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WAI KEE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 610)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31ST DECEMBER, 2009

Financial Performance Highlights

Group revenue and share of revenue of jointly controlled entities	HK\$1,057 million
Profit attributable to owners of the Company	HK\$316 million
Basic earnings per share	HK39.82 cents
Final dividend per share	HK8 cents
Equity attributable to owners of the Company per share	HK\$4.94

RESULTS

The board of directors (the “Board”) of Wai Kee Holdings Limited (the “Company”) announces the audited results of the Company and its subsidiaries (the “Group”) for the year ended 31st December, 2009 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31st December, 2009

		2009	2008
	Notes	HK\$'000	(Restated) HK\$'000
Continuing operations			
Group revenue	2	844,313	786,928
Cost of sales		(756,649)	(807,103)
Gross profit (loss)		87,664	(20,175)
Other income	4	15,753	57,533
Investment income, gains and losses	5	27,375	(56,136)
Selling and distribution costs		(654)	(634)
Administrative expenses		(109,484)	(119,797)
Change in fair value of structured borrowing		15,196	(11,251)
Finance costs	6	(7,976)	(13,475)
Loss on deemed disposal of partial interest in an associate		(520)	(105)
Discount on deemed acquisition of additional interest in an associate		-	48,810
Share of results of associates		280,586	230,743
Share of results of jointly controlled entities		37,869	26,572
Profit before tax	7	345,809	142,085
Income tax (expense) credit	8	(4,182)	113
Profit for the year from continuing operations		341,627	142,198
Discontinued operation			
Profit (loss) for the period/year from discontinued operation	9	5,293	(24,065)
Profit for the year		346,920	118,133
Other comprehensive income			
Exchange difference arising on translation of foreign operations		(563)	13,761
Reclassification adjustment for translation reserve upon disposal of interests in subsidiaries		(7,380)	-
Reclassification adjustment for translation reserve upon disposal of a jointly controlled entity		-	(1,254)
Share of other comprehensive income of associates		24,131	203,358
Other comprehensive income for the year		16,188	215,865
Total comprehensive income for the year		363,108	333,998

		2009	2008
	<i>Notes</i>	<i>HK\$'000</i>	(Restated) <i>HK\$'000</i>
Profit for the year attributable to:			
Owners of the Company		315,821	161,392
Minority interests		31,099	(43,259)
		<u>346,920</u>	<u>118,133</u>
Total comprehensive income for the year attributable to:			
Owners of the Company		332,267	375,307
Minority interests		30,841	(41,309)
		<u>363,108</u>	<u>333,998</u>
		<i>HK cents</i>	<i>HK cents</i>
Earnings per share	<i>11</i>		
<i>From continuing and discontinued operations</i>			
- Basic		<u>39.82</u>	<u>20.35</u>
- Diluted		<u>N/A</u>	<u>20.32</u>
<i>From continuing operations</i>			
- Basic		<u>39.15</u>	<u>23.38</u>
- Diluted		<u>N/A</u>	<u>23.35</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31st December, 2009

		2009	2008
			(Restated)
	Notes	HK\$'000	HK\$'000
Non-current assets			
Property, plant and equipment		27,074	35,133
Prepaid lease payments on land use rights		-	5,761
Intangible assets		32,858	32,858
Goodwill		29,838	29,838
Interests in associates		3,869,244	3,677,758
Interests in jointly controlled entities		87,479	62,946
Available-for-sale investments		-	-
Prepaid royalties		142	979
Loan and other receivables		1,017	3,408
Other financial assets		51,520	47,505
		<u>4,099,172</u>	<u>3,896,186</u>
Current assets			
Prepaid lease payments on land use rights		-	134
Prepaid royalties		1,567	2,337
Inventories		5,513	18,563
Amounts due from customers for contract work		99,057	151,821
Debtors, deposits and prepayments	12	218,823	254,810
Amounts due from associates		6,766	7,182
Amounts due from jointly controlled entities		5,211	21,889
Tax recoverable		-	1,239
Held-for-trading investments		43,975	28,566
Pledged bank deposits		1,815	1,013
Bank balances and cash		33,107	61,707
		<u>415,834</u>	<u>549,261</u>
Current liabilities			
Amounts due to customers for contract work		35,358	75,867
Creditors and accrued charges	13	280,136	323,368
Amounts due to jointly controlled entities		16,745	14,270
Amounts due to associates		7,738	6,632
Amount due to a related company		611	546
Amounts due to minority shareholders		3,359	3,359
Tax liabilities		2,304	1,179
Loans from a director		10,000	10,000
Other borrowings - due within one year		41	11,005
Bank loans - due within one year		58,798	240,273
Structured borrowing - due within one year		12,480	12,480
Bank overdrafts, secured		-	4,749
		<u>427,570</u>	<u>703,728</u>
Net current liabilities		<u>(11,736)</u>	<u>(154,467)</u>
Total assets less current liabilities		<u>4,087,436</u>	<u>3,741,719</u>

