



# KASEN INTERNATIONAL HOLDINGS LIMITED

## 卡森國際控股有限公司

(An exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 496)

### INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED JUNE 30, 2008

The board (the “Board”) of directors (the “Directors”) of Kasen International Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended June 30, 2008. These interim results have been reviewed by the Company’s Audit Committee, comprising solely the independent non-executive Directors, one of whom chairs the committee.

#### CONDENSED CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED JUNE 30, 2008

	NOTES	Six months ended June 30, 2008 RMB'000 (unaudited)	Six months ended June 30, 2007 RMB'000 (unaudited)
Turnover	3	1,081,148	1,770,478
Cost of sales		(948,265)	(1,546,780)
Gross profit		132,883	223,698
Other income	6	39,257	8,623
Distribution costs		(41,281)	(57,168)
Administrative expenses		(64,587)	(74,944)
Other expenses		(3,421)	(2,468)
Share of (losses) profits of associates		(1,393)	435
Gain on disposal of subsidiaries	8	2,399	3,388
Finance costs	9	(56,384)	(43,252)
Profit before taxation	4	7,473	58,312
Taxation	5	(4,663)	(10,325)
Profit for the period		2,810	47,987
Attributable to:			
Equity holders of the Company		5,417	46,468
Minority interests		(2,607)	1,519
		2,810	47,987
Dividend paid	11	–	–
Basic and Diluted earnings per share	13	RMB1 cent	RMB5 cents

## CONDENSED CONSOLIDATED BALANCE SHEET

AT JUNE 30, 2008

	NOTES	June 30, 2008 RMB'000 (unaudited)	December 31, 2007 RMB'000 (audited)
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		812,552	952,492
Prepaid lease payments – non-current portion		87,155	102,265
Properties for development	14	511,470	314,781
Intangible assets		1,548	1,321
Interests in associates		69,101	15,833
Interest in a jointly controlled entity		2,614	2,614
Available-for-sale investments		43,278	43,278
Other long-term assets	15	116,260	143,360
		<b>1,643,978</b>	<b>1,575,944</b>
<b>CURRENT ASSETS</b>			
Inventories		891,607	1,142,720
Trade, bills and other receivables	16	454,443	549,588
Prepaid lease payments – current portion		1,997	2,311
Amounts due from related companies		36,522	24,372
Taxes recoverable		6,255	6,682
Derivative financial instruments		14,814	16,151
Pledged bank deposits		136,246	85,743
Bank balances and cash		600,908	504,549
		<b>2,142,792</b>	<b>2,332,116</b>
Assets classified as held for sale	7	–	231,390
<b>TOTAL ASSETS</b>		<b>3,786,770</b>	<b>4,139,450</b>
<b>CURRENT LIABILITIES</b>			
Trade, bills and other payables	17	247,440	429,576
Amounts due to related companies		5,867	81
Bank and other borrowings – due within one year		1,546,405	1,546,812
Taxes payable		5,927	7,722
		<b>1,805,639</b>	<b>1,984,191</b>
Liabilities classified as held for sale	7	–	175,013
<b>NET CURRENT ASSETS</b>		<b>337,153</b>	<b>404,302</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,981,131</b>	<b>1,980,246</b>
<b>NON-CURRENT LIABILITIES</b>			
Bank and other borrowings – due after one year		9,691	10,400
<b>NET ASSETS</b>		<b>1,971,440</b>	<b>1,969,846</b>
<b>CAPITAL AND RESERVES</b>			
Share capital		1,227	1,227
Reserves		1,921,937	1,915,927
Equity attributable to equity holders of the Company		1,923,164	1,917,154
Minority interests		48,276	52,692
<b>Total equity</b>		<b>1,971,440</b>	<b>1,969,846</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The condensed consolidated financial statements of Kasen International Holdings Limited (the “Company”) 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 and with International Accounting Standard 34 (IAS 34) “Interim Financial Reporting”.

## 2. PRINCIPAL ACCOUNTING POLICIES

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

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the annual consolidated financial statements of the Company and its subsidiaries (the “Group”) for the year ended December 31, 2007.

In the current interim period, the Group has applied, for the first time, the following new interpretations (“new Interpretations”) issued by the International Accounting Standards Board (“IASB”) and the International Financial Reporting Interpretations Committee (the “IFRIC”) of the IASB, which are effective for the Group’s financial year beginning on January 1, 2008. The adoption of the new Interpretations had no material effect on the results or financial position of the Group for the current or prior accounting periods.

IFRIC – Int 11	IFRS 2: Group and Treasury Share Transactions
IFRIC – Int 12	Service Concession Arrangements
IFRIC – Int 14	IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

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

IFRSs (Amendments)	Improvements to IFRSs <sup>1</sup>
IAS 1 (Revised)	Presentation of Financial Statements <sup>2</sup>
IAS 23 (Revised)	Borrowing Costs <sup>2</sup>
IAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>3</sup>
IAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation <sup>2</sup>
IAS 39 (Amendment)	Eligible Hedged Items <sup>3</sup>
IFRS 1 & IAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate <sup>2</sup>
IFRS 2 (Amendment)	Vesting Conditions and Cancellations <sup>2</sup>
IFRS 3 (Revised)	Business Combinations <sup>3</sup>
IFRS 8	Operating Segments <sup>2</sup>
IFRIC 13	Customer Loyalty Programmes <sup>4</sup>
IFRIC 15	Agreements for the Construction of Real Estate <sup>2</sup>
IFRIC 16	Hedges of a Net Investment in a Foreign Operation <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after January 1, 2009, except the amendments to IFRS 5 which are effective for annual periods beginning on or after July 1, 2009

<sup>2</sup> Effective for annual periods beginning on or after January 1, 2009

<sup>3</sup> Effective for annual periods beginning on or after July 1, 2009

<sup>4</sup> Effective for annual periods beginning on or after July 1, 2008

<sup>5</sup> Effective for annual periods beginning on or after October 1, 2008

The adoption of IFRS 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 July 1, 2009. The directors of the Company anticipate that the application of the other new or revised standards or interpretation will have no material impact on the results and the financial position of the Group.

