較二零一一年下半年，本期內的溢利其實有所增加，顯示本集團在這報業競爭中已取得初步勝利。

### 媒體與媒體相關業務

本集團的核心媒體產品於本期內繼續錄得收入增長，未受報章市場競爭激烈及全球經濟環境不明朗而令本地經濟增長放緩等不利因素所拖累。然而，一部份來自海外及中國大陸業務收入縮減，使媒體業務的收入由去年同期約985,900,000港元輕微下跌至於本期內約969,600,000港元。作為面對免費報章市場競爭的應戰策略，《頭條日報》提高發行量，導致銷售成本增加。因此，媒體業務的經營溢利由去年同期約97,400,000港元減少至於本期內約69,800,000港元。

### **Newspapers**

The Group's newspaper operations comprise Headline Daily, Sing Tao Daily, The Standard and the overseas business of Sing Tao Daily. Together, these account for the largest percentage of the Media operations' revenue and profit.

During the first half of 2012, Hong Kong's newspaper industry remained in upheaval. With the additional free newspapers in the market, readers were inundated with almost 50% or 1.5 million more copies of newspapers daily than in the same period last year. The expansion of the free newspaper market eroded the market share of paid newspapers, in particular the mass-market ones, both in terms of readership and advertising revenue. According to advertising market researcher admanGo, although total newspapers' advertising revenue grew year-on-year in the first half of 2012, paid newspapers' advertising revenue saw a 2% decline. In addition, the readership of mass-market paid newspapers has fallen by 9% since the two new free dailies came about last year, according to data from Ipsos Media Atlas.

In the midst of the rivalry in the free newspaper market, Headline Daily continued to widen the gap with other players and firmly maintained its lead position. With an increase in its circulation copies during the Period, Headline Daily stayed distinctly as Hong Kong's number 1 free newspaper. In addition, its established reputation and quality allowed it to continue to be the free newspaper of choice to the majority of readers and advertisers. Headline Daily remained as the most widely-read newspaper in Hong Kong, sustaining an average readership of 1,626,000 (according to the latest survey by Ipsos Media Atlas) which has largely been untouched by the flood of free newspapers to the market. Faced with the increased competition, Headline Daily's strategy of building on its strengths has seen success in solidifying its market dominance and thereby reinforcing its attractiveness as a mainstream advertising medium. During the Period, Headline Daily's advertising revenue was not only completely unscathed by the new comers but continued to grow steadily, with the biggest advances in Retail, Food and Telecom Services. This may also be attributed to the editorial improvements in the newspaper which have focused on healthy, lively and enjoyable content catering for the reading preferences of its broad-spectrum audience with relatively high spending power.

### **報章**

本集團的報章業務包括《頭條日報》、《星島日報》、《英文虎報》及《星島日報》海外業務，乃媒體業務收入及溢利的主要來源。

於二零一二年上半年，香港報章行業仍然處於動盪，隨著新的免費報章加入，市場上每日所發行的報章數量較去年同期增加接近50%或近1,500,000份。免費報章市場日益擴張，不管在讀者人數或廣告收入方面，皆已開始蠶食收費報章的市場份額，當中以大眾化收費報章所受壓力最為嚴重。根據廣告市場調查公司admanGo的資料，儘管整體報章廣告收入於二零一二年上半年錄得按年增長，但收費報章的廣告收入反跌2%。此外，根據Ipsos Media Atlas的數據顯示，自去年兩份新的免費報章推出後，大眾化收費報章的讀者人數已下跌9%。

於免費報章市場的競爭中，《頭條日報》繼續拋離對手，獨佔鰲頭。於本期內，《頭條日報》的發行量穩坐全港第一免費報章之位。《頭條日報》已建立深入民心的品牌聲譽及卓越的質素，繼續成為大多數讀者及廣告商的首選免費報章。根據Ipsos Media Atlas最新的調查顯示，《頭條日報》蟬聯為全港最多人閱讀的報章，平均讀者人數達1,626,000人，基本上並未受到充斥市場的其他免費報章所威脅。面對競爭加劇，《頭條日報》採取加強本身優勢的策略，初步已見成效，不僅令其市場領先地位更鞏固清晰，並從而增加其作為主流廣告媒體的吸引力，成為重要廣告客戶的必然之選。於本期內，《頭條日報》的廣告收入不僅完全未受新的市場參與者所困擾，更是繼續穩步增長，尤其是零售、食品及電訊服務類別。這亦歸功於編採內容的提升，《頭條日報》以健康、活潑及有趣的內容定位，迎合其具消費力的廣泛讀者市場之口味。