	2009	2008
		(Restated)
<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current liabilities		
Deferred tax liabilities	5,750	5,750
Obligations in excess of interest in associates	18,744	20,453
Loans from minority shareholders	3,185	1,460
Amount due to an associate	8,961	9,800
Amount due to a jointly controlled entity	4,067	4,067
Other borrowings – due after one year	74	115
Bank loans – due after one year	45,304	36,480
Structured borrowing	12,865	40,541
	<u>98,950</u>	<u>118,666</u>
Total net assets	<u><u>3,988,486</u></u>	<u><u>3,623,053</u></u>
Capital and reserves		
Share capital	79,312	79,312
Share premium and reserves	3,841,356	3,506,764
	<u>3,920,668</u>	<u>3,586,076</u>
Equity attributable to owners of the Company		
Minority interests	67,818	36,977
	<u>67,818</u>	<u>36,977</u>
Total equity	<u><u>3,988,486</u></u>	<u><u>3,623,053</u></u>

Notes:

1. Application of New and Revised Hong Kong Financial Reporting Standards (“HKFRSs”)

In the current year, the Group has applied the following new and revised standards, amendments and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

HKAS 1 (Revised 2007)	Presentation of Financial Statements
HKAS 23 (Revised 2007)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC) – Int 9 & HKAS 39 (Amendments)	Embedded Derivatives
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK(IFRIC) – Int 18	Transfer of Assets from Customers
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1st July, 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39 and the amendment to HKFRS 8

The adoption of these new and revised HKFRSs had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods except for the impact as described below.

HKAS 1 (Revised 2007) “Presentation of Financial Statements”

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the consolidated financial statements) and changes in the format and content of the consolidated financial statements.

HKFRS 8 “Operating Segments”

HKFRS 8 is a disclosure standard that has resulted in a redesignation of the Group’s reportable segments (see note 3).

The Group has early adopted amendment to HKFRS 8 as part of the improvements to HKFRSs issued 2009. The amendment clarifies that an entity shall report a measure of total assets for each reportable segment if such amounts are regularly provided to the chief operating decision maker.

Improving Disclosures about Financial Instruments (Amendments to HKFRS 7 “Financial Instruments: Disclosures”)

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The amendments also expand and amend the disclosures required in relation to liquidity risk. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

The Group has not early adopted the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of Improvements to HKFRSs issued in 2008 ¹
HKFRSs (Amendments)	Improvements to HKFRSs 2009 except for the amendment to HKFRS 8 ²
HKAS 24 (Revised 2009)	Related Party Disclosures ⁵
HKAS 27 (Revised 2008)	Consolidated and Separate Financial Statements ¹
HKAS 32 (Amendment)	Classification of Rights Issues ⁴
HKAS 39 (Amendment)	Eligible Hedged Items ¹
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters ³
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters ⁶
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions ³
HKFRS 3 (Revised)	Business Combinations ¹
HKFRS 9	Financial Instruments ⁷
HK(IFRIC) – Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement ⁵
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners ¹
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments ⁶

¹ Effective for annual periods beginning on or after 1st July, 2009

² Amendments that are effective for annual periods beginning on or after 1st July, 2009 or 1st January, 2010 as appropriate

³ Effective for annual periods beginning on or after 1st January, 2010

⁴ Effective for annual periods beginning on or after 1st February, 2010

⁵ Effective for annual periods beginning on or after 1st January, 2011

⁶ Effective for annual periods beginning on or after 1st July, 2010

⁷ Effective for annual periods beginning on or after 1st January, 2013

The adoption of HKFRS 3 (Revised) may affect the Group’s accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1st July, 2009. HKAS 27 (Revised 2008) will affect the accounting treatment for changes in the Group’s ownership interest in a subsidiary.

