



C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2008

The unaudited condensed consolidated results of C Y Foundation Group Limited (the “Company”) and its subsidiaries (the “Group”) for the six months ended 30 September 2008 together with the comparative figures for the last corresponding period are as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

	NOTE	Six months ended 30 September	
		2008 HK\$'000 (Unaudited)	2007 HK\$'000 (Unaudited)
Turnover	3	898	29,345
Cost of sales		(182)	(15,781)
Gross profit		716	13,564
Other operating income		16,703	19,366
Selling and distribution costs		(2,261)	(15,129)
Administrative expenses		(78,462)	(30,814)
Loss from operations	4	(63,304)	(13,013)
Finance costs	5	(1,342)	(1,158)
Changes in fair value of conversion option derivative		4	–
Changes in fair value of investment properties		(34)	–
Excess of net assets value over the consideration arising from acquisition of subsidiaries		–	1,336
Loss before income tax		(64,676)	(12,835)
Income tax	6	(72)	–
Loss for the period		(64,748)	(12,835)
Attributable to:			
Equity holders of the Company		(62,840)	(12,605)
Minority interests		(1,908)	(230)
		(64,748)	(12,835)
Loss per share	7		
Basic		HK(1.42) cent	HK(0.37) cent
Diluted		N/A	N/A

CONDENSED CONSOLIDATED BALANCE SHEET

		As at 30 September 2008 <i>HK\$'000</i> (Unaudited)	As at 31 March 2008 <i>HK\$'000</i> (Audited)
Non-current assets			
Investment properties		36,480	35,601
Property, plant and equipment		54,957	53,225
Prepaid lease payments		69,592	69,527
Convertible note receivable		8,567	–
Intangible assets		29,768	29,321
Goodwill		9,145	8,370
		208,509	196,044
Current assets			
Inventories		465	469
Trade and other receivables	8	100,081	70,469
Prepaid lease payments		1,099	1,081
Loan to minority shareholders of a subsidiary		5,130	5,779
Conversion option derivative		20	–
Held-to-maturity investments	9	38,850	213,444
Bank fiduciary deposit		130,388	169,976
Cash and cash equivalents		299,285	216,026
		575,318	677,244
Current liabilities			
Other payables	10	18,725	47,634
Amounts due to directors		717	1,290
Amounts due to related companies		10	186
Obligation under finance lease, due within one year		356	356
Bank and other borrowings, due within one year		1,897	9,929
		21,705	59,395
Net current assets		553,613	617,849
Total assets less current liabilities		762,122	813,893

CONDENSED CONSOLIDATED BALANCE SHEET (Continued)

	As at 30 September 2008	As at 31 March 2008
<i>NOTE</i>	<i>HK\$'000</i> (Unaudited)	<i>HK\$'000</i> (Audited)
Non-current liabilities		
Obligation under finance lease, due after one year	592	770
Bank and other borrowings, due after one year	28,530	29,484
Convertible notes	12,981	18,138
Deferred tax liability	785	755
	42,888	49,147
Net assets	719,234	764,746
Capital and reserves		
Share capital	4,596	3,893
Reserves	709,508	754,852
	714,104	758,745
Equity attributable to equity holders of the Company	714,104	758,745
Minority interests	5,130	6,001
	719,234	764,746
Total equity	719,234	764,746

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2008

1. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2008 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

The unaudited condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements for the year ended 31 March 2008.

2. SIGNIFICANT ACCOUNTING POLICIES

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

The accounting policies used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the preparation of the Group’s annual financial statements for the year ended 31 March 2008, except for the following accounting policies newly adopted in the current interim period as mentioned below.

(a) Financial instruments

Convertible note asset

The Group has measured the convertible note in accordance with HKAS 39. The loan portion of the convertible note was measured initially at fair value and subsequently at amortised cost and classified as convertible note receivable. The conversion option derivative of the convertible note was measured initially and subsequently at fair value in accordance with HKAS 39 and classified as conversion options embedded in convertible note receivable. The fair value of the conversion option embedded were carried out by an independent valuer not connected with the Group.

