

B.A.L. HOLDINGS LIMITED

變靚D控股有限公司

(Continued into Bermuda with limited liability)

(Stock Code: 8079)

SECOND INTERIM RESULTS ANNOUNCEMENT FOR THE TWELVE MONTHS ENDED 31 OCTOBER 2009

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This announcement, for which the directors (the "Directors") of B.A.L. Holdings Limited (the "Company") collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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HIGHLIGHTS

- Turnover for the twelve months ended 31 October 2009 was approximately HK\$132 million (2008: HK\$272 million) representing a decrease of approximately 51%, as compared with the corresponding period in 2008.
- Loss for the twelve months ended 31 October 2009 was approximately HK\$36 million (2008: HK\$78 million).
- As at 31 October 2009, B.A.L. Holdings Limited and its subsidiaries had cash and cash equivalents of approximately HK\$54 million (31 October 2008: HK\$46 million).
- The board of Directors (the “Board”) does not recommend the payment of an interim dividend for the twelve months ended 31 October 2009.

SECOND INTERIM RESULTS

The Board is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and twelve months ended 31 October 2009, together with the comparative figures for the corresponding period in 2008 as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

	<i>Notes</i>	For the three months ended 31 October		For the twelve months ended 31 October	
		2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Audited) HK\$'000
Revenue	2	33,577	49,116	132,203	272,078
Cost of sales		(7,734)	(31,474)	(25,343)	(145,759)
Gross profit		25,843	17,642	106,860	126,319
Other revenue and gains	2	1,873	2,215	15,148	6,541
Servicing, selling and distribution costs		(21,423)	(23,900)	(95,651)	(112,053)
Administrative expenses		(9,725)	(3,959)	(38,365)	(46,329)
Other operating expenses		(6,713)	(47,901)	(23,035)	(55,452)
Operating loss	4	(10,145)	(55,903)	(35,043)	(80,974)
Finance costs		(203)	68	(526)	(991)
Share of result of an associate		–	1,106	(4)	3,884
Loss before income tax		(10,348)	(54,729)	(35,573)	(78,081)
Income tax (expense)/credit	5	–	360	–	360
Loss for the period		(10,348)	(54,369)	(35,573)	(77,721)
Attributable to:					
Equity holders of the Company		(10,348)	(53,797)	(35,573)	(77,371)
Minority interests		–	(572)	–	(350)
Loss for the period		(10,348)	(54,369)	(35,573)	(77,721)
Loss per share for loss attributable to the equity holders of the Company during the period			(Restated)		(Restated)
– Basic	7	HK\$0.08	HK\$9.27	HK\$0.28	HK\$13.33
– Diluted	7	N/A	N/A	N/A	N/A

CONDENSED CONSOLIDATED BALANCE SHEET

		As at 31 October 2009 (Unaudited) HK\$'000	As at 31 October 2008 (Audited) HK\$'000
	Notes		
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	8	25,339	33,158
Investment properties		14,990	11,820
Intangible assets		4,528	4,528
Interests in an associate		9,590	5,994
Held-to-maturity investments		1,855	708
Deposits and other receivables		4,145	6,567
Restricted bank deposits		-	449
Deferred tax assets		1,704	1,704
		62,151	64,928
Current assets			
Intangible assets		-	1,500
Inventories		2,432	2,307
Trade receivables	9	11,749	21,121
Prepayments, deposits and other receivables		118,303	30,910
Financial assets at fair value through profit or loss		24,690	13,397
Held-to-maturity investments		984	79
Available-for-sale financial assets		4,049	3,025
Derivative financial instruments		-	2,746
Amounts due from related companies		1,652	2,038
Restricted bank deposits		866	3,573
Cash and cash equivalents		53,610	46,177
Tax recoverable		-	6
		218,335	126,879
Current liabilities			
Trade payables	10	572	190
Accruals, receipts in advance and other payables		16,368	18,786
Amounts due to minority interests		1,077	1,077
Derivative financial instruments		866	5,671
Borrowings		91,415	1,431
Provision for tax		3,449	3,570
		113,747	30,725
Net current assets		104,588	96,154
Total assets less current liabilities		166,739	161,082
Non-current liabilities			
Borrowings		8,462	10,973
Derivative financial instruments		-	1,230
Deposits		252	212
Deferred tax liabilities		109	109
		8,823	12,524
Net assets		157,916	148,558
EQUITY			
Equity attributable to the equity holders of the Company			
Share capital	11	4,741	8,522
Reserves		152,708	139,569
		157,449	148,091
Minority interests		467	467
Total equity		157,916	148,558

