

**PME GROUP LIMITED** 

**业美宜集團有眼公司** 

(incorporated in the Cayman Islands with limited liability)

Stock Code: 379

Interim Report

# Solution Provider



The Board of Directors (the "Board") of PME Group Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2006 (the "Period") and the comparative figures for the corresponding period in 2005 as follows:

# CONDENSED CONSOLIDATED INCOME STATEMENT

		Six months ended 30 Jun	
		2006	2005
	Notes	(Unaudited) HK\$'000	(Unaudited) HK\$'000
	Notes	1110	111(\$ 000
Turnover	3	74,749	67,737
Cost of sales		(55,114)	(43,545)
Gross profit		19,635	24,192
Other income		1,036	942
Selling and distribution expenses		(6,464)	(6,288)
Administrative expenses		(11,665)	(11,997)
Loss on disposals of available-for-sale investments		(259)	_
Finance costs	4	(660)	(332)
Profit before taxation	5	1,623	6,517
Taxation	6	(585)	(1,051)
Profit for the Period		1,038	5,466
Attributable to: Equity holders of the Company Minority interests		1,052 (14)	5,422 44
		1,038	5,466
Dividend	7	316	1,629
Earnings per share			
– Basic and diluted	8	HK 0.11 cent	HK 0.57 cent

# CONDENSED CONSOLIDATED BALANCE SHEET

Notes	30 June 2006 (Unaudited) HK\$'000	31 December 2005 (Audited) HK\$'000
Non-current assets Property, plant and equipment Prepaid lease payments Available-for-sale investments Other assets Club debentures	121,313 9,890 - 3,903 350	119,172 10,012 1,379 3,903 350
Current assets Inventories Debtors, deposits and prepayments 9 Loan receivables Prepaid lease payments Taxation recoverable Bank balances and cash	38,481 71,991 4,900 244 1,487 18,264	31,586 64,707 6,105 244 1,487 25,086
Current liabilities Creditors and accruals 10 Taxation payable Obligations under a finance lease Bank borrowings Bank overdraft, unsecured	8,647 922 152 19,663 71 29,455	10,312 765 175 12,232 185 23,669
Net current assets  Total assets less current liabilities	241,368	240,362

# **CONDENSED CONSOLIDATED BALANCE SHEET** (Continued)

		30 June 2006	31 December 2005
	Matas	(Unaudited)	(Audited)
	Notes	HK\$'000	HK\$'000
Non-current liabilities			
Obligations under a finance lease		_	60
Deferred taxation		4,646	4,302
		4,646	4,362
		236,722	236,000
Capital and reserves			
Share capital	11	9,580	9,580
Share premium and reserves	• •	226,908	226,172
Share premium and reserves		220,500	220,172
Equity attributable to equity			
holders of the Company		236,488	235,752
Minority interests		234	248
		236,722	236,000

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

Attributable to equity holders of the Company

	Actibutable to equity holders of the company									
	Share	Share	Special reserve	Translation	Property revaluation		Retained		Minority	
	capital	premium	(note)	reserve	reserve	reserve	profits	Total	interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2006 Written back	9,580	202,296	(38,581)	1,022	6,456	(642)	55,621	235,752	248	236,000
on disposals	-	-	-	-	-	642	-	642	-	642
Dividend paid	-	-	-	-	-	-	(958)	(958)	-	(958)
Profit for the Period	-	-	-	-	-	-	1,052	1,052	(14)	1,038
At 30 June 2006	9,580	202,296	(38,581)	1,022	6,456	-	55,715	236,488	234	236,722
At 1 January 2005	9,580	202,296	(38,581)	-	9,754	633	52,138	235,820	_	235,820
Capital contribution by minority shareholders	-	_	_	-	-	_	_	_	210	210
Written back on disposals	_	_	_	-	-	(471)	_	(471)	_	(471)
Revaluation decrease on available-for-sale										
investments	_	_	-	-	-	(146)	_	(146)	-	(146)
Profit for the period		-	-	-	-	-	5,422	5,422	44	5,466
At 30 June 2005	9,580	202,296	(38,581)	-	9,754	16	57,560	240,625	254	240,879

Note: Special reserve represented the difference between the nominal amount of the share capital issued by PME International (BVI) Company Limited, the then holding company of the Group, and the aggregate of the nominal amount of the issued share capital and other reserves accounts of the subsidiaries which was acquired by PME International (BVI) Company Limited pursuant to the group reorganisation carried out in 1997.

