

THEME

INTERIM REPORT 2008

T h e m e

Theme International Holdings Limited

(Incorporated in Bermuda with limited liability) (Stock Code: 990)

Contents

02	Chairman's Statement
03	Management Discussion and Analysis
	Condensed Consolidated Financial Statements
06	Condensed Consolidated Income Statement
07	Condensed Consolidated Balance Sheet
08	Condensed Consolidated Statement of Changes in Equity
09	Condensed Consolidated Cash Flow Statement
10	Notes to Condensed Consolidated Financial Statements
21	Other Information
26	Corporate Information

Chairman's Statement

Turnover for the first half year was HK\$175 million, up 12.6%. The net loss attributable to shareholders was HK\$10.1 million for the six months ended 30 June 2008. The Board of Directors did not declare an interim dividend.

We were unable to make improvement in our operating results for the first half year of 2008. This was mainly attributed to the problems of over-stocking and under-provision left over from the previous management. It may take longer than expected to complete a corporate overhaul this time. However, we have been putting in place a streamlined, stable and healthy business structure to provide a solid platform for our future development.

Once again we sincerely thank our shareholders for their unfailing support, in particular the success in raising HK\$179 million in August last year, without which we may not be able to effect a more intensive and painstaking reform. The healthy financial position has enabled us to more focus and more in depth in restructuring the Group and planning for our future. In order to turn the Group around, we will spare no efforts in meeting the challenges of the huge China market vibrant which is full of opportunities.

I would like to take this opportunity to express our gratitude to my fellow Directors, colleagues, franchisees, and suppliers for their support and contribution.

Lam Foo Wah

Chairman

Hong Kong, 16 September 2008

Management Discussion and Analysis

Results

Turnover increased to HK\$175 million for the first half year of 2008, a rise of 12.6% when compared with the corresponding period of 2007. Loss attributable to shareholders was HK\$10.1 million for the six-month period because of fall in gross profit, compared to a loss attributable to shareholders of HK\$7.1 million for the last corresponding period.

Review of Operations

The segmental operating profit and loss is as follows:

	Turnover		Contribution	
	Six months ended 30 June		Six months ended 30 June	
	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
Retail, Wholesales & Manufacturing of fashion				
Hong Kong & Macau	9,402	11,594	(1,536)	891
Taiwan	53,495	53,014	(321)	(6,003)
People's Republic of China	109,104	87,007	(7,993)	1,078
Singapore	3,257	4,011	239	(467)
	<u>175,258</u>	<u>155,626</u>	<u>(9,611)</u>	<u>(4,501)</u>
Gain on Disposal of a Jointly Controlled Entity			873	–
Share of loss of a Jointly Controlled Entity			<u>(660)</u>	<u>–</u>
Operating Loss			<u>(9,398)</u>	<u>(4,501)</u>

Despite the turnover increased by 12.6%, the unsatisfactory performance was mainly due to the fall in gross profit margin when executing stock clearance exercise, which let gross profit drop by HK\$7.6 million or HK\$13.7 million after excluding the HK\$6.1 million stock provision written back. An operating loss of HK\$9.4 million, before finance costs, was recorded compared with an operating loss of HK\$4.5 million in last corresponding period.

Management Discussion and Analysis

In the PRC, turnover lifted up 25% but fall in gross profit margin out-weighted positive effect of turnover increase. Under the circumstances with unstable climate and natural disaster in the first half year, we promoted sales by offering greater discount causing greater loss contribution during the period. The shop number in the PRC decreased from 218 in June 2007 to 167 in June 2008.

In Taiwan, we have adjusted our retail shop network from 53 shops at last year-end to 46 shops in June 2008. Great efforts had been made to control corporate administrative expenses, and were gradually reflected in the first half year result.

The market in Hong Kong was remained tough. The number of retail shops reduced from 4 at last year-end to 3 in June 2008, and HK\$1.5 million operating loss was recorded for the period.

In Singapore, turnover was decreased by 19% and a small operating profit was recorded.

Liquidity and Financial Resources

At 30 June 2008, there was no borrowing from High Fashion International Limited. There was no charges on the Group's asset. The Group had no borrowings at fixed interest rates and had no long-term borrowings.

As of the balance sheet date, the Group had HK\$24.5 million bank borrowings, which reduced by HK\$5.2 million as from 31 December 2007. Interest expenses reduced from HK\$3.8 million to HK\$390,000 since most of the loans were repaid in the first quarter of 2008.

