



Golden Harvest

## GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1132)

### INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 31 DECEMBER 2007

#### INTERIM RESULTS

The Board of Directors (the “Board”) of Golden Harvest Entertainment (Holdings) Limited (the “Company”) herein announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 31 December 2007. The consolidated results have not been audited by the Company’s auditors, but have been reviewed by the audit committee of the Company.

#### CONDENSED CONSOLIDATED INCOME STATEMENT

		(Unaudited) Six months ended 31 December	
	<i>Notes</i>	2007 <i>HK\$’000</i>	2006 <i>HK\$’000</i>
REVENUE	2	301,887	289,978
Cost of sales		<u>(141,762)</u>	<u>(129,771)</u>
Gross profit		160,125	160,207
Interest income		3,083	2,425
Other income and gains		31,396	22,952
Selling and distribution costs		(148,013)	(141,640)
General and administrative expenses		(32,819)	(29,580)
Other operating expenses, net		(9,992)	(4,172)
Finance costs	4	(6,964)	(8,451)
Share of profits and losses of associates		10,939	3,405
Share of profit of an associate classified as held for sale		–	5,467
PROFIT BEFORE TAX	3	7,755	10,613
Tax	5	(4,619)	1,592
PROFIT FOR THE PERIOD		<u>3,136</u>	<u>12,205</u>
ATTRIBUTABLE TO:			
Equity holders of the Company		3,050	12,205
Minority interests		86	–
		<u>3,136</u>	<u>12,205</u>
EARNINGS PER SHARE	6		
Basic		<u>HK2.40 cents</u>	<u>HK9.18 cents</u>
Diluted		<u>HK2.39 cents</u>	<u>HK8.78 cents</u>

## CONDENSED CONSOLIDATED BALANCE SHEET

	(Unaudited)	(Audited)
	As at	As at
<i>Notes</i>	<b>31 December</b>	30 June
	<b>2007</b>	2007
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	172,272	261,466
Interests in associates	191,891	169,369
Due from jointly-controlled entities	15,603	26,069
Prepaid land lease payments	713	723
Prepaid rental	8,053	8,704
Club memberships	3,590	3,590
Rental and other deposits	49,079	51,507
Trademarks	79,421	79,421
Deferred tax assets	–	1,503
Pledged bank deposits	3,745	2,049
	<b>524,367</b>	<b>604,401</b>
<b>TOTAL non-current assets</b>		
	<b>524,367</b>	<b>604,401</b>
<b>CURRENT ASSETS</b>		
Inventories	776	708
Film rights	32,082	33,090
Accounts receivable	15,059	13,450
Prepayments, deposits and other receivables	60,407	42,674
Due from jointly-controlled entities	40,453	14,787
Pledged bank balances	1,644	2,141
Cash and cash equivalents	166,711	219,162
	<b>317,132</b>	<b>326,012</b>
<b>TOTAL current assets</b>		
	<b>317,132</b>	<b>326,012</b>
Assets of a jointly-controlled entity classified as held for sale	<b>141,680</b>	–
	<b>141,680</b>	<b>–</b>
<b>TOTAL current assets</b>		
	<b>458,812</b>	<b>326,012</b>
<b>CURRENT LIABILITIES</b>		
Accounts payable	42,656	46,946
Accrued liabilities and other payables	86,525	80,914
Due to associates	194	236
Customer deposits	4,017	5,622
Convertible notes	122,608	20,262
Interest-bearing bank loans	14,600	25,311
Current portion of finance lease payables	368	353
Loans from joint venture partners	12,858	14,787
Provision for employee benefits	2,452	2,079
Tax payable	3,500	3,788
	<b>289,778</b>	<b>200,298</b>
<b>TOTAL current liabilities</b>		
	<b>289,778</b>	<b>200,298</b>
Liabilities of a jointly-controlled entity classified as held for sale	<b>107,108</b>	–
	<b>107,108</b>	<b>–</b>
<b>TOTAL current liabilities</b>		
	<b>396,886</b>	<b>200,298</b>

