

## **CHINA STAR ENTERTAINMENT LIMITED**

(Incorporated in Bermuda with limited liability) (Stock Code: 326)

## INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30TH JUNE 2006

The board of directors of China Star Entertainment Limited (the "Company") presents the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30th June 2006 together with comparative figures as follows:

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### CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30th June 2006

	Six months end		-	
	Notes	2006 <i>HK\$'000</i> (Unaudited)	2005 <i>HK\$'000</i> (Unaudited)	
Turnover Cost of sales	2	56,042 (33,125)	46,411 (28,936)	
Gross profit Other revenue Other income Administrative expenses Marketing and distribution expenses Net gain on disposal of financial assets at fair value through profit or loss Unrealized (loss)/gain on financial assets at fair value through profit or loss		22,917 4,063 2,105 (17,581) (9,009) 4,936 (12,069)	17,475 3,658 1,506 (31,886) (12,964) 598 1,452	
Loss from operations Finance costs Share of results of associates Gain on disposal of an associate Gain on deemed disposal of interest in an associate Impairment loss recognized in respect of goodwill arising on acquisition of associates	3	(4,638) (984) (1,043) 21,400 62,582 (6,300)	(20,161) (910) (5,357) – –	
Profit/(loss) before taxation Taxation	4	71,017 (28)	(26,428) (47)	
Profit/(loss) for the period Attributable to: Equity holders of the Company Minority interests		70,989 71,002 (13)	(26,475) (26,458) (17)	
Earnings/(loss) per share Basic and diluted	5	70,989 13.17 cents	(26,475) (5.49 cents)	

#### CONDENSED CONSOLIDATED BALANCE SHEET

As at 30th June 2006

As at 30th June 2006		30th June 2006 <i>HK\$`000</i> (Unaudited)	31st December 2005 <i>HK\$'000</i> (Audited)
NON-CURRENT ASSETS Property, plant and equipment Interest in leasehold land Investment properties Goodwill Interests in associates		13,811 10,257 42,190 59,203 226,028 351,489	19,147 13,684 42,190 59,203 166,473 300,697
CURRENT ASSETS Loan receivable Inventories Convertible notes receivables Film rights Films in progress Trade receivables Deposits, prepayments and other receivables Financial assets at fair value through profit or loss Amounts due from associates Prepaid tax Cash and cash equivalents	6	335 42,000 142,428 49,739 16,499 82,217 54,578 4,726 339 71,870 464,731 816,220	25,000 362 42,000 135,998 47,461 14,597 80,547 23,345 41,760 129 31,500 442,699 743,396
EQUITY Share Capital Reserves Shareholders' funds Minority interests		31,232 671,390 702,622 1,427 704,049	26,027 571,529 597,556 1,432 598,988
<b>NON-CURRENT LIABILITIES</b> Bank borrowings – due after one year Unsecured convertible loan notes		12,098  	13,193 19,434 32,627
<b>CURRENT LIABILITIES</b> Trade payables Deposits received, accruals and other payables Bank borrowings – due within one year Unsecured convertible loan notes	7	14,975 63,398 2,266 19,434	18,892 80,692 12,197
TOTAL EQUITY AND LIABILITIES		<u>100,073</u> <u>816,220</u>	111,781           743,396
NET CURRENT ASSETS		364,658	330,918
TOTAL ASSETS LESS CURRENT LIABILITIES		716,147	631,615

#### NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

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

The accounting policies used in preparation of these unaudited condensed consolidated interim financial statements are consistent with those adopted in the annual financial statements for the year ended 31st December 2005 except in relation to the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs", which also includes HKASs and Interpretations) which are generally effective and are relevant to the Group's operations for accounting periods beginning on or after 1st January 2006 and are adopted the first time by the Group for the current periods' financial statements.

HKAS 19 (Amendment)	Actuarial Gains and Losses, Group Plans and Disclosures
HKAS 21 (Amendment)	The effects of change in foreign exchange rate - net investment in foreign
	operation
HKAS 39 (Amendment)	Cash flow hedge accounting of forecast intragroup transaction
HKAS 39 (Amendment)	The fair value option
HKAS 39 & HKFRS 4 (Amendment)	Financial guarantee contracts
HKFRS-Int 4	Determining whether an Arrangement contains a lease

The adoption of the above HKFRSs does not result in substantial changes to the Company and its subsidiaries's accounting policies and has no significant effect on the results reported for the six months ended 30th June 2006 and prior periods.