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT

# Six months ended 30 June

	2006	2005
	(Unaudited)	(Unaudited)
		,
	HK\$'000	HK\$'000
Net cash (outflow)/inflow from operating activities	(14,305)	643
Net cash outflow from investing activities	(956)	(3,184)
Net cash inflow from financing activities	8,553	722
DECREASE IN CASH AND CASH EQUIVALENTS	(6,708)	(1,819)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	24,901	36,800
CASH AND CASH EQUIVALENTS AT END OF PERIOD	18,193	34,981
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Bank balances and cash Bank overdraft	18,264 (71)	36,878 (1,897)
	18,193	34,981

#### NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### 1. BASIS OF PREPARATION

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

#### 2. ACCOUNTING POLICIES

The unaudited interim condensed consolidated financial statements have been prepared under the historical cost convention except for certain financial instruments, which are measured at fair values, as appropriate.

The accounting policies adopted in the preparation of these unaudited interim condensed consolidated financial statements are consistent with those adopted in the Group's audited financial statements for the year ended 31 December 2005 except as described below.

In the Period, the Group has applied, for the first time, a number of new standards, amendments and interpretations (hereinafter collectively referred to as "new HKFRSs") issued by the HKICPA, which are either effective for accounting periods beginning on or after 1 December 2005 or 1 January 2006. The adoption of the new HKFRSs had no material effect on how the results for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment had been required.

#### Standard, amendment or interpretations issued but not yet effective

The Group has not early applied the following new standard, amendment or interpretations that have been issued but are not yet effective. The Board anticipates that the application of these standard, amendment or interpretations will have no material impact on the results and the financial position of the Group.

#### 2. ACCOUNTING POLICIES (Continued)

# Standard, amendment or interpretations issued but not yet effective (Continued)

HKAS 1 (Amendment) Capital Disclosures<sup>1</sup>

HKFRS 7 Financial Instruments: Disclosures<sup>1</sup>

HK(IFRIC)-Int 7 Applying the Restatement Approach under HKAS 29
Financial Reporting in Hyperinflationary Economies<sup>2</sup>

HK(IFRIC)-Int 8 Scope of HKFRS 2<sup>3</sup>

HK(IFRIC)-Int 9 Reassessment of Embedded Derivatives<sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2007.
- <sup>2</sup> Effective for annual periods beginning on or after 1 March 2006.
- Effective for annual periods beginning on or after 1 May 2006.
- <sup>4</sup> Effective for annual periods beginning on or after 1 June 2006.

#### 3. SEGMENTAL INFORMATION

The analysis of the turnover and segment result of the Group by operating divisions during the Period are as follows:

	Turn		Segmen nded 30 June	t result
	2006 (Unaudited) HK\$'000	2005 (Unaudited) HK\$'000	2006 (Unaudited) HK\$'000	2005 (Unaudited) HK\$'000
Operating divisions				
Manufacturing	32,236	31,892	913	3,415
Trading	39,583	33,784	98	987
Technical services	2,930	2,061	495	1,505
	74,749	67,737	1,506	5,907
Other income Loss on disposals of available-for-sale			1,036	942
investments			(259)	_
Finance costs			(660)	(332)
Profit before taxation			1,623	6,517
Taxation			(585)	(1,051)
TUNUTION			(303)	(1,031)
Profit for the Period			1,038	5,466

#### 3. **SEGMENTAL INFORMATION** (Continued)

The Group's operations are located in Hong Kong and Mainland China. The Group's trading division is mainly located in Hong Kong. Manufacturing and technical services are carried out in Mainland China.

The following table provides an analysis of the Group's turnover by geographical market, irrespective of the origin of customers:

# Six months ended 30 June

2006	2005
(Unaudited)	(Unaudited)
HK\$'000	HK\$'000
33,334	36,201
35,009	24,428
5,323	4,489
587	1,018
74,749	1,601 67,737

Hong Kong Mainland China Other Asian regions North America and Europe Other countries

# 4. FINANCE COSTS

Interest on bank overdrafts and bank borrowings wholly repayable within five years Interest on finance lease

#### Six months ended 30 June

2006	2005
(Unaudited)	(Unaudited)
HK\$'000	HK\$'000
646	318
14	14
660	332

### 5. PROFIT BEFORE TAXATION

# Six months ended 30 June

	2006 (Unaudited) HK\$'000	2005 (Unaudited) HK\$'000
Profit before taxation has been arrived at after charging/(crediting):		
Depreciation and amortisation:		
– Own assets	2,628	2,332
<ul> <li>Asset held under a finance lease</li> </ul>	93	93
Release of prepaid lease payments	122	122
Cost of inventories sold	55,114	43,545
Revaluation decrease on		
available-for-sale investments	_	65
Loss/(profit) on disposals of		
available-for-sale investments	259	(503)
Dividend income	_	(179)

### 6. TAXATION

# Six months ended 30 June

	2006 (Unaudited) HK\$'000	2005 (Unaudited) HK\$'000
The charge comprises:		
Current tax  - Hong Kong  - Other regions in the PRC	171 70	1,051 -
Deferred taxation	241	1,051
– Current	344	_
	585	1,051

Hong Kong Profits Tax is calculated at 17.5% on the estimated assessable profits for both periods.

