



浙江永隆實業股份有限公司
ZHEJIANG YONGLONG ENTERPRISES CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8211)



2009 THIRD
QUARTERLY
REPORT

* for identification purpose only

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This document, for which the directors of Zhejiang Yonglong Enterprises Co., Ltd. (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

HIGHLIGHTS

For the nine months ended 30 September 2009,

- turnover of the Company decreased from approximately RMB257.48 million to approximately RMB58.38 million, representing a drop of approximately 77.33% when compared to the corresponding period in 2008;
- net loss for the period was approximately RMB73.41 million; and
- the Directors do not recommend the payment of an interim dividend for the nine months ended 30 September 2009.

UNAUDITED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2009

The board of directors (the “Board” or the “Directors”) of 浙江永隆實業股份有限公司 (Zhejiang Yonglong Enterprises Co., Ltd.*) (the “Company”) is pleased to announce the unaudited results of the Company for the three months and nine months ended 30 September 2009, together with the comparative results for the corresponding period in 2008 as follows:

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2009 RMB'000	2008 RMB'000	2009 RMB'000	2008 RMB'000
Turnover	3	19,892	96,309	58,381	257,484
Cost of sales		(24,875)	(124,760)	(72,400)	(280,172)
Gross loss		(4,983)	(28,451)	(14,019)	(22,688)
Other operating income (expenses)	3	328	(375)	755	3,590
Selling and distribution costs		(141)	(2,758)	(1,657)	(4,423)
Administrative expenses		(2,227)	(21,042)	(6,598)	(29,176)
Impairment loss recognized (reversed) in respect of various assets		4,449	(17,687)	(9,096)	(17,694)
Loss on misconducts of directors	4	(881)	-	(2,643)	-
Finance costs	5	(11,827)	(9,946)	(40,148)	(20,303)
Loss before taxation		(15,282)	(80,259)	(73,406)	(90,694)
Income tax credit	6	-	6,879	-	11,535
Loss and total comprehensive expenses for the period	7	(15,282)	(73,380)	(73,406)	(79,159)
Loss per share – basic and diluted	9	RMB 1.44 cents	RMB 6.89 cents	RMB 6.90 cents	RMB 7.44 cents

UNAUDITED CONDENSED STATEMENT OF CHANGES IN EQUITY

	Paid-up capital RMB'000	Share premium RMB'000	Other reserve RMB'000 (Note (a))	Assets revaluation reserve RMB'000	Statutory surplus reserve RMB'000 (Note (b))	Retained profits (accumulated losses) RMB'000 (Note (c))	Total RMB'000
Balance at 1 January 2008	106,350	69,637	7,880	15,959	12,496	59,832	272,154
Total comprehensive expenses for the period	-	-	-	-	-	(79,159)	(79,159)
Balance at 30 September 2008	<u>106,350</u>	<u>69,637</u>	<u>7,880</u>	<u>15,959</u>	<u>12,496</u>	<u>(19,327)</u>	<u>192,995</u>
Balance at 1 January 2009	106,350	69,637	7,880	17,312	12,496	(457,958)	(244,283)
Total comprehensive expenses for the period	-	-	-	-	-	(73,406)	(73,406)
Balance at 30 September 2009	<u>106,350</u>	<u>69,637</u>	<u>7,880</u>	<u>17,312</u>	<u>12,496</u>	<u>(531,364)</u>	<u>(317,689)</u>

Notes:

- (a) The other reserve represents the dividends waived by the holders of domestic shares, net of tax.
- (b) As stipulated by the relevant laws and regulations in the People's Republic of China (the "PRC"), when distributing the net profit for each year, the Company (after conversion to a limited liability company) shall set aside 10% of its net profit after taxation (based on the Company's PRC statutory accounts) for the statutory surplus reserve fund (except where the reserve balance has reached 50% of the Company's share capital). The reserve fund can only be used, upon approval by the board of directors and by the relevant authority, to offset against accumulated losses or increase the share capital.
- (c) Profit appropriation is subject to the approval of the board of directors. In accordance with the Articles of Association of the Company, the reserve available for distribution is the lower of the amount determined under the generally accepted accounting principles in the PRC and the amount determined under Hong Kong Financial Reporting Standards. At 30 September 2009 and 2008, no reserves were available for distribution due to accumulated losses being noted.

Notes:

1. BASIS OF PREPARATION

The Company is a joint stock limited company established in the PRC and the H Shares of the Company are listed on the GEM of the Stock Exchange.

The Company is principally engaged in the research and development, manufacture, and sale of woven fabrics.

The Company has prepared the condensed financial statements in accordance with the applicable disclosure required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standards (“HKAS”) 34 “Interim Financial Reporting” issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The principal accounting policies used in the preparation of the unaudited results are consistent with those used in the preparation of the Company’s annual financial statements for the year ended 31 December 2008. The unaudited results are prepared in accordance with accounting principles generally accepted in Hong Kong.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The financial statements has been prepared in accordance with new and revised standards and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