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the twelve months ended 31 October 2009

	Equity attributable to the equity holders of the Company										Minority interests	Total equity
	Share capital	Share premium	Capital redemption reserve	Exchange reserve	Retained profits/ (accumulated losses)	Capital reserves	Investment revaluation reserve	Share option reserve	Contributed surplus	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 November 2007	94,961	19,588	278	17	29,650	28,327	11	1,573	-	174,405	-	174,405
Changes in fair value of available-for-sale financial assets	-	-	-	-	-	-	(2,179)	-	-	(2,179)	-	(2,179)
Loss for the year	-	-	-	-	(77,371)	-	-	-	-	(77,371)	(350)	(77,721)
Total recognised income and expense for the year	-	-	-	-	(77,371)	-	(2,179)	-	-	(79,550)	(350)	(79,900)
Arising from partial disposals of interests in subsidiaries	-	-	-	-	-	-	-	-	-	-	817	817
Realisation of fair value changes of available-for-sale financial assets on disposals	-	-	-	-	-	-	(11)	-	-	(11)	-	(11)
Equity-settled share option arrangement	-	-	-	-	-	-	-	1,655	-	1,655	-	1,655
Rights issue	47,480	(1,447)	-	-	-	-	-	-	-	46,033	-	46,033
Allotment of shares	1,400	4,159	-	-	-	-	-	-	-	5,559	-	5,559
Capital reduction	(135,319)	-	-	-	-	-	-	-	135,319	-	-	-
At 31 October 2008	8,522	22,300	278	17	(47,721)	28,327	(2,179)	3,228	135,319	148,091	467	148,558
Equity-settled share option arrangement	-	-	-	-	-	-	-	1,223	-	1,223	-	1,223
Change in fair value of available-for-sale financial assets	-	-	-	-	-	-	1,060	-	-	1,060	-	1,060
Allotment of shares	4,400	38,248	-	-	-	-	-	-	-	42,648	-	42,648
Capital reorganization	(8,181)	-	-	-	-	-	-	-	8,181	-	-	-
Loss for the period	-	-	-	-	(35,573)	-	-	-	-	(35,573)	-	(35,573)
At 31 October 2009	4,741	60,548	278	17	(83,294)	28,327	(1,119)	4,451	143,500	157,449	467	157,916

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the twelve months ended 31 October 2009

	For the twelve months ended 31 October	
	2009	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Net cash from/(used in) operating activities	(22,432)	79,230
Net cash from/(utilized in) investing activities	(11,977)	(5,316)
Net cash from/ (used) before financing activities	(34,409)	73,914
Net cash from/(utilized in) financing activities	41,842	(43,610)
Net increase/(decrease) in cash and cash equivalent	7,433	30,304
Cash and cash equivalents at beginning of period	46,177	15,873
Cash and Cash equivalents at the end of period	53,610	46,177

Notes to the condensed consolidated interim accounts

1. Basis of preparation

The Group's unaudited consolidated results have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements as set out in Chapter 18 of the GEM Listing Rules.

The financial statements have been prepared on the historical cost basis except for the investment properties, certain financial instruments classified as available-for-sale financial assets, financial assets at fair value through profit or loss and derivative financial instruments which are stated at fair values. The accounting policies adopted in preparing the unaudited consolidated results for the twelve months ended 31 October 2009 are consistent with those followed in the preparation of the Company's annual financial statements for the year ended 31 October 2008. The accounts are unaudited but have been reviewed by the Company's audit committee.

2. Revenue and other revenue and gains

Revenue, which is also the Group's turnover, represents total invoiced value of beauty products and properties held for resale sold, net of discounts and sales returns, the appropriate proportion of contract revenue generated from the provision of beauty and clinical services and beauty courses, and the appropriate proportion of rental income based on the terms of the lease of investment properties.

