



Info Communication Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8082)

DFM
东莞鞋机鞋材

SPT

ASSEMBLY

DMP
2006

苏州连系工业展
SUZHOU LINKAGE

Paper
Communication

东莞
纺织制衣
DTC

亚洲国际艺术品古董展 (AIAA 2006)
ASIA INTERNATIONAL ARTS
& ANTIQUES FAIR (AIAA 2006)

香港国际礼品展
Hong Kong Gift Fair 2006

香港国际鞋业材料展
Hong Kong Footwear Materials Fair 2006

Interim Report
2006

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcement in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of Info Communication Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to Info Communication Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: 1. The information contained in this report is accurate and complete in all material respects and not misleading; 2. There are no other matters the omission of which would make any statement in this report misleading; and 3. All opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

UNAUDITED FINANCIAL RESULTS

The Board of Directors (the "Directors") of Info Communication Holdings Limited (the "Company") announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months and six months ended 30 September 2006 together with the comparative unaudited figures for the corresponding periods in 2005 as follows:

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

For the three months and six months ended 30 September 2006

	Note	Three months ended 30 September		Six months ended 30 September	
		2006 HK\$'000	2005 HK\$'000	2006 HK\$'000	2005 HK\$'000
Turnover	2	8,636	3,402	20,107	13,280
Other revenue	2	47	19	147	51
Exhibition costs		(2,395)	(1,153)	(6,366)	(4,936)
Printing, postage and paper costs		(1,090)	(588)	(2,031)	(1,949)
Promotion expenses		(2,052)	(1,387)	(3,086)	(2,310)
Staff costs		(2,760)	(2,549)	(7,057)	(4,642)
Other operating expenses		(2,818)	(868)	(4,671)	(2,331)
Loss before tax		(2,432)	(3,124)	(2,957)	(2,837)
Income tax	3	(33)	-	(68)	-
Loss for the period		(2,465)	(3,124)	(3,025)	(2,837)
Attributable to:					
Equity holders of the Company		(2,619)	(3,247)	(3,179)	(2,960)
Minority interests		154	123	154	123
		(2,465)	(3,124)	(3,025)	(2,837)
Dividend	5	-	-	-	-
Loss per share					
- basic, in cent	4	(0.31)	(0.38)	(0.38)	(0.35)
Loss per share					
- diluted, in cent	4	n/a	n/a	n/a	n/a

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET*As at 30 September 2006*

		As at 30 September 2006 HK\$'000	As at 31 March 2006 HK\$'000
	<i>Note</i>		
Non-current assets			
Intangible assets		5,925	6,258
Goodwill		7,790	7,790
Property, plant and equipment		651	553
Available-for-sale equity investments		–	–
		14,366	14,601
Current assets			
Trade and other receivables	6	14,578	9,386
Bank balances and cash		13,949	13,328
		28,527	22,714
Current liabilities			
Trade and other payables	7	3,081	3,610
Sales deposits received		19,297	8,565
Current tax payable		223	226
		22,601	12,401
Net current assets		5,926	10,313
Net assets		20,292	24,914
Capital and reserves:			
Share capital	8	8,456	8,456
Reserves			
Proposed final dividend		–	1,691
Others		11,678	14,763
Equity attributable to equity holders of the Company		20,134	24,910
Minority interests		158	4
		20,292	24,914

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY*For the six months ended 30 September 2006*

	Attributable to equity holders of the Company						Total	Minority interests	Total
	Share capital	Share premium	Capital reserve	Retained profits	Proposed dividend	Translation reserve			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
As at 1 April 2005,									
as restated	8,456	4,552	900	11,329	1,691	-	26,928	4	26,932
(Loss)/Profit for the period	-	-	-	(2,960)	-	-	(2,960)	123	(2,837)
Dividend paid	-	-	-	-	(1,691)	-	(1,691)	-	(1,691)
As at 30 September 2005	8,456	4,552	900	8,369	-	-	22,277	127	22,404
As at 1 April 2006	8,456	4,552	900	9,311	1,691	-	24,910	4	24,914
(Loss)/Profit for the period	-	-	-	(3,179)	-	-	(3,179)	154	(3,025)
Translation exchange differences	-	-	-	-	-	94	94	-	94
Dividend paid	-	-	-	-	(1,691)	-	(1,691)	-	(1,691)
As at 30 September 2006	8,456	4,552	900	6,132	-	94	20,134	158	20,292

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT*For the six months ended 30 September 2006*

	Six months ended	
	30 September	
	2006	2005
	HK\$'000	HK\$'000
Net cash generated from/(used in) operating activities	2,522	(126)
Net cash used in investing activities	(210)	(1,893)
Net cash used in financing activities	(1,691)	(1,691)
Net increase/(decrease) in cash and cash equivalents	621	(3,710)
Cash and cash equivalents at beginning of the period	13,328	14,579
Cash and cash equivalents at end of the period	13,949	10,869
Analysis of balances of cash and cash equivalents		
Bank balances and cash	13,949	10,869

Notes:

1. Basis of preparation and accounting policies

These unaudited condensed consolidated financial statements are prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's 2006 annual financial statements. The principal accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the Company's annual financial statements for the year ended 31 March 2006.