#### **6. TAXATION** (Continued)

In accordance with the relevant tax laws and regulations of the People's Republic of China ("PRC"), the PRC subsidiary is exempted from Enterprise Income Tax ("EIT") for two years starting from its first profit making year after utilisation of carried forward tax losses and is eligible for a 50% relief on the EIT in the following three years. 2003 is the first profit making year.

#### 7. DIVIDEND

Six months ended 30 June		
	2006	2005
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
	316	1,629

Interim dividend

The Board resolved that an interim dividend of HK 0.033 cent per share for the six months ended 30 June 2006 (2005: HK 0.17 cent) to be paid to the shareholders whose names are registered in the Company's Register of Members on 10 October 2006. The dividend warrants will be dispatched at around 26 October 2006.

#### 8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the profit for the Period attributable to the equity holders of the Company of HK\$1,052,000 (2005: HK\$5,422,000) and the weighted average number of 958,000,000 (2005: 958,000,000) ordinary shares in issue during the Period.

There is no difference between the basic and diluted earnings per share as the Company has no potential dilutive ordinary shares during both periods.

#### 9. DEBTORS, DEPOSITS AND PREPAYMENTS

The Group has a policy of allowing average credit period of 60 to 90 days to its trade debtors. In addition, for certain customers with long-established relationship and good past repayment histories, a longer credit period may be granted.

The aged analysis of the trade debtors of HK\$55,144,000 (31 December 2005: HK\$54,587,000) which are included in the Group's debtors, deposits and prepayments is as follows:

	30 June 2006 (Unaudited) HK\$'000	31 December 2005 (Audited) HK\$'000
Within 30 days	16,621	20,555
31 to 60 days	14,588	15,748
61 to 90 days	10,529	11,186
Over 90 days	13,406	7,098
Other debtors, deposits	55,144	54,587
and prepayments	16,847	10,120
	71,991	64,707

#### 10. CREDITORS AND ACCRUALS

The aged analysis of the trade creditors of HK\$6,983,000 (31 December 2005: HK\$6,780,000) which are included in the Group's creditors and accruals is as follows:

	30 June	31 December
	2006	2005
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Within 30 days	2,973	2,686
31 to 60 days	1,758	984
61 to 90 days	1,501	1,615
Over 90 days	751	1,495
	6,983	6,780
Other creditors and accruals	1,664	3,532
	8,647	10,312

#### 11. SHARE CAPITAL

	30 June 2006	31 December 2005
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Authorised: 10,000,000,000 ordinary shares		
of HK\$0.01 each	100,000	100,000
Issued and fully paid: 958,000,000 ordinary shares of		
HK\$0.01 each	9,580	9,580

#### 12. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2006 and 31 December 2005.

#### 13. CAPITAL COMMITMENTS

The Group had no material capital commitment as at 30 June 2006. At 31 December 2005, the Group had capital commitment of HK\$29,000 in respect of acquisition of property, plant and equipment contracted for but not provided in financial statements.

#### 14. PLEDGE OF ASSETS

At 30 June 2006, leasehold land and buildings with an aggregate carrying value of approximately HK\$82,399,000 (31 December 2005: HK\$83,996,000) were pledged to banks to secure banking facilities granted to the Group.

#### MANAGEMENT DISCUSSION AND ANALYSIS

#### **Business Review and Financial Performance**

The Group's turnover for the Period moderately increased by 10.4% to HK\$74.7 million as compared with the corresponding period in 2005. This indicated that our market expansion plan and our effort to build up distribution network in Mainland China have gained preliminary achievements.

Profit for the Period attributable to the shareholders of the Company was approximately HK\$1.1 million, representing a decrease of 80.6%. Due to continuous increase in raw material costs, which led to a rise in cost of sales, gross profit has been negatively affected. The keen competition in the Mainland China market also resulted in a decrease in the profit margin of the Group's products. Nevertheless, with effective cost control and organisational restructuring, we have successfully reduced the Group's administrative expenses.