	<b>(Unaudited)</b>	(Audited)
	<b>As at</b>	As at
	<b>31 December</b>	30 June
<i>Notes</i>	<b>2007</b>	2007
	<b>HK\$'000</b>	<b>HK\$'000</b>
NET CURRENT ASSETS	<u>61,926</u>	<u>125,714</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>586,293</u>	<u>730,115</u>
NON-CURRENT LIABILITIES		
Convertible notes	–	100,590
Interest-bearing bank loans	14,040	48,686
Non-current portion of finance lease payables	611	799
Loans from joint venture partners	15,552	26,069
Loan from minority shareholder	643	–
Deposits received	3,651	3,700
Provision for long service payments	4,289	4,257
Deferred tax liabilities	<u>1,417</u>	<u>7,999</u>
Total non-current liabilities	<u>40,203</u>	<u>192,100</u>
Net assets	<u>546,090</u>	<u>538,015</u>
EQUITY		
<b>Equity attributable to equity holders of the Company</b>		
Issued share capital	126,944	128,357
Equity component of convertible notes	880	880
Reserves	413,392	408,223
Exchange fluctuation reserve recognised directly in equity relating to a jointly-controlled entity classified as held for sale	<u>3,779</u>	<u>–</u>
	<b>544,995</b>	<b>537,460</b>
<b>Minority interests</b>	<u>1,095</u>	<u>555</u>
Total equity	<u>546,090</u>	<u>538,015</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### Basis of preparation

The condensed consolidated interim financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”. The accounting policies and basis of preparation adopted in the preparation of the interim financial statements are the same as those used in the audited financial statements for the year ended 30 June 2007, except in relation to the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”, which include all HKFRSs, HKASs and Interpretations) that affect the Group and are effective for the accounting period beginning on 1 July 2007:

HKAS 1 Amendment	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC)-Int 10	Interim Financial Reporting and Impairment
HK(IFRIC)-Int 11	HKFRS2 – Group and Treasury Share Transactions

The adoption of the above revised HKFRSs has had no material impact on the accounting policies of the Group and the methods of computation in the Group’s condensed consolidated interim financial statements.

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKAS 23 (Revised)	Borrowing Cost <sup>1</sup>
HKFRS 8	Operating Segments <sup>1</sup>
HK(IFRIC)-Int 12	Service Concession Arrangements <sup>2</sup>
HK(IFRIC)-Int 13	Customer Loyalty Programmes <sup>2</sup>
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction <sup>2</sup>

<sup>1</sup> Effective for accounting period beginning on 1 July 2009

<sup>2</sup> Effective for accounting period beginning on 1 July 2008

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that while the adoption of HKFRS 8 may result in new or amended disclosures, these new and revised HKFRSs are unlikely to have a significant impact on the Group’s results of operations and financial position in the period of initial application.

## 2. REVENUE AND SEGMENT INFORMATION

### (a) Business segments

The following table presents revenue and results for the Group's business segments.

(Unaudited)

Six months ended 31 December

	Film and video distribution		Film exhibition		Others		Eliminations		Consolidated	
	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:										
Sales to external customers	32,364	39,455	264,537	240,659	4,986	9,864	-	-	301,887	289,978
Inter-segment sales	2,497	3,973	-	-	544	894	(3,041)	(4,867)	-	-
Other revenue	600	532	17,574	16,756	150	186	(196)	(445)	18,128	17,029
<b>Total</b>	<b>35,461</b>	<b>43,960</b>	<b>282,111</b>	<b>257,415</b>	<b>5,680</b>	<b>10,944</b>	<b>(3,237)</b>	<b>(5,312)</b>	<b>320,015</b>	<b>307,007</b>
Segment results	(8,856)	6,487	(974)	(6,377)	(596)	1,734	-	-	(10,426)	1,844
Interest income and unallocated gains									16,351	8,348
Unallocated expenses									(2,145)	-
Finance costs									(6,964)	(8,451)
Share of profits and losses of associates	3,897	1,347	7,042	2,058	-	-	-	-	10,939	3,405
Share of profit of an associate classified as held for sale	-	479	-	4,988	-	-	-	-	-	5,467
Profit before tax									7,755	10,613
Tax									(4,619)	1,592
Profit for the period									<b>3,136</b>	<b>12,205</b>

(b) **Geographical segments**

The following table presents revenue for the Group's geographical segments.