# Management Discussion and Analysis

## 管理層討論及分析

Sing Tao Daily performed satisfactorily and posted another record set of first half results. Although the paid newspaper market was confronted with the challenge from free newspapers, there has not been any apparent negative influence on Sing Tao Daily thanks to its well-defined positioning and recognition as a niche-market quality newspaper. Sing Tao Daily focused on providing its middle-class readers with high value-add content including lifestyle, brands and education. Its unique art-paper sections on Thursday and Sunday were highly-regarded in the market and have attracted its peers to follow suit. During the Period, Sing Tao Daily pioneered the free “Smart Guide” booklet offering handy information on eateries and places of entertainment. In the area of education, apart from its balanced and objective news content which proved to be popular Liberal Studies teaching references, Sing Tao Daily also provided specialised Liberal Studies guide books and learning materials through its education section and website. Given these efforts, the number of Sing Tao Daily’s readers has shown resilience regardless of the general decline in paid newspapers’ readership. Moreover, Sing Tao Daily’s advertising revenue continued to expand during the Period, benefiting from good growth in property advertisements as well as in other high-yield categories including automobiles, luxury goods and fashion.

The Standard continued to improve its financial performance during the Period. In spite of the competition in the free newspaper market, The Standard remained resilient in terms of both its readership and advertising. New advertising revenue sources have been tapped in categories such as overseas properties, luxury living and Macau travel, and special projects in the form of tailor-made inserts, booklets and events brought in additional revenue. Initiatives are underway to refine the distribution channels to maximise the circulation effectiveness and improve related cost efficiencies.

The global economic environment continued to be difficult in the first half of 2012, as economic growth in the US stayed meagre and the Eurozone economy was still stuck in the mire. This has had an unfavourable bearing on the performance of Sing Tao Daily’s overseas operations, resulting in a slight decrease in revenue and profitability, particularly in Europe and certain parts of the US. However, given the well-established brand of Sing Tao Daily in overseas Chinese markets, its high editorial standards, professional management and healthy financial structure, Sing Tao Daily has continued to enjoy a leading position as an overseas Chinese newspaper and the overseas operations are poised to ride on the next upswing in the economic cycle.

《星島日報》表現令人滿意，於上半年再創佳績。儘管收費報章市場面對免費報章的嚴峻挑戰，《星島日報》憑藉多年來建立的明確定位，深受讀者認可為一份有別於大眾化市場的高質報章，因而並未有受明顯影響。《星島日報》致力以高增值內容服務中產讀者，當中包括生活時尚、品牌資訊及教育方面。逢星期四及星期日以粉紙刊印的獨特版面廣受市場歡迎，更使同業爭相仿效。於本期內，《星島日報》率先免費推出「食玩王」小冊子，推介餐飲及消閒好去處，便利讀者。在教育方面，除了其全面及持平的新聞內容早被廣泛用作通識教材外，《星島日報》亦出版通識天書系列及在其教育版及教育網站提供全方位通識學習資料。憑藉上述精益求精的努力，《星島日報》的讀者人數未有跟隨整體收費報章讀者人數的下跌趨勢。此外，受惠於地產廣告及其他高邊際利潤廣告類別如汽車、奢華產品及時裝的增長，《星島日報》的廣告收入於本期內持續增加。

《英文虎報》的財務表現於本期內繼續得以改善。儘管面對免費報章市場的競爭，《英文虎報》在讀者人數及廣告方面仍然保持平穩。《英文虎報》開拓諸如海外物業、高質生活及澳門旅遊等類別的新廣告收入來源，並透過承接度身訂造的插頁廣告、小冊子及活動以增加額外收入。此外，《英文虎報》正積極優化其發行渠道，務求加強發行效能及提升發行成本效益。

