



SHENYANG PUBLIC UTILITY HOLDINGS COMPANY LIMITED

Stock code: 747

INTERIM REPORT 2006



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The board of directors (“the Board”) of Shenyang Public Utility Holdings Company Limited (“the Company”) is pleased to present the interim report and condensed accounts of the Company and its subsidiaries (“the Group”) for the six months ended 30th June 2006 (“the Period”). The consolidated income statement, the consolidated cash flow statement, the consolidated statement of changes in equity for the Period and the consolidated balance sheet of the Group as at 30th June 2006 are all unaudited and prepared in condensed accounts form together with some selected explanatory notes to the accounts which are set out from page 20 to 32 in this report.

MANAGEMENT DISCUSSION AND ANALYSIS

During the Period, the turnover of the Group amounted to approximately RMB7,594,000, representing a decrease of approximately 55.54% as compared with that of the corresponding period (“the Corresponding Period”) for the six months ended 30th June 2005 (“the 2005 Period”); loss after taxation and minority interests amounted to approximately RMB12,074,000, representing an increase in loss of approximately 38.95% as compared with that of the Corresponding Period; and loss per share was approximately RMB0.014, representing an increase in loss of approximately 30% as compared with that of the Corresponding Period.

I. Review of the Group’s Major Business

The Group is a real estate developer and an investor in education business. It is principally engaged in the development and sale of real estate and investment in and management of education. The Company’s subsidiaries, Shenyang Development Real Estate Company Limited (“Shenyang Real Estate”), Shenyang Pollon Finance Building Management Company Limited (“Building Management Company”) and Beijing Diye Real Estate Development Company Limited (“Beijing Diye”), are real estate developers in Shenyang and Beijing respectively. The Company’s subsidiaries, Shenyang Development Beida Education Science Park Company Limited (“Shenyang Education”), Zhuhai Beida Education Science Park Company Limited (“Zhuhai Education”) and Shanghai Beida Jade Bird Education Investment Company Limited (“Shanghai Education”), are investors in education business in Shenyang, Zhuhai and Shanghai respectively. The Company’s subsidiary, Shenyang Beida Jade Bird Business Information System Company Limited (“Shenyang Business Information”) is a developer of application software in Shenyang. The Company’s subsidiary, Shenzhen Jingmei Industrial Development Company Limited (“Jingmei Industrial”), is a developer of cemetery in Shenzhen through Shenzhen Xili Baoen Fu Di Cemetery Company Limited (“Xili Cemetery”). The Company’s subsidiary, Shenzhen Grand Science Investment Development Company Limited (“Shenzhen Grand Science”) is an industrial investor in Shenzhen. The Company’s subsidiary, Shenyang Development Property Management Company Limited (“Shenyang Property”) is a property management services provider in Shenyang.

1. Real Estate Development Business

During the Period, the sales and the occupation arrangement of the phase two project of Shenyang Real Estate "Water-Flowers City" was completed in early section, with the last stage improvement of construction, completion and inspection and certificate registration are still under progress. Based on the ongoing effort of the Group, the relevant registration of the phase two project of "Water-Flowers City" was finished in September 2008 and the registration of property title certificate was started.

During the Period, the last stage improvement of construction and completion and inspection of Building Management Company "Cosmo International Mansion" was the primary focus.

The "Scenic Bay" of Beijing Diye has obtained the approval for land requisition and certificate of land approval. However, it was required to sale by listing in the market due to the suspension of the "Green Belt" construction project policy of Beijing Municipal Government. Under the active negotiation of Beijing Diye, the Level 1 Development Qualification of "Scenic Bay" has been obtained.

2. Education Investment Business

During the Period, Shenyang Education continued to process the last stage improvement of construction.

During the Period, Zhuhai School has paid Zhuhai Education a rental fee amounting to RMB2,000,000.

During the Period, the commencement of the project construction of Shanghai Beida Education Science Park ("Shanghai Education Park") was delayed as a result of the Shanghai Municipal Government's adjustment to the land use policy of substantial projects. During the Period, the Company actively negotiated with competent authorities of Shanghai Municipal Government about the change of the land.

3. Technology Investment Business

During the Period, Tsinghua Unisplendour Hi-Tech Venture Capital, Inc., ("THCI") recorded an loss of RMB2,265,000, representing a decrease in loss of approximately 27.7% as compared with that of the Corresponding Period.

4. Analysis of Cemetery Development Business

During the Period, Xili Cemetery realized a rental income of RMB12,612,000 and leased 214 plots.

II. The Group's Liquidity and Financial Resources

1. Borrowing Level and Analysis at the Balance Sheet Date

As at 30th June 2006, the Group's bank borrowings totaled RMB202,643,000 (As at 31st December 2005: RMB351,490,000). Abovementioned borrowings are not secured and bear interest at 5.3% to 7.3% per annum.

	As at 30th June 2006 (RMB'000)	As at 31st December 2005 (RMB'000)
Bank borrowings repayable in the following periods		
Within one year	202,643	338,290
The 2nd year	-	13,200
	<u>202,643</u>	<u>351,490</u>

2. Bills payable

During the Period, the Company has no bills payable.

3. Financial Indicators and Basis of Calculation

Financial Indicators	Basis of Calculation	As at 30th June 2006	As at 31st December 2005
Gearing ratio	Total liabilities/ total assets x 100%	71.04%	70.27%
Earnings/net assets ratio	Net profit/ net assets x 100%	-2.89%	-261.35%
Sales profit margin	Net profit/sales x 100%	-184.71%	-1,347.42%

III. Capital Structure of the Group

Items	As at 30th June 2006		As at 31st December 2005	
	Amount (RMB'000)	Percentage of Total Capital	Amount (RMB'000)	Percentage of Total Capital
Share capital	1,020,400	223.64%	1,020,400	216.98%
Share premium	323,258	70.85%	323,258	68.73%
Statutory surplus reserve	69,054	15.13%	69,054	14.68%
Statutory public welfare reserve	34,528	7.57%	34,528	7.34%
Accumulated profits	-1,028,851	-225.49%	-1,016,777	-216.20%
Minority interests	37,884	8.30%	39,837	8.47%
Total capital	<u>456,273</u>	<u>100.00%</u>	<u>470,300</u>	<u>100.00%</u>

IV. Significant Investments Held

As at 30th June 2006, the Group held 8% equity interest in THCI with investment cost of RMB20,000,000 (31st December 2005: RMB20,000,000). During the Period, THCI has recorded a loss of RMB2,265,000, representing a loss decrease of RMB868,000 as compared with that of the Corresponding Period.