HKFRS 9 “Financial Instruments” introduces new requirements for the classification and measurement of financial assets and will be effective from 1st January, 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group’s financial assets.

In addition, as part of Improvements to HKFRSs issued in 2009, HKAS 17 “Leases” has been amended in relation to the classification of leasehold land. The amendments will be effective from 1st January, 2010, with earlier application permitted. Before the amendments to HKAS 17, lessees were required to classify leasehold land as operating leases and presented as prepaid lease payments in the consolidated statement of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group’s leasehold land.

The directors of the Company anticipate that the application of other new or revised standards, amendments or interpretations will not have material impact on the consolidated financial statements.

2. Group Revenue

	2009	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
Continuing operations		
Group revenue	844,313	786,928
Share of revenue of jointly controlled entities from construction	213,071	214,412
Group revenue and share of revenue of jointly controlled entities	<u>1,057,384</u>	<u>1,001,340</u>
Group revenue analysed by revenue from:		
Construction	822,072	751,130
Quarrying	22,241	35,798
	<u>844,313</u>	<u>786,928</u>

3. Segmental Information

The Group has adopted HKFRS 8 “Operating Segments” with effect from 1st January, 2009. HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to segments and to assess their performance. In contrast, the predecessor standard (HKAS 14 “Segment Reporting”) required an entity to identify two sets of segments (business and geographical), using a risks and returns approach.

Information reported to the Group’s chief operating decision maker (i.e. the board of directors) for the purposes of resource allocation and assessment of performance is focused on five main segments including construction, quarrying, highway and expressway operations and property development, North American ginseng and bio-technology. The identification of the Group’s reportable segments under HKFRS 8 is consistent with the prior year’s presentation of business segments under HKAS 14 except that the highway and expressway operations and property development are considered as a single operating segment and North American ginseng business is being identified as an operating segment in the current year. North American ginseng business, operated by an associate of the Group, was not considered as a reportable business segment of the Group in the prior year’s presentation of business segments under HKAS 14. The segment financial information for the year ended 31st December, 2008 has been restated to conform to the requirements of HKFRS 8. The Group’s operating segments under HKFRS 8 are as follows:

Construction
 - construction of civil engineering and building projects

Quarrying
 - production and sale of quarry products

Highway and expressway operations and property development
 - strategic investment in Road King Infrastructure Limited (“Road King”), an associate of the Group
 - strategic investment in Sunco Property Holdings Limited (“Sunco Property”), an associate of the Group

North American ginseng
 - strategic investment in Chai-Na-Ta Corp. (“CNT”), an associate of the Group

Bio-technology (*Note*)
 - research, development, production and sale of bio-technology products

Note: The bio-technology operation was disposed of and discontinued during the year as set out in note 9.

Segment revenue and results

The following is an analysis of the Group’s revenue and results by reportable segment.

	<u>Segment revenue</u>		<u>Segment profit (loss)</u>	
	2009	2008	2009	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Continuing operations				
Construction	1,035,143	965,542	34,403	(53,276)
Quarrying	22,241	35,798	1,939	16,716
Highways and expressway operations and property development				
Share of results of Road King and Sunco Property	-	-	277,149	238,454
North American ginseng				
Share of results of CNT	-	-	1,756	(9,084)
Total for continuing operations	1,057,384	1,001,340	315,247	192,810
Discontinued operation				
Bio-technology	-	50,506	5,293	(24,065)
Total	1,057,384	1,051,846	320,540	168,745

All of the segment revenue reported above is from external customers.

Segment revenue includes share of revenue of jointly controlled entities. Reconciliation between the total of such revenue from continuing operations and Group’s revenue is disclosed in note 2.

Segment profit (loss) represents profit (loss) after tax and minority interests for each reportable segment and includes the operating profit (loss) earned (incurred) by each reportable segment (including investment income, gains and losses, finance costs, share of results of associates and jointly controlled entities), income tax expenses and minority interests attributable to the relevant segment, but without allocation of other corporate income and expenses (mainly including staff costs and other general administrative expenses) and finance costs of the head office, change in fair value of structured borrowing, loss on deemed disposal of partial interest in an associate and discount on deemed acquisition of additional interest in an associate. This is the measure reported to the Group's management for the purposes of resource allocation and assessment of segment performance.