#### 2. SEGMENT INFORMATION

The directors of the Company report the geographical segments as the Group's primary segment information.

#### **Geographical segments**

The following table provides an analysis of the Group's sales and results from operation by location of markets:

For the six months ended 30th June 2006:

	Hong Kong and Macau <i>HK\$'000</i> (Unaudited)	People's Republic of China, excluding Taiwan ("PRC") <i>HK\$'000</i> (Unaudited)	America and Europe <i>HK\$'000</i> (Unaudited)	South-east Asia <i>HK\$'000</i> (Unaudited)	Other <i>HK\$'000</i> (Unaudited)	Consolidated <i>HK\$'000</i> (Unaudited)
Turnover	34,923	8,783	657	10,817	862	56,042
Segment results	5,642	4,012	15	3,858	381	13,908
Other revenue and income Unallocated corporate						11,104
expenses						(29,650)
Loss from operations						(4,638)

#### For the six months ended 30th June 2005:

	Hong Kong and Macau <i>HK\$'000</i> (Unaudited)	PRC HK\$'000 (Unaudited)	America and Europe <i>HK\$'000</i> (Unaudited)	South-east Asia <i>HK\$'000</i> (Unaudited)	Other <i>HK\$'000</i> (Unaudited)	Consolidated HK\$'000 (Unaudited)
Turnover	25,129	6,266	3,092	9,880	2,044	46,411
Segment results	746	(3,923)	2,827	3,599	1,262	4,511
Other revenue and income Unallocated corporate						7,214
expenses						(31,886)
Loss from operations						(20,161)

	Six months ended 30th June	
	2006	2005
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss from operations has been arrived at after (crediting)/charging the following iten	ns:	
Amortisation of film rights (included in cost of sales)	30,834	27,343
Amortisation of leasehold land	132	225
Cost of inventories (included in cost of sales)	38	193
Depreciation of property, plant and equipment	4,627	4,824
Employee benefit expenses	7,010	8,603
Net foreign exchange loss	811	-
Gain on disposal of property, plant and equipment	(1,290)	(4)
Share based payment expenses		
(included in administrative expenses)	-	12,721
Trade payables written off	-	(1,470)

#### 4. TAXATION

	Six months ended 30th June	
	2006	2005
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
The taxation charge is as follows:		
Taxation in other jurisdictions	28	47

No provision for Hong Kong Profits Tax has been made in the financial statements for both periods as the Company and its subsidiaries incurred tax losses for both periods. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

#### 5. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share is based on the following data:

	Six months ended 30th June	
	2006	2005
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit/(loss) attributable to equity holders of the Company	71,002	(26,458)
	'000	'000
Weighted average number of ordinary shares for the purpose		
of basic and diluted earnings/(loss) per share	538,947	482,284

Diluted earnings per share is equal to the basic earnings per share for the six months ended 30th June 2006 as the exercise price of the outstanding share options granted by the Company and the conversion price of the convertible loan notes outstanding were higher than the average market price of the share of the Company, and the exercise of the outstanding share options and convertible loan notes would have an anti-dilutive effect to the basic earnings per share.

The computation of diluted loss per share for the six months ended 30th June 2005 did not assume the exercise of the Company's outstanding share options and convertible loan notes outstanding during the period since their exercise would reduce loss per share.

#### 6. **TRADE RECEIVABLES**

The credit period granted to customers ranges from 30 to 90 days. The following is an ageing analysis of trade receivables at the reporting date:

	30th June 2006 <i>HK\$'000</i> (Unaudited)	31st December 2005 <i>HK\$'000</i> (Audited)
Riche Multi-Media Holdings Limited ("Riche Multi-Media") and its subsidiaries (collectively the "Riche Group"):		
0 to 30 days	11	18
31 to 60 days	1	_
61 to 90 days	12	-
91 to 180 days	-	-
Over 180 days		
	24	18
Others:		
0 to 30 days	3,777	1,148
31 to 60 days	1,690	4,471
61 to 90 days	613	300
91 to 180 days	2,605	393
Over 180 days	7,790	8,267
	16,475	14,579
	16,499	14,597

The carrying amounts of trade receivables approximate to their fair value.