由於美國經濟增長步伐依然疲弱及歐元區經濟仍陷於困境，二零一二年上半年的全球經濟環境繼續欠佳，此對《星島日報》海外業務的表現構成不利因素，導致收入及盈利稍有下跌，尤其在歐洲及美國部份地區。然而，《星島日報》於海外華人市場早已建立品牌聲譽，且擁有優良的編採質素、專業的管理及穩健的財務架構，繼續於海外中文報章市場中高踞榜首，未來當經濟週期向上時，《星島日報》海外業務將可受惠。

### **Magazines**

The Magazine unit continued to deliver respectable growth in advertising revenue during the Period and its financial results remained stable. East Week, the unit's flagship title, performed well with consistent increase in revenue. In addition, its professional and exclusive news reporting increasingly raised its clout as a current affairs magazine. East Touch and PC Market maintained a solid performance, with the latter also achieving an improvement in profit margin due to more cost-effective circulation. The monthly titles, JET and Spiral, kept a strong momentum in growing their advertising revenue from high-end branded products. Although the proliferation of free newspapers and new forms of media have led to a weakening in magazine circulation sales in general, the impact on the Group's magazines has been relatively small and the readership of the Group's major magazines have remained steady.

The Magazine unit's initiative in building up its multi-media business has been a factor contributing to the accomplishment in readership. Committed efforts were made in developing the mobile platform of the magazines to increase their market exposure and tap into new reader segments. These included making available a selection of content for free viewing, as well as paid subscriptions via tablet and smartphone devices. In addition, the unit is undertaking the development of new tablet applications with multi-media features which will not only attract additional readers but also generate further advertising revenue.

### **雜誌**

於本期內，雜誌業務的廣告收入錄得不錯的升幅，其財務業績則保持穩定。集團之旗艦雜誌《東周刊》表現理想，收入持續增長。此外，《東周刊》接連提供專業及獨家的新聞報道，成為愈來愈有影響力及備受重視的時事雜誌。《東TOUCH》及《電腦廣場》表現維持紮實，後者更以改善發行成本效益而取得利潤率上升。至於兩份月刊《JET》和《游絲腕錶雜誌》，其來自頂級品牌產品的廣告收入繼續強勁的增長勢頭。儘管免費報章及新形式媒體湧現市場，導致整體雜誌銷售量下降，惟本集團旗下雜誌所受影響相對輕微，而主要雜誌的讀者人數持續平穩。

雜誌業務亦於本期內積極開拓多媒體業務，致力發展各雜誌的流動平台，以增加市場知名度及吸納新讀者群，當中包括在平板電腦及智能手機讓讀者免費閱覽精選內容，與及付費訂閱網上版本。此外，雜誌業務正在開發具備多媒體功能的新平板電腦應用程式，以吸納更多讀者之餘，亦可帶來嶄新廣告收入。

# Management Discussion and Analysis

## 管理層討論及分析

### Non-Media Operations

#### Trading

Revenue of the Group's Trading unit amounted to approximately HK\$81.9 million for the Period, as compared with approximately HK\$156.6 million for the Previous Period. The further decrease in turnover was a result of the Group's design to rationalise the non-core Trading business to reduce its weighting in the Group's overall operations. By focusing on selling higher-margin products and streamlining its operational structure, the unit achieved an increase in segment profit from approximately HK\$1.4 million in the Previous Period to approximately HK\$2.4 million in the Period.

### PROSPECTS

The general economic outlook for the remainder of 2012 is not particularly bright at the moment. Uncertainty over the Eurozone debt crisis continues to put a drag on the already feeble European economies and the US economy is showing signs of renewed weakness. These will have negative ripple effects on markets worldwide including Hong Kong's. At the same time, the newspaper industry here will continue a phase of transformation whereby increased competition among free newspapers is bolstering their development into a mainstream media, challenging the traditional position of mass-market paid newspapers.