The basis of measurement of segment profit (loss) in the current year's presentation under HKFRS 8 is the same as that of segment results in the prior year's presentation of business segments under HKAS 14 except that the segment results in prior year's presentation did not include the allocation of investment income, gains and losses, finance costs, share of results of associates and jointly controlled entities, income tax (expense) credit and minority interests to the reportable segments.

Reconciliation of reportable segment profit to profit attributable to owners of the Company

	2009 HK\$'000	2008 HK\$'000
Reportable segment profit from continuing and discontinued operations	320,540	168,745
Unallocated items		
Investment income, gains and losses	8,712	(9,318)
Other income	3,350	5,086
Administrative expenses	(29,540)	(36,048)
Finance costs	(3,620)	(6,152)
Change in fair value of structured borrowing	15,196	(11,251)
Loss on deemed disposal of partial interest in an associate	(520)	(105)
Discount on deemed acquisition of additional interest in an associate	-	48,810
Share of loss of an associate	(28)	(84)
Minority interests	1,731	1,538
Income tax credit	-	171
Profit attributable to owners of the Company	315,821	161,392

Segment assets and liabilities

As the Group's chief operating decision maker reviews the Group's assets and liabilities on a consolidation basis, no assets or liabilities are allocated to the reportable segments. Therefore, no analysis of segment assets and liabilities is presented.

Other segment information

The following other segment information is included in the measure of segment profit or loss:

For the year ended 31st December, 2009

	Continuing Operations						Discontinued Operation	
	<u>Construction</u>	<u>Quarrying</u>	<u>Highway and expressway operations and property development</u>	<u>North American ginseng</u>	<u>Sub-total</u>	<u>Adjustments</u>	<u>Bio- technology</u>	
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	
Continuing operations								
Depreciation of property, plant and equipment	14,233	441	-	-	14,674	1,600	16,274	285
Gain on disposal of property, plant and equipment, net	-	345	-	-	345	2,210	2,555	-
Interest income	1,483	13	-	-	1,496	1	1,497	-
Finance costs	3,774	-	-	-	3,774	4,202	7,976	671
Share of results of associates	1,709	-	277,149	1,756	280,614	(28)	280,586	-
Share of results of jointly controlled entities	37,869	-	-	-	37,869	-	37,869	-
Income tax expense	4,053	129	-	-	4,182	-	4,182	-
Minority interests	29,857	2,973	-	-	32,830	(1,731)	31,099	-

For the year ended 31st December, 2008

	Continuing Operations						Discontinued Operation	
	<u>Construction</u>	<u>Quarrying</u>	<u>Highway and expressway operations and property development</u>	<u>North American ginseng</u>	<u>Sub-total</u>	<u>Adjustments</u>	<u>Bio- technology</u>	
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	
Continuing operations								
Depreciation of property, plant and equipment	6,899	389	-	-	7,288	1,399	8,687	4,552
Gain on disposal of property, plant and equipment, net	11,676	2,835	-	-	14,511	-	14,511	265
Interest income	2,340	70	-	-	2,410	180	2,590	31
Finance costs	7,323	-	-	-	7,323	6,152	13,475	2,062
Share of results of associates	1,457	-	238,454	(9,084)	230,827	(84)	230,743	-
Share of results of jointly controlled entities	26,572	-	-	-	26,572	-	26,572	-
Income tax (credit) expense	(142)	200	-	-	58	(171)	(113)	-
Minority interests	(43,960)	2,239	-	-	(41,721)	(1,538)	(43,259)	-

Note: Adjustments represent unallocated amounts incurred by head office and other minor operations.

Geographical information

The Group's operations are located in the Hong Kong Special Administrative Region ("HKSAR") (country of domicile), other regions in the People's Republic of China ("PRC"), Middle East and Taiwan.