#### 7. **TRADE PAYABLES**

The following is an ageing analysis of trade payables at the reporting date:

The Riche Group:	30th June 2006 <i>HK\$'000</i> (Unaudited)	31st December 2005 <i>HK\$'000</i> (Audited)
0 to 30 days	19	_
31 to 60 days	4	_
61 to 90 days	_	-
91 to 180 days	199	_
Over 180 days	-	-
	222	
Others:		
0 to 30 days	246	2,680
31 to 60 days	191	836
61 to 90 days	1,176	1,368
91 to 180 days	1,861	3,123
Over 180 days	11,279	10,885
	14,753	18,892
	14,975	18,892

The carrying amounts of trade payables approximate to their fair value.

## MANAGEMENT DISCUSSION AND ANALYSIS

**Financial review** 

The Group recorded a turnover of HK\$56,042,000 for the six months ended 30th June 2006, a 21% increase from HK\$46,411,000 for the same period in the previous year. Of the total turnover amount, HK\$52,167,000 or 93% was generated from film distribution, the remaining 7% was generated from video distribution and other production services.

The profit attributable to equity holders of the Company for the six months ended 30th June 2006 was HK\$71,002,000, representing a 368% improvement over loss of HK\$26,458,000 in the last corresponding period.

During the period under review, the Group had recognized a gain on deemed disposal of interest in an associate of HK\$62,582,000 from Riche Multi-Media and a gain on disposal of an associate of HK\$21,400,000 from Golden Capital International Limited. The improvement in current period's result mainly attributable to these gain and better performance in film distribution segment. This period, the Group had released 6 new films in the market which was same as last corresponding period, including popular films like "The Shopaholic" and "Election II". In response to the weak market condition of the entertainment industry, especially for the Chinese language films, the Group has adopted cautious measures to secure the revenue and control budget for each new film. These measures were proved effective and better gross profit was achieved.

#### Dividend

The directors do not recommend the payment of an interim dividend for the six months ended 30th June 2006 (2005: nil).

#### **Business Review**

During the six months ended 30th June 2006, turnover and segment profit from Hong Kong and Macau amounted to HK\$34,923,000 (2005: HK\$25,129,000) and HK\$5,642,000 (2005: HK\$746,000) respectively. The achievement in the performance in the market was mainly attributable to the cautious selection in film production and the tight control on marketing and distribution expenses. The marketing and distribution expenses for the six months ended 30th June 2006 was HK\$9,009,000, representing a 31% decrease from HK\$12,964,000 for the last corresponding period.

Turnover and segment profit from the PRC amounted to HK\$8,783,000 (2005: HK\$6,266,000) and HK\$4,012,000 (2005: loss of HK\$3,923,000) respectively. The Group has sub-licensed China theatrical rights to other distributor for a fixed amount of distribution fees, thus securing the revenue and margin received by the Group.

Turnover and segment profit from South-east Asia amounted to HK\$10,817,000 (2005: HK\$9,880,000) and HK\$3,858,000 (2005: HK\$3,599,000) respectively. The performance of South-east Asia market has stable increment.

Turnover and segment profit from America and Europe amounted to HK\$657,000 (2005: HK\$3,092,000) and HK\$15,000 (2005: HK\$2,827,000) respectively. The decrease in turnover and segment profit was attributed to the costs of certain films sub-licensed in last period had been fully amortized.

To stay competitive in the market, the Group has regularly review its costs structure in these years by exercised prudence measures on cost policies and reduced its headcount. As a result, administrative expenses keep at a reasonable level. For the six months ended 30th June 2006, administrative expenses decreased to HK\$17,581,000, a 8% decrease from HK\$19,165,000 (excluding share-based payment expenses of HK\$12,721,000) for the same period in the previous year.