### **Liquidity and Financial Resources**

At 30 June 2006, the Group had interest-bearing bank borrowings of approximately HK\$19.7 million (31 December 2005: HK\$12.4 million), which were to mature within one year. The directors expect that all the bank borrowings will be repaid by internally generated funds or rolled over upon maturity and will continue to provide funding to the Group's operations. At 30 June 2006, the Group's leasehold land and buildings, with aggregate carrying value of approximately HK\$82.4 million (31 December 2005: HK\$84.0 million), have been pledged to banks to secure banking facilities granted to the Group.

At 30 June 2006, current assets of the Group amounted to approximately HK\$135.4 million (31 December 2005: HK\$129.2 million). The Group's current ratio was approximately 4.60 as at 30 June 2006 as compared with 5.46 as at 31 December 2005. At 30 June 2006, the Group had total assets of approximately HK\$270.8 million (31 December 2005: HK\$264.0 million) and total liabilities of approximately HK\$34.1 million (31 December 2005: HK\$28.0 million), representing a gearing ratio (measured as total liabilities to total assets) of 12.6% as at 30 June 2006 as compared with 10.6% as at 31 December 2005.

#### Use of Proceeds from Placement of New Shares

On 10 February 2004, the Company placed 160,000,000 new shares at HK\$0.45 per share. Net proceeds from the placement of new shares, after deducting the professional fees and all related expenses, amounted to approximately HK\$69.7 million. Part of the net proceeds has been applied as follows:

- approximately HK\$15 million to improve and expand the production facilities of the Group;
- approximately HK\$5 million to support the research and development of the Group's products;
- approximately HK\$1.5 million to explore and develop the market for the Group in the eastern China;
- approximately HK\$5 million to reduce the Group's bank borrowings; and
- approximately HK\$36.7 million retained as general working capital and for future investment purposes.

The remaining balance of the net proceeds of approximately HK\$6.5 million will be applied to explore and develop the market for the Group in the eastern China.

## **Foreign Exchange Exposures**

The Group's purchases and sales are mainly denominated in United States dollars, Hong Kong dollars and Renminbi. The operating expenses of the Group are either in Hong Kong dollars or Renminbi. As Hong Kong dollars have been pledged with United States dollars, and the exchange rate of Renminbi against Hong Kong dollars is relatively stable, the directors consider that the Group has no material currency exchange risk exposures.

#### Outlook for Second Half of 2006

Our challenges ahead include unprecedented stiff market competition and continuous rise in raw materials prices and operation costs. We will continue to adopt proactive approach to meet all these challenges. In order to accelerate the pace of our market expansion, we will increase our strength to further develop the distribution network and actively introduce new products which suit the market needs. Negotiation with a Mainland joint venture partner is now at the examination stage. Stringent cost controls remain our top issue. All of our team members will make every effort to handle the unprecedented challenges.

## **Employees and Remuneration**

At 30 June 2006, the Group had approximately 260 employees in Hong Kong and Mainland China. The employees are remunerated with basic salary, bonus and other benefits in kind with reference to industry practice and their individual performance. The Group also operates a share option scheme of which the Directors may, at its discretion, grant options to employees of the Group. No option has been granted since the adoption of the share option scheme.

# DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 June 2006, the directors and chief executive of the Company have the following interests and short positions in shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code for Securities Transactions by Directors of Listed Companies ("Model Code"):

Long positions in the ordinary shares of the Company:

	Nun			
Directors	Personal interests	Corporate interests	Total interests	Percentage of interests
Mr. Cheng Kwok Woo	54,400,000	318,438,000 (note)	372,838,000	38.92%
Mr. Cheng Kwong Cheong	54,400,000	318,438,000 (note)	372,838,000	38.92%
Ms. Cheng Wai Ying	54,400,000	318,438,000 (note)	372,838,000	38.92%
Ms. Chan Yim Fan	8,205,333	_	8,205,333	0.86%

Note: These shares are held by PME Investments (BVI) Co., Ltd. ("PME Investments"), a company incorporated in the British Virgin Islands (the "BVI"). The entire issued share capital of PME Investments is beneficially owned as to one-third by each of Mr. Cheng Kwok Woo, Mr. Cheng Kwong Cheong and Ms. Cheng Wai Ying.

Saved as disclosed above, none of the directors, chief executive and their associates had any interests or short position 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, as recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the SEHK pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code.

# DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Period were rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any directors, chief executive, or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its holding company, or subsidiaries a party to any arrangement to enable the directors or chief executive to acquire such rights in any other corporate.

#### **SHARE OPTION SCHEME**

The Company operates a share option scheme for the purposes to enable the directors of the Company to grant options to certain full-time employees (including executive directors, non-executive directors and independent non-executive directors of the Company) of the Group in recognition of their contributions to the Group.

At 30 June 2006, no share option has been offered and/or granted to any participants under the share option scheme.

#### SUBSTANTIAL SHAREHOLDERS

At 30 June 2006, in accordance with the register of the substantial shareholders kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules, the following persons were interested (including short positions) in the shares of underlying shares of the Company:

Long positions in the ordinary shares of the Company:

Name	Notes	Number of shares held	Percentage of interests
PME Investments	1	318,438,000	33.24%
Mr. Cheng Kwok Woo	2	372,838,000	38.92%
Mr. Cheng Kwong Cheong	2	372,838,000	38.92%
Ms. Cheng Wai Ying	2	372,838,000	38.92%
Ms. Tsang Sui Tuen	3	372,838,000	38.92%
Ms. Wan Kam Ping	4	372,838,000	38.92%
Mr. Cheng Yau Kuen	5	372,838,000	38.92%

#### **SUBSTANTIAL SHAREHOLDERS** (Continued)

#### Notes:

- 1. PME Investments is an investment holding company incorporated in the BVI and its entire issued share capital is beneficially owned as to one-third by each of Mr. Cheng Kwok Woo, Mr. Cheng Kwong Cheong and Ms. Cheng Wai Ying.
- 2. Each of Mr. Cheng Kwok Woo, Mr. Cheng Kwong Cheong and Ms. Cheng Wai Ying personally holds 54,400,000 shares of the Company, being approximately 5.68% of the entire issued share capital of the Company. Each of them is further beneficially interested in one-third of PME Investments and is accordingly deemed to be interested in the entire interests of PME Investments in the Company.
- 3. Ms. Tsang Sui Tuen is the spouse of Mr. Cheng Kwok Woo and is accordingly deemed to have interest in 372,838,000 shares of the Company that Mr. Cheng Kwok Woo has interest in.
- 4. Ms. Wan Kam Ping is the spouse of Mr. Cheng Kwong Cheong and is accordingly deemed to have interest in 372,838,000 shares of the Company that Mr. Cheng Kwong Cheong has interest in.
- 5. Mr. Cheng Yau Kuen is the spouse of Ms. Cheng Wai Ying and is accordingly deemed to have interest in 372,838,000 shares of the Company that Ms. Cheng Wai Ying has interest in.

Saved as disclosed above, no other parties were recorded in the register required to be kept under Section 336 of the SFO as having an interest or a short position in the shares or underlying shares of the Company at 30 June 2006.

# PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the Period.

#### **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will be closed from 6 October 2006 to 10 October 2006, both days inclusive, during which no transfer of shares can be registered. To qualify for the interim dividend, members must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 5 October 2006.

### **CORPORATE GOVERNANCE**

The Company has complied with the applicable code provisions of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules, except that the Chairman of the Board is not required to retire by rotation. The Company's Articles of Association were amended at the annual general meeting of the Company held on 29 May 2006 to comply with Code Provision A.4.2 of the CG Code.

The Board is conducting a review of the internal controls of the Group in accordance with Code Provision C.2.1 of the CG Code. The review will be reported in the forthcoming corporate governance report to be contained with the Company's 2006 annual report.

#### CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its code of conduct for dealings in securities of the Company by the directors. Following a specific enquiry, all directors confirmed that they have complied with the required standards set out in the Model Code throughout the Period covered by this interim report.

#### **AUDIT COMMITTEE REVIEW**

The Company has established an Audit Committee, which includes three independent non-executive directors of the Company.

The Audit Committee has reviewed the unaudited condensed interim financial statements for the six months ended 30 June 2006.

#### **BOARD OF DIRECTORS**

As at the date of this report, the Board comprises (1) Mr. Cheng Kwok Woo, Mr. Cheng Kwong Cheong, Ms Cheng Wai Ying, Mr. Chow Yin Kwang and Ms. Chan Yim Fan as executive directors; (2) Mr. Zheng Jin Hong as non-executive director; and (3) Messrs. Anthony Francis Martin Conway, Leung Yuen Wing and Lam Hon Ming Edward as independent non-executive directors.

On behalf of the Board **Cheng Kwok Woo**Chairman

Hong Kong, 19 September 2006