



KONG SUN HOLDINGS LIMITED

江山控股有限公司

(incorporated in Hong Kong with limited liability)
(Stock code: 295)

FURTHER DELAY IN PUBLICATION OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT, DELAY IN RELEASE OF INTERIM RESULTS, AND DESPATCH OF INTERIM REPORT AND APPOINTMENT OF COMPANY SECRETARY AND QUALIFIED ACCOUNTANT AND CHANGE OF PRINCIPAL PLACE OF BUSINESS AND REGISTERED OFFICE

The Company announces that the Directors (represented by their lawyers) have applied before the High court for an adjournment of the hearing, to lay before the 2004 annual general meeting of the Company the Annual Results under section 122 of the Companies Ordinance for six months from 31 December 2004, fixed on 6 September 2005 at 9:30a.m. to a later date to be fixed and the Honourable Mr. Justin Barma has granted the relevant order for adjournment on 5 September 2005 accordingly.

The Company also announces, that the publication of the 2004 Annual Results will be further delayed to around 15 December 2005 and the despatch of Annual Report will be delayed to around 22 December 2005 and that of publication of 2005 Interim Results will also be delayed to around 16 January 2006 while despatch of Interim Report will be delayed to around 23 January 2006 as further documents have to be submitted by the Company as requested by the Company's auditor for the financial year ended 31 December 2004. Given the above, the 2004 annual general meeting of the Company is expected to be held in late December 2005.

The delay in publication of the Annual Results and the despatch of the Annual Report constitute breaches of Rules 13.49(1) and 13.46(1) while the delay in publication of 2005 Interim Results constitute breaches of Rules 13.48(1) and 13.49(6) of the Listing Rules, respectively by the Company. In addition, note 2 of Rule 13.46(b) of the Listing Rules states that section 122 of the Companies Ordinance requires the annual accounts of a Hong Kong issuer which are laid before the issuer at its annual general meeting to be made up to a date falling not more than 6 months before the date of the meeting. In this regard, the Stock Exchange has indicated that it reserves the rights to take appropriate action against the Company and/or the Directors.

The Company also announces that, with effect from 22 September 2005, Mr. Mak Wai Ho ("Mr. Mak") has been appointed as the company secretary and qualified accountant of the Company.

The Company also announces that the principal place of business and registered office of the Company will be changed to Flat A, 1/F, Lippo Leighton Tower, 103 Leighton Road, Causeway Bay, Hong Kong with immediate effect.

Trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 17 June 2004 at the request of the Company, and will continue to be suspended pending the release of an announcement in respect of certain transactions involving the Group and are discloseable under the current Listing Rules and the Listing Rules in effect immediately prior to 31 March 2004.

Shareholders and the public are advised to exercise caution when dealing in the Shares.

Further delay in publication of Annual Results and despatch of Annual Report, delay in release of Interim Results and despatch of Interim Report

The Company refers to the Announcement in which it announced that the publication of the Annual Results would be delayed to on or about 31 August 2005 and despatch of Annual Report would be delayed to around 7 September 2005. Terms defined in the said announcement shall have the same meanings when used in this announcement unless the context otherwise requires.

Under the articles of association of the Company, it is required to hold its annual general meetings in accordance with the requirements of the Company Ordinance.

Section 111 of the Companies Ordinance requires that not more than 15 months shall elapse between the date of one annual general meeting of the Company and the next. The last annual general meeting of the Company was held on 28 February 2005 and the Company should hold an annual general meeting on or before 28 May 2006 in accordance with section 111 of the Companies Ordinance.

However, as stated in the Announcement, section 122 of the Companies Ordinance also requires the Directors to lay its annual general meeting a profit and loss account of the Company made up to a date falling not more than 6 months before the date of the said meeting.

Since the Annual Results reflect the profit and loss of the Group for the financial year ended 31 December 2004, the latest date the Company needed to hold its 2004 annual general meeting was 30 June 2005 if sections 111 and 122 of the Companies Ordinance were to be complied with.

