

T h e m e

Theme International Holdings Limited

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

**INTERIM
REPORT
2012**



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Management Discussion and Analysis

Business Review

The principal activity of the Group is retailing garments through the operation of retail outlets and department store counters in Taiwan.

In addition, the Group has established a joint venture company in 2011 with proposed principal business of design, assembling, processing and sales of premium wedge-shaped synthetic jade stone floor panels and related premium jade decoration products. The construction of the plant was completed and we are now awaiting for key machineries be delivered from a manufacturer. According to the current business plan, the plant will carry out test run in fourth quarter of 2012 and will commence commercial operation in 2013.

The Group will continue to look for more business and investment opportunities to improve the financial performance of the Group and maximize the shareholders' investment value.

Financial Review

Revenue, loss after taxation and loss per share of the Group for the six months ended 30 June 2012 and 2011 were summarized as follows:

	Revenue		Loss after taxation		Loss per share	
	2012	2011	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
From Operations	<u>44,032</u>	<u>57,104</u>	<u>(26,811)</u>	<u>(32,100)</u>	<u>HK(0.73) cent</u>	<u>HK(0.87) cent</u>

The recent European financial crisis has slowed down the growth of the Taiwan's economy. Its impact on the retail sector is significant. Accordingly, the Group's revenue has dropped by almost 23% to HK\$44 million for the six months ended 30 June 2012 from HK\$57.1 million for the corresponding period in 2011.

The increase in cost of sales has reduced the gross profit margin to 48.9% for the six months ended 30 June 2012 from 53.1% for the corresponding period in 2011. Even though the Group has implemented a series of measures to control the selling, distribution and administrative expenses, the Group recorded a loss of HK\$10.3 million (excluding share-based compensation expenses and share of loss of a jointly controlled entity) for the six months ended 30 June 2012 (2011: loss of HK\$7.3 million).

The joint venture company has not yet commenced production but some expenses was incurred for setting up the production line during the period. For the six months ended 30 June 2012, the Group shared the loss of a jointly controlled entity of HK\$1.6 million (2011: HK\$nil).

Due to the drop of the share-based compensation expense to HK\$14.9 million for the six months ended 30 June 2012 from HK\$24.8 million for the corresponding period in 2011, the loss of the Group has been reduced to HK\$26.8 million for the six months ended 30 June 2012 from HK\$32.1 million for the corresponding period in 2011.

The loss per share decreased from HK0.87 cents for the corresponding period in 2011 to HK0.73 cents for the six months ended 30 June 2012.

Management Discussion and Analysis

Charges on Assets

As at 30 June 2012, none of the Group's assets was charged or subject to any encumbrance.

Contingent Liabilities

As at 30 June 2012, the Group had no material contingent liabilities.

Exposure to Fluctuations in Exchange Rates

As at 30 June 2012, the Group's major assets and liabilities were denominated in the functional currencies of the respective group entities. The Group had no material exposure to foreign exchange fluctuation.

Liquidity and Financial Resources

As at 30 June 2012, the Group had no bank and other borrowings.

As at 30 June 2012, the current ratio was 1.6. Based on the current cash position and available banking facilities, the Group should have sufficient liquidity to meet its operational needs.

Capital Expenditure

During the period, additions to the Group's property, plant and equipment amounted to HK\$1,028,000 (2011: HK\$1,937,000).

As at 30 June 2012, the Group has no material capital expenditure commitment.

Human Resources

As at 30 June 2012, the Group had 13 employees in Hong Kong and 144 employees in Taiwan. Other than the competitive remuneration package offered to the employees, share options may also be granted to the selected employees based on the Group's performance. Details of the share options being granted and outstanding under the share option scheme are set out in the section "Share Option Scheme" on page 18.

Future Prospect

The Group will strive to improve the financial performance of the retailing garment business in Taiwan and accelerate the commencement of business operation of the joint venture company. The Group will continue to look for more business and investment opportunities to diversify the business of the Group and achieve substantial and sustainable financial growth for the Group to maximize shareholders' value.

By order of the Board of Directors

Wong Lik Ping

Chairman

Hong Kong, 23 August 2012

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 2012 together with the comparative figures.

