



BLU SPA HOLDINGS LIMITED

富麗花•譜控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8176)

**FIRST QUARTERLY RESULT REPORT
FOR THE THREE MONTHS ENDED
30 SEPTEMBER 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 Stock Exchange 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 this report.

This report, for which the directors (the “Directors”) of Blu Spa Holdings Limited (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. 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.

SUMMARY

- The Group is a developer, promoter and distributor of a broad range of botanical personal care products and services.
- The unaudited consolidated turnover of the Group for the three months ended 30 September 2006 was approximately HK\$107,000, representing an increase of approximately 133% as compared to the unaudited consolidated turnover of the Group of approximately HK\$46,000 for the corresponding period in 2005.
- The net loss for the three months ended 30 September 2006 was approximately HK\$1.62 million, representing an increase of approximately 125% as compared to the net loss of approximately HK\$0.72 million for the corresponding period in 2005.

The board of directors (the “Board”) of Blu Spa Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 September 2006 together with the comparative figures for the corresponding period in 2005. The condensed consolidated quarterly financial statements have not been audited, but have been reviewed by the Company’s audit committee.

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

		Three months ended	
		30 September	
		2006	2005
	<i>Notes</i>	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000
Turnover	3	107	46
Cost of sales		<u>(19)</u>	<u>(8)</u>
Gross profit		88	38
Other revenue		–	371
Distribution costs		(36)	–
Administrative expenses		<u>(1,498)</u>	<u>(1,033)</u>
Loss from operations	4	(1,446)	(624)
Finance costs	5	<u>(176)</u>	<u>(91)</u>
Loss before taxation		(1,622)	(715)
Taxation	6	<u>–</u>	<u>(1)</u>
Loss attributable to shareholders		<u><u>(1,622)</u></u>	<u><u>(716)</u></u>
Basic loss per share, in HK cents	8	<u><u>(0.27)</u></u>	<u><u>(0.12)</u></u>

NOTES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company was incorporated in the Cayman Islands on 30 August 2001 as an exempted company with limited liability under the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The Company is an investment holding company.

The condensed consolidated results for the three months ended 30 September 2006, have been prepared on a going concern basis as referred to the Group's annual financial statements for the year ended 30 June 2006.

2. PRINCIPAL ACCOUNTING POLICIES AND STANDARD ACCOUNTING PRACTICE

The unaudited consolidated financial statements have been prepared on the historical cost basis.

The financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange.

The accounting policies used in the unaudited consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 30 June 2006.

3. TURNOVER

Turnover represents the net amounts received and receivable for goods sold, less returns and allowances, by the Group to outside customers. An analysis of the Group's turnover by business segments and geographical markets is as follows:

	The PRC <i>HK\$'000</i>	Hong Kong <i>HK\$'000</i>	Others <i>HK\$'000</i>	Elimination <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
For the three months ended 30 September 2006 (Unaudited)					
External sales					
– Distributorship	9	14	13	–	36
– Retailing	–	71	–	–	71
Inter-segment sales	–	–	–	–	–
	<u>9</u>	<u>85</u>	<u>13</u>	<u>–</u>	<u>107</u>
For the three months ended 30 September 2005 (Unaudited)					
External sales					
– Distributorship	14	5	–	–	19
– Retailing	–	27	–	–	27
Inter-segment sales	–	1	–	(1)	–
	<u>14</u>	<u>33</u>	<u>–</u>	<u>(1)</u>	<u>46</u>

4. LOSS FROM OPERATIONS

Loss from operations has been arrived at after charging:

	(UNAUDITED)	
	Three months ended	
	30 September	
	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>
Director's remuneration	3	25
Other staff costs	604	94
Retirement benefit scheme contributions	22	5
	<hr/>	<hr/>
Total staff costs	629	124
Amortization of intangible assets	234	286
Depreciation	49	51
Write-off of plant and equipment	-	165
And after crediting:		
Release of the obligation as to the unperformed therapy and treatment courses	-	371
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5. FINANCE COSTS

	(UNAUDITED)	
	Three months ended	
	30 September	
	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest on:		
Loan from shareholders and directors	175	91
Interest on obligation under financial lease	1	-
	<hr/>	<hr/>
	176	91
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6. TAXATION

	(UNAUDITED)	
	Three months ended	
	30 September	
	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>
Current tax		
Hong Kong	-	-
PRC	-	1
	<hr/>	<hr/>
	-	1
Deferred tax		
Credit of current period	-	-
	<hr/>	<hr/>
Taxation attributable to the Group	-	1
	<hr/> <hr/>	<hr/> <hr/>

Taxes arising out of the PRC are calculated at the rates of tax prevailing in the PRC.