2. Turnover and revenue

	Three months ended 30 September		Six months ended 30 September	
	2006 HK\$'000	2005 HK\$'000	2006 HK\$'000	2005 HK\$'000
Turnover:				
Exhibition organisation income	8,089	2,792	18,428	11,602
Promotion and marketing income	542	597	1,475	1,504
Publication income	5	13	204	174
	8,636	3,402	20,107	13,280
Other revenue:				
Bank interest income	39	19	92	33
Sundry income	8	–	55	18
	47	19	147	51
Total revenue	8,683	3,421	20,254	13,331

Primary reporting format – Business segment

No business segment information has been disclosed for the periods presented as the Group is operating in a single business segment which is exhibition organisation.

3. Income tax

The charge for the three months and six months ended 30 September 2006 represents the PRC income tax calculated at 33% of the estimated assessable profits (three months and six months ended 30 September 2005: Nil).

No provision for Hong Kong profits tax has been made as the Group had no estimated assessable profits arising in Hong Kong during the three months and six months ended 30 September 2006 (three months and six months ended 30 September 2005: Nil).

The Group did not have any significant deferred taxation which was unprovided for in respect of each of the reporting periods.

4. Loss per share

- (a) The calculation of basic loss per share for the three months and six months ended 30 September 2006 is based on the respective unaudited consolidated loss attributable to the equity holders of the Company of approximately HK\$2,619,000 and HK\$3,179,000 for the three months and six months ended 30 September 2006 respectively (unaudited consolidated loss attributable to the equity holders of the Company of approximately HK\$3,247,000 and approximately HK\$2,960,000 for the three months and six months ended 30 September 2005 respectively) and on the weighted average number of 845,640,000 ordinary shares in issue during the periods.
- (b) No diluted loss per share for the three months and six months ended 30 September 2006 and for the three months and six months ended 30 September 2005 has been presented as the share options outstanding during the periods had an anti-dilutive effect on the respective basic loss per share for the respective periods.

5. Dividend

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2006 (six months ended 30 September 2005: Nil).

6. Trade and other receivables

As at 30 September 2006, the ageing analysis of trade receivables, net of provision was as follows:

	As at 30 September 2006 <i>HK\$'000</i>	As at 31 March 2006 <i>HK\$'000</i>
Current	125	769
30 – 60 days	177	117
Over 60 days	1,326	1,544
Trade receivables, net	1,628	2,430
Amount due by a related company	476	984
Other receivables, deposits and prepayments	12,474	5,972
	14,578	9,386

Credit terms on trade receivables are normally negotiable between the Group and its customers and vary for the different business activities of the Group. For the exhibition organising business, customers are normally required to pay a 50% deposit upon signing of agreements and the remaining 50% prior to the opening of exhibitions. A credit period of up to 9 months may be given to those customers who have longstanding business relationships with the Group for the remaining 50% balance, following financial assessment by the senior management and based on the established payment records of the customers. For the promotion and marketing services, the Group normally requires full payment before rendering of services and the advertising fees from placement of advertisements in newspapers and magazines are normally payable on per issue basis 30 days before the date of publication. For the publication business, customers are required to make full payment at the time of subscription to the trade magazines published by the Group.

7. Trade and other payables

As at 30 September 2006, the ageing analysis of trade payables was as follows:

	As at 30 September 2006 <i>HK\$'000</i>	As at 31 March 2006 <i>HK\$'000</i>
Current	423	595
30 – 60 days	–	1,099
Over 60 days	1,361	14
Trade payables	1,784	1,708
Other payables	1,297	1,902
	3,081	3,610

8. Share capital

	As at 30 September 2006 HK\$'000	As at 31 March 2006 HK\$'000
Authorised:		
2,000,000,000 ordinary shares of HK\$0.01 each	20,000	20,000
Issued and fully paid:		
845,640,000 ordinary shares of HK\$0.01 each	8,456	8,456