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

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010 except for the amendments to HKFRS 3 (as revised in 2008), HKFRS 7, HKAS 1 and HKAS 28 ¹
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosure for First-time Adopters ³
HKFRS 1 (Amendments)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters ⁵
HKFRS 7 (Amendments)	Disclosures - Transfers of Financial Assets ⁵
HKFRS 9	Financial Instruments ⁸
HKFRS 10	Consolidated Financial Statements ⁸
HKFRS 11	Joint Arrangements ⁸
HKFRS 12	Disclosure of Interests in Other Entities ⁸
HKFRS 13	Fair Value Measurement ⁸
Hong Kong Accounting Standard (“HKAS”) 1 (Revised)	Presentation of Financial Statements ⁷
HKAS 12 (Amendment)	Deferred Tax: Recovery of Underlying Assets ⁶
HKAS 19 (as revised in 2011)	Employee Benefits ⁸
HKAS 24 (Revised)	Related Party Disclosures ⁴
HKAS 27 (as revised in 2011)	Separate Financial Statements ⁸
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ⁸
HKAS 32 (Amendment)	Classification of Rights Issues ²
HK(IFRIC) – Interpretation (“Int”) 14 (Amendment)	Prepayments of a Minimum Funding Requirement ⁴
HK(IFRIC) - Int 19	Extinguishing Financial Liabilities with Equity Instruments ³

- ¹ Amendments that are effective for annual periods beginning on or after 1 July 2010 or 1 January 2011, as appropriate.
- ² Effective for annual periods beginning on or after 1 February 2010.
- ³ Effective for annual periods beginning on or after 1 July 2010.
- ⁴ Effective for annual periods beginning on or after 1 January 2011.
- ⁵ Effective for annual periods beginning on or after 1 July 2011.
- ⁶ Effective for annual periods beginning on or after 1 January 2012.
- ⁷ Effective for annual periods beginning on or after 1 July 2012.
- ⁸ Effective for annual periods beginning on or after 1 January 2013.

HKFRS 9 Financial Instruments (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 Financial Instruments has (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

The most significant effect of HKFRS 9 regarding the classification and measurement of financial liabilities relates to the accounting for changes in fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was recognised in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors of the Company are in the process of assessing the impact from the application of the new standard on the results and the financial position of the Company.

HK(IFRIC) - Int 19 provides guidance regarding the accounting for the extinguishment of a financial liability by the issue of equity instruments. To date, the Company has not entered into transactions of this nature. However, if the Company does enter into any such transactions in the future, HK(IFRIC) - Int 19 will affect the required accounting. In particular, under HK(IFRIC)- Int 19, equity instruments issued under such arrangements will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the fair value of equity instruments issued will be recognised in profit or loss.

The directors of the Company anticipate that the application of other new and revise HKFRSs, amendments or interpretations will have no material impact on the results and the financial position of the Company.

3. TURNOVER AND OTHER OPERATING INCOME

Turnover represents the net amounts received and receivable for goods sold by the Company to outside customers, net of sales related taxes.

An analysis of the Company's turnover for the periods is as follows:

	Three months ended		Nine months ended	
	30 September 2009 RMB'000	2008 RMB'000	30 September 2009 RMB'000	2008 RMB'000
Turnover				
Sales of woven fabrics	11,493	95,060	37,461	254,194
Subcontracting fee income	8,399	1,249	20,920	3,290
	<u>19,892</u>	<u>96,309</u>	<u>58,381</u>	<u>257,484</u>
Other operating income				
Interest (expenses) income	2	(341)	322	1,294
Government grants (Note)	-	30	10	622
Gain (loss) on sales of scrap materials	326	(64)	423	1,674
	<u>328</u>	<u>(375)</u>	<u>755</u>	<u>3,590</u>
Total revenues	<u>20,220</u>	<u>95,934</u>	<u>59,136</u>	<u>261,074</u>

Note:

Government grants of approximately RMB10,000 (2008: RMB622,000) were awarded to the Company during the two periods ended 30 September 2009 and 2008 for encouraging business development in overseas market.

4. LOSS ON MISCONDUCTS OF DIRECTORS

With reference to the announcement of the Company dated 24 July 2009, during the year ended 31 December 2008, there was a misappropriation of the Company's funds by certain former directors and major shareholders of the Company, Mr. Sun Li Yong ("Mr. Sun) and his wife, Ms. Fang Xiao Jian ("Mrs. Sun") to provide fund advances and provision of financial guarantees to some related companies.

a) Misappropriation of the Company's funds

It was found that during the year ended 31 December 2008, an amount of RMB156,178,000, RMB47,517,000, RMB23,390,000, RMB82,305,000, and RMB18,500,000 were advanced to Zhejiang Gabriel Holding Group Company Ltd.* "浙江加佰利控股集團有限公司" ("Gabriel"), Zhejiang Hongxing Textiles Co., Ltd.* "浙江宏興紡織有限公司" ("Zhejiang Hongxing") and Zhejiang Hongxing Sabrina Garments Ltd.* "浙江宏興莎美娜服飾有限公司" ("Zhejiang Sabrina") and independent third parties, Zhejiang Yonghe Enterprises Co., Ltd.* "浙江永禾實業有限公司" ("Zhejiang Yonghe") and Shaoxing County Gabriel Trading Co. Ltd.* "紹興縣加佰利貿易有限公司" ("Shaoxing Gabriel") respectively (collectively referred to as the "Cash Advance").

The Cash Advances were unsecured, interest free and repayable on demand.

Gabriel, a company established in the PRC, is owned as to 51% and 25% by Mr. and Mrs. Sun respectively. Gabriel is the major shareholder of Zhejiang Hongxing and Zhejiang Sabrina.