The Company announces that the Directors (represented by their lawyers) have applied on 2 September 2005 before the High court for an extension of holding of 2004 annual general meeting of the Company for considering the Annual Results which should be held, under section 122 of the Companies Ordinance, within six months from 31 December 2004, i.e. 30 June 2005. The Honourable Mr. Justin Barma in the hearing fixed on 6 September 2005 adjourned the hearing due to the Company's inability to provide the availability of the audited accounts for fixing of the date of the annual general meeting and grant the order to restore the hearing to fix the extension of deadline to hold annual general meeting once the audited accounts of the Company is available. The Company will apply to the High Court to restore the hearing when the audited accounts for the year ended 31 December 2004 is ready. Further announcement will be made concerning the result of the hearing for fixing the date of the annual general meeting.

The Company refers to the Announcement that the Annual Results were delayed to 31 August 2005 and the despatch of Annual Report to 7 September 2005, the Company announces that publication of the 2004 Annual Results will be further delayed to around 15 December, 2005 and the despatch of Annual Report will be delayed to around 22 December 2005 and that the publication of 2005 Interim Results will also be delayed to around 16 January 2006. Despatch of Interim Report will also be delayed to around 23 January 2006. The further delay in publication of the Annual Results and Interim Results is due to the fact that the annual audit completion is pending for the audited accounts of a Malaysian associate company requested by the Company's auditors. The audited accounts of this Malaysian associate company have been finalized and the original audited accounts have been submitted to the Company's auditors on 17 October 2005. As stated in the Announcement, the problem of insufficient accounting staff has been resolved as a qualified accountant has been appointed by the Company in accordance with Rule 3.24 of the Listing Rules, to handle the accounting and auditing matters of the Company.

Breaches of the Listing Rules

The delay in publication of the Annual Results and the despatch of the Annual Report constitute breaches of Rules 13.49(1) and 13.46(1) while the delay in publication of 2005 Interim Results constitute breaches of Rules 13.48(1) and 13.49(6) of the Listing Rules, respectively by the Company. In addition, note 2 of Rule 13.46(b) of the Listing Rules states that section 122 of the Companies Ordinance requires the annual accounts of a Hong Kong issuer which are laid before the issuer at its annual general meeting to be made up to a date falling not more than 6 months before the date of the meeting. In this regard, the Stock Exchange has indicated that it reserves the rights to take appropriate action against the Company and/or the Directors.

Appointment of company secretary and qualified accountant

The Company also announces that, with effect from 22 September 2005, Mr. Mak Wai Ho ("Mr. Mak") has been appointed as the company secretary and qualified accountant of the Company.

Mr. Mak is an Associate Member of The Association of Chartered Certified Accountants and an Associate Member of the Hong Kong Institute of Certified Public Accountants.

Change of principal place of business and registered office

The Company also announces that the principal place of business and registered office of the Company will be changed to Flat A, 1/F, Lippo Leighton Tower, 103 Leighton Road, Causeway Bay, Hong Kong with immediate effect.

General

The Directors confirm that they have not dealt in the securities of the Company since 30 March 2004 and they will not deal in the Shares until the Annual Results are announced.

Trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 17 June 2004 at the request of the Company, and will continue to be suspended pending the release of an announcement in respect of certain transactions involving the Group and are discloseable under the current Listing Rules and the Listing Rules in effect immediately prior to 31 March 2004.

Shareholders and the public are advised to exercise caution when dealing in the Shares.

Definition

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Announcement”	the announcement of the Company dated 2 August 2005
“Annual Report”	the annual report of the Company for the financial year ended 31 December 2004
“Annual Results”	the consolidated annual results of the Company for the financial year ended 31 December 2004
“Interim Results”	the unaudited financial results of the Company for the six-month ended 30 June 2005
“Company”	Kong Sun Holdings Limited, a limited company incorporated in Hong Kong, whose shares are listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries and associated companies
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shares”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	shareholders of the Company

The Board as at the date hereof comprises:

Kong Lok King <i>(Chairman and Managing Director)</i>	Sin Wai Chiu, Joseph <i>(Independent non-executive Director)</i>
Kong Li Jer <i>(Executive Director)</i>	Ip Man Tin, David <i>(Independent non-executive Director)</i>
Kong Li Szu <i>(Executive Director)</i>	Ku Suen Fai <i>(Independent non-executive Director)</i>

By Order of the Board
Kong Li Szu
Executive Director

Hong Kong, 23 November 2005

Please also refer to the published version of this announcement in The Standard.