V. Changes in the Composition of the Group

During the Period, there was no material change in composition of the Group.

VI. Number of Employees, Emoluments Policies, Training Schemes and Share Option Schemes

As at 30th June 2006, the Group employed a total of 137 employees and provided them with emoluments totaling approximately RMB3,210,240 during the Period (2005 Period: RMB5,227,780). The employees are offered different emoluments with respect to their different positions. The Group also made contributions to endowment insurance, basic medical insurance and housing reserves for all the employees in accordance with the relevant laws of the PRC. To date, the Group has not adopted any share option scheme for any of its senior management or employees.

VII. Details of the Group's Assets Secured/Pledged

During the Period, the Group has no assets secured/pledged.

VIII. Taxation

During the Period, no provision for Hong Kong Profits Tax had been made as the Group's income neither arose in nor was derived from Hong Kong. During the Period, the Group was subject to pay income tax at the prevailing tax rate of 15–33% in the PRC.

IX. Currency Risks

According to the "Quotations of the Exchange Rates for Converting Renminbi to Foreign Currencies by the Head Office of Designated Banks (I-6)" periodically promulgated by the State Administration of Foreign Exchange of the PRC in 2006, the exchange rate of the Hong Kong dollar to Renminbi experienced slight fluctuations during the Period. In addition, the translation of the Company's deposits denominated in Hong Kong dollar was basically completed. Accordingly, the Company does not have any currency risk.

X. Prospects of the Second Half of 2006

In the second half of the year, the Group's operation will focus on the following:

1. To actively negotiate with the Management Committee of Shenyang Economic and Technological Development Zone and settle the land issue of Shenyang Education properly;
2. To reorganize existing assets and businesses, and maximize the use of assets;
3. To accelerate the ending work such as the last stage improvement of construction and completion and inspection of the Company's existing property development projects.
4. To accelerate the settlement of existing litigations in order to resume the normal operation of the Company.

XI. Purchase, Sale or Redemption of Shares

During the Period, the Group has not purchased, sold or redeemed any of the Company's shares.

XII. Interests and/or Short Positions of Directors, Supervisors and Chief Executive in Shares, Underlying Shares, Securities, Equity Derivatives and/or Debentures of the Company and/or the Company's Associated Corporations

1. As at 30th June 2006, for each of the directors, supervisors and chief executive of the Company, in respect of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance (the "SFO"), Chapter 571 of the Laws of Hong Kong:
 - (1) None of them held any interests and/or short positions in the shares, underlying shares, securities, equity derivatives and/or debentures as shown in the register maintained in accordance with section 352 of the SFO; and
 - (2) None of them held any interests and/or short positions in the shares, underlying shares, securities, equity derivatives and/or debentures which is required to notify the Company and The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") in accordance with the Model Code for Securities Transactions by Directors of Listed Companies.
2. During the Period, none of the directors or supervisors of the Company is a director or employee of another company which held interests in the shares, underlying shares, securities, equity derivatives and/or debentures of the Company which is required to notify the Company and the Hong Kong Stock Exchange in accordance with division 2 and 3 of Part XV of the SFO.
3. No contracts of significance in relation to the Group's business to which the Company or any of its fellow subsidiaries or holding companies were a party and in which any of the Company's directors or supervisors had a material interest, whether directly or indirectly.

XIII. Share Capital Structure

During the Period, there was no change in the share capital structure of the Company. As at 30th June 2006, the share capital structure of the Company was as follows:

Types of shares	Number of shares	Percentage to Total Issued Share Capital
State shares	600,000,000	58.80%
H shares	420,400,000	41.20%
Total share capital	<u>1,020,400,000</u>	<u>100%</u>

XIV. Share Options

During the Period, the Company did not issue or grant any convertible securities, options, warrants or other similar rights.

XV. Substantial Shareholders

As at 30th June 2006, save as the Company's directors, supervisors and chief executive, the register of holders maintained by the Company pursuant to section 336 of the SFO showed that the following bodies and persons had interests and /or short positions in the Company's shares, underlying shares, securities, equity derivatives and/or debentures:

	Beneficial Owners	Shares	Percentage to Total Issued Share Capital
1	Shenyang Public Utility Group Company Limited ("SPU")	600,000,000 state shares (unlisted shares)	58.80%
2	Shenyang Urban Infrastructure Facility Construction Investment Development Company Limited ("Shenyang Urban Construction") (Note 1)	600,000,000 state shares	58.80%

	Beneficial Owners	Shares	Percentage to Total Issued Share Capital
3	Beijing Beida Hi-tech Industry Investment Company Limited ("Beida Hi-Tech") (Note 2)	600,000,000 state shares	58.80%
4	Weifang Beida Jade Bird Huaguang Technology Company Limited ("Jade Bird Huaguang") (Note 3)	600,000,000 state shares	58.80%
5	HKSCC Nominees Limited (note 4)	418,749,990 H shares (listed shares)	41.04%

Notes:

1. Shenyang Urban Construction is a limited company established in the PRC. It holds 42.23% equity interest in SPU. Pursuant to section 316 of the SFO, Shenyang Urban Construction is regarded as holding interests in the underlying shares of the Company held by SPU.
2. Beida Hi-Tech is a limited company established in the PRC. It holds 50.00% equity interest in SPU. Pursuant to section 316 of the SFO, Beida Hi-Tech is regarded as holding interests in the underlying shares of the Company held by SPU.
3. Jade Bird Huaguang is a joint stock limited company established in the PRC. It holds 57.69% equity interest in Beida Hi-Tech. Through Beida Hi-Tech, it holds 50% equity interest in SPU. Pursuant to section 316 of the Securities and Futures Ordinance, Jade Bird Huaguang is regarded as holding interests in the underlying shares of the Company held by SPU.
4. As notified by HKSCC Nominees Limited, as at 30th June 2007, the following participants in the central clearance system had interests amounting to 5% or more of the total issued H shares of the Company as shown in the securities accounts in the central clearance system:
 - (1) Tai Fook Securities Company Limited as nominee holds 103,964,000 H shares, representing 24.73% of the issued H shares of the Company, of which Sino-French Water Development (Liaoning) Company Limited beneficially owned 88,146,000 H shares, representing 20.97% of the issued H shares of the Company.
 - (2) The Hongkong and Shanghai Banking Corporation Limited as nominee holds 50,955,000 H shares, representing 12.12% of the issued H shares of the Company.
 - (3) Shenyin Wanguo Securities (H.K.) Limited as nominee holds 28,346,000 H shares, representing 6.74% of the issued H shares of the Company.

