



VISION TECH INTERNATIONAL HOLDINGS LIMITED

金科數碼國際控股有限公司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 922)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2008

The Board of the Company announce the unaudited condensed consolidated results of the Group for the six months ended 30 September 2008 together with the comparative figures as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

	Note	Six months ended 30 September	
		2008 HKD'000 Unaudited	2007 HKD'000 Unaudited
Turnover	3	296,365	120,183
Cost of sales		(288,745)	(115,974)
Gross profit		7,620	4,209
Other revenue	4	6,819	60
Administrative expenses		(12,198)	(3,004)
Profit from operations	5	2,241	1,265
Finance cost		—	(814)
Profit before income tax		2,241	451
Taxation	6	(1,594)	(523)
Profit/(Loss) attributable to the Shareholders		647	(72)
Earnings/(Losses) per share for profit/(loss) attributable to Shareholders- basic and diluted (Cents)	7	0.05	(0.02)

CONDENSED CONSOLIDATED BALANCE SHEET

		30 September 2008 HKD'000 Unaudited	31 March 2008 HKD'000 Audited
	Note		
NON-CURRENT ASSETS			
Property, plant and equipment	9	3,307	—
Rental and utility deposits		716	702
		<u>4,023</u>	<u>702</u>
CURRENT ASSETS			
Trade receivables	10	78,316	22,863
Prepayments, deposits and other receivables		7,031	8,998
Short term bank deposits		4,002	—
Cash and cash equivalents		29,664	102,660
		<u>119,013</u>	<u>134,521</u>
CURRENT LIABILITIES			
Trade payables	11	7,338	20,401
Other payables and accruals		2,770	1,653
Deposits received		77	1,062
Tax provision		2,782	1,188
Amount due to a related company		—	1,023
		<u>12,967</u>	<u>25,327</u>
NET CURRENT ASSETS		<u>106,046</u>	<u>109,194</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		110,069	109,896
NON-CURRENT LIABILITIES			
Amount due to ultimate holding company		6,236	7,820
NET ASSETS		<u>103,833</u>	<u>102,076</u>
EQUITY			
Share capital	12	129,496	129,496
Reserves		(25,663)	(27,420)
TOTAL EQUITY		<u>103,833</u>	<u>102,076</u>

Notes:

1. BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 September 2008 has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 – Interim Financial Reporting issued by the HKICPA. The interim condensed financial report should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2008, which have been prepared in accordance with the HKFRS.

2. ACCOUNTING POLICIES

The accounting policies adopted are consistent with those described in the consolidated financial statements of the Group for the year ended 31 March 2008.

3. SEGMENT INFORMATION

The Group is principally engaged in the trading of consumer electronic appliances and scrap metals. Turnover represents total invoiced value of goods supplied to customers after deduction of returns and trade discounts.

The Group is organised into two main business segments: Electronic and Metal Trading. There are no significant sales or other transactions between these two segments.

The segment information of the Group for the six months ended 30 September 2008 and 2007 are as follows:

Business segments

	30 September							
	2008				2007			
	Electronic	Metal	Unallocated	Group	Electronic	Metal	Unallocated	Group
	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
Revenue	150,414	145,951	—	296,365	120,183	—	—	120,183
Segment results	3,417	8,780	(9,956)	2,241	4,209	—	(2,944)	1,265
Finance cost				—				(814)
Taxation				(1,594)				(523)
Profit for the period/(loss)				647				(72)
Other segment information:								
Depreciation	—	—	212	212	—	—	119	119
Segment assets, liabilities and capital expenditures:								
Assets	24,681	62,107	36,248	123,036	83,840	—	514	84,354
Liabilities	9,393	8,603	1,207	19,203	80,736	—	19,989	100,725
Capital expenditures	—	—	3,604	3,604	17	—	—	17

4. OTHER REVENUE

	Six months ended 30 September	
	2008	2007
	HKD'000	HKD'000
	Unaudited	Unaudited
Gain on future contracts	6,799	—
Interest income	20	—
Others	—	60
	<u>6,819</u>	<u>60</u>

5. PROFIT FROM OPERATIONS

	Six months ended 30 September	
	2008	2007
	HKD'000	HKD'000
	Unaudited	Unaudited
Profit from operations is stated after charging the following:		
Cost of inventories sold	288,745	115,974
Depreciation	212	119
Loss on disposal of property, plant and equipment	85	—
Staff costs including directors' emoluments	3,881	625
Share-based payment	1,110	—
Bad debts written-off	476	—
	<u>294,509</u>	<u>116,718</u>

6. TAXATION

The Company was incorporated in Bermuda as an exempted company with limited liability and is exempted from payment of the Bermuda income tax.