		(Unaudited)													
		Six months ended 31 December													
		Hong Kong		Mainland China		Taiwan		Malaysia		Elsewhere in Asia		Others		Consolidated	
		2007	2006	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:															
Sales to external															
customers		<u>106,763</u>	<u>100,498</u>	<u>34,126</u>	<u>29,158</u>	<u>104,571</u>	<u>114,243</u>	<u>54,731</u>	<u>43,486</u>	<u>1,334</u>	<u>2,364</u>	<u>362</u>	<u>229</u>	<u>301,887</u>	<u>289,978</u>

**3. PROFIT BEFORE TAX**

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

		(Unaudited)	
		Six months ended	
		31 December	
		2007	2006
		HK\$'000	HK\$'000
Cost of inventories sold		<b>2,017</b>	4,872
Cost of services provided		<b>129,413</b>	119,448
Amortisation of film rights		<b>10,332</b>	5,451
Depreciation and amortisation of prepaid land lease payments		<b>20,778</b>	20,568
Loss on disposal of items of property, plant and equipment		<b>5,655</b>	141

**4. FINANCE COSTS**

		(Unaudited)	
		Six months ended	
		31 December	
		2007	2006
		HK\$'000	HK\$'000
Interest and finance cost on bank loans			
wholly repayable within five years		<b>2,245</b>	3,963
Interest on convertible notes		<b>4,176</b>	3,104
Interest on loans from joint venture partners		<b>499</b>	1,181
Interest on finance leases		<b>44</b>	58
Interest on accounts payable		<b>–</b>	145

## 5. TAX

Hong Kong profits tax has been provided at the rate of 17.5% (2006: 17.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable outside Hong Kong have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on country legislation, interpretations and practices in respect thereof.

	<b>(Unaudited)</b>	
	<b>Six months ended</b>	
	<b>31 December</b>	
	<b>2007</b>	<b>2006</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Group:		
Hong Kong	–	–
Elsewhere	<b>562</b>	748
	<hr/>	<hr/>
	<b>562</b>	748
	<hr/>	<hr/>
Jointly-controlled entities:		
Current	<b>1,699</b>	1,982
Deferred	<b>2,358</b>	(4,322)
	<hr/>	<hr/>
	<b>4,057</b>	(2,340)
	<hr/>	<hr/>
Tax charge/(credit) for the period	<b>4,619</b>	(1,592)
	<hr/> <hr/>	<hr/> <hr/>

Share of tax attributable to associates and an associate classified as held for sale amounting to HK\$2,426,000 (2006: HK\$2,567,000) and nil (2006: HK\$2,155,000), respectively, are included in “Share of profits and losses of associates” and “Share of profit of an associate classified as held for sale” on the face of the condensed consolidated income statement.

## 6. EARNINGS PER SHARE

### (a) Basic earnings per share

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

### (b) Diluted earnings per share

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

The convertible notes had no diluting effect on the basic earnings per share for the current period as the convertible notes outstanding during the period had an anti-dilutive effect.

The comparative earnings per share has been adjusted to reflect the consolidation of shares on 9 May 2007 (the “Consolidation of Shares”). The issued and unissued ordinary shares of HK\$0.1 each of the Company were consolidated on the basis of every ten shares into one share of HK\$1.0 each.

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

<b>Shares</b>	<b>Number of shares</b>
Issued ordinary shares as at 1 July 2007	128,356,537
Effect of share repurchased	(1,205,918)
Effect of share option exercised	<u>9,239</u>
Weighted average number of ordinary shares in issue during the period used in the calculation of the basic earnings per share	127,159,858
Effect of dilution – weighted average number of ordinary shares:	
Share options	<u>581,697</u>
	<u><u>127,741,555</u></u>

#### 7. ACCOUNTS RECEIVABLE

The Group usually grants credit periods ranging from one to three months. Each customer has a credit limit and overdue balances are regularly reviewed by management. In view of the aforementioned and the fact that the Group’s accounts receivable relate to a large number of diversified customers, the concentration of credit risk is not considered significant. Accounts receivable are non-interest-bearing. The carrying amounts of the accounts receivable approximate their fair values. An aged analysis of the accounts receivable, net of impairment allowances, is as follows:

	<b>(Unaudited)</b>	<b>(Audited)</b>
	<b>As at</b>	<b>As at</b>
	<b>31 December</b>	<b>30 June</b>
	<b>2007</b>	<b>2007</b>
	<b>HK\$’000</b>	<b>HK\$’000</b>
Current to 3 months	<b>11,598</b>	12,325
4 to 6 months	<b>2,377</b>	1,125
7 to 12 months	<b>1,084</b>	–
	<u><b>15,059</b></u>	<u>13,450</u>



## 8. ACCOUNTS PAYABLE

The age analysis of the accounts payable is as follows:

	(Unaudited) As at 31 December 2007 <i>HK\$'000</i>	(Audited) As at 30 June 2007 <i>HK\$'000</i>
Current to 3 months	36,679	42,534
4 to 6 months	2,331	500
7 to 12 months	217	109
Over 1 year	3,429	3,803
	<hr/> <b>42,656</b> <hr/>	<hr/> <b>46,946</b> <hr/>

## INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 31 December 2007 (2006: nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### Review of Operations

The Group reported a profit of HK\$3 million for the period under review, as compared to the last year's profit of HK\$12 million which included the recognition of tax credit of over HK\$4 million in our jointly-controlled entity Vie Show Cinemas Co. Ltd. ("Vie Show") relating to its cumulated tax losses.

Exhibition businesses of the Group have been growing steadily – strong contributions were made by our Singapore and Taiwan operations due to growth in box-office receipts locally. However, the Group's overall profit was affected by the weaker results from the film distribution activities and the disposal of a Malaysian joint venture last year.

In February 2008, the Group entered into an agreement to sell its entire interest in TGV Cinemas Sdn Bhd ("TGV"), our remaining cinema circuit in Malaysia, to Tanjong Entertainment Sdn Bhd who is the other shareholder of TGV, at a total consideration of approximately HK\$122 million (including repayment of amount due to the Group by TGV). A gain of approximately HK\$60 million is expected to be recorded in the 2<sup>nd</sup> half of this fiscal year.

## **Film Exhibition**

As at 31 December 2007, the Group operated 34 cinemas with 272 screens across the Asian region. In order to redeploy our capital resources in better return markets such as mainland China, the Group has decided to disinvest the remaining cinema circuit in Malaysia in February 2008 and the transaction will be completed in the 2<sup>nd</sup> half of this fiscal year. After the disposal, the Group will operate 23 cinemas with 187 screens in Hong Kong, mainland China, Taiwan and Singapore.

In Hong Kong, our cinemas have achieved encouraging result for the period. Theatre takings increased by HK\$13 million or 22% from same period last year. Apart from strong Hollywood line-up this summer, the Group also took the opportunity of improved economic conditions to raise the ticket price and occupancy rate by launching new pricing scheme and cinema oriented film programming strategy.

In mainland China, the market continues to grow rapidly with number of new cinemas opened in the past two years. The Group's 7-screen cinema located at MIXC Mall, City Crossing has approximately 30% market share in Shenzhen and continued to rank 2<sup>nd</sup> highest box-office cinema in China. Admissions of the cinema grew by 3% and it grossed RMB24 million theatre takings for the period. The Group has extended its digital screen advertising business to other Shenzhen cinemas, and earned a satisfactory return from this investment.

In Taiwan, the market box office grew by 9% from the corresponding period last year. While the admissions of Vie Show increased by 3% during the period, the Group shared a pre-tax profit of HK\$12 million from Vie Show, as compared to HK\$7 million last year. The improved result was also partly attributable to tie-in promotion with credit card company. During the period, Vie Show acquired 50% equity interest in a 4-screen cinema so as to strengthen our presence in Taipei. On the other hand, one of the two cinemas in Hsinchu was closed down due to the closure of shopping mall, HK\$2 million (our share) was written off for the fixed assets.

In Singapore, since the opening of the 15-screens flagship cinema GV Vivocity in October 2006, performance of Golden Village Multiplex Pte Ltd ("GVM") has shown significant improvement. Theatre takings of GVM for the period increased by 18% to S\$32 million. The Group shared a pre-tax profit of HK\$12 million for the period under review, more than a double of same period last year. In January 2008, the Group reached a settlement agreement with the joint venture partner Village Roadshow ("VR") to end the legal disputes. According to the settlement agreement, the Group will jointly manage GVM's key operational and financial matters with VR, and thereafter, GVM becomes a jointly-controlled entity of the Group.