The Group's revenue from external customers by geographical markets and information about its non-current assets by geographical location of the assets are detailed below:

	Revenue from external customers		Non-current assets (Note)	
	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Continuing operations				
HKSAR	803,441	745,107	3,845,224	3,658,020
Other regions in the PRC	10,656	6,538	126,225	131,065
Middle East	30,216	22,276	69,965	48,837
Taiwan	-	13,007	-	-
Others	-	-	5,221	-
	844,313	786,928	4,046,635	3,837,922
Discontinued operation				
Other regions in the PRC	-	50,506	-	7,351
	844,313	837,434	4,046,635	3,845,273

Note: Non-current assets include all non-current assets except available-for-sale investments, loan and other receivables and other financial assets.

Information about customers

Revenues from two customers of the corresponding years individually contributing over 10% of total revenue of the Group are included in construction segment and these customers are located in the HKSAR.

	2009	2008
	HK\$'000	HK\$'000
Customer A	457,632	357,251
Customer B	- ¹	130,571
Customer C	86,479	- ¹
	544,111	487,822

¹ The corresponding revenue did not contribute over 10% of total revenue of the Group.

4. Other Income

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Other income includes:		
Continuing operations		
Discount on acquisition of additional interest in a subsidiary	-	3,984
Gain on disposal of property, plant and equipment, net	2,555	14,511
Interest on bank deposits	25	319
Interest on finance lease receivables	-	7
Interest on loans and other receivables	36	411
Interest on other financial assets	1,436	1,853
Reversal of allowance of doubtful debts	3,659	3,617
Compensation income in respect of early termination of quarry rights	-	11,364
Service income from associates for secretarial and management services rendered	771	19,756
	<u>771</u>	<u>19,756</u>

5. Investment Income, Gains and Losses

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Continuing operations		
Net gain (loss) on change in fair value and disposal of held-for-trading investments	25,742	(59,741)
Dividend income from held-for-trading investments	1,633	3,605
	<u>27,375</u>	<u>(56,136)</u>

6. Finance Costs

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Continuing operations		
Interest on bank and other borrowings wholly repayable within five years	7,142	12,373
Interest on amount due to an associate	141	141
Interest on amount due to a related company	65	94
Interest on loan from a shareholder	-	404
Interest on loans from a director	361	243
Imputed interest expense on non-current interest-free amount due to an associate	267	220
	<u>7,976</u>	<u>13,475</u>

7. Profit before Tax

	2009 HK\$'000	2008 HK\$'000
Profit before tax has been arrived at after charging (crediting):		
Continuing operations		
Auditor's remuneration:		
Provision for the current year	3,527	3,126
(Over)underprovision in prior years	(18)	348
	<u>3,509</u>	<u>3,474</u>
Allowance for amounts due from jointly controlled entities	2,000	-
Bad debts written off	147	104
Depreciation of property, plant and equipment:		
Owned assets	16,249	8,734
Assets held under finance lease arrangement	45	38
	<u>16,294</u>	<u>8,772</u>
Less: Amount attributable to construction contracts	(20)	(85)
	<u>16,274</u>	<u>8,687</u>
Exchange losses, net	1,147	1,841
Hire charges for plant and machinery	13,611	28,216
Less: Amount attributable to construction contracts	(13,611)	(28,216)
	<u>-</u>	<u>-</u>
Operating lease rentals in respect of land and buildings	9,607	8,275
Less: Amount attributable to construction contracts	(1,160)	(1,014)
	<u>8,447</u>	<u>7,261</u>
Loss on disposal of a jointly controlled entity	-	1,972
Loss on disposal of partial interest in a subsidiary	-	5,481
Share of tax charge of associates (included in share of results of associates)	122,231	142,384
Share of tax charge (credit) of jointly controlled entities (included in share of results of jointly controlled entities)	499	(20)
Staff costs	182,588	213,916
Less: Amount attributable to construction contracts	(104,136)	(146,415)
	<u>78,452</u>	<u>67,501</u>
Write-down of inventories	<u>-</u>	<u>1,567</u>

8. Income Tax Expense (Credit)

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Continuing operations		
Income tax for the year		
Hong Kong	1,921	22
Other jurisdictions	<u>129</u>	<u>200</u>
	<u>2,050</u>	<u>222</u>
Under(over)provision in prior years		
Hong Kong	2,132	(167)
Other jurisdictions	<u>-</u>	<u>3</u>
	<u>2,132</u>	<u>(164)</u>
Deferred tax		
Current year	-	(161)
Effect of change in tax rate	<u>-</u>	<u>(10)</u>
	<u>-</u>	<u>(171)</u>
	<u><u>4,182</u></u>	<u><u>(113)</u></u>

On 26th June, 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1st January, 2008 onwards.