(b) Revenue recognition

Rental income is recognised on a straight-line basis over the term of the relevant lease.

In the current interim period, the Group has applied, for the first time, a number of new standards, amendments and interpretations (“New HKFRSs”) issued by the HKICPA which are either effective for accounting periods beginning on 1 April 2008. The adoption of the New HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has not early applied the following new and revised HKASs, Hong Kong Financial Reporting Standards (“HKFRSs”) and interpretations (“HK(IFRIC)-INTs”) that have been issued but are not yet effective.

HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 23 (Revised)	Borrowing Costs ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ²
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising On Liquidation ¹
HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellation ¹
HKFRS 3 (Revised)	Business Combination ²
HKFRS 8	Operating Segments ¹
HK(IFRIC) – INT 13	Customer Loyalty Programmes ³
HK(IFRIC) – INT 15	Agreements for the Construction of Real Estate ¹
HK(IFRIC) – INT 16	Hedges of a Net Investment in a Foreign Operation ⁴

¹ Effective for annual periods beginning on or after 1 January 2009.

² Effective for annual periods beginning on or after 1 July 2009.

³ Effective for annual periods beginning on or after 1 July 2008.

⁴ Effective for annual periods beginning on or after 1 October 2008.

The adoption of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent’s ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions.

The directors of the Company anticipate that the application of the other new, revised and amended HKASs, HKFRSs and HK(IFRIC)-INTs will have no material impact on the results and the financial position of the Group.

3. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

The Group comprised the following main business segments:

- (a) Digital entertainment business
- (b) Apparel trading

The analysis of the Group's turnover and results for the six months ended 30 September 2008 and 2007 regarding business segments is as follows:

For the six months ended 30 September 2008

	Digital entertainment business HK\$'000 (Unaudited)	Apparel trading HK\$'000 (Unaudited)	Consolidated HK\$'000 (Unaudited)
Turnover	<u>898</u>	<u>–</u>	<u>898</u>
Segment results	<u>(31,756)</u>	<u>(4,305)</u>	<u>(36,061)</u>
Interest income			13,802
Unallocated income			2,901
Group overheads			<u>(43,946)</u>
Loss from operations			(63,304)
Finance costs			(1,342)
Changes in fair value of conversion option derivative			4
Changes in fair value of investment properties			<u>(34)</u>
Loss before income tax			(64,676)
Income tax			<u>(72)</u>
Loss for the period			<u><u>(64,748)</u></u>

For the six months ended 30 September 2007

	Digital entertainment business <i>HK\$'000</i> (Unaudited)	Apparel trading <i>HK\$'000</i> (Unaudited)	Consolidated <i>HK\$'000</i> (Unaudited)
Turnover	131	29,214	29,345
Segment results	(1,548)	(8,553)	(10,101)
Interest income			19,007
Unallocated income			9
Group overheads			(21,928)
Loss from operations			(13,013)
Finance costs			(1,158)
Excess of net assets value over the consideration arising from acquisition of subsidiaries			1,336
Loss before income tax			(12,835)
Income tax			–
Loss for the period			(12,835)

Geographical segments

The Group's operations are principally located in the PRC and Hong Kong.

The analysis of the Group's turnover and contribution to loss for the period by geographical market, irrespective of the origin of the goods/services is as follows:

	Six months ended 30 September					
	Hong Kong		The PRC		Consolidated	
	2008	2007	2008	2007	2008	2007
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Segment revenue:						
Turnover	–	21,949	898	7,396	898	29,345
Contribution to loss for the period	(33,305)	(13,608)	(31,443)	773	(64,748)	(12,835)

4. LOSS FROM OPERATIONS

Loss from operations has been arrived at:

	Six months ended 30 September	
	2008	2007
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
After charging:		
Total staff costs including directors' emoluments		
Staff salaries and other benefits	21,996	15,421
Staff retirement benefits scheme contributions	376	121
	<hr/>	<hr/>
	22,372	15,542
	<hr/>	<hr/>
Depreciation and amortisation	4,762	830
Loss on disposal of property, plant and equipment	26	–
Written off of property, plant and equipment	5,685	–
Operating lease rentals in respect of land and buildings	4,803	4,325
Royalty expenses	1,636	1,636
And after crediting:		
Interest income	13,802	19,007
Rental income	644	–
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5. FINANCE COSTS

	Six months ended 30 September	
	2008	2007
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interests on bank and other borrowings		
wholly repayable within 5 years	642	311
Imputed interest on convertible note	672	847
Finance leases	28	–
	<hr/>	<hr/>
	1,342	1,158
	<hr/> <hr/>	<hr/> <hr/>

6. INCOME TAX

	Six months ended 30 September	
	2008 <i>HK\$'000</i> (Unaudited)	2007 <i>HK\$'000</i> (Unaudited)
Income tax comprises		
– Hong Kong Profits Tax	58	–
– Overseas taxation	3	–
	<u>61</u>	<u>–</u>
– Deferred tax	11	–
	<u>72</u>	<u>–</u>

Hong Kong Profits Tax is calculated at 16.5% (2007: 17.5%) of the estimated assessable profit for the period. Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

7. LOSS PER SHARE

(a) Basic loss per share

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

Weighted average number of ordinary shares

	Six months ended 30 September	
	2008 <i>'000</i> (Unaudited)	2007 <i>'000</i> (Unaudited)
Issued ordinary shares at the beginning of the period	3,892,995	3,087,422
Effect of conversion of convertible notes	539,891	–
Effect of issue of new shares	1,187	422,951
	<u>4,434,073</u>	<u>3,510,373</u>
Weighted average number of ordinary shares at the end of the period	<u>4,434,073</u>	<u>3,510,373</u>
Basic loss per share	<u>HK(1.42) cent</u>	<u>HK(0.37) cent</u>

(b) Diluted loss per share

Diluted loss per share for the six months ended 30 September 2008 and 2007 has not been disclosed as the potential ordinary shares outstanding had an anti-dilutive effect on the basic loss for the periods.

8. TRADE AND OTHER RECEIVABLES

	As at 30 September 2008 <i>HK\$'000</i> (Unaudited)	As at 31 March 2008 <i>HK\$'000</i> (Audited)
Trade receivables	9,116	14,032
Less: Provision for impairment losses	(9,116)	(11,427)
	<hr/>	<hr/>
	–	2,605
Other receivables, net of impairment losses	30,454	35,929
Deposit for acquisition of subsidiaries	45,000	–
Deposits and prepayments	24,627	31,935
	<hr/>	<hr/>
	100,081	70,469
	<hr/> <hr/>	<hr/> <hr/>

The Group allows a credit period normally ranging from cash on delivery to 60 days to its trade customers.

An ageing analysis of trade receivables, net of impairment losses for bad and doubtful debts, is as follows:

	As at 30 September 2008 <i>HK\$'000</i> (Unaudited)	As at 31 March 2008 <i>HK\$'000</i> (Audited)
Current to 60 days	–	2,605
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9. HELD-TO-MATURITY INVESTMENTS

	As at 30 September 2008 <i>HK\$'000</i> (Unaudited)	As at 31 March 2008 <i>HK\$'000</i> (Audited)
Unlisted bonds products included in current assets	38,850	213,444

As at 30 September 2008, the unlisted bonds products were issued by a bank and carried fixed interest rate and maturing within one year. The annual interest rate on the bond products is 10%. The fair value of the unlisted bonds at 30 September 2008 approximates their carrying amounts.

10. OTHER PAYABLES

	As at 30 September 2008 <i>HK\$'000</i> (Unaudited)	As at 31 March 2008 <i>HK\$'000</i> (Audited)
Deposits received	1,156	1,273
Accruals and other payables	17,569	46,361
	18,725	47,634

DIVIDEND

The Board recommended that no interim dividend be paid for the six months ended 30 September 2008 (2007: Nil).