Save as disclosed above, during the Period, the Company has not been notified of any interests and/or short positions in shares, underlying shares, securities, equity derivatives and/or debentures of the Company which are required to be recorded in the register maintained in accordance with section 336 of the SFO.

XVI. Dividend

During the Period, no dividend was paid. The Board resolved not to declare any interim dividend in 2006.

XVII. Connected Transactions

During the Period, the connected transaction of the Group was shown as follows:

Zhuhai Education rented properties and equipments of Zhuhai Education Park to Zhuhai School at a rental of RMB2,000,000. The Board considered that:

1. the aforesaid connected transaction was conducted on normal commercial terms (by reference to terms of similar transactions conducted by similar entities in the PRC) in the ordinary and usual course of business of the Company in accordance with the terms of the agreement or terms that were no less favorable than those available to third parties and were fair and reasonable so far as the independent shareholders of the Company were concerned;
2. the amount of the connected transaction did not exceed the cap in respect of the waiver for the connected transaction granted by the Hong Kong Stock Exchange in prior period.

XVIII. Compliance with the Code on Corporate Governance Practices under the Listing Rules

Due to the suspension of trading and litigation, the Company has not complied with the Code on Corporate Governance Practices as set out in the Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") during the Period. The Directors will be committed to ensuring the Group to comply with the principles and provisions of the Code on Corporate Governance Practices in general.

XIX. Model Code for Securities Transactions by Directors of Listed Issuers

During the Period, the Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Code") in Appendix 10 of the Listing Rules to govern the purchase and sales of the Company's securities by the directors and supervisors of the Company. Each of the director or supervisor has replied to the Company in writing confirming that he/she has fully observed the Code and no violation of the Code has occurred.

XX. Independent Non-Executive Directors

In the extraordinary general meeting held on 28th November 2005, Mr. Choy Shu Kwan, Wilson, Mr. Cui Yan and Mr. Cai Lian Jun were elected as the independent non-executive director of the Company.

Since Mr. Choy Shu Kwan, Wilson and Mr. Cui Yan have resigned in 2007, the number of independent non-executive directors is less than the minimum required by the Listing Rules. After the trading of the Company's shares is resumed, the Board will try its best to nominate new director to meet the requirements of Listing Rules and the Articles of Association of the Company. (Details please refer to the Company's announcement dated 6th October 2008)

XXI. Audit Committee

In the extraordinary general meeting held on 28th November 2005, Mr. Choy Shu Kwan, Wilson, Mr. Cui Yan and Mr. Cai Lian Jun were elected as the independent non-executive director of the Company and form the Audit Committee. Since Mr. Choy Shu Kwan, Wilson and Mr. Cui Yan, the independent non-executive director of the Company, have resigned in the Period, the Audit Committee of the Company currently only comprises of Mr. Cai Lian Jun.

On 17th September 2008, Mr. Lam Tsan Wing Alexander, Mr. Wong Kai Tat and Mr. Chan Ming Sun Jonathan (together as the "Committee Members") were appointed by the Company as the members of the resumption application committee to expedite the implementation of the resumption proposal. The Committee Members will be appointed as the independent non-executive directors of the Company and will form a new Audit Committee upon the trading of the Company's shares resumed. (Details please refer to the Company's announcement dated 6th October 2008)

XXII. Material Litigation

During the Period, there is no significant development in respect of Hua Jin's claim against the Company of the assistance provided by it as a result of the Shenzhen Development Bank Dalian branch litigation. The development of other litigations are as follows:

(1) Litigation with Guangdong Development Bank Shenyang Branch

On 27th December 2005, Guangdong Development Bank Shenyang branch ("Guangdong Development Bank") commenced legal action for the RMB29,000,000 loan dispute in the Intermediate People's Court of Shenyang against the Company and SPU, Beijing Beida Jade Bird Company Limited ("Beida Jade Bird"), Liaoning Hua Jin Hua Gong Group Company Limited ("Hua Jin") and Liaoning Huajin Tongda Chemicals Co. Ltd. ("Huajin Tongda"), as the guarantors of the RMB29,000,000 loan. Guangdong Development Bank then commenced legal action for the RMB171,000,000 loan dispute in the Higher People's Court of Liaoning Province against the Company and Hua Jin, SPU, Beida Jade Bird and Huajin Tongda, as the guarantors of the RMB171,000,000 loan.

On 18th February 2007, the Intermediate People's Court of Shenyang issued the Civil Judgement (2006)Shen Zhong Min (3) He Chu Zi No.34 《 判 決 書 》 (2006) 瀋 中 民 三 合 初 字 第 34 號, pursuant to which the Company and the guarantors were liable to repay the loan and interest thereof of RMB29,000,000.

On 6th April 2006, RMB70,000,000 and RMB80,000,000 were sequestered from the accounts of the Company and Hua Jin respectively by Guangdong Development Bank. As such, the unpaid balances of the RMB29,000,000 loan and the RMB171,000,000 loan were RMB19,000,000 and RMB30,895,700 respectively.

During the litigation, Guangdong Development Bank applied to the Higher People's Court of Liaoning to withdraw the claim for the RMB171,000,000 loan. In May 2006, the Higher People's Court of Liaoning issued the (2006) Liao Min San Chu Zi No.31, Civil Execution Order, (2006) 遼 民 三 初 字 第 31 號 《 民 事 裁 定 書 》 to approve the withdrawal of the claim from Guangdong Development Bank.

On 12th May 2006, Guangdong Development Bank commenced legal action against the Company, Hua Jin, SPU, Beida Jade Bird and Huajin Tongda for the unpaid balance of RMB30,895,700 of the RMB171,000,000 loan in Intermediate People's Court of Shenyang.

On 31st January 2007, the Intermediate People's Court of Shenyang issued the Civil Judgement (2006) Shen Zhong Min (3) He Chu Zi No.234 《判決書》(2006) 瀋中民三合初字第234號, pursuant to which the Company and the guarantors were liable to repay the unpaid balance at RMB30,895,700 and the interest thereof to Guangdong Development Bank.

In August 2007, RMB56,461,630 was sequestrated from the account of Hua Jin by the Intermediate People's Court of Shenyang in settlement of the unpaid balance of RMB19,000,000 of the RMB29,000,000 loan, and RMB30,895,700 of the RMB171,000,000 loan respectively, and the interest thereof. As a result, Guangdong Development Bank has fully recovered the loans from the Company and the guarantors. (Details please refer to the Company' announcement dated 26th September, 2008)

(2) The Claim of Assistance from Hua Jin in respect of Guangdong Development Bank Litigation

Since RMB80,000,000 was sequestrated from the account of Hua Jin in settlement of the loan of the Company due to Guangdong Development Bank (details please refer to previous section), in May 2006, Hua Jin commenced legal action in the Higher People's Court of Liaoning Province against the Company, SPU and Beida Jade Bird.