Management is cautiously optimistic about the Group's prospects for the second half. At the forefront of the rising trend of free newspapers, Headline Daily has further improved its competence in the course of competition with an expanded circulation and enriched content, and has emerged a stronger player with reinforced market leadership. If this tendency persists, Headline Daily's advertising will continue to benefit, gaining market share from mass-market paid newspapers which are undergoing a downward spiral in circulation sales and advertising revenue. Although the additional investments in Headline Daily may affect profit margins in the short term, the benefits will outweigh the costs and Management believes that Headline Daily will become the biggest winner in this process of change.

### 非媒體業務

#### 貿易

本集團貿易業務於本期內的收入為約81,900,000港元，而去年同期則為約156,600,000港元。營業額進一步減少，乃由於本集團繼續調整非核心的貿易業務，以縮減其於本集團整體業務所佔比重。透過專注銷售較高利潤的產品及精簡其營運架構，貿易業務的經營溢利由去年同期約1,400,000港元增加至本期內約2,400,000港元。

#### 展望

目前預計，二零一二年下半年的整體經濟前景並不明朗，歐元區債務危機的不穩因素進一步拖累本已積弱的歐洲經濟，而美國經濟又再現疲態，此均對全球市場帶來負面的連鎖效應，香港亦難以獨善其身。與此同時，報業將繼續處於演變階段，免費報章之間的激烈競爭正推動其發展成為主流媒體，動搖大眾化收費報章的傳統地位。

管理層預計下半年的經營狀況可以審慎樂觀。《頭條日報》帶領免費報章的升勢，更是先拔頭籌。在競爭的過程中《頭條日報》增加發行量及優化內容，全面領先對手，強者愈強的現象日見明顯。倘若此趨勢持續，《頭條日報》的廣告將可不斷受惠，並從發行銷售及廣告收入一直下跌的大眾化收費報章搶佔市場份額。縱然現階段對《頭條日報》投入的額外投資或於短期內影響利潤率，但將能取得長遠回報，而管理層相信《頭條日報》將成為當前轉變中的最大得益者。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

The Group maintained a strong financial position with a net cash position throughout the Period under review. As at 30 June 2012, the Group had a net cash balance (calculated with reference to the Group's cash balances and total borrowings) of approximately HK\$436 million (31 December 2011: approximately HK\$536 million).

The gearing ratio, defined as long-term borrowings to equity, was zero as at 30 June 2012 (31 December 2011: zero).

### CAPITAL STRUCTURE, EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group adopts a prudent approach in managing its treasury function and uses different hedging methods to minimize the impact of foreign exchange fluctuations on its financial performance.

### EMPLOYEES

As at 30 June 2012, the Group had approximately 2,400 employees.

The Group remunerates its employees based on individual and business performance. Competitive salaries and benefits are paid to attract and retain quality staff. Other employee benefits include medical insurance, discretionary bonus, share options and provident fund schemes.

### INTERIM DIVIDEND

The Board has resolved to declare an interim dividend of HK3.5 cents (Previous Period: HK4.5 cents) per share for the Period payable on Thursday, 20 September 2012 to shareholders whose names appear on the register of members of the Company on Friday, 14 September 2012.

### 流動資金、財務資源及資本負債比率

本集團於本期內維持穩健之財政狀況並保持淨現金狀況。於二零一二年六月三十日，本集團現金結餘淨額（根據本集團現金結餘及借貸總額計算）約為436,000,000港元（二零一一年十二月三十一日：約為536,000,000港元）。

於二零一二年六月三十日，本集團之資本負債比率（即長期借貸與資本之比率）為零（二零一一年十二月三十一日：零）。

### 資本結構、匯率波動風險

本集團採取審慎方式管理其司庫運作及使用各種對沖方法以減低因外匯波動而對其財務表現造成之影響。

### 僱員

於二零一二年六月三十日，本集團共有約2,400名員工。

本集團根據其僱員之個人表現及其業務之業績，給予僱員具吸引力之薪酬及福利，以吸引及挽留優質員工。其他僱員福利包括醫療保險、酌情花紅、認股權及公積金計劃。

### 中期股息

董事會議決宣佈就本期內派發中期股息每股3.5港仙（去年同期：4.5港仙），並於二零一二年九月二十日（星期四）派予於二零一二年九月十四日（星期五）名列於本公司股東名冊內之股東。