Zhejiang Yonghe, a company established in the PRC, is a customer of Zhejiang Hualian Sunshine Petro-Chemical Co., Limited and of which one of its executive directors was Mr. Sun Li Yong's cousin-in-law, for the period from April 2008 to December 2008. Zhejiang Yonghe and its ultimate beneficial owner are independent third parties of the Company.

Since Gabriel, Zhejiang Hongxing and Zhejiang Sabrina are in the process of liquidation and Zhejiang Yonghe is inactive and facing financial difficulties, the directors of the Company considered that the likelihood of recovery of the amounts due being very remote, a loss on misappropriation of funds of approximately RMB296,088,000 was recognised during the year ended 31 December 2008.

Since Shaoxing Gabriel had been struck off, the balance of approximately RMB18,500,000 has been directly written off during the year ended 31 December 2008.

b) Guarantee provided by the Company to secure loans granted to a related company

During the year ended 31 December 2008, the Company acted as guarantor and provides guarantee to secure loans granted to Gabriel by Ms. Zhu Li Mei ("Ms. Zhu") (the "Zhu Loan") and Shaoxing Yatai Investment Co., Ltd. 紹興縣亞太投資有限公司 ("Yatai") (the "Yatai Loan") for an amount of RMB20,000,000 and RMB20,000,000 respectively, both are the independent third parties of the Company.

- (i) On 21 September 2008, the Zhu Loan has been expired and Gabriel was unable to repay the loan to Ms. Zhu on 19 June 2009, the Company received the writ from Hangzhou Xiacheng District People's Court (杭州市下城區人民法院) in relation to a claim of the outstanding Zhu Loan by Ms. Zhu against Gabriel, the Company and Mr. Sun for the outstanding overdue borrowings principal plus the interest and liquidated damages amount of approximately RMB21,731,000. On 20 October 2009, the Company received a civil judgment issued by the Hangzhou Xiacheng District People's Court, pursuant to which Gabriel is liable to repay the sum of outstanding principal of RMB16,700,000 and the interest and liquidated damages amount of approximately RMB2,412,000, as a guarantor, the Company is jointly and severally liable to the above sum. During the year ended 31 December 2009, provision has been made in respect of the default payment for the amount of approximately RMB21,407,000 (2008: RMB17,883,000), which including interest and liquidated damages of approximately RMB4,707,000 (2008: RMB1,183,000) together with the outstanding principal of RMB16,700,000.

On 10 June 2011, the Company signed a settlement agreement with Ms. Zhu, accordingly to the agreement, Ms. Zhu conditionally waived the interest and liquidated damages from the Company, as long as the Company can settle the outstanding principal before 20 June 2011. The amount approximately of RMB546,000 has been settled through bankruptcy claim from Gabriel and the remaining principal balance amount approximately of RMB16,154,000 has been fully settled by the Company on 16 June 2011.

- (ii) On 18 October 2008, the Yatai Loan has been expired and Gabriel was unable to repay the loan to Yatai. On 18 August 2009, the Company received the writ from Shaoxing Intermediate People's Court (紹興市中級人民法院) in relation to a claim of the outstanding Yatai Loan by Yatai against Gabriel and the Company for the outstanding overdue borrowings principal plus the interest and legal fees amount of approximately RMB30,280,000. On 9 October 2009, a civil mediation was issued by the Shaoxing Intermediate People's Court, pursuant to which Gabriel is liable to repay the sum of outstanding principal of RMB20,000,000, the interest for the period between 18 September 2008 to 20 October 2009 and legal fees amount of RMB200,000, as a guarantor, the Company is jointly and severally liable to a sum of RMB10,000,000.

At the date of publication of this document, the Yatai Loan has not yet been settled.

** English name is for identification only*

5. FINANCE COSTS

	Three months ended 30 September		Nine months ended 30 September	
	2009 RMB'000	2008 RMB'000	2009 RMB'000	2008 RMB'000
Interest on bank borrowings wholly repayable within five years	10,654	9,946	36,625	20,303
Add: interest paid for the loan from a guarantor	1,173	-	3,523	-
	<u>11,827</u>	<u>9,946</u>	<u>40,148</u>	<u>20,303</u>

6. INCOME TAX CREDIT

	Three months ended 30 September		Nine months ended 30 September	
	2009 RMB'000	2008 RMB'000	2009 RMB'000	2008 RMB'000
The (credit) charge comprises:				
Current tax:				
PRC enterprise income tax for the period	-	-	-	-
Underprovision in previous years	-	2,547	-	624
		2,547		624
Deferred tax	-	(9,426)	-	(12,159)
	<u>-</u>	<u>(6,879)</u>	<u>-</u>	<u>(11,535)</u>

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the ELT Law, the tax rate of the Company is 25% from 1 January 2008 onwards.

No provision for PRC enterprise income tax has been provided for the period as the Company had no estimated assessable profit arising in or derived from the PRC during the three and nine months ended 30 September 2009 (three and nine months ended 30 September 2008: Nil).

No Provision for Hong Kong Profits Tax has been provided for the period as the Company did not have any assessable profits subject to Hong Kong Profits Tax for the three and nine months ended 30 September 2009 (three and nine months ended 30 September 2008: Nil).