Hong Kong profits tax is calculated based on the effective tax rate on assessable profit of the Group's companies.

7. EARNINGS/(LOSSES) PER SHARE

The calculation of basic earnings per share for the six months ended 30 September 2008 is based on the profit attributable to the Shareholders of approximately HKD647,000 and on the weighted average number of 1,294,962,600 ordinary shares in issue during the period.

The calculation of basic losses per share for the six months ended 30 September 2007 is based on the loss attributable to the Shareholders of approximately HKD72,000 and on the weighted average number of 364,600,000 shares in issue during the period.

Diluted earnings/(losses) per share is the same as basic earnings/(losses) per shares because there were no dilutive potential shares for the six months ended 30 September 2008 and 2007.

8. DIVIDEND

No interim dividend was recommended by the Board for the six months ended 30 September 2008 (2008: Nil).

9. PROPERTY, PLANT AND EQUIPMENT

	Office furniture HKD'000 Unaudited	Office equipment HKD'000 Unaudited	Office decoration HKD'000 Unaudited	Motor Vehicles HKD'000 Unaudited	Total HKD'000 Unaudited
Six months ended 30 September 2007					
Opening net book amount at 1 April 2007	1	53	899	—	953
Additions	—	—	17	—	17
Depreciation	—	(7)	(112)	—	(119)
	<u>1</u>	<u>46</u>	<u>804</u>	<u>—</u>	<u>851</u>
Closing net book amount at 30 September 2007					
	<u>1</u>	<u>46</u>	<u>804</u>	<u>—</u>	<u>851</u>
Six months ended 30 September 2008					
Opening net book amount at 1 April 2008	—	—	—	—	—
Additions	488	408	1,269	1,439	3,604
Depreciation	(30)	(33)	(100)	(49)	(212)
Disposals	(85)	—	—	—	(85)
	<u>373</u>	<u>375</u>	<u>1,169</u>	<u>1,390</u>	<u>3,307</u>
Closing net book amount at 30 September 2008					
	<u>373</u>	<u>375</u>	<u>1,169</u>	<u>1,390</u>	<u>3,307</u>

10. TRADE RECEIVABLES

The aging analysis of trade receivables is as follows:

	30 September 2008 HKD'000 Unaudited	31 March 2008 HKD'000 audited
Within 60 days	67,048	22,863
61-90 days	11,268	—
	<u>78,316</u>	<u>22,863</u>

11. TRADE PAYABLES

The aging analysis of trade payables is as follows:-

	30 September 2008 HKD'000 Unaudited	31 March 2008 HKD'000 audited
Within 60 days	7,338	20,401
	<u>7,338</u>	<u>20,401</u>

12. SHARE CAPITAL

	Number of authorised shares '000 Unaudited	Number of issued and fully paid shares '000 Unaudited	Amount HKD'000 Unaudited
As at 30 September 2008 and 31 March 2008	2,000,000	1,294,963	129,496

13. CONTINGENT LIABILITIES

As at 30 September 2008, the Group had no material contingent liabilities.

14. RELATED PARTY TRANSACTIONS

	Six months ended 30 September	
	2008 HKD'000 Unaudited	2007 HKD'000 Unaudited
Rental expenses paid to a related company	—	191
Interest payable to a director	—	814
Salaries and allowances of key management:		
Salaries and allowances	1,005	170
Pension cost - defined contribution plan	6	—
Share options granted	735	—

Key management are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including directors and executive officers.

OPERATION AND FINANCIAL REVIEW

MARKET OUTLOOK

The recent financial tsunami originated from the sub-prime mortgage crisis in the United States of America brought to a severe downturn in the world wide economy which affects both corporate and individuals.

On corporate level, the financial instability and collapse of giant businesses and banks led to crisis on creditability. Business activities were slowed down and the commodity prices (e.g. crude oil, copper) dropped.

On individual level, fear of job loss of employees led to the reduction of personal spending. The demand of consumer products was lowered.

In view of the above, the activities of the Group was affected which is explained (together with the methods to counteract the downturn) in the following sections.