### 3. SEGMENT INFORMATION

For management purposes, the Group is currently organized into five operating divisions. These divisions are the basis on which the Group reports its primary segment information.

#### Business segment

During the period, the Group has presented its business by the following segments:

- Upholstered furniture, comprising leather and fabric upholstered furniture and furniture covers;
- Furniture leather;
- Automotive leather;
- Properties development; and
- Others (including sale of wooden frame, retail and others)

Segment information about these businesses is presented below:

	Upholstered furniture <i>RMB'000</i>	Furniture leather <i>RMB'000</i>	Automotive leather <i>RMB'000</i>	Properties development <i>RMB'000</i>	Others <i>RMB'000</i>	Eliminations <i>RMB'000</i>	Total <i>RMB'000</i>
Six months ended June 30, 2008							
<b>Turnover</b>							
External sales	712,397	243,431	109,640	–	15,680	–	1,081,148
Inter-segment sales	189,527	421,864	–	–	39,925	(651,316)	–
Six months ended June 30, 2007							
<b>Turnover</b>							
External sales	1,405,393	208,484	122,672	–	33,929	–	1,770,478
Inter-segment sales	283,547	765,815	–	–	65,352	(1,114,714)	–
					<b>Six months ended June 30, 2008 <i>RMB'000</i></b>		<b>Six months ended June 30, 2007 <i>RMB'000</i></b>
<b>Results</b>							
Segment results							
– Upholstered furniture					28,423		70,878
– Furniture leather					22,839		24,970
– Automotive leather					10,614		(636)
– Properties development					–		–
– Others					(14,524)		2,535
					47,352		97,747
Unallocated corporate income					24,624		7,880
Unallocated corporate expenses					(6,726)		(4,498)
Share of (losses) profits of associates					(1,393)		435
Finance costs					(56,384)		(43,252)
Profit before taxation					7,473		58,312
Taxation					(4,663)		(10,325)
Profit for the period					2,810		47,987

#### 4. PROFIT BEFORE TAXATION

	<b>Six months ended June 30, 2008 RMB'000</b>	Six months ended June 30, 2007 RMB'000
Profit before taxation has been arrived at after charging (crediting):		
Amortization of intangible assets	270	268
Amortization of prepaid lease payment	1,162	1,388
Depreciation of property, plant and equipment	42,899	48,007
	<hr/>	<hr/>
Total depreciation and amortization	44,331	49,663
Write-back of impairment loss recognized in respect of trade and other receivables	(9,593)	(1,010)
Write-back of allowances for inventories ( <i>note</i> )	(18,393)	(541)
Loss on disposal of property, plant and equipment	713	303
Net foreign exchange losses	13,227	14,364
Staff costs (including directors' remuneration)	103,663	138,882
	<hr/> <hr/>	<hr/> <hr/>

*Note:* The write-back of allowances for inventories was mainly due to the subsequent usage and sales of the impaired inventories.

#### 5. TAXATION

	<b>Six months ended June 30, 2008 RMB'000</b>	Six months ended June 30, 2007 RMB'000
PRC enterprise income tax		
– current period	3,535	11,040
– under (over) provision in prior periods	1,128	(715)
	<hr/>	<hr/>
	4,663	10,325
	<hr/> <hr/>	<hr/> <hr/>

On March 16, 2007, the People's Republic of China (the "PRC") promulgated the Law of the PRC on Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the PRC. On December 6, 2007, the State Council of the PRC issued Implementation Regulation of the New Law. The New Law and the Implementation Regulation have changed the PRC enterprise income tax rate from 26.4% to 25% for the Group's PRC subsidiaries from January 1, 2008.

Certain subsidiaries of the Company operating in the PRC are eligible for certain tax exemption and concessions for both periods.

## 6. OTHER INCOME

Details of other income are as follows:

	<b>Six months ended June 30, 2008 RMB'000</b>	Six months ended June 30, 2007 RMB'000
Government grants		
Grants for technology development	–	910
Incentive for business development	–	810
Other grants	<b>491</b>	351
	<b>491</b>	2,071
Compensation for cancellation of grant of land ( <i>note</i> )	<b>21,430</b>	–
Interest income	<b>3,118</b>	2,902
Gain on fair value change on foreign currency forward contracts	<b>9,106</b>	–
Claims from insurance company	<b>1,446</b>	197
Others	<b>3,666</b>	3,453
	<b>39,257</b>	8,623

*Note:* The Management Committee of Haining Economic Development Zone (the “Haining Economic Development Zone”) cancelled a grant of a piece of land to the Group and returned the deposit of RMB17,061,668 in last year. During the period, the Haining Economic Development Zone agreed to pay RMB21,430,000 to the Group as compensation.

## 7. ASSETS/LIABILITIES HELD FOR SALE

Pursuant to a Board resolution dated October 8, 2007 and shareholders’ approval on November 23, 2007, the Company entered into a binding agreement with two independent third parties to dispose of a 50.5% held subsidiary, Haining Oyi May Sofa Co., Ltd. (“Oyi May”) (海寧歐意美沙發有限公司), for a consideration of RMB24.5 million. As at December 31, 2007, this disposal has not been completed due to delay of local government approval. The assets and liabilities attributable to Oyi May have been classified as a disposal group held for sale and are presented separately in the condensed consolidated balance sheet (see below).