7. LOSS FOR THE PERIOD

	Three months ended 30 September		Nine months ended 30 September	
	2009 RMB'000	2008 RMB'000	2009 RMB'000	2008 RMB'000
Loss for the period has been arrived at after charging:				
Depreciation and amortisation	<u>7,358</u>	<u>15,016</u>	<u>22,116</u>	<u>22,328</u>

8. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months and nine months ended 30 September 2009 respectively.

9. LOSS PER SHARE

The calculation of the basic loss per share is based on the following data:

	Three months ended 30 September		Nine months ended 30 September	
	2009 RMB'000	2008 RMB'000	2009 RMB'000	2008 RMB'000
Loss for the purpose of calculating basic loss per share	<u>15,282</u>	<u>73,380</u>	<u>73,406</u>	<u>79,159</u>
Number of shares for the purpose of basic loss per share (Note)	<u>1,063,500,000</u>	<u>1,063,500,000</u>	<u>1,063,500,000</u>	<u>1,063,500,000</u>
Weighted average number of shares for the purpose of calculating loss per share	<u>1,063,500,000</u>	<u>1,063,500,000</u>	<u>1,063,500,000</u>	<u>1,063,500,000</u>

Note: Diluted earnings per share has not been calculated for the three months and nine months ended 30 September 2009 and the corresponding period as there were no dilutive potential ordinary shares during these periods.

10. LITIGATION

At the reporting date, a number of lawsuits and claims were lodged against the Company which remain outstanding.

(i) Legal action of banks

Due to the impact of the financial crisis of Gabriel, (i) as at 30 September 2009, the total amount of bank loans was RMB381,839,000, in which loans in an aggregate amount of RMB273,139,000 from the relevant banks could not be renewed as usual upon their maturity due to the reason that guarantors (including Gabriel, Mr. and Mrs. Sun and other third parties) could not continue to undertake their obligations under the guarantee; and (ii) as at 30 September 2009, total bills payable amounting to RMB81,000,000 could not be renewed as usual upon their maturity due to the same reason as mentioned above. In addition, due to financial problems encountered by the Company, the Company cannot repay the above bank loans and bills upon maturity. In view of the above, the relevant banks have taken legal actions against the Company. At the date of this document, the amounts have been fully settled by the Guarantors on behalf of the Company. Details are set out in Note 12.

(ii) Overdue trade creditors

Following the misappropriation of funds by certain former directors of the Company, the Company was faced with short term financing problems and as such were unable to meet payments certain suppliers. Legal action was taken by six suppliers against the Company for a total amount of approximately RMB1,048,000. All cases were settled following the subsequent settlement of all amounts.

(iii) Outstanding construction fees

On 15 January 2008, the Company entered into a construction contract for the construction of a warehouse and staff quarters for a total contract amount of RMB66,000,000. The construction contract was terminated in 2008 following financial difficulties faced by the Company as a result of the misappropriation of funds. In October 2008, both parties agreed that the total cost would be approximately RMB63,315,000 which was based on the percentage of completion of the project and approximately RMB3,961,000 should be paid by the Company. Legal action was taken against the Company following the amount being unsettled and in accordance with the judgment dated 21 October 2009, the Company was liable to the outstanding construction fee of RMB3,961,000 plus court related expenses. At the date of this document, the amounts have been fully settled.

(iv) Staff quarters

On 8 May 2008, the Company entered into an agreement for the construction of two quarters which was completed on 17 December 2008. Due to financial difficulties faced by the Company, the outstanding balance of RMB5,180,000 construction costs was not settled by the Company. The contractors took legal action against the Company and a judgment dated 30 April 2010 conferred that the Company was liable for the outstanding construction costs plus interest and court related expenses. At the date of this document, the amounts have been fully settled.

- (v) The Company acted as guarantor granted by Ms. Zhu to Gabriel in the principal amount of approximately RMB20,000,000. Following the default on repayment from Gabriel, a court order received by the Company in June 2009 from Hangzhou Xiacheng District People's Court (杭州下城區人民法院) ruled that certain land and buildings of the Company would be frozen. The frozen assets were released following the subsequent settlement of the amount.

11. RELATED PARTY TRANSACTIONS

During the period for the nine months ended 30 September 2009, the Company had the following transactions with the related parties:

Name of related party	Nature	Nine months ended 30 September	
		2009 RMB' 000	2008 RMB' 000
Sabrina (Note i)	Sales of woven fabrics	-	10
	Electricity cost reimbursement	-	22
	Purchase of goods	2	-
Hongxing (Note ii)	Electricity cost reimbursement	72	53
	Purchase of knitted fabrics	-	6
	Sales of woven fabrics	-	4
Miroglio and its subsidiaries (Note iii)	Sales of woven fabrics	1,202	27,901
Fulida Dyeing (Note iv)	Subcontracting fee	24	10,322
	Sales of woven fabrics	345	486
	Purchase of fabrics	24	-

Notes:

- (i) 浙江宏興莎美娜服飾有限公司(Zhejiang Hongxing Sabrina Garments Co., Ltd.)*("Sabrina") is a subsidiary of 浙江加佰利控股集團有限公司(Zhejiang Gabriel Holdings Group Co., Ltd.)*("Gabriel"), in which Messrs. Sun Li Yong, Xia Xue Nian, Sun Jian Feng, Li Cheng Jun and Ms. Fang Xiao Jian, directors of the Company, have beneficial interests.
- (ii) 浙江宏興紡織有限公司(Zhejiang Hongxing Textiles co., Ltd.)*("Hongxing") is a subsidiary of Gabriel.