Tax arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

9. Discontinued Operation

On 21st March, 2009, Wai Kee (Zens) Holding Limited (“WKZ”), a wholly owned subsidiary of the Company, agreed to dispose of the entire issued capital of Wai Kee Biotechnical Company Limited (“Wai Kee Biotech”), a wholly owned subsidiary of WKZ, which held a 91% interest in Wuhan Nature’s Favour Bioengineering Company Limited and Hubei Nature’s Favour Biotechnology Company Limited to the acquirer for an aggregate consideration of HK\$19 million. The disposal was completed on 19th June, 2009 upon the passing of control of Wai Kee Biotech to the acquirer.

The profit (loss) for the period/year from the discontinued operation for the relevant period/year is analysed as follows:

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Loss of bio-technology operation for the period/year	(8,095)	(24,065)
Gain on disposal of bio-technology operation	<u>13,388</u>	<u>-</u>
	<u><u>5,293</u></u>	<u><u>(24,065)</u></u>

The results of the bio-technology operation for the relevant period/year were as follows:

	2009 HK\$'000	2008 HK\$'000
Revenue	-	50,506
Cost of sales	<u>(24)</u>	<u>(41,514)</u>
Gross (loss) profit	(24)	8,992
Other income	498	988
Selling and distribution costs	(4,431)	(8,212)
Administrative expenses	(3,467)	(11,771)
Impairment loss on property, plant and equipment	-	(12,000)
Finance costs	<u>(671)</u>	<u>(2,062)</u>
Loss before tax	(8,095)	(24,065)
Income tax expense	<u>-</u>	<u>-</u>
Loss for the period/year	<u>(8,095)</u>	<u>(24,065)</u>

Loss for the period/year from discontinued operation includes the following:

	2009 HK\$'000	2008 HK\$'000
Depreciation of property, plant and equipment	285	4,552
Amortisation of prepaid lease payments on land use rights	67	122
Allowance on doubtful debts	2,106	859
Interest income on bank deposits	-	31
Interest expense on bank and other borrowings wholly repayable within five years	671	2,062
Gain on disposal of property, plant and equipment	-	265
Impairment loss on property, plant and equipment	-	12,000
Rental income from property, plant and equipment	180	-
Staff costs	-	7,408
Write-down of inventories	<u>-</u>	<u>2,156</u>

No tax charge or credit arose on the gain on disposal of Wai Kee Biotech.

10. Dividends

	2009 HK\$'000	2008 HK\$'000
Dividends paid and recognised as distributions during the year:		
2008 final dividend – Nil		
(2008: 2007 final dividend – HK6 cents per share)	<u>-</u>	<u>47,587</u>

A final dividend for the year ended 31st December, 2009 of HK8 cents (2008: nil) per ordinary share has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting. This final dividend has not been included as a liability in the consolidated financial statements.

11. Earnings Per Share

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

From continuing operations and discontinued operation

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
<u>Earnings</u>		
Earnings for the purpose of basic earnings per share (Profit for the year attributable to owners of the Company)	315,821	161,392
Effect of dilutive potential ordinary shares:		
Decrease in share of profit of an associate arising from exercise of share options issued by that associate (<i>note</i>)	<u>-</u>	<u>(222)</u>
Earnings for the purpose of diluted earnings per share	<u>315,821</u>	<u>161,170</u>
	<u>Number of shares</u>	
	2009	2008
Number of ordinary shares for the purpose of basic earnings per share and diluted earnings per share	<u>793,124,034</u>	<u>793,124,034</u>

The exercise prices of the Company's outstanding share options are higher than the average fair value per share, no dilutive effect thereof has been accounted for.

From continuing operations

Earnings figures are calculated as follows:

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Profit for the year attributable to owners of the Company	315,821	161,392
Less: (profit) loss for the period/year from discontinued operation	<u>(5,293)</u>	<u>24,065</u>
Earnings for the purpose of basic earnings per share from continuing operations	310,528	185,457
Effect of dilutive potential ordinary shares:		
Adjustment to share of profit of an associate arising from exercise of share options issued by that associate (<i>note</i>)	<u>-</u>	<u>(222)</u>
Earnings for the purpose of diluted earnings per share from continuing operations	<u>310,528</u>	<u>185,235</u>

The denominators used are the same as those detailed above for both basic and diluted earnings per share.