The parties reached a settlement after negotiation. On 19th June 2006, the Higher People's Court of Liaoning Province issued the Civil Mediation Agreement (2006) Liao Min San Chu Zi No.43 民事調解書(2006) 遼民三初字第43號, pursuant to which the Company was liable to pay off the plaintiff Hua Jin's claim of RMB80,000,000 together with interest thereof before 25 November 2006, and each of SPU and Beida Jade Bird would assume the guarantee liabilities for one-third of the amount.

Owing to the fact that the Company did not implement the repayment within the designated period, the Railway Transport Intermediate Court of Shenyang (瀋陽鐵路運輸法院) held an auction in December 2007 in which the Company's 95% equity interest in Shenzhen Jingmei Industrial Development Company Limited was disposed of. Part of the proceeds from such auction in the sum of RMB83,540,000 was applied to settle Hua Jin's RMB80,000,000 claim together with the interest thereof, acceptance fee and enforcement fee. In March 2008, the Railway Transport Intermediate Court of Shenyang (瀋陽鐵路運輸法院) issued the Civil Execution Order (2007) Shen Tie Zhi Zi No.3-1 民事裁定書(2007) 鐵瀋執指字第3-1號 and confirmed the conclusion of Hua Jin's claim.

XXIII. Extraordinary General Meetings

During the Period, no extraordinary general meeting was held by the Company.

XXIV. Company Information

Legal address: No.1-4, 20A, Central Street
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Fax: 8624-24333288

Website: www.sgyfz.com.cn

XXV. Publication of Further Information on the Website of the Hong Kong Stock Exchange

The Company will publish its interim report on the Hong Kong Stock Exchange's website at an appropriate time as required by paragraph 46 of Appendix 16 to the Listing Rules.

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30th June 2006

	Note	Six months ended 30th June	
		2006 (Unaudited) RMB'000	2005 (Unaudited) RMB'000
Turnover	3	7,594	17,082
Other operating income		30	364
Cost of properties sold		(5,930)	(9,646)
Taxes on sales of properties		(316)	(394)
Other operating expenses		(8,521)	(14,814)
Loss from operations		(7,143)	(7,408)
Finance costs		(6,833)	(14,132)
Loss before taxation		(13,976)	(21,540)
Taxation	4	(51)	392
Loss after taxation		<u>(14,027)</u>	<u>(21,148)</u>
Loss attributable to:			
Shareholders of the Company		(12,074)	(19,778)
Minority interests		(1,953)	(1,370)
		<u>(14,027)</u>	<u>(21,148)</u>
Loss per share – basic	6	<u>RMB(0.01)</u>	<u>RMB(0.02)</u>

CONDENSED CONSOLIDATED BALANCE SHEET

As at 30th June 2006

	Note	As at 30th June 2006 (Unaudited) RMB'000	As at 31st December 2005 (Audited) RMB'000
Non-current assets			
Property and equipment		187,120	160,863
Investment properties		378,469	390,930
Prepaid lease payments on land use rights		91,880	91,880
Available-for-sale financial assets		20,000	20,000
		677,469	663,673
Current assets			
Properties held for sale		604,424	266,768
Inventories		–	361
Accounts receivable	7	2,000	674
Amount due from the holding company		–	268,194
Prepaid lease payments on land use rights		–	2,564
Prepayments		3,665	102,561
Other receivables	8	269,377	188,937
Tax receivables		–	2,059
Other current assets		4,395	5,720
Pledged bank deposits		–	71,598
Bank balances and cash		13,959	9,053
		897,820	918,489
Current liabilities			
Accounts payables	9	117,801	58,744
Investment costs payable		39,512	39,512
Other payables and accrued charges		547,011	350,502
Receipts in advance		124,319	232,048
Deferred income	10	45,895	33,895
Provision for potential liabilities		18,361	21,890
Bank loans – repayable within one year	11	152,668	338,290
Long-term liabilities – repayable within one year		49,975	–
		1,095,542	1,074,881
Net current assets			
		(197,722)	(156,392)
		479,747	507,281

CONDENSED CONSOLIDATED BALANCE SHEET (Continued)

As at 30th June 2006

	Note	As at 30th June 2006 (Unaudited) RMB'000	As at 31st December 2005 (Audited) RMB'000
Equity			
Share capital		1,020,400	1,020,400
Reserves		(602,011)	(589,937)
Equity attributable to shareholders of the Company		418,389	430,463
Minority interests		37,884	39,837
Total equity		456,273	470,300
Non-current liabilities			
Bank loans – repayable after one year	11	–	13,200
Deferred taxation	12	23,474	23,781
		23,474	36,981
		479,747	507,281

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th June 2006 (Unaudited)

	Equity attributable to shareholders of the Company						
	Share capital	Share premium	Statutory surplus reserve	Statutory public welfare reserve	Accumulated profits	Minority interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1st January 2005	1,020,400	323,258	69,054	34,528	212,353	60,219	1,719,812
Loss for the Period	-	-	-	-	(19,778)	(1,370)	(21,148)
At 30th June 2005	<u>1,020,400</u>	<u>323,258</u>	<u>69,054</u>	<u>34,528</u>	<u>192,575</u>	<u>58,849</u>	<u>1,698,664</u>
At 1st January 2006	1,020,400	323,258	69,054	34,528	(1,016,777)	39,837	470,300
Loss for the Period	-	-	-	-	(12,074)	(1,953)	(14,027)
As at 30th June 2006	<u>1,020,400</u>	<u>323,258</u>	<u>69,054</u>	<u>34,528</u>	<u>1,028,851</u>	<u>37,884</u>	<u>456,273</u>

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30th June 2006

	30th June 2006 (Unaudited) RMB'000	30th June 2005 (Unaudited) RMB'000
Net cash generated from (used in) operating activities	14,376	393,754
Net cash generated from (used in) investing activities	(8,864)	(1,279)
Net cash (used in) generated from financing activities	(72,204)	(219,602)
Increase (decrease) in cash and cash equivalents	(66,692)	172,873
Cash and cash equivalents at the beginning of the Period	80,651	124,064
Cash and cash equivalents at the end of the Period	<u>13,959</u>	<u>296,937</u>
Cash and cash equivalents at the end of the Period, analysis of		
Bank balances and cash	13,959	296,937
Less: Bank fixed deposit with maturity over three months	-	-
	<u>13,959</u>	<u>296,937</u>

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30th June 2006

1. Accounting policies and basis of preparation

The unaudited condensed consolidated financial statements of the Group has been prepared in accordance with new Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKAS") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, which are effective for accounting periods beginning on or after 1st January 2005. The accounts have been prepared under historical cost convention, except for certain financial instruments which are measured at their fair values.