The subsidiary is included in the Group’s upholstered furniture production activities for segment reporting purposes (see note 3). The net proceeds of the disposal exceeds the Group’s attributable portion of net carrying amount of the relevant assets and liabilities as at December 31, 2007 accordingly, no impairment loss has been recognised.

The major classes of assets and liabilities of Oyi May classified as held for sale are as follows:

	2007 RMB'000
Property, plant and equipment	74,377
Inventories	63,064
Trade and other receivables	47,772
Pledged bank deposits	27,946
Bank balances and cash	4,301
Prepaid lease payment	9,083
Intangible assets	54
Amount due from related companies	4,793
	<hr/>
Assets classified as held for sale	231,390
	<hr/> <hr/>
Trade, bills and other payables	148,388
Amount due to related companies	2,973
Bank and other borrowings	23,652
	<hr/>
Liabilities classified as held for sale	175,013
	<hr/> <hr/>
Net assets classified as held for sale	56,377
Less: minority interest	(27,907)
	<hr/>
Net assets classified as held for sale attribute to the Group	28,470
	<hr/> <hr/>

The net assets set out above do not include intercompany balances owed to other Group's entities amounting to RMB15.8 million.

The disposal of disposed business was completed on January 10, 2008.

## 8. DISPOSAL OF SUBSIDIARIES

As referred to note 7, the Group entered into an agreement to dispose of Oyi May, which carried out upholstered furniture manufacturing operations. The disposal was completed on January 10, 2008, the date on which the control of Oyi May was passed to the acquirer.

During the current period, the Group entered into an agreement to dispose of 5% equity interest in a non-wholly owned subsidiary, 浙江獵馬傢俬有限公司("Zhejiang Liema Furniture Co., Ltd.") ("Liema Furniture"), which carried out upholstered furniture manufacturing operations. The disposal was completed on June 17, 2008, the date on which the control of Liema Furniture was passed to the acquirer. The Group holds 45.5% equity interest in Liema Furniture after the disposal and accounts for Liema Furniture as an associate subsequently.

During the first half year of 2007, the Group entered into an agreement to dispose of a wholly owned subsidiary, 海寧家藝傢俱有限公司("Haining Home Craft Furniture Co., Ltd.") ("Home Craft"), which carried out upholstered furniture manufacturing operations. The disposal was completed on January 29, 2007, the date on which the control of Home Craft was passed to the acquirer.

Oyi May and Liema Furniture did not make any significant contributions to the results and cash flows of the Group during both periods.

## 9. FINANCE COSTS

	<b>Six months ended June 30, 2008 RMB'000</b>	Six months ended June 30, 2007 RMB'000
Interest on:		
Bank borrowings wholly repayable within five years	<b>54,611</b>	42,899
Other borrowings wholly repayable within five years	<b>1,535</b>	97
Other borrowings not wholly repayable within five years	<b>238</b>	256
	<b>56,384</b>	43,252

## 10. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

On January 7, 2008, the Group acquired 99% equity interest in Qionghai Bodi Real Estate Co., Ltd. (“Qionghai Bodi”) from an independent party not connected with the Group, for a consideration of RMB100,062,000.

The principal activity of Qionghai Bodi is property development in Hainan Province of the PRC and the major assets of Qionghai Bodi is the property development sites in the PRC, accordingly, the transactions have been accounted for as the acquisition of assets through the acquisition of a subsidiary.

## 11. DIVIDEND PAID

No dividends were paid during the period. The directors do not recommend the payment of an interim dividend.

## 12. SHARE OPTIONS

A share option scheme was adopted by the Company pursuant to a resolution passed on September 26, 2005 (the “Scheme”) for the primary purpose of providing incentives to directors and eligible employees. The Scheme became effective on October 20, 2005 and the option issued pursuant to the Scheme will expire with no later than 10 years from the date of grant of the option. Under the Scheme, the board of directors of the Company may grant options to any employees and directors of the Company or any of its subsidiaries to subscribe shares of the Company.

The Company granted a total of 29,800,000 share options to the directors and other eligible employees on March 9, 2006 (the “First Batch Option”). The exercise price of the options is HK\$2.38. The vesting period of the First Batch Option expired on December 31, 2007. 50% of the First Batch Option is exercisable from January 1, 2007 to March 8, 2016, and the remaining is exercisable from January 1, 2008 to March 8, 2016.

The Company granted a total of 10,500,000 share options to the directors and other eligible employees on May 5, 2008 (the “Second Batch Option”). The exercise price of the options is HK\$1.18 (the share price immediately before the grant date was HK\$1.18). The closing share price of the grant date is HK\$1.18.

The Binomial Model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors’ best estimate. The value of an option varies with different variables of certain subjective assumptions.



The following assumptions were used in the Binomial model for the Second Batch Option:

Average risk-free rate of return	2.73%
Weighted average expected option life	5.96 years
Volatility rate	55.81%
Dividend yield	4.22%

The share options could be exercised during the following periods:

<b>Date</b>	<b>Percentage of the Second Batch Option</b>
From January 1, 2009 to May 4, 2018	50%
From January 1, 2010 to May 4, 2018	50%

The fair value of the Second Batch Option determined at the date of grant using the Binomial Model was approximately RMB4,500,000 which was arrived at by reference to a valuation carried out by Jones Lang LaSalle Sallmanns Limited, an independent qualified professional valuer and the Company recorded a share-based payment expense of RMB593,000 in the current period (six months ended June 30, 2007: RMB1,536,000).