	2009 HK\$'000 (Unaudited)	2008 HK\$'000 (Audited)
Revenue		
Beauty services and sale of beauty products	76,199	92,965
Clinical services	55,472	53,428
Tuition fees of beauty courses	–	861
Rental income from investment properties	532	597
Sale of properties held for resale	–	124,227
	132,203	272,078

	For the three months ended 31 October		For the twelve months ended 31 October	
	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000	2009 (Unaudited) HK\$'000	2008 (Audited) HK\$'000
Other revenue and gains				
Franchise fee income	95	294	235	569
Interest income	300	1,325	1,599	2,450
Gain on disposal of investment properties	–	–	–	30
Rental income from sublet of office premises	211	235	979	937
Dividend income from listed investments	202	222	889	611
Gain on securities investment	851	–	10,676	–
Net Surplus of sale proceeds over carrying amount of net assets in subsidiaries				
disposal of	–	68	–	683
Others	214	71	770	1,261
	1,873	2,215	15,148	6,541

3. Segment Information

(a) *Primary reporting format — business segments*
For the twelve months ended 31 October

	2009 (Unaudited)					
	Beauty services and sale of beauty products HK\$'000	Clinical services HK\$'000	Beauty courses HK\$'000	Property investment HK\$'000	Securities investment HK\$'000	Total HK\$'000
Segment revenue:						
Revenue from external customers	76,199	55,472	-	-	-	131,671
Other revenue	-	-	-	532	995	1,527
	<u>76,199</u>	<u>55,472</u>	<u>-</u>	<u>532</u>	<u>995</u>	<u>133,198</u>
Segment results	<u>(24,121)</u>	<u>195</u>	<u>-</u>	<u>1,382</u>	<u>11,671</u>	<u>(10,873)</u>
Unallocated income						3,476
Unallocated expenses						<u>(27,646)</u>
Operating loss						(35,043)
Finance costs						(526)
Share of results of associates						<u>(4)</u>
Loss before income tax						(35,573)
Income tax expense						<u>-</u>
Loss for the period						<u><u>(35,573)</u></u>

	2008 (Audited)					
	Beauty services and sale of beauty products HK\$'000	Clinical services HK\$'000	Beauty courses HK\$'000	Property investment HK\$'000	Securities investment HK\$'000	Total HK\$'000
Segment revenue:						
Revenue from external customers	92,965	53,428	861	124,824	-	272,078
Other revenue	-	-	-	30	1,576	1,606
	<u>92,965</u>	<u>53,428</u>	<u>861</u>	<u>124,854</u>	<u>1,576</u>	<u>273,684</u>
Segment results	<u>(31,209)</u>	<u>(9,921)</u>	<u>(1,176)</u>	<u>12,552</u>	<u>(34,227)</u>	<u>(63,981)</u>
Unallocated income						4,935
Unallocated expenses						<u>(21,928)</u>
Operating loss						(80,974)
Finance costs						(991)
Share of results of associates						<u>3,884</u>
Loss before income tax						(78,081)
Income tax credit						<u>360</u>
Loss for the period						<u><u>(77,721)</u></u>

(b) Secondary reporting format-geographical segment

	For the twelve months ended 31 October			
	2009		2008	
	(Unaudited)		(Audited)	(Unaudited)
	Contribution		Contribution	
	Segment Turnover HK\$'000	to operating loss HK\$'000	Segment Turnover HK\$'000	to operating loss HK\$'000
Hong Kong	97,007	28,614	236,618	72,793
China	19,653	6,927	20,006	5,936
Macau	15,543	32	15,454	(1,008)
	<u>132,203</u>	<u>35,573</u>	<u>272,078</u>	<u>77,721</u>

4. Loss before taxation

Loss before taxation is stated after crediting and charging the following:

	For the three months ended 31 October		For the twelve months ended 31 October	
	2009	2008	2009	2008
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Crediting:				
Other income	1,873	2,215	15,148	6,541
Charging:				
Cost of inventories sold (excluding provision for slowing-moving inventory for the period)	329	679	1,854	2,699
Auditors' remuneration	200	141	400	610
Depreciation	2,657	3,104	11,239	12,907
Operating lease charges in respect of land and buildings	4,073	4,388	16,352	16,847
Exchange Loss	43	86	128	192
Interest expenses on borrowings	203	234	526	991
	<u>203</u>	<u>234</u>	<u>526</u>	<u>991</u>

5. Taxation

Income tax has not been provided as the Group did not generate any assessable profits during the twelve months ended 31 October 2009 (2008: Tax credit of HK\$360,000).

6. Interim dividend

The directors do not recommend the payment of an interim dividend for the period (2008: HK\$Nil).

7. Earnings Per Share

(a) Basic

The calculation of basic loss per share for the three months and twelve months ended 31 October 2009 is based on the loss attributable to shareholders of approximately HK\$10,348,000 and HK\$35,573,000 respectively (loss for the three months and twelve months ended 31 October 2008: approximately HK\$53,797,000 and HK\$77,371,000 respectively) and the weighted average number of 127,512,918 ordinary shares in issue during the period (three months and twelve months ended 31 October 2008: 5,803,353 (restated) shares in issue).