The Group's receivables were mainly denominated in Hong Kong dollars, Renminbi and New Taiwan dollars. The entire bank borrowing and other borrowing were either denominated in Hong Kong dollars or Renminbi. With recent appreciation of RMB, the Group fixed a 28 months HK\$/RMB forward contract with bank to hedge against the purchasing cost in Taiwan and South East Asia market, which mitigated most of the foreign exchange risk.

As at 30 June 2008, the current ratio was 2.2. Based on the current cash position and available banking facilities, the Group should have sufficient liquidity to meet its operational needs.

Management Discussion and Analysis

Human Resources

As of 30 June 2008, the total number of employees of the Group including factory workers was about 2,000. Other than the competitive remuneration package offered to the employees, share options may also be granted to selected employees based on the Group's performance. The Group has granted no options during the period.

General

The Group had no material contingent liabilities as at the balance sheet date. There was no material capital expenditure during the period.

Condensed Consolidated Financial Statements

The Board of Directors (the "Board") of Theme International Holdings Limited (the "Company") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2008 together with the comparative figures.

Condensed Consolidated Income Statement

For the six months ended 30 June 2008

	Notes	Six months ended 30 June	
		2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
REVENUE		175,258	155,626
Cost of sales		<u>(92,770)</u>	<u>(65,522)</u>
Gross profit		82,488	90,104
Other income		6,381	7,123
Gain on disposal of a jointly controlled entity		873	–
Share of loss of a jointly controlled entity		(660)	–
Selling and distribution expenses		(67,853)	(68,636)
Administrative expenses		(30,627)	(33,092)
Finance costs	4	<u>(583)</u>	<u>(4,308)</u>
LOSS BEFORE TAXATION		(9,981)	(8,809)
Taxation (charge) credit	5	<u>(131)</u>	<u>1,713</u>
LOSS FOR THE PERIOD	6	<u>(10,112)</u>	<u>(7,096)</u>
LOSS PER SHARE	7		
Basic		<u>HK(1.13 cent)</u>	<u>HK(1.19 cent)</u>

Condensed Consolidated Financial Statements

Condensed Consolidated Balance Sheet

At 30 June 2008

	Notes	30 June 2008 (Unaudited) HK\$'000	31 December 2007 (Audited) HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	9	52,212	47,161
Intangible assets		9,800	10,300
Prepaid lease payments		36,025	34,331
Investments in associates		–	–
Investments in jointly controlled entities		–	544
Available-for-sale investments		675	675
Derivative financial instruments	11	2,867	–
Deferred taxation		1,955	1,656
		<u>103,534</u>	<u>94,667</u>
CURRENT ASSETS			
Inventories		52,661	75,131
Trade receivables	10	34,804	37,668
Deposits, prepayments and other receivables		23,924	35,203
Derivative financial instruments	11	2,727	–
Amounts due from fellow subsidiaries		26,473	16,338
Amounts due from jointly controlled entities		4,517	8,993
Bank balances and cash		41,097	37,906
		<u>186,203</u>	<u>211,239</u>
CURRENT LIABILITIES			
Trade payables	12	18,834	24,543
Other payables and accrued charges		37,535	44,354
Amount due to an associate		594	596
Amount due to a jointly controlled entity		1,243	–
Taxation		1,364	2,751
Bank borrowings		24,497	29,654
		<u>84,067</u>	<u>101,898</u>
NET CURRENT ASSETS		<u>102,136</u>	<u>109,341</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>205,670</u>	<u>204,008</u>
CAPITAL AND RESERVES			
Share capital	13	8,965	89,645
Reserves		196,705	113,563
Equity attributable to equity holders of the Company		205,670	203,208
Minority interests		–	800
TOTAL EQUITY		<u>205,670</u>	<u>204,008</u>