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2012

	Notes	Six months ended 30 June	
		2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Revenue	3	44,032	57,104
Cost of sales		<u>(22,503)</u>	<u>(26,801)</u>
Gross profit		21,529	30,303
Other income		306	82
Selling and distribution expenses		(23,374)	(27,282)
Administrative expenses		(8,794)	(10,351)
Share-based compensation expense	12	(14,885)	(24,824)
Share of loss of a jointly controlled entity		<u>(1,593)</u>	<u>–</u>
Loss before taxation		(26,811)	(32,072)
Income tax expense	4	<u>–</u>	<u>(28)</u>
Loss for the period attributable to owners of the Company	5	<u>(26,811)</u>	<u>(32,100)</u>
Other comprehensive income			
Exchange differences arising on translating foreign operations		<u>162</u>	<u>305</u>
Total comprehensive expense for the period attributable to owners of the Company		<u>(26,649)</u>	<u>(31,795)</u>
Loss per share	6		
Basic		<u>HK(0.73) cent</u>	<u>HK(0.87) cent</u>

Condensed Consolidated Financial Statements

Condensed Consolidated Statement of Financial Position

As at 30 June 2012

		30 June 2012	31 December 2011
	Notes	HK\$'000	HK\$'000
		(unaudited)	(audited)
Non-current assets			
Property, plant and equipment		5,281	6,091
Interest in a jointly controlled entity		–	–
Loan to a jointly controlled entity		17,620	19,213
		<u>22,901</u>	<u>25,304</u>
Current assets			
Inventories		11,018	13,445
Trade receivables	9	7,508	7,611
Deposits, prepayments and other receivables		5,453	5,095
Amount due from a related company		–	3,800
Bank balances and cash		32,438	38,436
		<u>56,417</u>	<u>68,387</u>
Current liabilities			
Trade payables	10	12,304	12,323
Other payables and accrued charges		23,086	25,641
Dividend payable		7	7
Tax payable		–	35
		<u>35,397</u>	<u>38,006</u>
Net current assets		<u>21,020</u>	<u>30,381</u>
Total assets less current liabilities		<u>43,921</u>	<u>55,685</u>
Capital and reserves			
Share capital	11	9,140	9,140
Reserves		34,781	46,545
Equity attributable to owners of the Company		<u>43,921</u>	<u>55,685</u>

Condensed Consolidated Financial Statements

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2012

	Attributable to owners of the Company					Total HK\$'000
	Share capital HK\$'000	Share premium account HK\$'000	Share-based compensation reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	
At 1 January 2011 (audited)	9,140	69,825	34,764	(5,215)	(37,428)	71,086
Loss for the period	-	-	-	-	(32,100)	(32,100)
Exchange differences arising on translating foreign operations	-	-	-	305	-	305
Share-based compensation	-	-	24,824	-	-	24,824
At 30 June 2011 (unaudited)	<u>9,140</u>	<u>69,825</u>	<u>59,588</u>	<u>(4,910)</u>	<u>(69,528)</u>	<u>64,115</u>
At 1 January 2012 (audited)	9,140	69,825	84,412	(5,583)	(102,109)	55,685
Loss for the period	-	-	-	-	(26,811)	(26,811)
Exchange differences arising on translating foreign operations	-	-	-	162	-	162
Share-based compensation	-	-	14,885	-	-	14,885
At 30 June 2012 (unaudited)	<u>9,140</u>	<u>69,825</u>	<u>99,297</u>	<u>(5,421)</u>	<u>(128,920)</u>	<u>43,921</u>

Condensed Consolidated Financial Statements

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2012

	Six months ended 30 June	
	2012 HK\$'000 (unaudited)	2011 HK\$'000 (unaudited)
Net cash (used in) from operating activities	(5,132)	4,250
Net cash used in investing activities	<u>(1,028)</u>	<u>(1,937)</u>
Net (decrease) increase in cash and cash equivalents	(6,160)	2,313
Cash and cash equivalents at beginning of the period	38,436	63,203
Effect of foreign exchange rate changes	<u>162</u>	<u>305</u>
Cash and cash equivalents at end of the period, represented by bank balances and cash	<u>32,438</u>	<u>65,821</u>

Condensed Consolidated Financial Statements

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2012

1. Basis of Preparation

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

The unaudited condensed consolidated financial statements have been reviewed by the audit committee of the Company.