# Other Information

## 其他資料

### DIRECTORS' INTERESTS

As at 30 June 2012, the interests of the directors of the Company ("Directors") in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO") were as follows:

### 董事權益

於二零一二年六月三十日，本公司董事（「董事」）於本公司之股份及相關股份中，擁有根據證券及期貨條例（「證券及期貨條例」）第352條存置之登記冊所記錄之權益如下：

Name of director	Notes	Number of ordinary shares held, capacity and nature of interest 所持普通股數目、身份及權益性質			Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
		Personal interests	Corporate interests	Total	
董事姓名	附註	個人權益	公司權益	總數	
Mr. Ho Tsu Kwok, Charles	何柱國先生 (1)	-	426,197,500	426,197,500	50.90%
Ms. Judy Inn	邢珠迪女士	1,300,000	-	1,300,000	0.15%
Mr. Jia Hongping	賈紅平先生	2,000,000	-	2,000,000	0.23%
Mr. Lai Ting Yiu	黎廷瑤先生	2,000,000	-	2,000,000	0.23%
Mr. Lau Chung Man, Louis	劉仲文先生	2,000,000	-	2,000,000	0.23%
Mrs. Sy Wong Chor Fong	施黃楚芳女士 (2)	1,202,000	81,959,500	83,161,500	9.93%
Mr. Yang Yiu Chong, Ronald Jeffrey	楊耀宗先生	1,350,000	-	1,350,000	0.16%

#### Notes:

- (1) Of these shares, 424,948,000 and 1,249,500 shares were held by Luckman Trading Limited ("Luckman") and Yosham Limited, respectively, which were beneficially owned by Mr. Ho Tsu Kwok, Charles.
- (2) The corporate interests of 81,959,500 shares were held by Stagelight Group Limited ("Stagelight"), which was beneficially owned by Mrs. Sy Wong Chor Fong.

#### 附註：

- (1) 該等股份當中，424,948,000股及1,249,500股分別由Luckman Trading Limited（「Luckman」）及Yosham Limited持有。該兩間公司均由何柱國先生實益擁有。
- (2) 公司權益之股份81,959,500股由Stagelight Group Limited（「Stagelight」）持有，該公司由施黃楚芳女士實益擁有。

Save as disclosed herein, none of the Directors had any interest and short positions in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept pursuant to Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in Appendix 10 of the Listing Rules.

除本文所披露者外，概無董事於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中，擁有根據證券及期貨條例第352條存置之登記冊所記錄或根據上市規則附錄10所載之上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之任何權益及淡倉。

The interests of the Directors in the share options of the Company are separately disclosed in the section "Share Options" below.

董事持有本公司購股權之權益另獨立披露於下文「購股權」一節內。

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 30 June 2012, those persons, other than the Directors or chief executive of the Company, who had the interests of 5% or more of the issued share capital of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

### 主要股東與其他人士之權益

於二零一二年六月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士(本公司之董事或行政總裁除外)擁有本公司已發行股本5%或以上之權益：

Name	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
名稱	附註	身份及權益性質	所持普通股數目	
Luckman	(1)	Beneficial owner 實益擁有人	424,948,000	50.75%
Hong Kong Tobacco Company Limited ("HK Tobacco")	(2)	Deemed interest 視為擁有之權益	424,948,000	50.75%
Stagelight	(3)	Beneficial owner 實益擁有人	81,959,500	9.78%
FIL Limited		Investment Manager 投資經理	50,310,000	6.00%

#### Notes:

- (1) The interests of Mr. Ho Tsu Kwok, Charles, held through a controlled corporation, duplicates to those disclosed in the section "Directors' Interests" above.
- (2) Pursuant to an option agreement dated 20 June 2001 and seven supplemental agreements entered into between Luckman and HK Tobacco on 19 July 2002, 19 July 2003, 19 July 2006, 19 July 2007, 19 July 2008, 19 July 2010 and 19 July 2012, respectively, HK Tobacco was granted an option to purchase from Luckman 33,000,000 ordinary shares of the Company. Under Sections 317 and 318 of the SFO, HK Tobacco is deemed to be interested in all the 424,948,000 ordinary shares of the Company held by Luckman.
- (3) The interests of Mrs. Sy Wong Chor Fong, held through a controlled corporation, duplicates to those disclosed in the section "Directors' Interests" above.