#### Liquidity and Financial Resources

As at 30th June 2006, the Group had total assets of approximately HK\$816,220,000 and a net current assets of HK\$364,658,000, representing a current ratio of 4.6 (31st December 2005: 4.0). The Group had a total cash and bank balances of approximately HK\$71,870,000 (31st December 2005: HK\$31,500,000). As at 30th June 2006, the Group had total borrowings of HK\$33,798,000 comprising a bank mortgage loan of HK\$14,277,000 which was secured by the Group's investment properties, interest bearing at 2.5% below the Hong Kong Prime Lending Rate per annum and repayable by 91 monthly instalments; an instalment loan from a bank of HK\$87,000 which was secured by a first legal charge over all copyrights on the Group's film, Himalaya Singh, interest bearing at 6.531% per annum and repayable by July 2006; and unsecured convertible loan notes of HK\$20,000,000 (including equity component of HK\$566,000) which is bearing interest at 4% per annum and will mature on 30th June 2007. The convertible loan notes carry the right to convert into shares of HK\$0.05 each in the share capital of the Company ("Shares") at the conversion price of HK\$5.83 per Share as at 30th June 2006. The Group's gearing remained low during the period with total debts of HK\$33,798,000 against shareholders' funds of HK\$702,622,000. This represents a gearing ratio, calculated in the basis of the Group's total borrowings over shareholders' fund of 5%.

As the majority of the Group's transactions, assets and liabilities are denominated in Hong Kong Dollars and United States Dollars, the exposure to fluctuation in exchange rates was considered to be minimal and no hedge activity was considered necessary. As at 30th June 2006, the Group had no contingent liability.

On 17th May 2006, Porterstone Limited ("Porterstone"), Dorest Company Limited ("Dorest"), Mr. Heung Wah Keung ("Mr. Heung") and Ms. Chen Ming Yin, Tiffany ("Ms. Chen") entered into a placing agreement with a placing agent and a top-up subscription agreement with the Company respectively. Pursuant to the placing agreement, Porterstone, Dorest, Mr. Heung and Ms. Chen placed an aggregate 104,105,000 existing Shares to independent investors at a price of HK\$0.33 per Share. Pursuant to the top-up subscription agreement, Porterstone, Dorest, Mr. Heung and Ms. Chen subscribed for an aggregate of 104,105,000 new Shares at a price of HK\$0.33 per Share. 104,105,000 new Shares issued for the subscription on 30th May 2006. The net proceeds of approximately HK\$33,300,000 was intended to be used as to HK\$20,000,000 for future investment and as to the balance for general working capital of the Group.

On 6th June 2006, the Company had conditionally agreed to place in aggregate 80,000,000 new Shares to PMA Asian Opportunities Fund, Diversified Asian Strategies Fund and Asian Diversified Total Return Limited Duration Company at a price of HK\$0.365 per Share. The issue of 80,000,000 new Shares was approved by the shareholders of the Company at a special general meeting held on 5th July 2006. The placing was completed on 7th July 2006. The net proceeds of approximately HK\$29,000,000 was intended to be used by the Group for the proposed acquisition of a hotel in Macau.

#### Associates

#### Riche Multi-Media

As at 30th June 2006, the Group had approximately 33.35% equity interest in Riche Multi-Media. The Riche Group are principally engaged in film distribution, sub-licensing of film rights and investments in securities. As at 30th June 2006, the Riche Group had net assets of approximately HK\$432,534,000. Turnover and net loss of the Riche Group for the six months ended 30th June 2006 were approximately HK\$12,762,000 and HK\$1,140,000 respectively. Accordingly, the Group had shared a net loss of approximately HK\$94,000 for the six months ended 30th June 2006 and a gain on deemed disposal of interest in an associate of HK\$62,582,000 from the following transaction.

During the period, the Riche Group entered into a conditional sale and purchase agreement with Northbay Investments Holdings Limited ("Northbay"), pursuant to which the Riche Group would acquire (i) 100% of the issued share capital of Shinhan-Golden Faith International Development Limited ("Shinhan-Golden") and (ii) the debts owned by Shinhan-Golden to Northbay, at an aggregate consideration of HK\$266,064,350 (the "Northbay Acquisition"). The consideration was satisfied by the allotment and issue of 1,330,321,745 shares of Riche Multi-Media at a price of HK\$0.20 per share. Shinhan-Golden's major asset is the 96.7% equity interest in Beijing Jianquo Real Estate Development Co. Ltd. (the "JV Co."). JV Co. is the registered and beneficial owner of a property (the "Property") located at No. 9, Gongyuan Xijie, Dongcheng District, Beijing, the PRC. The Northbay Acquisition was completed on 21st June 2006 and 1,330,321,745 shares of Riche Multi-Media had been issued on the same day. The equity interest in the Riche Group was diluted from 41.07% to 32.64% and a gain on deemed disposal was recognized. Thereafter, the Group acquired a further 0.71% equity interest in Riche Multi-Media in the open market with a total consideration of approximately HK\$7,900,000. As a result, the Group's equity interest in Riche Multi-Media increased to 33.35% as at 30th June 2006.