(b) Diluted

Diluted loss per share for the quarter and twelve months ended 31 October 2009 was not presented because the impact of the exercise of the share options was anti-dilutive.

8. Fixed assets

	As at 31 October 2009 (Unaudited) HK\$'000	As at 31 October 2008 (Audited) HK\$'000
At beginning of the period	33,158	34,365
Additions	5,301	12,543
Disposals	(1,881)	(843)
Depreciation charge	(11,239)	(12,907)
	<u>25,339</u>	<u>33,158</u>

9. Trade Receivables

The ageing analysis of trade receivables is as follows:

	2009 (Unaudited) HK\$'000	2008 (Audited) HK\$'000
Neither past due nor impaired	5,414	9,282
Within three months past due	3,018	5,549
Over three months but within six months past due	3,317	4,348
Over six months but within one year past due	–	1,942
Over one year past due	–	–
	<u>11,749</u>	<u>21,121</u>

10. Trade Payables

	As at 31 October 2009 (Unaudited) HK\$'000	As at 31 October 2008 (Audited) HK\$'000
Within three months	572	190
Over three months but within six months	–	–
Over six months	–	–
	<u>572</u>	<u>190</u>

11. Issued capital

	2009 (Unaudited)		2008 (Audited)	
	No. of shares	HK\$'000	No. of shares	HK\$'000
<i>Authorised:</i>				
Ordinary shares of HK\$0.01 each	<u>30,000,000,000</u>	<u>300,000</u>	<u>6,000,000,000</u>	<u>300,000</u>
<i>Issued and fully paid:</i>				
Ordinary shares of HK\$0.01 each	<u>474,088,260</u>	<u>4,741</u>	<u>170,441,281</u>	<u>8,522</u>

12. Share option schemes

On 24 September 2001, the shareholders of the Company approved a share option scheme (the "Scheme") under which its board of directors may, at its discretion, offer full-time or part time employees and executive, non-executive and independent non-executive directors of the Company and/or any of its subsidiaries, options to subscribe for shares in the Company. The maximum number of shares in respect of which options may be granted under the Scheme shall not exceed 30% of the issued share capital of the Company. The subscription price will be determined by the Company's board of directors and will be the highest of (i) the nominal value of the shares, (ii) the quoted closing price of the Company's shares on the date of offer of the options, and (iii) the average of the quoted closing prices of the Company's shares on the five trading days immediately preceding the date of offer of the options.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options.

Share options and respective exercise prices are as follows for the reporting period presented:

Type of grantee	At 31 October 2008	Granted	Adjustments*	Exercised/ Cancelled/ Lapsed	At 31 October 2009	Date of grant	Exercise period of the share options	Exercise price per share HK\$
Employees								
- In aggregate	619,516	-	-	(619,516)	-	20-Jun-05	22/6/05 - 21/12/08	2.7295
- In aggregate	379,296	-	(303,437)	(75,859)	-	27-Feb-07	27/2/07 - 26/2/09	14.2375*
- In aggregate	1,399,180	-	(1,119,344)	(279,836)	-	27-Sep-07	27/9/07 - 26/9/09	6.5500*
- In aggregate	1,424,412	-	(1,139,530)	-	284,882	1-Feb-08	6/2/2008 - 5/2/2010	5.0000*
- In aggregate	<u>3,400,000</u>	-	<u>(2,719,985)</u>	<u>(400,019)</u>	<u>279,996</u>	5-May-08	5/5/2008 - 4/5/2010	1.4150*
	7,222,404	-	(5,282,296)	(1,375,230)	564,878			
Other eligible person								
- In aggregate	126,432	-	(101,146)	(25,286)	-	14-Mar-07	14/3/07 - 13/3/09	21.7550*
- In aggregate	<u>263,400</u>	-	<u>(210,720)</u>	<u>(52,680)</u>	-	4-Oct-07	17/10/07 - 16/10/09	6.6450*
	<u>7,612,236</u>	-	<u>(5,594,162)</u>	<u>(1,453,196)</u>	<u>564,878</u>			

* This reflects the adjusted exercise prices and number of share options which have been granted and are outstanding after the completion of share consolidation on 15 January 2009

No option was granted during the period ended 31 October 2009. 19 options were exercised and 1,453,177 options lapsed during the period ended 31 October 2009.

The fair values of options granted were determined using the Black-Scholes valuation model.