Condensed Consolidated Financial Statements

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2008

	Attributable to equity holders of the Company										
	Share capital	Share premium account	Contributed surplus	Shareholder's contribution	Exchange reserve	Hedging reserve	Accumulated losses	Convertible notes	Total	Minority interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2008 (audited)	89,645	1,049,454	34,503	45,000	(5,803)	-	(1,009,591)	-	203,208	800	204,008
Exchange differences on translation of foreign operations recognised directly in equity	-	-	-	-	6,980	-	-	-	6,980	-	6,980
Gain on fair value changes on cash flow hedges	-	-	-	-	-	5,594	-	-	5,594	-	5,594
Net income recognised directly in equity	-	-	-	-	6,980	5,594	-	-	12,574	-	12,574
Loss for the period	-	-	-	-	-	-	(10,112)	-	(10,112)	-	(10,112)
Total recognised income and (expense) for the period	-	-	-	-	6,980	5,594	(10,112)	-	2,462	-	2,462
Disposal of a subsidiary	-	-	-	-	-	-	-	-	-	(800)	(800)
Share consolidation and capital reduction	(80,680)	(910,203)	-	-	-	-	990,883	-	-	-	-
At 30 June 2008 (unaudited)	8,965	139,251	34,503	45,000	1,177	5,594	(28,820)	-	205,670	-	205,670
At 1 January 2007 (audited)	50,167	846,922	34,503	45,000	(8,176)	-	(983,788)	66,220	50,848	800	51,648
Exchange differences on translation of foreign operations recognised directly in equity	-	-	-	-	1,061	-	-	-	1,061	-	1,061
Loss for the period	-	-	-	-	-	-	(7,096)	-	(7,096)	-	(7,096)
Total recognised income and (expense) for the period	-	-	-	-	1,061	-	(7,096)	-	(6,035)	-	(6,035)
Issue of new shares upon conversion of convertible notes	9,597	56,623	-	-	-	-	-	(66,220)	-	-	-
At 30 June 2007 (unaudited)	59,764	903,545	34,503	45,000	(7,115)	-	(990,884)	-	44,813	800	45,613

Condensed Consolidated Financial Statements

Condensed Consolidated Cash Flow Statement

For the six months ended 30 June 2008

	Six months ended 30 June	
	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
Net cash from (used in) operating activities	<u>20,084</u>	<u>(9,733)</u>
Net cash (used in) from investing activities		
Acquisition of property, plant and equipment	(7,813)	(8,741)
Acquisition of interest in a jointly controlled entity	–	(995)
Proceeds on disposal of a jointly controlled entity	2,000	–
Increase in amounts due from fellow subsidiaries	(10,135)	–
Decrease in amounts due from jointly controlled entities	<u>4,476</u>	<u>–</u>
	<u>(11,472)</u>	<u>(9,736)</u>
Net cash (used in) from financing activities		
New bank loans raised	30,318	30,515
Repayment of bank borrowings	(35,475)	(6,931)
Other financing cash flows (decrease) increase	<u>(1,382)</u>	<u>250</u>
	<u>(6,539)</u>	<u>23,834</u>
Net increase in cash and cash equivalents	2,073	4,365
Cash and cash equivalents at beginning of the period	37,906	28,824
Effect of foreign exchange rate changes	<u>1,118</u>	<u>475</u>
Cash and cash equivalents at end of the period	<u><u>41,097</u></u>	<u><u>33,664</u></u>

Condensed Consolidated Financial Statements

Notes to Condensed Consolidated Financial Statements

For the six months ended 30 June 2008

1. Basis of preparation

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34, Interim Financial Reporting.

2. Principal accounting policies

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

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2007, except for the accounting policies set out below:

Hedge accounting

The Group designates all derivatives as hedges of highly probable forecast transactions for foreign currency exposure (cash flow hedges).

At the inception of the hedging relationship the Group documents the relationship between the hedging instrument and hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument that is used in a hedging relationship is highly effective in offsetting changes in cash flows of the hedged item. The hedged item represents highly probable forecast intragroup transactions which are denominated in a currency other than the functional currency of the entity entering into that transaction and the foreign currency risk under the hedging arrangement will affect condensed consolidated profit or loss.

Condensed Consolidated Financial Statements

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are deferred in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss as part of other expenses or other income.

Amounts deferred in equity are recycled in profit or loss in the periods when the hedged item is recognised in profit or loss.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss deferred in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in profit or loss.

In the current interim period, the Group has applied, for the first time, the following new interpretations (“new Interpretations”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are effective for the Group’s financial year beginning on 1 January 2008.