Details of the share options outstanding during the current period are as follows:

	<b>Number of share options</b>
Outstanding as at January 1, 2008	25,300,000
Granted during the period	10,500,000
Lapsed during the period due to resignation of employees	(100,000)
	<hr/>
Outstanding as at June 30, 2008	<u>35,700,000</u>

No share option has been exercised during current period.

### 13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the equity holders of the Company is based on the following data:

#### Earnings

	<b>Six months ended June 30, 2008</b>	Six months ended June 30, 2007
	<b>RMB'000</b>	<b>RMB'000</b>
Earnings for the purposes of basic and diluted earnings per share, being profit attributable to equity holders of the Company	<u>5,417</u>	<u>46,468</u>

**Number of shares**

	<b>Six months ended June 30, 2008</b>	Six months ended June 30, 2007
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>990,048,369</b>	990,048,369
Effect of dilutive potential ordinary shares: Second Batch Option issued by the Company	<u>59,282</u>	<u>—</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<u><b>990,107,651</b></u>	<u>990,048,369</u>

First Batch Option granted to the employees of the Group was not included in the computation of the diluted earnings per share because the exercise price of the share options was higher than the average market price of the Company's shares during the six months ended June 30, 2007.

**14. PROPERTIES FOR DEVELOPMENT**

During the current period, the Group acquired two pieces of land in Xieqiao, Haining, Zhejiang Province, and Boao, Hainan Province (through acquisition of a subsidiary (note 10)) with the acquisition cost of RMB16,367,000 (including development cost RMB1,010,000) and RMB185,013,000 respectively, the lands are with lease term ranging from 50 to 70 years and will be used for properties development (2007: RMB314,781,000 for the land in Boao, Hainan province and Changsha, Hunan province).

**15. OTHER LONG-TERM ASSETS**

Other long-term assets represent the deposits and initial payments for acquisition of:

	<b>June 30, 2008 RMB'000 (unaudited)</b>	December 31, 2007 RMB'000 (audited)
Deposit on property acquisition ( <i>Note</i> )	<b>57,000</b>	79,200
An office	<b>19,260</b>	19,260
Land use rights in the PRC under medium-term lease from the Government	<u><b>40,000</b></u>	<u>44,900</u>
	<u><b>116,260</b></u>	<u>143,360</u>

*Note:* On May 26, 2008, the Group has entered into two agreements to acquire certain property interests through acquisition of entities. One of the agreements is to purchase from a connected party, Joyview Enterprises Limited, 100% equity interests in Investwise International Limited, an investment holding company, which owns 55% equity interest in Yancheng Sujia Real Estate Development Co., Ltd. ("Yancheng Sujia"), for a consideration of RMB209,002,021. The consideration for the acquisition has been satisfied by the allotment and issue by the Company to the connected party an aggregate of 174,425,616 shares at the issue price of HK\$1.354 per share. Another agreement is to purchase from an independent third party 45% equity interest in Yancheng Sujia for a cash consideration of RMB171,001,654. As at June 30, 2008, a deposit of RMB57 million has been paid to the vendor and is recorded as other long-term assets.

Pursuant to an equity transfer agreement dated December 20, 2007, the Company agreed to purchase 99% equity interest in Qionghai Bodi Real Estate Co., Ltd. (琼海博地置业有限公司) from an independent third party for a consideration of approximately RMB100 million. As at December 31, 2007, RMB79.2 million had been paid to the vendor and was recorded as other long-term assets. On January 7, 2008, the acquisition has completed and details are set out in note 10.

## 16. TRADE, BILLS AND OTHER RECEIVABLES

The Group grants a credit period ranging from 30 days to 90 days to its trade customers. The aged analysis of trade receivables at the balance sheet date is as follows:

	<b>June 30, 2008</b>	December 31, 2007
	<b>RMB'000</b>	RMB'000
	<b>(unaudited)</b>	(audited)
Within 60 days	<b>221,750</b>	256,714
61-90 days	<b>42,497</b>	37,943
91-180 days	<b>24,221</b>	49,144
181-365 days	<b>33,957</b>	19,691
1-2 years	<b>4,997</b>	2,824
	<hr/>	<hr/>
Total trade receivables, net of impairment loss	<b>327,422</b>	366,316
Other receivables	<b>127,021</b>	183,272
	<hr/>	<hr/>
Total	<b>454,443</b>	549,588
	<hr/> <hr/>	<hr/> <hr/>

## 17. TRADE, BILLS AND OTHER PAYABLES

The following is an aging analysis of trade payables at the balance sheet date:

	<b>June 30, 2008</b>	December 31, 2007
	<b>RMB'000</b>	RMB'000
	<b>(unaudited)</b>	(audited)
Within 60 days	<b>113,096</b>	186,645
61-90 days	<b>13,796</b>	19,851
91-180 days	<b>7,992</b>	13,454
181-365 days	<b>25,191</b>	17,500
1-2 years	<b>887</b>	3,169
Over 2 years	<b>5,427</b>	6,957
	<hr/>	<hr/>
Total trade payables	<b>166,389</b>	247,576
Bills payables ( <i>note</i> )	<b>–</b>	36,836
Other payables and accrued liabilities	<b>81,051</b>	145,164
	<hr/>	<hr/>
	<b>247,440</b>	429,576
	<hr/> <hr/>	<hr/> <hr/>

*Note:* All bills payables were not yet due at the balance sheet date.