In total, HK\$1,223,000 of employee compensation expense has been included in the consolidated income statement for the period ended 31 October 2009 (2008: HK\$1,655,000), the corresponding amount of which has been credited to share option reserve. No liabilities were recognised due to share-based payment transactions.

13. Contingent liabilities

As at 31 October 2009, the Company has given corporate guarantees to third parties for securing a tenancy agreement, mortgage loans, and an advertising contract of subsidiary Companies.

As at 31 October 2009, the Group noted that a Generally Endorsed Writ was issued by one customer against a subsidiary for damages for personal injury, loss and damage arising out of the negligence and/or breach of duty in administering slimming programmes and/or medical treatment during the period from around mid-May 2004 to around mid-June 2004.

Apart from the above, the Group and the Company had no other material contingent liabilities as at 31 October 2009 and up to the date of approval of the unaudited condensed consolidated results of the Group for the twelve months ended 31 October 2009.

14. Commitments

(i) Operating lease commitments

As at 31 October 2009, the total future minimum lease payments under non-cancelable operating leases are payable as follows:

	As at 31 October 2009 (Unaudited) HK\$'000	As at 31 October 2008 (Audited) HK\$'000
Within one year	13,597	13,289
In the second to fifth years inclusive	11,453	11,036
	<u>25,050</u>	<u>24,325</u>

At 31 October 2009, the Group's total future minimum lease receipts under non-cancellable operating leases were receivable as follows:

	As at 31 October 2009 (Unaudited) HK\$'000	As at 31 October 2008 (Audited) HK\$'000
Within one year	1,035	592
In the second to fifth year, inclusive	345	433
	<u>1,380</u>	<u>1,025</u>

(ii) *Capital commitments contracted for*

The Group did not have any significant capital commitments at 31 October 2009.

15. Convertible notes

Convertible notes of the Group (the "Notes") were issued on 18 January 2008 (the "Issue Date"). The Notes were convertible into 45,454,545 ordinary shares of the Company at a price of HK\$0.22 (subject to the usual anti-dilution adjustments on capital structure changes) at the Issue Date with zero coupon and will be matured on 18 January 2010 ("Maturity Date"). The Notes are convertible into ordinary shares of the Company at any time between the Issue Date of the Notes and the Maturity Date. The noteholder may exercise up to the maximum principal amount of HK\$5,000,000 at the end of the twelve month from the Issue Date. The Notes may be redeemed at the option of the Company on any business day prior to the Maturity Date by giving not less than seven business days prior written notice to the noteholder. Unless previously converted or redeemed, the Company will redeem the Notes on Maturity Date.

During the year 2008, the Notes were issued to the Doctor in accordance with the Service Agreement to exchange for 5-year services to the Group. If the Doctor has converted the Notes into shares of the Company or the Company has redeemed the Notes before or at the Maturity Date but he terminates his services at anytime during 5 years after the Service Agreement becomes effective, he has to refund the principal amount of the Notes to the Group.

On 18 December 2008, the Company has requested for early redemption of half of the convertible notes of the Company, representing principal amount of HK\$5,000,000, for a consideration of HK\$5,000,000 from the noteholder and the noteholder has agreed for the early redemption. The redemption process was completed on 19 January 2009.

16. Comparative Figures

Certain comparative figures have been re-classified to conform with this year's presentation.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Turnover for the twelve months ended 31 October 2009 was approximately HK\$132 million, representing a decrease of approximately 51% when compared with the same period last year. Turnover in relation to sale of properties last year was approximately HK\$124 million. As the Group did not sell any properties during the period, a significant drop in turnover was therefore recorded. Loss attributable to equity holders of the Company for the period was approximately HK\$36 million.

Beauty Services and Sale of Beauty Products

Turnover for beauty services and sale of beauty products for the period was approximately HK\$76 million, representing a decrease of approximately 18% when compared with the same period last year.

The beauty industry was generally affected by the poor economy. Competitions within the industry are still keen. Our Tsuen Wan branch was closed down in December 2009 to cut costs. We are planning to reorganize the size and location of the beauty service centres upon expiry of the lease terms.

Clinical Services

Turnover from this segment during the period was approximately HK\$55 million, representing an increase of approximately 4% when compared with the same period last year.

Our Tsuen Wan medical centre was also closed in December 2009 in conjunction with Tsuen Wan beauty service centre.

Beauty Courses

There was no turnover recorded for this segment during the period under review.

Sale of properties held for resale

No turnover for this segment was recorded for the twelve months ended 31 October 2009.