#### Together Again Limited

As at 30th June 2006, the Group held 49% equity interest in the group headed by Together Again Limited ("TAL Group"), a company incorporated in British Virgin Islands with limited liability and it indirectly holds 85% equity interest in China Entertainment Group, Inc., a U.S. public company traded on the Over-The-Counter Bulletin Board. TAL Group is principally engaged in the provision of artist management services.

The Group shared a loss of HK\$949,000 for the six months ended 30th June 2006 and an impairment loss recognized in respect of goodwill arising on acquisition of an associate of approximately HK\$6,300,000.

#### Acquisition of Daido Group Limited ("Daido")

On 3rd August 2006, Classical Statue Limited, a wholly-owned subsidiary of the Company entered into a sale and purchase agreement with Vision Harvest Limited and the guarantor, Mr. To Shu Fai for the purchase of 700,000,000 Daido shares for a total consideration of HK\$52,500,000.

The transaction was completed on 11th August 2006. Daido has become an associate of the Company.

Daido and its subsidiaries carries on the business of properties investment and provision of cold storage warehousing including relevant logistic services. A wholly-owned subsidiary of Daido had entered into an agreement with Ever Apollo Limited for the acquisition of an indirect 12% interest in Grand Waldo Complex, a five star resort complex in Macau.

### **Acquisition of Kingsway Hotel**

On 13th June 2006, the Company had entered into agreements in relation to the acquisition (the "Acquisitions") of the entire issued share capital of Triumph Up Investments Limited and Great Chain Limited which indirectly hold in aggregate appropriately 61.5% interest in the issued share capital of Kingsway Hotel Limited for an aggregate consideration of HK\$490,000,000. The principal asset of Kingsway Hotel Limited is Kingsway Hotel, a three star hotel with a total 383 guests rooms located in Macau. The Acquisitions constitute a very substantial acquisition for the Company under the Listing Rules and is therefore subject to the approval of the shareholders of the Company at a special general meeting to be held on 29th September 2006.

Financing for the Acquisitions is expected to come from convertible bonds to be issued by the Company and with the balance from internal resources, although the exact terms of the convertible bonds to be issued have not yet been finalized.

#### Signing of a Non-binding Letter of Intent

On 15th September 2005, the Company entered into a non-binding letter of intent with Mr. Phua Wei Seng, an independent third party, for the acquisition by the Company of an equity interest in a company involved in Macau gaming business. Pursuant to the non-binding letter of intent, a refundable deposit of HK\$20,000,000 was placed by the Company with Mr. Phua Wei Seng. If the proposed transaction does not materialise or fails to complete by 14th December 2005, the deposit would be returned to the Company. The parties to the letter of intent had agreed to extend the date to 11th September 2006. As at 11th September 2006, the Company decided not to proceed with the proposed acquisition, the refundable deposit of HK\$20,000,000 had refunded to the Company on 11th September 2006 without interest.

### **Disposal of Property**

On 17th August 2006, China Star Laser Disc Company Limited, a wholly-owned subsidiary of the Company sold one of its property at net book value of approximately HK\$8,124,000 at a consideration of HK\$8,080,000 and made an insignificant loss of approximately HK\$44,000.

#### **Disposal of Film Library**

On 13th September 2006, One Hundred Years of Film Company Limited, China Star Pictures Limited and S&W Entertainment Limited (the "Vendors"), all wholly-owned subsidiaries of the Company, the Company and Fortune Star Entertainment (HK) Limited ("Purchaser") entered into a deed pursuant to which the Purchaser has agreed to acquire from the Vendors the perpetual and worldwide right, title and interest in 100 motion pictures ("Film Library") at a total consideration of US\$18,000,000 (subject to adjustment). Compared to the net book values as stated in the books and records of the Group as at 31st August 2006, the estimated net profit arising from the disposal is approximately HK\$35,000,000.

The disposal constitutes a major transaction for the Company under the Listing Rules and is therefore subject to the approval of the shareholders of the Company at a special general meeting to be convened by the Company.