MANAGEMENT DISCUSSION AND ANALYSIS**Business review**

During the six months ended 30 September 2006, the Group organised certain exhibitions in Malaysia and in the People's Republic of China (the "PRC") including Hong Kong, details of which are set out below:

Date and venue	Exhibition
8-11 April 2006 AsiaWorld-Expo, Chep Lap Kok, Hong Kong	Hong Kong International Auto Parts Fair
23-26 May 2006 Guangzhou International Convention & Exhibition Centre, Guangzhou, the PRC	13th South China International Machinery & Mould Exhibition 13th South China International Plastics Exhibition
26-29 May 2006 AsiaWorld-Expo, Chep Lap Kok, Hong Kong	Asia International Arts & Antiques Fair 2006
29 June – 2 July 2006 Putra World Trade Centre, Kuala Lumpur, Malaysia ("PWTC")	17th Malaysia International Printing & Labelling Exhibition

Date and venue

6-9 July 2006

PWTC

28-30 July 2006

AsiaWorld-Expo, Chep Lap Kok,
Hong Kong

23-26 August 2006

Suzhou International Expo Centre,
Suzhou, the PRC

13-15 September 2006

Guangdong Modern International
Exhibition Centre, Houjie,
Dongguan, Guangzhou,
the PRC ("GMIEC")

23-26 September 2006

Wuhan International
Convention & Exhibition Centre,
Wuhan, the PRC

Exhibition

17th Malaysia International Rubber, Plastics, Mould
and Die Industry Technology Exhibition
17th Malaysia International Food Processing &
Packaging Exhibition

1st Hong Kong International Pet & Aqua Accessory
& Service Expo

**3rd Suzhou International Linkage Industry
Exhibition:**

East China (Suzhou) International Machine Tool &
Mould Technology Exhibition
East China (Suzhou) International Plastics,
Packaging & Rubber Technology Exhibition

5th South China International Electronic Circuit
& Assembly Expo

South China International Screen Printing Technology
Expo

7th China International Machinery & Electronic
Products Expo

The Group's turnover for the six months ended 30 September 2006 was approximately HK\$20,107,000 and represented an increase of approximately HK\$6,827,000 as compared to the corresponding six months ended 30 September 2005 which amounted to approximately HK\$13,280,000. Such increase was principally attributable to the turnover contributed by newly launched exhibitions in Hong Kong, namely Asia International Arts & Antiques Fair 2006 and the 1st Hong Kong International Pet & Aqua Accessory & Service Expo, which were held in May and July 2006 respectively. During the period, the Group also co-organised another new exhibition, namely Hong Kong International Auto Parts Fair, with Hong Kong Trade Development Council and other independent parties. Although these new exhibition series held in Hong Kong were welcomed by exhibitors and visitors, lower profits margin were achieved as compared with the Group's ordinary exhibitions for the reason of the early stage of the life cycle of these exhibitions. The Directors were optimistic on these new exhibitions since the full completion of these new exhibitions has broadened and diversified the range of the Group's exhibition themes and services to include pet and aqua accessory, arts, antiques and auto parts industries and that also expanded and widened the Group's revenue base. The Directors believe that these exhibitions will generate reasonable financial returns to the Group in the future.

Loss attributable to the equity holders of the Company for the six months ended 30 September 2006 amounted to approximately HK\$3,179,000 (2005: HK\$2,960,000). Such loss was mainly attributable to an increase in staff costs and an overall increase in corporate expenses as compared with the same period last year.

During the period, 廣東訊展會議展覽有限公司, a wholly owned subsidiary incorporated in the PRC, has been in full operation and it also generated significant contributions to the Group.

Liquidity, financial resources and capital structure

The Group generally finances its daily operations and investing activities from internally generated cash flows. The Group's current assets as at 30 September 2006 amounted to approximately HK\$28,527,000 and comprised trade receivables of approximately HK\$1,628,000, other receivables, deposits and prepayments of approximately HK\$12,474,000 and bank balances and cash of approximately HK\$13,949,000. As at 30 September 2006, the Group had net assets of approximately HK\$20,292,000. The Group had no bank and other borrowings or long-term liabilities, therefore, no gearing ratio is presented. The Group's financial position is healthy, positioning the Group advantageously to expand its core business and to achieve its business objectives.

Since the functional currencies of the Group's operations are Hong Kong dollars and Renminbi, the Directors consider that the potential foreign exchange exposure of the Group is limited.