## 18. CAPITAL COMMITMENTS

At the balance sheet date, the Group has capital commitments as follows:

	<b>June 30, 2008</b>	December 31, 2007
	<b>RMB'000</b>	RMB'000
	<b>(unaudited)</b>	(audited)
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of:		
– acquisition of property, plant and equipment	<b>22,334</b>	19,260
– construction of certain infrastructure and public facilities in the PRC on behalf of the government	<b>13,171</b>	13,202
– acquisition of an entity engaged in property development	<b>323,004</b>	20,862
	<hr/>	<hr/>
	<b>358,509</b>	53,324
	<hr/> <hr/>	<hr/> <hr/>

An amount of RMB209,002,021 capital commitment will be settled by issue of shares.

## 19. SUBSEQUENT EVENT

As details set out in note 15, the Group has entered into two agreements to acquire certain property interests through acquisition of entities.

The principal activity of Yancheng Sujia is property development in Jiangsu Province, the People's Republic of China (the "PRC") and the major tangible assets of Yancheng Sujia are the property development sites in the PRC. Details of the transactions are set out in a circular issued by the Company on June 30, 2008. This transaction was completed in August 2008.

## BUSINESS REVIEW AND PROSPECTS

### RESULTS OVERVIEW

For the six months ended June 30, 2008, the Group recorded a consolidated turnover of RMB1,081.1 million (six months ended June 30, 2007: RMB1,770.5 million), representing a decrease of approximately 38.9%.

The Group's gross profit for the first half of 2008 was RMB132.9 million (six months ended June 30, 2007: RMB223.7 million) with gross profit margin of 12.3%, representing a decrease of approximately 40.6% in gross profit when compared with that of the corresponding period in 2007.

The profit attributable to equity holders of the Company for the first half of 2008 was RMB5.4 million (six months ended June 30, 2007: RMB46.5 million), representing a decrease of approximately 88.3% when compared with that of the corresponding period in 2007.

### Sales Analysis by Products

The table below shows the total turnover by product category for the six months ended June 30, 2008, together with the comparative figures for the corresponding period of last year:

	2008		Six Months Ended June 30, 2007		Change %
	RMB'Million	%	RMB'Million	%	
Upholstered Furniture	712.4	65.9	1,405.3	79.4	-49.3
<i>Leather Sofa</i>	450.0	41.6	893.0	50.5	-49.6
<i>Fabric Sofa</i>	64.7	6.0	142.2	8.0	-54.5
<i>Leather Cut-and-Sew</i>	172.5	16.0	304.1	17.2	-43.3
<i>Fabric Cut-and-Sew</i>	25.2	2.3	66.0	3.7	-61.8
Furniture Leather	243.4	22.5	208.5	11.8	16.7
Automotive Leather	109.6	10.1	122.7	6.9	-10.7
Others	15.7	1.5	34.0	1.9	-53.8
Total	<u>1,081.1</u>	<u>100.0</u>	<u>1,770.5</u>	<u>100.0</u>	<u>-38.9</u>

### *Upholstered Furniture*

Sales of upholstered furniture including finished sofa and sofa cut-and-sew accounted for approximately 65.9% of the Group's total revenue. The subprime crises and downturn in the US housing market severely affected the sales of home furnishing and furniture products. Most of the Group's major US customers, i.e., upholstered furniture manufacturers and retailers, have experienced difficulties in their businesses. This has in turn affected the Group's sales.

In addition, during the first half of 2008, the Group disposed of its 50.5% interest in Haining Oyi May Sofa Company Limited and its 5% interest in Zhejiang Liema Furniture Co., Ltd. due to increasing operating costs. As a result of such disposal, the Group's overall production capacity for upholstered furniture has been reduced. This has further impacted the Group's sales. However, the Group still maintains four upholstered furniture factories with adequate capability to satisfy the needs of customers.

As a result of the above, the Group's upholstered furniture sales experienced a decrease of 49.3%, from RMB1,405.3 million in the first half of 2007 to RMB712.4 million in the first half of 2008.

### *Furniture Leather*

The Group's priority in furniture leather production is to meet the internal leather requirement of its upholstered furniture division. The Group has sold its interests in several sofas manufacturing subsidiaries in the second half of 2007. Therefore, during the first half of 2008, the sale of furniture leather to those disposed subsidiaries were no longer intra-group sale. The Group has also made efforts to promote the domestic sale of furniture leather. As a result, the Group's sales of furniture leather in the first half of 2008 increased by 16.7% when compared with that of the corresponding period in 2007.

### *Automotive Leather*

Due to the reduction in tax rebates for finished leather exports, the Group had changed its business strategy to focus on the domestic market. During the first half of 2008, the automotive leather's domestic sale was increased to RMB101.4 million from RMB31.1 million for the corresponding period of last year, while the export was decreased to RMB8.2 million from RMB91.6 million.

### **Sales Analysis by Region**

The table below shows the total turnover by geographic market for the six months ended June 30, 2008, together with the comparative figures for the corresponding period of last year:

	2008		Six Months Ended June 30, 2007		Change %
	RMB'Million	%	RMB'Million	%	
USA	500.5	46.3	1,213.1	68.5	-58.7
Europe	73.7	6.8	147.7	8.3	-50.1
Australia	60.7	5.6	50.7	2.9	19.7
PRC (including Hong Kong)	406.2	37.6	331.2	18.7	22.6
Others	40.0	3.7	27.8	1.6	43.9
Total	<u>1,081.1</u>	<u>100.0</u>	<u>1,770.5</u>	<u>100.0</u>	<u>-38.9</u>

During the period under review, the Group's sales to the US market declined by 58.7%, and the percentage of US sales to the Group's total turnover were reduced to 46.3%, representing a 22.2 percentage point drop as compared to the corresponding period of last year. This decrease was mainly due to the continued US housing market downturn which had led to slower residential furniture sales.