2. Principal Accounting Policies

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

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2012 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2011.

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”):

Amendments to HKFRS 7	Financial Instruments: Disclosures – Transfers of financial assets
Amendments to HKAS 12	Deferred tax: Recovery of underlying assets

Condensed Consolidated Financial Statements

3. Segment Information

Information reported to the directors of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses. The Group currently has only one segment, i.e. retailing of garments.

The segment revenue of HK\$44,032,000 (2011: HK\$57,104,000) and segment loss of HK\$6,238,000 (2011: loss of HK\$1,444,000) (excluding the corporate administrative expenses, share based compensation expenses and share of loss of a jointly controlled entity of HK\$20,573,000 in total (2011: HK\$30,656,000)) are shown in the consolidated statement of comprehensive income on page 5.

4. Income Tax Expense

	Six months ended 30 June	
	2012	2011
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Current tax charge	<u> -</u>	<u> 28</u>

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.

Taxation arising in other jurisdictions are calculated at the rates prevailing in the relevant jurisdictions. The profit tax rate prevailing in Taiwan was 17%.

Condensed Consolidated Financial Statements

5. Loss for the Period

	Six months ended 30 June	
	2012	2011
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period has been arrived at after charging:		
Allowance for obsolete inventories	2,769	2,874
Depreciation of property, plant and equipment	1,716	1,434
Operating lease rentals in respect of rented premises	3,462	4,563
Contingent rents (<i>note a</i>)	7,900	8,641
Directors' remuneration (<i>note b</i>)	5,179	7,007
Other staff costs (<i>note c</i>)	<u>12,021</u>	<u>13,787</u>

Notes:

- (a) The contingent rents are determined based on a certain percentage of the gross sales of the relevant shops when the sales meet certain specified levels.
- (b) Directors' emoluments include fees, remunerations, retirement benefits scheme contributions and share-based compensation expenses.
- (c) Other staff costs include salaries, allowances, retirement benefits scheme contributions and share-based compensation expenses.

Condensed Consolidated Financial Statements

6. Loss per Share

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	Six months ended 30 June	
	2012	2011
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Losses		
Loss for the purpose of basic and diluted loss per share (Loss for the period attributable to owners of the Company)	<u>(26,811)</u>	<u>(32,100)</u>
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	3,655,820	3,655,820
Effect of dilutive potential ordinary shares: Share options issued by the Company	<u>77,252</u>	<u>–</u>
Weighted average number of ordinary shares for the purpose of diluted loss per share	<u>3,733,072</u>	<u>3,655,820</u>

No diluted loss per share is presented as the exercise of the Company's share option would result in a decrease in loss per share.

Condensed Consolidated Financial Statements

7. Interim Dividend

No dividends were paid, declared or proposed during the period. The board of directors do not recommend the payment of an interim dividend.

8. Movements in Property, Plant and Equipment

During the period, additions to the Group's property, plant and equipment amounted to HK\$1,028,000 (2011: HK\$1,937,000).

9. Trade Receivables

The Group allows credit periods of 90 days to most of its trade customers.

The aging analysis of trade receivables, net of allowance for bad and doubtful debts, presented based on the invoice date at the end of the reporting period is stated as follows:

	30 June 2012 HK\$'000 (unaudited)	31 December 2011 HK\$'000 (audited)
Within 90 days	<u>7,508</u>	<u>7,611</u>

10. Trade Payables

The following is an aging analysis of the trade payables presented based on the invoice date at the end of the reporting period:

	30 June 2012 HK\$'000 (unaudited)	31 December 2011 HK\$'000 (audited)
Within 90 days	12,304	8,129
91 to 180 days	<u>–</u>	<u>4,194</u>
	<u>12,304</u>	<u>12,323</u>

Condensed Consolidated Financial Statements

11. Share Capital

	Number of shares '000	Amount HK\$'000
Ordinary shares, with par value of HK\$0.0025 per share		
Authorised:		
At 1 January 2011, 31 December 2011 and 30 June 2012	<u>200,000,000</u>	<u>500,000</u>
Issued and fully paid:		
At 1 January 2011, 31 December 2011 and 30 June 2012	<u>3,655,820</u>	<u>9,140</u>

12. Share-based compensation expense

During the six months ended 30 June 2012, no options were granted.