Our investment properties have been providing steady rental income to the Group.

Investment in financial instruments and quoted shares

As a result of the recovery of the stock market, this segment generated gross profits of approximately HK\$12 million (including positive adjustments of the market price of financial instruments and securities on hand) during the twelve months ended 31 October 2009.

Outlook

Although Hong Kong is still under the influence of the financial turmoil, the Group is financially strong. We are confident that the Group's performance would improve when the global economy gradually recovers.

Acquisition of an associated company

On 2 November 2009, a fully-owned subsidiary of the Group acquired 40% interest in One Dollar Distribution Limited which principally engaged in the business of movies distribution in the territories of South-East Asia (mainly in Hong Kong and the Peoples' Republic of China), at a total consideration of HK\$6,000,000.

The Group views the acquisition as a step towards expansion into the business of movies distribution and diversification of investment in South-East Asia.

Future plans and prospects

The Group will continue to look for new business opportunities to broaden its business scope whenever conditions justify.

As at 31 October 2009, the Group is operating nine beauty services centres, eight medical centres in Macau, China, Hong Kong and one local warehouse.

Capital structure, liquidity and financial resources

By an Extraordinary General Meeting dated 14 January, 2009, 170,441,300 ordinary shares of HK\$0.05 each were consolidated on the basis of five to one and the nominal value of all the issued consolidated shares of the Company will reduce from HK\$0.25 each to HK\$0.01 each were approved. After completion of the share consolidation and capital re-organisation, the authorized share capital of the Company remains at HK\$300,000,000 but divided into 30,000,000,000 shares of HK\$0.01 each. Issued capital was reduced to HK\$340,883 divided into 34,088,260 shares of HK\$0.01 each.

On 31 March, 2009, 40,000,000 top-up placing and subscription at subscription price of HK\$0.09 per share were allotted. After the completion of the top-up placing, the issued capital of the Company was increased to HK\$740,883 divided into 74,088,260 shares of HK\$0.01 each.

On 31 July 2009, 100,000,000 placing shares at placing price of HK\$0.10 per share were allotted. After the completion of the placing, the issued capital of the Company was increased to HK\$1,740,883 divided into 174,088,260 shares of HK\$0.01 each.

On 8 September 2009, 300,000,000 placing shares at placing price of HK\$0.10 per share were allotted. After the completion of the placing, the issued capital of the Company was increased to HK\$4,740,883 divided into 474,088,260 shares of HK\$0.01 each.

The Group financed its operations by shareholders' equity, cash generated from operations, and borrowings.

As at 31 October, 2009, the Group's current assets and current liabilities were approximately HK\$218 million (31 October, 2008: HK\$127 million) and HK\$114 million (31 October, 2008: HK\$31 million) respectively. Non-current liabilities were approximately HK\$9 million (31 October, 2008: HK\$13 million). Cash and cash equivalents amounted to approximately HK\$54 million. (31 October, 2008: HK\$46 million)

As at 31 October, 2009, the Group's total borrowings amounted to approximately HK\$100 million. (31 October, 2008: HK\$12 million)

Charges on Group Asset

As at 31 October, 2009, the Group's borrowings – mainly IPO-margin loan (short term, unsecured and at interest rate of 1.35% p.a.) and bank loans which were secured by the charges over the Group's entire investment properties and corporate guarantees executed by the Company. The Group's entire bank loans are denominated in Hong Kong Dollars, bearing floating interest rate of 2.45% per annum at 31 October, 2009.

Hedging

Since most of the transactions of the Group are denominated in Hong Kong dollars, no hedging or other arrangements to reduce the currency risk have been implemented.

Gearing ratio

As at 31 October 2009, the Group's gearing ratio, expressed as a percentage of total borrowings, (comprising IPO-margin loan, bank loans and amount due to minority interests) over total assets, was approximately 36%.

Future plans for material investments or capital assets

As at 31 October 2009, the Group had no future plans for material investments or capital assets.

Interim dividend

The Board does not recommend the payment of an interim dividend for the twelve months ended 31 October 2009.

Contingent liabilities

Details of the contingent liabilities are set out in note 13.