- (iii) Since 24 March 2005, Miroglio S.p.A. (“Miroglio”) became a substantial shareholder of the Company. Sales recognized by the Company for the nine months ended 30 September 2009 was approximately RMB1,202,000 (2008: RMB27,901,000).
- (iv) 浙江米羅利奧富利達紡織有限公司(Zhejiang Miroglio Fulida Dyeing Co. Ltd.*) (“Fulida Dyeing”) is owned as to 50% by Miroglio, a substantial shareholder of the Company, and 50% by an independent third party.

12. EVENTS AFTER THE REPORTING PERIOD

As disclosed in the Company’s announcement dated 29 December 2010, the Company, Zhejiang Yongli Industry Group Co., Ltd.* 浙江永利實業集團有限公司 (“Zhejiang Yongli”) and the Local Government entered into a letter of intent on 6 December 2010 for the proposed reorganisation of the Company by Zhejiang Yongli with the support from the Local Government (the “Restructuring Proposal”). Zhejiang Yongli is a company established in the PRC.

The principal terms of the letter of intent are set out below:

(i) Shareholding reorganisation

Zhejiang Yongli agreed to participate in the auction of the 564,480,000 shares held by Mr. and Mrs. Sun (representing approximately 53.08% of the total issued shares of the Company) for the purpose of becoming interested in not less than 29.90% of the shareholding in the Company.

(ii) Debt restructuring

In consideration of consents from all the Company’s creditors to waive, and to abandon any claim against the Company for, 35% of the indebtedness owing by the Company to each of them, Zhejiang Yongli agreed, upon the change of the controlling shareholder, to undertake and warrant repayment on behalf of the Company of the remaining 65% to its creditors (together with any incidental liabilities) within 2 years from the date on which the Company’s indebtedness becomes due.

Zhejiang Yongli will be responsible for the liabilities of not more than RMB10,000,000. Regarding any liabilities in excess of RMB10,000,000, the local government will assist Zhejiang Yongli in full settlement thereof by way of governmental subsidies.

(iii) Business reorganisation

Upon Zhejiang Yongli becoming the controlling shareholder, it agrees to proceed with reorganisation of the Company for the benefit of the shareholders in compliance with the stipulations made by China Securities Regulatory Commission, the Securities and Futures Commission and the Stock Exchange, and to carry on the business of the Company as a going concern with the coordination of the Local Government.

(iv) Reorganisation support

The local government agrees to offer assistance to Zhejiang Yongli in reorganisation of the Company, and to indemnify Zhejiang Yongli any losses suffered throughout the reorganisation process. Such reorganisation support policy will be implemented and completed within 5 years after Zhejiang Yongli has become a controlling shareholder and hence commences reorganisation of the Company. In this relation, the local government will, at the cost of not more than RMB50,000,000 use its endeavours to assist Zhejiang Yongli to become a controlling shareholder.

The local government is responsible for, inter alia, procuring the creditors of the Company to agree waiver of, and abandonment of any claim for, 35% of the indebtedness due and owing by the Company to each of them in order that reorganisation of the Company will not be affected and its liabilities will not be increased. The local government will provide Zhejiang Yongli with full support in respect of any losses suffered by Zhejiang Yongli as a result of the local government's failure to discharge the foregoing responsibilities.

Subsequent to the signing of the letter of intent for the Restructuring Proposal:

- (i) The Company received confirmation from China Securities Depository and Clearing Corporation Ltd.* 中國證券登記結算有限責任公司 that 310,000,000 shares (representing approximately 29.15% of the total issued shares of the Company) were transferred from Mr. Sun to Zhejiang Yongli with effect from 24 December 2010. Zhejiang Yongli has become a controlling shareholder of the Company since then;
- (ii) The signed letter of intent regarding reorganisation of the Company from the relevant banks, pursuant to which the banks consent to abandon the right of any claim against the Company should Zhejiang Yongli or the Company repay 65% of the indebtedness due and owing by the Company with the remaining 35% to be borne by the Company's guarantors under the bank loan arrangements between the banks and the Company, being the creditors of the Company as referred to in the letter of intent, and;
- (iii) The signed letters of undertaking from these guarantors addressed to the Company and the relevant banks, pursuant to which they consent to waive, and abandon any claim against the Company for, the remaining 35% of the indebtedness due and owing by the Company if 65% of the Company's indebtedness is to be repaid.

- (iv) The Company entered into debt restructuring agreements with each of the Company's five creditors, namely (1) Zhejiang Xiongsheng Holding Co., Ltd. * “浙江雄盛實業有限公司” (“Xiongsheng”) and Xiongfeng Holding Group Co., Ltd. * “雄峰控股集團有限公司” (“Xiongfeng”), (2) Zhejiang Lingda Industry Co., Ltd. * “浙江凌達實業有限公司” (“Lingda”), (3) Zhejiang Zhiye Real Estate Group Co., Ltd. * “浙江置業房產集團有限公司” (“Zhiye”), (4) Jinggong Group Co., Ltd. * “精功集團有限公司” (“Jinggong”) and (5) Zhejiang Yongli on 20 July 2011, 15 August 2011, 17 August 2011, 13 September 2011 and 15 August 2011 respectively to settle the Company's debts owed to these creditors. Each of the five creditors agreed to waive a portion of debt and to permanently abandon any claim against the Company for the repayment of such portion of the debt from the Company. The remaining debt will be settled by Zhejiang Yongli initially, part of which will be compensated subsequently by the Local Government to Zhejiang Yongli by way of governmental subsidies. The breakdowns of these debt restructuring agreements are summarized in the table below:

Creditor	Total amount to be settled RMB'000	Debts settlement according to Debt Agreements			Debt owed to the creditor after Debt Agreements RMB'000
		Waived by the creditor RMB'000	Released as a result of government support RMB'000	Settled by Zhejiang Yongli RMB'000	
(1) Xiongsheng and Xiongfeng	122,753	42,964	43,136	36,654	-
(2) Lingda	21,563	7,547	7,577	6,439	-
(3) Zhiye	19,986	6,995	7,023	5,968	-
(4) Jinggong	118,633	52,687	33,391	32,554	-
(5) Zhejiang Yongli	312,157	58,132	95,963	158,062	239,677
Total:	<u>595,092</u>	<u>168,325</u>	<u>187,090</u>	<u>239,677</u>	<u>239,677</u>

The Company also entered into a debt restructuring agreement with Zhejiang Yongli on 13 September 2011 with the following repayment terms:

- (1) The Company shall owe the sum of approximately RMB239,677,000 (as shown in the table above) to Zhejiang Yongli, and Zhejiang Yongli shall permanently abandon any claim against the Company for the repayment of debt amounting to RMB187,089,650, which was cleared as a result of government support (as shown in the table above);
- (2) The Company agreed to repay Zhejiang Yongli, commencing from fifth anniversary after the signing of the debt restructuring agreement provided that the amount to be repaid shall not exceed 50% of the operating cash flow of the year annually until the full repayment of the debt;

- (3) Unless obtaining prior written agreement from both parties, Zhejiang Yongli shall not demand any early repayment of the debt notwithstanding the occurrence of one or a multiple of material adverse event(s) affecting Zhejiang Yongli's repayment capability, such as, among other things, serious operation problems, deterioration in financial situation and material litigation;
- (4) No interest would be incurred during the repayment period; and
- (5) Zhejiang Yongli undertakes to assume all the contingent debts of the Company incurred at all times and permanently abandon any claim against the Company for the repayment of such contingent debts of the Company.

In addition to the five Guarantors, the Company has signed an agreement with Ms. Zhu Li Mei on 16 June 2011 which provides that, after Ms. Zhu has obtained repayment of a portion of debts through the winding up procedure of Gabriel and the court enforcement against the Company respectively, the Company shall pay all outstanding amount to Ms. Zhu totalling approximately RMB13,000,000 before 20 June 2011. At present, the Company has settled the accumulated debts due to Ms. Zhu in the amount of approximately RMB16,154,000 which included the above mentioned amount of approximately RMB13,000,000 and the cost incurred in relation to such litigation. Furthermore, in respect of another creditor of the Company, Yatai, the Company will settle an outstanding debt in the maximum sum of RMB10,000,000 according to the civil affair mediation letter issued by the local court at Shaoxing County in Zhejiang Province on 9 October 2009.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial review

During the nine months ended 30 September 2009, the Company recorded a turnover of approximately RMB58.38 million, representing a sharp decrease of approximately 77.33% when compared with that of the same period in 2008. It is because turnover of sales of woven fabrics sharply decreased from approximately RMB254.19 million for the nine months ended 30 September 2008 to approximately RMB37.46 million the corresponding period in 2009. The misconduct of some of the former Directors as set out in Note 4 during the year ended 31 December 2008 caused a shortage of cash flow of the Company for the purchase of raw materials for manufacturing. In order to maintain operation and reduce the burden of cash flow problem, the Company then focused on another business division - the provision of sub-contracting services. The turnovers of provision of sub-contracting services for the nine months ended 30 September 2009 and 2008 were approximately RMB20.92 million and approximately RMB3.29 million respectively. The profit margin of provision of sub-contracting services was low. The Company temporarily suspended export sales due to insufficient working capital for the purchase of raw material for manufacturing. Certain obsolete inventories were disposed during the period under review and the cost of sales was high during the period under review. The Company incurred a gross loss of approximately RMB14.02 million. Cost of sales was high because only about 85% of production capacity was utilized for the nine months ended 30 September 2009, which led to an increase in fixed production overhead. Wages and salary and staff benefit were high under the new labour ordinance implemented in the PRC in 2008. Selling expenses for the nine months ended 30 September 2009 decreased by approximately 62.54% when compared with that in 2008, which was in line with the decrease in export sales for the nine months ended 30 September 2009. Administrative expenses for the nine months ended 30 September 2009 decreased by approximately 48.59% when compared

with that in 2008, because significant foreign exchange loss was incurred in 2008 and certain staff resigned during the nine months ended 30 September 2009 which led to decrease in expenses on staff salary and benefits. Finance cost sharply increased by approximately 97.74% mainly due to the penalty payable for bank borrowings over-due and the increase in interest rate during the nine months ended 30 September 2009. Loss per share for the nine months ended 30 September 2009 and 2008 were approximately RMB6.90 cents and RMB7.44 cents respectively.