The options outstanding at 30 June 2012 had exercise prices of HK\$1.7 and a weighted average remaining contractual life of 7.75 years.

The fair value of the options granted in 2010, measured at the date of grant, totalled approximately HK\$99,297,300. As the options have been vested after two years from the dates of grant, the amounts are recognised as share-based compensation in profit or loss over two years from the date of grant. An amount of HK\$14,885,000 (2011: HK\$24,824,000) has been charged as share compensation expense in profit or loss during the period. The corresponding amount has been credited to share-based compensation reserve.

All share-based compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing the Company's ordinary shares.

Condensed Consolidated Financial Statements

13. Operating Lease Commitments

The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments in respect of rented premises which fall due as follows:

	Six months ended 30 June	
	2012	2011
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Within one year	7,022	5,718
In the second to fifth year inclusive	<u>4,237</u>	<u>11,259</u>
	<u>11,259</u>	<u>16,977</u>

Leases are negotiated for terms ranging from one to five years and rentals are fixed over the lease terms. In addition to the fixed rentals which are disclosed above, pursuant to the terms of certain rental agreements, the Group has to pay a rental based on certain percentage of the gross sales of the relevant shops.

14. Related Party Transactions

Except as disclosed elsewhere in the financial statements, the following transactions for the period ended 30 June 2012 and 2011 were carried out with the related parties.

- i) The total emoluments payable to key management personnel during the period ended 30 June 2012 and 2011 were HK\$4,167,000 and HK\$4,547,000 respectively.
- ii) An amount due from a related company arising from reimbursement of administrative expenses of HK\$3,800,000 as at 31 December 2011 has been received in full during the six months ended 30 June 2012.

Other Information

Code on Corporate Governance Practices

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (effective until 31 March 2012) and the Corporate Governance Code (effective from 1 April 2012) contained in Appendix 14 (the “Code”) of the Listing Rules throughout the period for the six months ended 30 June 2012.

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 as its own code of conduct regarding directors’ securities transactions. The Company has made specific enquiries with all directors of the Company and each of them confirmed that they have complied with the Model Code during the six months ended 30 June 2012.

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

During the six months ended 30 June 2012, the Company had not redeemed any of its securities. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company’s securities during the six months ended 30 June 2012.

Review of Account

The Audit Committee of the Company has reviewed the Group’s unaudited condensed consolidated financial information and interim report for the six months ended 30 June 2012.

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

As at 30 June 2012, the long positions 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 the Model Code for Securities Transactions by Directors of Listed Companies (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:

Other Information

(i) Long and Short Positions in Shares of the Company

Name of director	Capacity	Number of ordinary shares held	Long (L) or Short (S) Position	Approximate percentage of the Company's issued share capital
Mr. Wong Lik Ping	Beneficial Owner	6,750,000	L	0.18%
	Interests of a controlled corporation	2,269,112,096	L	62.07%
	(Note)	2,269,112,096	S	62.07%

Note: 2,269,112,096 ordinary shares are held by Golden Bright Energy Limited, a company incorporated in the British Virgin Islands whose entire issued share capital is held by Mr. Wong Lik Ping. Mr. Wong Lik Ping is the sole director of Golden Bright Energy Limited.

(ii) Options to subscribe for ordinary shares (HK\$0.0025 each) of the Company:

The directors have been granted unlisted options under the Company's share option scheme, details of which are set out in the section "Share Option Scheme" below.

Save as disclosed above, as at 30 June 2012, the directors, chief executives of the Company nor their associates had or was deemed to have any long positions 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.

Substantial Shareholder

Save as disclosed in the section "Directors' and Chief Executives' Long and Short Positions in Shares, Underlying Shares and Debentures", as at 30 June 2012, the following persons had interests in the shares and underlying shares of the Company have been recorded in the register kept by the Company pursuant to Section 336 of SFO.