Employees

As at 31 October 2009, the Group employed 335 employees in Hong Kong, Macau and China. The Company's remuneration packages are generally structured with reference to market terms and individual merit.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

(i) Interests and short positions of the Directors or chief executives in the Shares, underlying shares and debentures of the Company and its associated corporations

As at 31 October 2009, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange were as follows:

(a) Interests in Shares

Long positions

Name	Capacity	Personal Interests	Family Interests	Corporate Interests	Other Interests	Total	Approximate percentage to the issued share capital of the Company as at 31 October 2009
Ms. Siu York Chee	Beneficiary owner and family interests	81,286	286	-	1,541,116 (Notes 1 and 2)	1,622,688	0.34%
Mr. Leung Kwok Kui	Beneficiary owner and family interests	286	1,622,402 (Note 3)	-	-	1,622,688	0.34%

Notes:

1. Heavenly Blaze Limited is beneficially owned as to (i) 46% by Mr. Shiu Stephen Junior, nephew of Ms. Siu York Chee (being the executive Directors); (ii) 34% by Mr. Shiu Yeuk Yuen, younger brother of Ms. Siu York Chee, and Ms. Siu York Chee together hold on behalf of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound, nieces of Ms. Siu York Chee; (iii) 16% by Ms. Shiu Ting Yan, Denise, niece of Ms. Siu York Chee; (iv) 1% by Mr. Cheng Jut Si; and (v) 3% by One Dollar Productions Limited which is beneficially owned as to 25% by Mr. Shiu Stephen Junior; and 75% by Ms. Hau Lai Mei, the step-mother of Mr. Shiu Stephen Junior.
2. Ms. Siu York Chee and Mr. Shiu Yeuk Yuen are the trustees of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound.
3. Mr. Leung Kwok Kui, the executive Director, is the spouse of Ms. Siu York Chee.

(b) Interests in convertible loan notes

Name	Type of interests	Number of underlying Shares held	Approximate percentage of the underlying Shares to the issued share capital of the Company as at 31 October 2009
Mr. Ho Wai Sun (<i>Note</i>)	Personal	909,090	0.19%

Note: Mr. Ho was issued with convertible loan notes on 18 January 2008 with a principal amount of HK\$10,000,000 at an adjusted conversion price of HK\$5.50 per Share (the "Convertible Notes"). On 18 December 2008, the Company has requested for early redemption of half of the convertible notes of the Company, representing principal amount of HK\$5,000,000, for a consideration of HK\$5,000,000 from the noteholder and the noteholder has agreed for the early redemption. The redemption process was completed on 19 January 2009. As at 31 October 2009, HK\$5,000,000 of the Convertible Notes remain outstanding. Upon full conversion of the Convertible Notes, a maximum of 909,090 Shares will be issued to Mr. Ho. The Company has 474,088,260 Shares in issue as at 31 October 2009.

(c) Interests in shares option

Name	Type of interests	Outstanding shares option as at 31 October 2009	Approximate percentage of the underlying Shares to the issued share capital of the Company as at 31 October 2009
Mr. Ho Wai Sun (<i>Note</i>)	Personal	284,882	0.06%

Note: Mr. Ho was issued with the shares option on 1 February 2008 at an adjusted subscription price of HK\$5.00 per Share.

Save as disclosed above, as at 31 October 2009, none of the Directors or chief executive of the Company had any interests or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which he/ she was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(ii) Interests and short positions of substantial Shareholders in the Shares, underlying shares and debentures of the Company and its associated corporations

Interests in the Shares and underlying shares

Long positions

Name	Capacity	Personal Interests	Family Interests	Corporate Interests	Other Interests	Total	Approximate percentage to the issued share capital of the Company as at 31 October 2009
Mr. Shiu Yeuk Yuen	Beneficiary owner, Interested held by controlled corporation and family interests	34,520,000	43,735,340 (note 1)	-	1,541,116 (note 2)	79,796,456	16.83%
Ms. Hau Lai Mei	Beneficiary owner and family interests	43,735,340	36,061,116 (note 1)	-	-	79,796,456	16.83%
Shikumen Special Situations Fund	Beneficiary owner	-	-	48,220,000 (note 3)	-	48,220,000	10.17%

Notes:

1. Ms. Hau Lai Mei is the spouse of Mr. Shiu Yeuk Yuen.
2. Ms. Siu York Chee and Mr. Shiu Yeuk Yuen are the trustees of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound.
3. Shikumen Special Situations Fund is independent of the Company and its connected persons.

Save as disclosed above, as at 31 October 2009, the Directors were not aware of any other person who had an interests or short position in the Shares or underlying Shares or debentures of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

COMPETING INTEREST

None of the Directors or the management shareholders (as defined in the GEM Listing Rules) of the Company has an interest in a business, which competes or may compete with the business of the Group.