No provision for Hong Kong Profits Tax has been made for the three months ended 30 September 2006 and the corresponding period in 2005, as the Group has no assessable profits for the respective periods.

7. DIVIDEND

The directors do not recommend the payment of any dividend for the three months ended 30 September 2006 (2005: Nil).

8. BASIC LOSS PER SHARE

The calculation of loss per share for the three months ended 30 September 2006 is based on the net loss attributable to the shareholders of approximately HK\$1.62 million (2005: loss attributable to shareholders of approximately HK\$0.72 million) and on 606,800,000 (2005: on 606,800,000) ordinary shares of the Company in issue during the period.

No diluted loss per share for the three months ended 30 September 2006 and 2005 was presented, as the Company did not assume the exercise of share option outstanding because the exercise prices of the Company's share options were higher than the average market price for shares.

9. RESERVES

The movements in the reserves of the Group are as follows:

	Share Capital <i>HK\$'000</i>	Share Premium <i>HK\$'000</i>	Merger Reserve <i>HK\$'000</i>	Translation Reserve <i>HK\$'000</i>	Accumulated Deficit <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 July 2005	6,068	19,740	22,735	(9)	(48,915)	(381)
Loss for the period	–	–	–	–	(716)	(716)
Exchange differences arising from translation of operations outside Hong Kong	–	–	–	6	–	6
	<u>6,068</u>	<u>19,740</u>	<u>22,735</u>	<u>(3)</u>	<u>(49,631)</u>	<u>(1,091)</u>
At 30 September 2005	6,068	19,740	22,735	(3)	(49,631)	(1,091)
At 1 July 2006	6,068	19,740	22,735	(1)	(53,843)	(5,301)
Loss for the period	–	–	–	–	(1,622)	(1,622)
Exchange differences arising from translation of operations outside Hong Kong	–	–	–	–	–	–
	<u>6,068</u>	<u>19,740</u>	<u>22,735</u>	<u>(1)</u>	<u>(55,465)</u>	<u>(6,923)</u>
At 30 September 2006	6,068	19,740	22,735	(1)	(55,465)	(6,923)

10. CONTINGENT LIABILITIES

(a) Dispute with DBS Asia

The Group has received certain bills amounting to approximately HK\$245,000 from the former Sponsor, DBS Asia Capital Limited ("DBS Asia"), which were purported to be reimbursement of legal cost incurred by DBS Asia in connection with legal assistance sought by DBS Asia from outside lawyers in relation to certain inquiries from the Stock Exchange. DBS Asia suggested that the Group is under obligation to reimburse such legal expenses. However, the directors do not agree with DBS Asia's suggestion that the Group is under any obligation to pay. The Group will liaise with DBS Asia to resolve the dispute.

(b) Arrears of dealership fee to Sogo Hong Kong Company Limited

As a result of unsatisfactory business performance, BSHK owed Sogo Hong Kong Company Limited ("Sogo") an amount of approximately HK\$1.2 million being outstanding dealership fee payable for the right to do business at Beaute@Sogo as of March 2006. However, due to shortage of fund, the Group was unable to settle the same. Hence, Sogo commenced High Court Action and Default Judgment was entered against BSHK on 7 June 2006. In response, the Company has reached a settlement with Sogo by way of monthly installment payments. As at the date of this report, the Company has paid three monthly installments in the aggregate of HK\$300,000 to Sogo, each of which was financed by way of director's loan.

MANAGEMENT DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

RESULTS

For the three months ended 30 September 2006, the Group recorded a turnover of approximately HK\$107,000 representing an increase of approximately 133% as compared to the turnover of the same period in previous year. The increased turnover was attributable to the Group's pursuit of its revamped business strategy of focusing on distributorship business during the period under review.