For the six months ended June 30, 2008, the Group's sales to the European market decreased by 50.1%, from RMB147.7 million for the corresponding period in 2007 to RMB73.7 million.

The Group's expansion into the Australian market is still ongoing. For the first half of 2008, the Group was able to grow its Australian business by 19.7%, and this segment accounted for 5.6% of the Group's total turnover.

The Group's sales to the PRC domestic market, which mainly involved furniture leather and automotive leather, had achieved relatively better performance in the first half of 2008. The turnover of domestic sale represented 37.6% of the Group's total sales. Business in this segment increased by 22.6% in the first half of 2008.

As the Group only started the operation of its retail business, namely the home furnishing store in Shanghai in August 2007, only RMB3.0 million sales were therefore recorded in the first half of 2008.

### **Gross Margin Analysis**

The Group's profit margin has continuously been under pressure: (1) The lower demand of upholstered furniture from overseas customers; (2) The continued appreciation of the RMB has been a major adverse factor for the Group's profitability as more than 65% of the Group's sales are denominated in US dollars; (3) With the global inflation of commodities prices, costs of chemicals, foam, timber and, to a lesser extent, labor, also experienced increases; and (4) Export tax rebates were reduced as part of the Chinese government's initiative in reducing its massive trade surplus.

However, the Group has taken several steps in improving its gross profit margin. Raw material procurement and supply chain management have been improved, and new incentive scheme was introduced to motivate its business units. The Group had also successfully negotiated for price increment for some of its products.

As a result of the above, the Group's gross profit margin recorded a modest decrease of 0.3 percentage point for the six months ended June 30, 2008.

### **OPERATING EXPENSES, TAXATION AND PROFIT ATTRIBUTABLE TO EQUITY HOLDERS**

During the six months ended June 30, 2008, the Group had disposed of its interests in two subsidiaries. As a result, various expense items of the Group were reduced as compared to the corresponding period in 2007.

The Group's other income increased to RMB39.3 million in the first half of 2008 from RMB8.6 million for the corresponding period in 2007. The Management Committee of Haining Economic Development Zone (the "Haining Economic Development Zone") cancelled a grant of a piece of land to the Group and returned the deposit of RMB17.1 million in last year. During the period under review, the Haining Economic Development Zone agreed to pay RMB21.4 million to the Group as compensation, which was recorded as other income.

The Group's selling and distribution costs decreased to RMB41.3 million in the first half of 2008 from RMB57.2 million for the corresponding period in 2007. The selling and distribution costs to turnover in the first half of 2008 slightly increased to 3.8% from 3.2% for the corresponding period in 2007, due to the increase in the unit cost of domestic transportation.

The administrative costs for the six months ended June 30, 2008 were RMB64.6 million, with a decrease of 13.8% as compared to RMB74.9 million for the corresponding period of last year. Exchange losses on the Group's trade receivables for the six months ended June 30, 2008 decreased by 7.9% to RMB13.2 million compared to the corresponding period in 2007 due to appreciation of RMB. Total employee remuneration for the six months ended June 30, 2008 also decreased by RMB9.9 million, or 42.4% due to the decrease in the total number of employees recruited by the Group.

The Group's finance cost in the first half of 2008 increased by RMB13.1 million, or 30.4% compared to the corresponding period in 2007 due to the raising of bank lending rate, while the outstanding amount of bank borrowing of the Group remains at around the same level as in the corresponding period of last year.

The Group's income tax in the first half of 2008 decreased by RMB5.7 million or 54.8% as compared to the corresponding period in 2007.

For reasons mentioned above, the profit attributable to equity holders of the Company was RMB5.4 million (six months ended June 30, 2007: RMB46.5 million), representing a decrease of 88.3% in the corresponding period of last year.

## **FINANCIAL RESOURCES AND LIQUIDITY**

As at June 30, 2008, the Group had cash and cash equivalent of RMB600.9 million (as at December 31, 2007: RMB508.9 million) and a total borrowings of RMB1,556.1 million (as at December 31, 2007: RMB1,580.9 million). This represents a gearing ratio of 78.4% (as at December 31, 2007: 79.7%) and a net debt-to-equity ratio of 48.0% (as at December 31, 2007: 53.9%). The gearing ratio is based on bank borrowings to shareholders' equity and the net debt-to-equity ratio is based on bank borrowings net of cash and cash equivalent to shareholders' equity.

As at June 30, 2008, the Group's inventory, comprising of mainly raw cowhides and wet blues, was RMB891.6 million, representing a decrease of RMB314.2 million or 26.1% as compared to the previous year end. Inventory turnover day for the six months ended June 30, 2008 has increased to 169 days as compared to 146 days as at December 31, 2007.

The Group's trade receivables had decreased by RMB61.6 million from RMB389.1 million as at December 31, 2007 to RMB327.4 million as at June 30, 2008. Trade receivables turnover day had increased to 55 days for the six months ended June 30, 2008 from 43 days as at the previous year end.

## **PLEDGE OF ASSETS**

The Group pledged deposits, property, plant and equipment to banks to secure the bank loans and bills payable issued by the Group and the bank facilities granted to the Group. The deposits carry an average interest rate of 0.72%.

## **FOREIGN EXCHANGE EXPOSURE**

RMB appreciated approximately 6.1% against US dollar in the period under review. The Group is fully aware that most of its trade receivable was exposed to the fluctuation of exchange rates. The Group used forward contract and some other financial instruments to hedge foreign exchange risk, and recorded a gain of RMB9.1 million in the first half of 2008.