Business and operation review

Prior to 2008, the Company mainly focused on the research and development, manufacturing and sales of woven fabrics. During the nine months ended 30 September 2009, due to the misconduct of some of the former directors of the Company as set out in Note 4 during the year ended 31 December 2008, the Company encountered cash flow problems. In order to solve the cash flow problems and maintain a stable production capacity and operations, the Company accepted more existing and new customers to provide their raw materials to the Company for further processing so as to minimise the trade payables balance by providing such sub-contracting services. Accordingly, for management purposes, the Company is currently reorganised into two operating divisions – sales of woven fabric and provision of sub-contracting services. During the period under review, the sales of woven fabric was approximately RMB37.46 million, representing a sharp decrease of approximately 85.26% when compared with that in 2008. It was mainly due to a significant decrease in export sales by approximately 103.63% as a result of global financial turmoil in 2009. In addition, due to the financial crisis of the Company, the export sales has to be temporarily suspended as the Company has insufficient cash flow to purchase raw materials for manufacturing. Turnover from the provision of sub-contracting services for the nine months ended 30 September 2009 and 2008 were approximately RMB20.92 million and RMB3.29 million respectively. During the nine months ended 30 September 2009, the sales turnover to the PRC government for manufacturing uniform of the military was approximately RMB12.39 million, which represents approximately 21.22% of the total turnover. Compared with the operation status of our fellow manufacturers in the local region, the Company is at a normal status. Provided that the external environment will not continue to worsen, under realistic estimation, the Company should be able to maintain its production and operation normally.

Production facilities

During the nine months ended 30 September 2009 under review, the Company did not have any material acquisition or disposal of production facilities.

Product research and development

Although the Company has encountered financial crisis since the year ended 31 December 2008, the Company continued to innovate and develop new product so as to meet the customers' need and enhance sales orders from customers.

Sales and marketing

During the period under review, the Company continued to participate in various trade fairs held in PRC so as to gain exposure in the fabrics market and to popularize the Company's new products.

Outlook

Due to the misconduct of some of the Directors during the year ended 31 December 2008, the Company encountered a financial crisis which led to a shortage of cash flow for the settlement of trade debts and bank borrowings. As a result, there were several litigations against the Company as set out in Note 10 and for management purposes, the operation of the Company has to be reorganised into two divisions, that is the sales of woven fabric and provision of sub-contracting services.

With reference to the announcement of the Company dated 29 December 2010, the Company, Zhejiang Yongli Industry Group Co., Ltd.* 浙江永利實業集團有限公司 (“Zhejiang Yongli”) and the Local Government entered into a letter of intent on 6 December 2010 for the proposed reorganisation of the Company by Zhejiang Yongli with the support from the Local Government (the “Restructuring Proposal”). Zhejiang Yongli is a company established in the PRC. The principal terms of the letter of intents are set out in Note 12.

Subsequent to the letter of intent was signed for the Restructuring Proposal as set out in Note 12, Zhejiang Yongli has become a controlling shareholder of the Company since 24 December 2010. Thereafter, Zhejiang Yongli recommended Mr. Ru Guan Jun and Mr. Xia Xian Fu to be executive directors of the Company and Mr. Ru Guan Jun to be the as Chairman of the Board of Directors and they were appointed accordingly at the extraordinary general meeting on 11 March 2011. From 20 July 2011 to 13 September 2011, the Company entered into debt agreements with each of the five Guarantors of the Company as set out in Note 12. After that, each of the five Guarantors agreed to waive a portion of debt and to permanently abandon any claim against the Company for the repayment of the same amount of the debt from the Company. The remaining debt will be settled by Zhejiang Yongli initially, part of which will be compensated subsequently by the Local Government to Zhejiang Yongli by way of governmental subsidies.

In view of the above changes and arrangement and based on the experience of the management and the well established infrastructure of the Company, the directors believe that the Company will overcome the challenges and achieve sustainable business growth as before.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

At 30 September 2009, the Company reported a loss of approximately RMB73,406,000 for the period then ended and had net current liabilities of approximately RMB533,161,000 and a capital deficiency of approximately RMB317,688,000. The condition indicates the existence of a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liability in the normal course of business. Nevertheless, the Directors are of the opinion that the Company will have sufficient working capital to meet its financial obligations as and when they fall due for the next twelve months from the date of publication of this document given that:

- (i) the debt restructuring of the Company’s liabilities, details of which are stated in Note 12;
- (ii) a shareholder of the Company will provide financial support to the Company to meet the Company’s liabilities and commitments as and when it falls due; and

- (iii) the Directors of the Company anticipate that the Company will generate positive cash flows from its operations.

Accordingly, the Directors are of the opinion that it is appropriate to prepare the financial statements on a going concern basis. Should the Company be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts and to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in the financial statements.

DIRECTORS', CHIEF EXECUTIVES' AND SUPERVISORS' INTERESTS IN SECURITIES

As at 30 September 2009, the interests and short positions of the Directors, chief executives and supervisors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange were as follows:

Long positions in the shares of the Company

Name of Directors	Type of interests	Capacity	Number of domestic shares held	Approximate percentage of interests in domestic shares	Approximate percentage of interests in the total registered capital
Mr. Sun Li Yong (resigned on 29 July 2009)	Personal	Beneficial owner	382,200,000	65%	35.94%
	Family	Held by spouse (Notes 1&3)	182,280,000	31%	17.14%
			564,480,000	96%	53.08%
Ms. Fang Xiao Jian (resigned on 29 July 2009)	Personal	Beneficial owner	182,280,000	31%	17.14%
	Family	Held by spouse (Notes 2&3)	382,200,000	65%	35.94%
			564,480,000	96%	53.08%
Mr. Sun Jian Feng	Personal	Beneficial owner	5,880,000	1%	0.55%
Mr. Xia Xue Nian	Personal	Beneficial owner	5,880,000	1%	0.55%

Notes:

- Mr. Sun Li Yong ("Mr. Sun") is the husband of Ms. Fang Xiao Jian and is deemed by virtue of the SFO to be interested in the 182,280,000 shares beneficially owned by Ms. Fang Xiao Jian.
- Ms. Fang Xiao Jian ("Mrs. Sun") is the wife of Mr. Sun Li Yong and is deemed by virtue of the SFO to be interested in 382,200,000 shares beneficially owned by Mr. Sun Li Yong.