Gross profit margin is approximately 82% for the three months ended 30 September 2006, representing 1% decrease as compared to that of the same period in the previous year.

Administrative expenses incurred by the Group for the three months ended 30 September 2006 amounted to approximately HK\$1.5 million (2005: HK\$1 million), representing an increase of approximately 50% as compared to those of the corresponding period in the previous year.

Distribution costs incurred by the Group for the three months ended 30 September 2006 amounted to approximately HK\$36,000 (2005: Nil).

The Group's finance cost was approximately HK\$176,000 for the three months ended 30 September 2006, representing an increase of approximately 93% as compared to the corresponding period in the previous year. As at 30 September 2006, there were outstanding shareholders' and directors' loans of approximately HK\$9.3 million, which were interest bearing at Hong Kong Dollar prime lending rate as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time.

The loss attributable to shareholders of the Group amounted to approximately HK\$1.62 million (2005: HK\$0.72 million) for the three months ended 30 September 2006, representing an increase of 125% as compared to that of the corresponding period in previous year.

BUSINESS REVIEW

With the aim to minimize operating costs, the Group terminated its retail business in Hong Kong by franchising out to a distributor who continued to provide Blu Spa brand products and services to the end-users. The distributor has been operating beauty care products and services business in Hong Kong for many years with retail outlets located in the Central, Tsim Sha Tsui and Mongkok. The distributor operated the Group's retail outlet in Beaute@Sogo until October 2005 when the mall was closed down for renovation. In the period under review, the Group had redirected its focus to the distributorship business. The Directors believe that the strong and steady economic recovery in Hong Kong will drive the growth of the retail market, particularly, in the beauty care products and service segment.

Given the relaxed travel policy applicable to the PRC tourists visiting Hong Kong, the number of visitor arrivals including both the group and individual travelers from the PRC continued to grow at a steady pace. The retail market had experienced a 25%-35% business growth attributable mainly to the stronger spending power of individual travelers as compared to group travelers.

By stepping up our brand building and promotional efforts in both Hong Kong and the PRC, the Group was able to attract potential distributors in the PRC, and South-east Asian region. The Group will continue to identify and actively seek prospective distributors in key cities in China such as Shenzhen, Guangzhou Beijing and Shanghai as well as in countries such as, South Korea, Thailand and Dubai.

During the period under review, the Group continued its efforts in negotiating with Chinese and overseas OEM manufacturers, sourcing high quality botanical beauty care products, using its brand name to promote anti-aging, whitening, fabric mask, hydrating and purifying face care products, while continuing its research and development of new and improved formulations for existing products. Having established initial contact with a small circle of suppliers, the screening process was progressing. The Group continued to step up its research and development efforts on high quality new innovative skin care products and product quality enhancement.

OUTLOOK

Given the strong and steady global economic recovery and the continuous economic growth in the PRC market, the Group is optimistic about its future prospects. The Group will continue to develop and introduce new innovative botanical beauty care products and therapy/treatment services for the end users. In addition, the Group will continue its efforts in brand building and advertisement designed to promote women new-age holistic lifestyle concepts and to introduce new innovative prestigious botanical beauty care products and services to the consumers. The Group will continue its collaboration with local co-operative partners to organize co-branding joint promotional campaigns aimed at increasing market awareness of the Blu Spa brand.

In addition to carrying out product promotions and developing closer working relationship with our distributors, the Group has placed strong emphasis on market expansion both locally and internationally. In March and April 2006, the Group entered into two distributor agreements with distributors in the PRC and the Taiwan respectively. The Group is confident of its business prospects in the near future owing to the increasing attractions of Hong Kong, Macau and China attributable to the booming casino industry in Macau, Hong Kong Disneyland, Hong Kong Ocean Park and 2008 Olympic Games in Beijing. The Group is confident of its future sustained and strong growth in the turnover. The Group's Zhuhai subsidiary will continue to provide a strong supportive base for its expansion to the PRC market which will continue to be the fastest growing market for beauty care products and services in the future.