REVIEW AND OUTLOOK

Business Review

Business Transition

As disclosed in the annual report of the Company for the year ended 31 March 2008, the Group is undergoing a transition period in its business strategy transforming from its former apparel business to a new focus on digital entertainment business. The apparel business no longer contributed to the Group's turnover in the six month ended 30 September 2008 ("the Period") as compared to HK\$29.2 million and a net loss of HK\$8.9 million over the same period in 2007/2008. The Board will continue to scale down the apparel business and transfer its business focus to the new digital entertainment business.

New business - Digital Entertainment Business

The Company will focus on the digital entertainment business including land-based online game tournaments, online games entertainment platform and internet cafés. The new business is still at the development and investment stage and revenue contribution in this area is still being assessed. During the Period, the revenue of the Group amounted to HK\$0.90 million. This revenue was generated from the new business only, representing a 592.3% increase as compared to HK\$0.13 million last year.

Land-based Online Game Tournament

One of the core businesses of the Group is to organize and manage nationwide online game tournaments. In June 2008, the Group organized an e-sport tournament in Shanghai. Participants signed up and competed in featured games such as doudizhu. The tournament was held in the Group's flagship 'EnterNet' entertainment centre in Shanghai, the event proved the Group's tournament management capabilities.

Given the enormous market potential in e-sport tournaments in China, the Group has acquired the exclusive rights to organize the finals of the 2008 International E-sports Festival ("IEF"). The IEF tournament is a high profile e-sport event featuring role play ("RPG") and popular casual games. It is an international land-based tournament made famous by the intense e-sport rivalry between China and Korea. In addition to Chinese and Korean competitors, the tournament for the first time included participants from other Asian cities. The final was held from 5 to 7 December 2008 in Wuhan. The Group's appointment as the tournament's exclusive organizer positions the Group as a leading market platform provider in the digital entertainment industry.

Online Game Platform

Leveraging on brand recognition gained from organizing the IEF tournament, the Group's next step will be to develop its proprietary neutral back end system. The online game platform based on the system enables the Group to bring all major online games products and service providers under one single market platform, thus improving revenue and the traffic potential. The online games platform features casual games such as mahjong, doudizhu, Texas Hold'em poker and tuolaji. The Group also closely monitors the markets for opportunities in acquiring famous RPG titles which would further increase player volume across the platform.

i-café

The Group will expand its extensive network of internet entertainment centres and cafés to raise its market profile. It has acquired T-Matrix Culture Company Limited ("T-Matrix") which has franchisees and allied café partners in 12 provinces across China. Together with the Group's flagship "Enternet" entertainment center in Shanghai, the Group aims at creating an extensive distribution network for online game tournaments and online platform. The Group is positioned to expand its network through newly franchised i-café in China, where each franchisee dedicates terminals for the Group's online game platform.

Other business

During the Period, the Group acquired Kingbox (Asia) Limited (“Kingbox”) which is principally engaged in the manufacture and sale of packaging products and in the watch trade. The Board believes this acquisition would benefit the Group by enabling it to diversify its businesses and broaden its revenue sources. The acquisition will also expand the Group’s client base, especially when the core business of digital entertainment is still at development stage. Shareholders’ approval for the acquisition of Kingbox was obtained in October 2008. For the nine months ended 31 March 2008, Kingbox recorded a turnover and net profit after tax of HK\$88,639,000 and HK\$10,634,000 respectively. As the guaranteed profit of Kingbox for its financial year ended 30 June 2008 has been achieved, it is expected that Kingbox will contribute a steady and stable revenue and profit to the Group during second half of this financial year.

Prospects

The global economy is expected to remain volatile. However, given the online game industry is a low cost entertainment for customers, the Group believes the current economic downturn will result in an increase in number of new players participating in internet games. It is expected that there will be more opportunities for the Group to expand its digital entertainment business. The Group’s exclusive role in the forthcoming IEF finals is a critical event for Group’s restructured corporate strategy for the PRC market.