## **DONATIONS**

During the six months ended June 30, 2008, the Company had made a donation of RMB1.0 million for the victims of Sichuan Province Earthquake.

## **CONTINGENT LIABILITIES**

As at June 30, 2008, no contingent liabilities were noted by the directors of the Company (the “Directors”).

## **EMPLOYEES AND EMOLUMENTS POLICIES**

As at June 30, 2008, the Group had employed a total of approximately 8,300 full time employees (as at June 30, 2007: approximately 14,200) which included management staff, technicians, salespersons and workers. For the six months ended June 30, 2008, the Group’s total expenses on the remuneration of employees was RMB103.7 million (six months ended June 30, 2007: RMB138.9 million). The Group’s emolument policies for employees are formulated on the performance of individual employees, which will be reviewed regularly every year. Apart from the provident fund scheme (according to the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or state-managed retirement pension scheme (for the PRC employees) and medical insurance, discretionary bonuses and employee share options are also awarded to employees according to the assessment of individual performance.

The emolument policy of the employees of the Group is formulated by the Board with reference to their respective qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position. The emoluments of the Directors are decided by the Board and the Remuneration Committee, who are authorized by the shareholders of the Company (the “Shareholders”) in the annual general meeting, having regard to the Group’s operating results, individual performance and comparable market statistics.

## **KEY RISK FACTORS**

### **Exchange Risk**

As the Group’s businesses are principally export-related and transactions are primarily denominated in US dollars (approximately 65%), management team of the Company considers that the Group is exposed to foreign exchange fluctuation risks. Although a substantial portion of the Group’s procurements is denominated in US dollars and currency risks can be partly reduced, the Group is still subject to great effects as a result of exchange rate fluctuations. The Group monitors its foreign exchange exposure and has utilized appropriate financial instruments for hedging purposes.



## **Commodities Risk**

Raw cowhides and wet-blues are the principal raw materials in the Group's business, accounted for approximately 45% of the Group's cost of sales in the first half of 2008. As such, the Group is exposed to the fluctuations in the price of cattle raw hides. Although the cowhide prices have stabilized in the last twelve months, they are still well above their historical average. The Group remains cautious about the future trend of cowhide prices.

## **Cyclical Demand for Furniture**

Historically, the furniture industry is cyclical in nature, fluctuating with economic cycles, and is sensitive to general economic conditions, home buying, interest rate levels, etc. The downturn in the US housing market has continued to impact the Group's sales adversely to this major market. The current financial uncertainties in the US might prolong and could further depress the market conditions for residential furniture.

## **Export VAT Rebates**

In order to reduce its massive trade surplus, the Chinese government has gradually reduced its export VAT rebates for many business sectors. Since July 1, 2007, export VAT rebates for all of the Group's product segments have been reduced, from 8% to nil for finished leather, from 13% to 5% for leather cut-and-sew, and from 13% to 11% for finished sofa. These reductions had affected the Group's profitability.

## **Processing Trade Policy Change**

Since 2006, the Chinese government has been introducing changes to the processing trade (“加工貿易”) policy – such as moving certain widely used materials to the prohibited category – aimed at restricting the production and export of high pollution, high energy consumption and resource consuming products. Pursuant to the latest policy implemented by the PRC government in July 2007, enterprises engaged in the processing trade industry in the prohibited category are required to pay a mandatory duty deposit for imported raw materials. As the Group's products fall into the category of prohibited industry, it will be required to pay a substantial amount of duty deposit to the PRC customs. This will cause adverse impact to the Group's cash flow and will incur increased financial costs.

## **Environmental Risk**

The production of leather is pollutive. As the Chinese government is tightening the environmental protection policies, the Group's production activities will be put under close scrutiny. The Group has at all time adhered to high standard of social and environmental duties, and welcomes the government's new initiatives. However, it is possible that further investment will need to be made by the Group to upgrade waste treatment facilities and this will in turn increase the Group's waste treatment costs.

## **PROSPECTS**

The export-oriented manufacturers for household products in China will continue to face challenges as US economy will not see any turnaround in the foreseeable future and it is expected that appreciation of RMB will continue to accelerate. As China's inflation rate escalates and as a result of the enactment of the New Labor Contract Law in 2008, going forward, the Group will focus on implementing its cost saving programs.

## **Maintaining and strengthening position as a major player in upholstered furniture industry**

Compared with other competitors, the Group has a unique advantage in its vertically integrated production and large scale manufacturing capabilities. The Group will leverage on this advantage to work with its major customers and to strengthen its reputation as a quality OEM partner not only with US customers but also with its European and Australian customers.

The Group's aggressive expansion prior to 2006 has resulted in relatively low level capacity utilization. As the industry wide over capacity is unlikely to abate soon, the Group has taken initiatives to consolidate its production capabilities while realizing returns arising from asset value appreciation. The Group is considering further consolidation of its assets and cash generated from this initiative for the purpose of financing its new business development projects.

The Group recognizes the importance of business process efficiency, and will continue improving its raw material procurement and its supply chain management. The Group also implemented a new incentive schemes to motivate its business units. These will lead to the strengthening of the Group's competitiveness.

## **Establishing domestic presence to tap into China's growth potentials for consumption goods**

### ***Kasen Home Furnishing Stores***

The residential furniture market in China is currently very fragmented. The Group believes that, with its fast growing economy, China's residential furniture market will go through major changes in the next few years. The Group plans to tap into China's growth potentials for mid-to-high end residential furniture by opening large furniture malls in major cities in China. The Dalian store was opened in June 2008, and the Hangzhou store will open in October 2008.