Investment held and material acquisitions and disposals

During the six months ended 30 September 2006, the Group has made capital contribution of US\$140,000, equivalent to approximately HK\$1,092,000, to the registered capital of its subsidiary, 上海訊展會議展覽有限公司, which was established as a wholly foreign-owned enterprise under the laws of the PRC with limited liability on 8 August 2006 by Global Challenge Limited, the Company's wholly-owned subsidiary. 上海訊展會議展覽有限公司 is principally engaged in the provision of exhibition organisation services in the PRC.

Save as disclosed above, there were no other material acquisitions and disposals of subsidiaries during the six months ended 30 September 2006.

Employees and remuneration policies

As at 30 September 2006, the Group had 50 employees, including Directors. Total staff costs for the six months ended 30 September 2006, including Directors' remuneration, amounted to approximately HK\$7,057,000 (six months ended 30 September 2005: approximately HK\$4,642,000). The Group's employment and remuneration policies remained the same as detailed in the Annual Report 2006.

Charges on Group's assets and contingent liabilities

There were no charges on the Group's assets or any significant contingent liabilities as at 30 September 2006.

Future plans and prospects

The Group will continue in organising its profitable recurring exhibitions and working towards the goal of maximising the returns for the shareholders through strengthening the competitiveness of the Group's business during the second half of the financial year ending 31 March 2007. The Directors look forward with optimism to the second half of the financial year ending 31 March 2007 and beyond, and will focus their attention on expansion and opportunities which are profitable and have a promising outlook.

Having built up its excellent reputation and established presence in Hong Kong, in the Guangdong Province, the PRC and in Vietnam, the Group believes its exhibition business will continue to make good progress and deliver reasonable returns to the Group as excellent response has been received from exhibitors who have already signed up to participate in the upcoming exhibitions. On the international front, the Group's subsidiary, Chan Chao International Co., Ltd, will continue to expand its presence in Vietnam in the manufacturing exhibition sector in the second half of the financial year ending 31 March 2007.

Set out below is a schedule of exhibitions that will be organised by the Group, together with the proposed date and venue, for the rest of the financial year ending 31 March 2007:

Proposed date and venue	Exhibition
19-22 October 2006 Ho Chi Minh International Exhibition & Convention Centre ("HCMIECC")	6th Vietnam International Woodworking Industry Fair
27-30 October 2006 HCMIECC	6th Vietnam International Machine Tool, Automation Industry Show
8-11 November 2006 GMIEC	8th China Dongguan International Plastics, Packaging & Rubber Exhibition
15-18 November 2006 GMIEC	8th China Dongguan International Mould & Metalworking Exhibition
16-19 November 2006 HCMIECC	6th Vietnam International Plastics, Rubber Industry Show
24-27 November 2006 HCMIECC	6th Vietnam International Textile & Garment Industry Show
28-31 March 2007 GMIEC	8th China (Dongguan) International Textiles & Clothing Industry Fair
28-31 March 2007 GMIEC	8th China (Dongguan) International Footwear Machinery & Material Industry Fair

Directors' interests and short positions in the shares, underlying shares and debentures of the Company

As at 30 September 2006, the interests or short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be kept under Section 352 of the SFO or as otherwise notified to the Company and

the Stock Exchange pursuant to required standard of dealings in securities by Directors of the Company were as follows:

Long positions in shares of the Company

Number of ordinary shares beneficially held

Name of Director	Personal interest	Family interest	Corporate interest	Total interests	Percentage of interests
Mr. Leung Tin Fu (Note 1)	–	–	509,840,000	509,840,000	60.29%
Mr. Cheng Kwok Lai (Note 2)	–	6,800,000	–	6,800,000	0.80%
Mr. Chan Wing Sum (Note 3)	4,800,000	8,000,000	–	12,800,000	1.51%
Mr. Kwok Kam Tim	8,000,000	–	–	8,000,000	0.95%

Notes:

1. These shares are held by Advagate Holdings Limited, a company incorporated in the BVI and wholly and beneficially owned by Mr. Leung Tin Fu.
2. These shares are owned by Ms. Cheng Mei Ching, the wife of Mr. Cheng Kwok Lai. Mr. Cheng Kwok Lai is deemed to be interested in such shares pursuant to the SFO.
3. The 8,000,000 shares of family interest are owned by Ms. Lok Suet Lin, the wife of Mr. Chan Wing Sum. Mr. Chan Wing Sum is deemed to be interested in such shares pursuant to the SFO.