The preparation of the unaudited condensed consolidated financial statements in conformity with the HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the unaudited condensed financial statements include provision for doubtful debts, provision for taxation, provision for asset impairment and fair values of financial assets at fair value through profit or loss.

2. Adoption of going concern basis

The Group recorded the loss attributable to the shareholders of the Company of RMB12,074,000 for the Period and had overdue bank loans of RMB21,740,000 as at 30th June 2006.

The management of the Company has taken the following measures:

- (i) Carry out debt restructuring with its creditors. Up to the date of approval of these consolidated financial statements, the Group has reached agreements with its creditors in respect of debt restructuring and the court litigations have been discharged. Therefore, these consolidated financial statements have been prepared on the assumption that the Group will continue to operate as a going concern;
- (ii) The management of the Company is considering to strengthen the capital base of the Company and provide immediate cash flow through various financing activities and capital restructuring, including, but not limited to, private placement of the Company's shares;
- (iii) The management of the Company continues to take action to strengthen cost control in respect of various administrative and other operating expenses, and is actively seeking new investment and business opportunities to pursue profitable businesses that would bring positive cash flow.

The management of the Company believes that, in the light of the measures taken to date, together with the expected results of other measures in progress, the Group will have sufficient working capital to finance its operations and remain as a going concern in the foreseeable future. Accordingly, notwithstanding that the Group had recorded a significant amount of loss for the year and had overdue outstanding debts as at 30th June 2006, the management of the Company is of the opinion that it is appropriate to prepare these consolidated financial statements on a going concern basis.

3. Turnover and segment information

For management purposes, the Group is currently organised into three major operating divisions. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

- Property development – development, sale, rental and management of properties.
- Education projects – leasing of campus and equipment; and investment and management of education projects.
- Cemetery development – development and lease of tomb sets and niches for cremation urns.

There was no significant business and other transactions between the segments for both periods.

For the six months ended 30th June 2006 (Unaudited)

	Property development RMB'000	Education projects RMB'000	Cemetery development RMB'000	Others RMB'000	Consolidated RMB'000
Turnover	<u>1,977</u>	<u>2,000</u>	<u>612</u>	<u>3,005</u>	<u>7,594</u>
Segment results	<u>488</u>	<u>(879)</u>	<u>(2,856)</u>	<u>(901)</u>	(4,148)
Unallocated corporate expenses					<u>(2,995)</u>
Operating loss					(7,143)
Finance costs					<u>(6,833)</u>
Loss before taxation					(13,976)
Taxation					<u>(51)</u>
Loss after taxation					<u>(14,027)</u>

For the six months ended 30th June 2005 (Unaudited)

	Property development RMB'000	Education projects RMB'000	Cemetery development RMB'000	Others RMB'000	Consolidated RMB'000
Turnover	<u>4,898</u>	<u>8,391</u>	<u>530</u>	<u>3,263</u>	<u>17,082</u>
Segment results	<u>(675)</u>	<u>5,106</u>	<u>(2,893)</u>	<u>(576)</u>	962
Interest income					173
Unallocated corporate expenses					<u>(8,543)</u>
Operating loss					(7,408)
Finance costs					<u>(14,132)</u>
Loss before taxation					(21,540)
Taxation					<u>392</u>
Loss after taxation					<u>(21,148)</u>

4. Taxation

Six months ended 30th June

(Unaudited) 2006 RMB'000	(Unaudited) 2005 RMB'000
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Taxation comprises :

The Company and its subsidiaries

– PRC enterprise income tax	(358)	–
– Deferred taxation	307	392
	<u>(51)</u>	<u>392</u>

* "PRC" represents the People's Republic of China.

No provision for Hong Kong Profits Tax had been made as the Group's income neither arose in nor was derived from Hong Kong.

Taxation of the Group arising in the PRC was calculated at the rates of 15%–33%.

5. Dividends

The Board resolved not to declare any dividend for the current interim period.

6. Loss Per Share

The calculation of loss per share for the period is based on the loss attributable to shareholders of the Company for the period of RMB12,074,000 (loss for the six months ended 30th June 2005: RMB19,778,000) and the number of 1,020,400,000 shares (2005: 1,020,400,000 shares) in issue during the period.

No diluted loss per share is presented as the Company has no dilutive potential shares outstanding for both periods.

7. Accounts receivables

As at the balance sheet date, the Group's accounts receivables mainly represent the amounts due from buyers of the Group's developed properties held for sale, rental receivable for leasing of campus and equipment and amounts acquired through the acquisition of subsidiaries. The Group allows an average credit period of 30 days (2005: 30 days) to the buyers of the Group's developed properties.

An aged analysis of accounts receivables of the Group at the balance sheet date is set out as follows:

	At 30th June 2006 RMB'000	At 31st December 2005 RMB'000
0-30 days	333	551
31-60 days	333	228
61-365 days	2,112	1,134
1-2 years	1,134	10,161
Over 2 years	10,620	1,133
	14,533	13,207
Provision for bad and doubtful debts	(12,533)	(12,533)
Net amount of accounts receivables	2,000	674

The management considered the carrying amount of accounts receivables approximates to their fair value.

8. Other receivables

Other receivables are unsecured, interest free and have no fixed repayments terms.

The management considered the carrying amount of other receivables approximates to their fair value.

9. Accounts payables

An aged analysis of accounts payables of the Group at the balance sheet date is set out as follows:

	At 30th June 2006 RMB'000	At 31st December 2005 RMB'000
0-90 days	-	-
91-180 days	-	-
180-365 days	-	43,972
1-2 years	42,587	10,266
Over 2 years	75,214	4,506
	<hr/> 117,801 <hr/>	<hr/> 58,744 <hr/>

The management considered the carrying amount of accounts payables approximates to their fair value.

10. Deferred income

The land on which the cemetery business is situated in a leasehold land with a medium lease terms expiry until 10th May 2048. The Group develops tomb sets and niches for cremation urns on the land and conveys to the lessees for the period as same as the lease terms of the land. The rental income is wholly received from the lessee when the legally binding contract is signed. Such rental income is recognized on a straight-line basis over the relevant lease terms. The rental income received but not yet recognized to income statement is classified as deferred income in the balance sheet.