Save as disclosed herein, the Company had not been notified of any other interests or short positions being held by any person in the shares and underlying shares of the Company.

#### 附註：

- (1) 何柱國先生透過一家控制法團持有之權益與上文「董事權益」一節內所披露之權益相同。
- (2) 根據Luckman與香港煙草於二零零一年六月二十日訂立之購股權協議及分別於二零零二年七月十九日、二零零三年七月十九日、二零零六年七月十九日、二零零七年七月十九日、二零零八年七月十九日、二零一零年七月十九日及二零一二年七月十九日訂立之七份補充協議，香港煙草獲授購股權，可向Luckman收購本公司普通股33,000,000股。根據證券及期貨條例第317及318條，香港煙草被視為擁有Luckman所持有之全部424,948,000股本公司普通股之權益。
- (3) 施黃楚芳女士透過一家控制法團持有之權益與上文「董事權益」一節內所披露之權益相同。

除本文所披露者外，本公司並不獲悉任何人士持有本公司之股份及相關股份的任何其他權益或淡倉。

# Other Information

## 其他資料

### SHARE OPTIONS

### 購股權

As at 30 June 2012, details of share options granted to the directors and eligible employees under the share option schemes of the Company are as follows:

截至二零一二年六月三十日，各董事及合資格僱員根據本公司購股權計劃獲授予之購股權詳情如下：

Name or category of participant	Date of grant of share options	Number of share options			Exercise period of share options	Exercise price of share options
		At 1 January 2012	Exercised during the period	At 30 June 2012		
參與者姓名或類別	購股權授出日期	於二零一二年一月一日	期內行使	於二零一二年六月三十日	購股權行使期	購股權行使價 (附註1)
HK\$ 港元						
<b>Directors</b>						
<b>董事</b>						
Under the share option scheme (adopted on 28 May 2002) ("New Scheme") 根據購股權計劃(於二零零二年五月二十八日採納)(「新計劃」)						
Ms. Judy Inn 邢珠迪女士	27-06-06	1,000,000	-	1,000,000	27-06-07 to 26-06-16	0.9200
Mr. Lau Chung Man, Louis 劉仲文先生	23-05-05	1,000,000	-	1,000,000	23-05-06 to 22-05-15	0.7760
Mr. Lo Wing Hung 盧永雄先生	04-05-05	18,000,000	-	18,000,000	04-05-06 to 03-05-15	0.7700
Mr. Yang Yiu Chong, Ronald Jeffrey 楊耀宗先生	28-10-05	1,180,000	-	1,180,000	28-10-06 to 27-10-15	0.7300
Total 合計		21,180,000	-	21,180,000		
<b>Other employees (In aggregate)</b>						
<b>其他僱員(合共)</b>						
Under the share option scheme (adopted on 14 June 1996) 根據購股權計劃 (於一九九六年六月十四日採納)						
	01-03-02	200,000	(200,000)	-	01-06-02 to 21-03-12	0.5640
		200,000	(200,000)	-		
			(Note 2) (附註2)			
Under the New Scheme						
根據新計劃						
	03-05-05	4,372,500	-	4,372,500	03-05-06 to 02-05-15	0.7700
	28-10-05	1,940,000	-	1,940,000	28-10-06 to 27-10-15	0.7300
	19-01-06	750,000	-	750,000	18-01-07 to 18-01-16	0.8200
	12-04-10	3,318,020	(50,000)	3,268,020	12-04-11 to 11-04-20	1.1600
		10,380,520	(50,000)	10,330,520		
			(Note 3) (附註3)			
Total 合計		10,580,520	(250,000)	10,330,520		
Grand Total 總數		31,760,520	(250,000)	31,510,520		

## SHARE OPTIONS (continued)

### Notes:

1. The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
2. The weighted average closing price of the shares of the Company immediately before the date on which the options were exercised was HK\$1.13.
3. The weighted average closing price of the shares of the Company immediately before the date on which the options were exercised was HK\$1.32.