From discontinued operation

Basic and diluted earnings per share for the discontinued operation are HK0.67 cents (2008: basic and diluted losses per share for the discontinued operation are HK3.03 cents), based on the profit for the period from the discontinued operation of HK\$5,293,000 (2008: loss from the discontinued operation of HK\$24,065,000) and the denominators detailed above for both basic and diluted earnings (losses) per share.

Note: The outstanding share options of Road King, an associate of the Group, have an anti-dilutive effect on the basic earnings per share because the exercise prices of the share options are higher than the average market prices of the shares of Road King during the year. Accordingly, no dilutive effect has been accounted for during the year.

12. Debtors, Deposits and Prepayments

	2009 HK\$'000	2008 HK\$'000
Trade debtors	135,788	160,906
Less: Allowance for doubtful debts	(2,353)	(11,040)
	<u>133,435</u>	<u>149,866</u>
Retention receivables	41,091	43,388
Other debtors, deposits and prepayments	44,297	61,556
	<u>218,823</u>	<u>254,810</u>

The Group allows an average credit period of 60 days to its trade customers. For retention receivable in respect of construction contracts, the due dates are usually one year after the completion of the construction work. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period.

	2009 HK\$'000	2008 HK\$'000
0 to 60 days	128,811	121,263
61 to 90 days	-	1,216
Over 90 days	4,624	27,387
	<u>133,435</u>	<u>149,866</u>
Retention receivables		
Due within one year	21,194	13,041
Due more than one year	19,897	30,347
	<u>41,091</u>	<u>43,388</u>

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed periodically.

13. Creditors and Accrued Charges

	2009 HK\$'000	2008 HK\$'000
Trade creditors (aged analysis):		
0 to 60 days	37,948	67,989
61 to 90 days	2,092	6,410
Over 90 days	14,964	24,505
	<u>55,004</u>	<u>98,904</u>
Retention payables	41,947	39,122
Accrued project costs	129,538	112,189
Other creditors and accrued charges	53,647	73,153
	<u>280,136</u>	<u>323,368</u>
Retention payables		
Due within one year	26,440	19,584
Due more than one year	15,507	19,538
	<u>41,947</u>	<u>39,122</u>

The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe. For retention payables in respect of construction contracts, the due dates are usually one year after the completion of the construction work.

DIVIDENDS

The Board recommends the payment of a final dividend of HK8 cents (2008: Nil) per share payable to shareholders whose names appear in the Register of Members of the Company on 20th May, 2010.

Subject to the approval of shareholders at the forthcoming annual general meeting, final dividend warrants are expected to be despatched to the shareholders on or before 18th June, 2010.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Monday, 17th May, 2010 to Thursday, 20th May, 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 14th May, 2010.

BUSINESS REVIEW

The Group's audited revenue for the year ended 31st December, 2009 was HK\$844 million (2008: HK\$837 million) generating an audited consolidated profit attributable to owners of the Company of HK\$316 million (2008: HK\$161 million), an increase of 96% as compared with that of year 2008. If including revenue of jointly controlled entities shared by the Group, the Group's revenue for the year was HK\$1,057 million (2008: HK\$1,052 million).

Highway and Expressway Operations and Property Development

For the year ended 31st December, 2009, the Group shared a total profit of HK\$277 million (2008: HK\$238 million) from Road King Infrastructure Limited ("Road King"), an associate of the Group, and Sunco Property Holdings Company Limited ("Sunco Property"), a 89.46% owned subsidiary of Road King. As of the date of this announcement, the Group holds 38.28% interest in Road King.

During 2009, Road King issued 190,000 new shares upon exercise of options granted to its directors and employees under the share option scheme of Road King. As the shares were issued at an exercise price lower than the net asset value per share of Road King, the Group recorded a total loss of HK\$0.5 million on deemed disposals of partial interest in Road King (2008: HK\$0.1 million). During 2008, Road King repurchased and cancelled 13,760,000 ordinary shares. As a result, the Group's interest in Road King was increased, generating a total gain of HK\$49 million. There was no similar transaction occurred during 2009.