REVIEW ON THE OPERATION OF THE GROUP

Turnover and gross profit

The Group operated two business segments in the first half of the financial year 2009: the Electronic segment and the Metal Trading segment with business commenced in March 2008. Set out below the turnover and gross profit analysis of these two segments with that of the first half of the financial year 2008 as comparative:

	Six months ended 30 September								
	2008			2007			Change		
	Metal			Metal			Metal		
	Electronic	Trading	Group	Electronic	Trading	Group	Electronic	Trading	Group
	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	%	%	%
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited			
Turnover	150,414	145,951	296,365	120,183	0	120,183	25.15	100.00	147
Gross profit	4,563	3,057	7,620	4,209	0	4,209	8.41	100.00	81
Gross profit ratio	3.03%	2.10%	2.57%	3.50%	0.00%	3.50%	(0.47) pts	2.10pts	(0.93) pts

The significant increase in the turnover and gross profits of the Group is mainly due to the full operation of the Metal Trading in the first half of the financial year 2009.

Profit attributable to shareholders

	Six months ended 30 September		
	2008	2007	Change
	HKD'000	HKD'000	%
	Unaudited	Unaudited	
Profit attributable to shareholders	<u>647</u>	<u>(72)</u>	<u>999</u>

With the increase in turnover and gross profit of Electronic segment and the full period operation of the Metal Trading segment, the Group turned into profits for the first half of the financial year 2009 when comparing with that of the financial year 2008.

In addition to the mentioned two business segments, the investment division of the Group kept on exploring merger and acquisition opportunities in order to enlarge the business which in turn will improve the revenue and profits of the Group.

Details of the above business segments are analysed in the sections below.

ELECTRONIC SEGMENT

Same as that of the financial year 2008, the Electronic segment of the Group is engaged in the export trading of consumer electronic appliances which is mainly audio-visual products (e.g. colour TV, portable DVD players, car DVD players, home theater system and MP4). The major customers were located in the Middle East, America, Africa and South East Asia. As most of the customers were located in the developing countries, the demand on the low cost audio-visual products was high which explain the increase in sale volume of the Group for the first half of the financial year 2009 when comparing with that of the financial year 2008.

Set out below the gross profit ratio comparison of Electronic segment for the financial year 2008 and first half of the financial year 2009:

	Six months ended		Year ended
	30 September		31 March
	2008	2007	2008
Gross profit ratio	<u>3.0%</u>	<u>3.5%</u>	<u>3.5%</u>

The gross profit ratio of the Group for the first half of the financial year 2009 was lowered by approximately 0.5% when comparing with that of the financial year 2008. The decrease is mainly due to the decrease in selling prices/increase in cost of products.

Although the turnover of the Electronic segment increased for the first half of the financial year 2009 from that of the financial year 2008, sales in the late of the first half of the financial year 2009 was slowed down due to the economic downturn as mentioned in the previous section.

METAL TRADING SEGMENT

The Metal Trading of the Group commenced its operation in scrap metal trading since March 2008. The Group is mainly trading in scrap copper during the first half of the financial year 2009.

As mentioned in previous section, the financial tsunami affected the commodity prices. The chart below presents the price of grade A copper future quoted on the LME which shown a downward trend since July 2008. The price of 3-months grade A copper future quoted on the LME was even dropped to approximately USD3,700 per tonne in late November 2008.



LME 3-months future price of grade A copper (extracted from LME). X-axis represents USD per tonne of grade A copper.

The drop in prices of copper narrowed down the profit margin of the Metal Trading in the first half of the financial year 2009. To counteract the risk of price fluctuation, the Group acquired copper future as hedging tool. During the first half of the financial year 2009, the gain on copper future hedging was approximately HKD6.8 million. The copper future was squared out before 30 September 2008 and there is no outstanding copper future up to the date of this report.

OTHER FINANCIAL INFORMATION

Administrative expenses

The administrative expenses for the first half of the financial year 2009 was approximately HKD12 million which represents an increase of HKD9 million from that of the financial year 2008. After the resumption of listing of the Company in March 2008, the increase in operation of the Group and the charge of approximately HKD1.1 million non-cash share-based payment on granting of share options led to the increase in administrative expenses.

OUTLOOK

Looking forward, the effect of financial tsunami is expected to continue in the second half of the financial year 2009. Hence, the commodity prices may keep in low level and the personal spending may continue to reduce. The management of the Company is considering various methods to overcome the difficulties.

The Directors considered that it is the right track for the Electronic segment to focus on market of developing countries. With the world wide economic downturn, the Group is trying to explore the business opportunities in European countries.

As mentioned in previous section, the drop in copper price slowed down the sales of the scrap copper after 30 September 2008. To counteract the drop in copper price and the slow-down in sales, the Group, at present, adopted the indent sales method in order to reduce the piling up of inventories and tiding up of working capital. In addition, the Group grants a longer credit period to customers in return for better selling prices.