11. Bank loans

During the period, the Group obtained new bank loans of RMB89,330,000 and repaid RMB95,150,000. The loans bear interest at market rates and are repayable within 1 year. Out of the outstanding amount, RMB21,740,000 was overdue. The bank loans were used as the Group's working capital.

12. Deferred taxation

	Fair value adjustment on business combination RMB'000
At 1st January 2005	62,817
Credited to income statement	(392)
	<hr/> 62,479 <hr/>
At 30th June 2005	62,479
Credited to income statement	(38,698)
	<hr/> 23,781 <hr/>
At 31st December 2005 and 1st January 2006	23,781
Credited to income statement for the period	(307)
	<hr/> 23,474 <hr/>
As at 30th June 2006	23,474

13. Share capital

	At 30th June 2006 RMB'000	At 31st December 2005 RMB'000
Registered, issued and fully paid:		
600,000,000 State shares of RMB1.00 each	600,000	600,000
420,400,000 H shares of RMB1.00 each	420,400	420,400
	<u>1,020,400</u>	<u>1,020,400</u>

There were no movements in the share capital of the Company in both the current and the prior interim reporting periods.

14. Capital Commitments

At the balance sheet date, there were capital commitments contracted but not provided for in the financial statements:

	At 30th June 2006 RMB'000	At 31st December 2005 RMB'000
Acquisition of fixed assets/construction costs	2,517	2,517
Acquisition of a parcel of land	59,397	59,397
	<u>61,914</u>	<u>61,914</u>

15. Related party transactions

Related parties include the Group's subsidiaries, the Group's holding companies and their subsidiaries, other stated-owned enterprises and their subsidiaries directly or indirectly controlled by the PRC government, other corporations in which the Company is able to control or exercise significant influence in making financial and operating decisions, and under the control and influence of key management personnel of the Company, the Group and its holding companies as well as their close family members.

The related parties of the Group are as follows:

Name of company	Relationships with the Company
Shenyang Public Utility Group Company Limited ("SPU")	Holding company of the Company
Beijing Beida Hi-Tech Industry Investment Company Limited ("Beida Hi-Tech")	Shareholder of SPU
Weifang Beida Jade Bird Huaguang Technology Company Limited ("Jade Bird Huaguang")	Holding company of Beida Hi-Tech
Beijing Beida Jade Bird Company Limited ("Beida Jade Bird")	Shareholder of Jade Bird Huaguang
Beijing Tianqiao Beida Jade Bird Technology Company Limited ("Beijing Tianqiao")	Shareholder of Jade Bird Huaguang
Beijing Beida Education Investment Company Limited ("Beida Education Investment")	Subsidiary of Beida Jade Bird
Zhuhai Beida Subsidiary Experiment School ("Zhuhai School")	Branch of Beida Education Investment
Zhuhai Science and Education Ltd.	Subsidiary of Beida Education Investment
Beijing Teli Investment Management Ltd. ("Beijing Teli")	Subsidiary of Beida Jade Bird
Shenzhen Sangxia Computer and AI Development Ltd ("Shenzhen Sangxia")	Subsidiary of Beida Jade Bird
Shenyang Shenhai Hot Electricity Company Limited ("Shenhai Co-generation")	Former jointly controlled entity of the Company
Liaoning Hua Jin Hua Gong Group Company Limited ("Hua Jin")	Other state-owned enterprise
Beijing Peking University Resource Group Company Limited	Other state-owned enterprise

In addition to the related party information shown elsewhere in the unaudited combined condensed financial statements, the following is a summary of significant related party transactions entered into between the Group and its related parties and the balances arising from related party transactions:

- a. During the period, the Group received rental income of RMB2,000,000 (the corresponding period in 2005: RMB2,000,000) from Zhuhai School for leasing of campus with related equipment.
- b. As at balance sheet date, the outstanding balances with related parties are as follows:

	At 30th June 2006 RMB'000	At 31st December 2005 RMB'000
Name of related parties		
Amount due from holding company		
SPU	58,244	268,194
Accounts receivables		
Shenhai Electricity and Heat	-	60,000
Beijing Teli	-	6,450
Shenzhen Sangxia	2,125	2,125
Beida Jade Bird	-	1,498
Other payables and accrued charges		
Beida Jade Bird	43,748	7,061
Beijing Teli	27,170	18,760
Hua Jin	241,380	161,380
Beijing Tianqiao	5,400	5,400
Zhuhai School	14,730	16,546

- c. Compensation for the key management

	At 30th June 2006 RMB'000	At 31st December 2005 RMB'000
Short-term benefits	-	-
post-employment benefit	246	1,225
	246	1,225

The remuneration of directors and key executives is determined by the administration resources and remuneration committee having regard to the performance of individuals and market trends.

16. Contingent liabilities

- a. Pursuant to the agreement for the acquisition of equity interests in Shenzhen Jingmei Industrial Development Company Limited ("Jingmei Industrial") and Shenzhen Xili Baoen Fu Di Cemetery Company Limited ("Xili Cemetery") (collectively refers as "Cemetery Companies") dated 31st December 2003, all claims and debts not relating to the operations of cemetery business would be transferred out of the Cemetery Companies and taken up by the former shareholder of Cemetery Companies (the "Former Shareholder"). In 2004, the Company entered into an agreement with the Former Shareholder that a total of the Cemetery Companies' other payables of approximately RMB24,771,000 and other receivables of approximately RMB8,785,000 would be offset against the outstanding balances of approximately RMB14,886,000 owed to the Cemetery Companies by the Former Shareholder and that the net balance of RMB1,100,000 owed to the Former Shareholder was waived.

As written confirmations from these creditors to signify their agreements to above arrangement had not yet been obtained, the Group was still primarily debtor to these liabilities. In the opinion of the Directors, as the debts had been undertaken up by the Former Shareholder, they believe that there will not have material adverse impact on the Group's operating results and cash flows.

- b. The Group provided guarantee of RMB9,000,000 to the bank for 珠海科教's bank borrowings. The fair value of the guarantee did not account for as financial liabilities in Consolidated Balance Sheet as the management considered the fair value of this guarantee is insignificant.

17. Sequestration of assets/litigations

(a) The RMB200,000,000 loan dispute between the Company and Shenzhen Development Bank

On 6th December 2004, the Company received a writ of summons from the Higher People's Court of Liaoning Province in relation to the RMB200,000,000 loan advanced by Shenzhen Development Bank Dalian branch to the Company. Liaoning Hua Jin Hua Gong Group Company Limited ("Hua Jin") was the guarantor of the RMB200,000,000 loan. In the course of the legal action, Beijing Beida Jade Bird Company Limited ("Beida Jade Bird"), being the associates of the Company's major shareholder, Beijing Diye Real Estate Development Company Limited ("Beijing Diye") and Shenyang Pollon Finance Building Management Company Limited ("Shenyang Pollon") provided another guarantee to Hua Jin for SPU. The Company has repaid RMB25,000,000 before the Civil Mediation Agreement issued by the Higher People's Court of Liaoning Province becoming effective.