Other Information

Long Positions in Shares of the Company

Name	Capacity	Number of ordinary shares held	Approximate percentage of the Company's issued share capital
Kingston Finance Limited	Person having a security interest in shares (<i>Note</i>)	2,269,112,096	62.07%
Best Forth Limited	Interest of a controlled corporation (<i>Note</i>)	2,269,112,096	62.07%
Ample Cheer Limited	Interest of a controlled corporation (<i>Note</i>)	2,269,112,096	62.07%
Chu Yuet Wah	Interest of a controlled corporation (<i>Note</i>)	2,269,112,896	62.07%

Note: The interest in the shares of the Company was held through Kingston Finance Limited, the entire issued share capital of which was owned by Ample Cheer Limited. The issued capital of Ample Cheer Limited was owned as to 80% by Best Forth Limited, an entity which was beneficially and wholly owned by Mrs. Chu Yuet Wah.

Share Option Scheme

At 30 June 2012, the option holders of the Company had the following interest in unlisted options to subscribe for shares of the Company granted under the Scheme. The vesting period of the options granted on 15 April 2010 and 21 June 2010 is two years from the date of grant and the options are then exercisable within a period of the following eight years. During the six months ended 30 June 2012, 200,000,000 share options are vested. Each option gives the option holder the right to subscribe for one ordinary share of HK\$0.0025 each. No options were granted during the period ended 30 June 2012 (2011: Nil). Save as disclosed, no outstanding options were exercised, cancelled or lapsed under the Scheme during the period.

Other Information

Six months period ended 30 June 2012

	No. of share options outstanding at the beginning of the period	No. of shares options granted during the period	No. of share options exercised during the period	No. of Share options outstanding at the end of period	Grant date	Exercise Period	Exercise Price
Directors							
Mr. Wong Lik Ping	3,000,000	-	-	3,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Mr. Cheung Wing Hong Shannon	20,000,000	-	-	20,000,000	21 June 2010	21 June 2012– 20 June 2020	HK\$1.7
Mr. Ma Chi Shing	13,000,000 (Note)	-	-	13,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Mr. Huang Bin	3,000,000	-	-	3,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Mr. Kee Wah Sze	3,000,000	-	-	3,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Mr. Chan Pat Lam	3,000,000	-	-	3,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Mr. To Yan Ming Edmond	3,000,000	-	-	3,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Sub-total	48,000,000	-	-	48,000,000			
Other Employees	30,000,000	-	-	30,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Others	122,000,000	-	-	122,000,000	15 April 2010	15 April 2012– 14 April 2020	HK\$1.7
Total	200,000,000	-	-	200,000,000			

Note: 10,000,000 share options were granted to Mr. Ma Chi Shing and 3,000,000 share options were granted to his spouse.

Apart from the Company's share option scheme, during the six months ended 30 June 2012 and 2011, 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.

Corporate Information

DIRECTORS

Executive Directors

Mr. Wong Lik Ping (*Chairman*)

Mr. Cheung Wing Hong, Shannon

Mr. Ma Chi Shing

Non-executive Director

Mr. Huang Bin

Independent Non-executive Directors

Mr. Kee Wah Sze

Mr. Chan Pat Lam

Mr. To Yan Ming, Edmond

Audit Committee

Mr. To Yan Ming, Edmond (*Chairman*)

Mr. Kee Wah Sze

Mr. Chan Pat Lam

Remuneration Committee

Mr. To Yan Ming, Edmond (*Chairman*)

Mr. Kee Wah Sze

Mr. Chan Pat Lam

Nomination Committee

Mr. To Yan Ming, Edmond (*Chairman*)

Mr. Kee Wah Sze

Mr. Chan Pat Lam

Mr. Ma Chi Shing

COMPANY SECRETARY

Ho Pui San Jenny

AUDITORS

Deloitte Touche Tohmatsu

LEGAL ADVISERS

Tsun & Partners

Corporate Information

LEGAL ADVISERS ON BERMUDA LAW

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