Moving forward, the Electronic and Metal Trading will continue their operations as mentioned above. The Group will also continue to identify potential projects for merger and acquisition in order to enhance the value of the Group.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2008, the Group's short term bank deposits and cash and cash equivalents was approximately HKD34 million (2008: HKD103 million). Except the non-current liabilities of approximately HKD6 million (2008: HKD8 million) due to EPL, the Group did not have any short term or long term bank borrowings.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group has no material acquisitions or disposal of subsidiaries or associated companies for the six months ended 30 September 2008.

EMPLOYEES

As at 30 September 2008, the Group had a total of 17 employee. The Group regularly reviews remuneration and benefits of employees according to the relevant market practice and individual performance of the employees. In addition to basic salary, employees are entitled to other benefits such as share option scheme, of which the Directors may, at their discretion, grant options to employees of the Group. The remuneration policies of the group's employees are subject to review regularly. Total staff cost (including Directors' fees) for the six months ended 30 September 2008 amounted to approximately HKD3.9 million (2008: HKD0.6 million).

CHARGES ON ASSETS

As at 30 September 2008, deposit of HKD4 million (2008: Nil) was pledged to a bank to secure general banking facilities of the Group.

FOREIGN EXCHANGE EXPOSURE

During the six months ended 30 September 2008, most of the revenue and operating costs of the Group were denominated in either HKD or USD. As HKD is pegged with USD, the Directors consider that there is no significant foreign exchange exposure.

GEARING RATIO

As at 30 September 2008, the gearing ratio of the Group was 16% (2008:25%). The gearing ratio is calculated based on the total liabilities of the Group divided by total assets of the Group.

DERIVATIVES

Save as disclosed in previous section about the copper future, the Group had neither transacted other derivatives for the six months ended 30 September 2008 nor open position in other derivatives as at 30 September 2008.

OTHER INFORMATION

CORPORATE GOVERNANCE

The Company has complied with the Code throughout the six months ended 30 September 2008 except the following:

1. The roles of the chairman of the Board and the chief executive officer are not separate and are performed by the same individual. The Board considered it is not practicable at the moment to separate the two roles in view of special situation and status of the Company. The Company will continue to review the feasibility of separating the two roles to enhance corporate governance and to comply with the Code;
2. All the independent non-executive directors are not appointed for specific term but are subject to rotation at annual general meeting of the Company in accordance with the provisions of the Company's Bye-laws.

The audit committee of the Company has reviewed the Group's unaudited interim condensed financial statements for the six months ended 30 September 2008.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code. Having made specific enquiry of all Directors, the Directors have complied with the Model Code throughout the six months ended 30 September 2008.

PURCHASE, REDEMPTION OR SALE OF SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2008.

By Order of the Board
Vision Tech International Holdings Limited
Cheng Hairong
Chairman

Hong Kong, 12 December 2008

As at the date of this announcement, the Board comprises two executive directors, namely, Mr. Cheng Hairong and Mr. Chu Kwok Chi Robert; one non-executive director, namely Mrs. Pei Chen Chi Kuen Delia; and three independent non-executive directors, namely, Mr. Devidas Harilela, Mr. Chan Chung Yin Victor and Mr. Ma Kwai Yuen Terence.

* *For identification purpose only*

GLOSSARY

Board	the board of Directors
Code	Code on Corporate Governance Practice as set out in Appendix 14 of the Listing Rules
Company	Vision Tech International Holdings Limited
Director(s)	the director(s) of the Company
EPI	the ultimate holding company of the Company
Group	the Company and its subsidiaries
Electronic	a business segment of the Group which is engaged in the trading and distribution of consumer electronic appliances
HKFRS	the Hong Kong Financial Reporting Standards
Hong Kong	the Hong Kong Special Administrative Region of the PRC
HKICPA	the Hong Kong Institute of Certified Public Accountants
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
LME	London Metal Exchange, a market which offers futures and options contracts for non-ferrous metals including copper
Metal Trading	a business segment of the Group which is engaged in the trading of non-ferrous metals
Model Code	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules
PRC	the People's Republic of China, which for the purpose of this report exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
SFO	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Share(s)	share(s) in the share capital of the Company
Shareholder(s)	holder(s) of the Share(s)
1999 Share Option Scheme	the share option scheme adopted and terminated by the Company on 2 December 1999 and 18 July 2008 respectively
2008 Share Option Scheme	the share option scheme adopted by the Company on 18 July 2008
HKD	Hong Kong dollars, the lawful currency of Hong Kong
USD	United States dollars, the lawful currency of United States of America
%	per cent