HK(IFRIC) – INT 11
 HK(IFRIC) – INT 12
 HK(IFRIC) – INT 14

HKFRS 2: Group and treasury share transactions
 Service concession arrangements
 HKAS 19 – The limit on a defined benefit asset,
 minimum funding requirements and
 their interaction

The adoption of these new Interpretations had no material effect on the results or financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

Condensed Consolidated Financial Statements

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

HKAS 1 (Revised)	Presentation of financial statements ¹
HKAS 23 (Revised)	Borrowing costs ¹
HKAS 27 (Revised)	Consolidated and separate financial statements ²
HKAS 32 & 1 (Amendments)	Puttable financial instruments and obligations arising on liquidation ¹
HKFRS 2 (Amendment)	Vesting conditions and cancellations ¹
HKFRS 3 (Revised)	Business combinations ²
HKFRS 8	Operating segments ¹
HK(IFRIC) – INT 13	Customer loyalty programmes ³
HK(IFRIC) – INT 15	Agreements for the construction of real estate ¹
HK(IFRIC) – INT 16	Hedges of a net investment in a foreign operation ⁴

¹ Effective for accounting periods beginning on or after 1 January 2009.

² Effective for accounting periods beginning on or after 1 July 2009.

³ Effective for accounting periods beginning on or after 1 July 2008.

⁴ Effective for accounting periods beginning on or after 1 October 2008.

The adoption of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first accounting reporting period beginning on or after 1 July 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions.

The directors of the Company anticipate that the application of the other new or revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

Condensed Consolidated Financial Statements

3. Segment information

The directors report the geographical segments as the Group's primary segment information.

Geographical segments

The following table provides an analysis of the Group's sales by location of markets:

Six months ended 30 June (unaudited)

	Hong Kong and Macau		People's Republic of China ("PRC")		Taiwan		Singapore		Elimination		Consolidated	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue												
External sales	9,402	11,594	109,104	87,007	53,495	53,014	3,257	4,011	-	-	175,258	155,626
Inter-segment sales	8,095	8,056	29,895	28,929	-	-	-	-	(37,990)	(36,985)	-	-
	17,497	19,650	138,999	115,936	53,495	53,014	3,257	4,011	(37,990)	(36,985)	175,258	155,626
Segment results	(2,431)	884	(8,006)	1,067	(327)	(6,011)	239	(467)			(10,525)	(4,527)
Interest income											914	26
Finance costs											(583)	(4,308)
Gain on disposal of a jointly controlled entity	-	-	873	-	-	-	-	-	-	-	873	-
Share of loss of a jointly controlled entity	-	-	(660)	-	-	-	-	-	-	-	(660)	-
Loss before taxation											(9,981)	(8,809)
Taxation (charge) credit											(131)	1,713
Loss for the period											(10,112)	(7,096)

No business segment is presented because more than 90% of the total revenue is derived from manufacturing, retailing and trading of garments.

Condensed Consolidated Financial Statements

4. Finance costs

	Six months ended 30 June	
	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
Bank charges	193	481
Interest on :		
Bank loans, overdrafts and amount due to immediate holding company wholly repayable within five years	<u>390</u>	<u>3,827</u>
	<u>583</u>	<u>4,308</u>

5. Taxation (charge) credit

	Six months ended 30 June	
	2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
Tax (charge) credit comprises:		
Current tax (charge) credit		
PRC and other jurisdictions	(214)	36
Overprovision in prior years		
Other jurisdictions	-	1,722
Deferred tax credit (charge)	<u>83</u>	<u>(45)</u>
	<u>(131)</u>	<u>1,713</u>

Condensed Consolidated Financial Statements

No provision for Hong Kong Profits Tax has been made for both periods as the Company and its subsidiaries have no assessable profit arising in Hong Kong. On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which includes the reduction in corporate profits tax rate by 1% to 16.5% effective from the year of assessment 2008-2009.

Taxation arising in the PRC and other jurisdictions are calculated at the rates prevailing in the respective PRC regions and the relevant jurisdiction respectively.

On 16 March 2007, the PRC promulgated the Law of the PRC on Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the PRC. On 6 December 2007, the State Council of the PRC issued Implementation Regulation of the New Law. The New Law and the Implementation Regulation have changed the tax rate from 33% to 25% for the Company's PRC subsidiaries from 1 January 2008.