#### Employees

As at 30th June 2006, the Group employed 46 staffs (30th June 2005: 51 staffs). The directors believe that the quality of its employees is the single most important factor in sustaining the Group's reputation and improving its profitability. The staffs are remunerated based on their work performance, professional experience and prevailing industry practices. Apart from basic salaries, mandatory provident fund, medical schemes and discretionary bonuses, share options are awarded to certain staffs according to the assessment of individual performance.

#### Prospect

The first half of 2006 is challenging for the Group. In last year, the Group had focus to control the budget and quality of film production and at the same time has actively diversified into other business opportunities. The significant improvement in the performance of the Group for the six months ended 30th June 2006 has proved that the Group is in the right direction. The Acquisitions of Kingsway Hotel in Macau and investment in Grand Waldo Complex in Macau through its investment in Daido are expected to bring positive growth to the Group in the long term. These investments are good opportunity for the Group to participate in the growing hospitality business in Macau and expected to stabilize the future income of the Group. The disposal of the Film Library has once again proved the Group's excellent achievement in the film industry and will enhance the liquidity and financial position of the Group.

#### CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with all the applicable code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 to the Listing Rules for the six months ended 30th June 2006, except for the following deviations:

#### 1. Code Provision A.4.1

Under the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and subject to re-election. However, all the independent non-executive directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provision of the Company's bye-laws. The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code.

#### 2. Code Provisions B.1.4 and C.3.4

Under the code provisions B.1.4 and C.3.4 of the Code, the issuer should make available the terms of reference of its remuneration committee and audit committee on request and by including the information on the issuer's website.

The Company has not yet established its own website until July 2006, therefore, for the six months ended 30th June 2006, the above requirement regard to provide such information on website cannot be met accordingly. However, the terms of reference of these two committees are available on request.

The terms of reference of and the information on the remuneration committee and the audit committee will soon be included in the website of these Company in accordance with the code provisions B.1.4 and C.3.4 of the Code

#### ADOPTION OF THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules for securities transactions by directors of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code during the six months ended 30th June 2006. The Model Code also applies to other specified senior management of the Group.

#### **REMUNERATION COMMITTEE**

The Company has established a remuneration committee with written terms of reference in accordance with the code provision B.1.1 on 31st August 2005. The remuneration committee comprises two independent non-executive directors, namely Mr. Hung Cho Sing and Mr. Fung Ho Sum, and an executive director, namely Ms. Chen Ming Yin, Tiffany. Ms. Chen Ming Yin, Tiffany is the chairman of the remuneration committee. The remuneration committee is principally responsible for formulating and making recommendation to the board of directors of the Company on the Group's policy and structure for all remuneration of the directors of the Company and senior management of the Group. The terms of reference of the remuneration committee shall make available to the public on request and will soon be included in the website of the Company.

#### PURCHASE, SALE AND 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 six months ended 30th June 2006.

#### AUDIT COMMITTEE

The audit committee of the Company as at 30th June 2006 was comprising Messrs. Hung Cho Sing, Ho Wai Chi, Paul and Fung Ho Sum, all being independent non-executive directors. Mr. Ho Wai Chi, Paul is the chairman of the audit committee.

The principal duties of the audit committee are to review with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including reviews of interim and annual financial statements.

The unaudited condensed consolidated interim financial statements for the six months ended 30th June 2006 have been reviewed by the audit committee of the Company as well as the Group's external auditors in accordance with Statement of Auditing Standards No. 700 "Engagements to Review Interim Financial Reports" issued by the Hong Kong Institute of Certified Public Accountants.

The terms of reference of the audit committee shall make available to the public on request and will soon be included in the website of the Company.

#### **BOARD OF DIRECTORS**

As at the date of this announcement, the executive directors of the Company are Mr. Heung Wah Keung (*Chairman*), Ms. Chen Ming Yin, Tiffany (*Vice Chairman*) and Ms. Li Yuk Sheung; the independent non-executive directors of the Company are Mr. Hung Cho Sing, Mr. Ho Wai Chi, Paul and Mr. Fung Ho Sum.

# PUBLICATION OF INFORMATION ON THE WEBSITE OF THE STOCK EXCHANGE OF HONG KONG LIMITED

The Company's 2006 interim report containing the relevant information required by the Listing Rules will be sent to shareholders of the Company and published on the website of The Stock Exchange of Hong Kong Limited in due course.

By Order of the Board Heung Wah Keung Chairman

Hong Kong, 26th September 2006