### ***Retail Mall Project***

It is expected that the Changsha retail mall project will be under development by the end of year 2008.

The Company has entered into an agreement on February 19, 2008 to acquire 49.5% equity interest in Chengdu Longteng Shoe Market Investment and Development Co. Ltd for a consideration of RMB29.7 million. Chengdu Longteng Shoe Market Investment and Development Co. Ltd, as an associate of the Group, will focus on the development of shoe and shoe material market in Chengdu City, Sichuan Province.

### ***Real estate development***

In addition to the Group's property development business in Changsha land, the Group had acquired a parcel of land with a site area of approximately 139,669 square meters in Boao, Hainan province in 2006. In December 2007, the Group entered into an agreement to acquire Qionghai Bodi Real Estate Co., Ltd. which held a parcel of land with a site area of approximately 450,496 square meters, adjacent to the Group's existing land in Boao. After this acquisition, the Group owns a total site area of 590,165 square meters of lands in Boao which will be used for residential property development projects beginning in early 2009.

In May 2008, the Group entered into an agreement to acquire a piece of land with a site area of approximately 346,846.67 square meters located in the central of Yancheng City, Jiangsu Province, which has been earmarked for the development of commercial and residential buildings. The construction of this project has started for one year, and the construction of some of the residential buildings will be completed and delivered by the end of 2008.

As at June 30, 2008, the Group had approximately 2 million square meters industrial-use land. For the purpose of consolidating its production capacities, the Group is considering negotiating with the local PRC government to change the use of some industrial-use land to commercial-use land.

The Group believes that these projects will provide the Group with good opportunity to diversify its business and will contribute to the Group's profitability in the long run.

## **CORPORATE GOVERNANCE**

The Company has complied with the "Code on Corporate Governance Practices" (the "CG Code") as set out in Appendix 14 of the Listing Rules throughout the six months ended June 30, 2008, except for the following deviations:

### **CODE PROVISION A.2.1**

Under CG Code Provision A.2.1, the roles of chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The Company does not at present separate the roles of Chairman and Chief Executive Officer. Mr. Zhu Zhangjin is the Chairman and Chief Executive Officer of the Company responsible for overseeing the overall operations of the Group. The Company will consider appointing a new Chief Executive Officer to replace Mr. Zhu if and when candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group. Due to the nature and extent of the Group's operations, in particular in Mainland China, in-depth knowledge and experience in the leather and upholstery furniture market is required for the position of Chief Executive Officer, the Company is unable to determine as to when the appointment of a Chief Executive Officer can be effected.

### **CODE PROVISION A.4.1**

Under CG Code Provision A.4.1, non-executive Directors should be appointed for a specific term, subject to re-election. The current non-executive Director, Mr. Li Hui, David and independent non-executive Directors, Mr. Chow Joseph, Mr. Lu Yungang, Ken and Mr. Zhang Huaqiao, Joe 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 Company's articles of association which has provided that at every annual general meeting, one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation. In view of the provisions stipulated under the articles of association of the Company, the Company considers that appropriate measures have been taken by the Company regarding its corporate governance practices. The Board will keep these matters under review and will continue to monitor and revise the Company's corporate governance policies in order to ensure that such policies can meet the general rules and standards required by the Stock Exchange.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Specific enquiries have been made with all Directors, who have confirmed that, during the period under review, they were in compliance with the provisions of the Model Code. All Directors declared that they have complied with the Model Code for the six months ended June 30, 2008.

## **AUDIT COMMITTEE**

The Audit Committee, comprises all the three independent non-executive Directors, has reviewed with management and the external auditors the accounting principles and practices adopted by the Group. The Audit Committee has held meetings to discuss the auditing, internal controls and financial reporting matters including the review of the unaudited interim financial statements for the six months ended June 30, 2008. The Audit Committee of the Company reviewed, discussed and approved this 2008 unaudited interim information that had been reviewed by the auditors, Deloitte Touche Tohmatsu.

## **REMUNERATION COMMITTEE**

The Remuneration Committee comprises two independent non-executive Directors and a non executive Director. Mr. Li Hui, David is the chairman of the Remuneration Committee. The Remuneration Committee is responsible for establishing policies, reviewing and determining the remuneration of the Directors and the senior management.

## **INTERIM DIVIDEND**

The Board does not recommend the payment of any interim dividend for the six months ended June 30, 2008.

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

At no time during the period under review, did the Company nor any of its subsidiaries purchase, sell or redeem any of the Company's listed securities.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is available to the Company and within the knowledge of its Directors, the Company has maintained a sufficient public float as required under the Listing Rules throughout the six months ended June 30, 2008.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Article of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

## **PUBLICATION OF INFORMATION ON THE EXCHANGE'S WEBSITE**

The interim report of the Company for the six months ended June 30, 2008 containing all the information required by the Listing Rules will be dispatched to the Company's shareholders and published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.irasia.com/listco/hk/kasen/index.htm](http://www.irasia.com/listco/hk/kasen/index.htm)) in due course.

By Order of the Board  
**Kasen International Holdings Limited**  
**Zhu Zhangjin**  
*Chairman*

PRC, September 9, 2008

*As at the date of this announcement, the executive Directors of the Company are Mr. Zhu Zhangjin, Mr. Zhou Xiaosong and Mr. Zhu Jianqi, the non-executive Director of the Company is Mr. Li Hui, the independent non-executive Directors are Mr. Lu Yungang, Mr. Chow Joseph and Mr. Zhang Huaqiao.*

*Website: <http://www.irasia.com/listco/hk/kasen/index.htm>*