3. With reference to the announcement of the Company dated 31 August 2009, all the domestic shares of 564,480,000 held by Mr. and Mrs. Sun, which represents 53.08% of the total issued shares of the Company had been impounded by the relevant court in the PRC in accordance with a judgment made and had been effective since 10 August 2009.
4. With reference to the announcement of the Company dated 29 December 2010, the Company received a copy of the Judgement, which indicated among other things that the Court appointed an auction house for auction of 310,000,000 domestic shares held by Mr. Sun (representing approximately 29.15% of the total issued shares of the Company) on 10 December 2010, and Zhejiang Yongli won the bid at the highest price of RMB29,760,000.00 (representing RMB0.096 per share). It was ordered that the 310,000,000 domestic shares held by Mr. Sun would belong to Zhejiang Yongli, and this would come into effect immediately after service of the Judgment. On 25 December 2010, the Company received confirmation from 中國證券登記結算有限責任公司 (China Securities Depository and Clearing Corporation Ltd.*) that the 310,000,000 domestic shares held by Mr. Sun were transferred to Zhejiang Yongli with effect from 24 December 2010.

Save as disclosed above, as at 30 September 2009, none of the directors, chief executives and supervisors of the Company had interest or short position in the shares underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2009, so far as it is known to the Directors or chief executive or supervisors of the Company, the interests and short positions of person in the shares or underlying shares of the Company, other than the interest of the Directors or Supervisors, which would fall to be disclosed under Divisions 2 and 3 or Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein, or who is interested directly or indirectly in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Company were as follows:

Long positions in the shares of the Company

H shares of RMB0.1 each of the Company

Name of shareholder	Capacity	Number of H shares held	Approximate percentage of interests in H shares	Approximate percentage of interests in total registered capital
Miroglio S.p.A.	Beneficial owner	209,170,000 (Note)	43.99%	19.67%

Note:

With reference to the announcement of the Company dated 24 February 2010, on 23 February 2010, both Miroglio S.p.A. ("Miroglio"), and Wing Hing (HK) Holdings Investment Limited ("Wing Hing") notified the Company that a total number of 208,540,000 H Shares representing approximately 19.60% of the existing issued share capital of the Company as held by Miroglio had been disposed to Wing Hing over-the-counter in the consideration of HK\$13,200,000 representing approximately HK\$0.0633 per share with effect from 23 February 2010.

So far as the Directors are aware, Wing Hing and its ultimate beneficial owners are independent third parties not connected with the Company, its directors, supervisors, chief executive, substantial shareholders and management shareholders of the Company and any of its subsidiaries and their respective associates.

Save as disclosed above, as at 30 September 2009, the Directors were not aware of any other person who had an interest or short position in the shares or underlying shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO.

COMPETING INTERESTS

None of the Directors or the management shareholders (as defined under the GEM Listing Rules) of the Company and their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Company during the period under review.

AUDIT COMMITTEE

The Company has established an audit committee (the “Audit Committee”) in May 2002 with written terms of references, which have been updated in accordance with Code Provisions of the Code on Corporate Governance Practices to Appendix 15 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Company and provide advice and comments to the Board. The Audit Committee has three members comprising the three independent non-executive Directors, Mr. Lu Guo Qing, Mr. Zhu Yu Lin and Mr. Zong Pei Min. Mr. Lu Guo Qing is the chairman of the Audit Committee.

The Audit Committee has reviewed the third quarterly results and the third quarterly report for the nine months ended 30 September 2009.

CODE OF CONDUCT REGARDING 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 of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, except for Mr. Sun Li Yong and Ms. Fang Xiao Jian, who left the PRC on 14 September 2008 and have not returned since then and the Directors have had difficulties in contacting them, and supervisors, all directors, except for Mr. Sun Li Yong and Ms. Fang Xiao Jian, and supervisors confirmed that they had complied with the required standard and the code of conduct regarding securities transactions by directors and supervisors adopted by the Company.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2009.

SUSPENSION OF TRADING

Trading in the shares of the Company will remain suspended until all the resumption conditions required by the Stock Exchange as set out in the announcement of the Company dated 20 March 2009 have been fulfilled.

By Order of the Board
Ru Guan Jun
Chairman

Zhejiang, the PRC, 3 November 2011

As at the date of this document, the executive directors of the Company are Mr. Ru Guan Jun, Mr. Xia Xian Fu, Mr. Sun Jian Feng and Mr. Xia Xue Nian; and the independent non-executive directors are Mr. Zong Pei Min, Mr. Lu Guo Qing and Mr. Zhu Yu Lin.

**For identification purpose only*