6. Loss for the period

	Six months ended 30 June	
	2008	2007
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Loss for the period has been arrived at after charging (crediting) :		
(Write back) allowance for obsolete inventories (note)	(6,161)	5,944
Allowance for bad and doubtful debts	1,281	1,743
Depreciation of property, plant and equipment	4,646	6,606
Amortisation of intangible assets	500	500
Amortisation of prepaid lease payments	280	234
Loss on disposal of property, plant and equipment	429	226

Note: Excess obsolete inventory provisions are written back when the relevant inventories are sold.

Condensed Consolidated Financial Statements

7. Loss per share

The calculation of basic loss per share for the six months ended 30 June 2008 together with the comparative figures for 2007 are based on the following data:

	Six months ended 30 June	
	2008	2007
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Loss for the purpose of basic loss per share attributable to equity holders of the Company	<u>(10,112)</u>	<u>(7,096)</u>
	Number of	Number of
	Shares	Shares
		(restated)
Weighted average number of ordinary shares for the purpose of basic loss per share	<u>896,454,959</u>	<u>597,636,640</u>

The comparative figures of basic loss per share for the six months ended 30 June 2007 is restated to take into effect of share consolidation on the basis of every ten issued shares being consolidated into one consolidated share, details of which are set out in the circular of the Company dated 11 December 2007.

No diluted loss per share for six months ended 30 June 2007 has been presented as the conversion of the mandatory convertible notes would reduce the loss per share.

No diluted loss per share for six months ended 30 June 2008 has been presented as the Company had no potential shares outstanding during the period.

8. Interim dividend

No dividends were paid, declared or proposed during the period. The Board did not declare an interim dividend.

Condensed Consolidated Financial Statements

9. Movements in property, plant and equipment

During the period, additions to the Group's property, plant and equipment amounted to approximately HK\$7,813,000 (1 January 2007 to 30 June 2007: HK\$8,741,000).

10. Trade receivables

The Group allows credit periods range from 30 days to 90 days to its trade customers.

The aging analysis of trade receivables net of allowance for bad and doubtful debts is stated as follows:

	30 June 2008 (Unaudited) HK\$'000	31 December 2007 (Audited) HK\$'000
Within 90 days	27,937	28,066
91 to 180 days	4,504	7,225
181 to 360 days	2,264	1,801
Over 360 days	99	576
	<u>34,804</u>	<u>37,668</u>

Condensed Consolidated Financial Statements

11. Derivative financial instruments

The aggregate notional amount of the outstanding forward contracts at 30 June 2008 was HK\$65.5 million of selling Hong Kong Dollars (“HK\$”) for Renminbi (“RMB”) at exchange rates ranging from 0.9184 to 0.9474 with maturity periods up to 36 months from the dates of entering into the respective contracts.

They are designated as highly effective hedging instruments by a subsidiary (of which the functional currency is RMB) to hedge highly probable forecasted intragroup sales which are denominated in HK\$ to a subsidiary (of which the functional currency is HK\$) in order to manage the foreign currency exposure.

As at 30 June 2008, a fair value gain of approximately HK\$5,594,000 has been deferred in equity and is expected to be released to the consolidated income statement at various dates in 2008 to 2010, the period in which the forecast sales are realised.

The terms of the foreign exchange forward contracts have been negotiated to match the terms of the forecasted intragroup sales.

12. Trade payables

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

	30 June 2008 (Unaudited) HK\$'000	31 December 2007 (Audited) HK\$'000
Within 90 days	10,886	17,908
91 to 180 days	2,686	–
181 to 360 days	1,851	3,255
Over 360 days	<u>3,411</u>	<u>3,380</u>
	<u>18,834</u>	<u>24,543</u>

Condensed Consolidated Financial Statements

13. Share capital

	Number of shares ‘000	Share capital HK\$’000
Ordinary shares of HK\$0.01 each		
Issued and fully paid		
At 1 January 2007	5,016,659	50,167
On conversion of convertible notes	<u>959,708</u>	<u>9,597</u>
At 30 June 2007	5,976,367	59,764
Issue of new shares	<u>2,988,183</u>	<u>29,881</u>
At 31 December 2007	8,964,550	89,645
Completion of share consolidation and capital reduction (note)	<u>(8,068,095)</u>	<u>(80,680)</u>
At 30 June 2008	<u>896,455</u>	<u>8,965</u>

Note:

Pursuant to the special resolution passed on 3 January 2008, the reorganisation of the share capital of the Company was effected which involved share consolidation (“Share Consolidation”) and capital reduction (“Capital Reduction”).