The Group is closely monitoring gaming market trends across China. Currently, the market penetration rate is low. Management believes the growth potential of both casual games and RPG games is enormous. In order to capture and maximize market opportunities, the Group will continue to enrich its online entertainment platform to provide quality entertainment to players. The Group is currently in discussion for acquiring famous RPG titles and it expects to deliver these to players soon.

Looking ahead, revenue is expected to gradually improve from sales of new RPG games. Entry fees from players entering tournaments and membership fees from the online platform are expected to increase steadily, along with revenue contributions from the recently acquired Kingbox. Management believes the enormous market potential in the industry is still relatively untapped and is confident that its financial performance will gradually be improved in the near future.

Financial Review

Results

For the Period, the Group recorded an unaudited consolidated turnover of HK\$0.90 million as compared to HK\$29.3million for the same period last year, representing a year-on-year decrease of 96.9%. The loss attributable to shareholders amounted to HK\$62.8 million as compared to a loss of HK\$12.6 million for the same period last year. This was due to the costs and efforts spent by the Group in undergoing a process of transforming its business focus from apparel trading to new business on digital media with focus on entertainment across the PRC. As the new business is still under the developing stage, the contribution from the new business will take time to realize.

Significant Investments

The PRC property in Beijing is partly for the office use and partly for leasing purpose. Most of the units were leased out as at the balance sheet date. The rental income for the Period amounted to HK\$0.64 million. Office leasing will provide a stable source of income for the Group.

The Group subscribed for 3-year convertible notes in an aggregate principal amount of USD 1,000,000 in Lucky Belt Holdings Limited with interest rate of 8% per annum.

Material acquisitions and disposals of subsidiaries and associated companies

In July 2008, the Group entered into an agreement with (i) Super Crown Venture Inc., (ii) Golden View Worldwide Limited, (iii) Treasure Bay Assets Limited and (iv) Super Mark Profits Corporation (collectively, the “Vendors”) for the acquisition of Kingbox, the holding company of a group of companies which are principally engaged in the manufacture and sale of packaging products and watch trading. The acquisition is considered in the interest the Group as it has allowed the Group to diversify its business into industries with growth prospects. This will broaden sources of income as well as client base while the digital entertainment market is developing. For more details regarding this Kingbox acquisition, please refer to the circular of the Company dated 19 September 2008.

In August 2008, the Group entered into an agreement with Great Rider Limited to dispose of 100% interests in Goldgain Services Limited (“Goldgain”) at the consideration of HK\$1,925,679.39. For more details of the disposal of Goldgain, please refer to the circular of the Company dated 3 September 2008.

Capital Resources and Currency Exposure

The convertible note-holders have converted the notes issued by the Company in an aggregate principal amount of HK\$2,000,000 and HK\$5,000,000 into 200,000,000 and 500,000,000 ordinary shares of HK\$0.001 each at a conversion price of HK\$0.01 per share respectively on 5 May 2008 and 16 May 2008.

At the balance sheet date, the cash and cash equivalents (including bank fiduciary deposit) of the Group amounted to approximately HK\$429.7 million. The Group's bank borrowing was approximately HK\$30.4 million in which approximately HK\$1.9 million and HK\$28.5 million were payable within one year and after one year respectively. The Group's bank borrowing is denominated in Hong Kong dollars and made on a floating rate basis. The gearing ratio of interest bearing borrowing (net of the zero coupon rate convertible notes) against the total equity at the balance sheet date was 4.2%. As majority of bank fiduciary deposit and cash on hand are in US dollars, AUD dollars, Renminbi and Hong Kong dollars, the Group's exchange risk exposure depends on the movement of the exchange rate of the aforesaid currencies. After the balance sheet date, the Group converted a portion of AUD to US\$ to reduce the potential downward exchange risk exposure. During the Period, the Group recorded foreign exchange loss of HK\$18.9 million for holding foreign currencies. The Group does not have any financial instruments for hedging purposes.