After the Civil Mediation Agreement becoming effective on 16th February 2005, the Company has repaid an additional RMB20,000,000 to Shenzhen Development Bank. On 22nd February 2005, Hua Jin paid RMB8,000,000 to Shenzhen Development Bank for the Company. On 26th April 2005, the Higher People's Court of Liaoning Province sequestrated RMB153,380,000 from the account of Hua Jin in settlement of the loan.

As a result, the loan and interest thereof due to Shenzhen Development Bank had been fully settled.

(b) The subsequent claim from Hua Jin who acted as guarantor and paid the sum of RMB161,380,000 to Shenzhen Development Bank for the Company

Hua Jin then commenced legal action against the Company, Beijing Diye, Shenyang Pollon and Beida Jade Bird for a total sum of RMB161,380,000 it had paid to Shenzhen Development Bank Dalian branch for the Company as guarantor and the interest accrued.

On 12th December 2005, the Higher People's Court of Liaoning Province issued the Civil Judgement (2005) Liao Min San Chu Zi No.26 民事判決書(2005)遼民三初字第26號, pursuant to which Shenyang Public Utility was liable to repay the sum of RMB161,380,000 together with interest and acceptance fee and custody fee of RMB1,624,330 to Hua Jin. Beijing Diye, Shenyang Pollon and Beida Jade Bird jointly guaranteed the repayment, and they reserved the right to recover the loss from SPU after the implementation of the liability of guarantee.

On 16th July 2007, the Higher People's Court of Liaoning Province issued the Civil Execution Order (2006) Liao Zhi Er Zi No.53 民事裁定書(2006)遼執二字第53號, pursuant to which RMB55,000 from SPU, RMB195,000 from Beijing Diye and the sale proceeds of Beida Jade Bird's assets and part of the sale proceeds of Shenyang Pollon's real property from an auction were applied to settle the claim of RMB161,380,000. The amount received by Hua Jin covered the claim of RMB161,380,000, the interest in the sum of RMB22,000,000 and other fees arising from the legal action and execution in the sum of RMB3,388,730.

As a result, the judgment debt payable to Hua Jin has been fully settled.

On 17th September 2008, Beijing Diye executed a confirmation whereby (1) Beijing Diye has agreed not to claim against the Company for the assistance of RMB195,000; (2) the assistance of RMB195,000 will be eliminated as Beijing Diye is a 80% held subsidiary of the Company.

On 17th September 2008, a settlement agreement was signed between Shenyang Pollon and the Company whereby (1) Shenyang Pollon has agreed not to claim against the Company for the assistance of approximately RMB33,000,000, being the proceeds of assets from the said auction, from the date of the settlement agreement; (2) As Shenyang Pollon is a 99.99% held subsidiary of the Company, the assistance of RMB33,000,000 will be eliminated.

(c) Further legal action from Beida Jade Bird against the Company, Shenyang Public Utility Group Company Limited ("SPU") and Shenzhen Jingmei Industrial Development Limited ("Shenzhen Jingmei")

In the course of the legal action initiated by Hua Jin for the sum of RMB161,380,000, SPU and Shenzhen Jingmei provided another guarantee of not more than RMB91,000,000 to Beida Jade Bird. As mentioned above, the sale proceeds of Beida Jade Bird's assets from an auction were applied to settle Hua Jin's claim. On 14th May 2007, Beida Jade Bird commenced legal action against SPU and Shenzhen Jingmei for its payment to Hua Jin. On 13th June 2007, the First Intermediate People's Court of Beijing issued the Civil Judgement (2007) Yi Zhong Min Chu Zi No.1843 民事判決書(2007)一中民初字第1843號 and handed down judgment, under which SPU and Shenzhen Jingmei were liable to discharge their liability of guarantee and pay off the claim. Up to 31st August 2008, SPU has repaid approximately RMB101,340,000 to Beida Jade Bird. The unpaid balance of the claim of Beida Jade Bird and the interest amount to approximately RMB82,000,000.

On 18th September 2008, an agreement was signed between Beida Jade Bird, Shenzhen Jingmei, SPU and the Company, whereby Beida Jade Bird has agreed not to claim against the Company for the assistance of RMB82,000,000 within two years from the date of the agreement.

(d) The two new loan disputes between the company and Guangdong Development Bank Shenyang branch ("Guangdong Development Bank") and subsequent claims from Hua Jin

(i) *The loan dispute of RMB29,000,000 between the Company and Guangdong Development Bank*
On 26th December 2005, Guangdong Development Bank commenced legal action for the RMB29,000,000 loan dispute against the Company as the borrower and Hua Jin, SPU, Beida Jade Bird and Liaoning Huajin Tongda Chemicals Co. Ltd. ("Huajin Tongda"), as the guarantors of the RMB29,000,000 loan.

On 18th February 2006, the Intermediate People's Court of Shenyang issued the Civil Judgement (2006) Shen Zhong Min (3) He Chu Zi No.34 《判決書》(2006) 瀋中民三合初字第34號, pursuant to which (1) the Company was liable to repay the principal of RMB29,000,000 within 10 days from the date of judgement; (2) the Company was liable to pay the interest of the loan amounting to RMB179,916; (3) SPU, Hua Jin and Huajin Tongda jointly guaranteed the repayment of the loan and interest mentioned in (1) and (2); (4) the Company also undertook to pay the legal fee of RMB155,010 and custody fee of RMB145,520.

On 6th April 2006, RMB70,000,000 and RMB80,000,000 were sequestered from the accounts of the Company and Hua Jin respectively in which RMB10,300,000 was repaid for the principal of the RMB29,000,000 loan and the remaining balance was used for the repayment of other RMB171,000,000 loan of Guangdong Development Bank (Please refer to section (ii) below). As such, the unpaid balances of the RMB29,000,000 loan was RMB18,700,000.

In August 2007, RMB56,461,629.47 was sequestered from the account of Hua Jin by the Intermediate People's Court of Shenyang in settlement of the unpaid balance at RMB29,000,000.

As a result, the RMB29,000,000 loan has been fully repaid to Guangdong Development Bank.