Securities transactions by directors

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 (the “Required Standard of Dealings”) of the GEM Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Required Standard of Dealings throughout the quarter ended 31 October 2009.

APPOINTMENT OF PROFESSIONAL ADVISER AND COMPLIANCE ADVISER

Reference is made to the press release published by the GEM Listing Committee of the Stock Exchange to the Company on 19 January 2009 regarding the breaches of the GEM Listing Rules by the Company.

The Company has admitted breaching Rules 17.56, 19.34, 19.37, 19.38 and 19.40 of the GEM Listing Rules. Accordingly, against the facts and circumstances outlined and the admitted breaches, the Stock Exchange criticised the Company for its breaches of Rules 17.56, 19.34, 19.37, 19.38 and 19.40 of the GEM Listing Rules.

The Stock Exchange, having regard to the compliance history of the Company and the number and frequency of further breaches, (i) directs that the Company appoint a professional adviser to conduct a thorough review of and make recommendations to improve the Company’s internal control and compliance systems to ensure the Company’s GEM Listing Rules compliance including in particular the internal controls for compliance with Chapter 19 of the GEM Listing Rules; and (ii) directs the Company to appoint a compliance adviser for consultation on compliance matters including the GEM Listing Rules compliance and corporate governance matters on an ongoing basis for a duration of two years.

In this regard, the board of directors of the Company has appointed Guangdong Securities Limited as its professional adviser and compliance adviser for a term of two years with effect from 16 February 2009 to 15 February 2011.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

As updated and notified by the Company's compliance adviser, Guangdong Securities Limited (the "Compliance Adviser"), none of the Compliance Adviser, or its directors, employees or associates (as defined under the GEM Listing Rules) had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) as at 31 October 2009 pursuant to Rule 6A.32 of the GEM Listing Rules.

Pursuant to an agreement dated 10 February 2009 entered into between the Company and the Compliance Adviser, the Compliance Adviser will receive a fee for acting as the Company's compliance adviser for the period from 16 February 2009 to 15 February 2011 or until the agreement is terminated in accordance with the terms and conditions set out therein.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices (the Code) contained in Appendix 15 of the GEM Listing Rules throughout the Period, save for the deviations discussed below.

Chairperson and Chief Executive Officer

Code Provision A.2.1 stipulates that the roles of Chairperson and Chief Executive Officer should be separated and should not be performed by the same individual.

Ms. Siu York Chee, Doreen is the Chairperson and Chief Executive Officer of the Company. In view of the scale of operations of the Company and the fact that daily operations of the Group's business is delegated to the senior executives and department heads, the Board considers that vesting the roles of both Chairperson and Chief Executive Officer in the same person will not impair the balance of power and authority between the Board and the management of the Company. The Board also believes that the current structure provides the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. It is in the best interest of the Group to maintain the current practice for continuous efficient operations and development of the Group.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference based on the guidelines recommended by the Hong Kong Institute of Certified Public Accountants.

The audit committee (the “Committee”) comprises three independent non-executive Directors, namely Mr. Hung Anckes Yau Keung, Dr. Siu Yim Kwan, Sidney and Mr. Tsui Pui Hung, Walter. Mr. Hung Anckes Yau Keung is also the chairman of the audit committee of the board of Directors. The primary duties of the Committee are to review the Company’s annual report and accounts, half-year report, quarterly reports and monthly reports and to provide advice and comments thereon to the board of Directors. The Committee is also responsible for reviewing and monitoring the Company’s internal control procedures. The Committee has reviewed the draft of this report and has provided advice and comments thereon.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

None of the members of The Group purchased, sold or redeemed any of The Group’s listed securities during the period from 1 November 2008 to 31 October 2009.

COMPETING INTERESTS

None of the Directors or the management shareholders (as defined in the GEM Listing Rules) of the Company has an interest in a business which competes or may compete with the business of The Group.

LIST OF DIRECTORS

Ms. Siu York Chee, Doreen	–	Executive Director
Mr. Leung Kwok Kui	–	Executive Director
Ms. Leung Ge Yau	–	Executive Director
Mr. Hung Anckes Yau Keung	–	Independent Non-Executive Director
Dr. Siu Yim Kwan, Sidney	–	Independent Non-Executive Director
Mr. Tsui Pui Hung, Walter	–	Independent Non-Executive Director

By order of the Board
B.A.L. Holdings Limited
Siu York Chee
Chairperson

Hong Kong, 10 December 2009

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least seven days from the day of its posting.