Furthermore, the Group plans to open two image stores (with beauty school) in Shenzhen and Beijing and a bottling workshop in Shenzhen respectively by January 2007. As of the latest practicable date, the Group has entered into co-operation agreements with Jones Lang LaSalle Management Service Limited and Residential Management Services Limited on and behalf of Long Beach and AquaMarine respectively for the setting up and operation of Spa centre at its club premises. Both Long Beach and AquaMarine are luxurious residential complexes developed by Hang Lung Properties Limited. The Group will strive to provide not only premium quality beauty care products and services to its end-users, but also training of our marketing staff with skill and product knowledge enhancement to commensurate their role as consultants for providing the users' beauty care needs. With confidence, the Group is expecting to realize stronger and better business performance in the coming future.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2006, the interests of the directors and the chief executive of the Group in the share capital of the Company and its associated corporations within the meaning of part XV of the Securities and Future Ordinance (the "SFO") as recorded in the register maintained under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

A. Long position in shares

Name	Type of interests	Number of shares	Percentage of issued share capital
Chan Choi Har, Ivy	Corporate interest (<i>Note 1</i>)	110,657,870	18.24%

Note:-

1. These shares are held by XO-Holdings Limited. Chan Choi Har, Ivy is the beneficial owner as to 65% of the issued share capital of XO-Holdings Limited.

B. Short position in shares

No short position of directors and chief executives in the shares of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Save as disclosed above, none of the directors and the chief executive of the Company had any interests or short position in share capital of the Company or its associated corporations as at 30 September 2006. There were no debt securities issued by the Group during the period.

C. Share options

Options to subscribe for shares in the Company

Name of Director	Date of grant	Exercise Price <i>HK\$</i>	Number of Shares Options Outstanding as at 30 September 2006
Chan Choi Har, Ivy	30 January 2002	0.30	10,250,000

Note: 50% of the outstanding share options may be exercised at any time after the expiry of 12 months from the date of grant and the remaining 50% may be exercised at any time after 24 months from the date of grant, and in each case not later than 29 January 2012.

SHARE OPTION SCHEMES

On 30 January 2002, the Company adopted the Pre-IPO Share Option Scheme (the "Pre-IPO Scheme") and a new share option scheme (the "Scheme"), for the primary purpose of providing incentives or rewards to the directors and employees of the Group and to recognise the contribution of such eligible persons to the growth of the Group, and will expire on 29 January 2012. As at 30 September 2006, no options had been granted under the Pre-IPO Scheme and the Scheme save as disclosed above.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Share Options Schemes", at no time during the period was the Company, or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire by means of acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the directors or their spouses or children under the age 18 had any right to subscribe for the securities of the Company, or had exercised any such right.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2006, the register of substantial shareholders required to be maintained under Section 336 of the SFO showed that, the following shareholders had an interest of 5% or more in the issued share capital of the Company:

Long position in shares

Name of shareholders	Number of shares	Percentage of issued share capital
Chan Choi Har, Ivy (<i>Note 1</i>)	110,657,870	18.24%
XO-Holdings Limited (<i>Note 2</i>)	110,657,870	18.24%
Wah Hing Consultants Limited (<i>Notes 2 and 3</i>)	110,657,870	18.24%
Heung See Wai, Angela (<i>Note 3</i>)	110,657,870	18.24%
Rajewski, Natalie N. (<i>Note 4</i>)	84,099,330	13.86%
Eastpoint Resources Limited (<i>Note 4</i>)	84,099,330	13.86%
Well Arts Enterprises Limited (<i>Note 5</i>)	84,099,330	13.86%
Wai Suk Chong, Helena (<i>Note 6</i>)	107,132,600	17.66%
Profit Trick Holdings Limited (<i>Note 6</i>)	107,132,600	17.66%
David Chiu (<i>Note 7</i>)	146,151,360	24.09%
Rocket High Investments Limited (<i>Note 7</i>)	146,151,360	24.09%

Notes:

1. The interests of Chan Choi Har, Ivy in the Company comprise 18.24% shareholding interest through her 65% interest in XO-Holdings Limited.
2. These shares are held by XO-Holdings Limited which is beneficially owned as to 65% by Chan Choi Har, Ivy and as to 35% by Wah Hing Consultants Limited.
3. Wah Hing Consultants Limited is beneficially owned as to 100% by Heung See Wai, Angela.
4. These shares are held by Eastpoint Resources Limited, a company whose entire issued share capital is held by Well Arts Enterprises Limited in its capacity as trustee of the Eastpoint Trust, a discretionary trust the discretionary objects of which include Rajewski, Natalie N. and certain of her family members.
5. Well Arts Enterprises Limited holds the entire issued share capital of Eastpoint Resources Limited in its capacity as trustee of the Eastpoint Trust, a discretionary trust and Well Arts Enterprises Limited is deemed to have an interest in the 84,099,330 shares in the Company in which Eastpoint Resources Limited is interested.
6. These shares are held by Profit Trick Holdings Limited. The entire issued share capital of Profit Trick Holdings Limited is beneficially owned by Wai Suk Chong, Helena.

7. These shares are held by Rocket High Investments Limited. The entire issued share capital of Rocket High Investments Limited is beneficially owned by David Chiu.

Save as disclosed above, the Company has not been notified of any other interests representing 5% or more or any short positions in the issued share capital of the Company as at 30 September 2006.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the year ended 30 September 2006.

ADVANCES TO AN ENTITY

As at 30 September 2006, the Group did not have, in its normal and ordinary course of business, any relevant advance to an entity that is required to be disclosed pursuant to Rule 17.22 and 17.24 of the GEM Listing Rules.

COMPETING INTERESTS

During the period under view, none of the Directors or the management shareholders (as defined in the GEM Listing Rules) of the Company had any interest in business that competed or might compete with the business of the Group.

CORPORATE GOVERNANCE

The Board considers that the Company has complied with the Code on Corporate Governance Practices as set out in the GEM Listing Rules Appendix 15 with effective from the accounting periods from 1 January 2005.

BOARD OF DIRECTORS

The Board of the Company comprises five Directors, of which two are Executive Directors, namely Mr. Wu Wenzhi and Ms. Chan Choi Har, Ivy and three are INEDs, namely Mr. Chan Shun Kuen, Eric, Mr. Lam Wai Pong and Mr. Yeung, Mario Bercasio. The Directors are collectively responsible for the development of the Group's strategies and policies. The Executive Directors are responsible for the daily operation of the Group while the INEDs provide their professional advices to the Group.

The INEDs have professional experiences in legal, finance and accounting, property development and engineering respectively. The Company has received confirmation from each of the INEDs as regards to their independence to the Company and considers that each of the INEDs is independent of the Company.

One-third of all the Directors shall retire by rotation from office each year in accordance with the Company's Articles of Association. The term of office of the Directors is the period up to their retirement by rotation. Those Directors at any time appointed by the Board shall hold office only until the next following Annual General Meeting of the Company and shall be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

AUDIT COMMITTEE

As required by Rules 5.28 to 5.33 of the GEM Listing Rules, the Company has established an audit committee (the "Audit Committee") on 10 December 2001 with written terms of reference, which deal clearly with its authorities and duties. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group.

The Audit Committee comprises three independent non-executive directors, namely, Mr. Chan Shun Kuen, Eric, Mr. Lam Wai Pong, Mr. Yeung Mario Bercasio. Mr. Chan is the chairman of the Audit Committee.

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee on 30 March 2005 with written terms of reference, which comprises three independent non-executive directors of the Company, namely, Mr. Chan Shun Kuen, Eric, Mr. Lam Wai Pong, Mr. Yeung Mario Bercasio. Mr. Chan is the chairman of the Remuneration Committee.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of its Directors, as at the date of this announcement, there is sufficient public float, as not less than 25% of the Company's issued shares are held by the public.

BOARD PRACTICES AND PROCEDURES

The Company has complied with the board practices and procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules during the period.

By order of the Board
Blu Spa Holdings Limited
Ivy Chan
Director

As at the date hereof, the Board comprises of two executive directors, namely, and Ms. Chan Choi Har, Ivy and Mr. Wu Wenzhi; and three independent non-executive directors, namely, Mr. Chan Shun Kuen, Eric, Mr. Lam Wai Pong and Mr. Yeung Mario Bercasio.

Hong Kong, 10 November 2006