Long positions in underlying shares of the Company

Pursuant to the share option scheme adopted by the Company on 22 October 2001 (as more particularly described in Appendix IV to the Company's prospectus), certain Directors were granted share options to subscribe for the Company's shares, details of the share options outstanding and exercisable as at 30 September 2006 were as follows:

Name of Director	Date of grant	Number of share options outstanding and exercisable as at 30 September 2006	Exercise period	Exercise price per share
Mr. Cheng Kwok Lai	10 July 2002	8,000,000	10 July 2002 – 9 July 2012	HK\$0.08
Mr. Chan Wing Sum	10 July 2002	8,000,000	10 July 2002 – 9 July 2012	HK\$0.08
Mr. Kwok Kam Tim	10 July 2002	8,000,000	10 July 2002 – 9 July 2012	HK\$0.08

Note: The weighted average closing price of the shares immediately before the date on which the options were offered is HK\$0.08.

Save as disclosed above, as at 30 September 2006, none of the Directors or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings in securities by Directors of the Company.

Outstanding share options

Save as those share options granted to the Directors as disclosed above, certain share options were granted by the Company under the share option scheme to four individuals who are employees and consultant of the Company at the date of grant, details of which were as follows:

Category	Date of grant	At 1 April 2006	Lapsed during the period	At 30 September 2006	Exercise period	Exercise price per share
Employees	10 July 2002	16,000,000	(4,000,000)	12,000,000	10 July 2002 – 9 July 2012	HK\$0.08
Consultant	10 July 2002	4,000,000	–	4,000,000	10 July 2002 – 9 July 2012	HK\$0.08
		20,000,000	(4,000,000)	16,000,000		

Note: The weighted average closing price of the shares immediately before the date on which the options were offered is HK\$0.08.

None of the Directors, employees and consultant of the Company had exercised their share options during the six months ended 30 September 2006.

During the six months ended 30 September 2006, there were 4,000,000 options lapsed due to the resignation of employee from the Group.

No option was granted under the share option scheme during the six months ended 30 September 2006.

Interests discloseable under the SFO and substantial shareholders

As at 30 September 2006, the following shareholders (including Directors) had interests or short position in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Long positions in shares of the Company

Number of ordinary shares beneficially held

Name	Capacity	Nature of interest	Number of shares	Percentage of interest
Advagate Holdings Limited (Note)	Beneficial owner	Corporate	509,840,000	60.29%
Mr. Leung Tin Fu (Note)	Interest of a controlled corporation	Corporate	509,840,000	60.29%
Mr. Chung Horng-l	Beneficial owner	Personal	55,330,000	6.55%

Note: These shares are held by Advagate Holdings Limited, a company incorporated in the BVI and wholly and beneficially owned by Mr. Leung Tin Fu.

Save as disclosed above, as at 30 September 2006, the Directors were not aware of any other person who had an interest or short position in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

Competing interests

The Directors are not aware of, as at 30 September 2006, any business or interest of each of the Directors, management shareholders (as defined in the GEM Listing Rules) and their respective associates that competes or may compete with business of the Group or any other conflicts of interest which any such person has or may have with the Group.

Purchase, sale or redemption of listed securities of the Company

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2006.

Corporate governance practices

The Company was in compliance with all code provisions as set out in the Code of Corporate Governance Practices in Appendix 15 of the GEM Listing Rules during the six months ended 30 September 2006.

Directors' securities transactions

The Company has established written guidelines for the required standard of dealings in securities by Directors of the Company. Having made specific enquires of Directors of the Company, the Board is pleased to confirm that all Directors have fully complied with the required standard with respect to the securities dealings of the Company.

Audit Committee

The Company has established an audit committee ("Audit Committee") with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants and the mandatory provisions as set out in the Code on Corporate Governance Practices in the Appendix 15 of the GEM Listing Rules. The Audit Committee comprises 3 independent non-executive directors, namely Mr. Leung Chi Kong, Ms. Lam Tung Ming, Eileen and Mr. Chan Kam Fuk. Mr. Leung Chi Kong is the chairman of the Audit Committee. The Audit Committee will meet at least four times a year. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group and to review the Company's annual reports and financial statements, and interim and quarterly reports and the connected transactions.

The Audit Committee has also reviewed the Group's unaudited results for the six months ended 30 September 2006.

By order of the Board
INFO COMMUNICATION HOLDINGS LIMITED
Leung Tin Fu
Chairman

Hong Kong, 13 November 2006

As at the date of this report, the Board comprise the following members:

Executive Directors

Mr. Leung Tin Fu (*Chairman*)
Mr. Chan Wing Sum
Mr. Cheng Kwok Lai
Mr. Kwok Kam Tim

Independent non-executive Directors

Mr. Leung Chi Kong
Ms. Lam Tung Ming, Eileen
Mr. Chan Kam Fuk