Pledge of Assets

At the balance sheet date, the buildings and prepaid lease payments of the Group with carrying value of approximately HK\$8.0 million and HK\$45.8 million respectively were pledged for the bank borrowing.

Capital and Other Commitments

At the balance sheet date, the Group has not committed nor had any plan to commit for any material investment or capital assets.

On 28 August 2008, the Group entered into a school project with Wuxi School Management Center in Wuxi of PRC amounting to RMB9,000,000.

Contingent Liabilities

In August 2005, Orient Rise Limited ("Orient Rise") initiated a legal action against French Trade Marketing Limited and Prime Axis Limited (formerly known as Euro Fashion Trading Company Limited), two wholly-owned subsidiaries of the Group for a breach of the terms of a sub-licence causing loss and damages to Orient Rise.

Up to the date of this report, based on the legal advice obtained, the directors believed that there is no ground for Orient Rise to make the claim and therefore, no provision has been made in the consolidated financial statements.

EMPLOYEE INFORMATION

The Group had approximately 246 employees as at the balance sheet date, including 36 employees in Hong Kong and 210 in the PRC. The Group continued to review remuneration policies with reference to the level and composition of pay, market conditions and both individual and company performances. Staff benefits include contribution to Mandatory Provident Fund Scheme and year end bonus, share option scheme, group medical allowance, group travel insurance scheme and housing benefit.

EVENTS AFTER BALANCE SHEET DATE

Upon the shareholders' approval for the acquisition of Kingbox was obtained in October 2008, the Group has paid HK\$108 million cash and issued a total of 257,142,856 ordinary shares of the Company to the Vendors by the end of November 2008.

In October 2008, the Group's entered into an agreement with a connected person, Weike (S) Pte Limited, to acquire 30 pieces of gaming machine and its operating systems with an exclusive right of use at an total consideration of HK\$9,893,000.

In late October 2008, the Group entered into a co-operation agreement with Network Movie Centre of the Central Committee of the Communist Youth League of China to acquire the exclusive rights to organize IEF in the PRC at the total consideration of HK\$9,500,000.

In November 2008, the Group subscribed a 6-month convertible note in an aggregate principal amount of US\$500,000 in Winning Asia Technology Limited with interest rate of 10% per annum.

In November 2008, the Group entered into an agreement and supplementary agreement ("Subscription Agreement") with Profit Grow (Hong Kong) Limited ("Profit Grow") and Zhongcheng Satellite Technology Centre (Overseas) Limited respectively, pursuant to which Profit Grow has conditionally agreed to allot and issue and the Group has conditionally agreed to subscribe for the subscription shares at the consideration of HK\$30 million. Upon completion, the Group shall make available to Profit Grow the loan of HK\$40 million for a term of two years for financing its working capital and investments. For more details of the Subscription Agreement, please refer to circular of the Company dated 5 December 2008.

CORPORATE GOVERNANCE

The Board is committed to ensuring high standards of corporate governance practices as set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Listing Rules. The Company has fully complied with the CG Code throughout the underlying period.

COMPLIANCE WITH THE MODEL CODE

Throughout the underlying period, the Model Code for Securities Transactions by Directors of Listed Issuers ("Securities Code") had been taken as the Company's code of conduct regarding Directors' securities trading. All Directors have confirmed, following specific enquiry by the Company, that they fully complied with the Securities Code throughout the underlying period.

REVIEW OF RESULTS

The Group's unaudited condensed consolidated results for the six months ended 30 September 2008 have been reviewed by the auditors and the Audit Committee of the Company.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

During the six months ended 30 September 2008, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

On behalf of the Board
Cheng Chee Tock Theodore
Chairman

Hong Kong, 8 December 2008

As at the date hereof, the executive directors of the Company are Mr. CHENG Chee Tock Theodore (Chairman), Dato POH Po Lian, Mr. WOELM Samuel, Mr. WU Chuang John and Mr. CAO Dongxin; and the independent non-executive directors are Mr. SZE Tsai Ping Michael, Dr. CHOW Steven, and Mr. WANG Shan Chuan.