Pursuant to the Share Consolidation, every ten issued shares of HK\$0.01 each were consolidated into one consolidated share of HK\$0.10. Immediately following the Share Consolidation, the nominal value of the issued share capital of the Company was reduced by HK\$0.09 per share by cancelling an equivalent amount of the paid up capital per share so that the nominal value of each share in issue was reduced from HK\$0.10 to HK\$0.01.

Condensed Consolidated Financial Statements

14. Related party transactions

During the period, the Group had transactions with related parties as follows:

	Notes	Six months ended 30 June	
		2008 (Unaudited) HK\$'000	2007 (Unaudited) HK\$'000
Interest expense charged			
by immediate holding company	(i)	–	1,883
Rental expense charged			
by a fellow subsidiary	(ii)	–	105
Subcontracting fee income			
from fellow subsidiaries	(iii)	7,613	6,718
Key management compensation	(iv)	1,878	3,198
Proceeds from disposal of a jointly controlled entity	(v)	<u>2,000</u>	<u>–</u>

Notes:

- (i) During the six months ended 30 June 2007, interest expense was charged by immediate holding company on the loan advance of HK\$49 million bearing interest at Hong Kong Prime Rate.
- (ii) During the six months ended 30 June 2007, rental expense was charged by a subsidiary of the ultimate holding company with reference to the prevailing market rate of the office premise. No rental expense was charged in the current period.
- (iii) Subcontracting fee income was earned in the normal course of business and at a consideration determined between parties with reference to the prevailing market price.
- (iv) The remuneration of directors and key executive is determined by the remuneration committee having regard to the performance of individuals and market trends.
- (v) On 18 March 2008, the Company has disposed its interest in a jointly controlled entity to the other shareholder of the jointly controlled entity for a consideration of HK\$2 million.

15. Disposal of a subsidiary

On 24 March 2008, Dong Guan Sanyue Fashions Limited, a 92% equity interest owned subsidiary of the Company, completed the process of deregistration.

Other Information

Interim Dividend

The Board did not declare an interim dividend for the six months ended 30 June 2008 (six months ended 30 June 2007: nil) to the shareholders.

Code on Corporate Governance Practices

The Company has complied with all the code provisions set out in Appendix 14 Code on Corporate Governance Practices (the “Code”) of the Listing Rules throughout the period for the six months ended 30 June 2008, except for the following deviation.

Under the code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Lam Foo Wah is the Chairman and Chief Executive Officer (“CEO”) of the Company. The Board considers that the function of the Chairman and CEO in the Company’s strategic planning and development process are overlapping and it may not be for the benefit of the Company to have separate individuals occupying these two offices in the condition of the Group and its stage of development.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

The Company has made specific enquiry of all directors regarding any non-compliance with the Model Code during the six months ended 30 June 2008, and they all confirmed that they have fully complied with the required standard set out in the Model Code and its code of conduct regarding directors’ securities transactions.

Purchase, Sale or Redemption of the Listed Securities of the Company

During the six months ended 30 June 2008, the Company had not redeemed, and neither the Company nor any of its subsidiaries had purchased or sold any of the Company’s listed securities.

Other Information

Review of Account

The Audit Committee of the Company, assisted by independent auditor, has reviewed the Group's unaudited condensed consolidated financial information and interim report for the six months ended 30 June 2008.

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2008, the interests and short positions of the directors, chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") which have been 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 and short positions which any such director or chief executive was taken or deemed to have under such provisions of the SFO), the Model Code contained in the Listing Rules and which have been recorded in the register maintained by the Company pursuant to Section 352 of the SFO, were as follows:

(i) Long Positions in the Company's Shares

Name of director	Capacity	Nature of interest	Number of ordinary shares held	Percentage of the Company's share capital
Lam Foo Wah	Interest of controlled corporation	Corporate	555,758,654 (Note 1)	62% (Note 2)

Note:

- The 555,758,654 shares of the Company are registered in the name of Navigation Limited which is an indirect wholly-owned subsidiary of High Fashion International Limited ("High Fashion"), representing approximately 62% of the issued share capital of the Company. Pursuant to the SFO, Mr. Lam Foo Wah is deemed to have the corporate interest in 555,758,654 shares of the Company as a result of his shareholding of 43.99% in High Fashion.
- The issued share capital of the Company is 896,454,959 shares as at 30 June 2008.