Save as disclosed above, there was no arrangement to which the Company or any of its subsidiaries was a party to enable the Directors and their spouses to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the Period, the Company repurchased certain of its shares on the Stock Exchange and these shares were subsequently cancelled by the Company. Further details of these transactions are set out in note 13 to the condensed consolidated interim financial statements.

Except as disclosed herein, the Company had not redeemed, and neither had the Company nor any of its subsidiaries purchased or sold, any of the Company's listed securities during the Period.

## CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices ("Former Code") and the Corporate Governance Code ("New Code"), which is applicable to financial reports covering a period after 1 April 2012) contained in Appendix 14 of the Listing Rules. The Company has complied with the code provisions set out in the Former Code during the period from 1 January 2012 to 31 March 2012 as well as the New Code during the period from 1 April 2012 to 30 June 2012 with deviations from the code provisions A.6.7 and E.1.2. The Chairman of the Board and all non-executive directors except Mr. TUNG Chee Chen were unable to attend the annual general meeting of the Company held in 2012 due to unexpected business engagement.

## 購股權(續)

### 附註：

1. 購股權之行使價須就有關供股、發行紅股或本公司股本出現之其他類似變動而作出調整。
2. 本公司股份在緊接購股權獲行使日期之前的加權平均收市價為1.13港元。
3. 本公司股份在緊接購股權獲行使日期之前的加權平均收市價為1.32港元。

除上文所披露者外，本公司或其任何附屬公司概無參與任何安排，使各董事及彼等之配偶可藉購入本公司或任何其他法人團體之股份或債券而獲益。

## 購買、贖回或出售本公司之上市證券

於本期內，本公司在聯交所購回若干股份，而該等股份其後由本公司註銷。該等交易之詳細資料載於簡明綜合中期財務報表附註13。

除本文所披露者外，本公司於本期內並無贖回，以及本公司或其任何附屬公司於本期內概無購買或出售本公司之任何上市證券。

## 企業管治

本公司已採納上市規則附錄14所載之《企業管治常規守則》(「《舊守則》」)及《企業管治守則》(「新守則」，其適用於涵蓋二零一二年四月一日後期間的財務報告)的守則條文。本公司於二零一二年一月一日至二零一二年三月三十一日期間已遵守《舊守則》的守則條文，以及於二零一二年四月一日至二零一二年六月三十日期間已遵守《新守則》的守則條文，當中有偏離守則條文A.6.7及E.1.2。董事會主席、除董建成先生外的所有非執行董事因有未能預計之商業事務處理而未能出席本公司於二零一二年舉行之股東週年大會。

## Other Information

### 其他資料

---

#### **COMPLIANCE OF THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS**

The Company has made specific enquiries to all Directors who have confirmed that they have complied with the required standard set out in the Model Code throughout the Period.

#### **REVIEW OF INTERIM FINANCIAL STATEMENTS**

The audit committee of the Company has reviewed the unaudited condensed consolidated financial statements of the Group for the Period, including the accounting principles and accounting standards adopted by the Company, and discussed matters relating to internal controls and financial reporting.

By Order of the Board  
**HO Tsu Kwok, Charles**  
*Chairman*

Hong Kong, 29 August 2012

#### 遵守董事進行證券交易之標準守則

本公司在進行具體查詢後，全體董事均已確認，彼等於本期內已遵守標準守則所列明之規定標準。

#### 審閱中期財務報表

本公司審核委員會已審閱本集團於本期內之未經審核簡明綜合財務報表，包括本公司採納之會計原則及準則，並已討論有關內部監控及財務報告之事宜。

承董事會命  
主席  
何柱國

香港，二零一二年八月二十九日



**星島** SING TAO  
新聞集團

SING TAO NEWS CORPORATION LIMITED  
星島新聞集團有限公司