(ii) *The loan dispute of RMB171,000,000 between the Company and Guangdong Development Bank*
In January 2006, Guangdong Development Bank commenced another legal action for the RMB171,000,000 loan dispute in the Higher People's Court of Liaoning Province against the Company as borrower and Hua Jin, SPU, Beida Jade Bird and Liaoning Huajin Tongda Chemicals Co., Ltd. ("Huajin Tongda") as guarantors of another loan in the sum of RMB171,000,000.

On 6th April 2006, RMB70,000,000 and RMB80,000,000 were sequestered from the accounts of the Company and Hua Jin respectively by Guangdong Development Bank in settlement of the loan. As such, the unpaid balances of the RMB171,000,000 loan was RMB30,895,693.45.

During the litigation, Guangdong Development Bank applied to the Higher People's Court of Liaoning to withdraw the claim. The Higher People's Court of Liaoning issued the (2006) Liao Min San Chu Zi No.31, Civil Execution Order, (2006) 遼民三初字第31號《民事裁定書》 to approve the withdrawal of the claim from Guangdong Development Bank.

On 12th May 2006, Guangdong Development Bank commenced legal action against the Company, Hua Jin, SPU, Beida Jade Bird and Huajin Tongda for the unpaid balance of RMB30,895,693.45 in Intermediate People's Court of Shenyang.

On 31st January 2007, the Intermediate People's Court of Shenyang issued the Civil Judgement (2006) Shen Zhong Min (3) He Chu Zi No.234 (2006) 瀋中民三合初字第234號《民事判決書》, pursuant to which (1) the Company was liable to repay the unpaid balance at RMB30,895,693.45 and the interest at RMB2,221,284.82 to Guangdong Development Bank within 10 days from the date of judgement; (2) Beida Jade Bird and SPU jointly guaranteed the payment; (3) Huajin Tongda and Hua Jin jointly guaranteed the repayment of the unpaid balance and interest mentioned in (1) but only limited to RMB50,000,000 and RMB51,300,000 respectively; and (4) the Company also undertook to pay the legal fee of RMB164,489 and custody fee of RMB160,520.

In August 2007, RMB56,461,629.47 was sequestrated from the account of Hua Jin by the Intermediate People's Court of Shenyang in settlement of the unpaid balance of RMB30,895,693.45 and the full amount of loan and interest thereof.

As a result, the RMB171,000,000 loan has been fully repaid to Guangdong Development Bank.

(iii) *The claim of RMB80,000,000 from Hua Jin after the loan disputes between the Company and Guangdong Development Bank*

RMB80,000,000 was sequestrated from the account of Hua Jin in partial settlement of the RMB29,000,000 loan and the RMB171,000,000 loan for the Company. On 12th April 2006, Hua Jin made a claim against the Company, SPU and Beida Jade Bird to recover the sum of RMB80,000,000.

In June 2006, Hua Jin reached a settlement with the Company, SPU and Beida Jade Bird, pursuant to which (1) the Company was liable to pay off Hua Jin's claim of RMB80,000,000 together with interest before 25th November 2006; (2) in the event that the Company was unable to pay off the sum, each of the Company, SPU and Beida Jade Bird would pay one-third of the unpaid balance; the Company was liable to pay for the legal fee of RMB410,000 and custody fee of RMB400,520. The Higher People's Court of Liaoning Province issued the Civil Mediation Agreement (2006) Liao Min San Chu Zi No.43 民事調解書(2006)遼民三初字第43號 relating to this settlement.

(iv) *The claim of RMB80,000,000 from Hua Jin after the loan disputes between the Company and Guangdong Development Bank*

Owing to the fact that the Company, SPU and Beida Jade Bird did not implement the repayment, the Railway Transport Intermediate Court of Shenyang (瀋陽鐵路運輸法院) held an auction on 29th December 2007 in which the Company's 95% equity interest in Shenzhen Jingmei was disposed of. The proceeds from such auction in the sum of RMB83,540,000 was then applied to settle Hua Jin's RMB80,000,000 claim together with the interest thereof, acceptance fee and enforcement fee.

On 10th March 2008, the Railway Transport Intermediate Court of Shenyang (瀋陽鐵路運輸法院) issued the Civil Execution Order (2007) Shen Tie Zhi Zi No.3-1 民事裁定書(2007)瀋鐵執指字第3-1號 and confirmed the conclusion of Hua Jin's claim.

- (v) *The claim of RMB56,461,629.47 from Hua Jin after the loan disputes between the Company and Guangdong Development Bank*

RMB56,461,629.47 was sequestered from the account of Hua Jin in settlement of the RMB29,000,000 loan and the RMB171,000,000 loan for the Company. In September 2007, Hua Jin commenced legal action against the Company, SPU and Beida Jade Bird to recover the sum of RMB56,461,629.47.

On 17th October 2007, Hua Jin reached a settlement with the Company, SPU, Beida Jade Bird, Shenyang Pollon and Beijing Mingyude Business and Trade Company Limited ("Mingyude"). The Higher People's Court of Liaoning issued the Civil Mediation Agreement (2007) Liao Min San Chu Zi No.36 民事調解書(2007)遼民三初字第36號 relating to this settlement, pursuant to which (1) the Company was liable to pay off Hua Jin's claim of RMB56,460,000; (2) the Company would repay RMB32,160,000 of the claim before 30th November 2007 and in the event that the Company was unable to pay off the said amount, Mingyude would guarantee the repayment; (3) the Company was liable to repay RMB24,300,000 before 25th December 2007 and Shenyang Pollon would pledge its properties to Hua Jin to guarantee such repayment; (4) SPU and Beida Jade Bird jointly guaranteed the claim of RMB56,460,000, and in the event that the Company was unable to settle all the claim, each of SPU and Beida Jade Bird would pay one-third of the unpaid balance; (5) Hua Jin and the Company would equally share the legal fee of RMB162,054.07 and custody fee of RMB5,000.

In November 2007, Mingyude repaid RMB32,160,000 to Hua Jin for the Company.

In August 2008, the Company repaid RMB32,160,000 and the interest thereof to Mingyude.

On 20th June 2008, Shenyang Pollon signed the Agreement of Settlement of Debts by Properties (以房抵債協議) with Hua Jin, the Company, Beida Jade Bird and SPU, pursuant to which (1) RMB24,300,000 worth of 69 residential units of Cosmo International Mansion were sequestered to settle Hua Jin's claim for the Company; (b) the assistance will be eliminated as the Company holds 99.99% interest in Shenyang Pollon.

The transfer of ownership of Cosmo International Mansion is still ongoing.

By order of the board of

Wang Hui

Director

Shenyang, the PRC, 24th October, 2008