Other Information

(ii) Long Positions in the Shares of Associated Corporations

(I) High Fashion International Limited – Ultimate Holding Company of the Company

Name of Directors	Notes	Capacity	Nature of interests	Number of ordinary shares held	Percentage of the Ultimate holding company's issued capital (Note 3)
Lam Foo Wah	1, 2	Other Interest	Other	143,719,986	43.99%
So Siu Hang, Patricia		Beneficial owner	Personal	2,824,309	0.86%

(II) High Fashion Knitters Limited – Fellow Subsidiary of the Company

Name of Director	Note	Capacity	Nature of interests	Number of ordinary shares held	Percentage of the fellow subsidiary's issued capital (Note 3)
Lam Foo Wah	4	Interest of controlled corporations	Corporate	5,339,431	35.60%

Notes:

1. Mr. Lam Foo Wah is deemed to have the interest in 108,802,419 ordinary shares of High Fashion which are beneficially owned by Hinton Company Limited, the entire issued share capital of which is held under a related discretionary trust. Mr. Lam is regarded as a founder of the trust.
2. Mr. Lam Foo Wah is deemed to have the interest in 34,917,567 ordinary shares of High Fashion which are beneficially owned by High Fashion Charitable Foundation Limited, the entire issued share capital of which is held under a related discretionary trust. Mr. Lam is regarded as a founder of the trust.
3. The issued share capital of High Fashion is 326,709,550 shares as at 30 June 2008.
4. These shares are held through three companies beneficially owned by Mr. Lam Foo Wah.

Other Information

Save as disclosed above, as at 30 June 2008, the directors, chief executive of the Company nor their associates had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which has been recorded in the register maintained by the Company pursuant to Section 352 of the SFO or which has been notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

Furthermore, save as disclosed in the “Share Option Scheme” section below, at no time during the six months ended 30 June 2008 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Share Option Scheme

Pursuant to the Company’s share option scheme, there were no outstanding options at the beginning and at the end of the six-month period ended 30 June 2008. No options were granted, exercised, cancelled or lapsed under the existing share option scheme during the period.

Apart from the Company’s share option scheme, during the six months ended 30 June 2008, no rights were granted to the directors, chief executives of the Company, or any of their spouses or children under 18 years of age to subscribe for equity or debt securities of the Company.

Other Information

Substantial Shareholder

As at 30 June 2008, the following substantial shareholders, other than directors or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, have been recorded in the register kept by the Company pursuant to Section 336 of SFO:

Long Positions in the Company's Shares:

Name of shareholder	Capacity	Number of ordinary shares held	Percentage of the Company's issued share capital
High Fashion International Limited (Note 1)	Interest of controlled corporations	555,758,654	62% (Note 2)

Notes:

1. These interests have been disclosed as the interests of Mr. Lam Foo Wah in the "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above.
2. The issued share capital of the Company is 896,454,959 shares as at 30 June 2008.

Save as disclosed above, no person, other than the directors or chief executive of the Company, whose interests are set out in the section "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, as at 30 June 2008, had registered an interest or short position in the shares, underlying shares and debentures of the Company that was required to be recorded pursuant to Section 336 of the SFO.

Corporate Information

Theme International Holdings Limited is incorporated in Bermuda with limited liability.

Board of Directors

Executive Directors

Mr. Lam Foo Wah (*Chairman & CEO*)

Ms. So Siu Hang, Patricia

Independent Non-Executive Directors

Mr. Mak Kam Sing

Mr. Wong Shiu Hoi, Peter

Mr. Leung Hok Lim

Audit Committee

Mr. Wong Shiu Hoi, Peter (*Chairman*)

Mr. Mak Kam Sing

Mr. Leung Hok Lim

Remuneration Committee

Mr. Mak Kam Sing (*Chairman*)

Mr. Wong Shiu Hoi, Peter

Mr. Leung Hok Lim

Head Office and Principal Place of Business

11th Floor, High Fashion Centre, 1–11 Kwai Hei Street

Kwai Chung, New Territories, Hong Kong

Sub-registrar and Transfer Agent in Hong Kong

Computershare Hong Kong Investor Services Limited

Rooms 1712–6, 17th Floor, Hopewell Centre

183 Queen's Road East, Wanchai, Hong Kong

Company Website

www.theme.com.hk