In Malaysia, TGV opened 3 new cinemas with 20 screens in year 2007. However, the contribution from TGV dropped to zero from last year's HK\$3 million due to write off of fixed assets in a renovated cinema. In view of increasing competition of the market and in order to further release the Group from capital commitment in the territory, the Group entered into an agreement to dispose of this remaining cinema circuit in Malaysia in February 2008 at a total consideration of approximately HK\$122 million (including repayment of amount due to the Group by TGV). A gain of approximately HK\$60 million is expected to be recorded in the 2<sup>nd</sup> half of this fiscal year.

### **Film Distribution**

In Hong Kong, the film market improved in the 2<sup>nd</sup> half of 2007 and total box office takings increased by 14% to HK\$552 million. Driven by several Hollywood blockbusters released in this summer, such as *Harry Potter And The Order Of The Phoenix* and *Transformers*, the box office of non-Chinese language films was up by 19%. However, the market continues to face the problem of insufficient supply of good Chinese language films. As a distributor for both Chinese and non-Chinese language films, the Group had 14% market share in terms of box office receipts. During the period, the Group distributed 9 Chinese language films and 15 non-Chinese language films and the total box offices collected were HK\$76 million.

For film licensing business, we have released 8 pictures in Hong Kong, 5 pictures in Taiwan and 1 in China during the period. Though the results from theatrical release in Hong Kong and Taiwan were not up to expectation, the result in China was encouraging. Last year, the profits from distribution business were mainly contributed by the successes of *Death Note I and II* in Hong Kong and Taiwan.

The Group owns a film library of approximately 140 Chinese language film titles for worldwide distribution and continuously generate steady royalty income to the Group.

### **Prospects**

The Group has dedicated its efforts in identifying and strengthening its exhibition network in territories with higher market potential and better returns. Given the continued opening of film market in mainland China and the increase in investment opportunities, we strongly believe that this is the appropriate time for the Group to redeploy its resources to strengthen our presence in mainland China. The Group plans to open more screens in Shenzhen and other principal cities such as Beijing, Shanghai, Hangzhou, Suzhou and Wuxi in the years ahead.

## **Financial Resources and Liquidity**

As at 31 December 2007, the Group's cash balance amounted to HK\$168 million and the net current assets was HK\$62 million after deducting the convertible notes of HK\$123 million which is due to be repaid in the next 12 months if they are not converted into shares of the Company. During the financial period, the Group repaid bank borrowings of HK\$14 million. At the balance sheet date, our gearing ratio, calculated on the basis of external borrowings (including the convertible notes) over total assets, was lowered to 16% (30 June 2007: 21%). As at 31 December 2007, the aggregate amount of the Group's bank borrowings and the convertible note was HK\$153 million. The Group had no contingent liabilities as of 31 December 2007 (30 June 2007: nil).

The Group's assets and liabilities are principally denominated in Hong Kong dollars except for certain assets and liabilities associated with the investments in mainland China, Taiwan, Singapore and Malaysia. Management has assessed the exchange risk exposures in these territories from time to time. Since the exchange rates of these currencies have been either relatively stable or favorable to the Group for the past two years, no hedging of foreign currencies was carried out during the year. The directors will continue to assess the exchange risk exposures, and will consider possible hedging measures in order to minimise the risk at reasonable cost.

Subsequent to the period-end, the Group is expected to receive proceeds of approximately HK\$122 million (including repayment of amount due to the Group by TGV) upon completion of the disposal of TGV. The Group intends to apply the net proceeds for investments in new businesses, expansion of existing businesses and general working capital

## **Employees and Remuneration Policies**

As at 31 December 2007, the Group had 282 (as at 30 June 2007: 264) full time employees. The Group remunerates its employees largely based on industry practice. In addition to salaries, commissions and discretionary bonuses, share options are granted to certain employees based on individual merit. The Group also operates a defined contribution retirement benefits scheme under the Mandatory Provident Fund Schemes Ordinance and as at the balance sheet, there was no forfeited contribution arising from employees leaving the retirement benefit scheme.

## PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

During the six months ended 31 December 2007, the Company has repurchased its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), details of which are as follows:

Month/Year	Number of shares repurchased	Highest price per share <i>HK\$</i>	Lowest price per share <i>HK\$</i>	Aggregate consideration (excluding expenses) <i>HK\$</i>
July 2007	628,000	3.40	3.24	2,064,020
August 2007	615,000	3.30	2.90	1,937,770
September 2007	270,000	3.00	2.92	801,930
	<u>1,513,000</u>			<u>4,803,720</u>

The shares repurchased during the period ended 31 December 2007 were cancelled upon repurchase and accordingly, the issued share capital of the Company was diminished by the nominal value thereof. The premium payable on repurchase was charged against the share premium account of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the period.

## REVIEW BY AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management, the accounting principles and practices adopted by the Group and discussed financial reporting matters including a review of the Group’s interim financial statements for the six months ended 31 December 2007.

## CODE ON CORPORATE GOVERNANCE PRACTICES

Save and except the following deviations from the code provisions set out in the Code on Corporate Governance Practices (the “CG Practices”) as contained in Appendix 14 to the Listing Rules, the Company had, throughout the period for the six months ended 31 December 2007, complied with the CG Practices.

## **Code provisions set out in the CG Practices**

- A.2.1 The roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

- A.3 The board should have a balance of skills and experience appropriate for the requirements of the business of the issuer. The board should ensure that changes to its composition can be managed without undue disruption. The board should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the board, which can effectively exercise independent judgement. Non-executive directors should be of sufficient calibre and number for their views to carry weight.

## **Deviations and reasons for such deviations**

Mr. Wu Kebo, the chairman and executive director of the Company, was appointed as the acting managing director of the Company with effect from 21 December 2007.

The Board considers that as Mr. Wu Kebo has experience in acting in a leading and managing role in media and entertainment businesses, it is in the interests of the Company for Mr. Wu Kebo to act as the acting managing director of the Company pending the appointment of a new managing director to ensure continuity.

The Board will in due course appoint a separate individual with appropriate qualifications to act as the chief executive officer of the Company.

Pursuant to note 1 of A.3 of the CG Practices and as required by Rule 3.10 of the Listing Rules, every board of directors must include at least 3 independent non-executive directors. Due to the resignation of Mr. Paul Ma Kah Woh as an independent non-executive director of the Company on 24 December 2007, the total number of independent non-executive directors of the Company falls below the minimum number as required under Rule 3.10 of the Listing Rules.

Mr. Leung Man Kit has been appointed as an independent non-executive director of the Company with effect from 11 February 2008 so that the requirement as to the minimum number of independent non-executive directors of the Company under note 1 of A.3 of the CG Practices and Rule 3.10 of the Listing Rules is fulfilled.

A.4.1 Non-executive directors should be appointed for a specific term, subject to re-election.

All non-executive directors of the Company were not appointed for a specific term.

All non-executive directors of the Company are subject to the requirement to retire by rotation and to re-elect at least once every three years at the annual general meetings of the Company in accordance with the relevant provisions of the Company's Bye-laws, accomplishing the same purpose as a specific term of appointment.

## **DISCLOSURE OF INFORMATION ON THE WEBSITE OF THE STOCK EXCHANGE**

All the financial and other related information of the Group for the six months ended 31 December 2007 required by the Listing Rules will be published on the website of the Stock Exchange in due course.

## **APPRECIATION**

I would like to take this opportunity to thank my fellow directors, as well as the management and all our employees for the contribution they have made towards the Group's continued progress, and to our shareholders, customers and business partners for their support.

List of all directors of the Company as of the date of this announcement:

*Chairman and executive director*

Mr. Wu Kebo

*Executive directors:*

Mr. Chow Siu Hong

Ms. Fiona Chow Sau Fong

(also alternate to Chow Siu Hong)

Mr. Lau Pak Keung

(also alternate to Phoon Chiong Kit)

Ms. Wang Wei

Ms. Wu Keyan

(alternate to Wu Kebo)

*Non-executive directors:*

Mr. Eric Norman Kronfeld

Mr. Takashi Araki

Mr. Phoon Chiong Kit

*Independent non-executive directors:*

Mr. Leung Man Kit

Mr. George Huang Shao-Hua

Prince Chatrichalerm Yukol

On behalf of the Board

**Wu Kebo**

*Chairman*

Hong Kong, 25 March 2008