On 1st December, 2009, the Group entered into an agreement to dispose its entire direct interest of 5.28% in Sunco Property to Road King at a total consideration of HK\$88 million. The transaction was completed on 27th January, 2010. After the disposal, the effective interest of Sunco Property indirectly held through Road King increased from 34.29% to 36.31%.

For the year ended 31st December, 2009, Road King recorded an audited profit attributable to owners of the company of HK\$728 million (2008: HK\$656 million), representing an increase by 10.9%.

In 2009, total traffic volume and toll revenue of Road King's toll road projects were 115 million vehicles and RMB2,222 million (approximately HK\$2,511 million), as compared to 124 million vehicles and RMB2,545 million (approximately HK\$2,812 million) in 2008. The decrease was due to the reduction of the portfolio, including the disposals of the interests in Jihe Expressway (Eastern Section), Yugong Highway in Guangxi and part of Yulin City Ring Road in 2009.

The cash generated from the toll road business attributable to Road King was reduced to HK\$539 million (2008: HK\$1,083 million), which has resulted from the changes in cash distribution ratios of the two major expressway projects in Hebei in accordance with the joint venture agreements after Road King recouped its investments in 2009.

In 2009, the performance of Road King's property business was satisfactory. Contracted sales and pre-sale of properties (excluding the joint venture project in Shanghai) for the year amounted to HK\$6,288 million which was 2.6 times of 2008. However, due to the time lag between pre-sale and actual delivery, the immediate positive impact brought by the recovery of property market was not fully reflected in its 2009's results, and only HK\$4,600 million (2008: HK\$4,631 million) was accounted for as revenue in Road King's consolidated financial statements for the year.

With the support of the Tianjin municipal government, Road King duly assumed its control over the two Tianjin Companies in September 2009 and removed the uncertainties of their control in the past two years and therefore the legal proceedings in the PRC regarding the control of the Tianjin Companies have been discontinued. Coordinated by the government, Road King has also reactivated the development of the projects in Tianjin.

With regard to the litigation proceedings against the former shareholders of Sunco Real Estate by Road King in October 2007, the processes for the discovery of evidence and preparation of witness statements have been completed and the trial will soon commence. Road King will continue to pursue its claims in a manner that is in the interests of Road King and its shareholders as a whole.

In 2010, Road King believes that the toll road business will continue to benefit from the economic development in the PRC, thus providing Road King with a reliable source of cash flow and profits. As to the property business, although the economic stimulus measures have been replaced by the new tightening control, Road King remains positive on the mainland property market in 2010.

Construction

For the year ended 31st December, 2009, the Group's construction arm, Build King Holdings Limited ("Build King") reported revenue and share of revenue of jointly controlled entities of HK\$1,035 million (2008: HK\$966 million), a 7% increase compared with that for 2008. The results of Build King for the year were also significantly improved from a loss of HK\$97 million in 2008 to a net profit of HK\$64 million, comprising HK\$45 million (2008: loss of HK\$50 million) from construction activity and HK\$19 million (2008: loss of HK\$47 million) from the investments in marketable securities. The Group's share of profit from Build King was HK\$34 million (2008: share of loss of HK\$53 million). As of the date of this announcement, the Group holds 51.17% interest in Build King.

Although Build King's turnover in Hong Kong in 2009 was nearly the same as that for 2008, the gross margin significantly improved from a near breakeven in last year to a profit of 9%. This was the result of the combined effect of selective tendering together with the successful finalisation of several final accounts for projects completed in prior years.

During the year, Kaden Construction Limited, a wholly-owned subsidiary of Build King, successfully upgraded its listing in Group C-Building from probationary to confirmed status. Build King is now strengthening its management team in the building sector and will in future place more emphasis on the provision of client oriented services.

Hong Kong Government has forecast that its annual expenditure on public works will increase from HK\$23 billion in 2009 to HK\$45 billion in 2010 and continue spending at this level for several years. As a result, Build King will seek to benefit from this opportunity and expand the business to achieve HK\$2 billion turnover from both civil and building in Hong Kong by 2011.

In United Arab Emirates, the operating joint venture with Arabian Construction Company performed very satisfactorily in line with expectations in 2009 generating significant cash flows for Build King. Current projects in Abu Dhabi are progressing satisfactorily and achieving budgets. The joint venture continues to concentrate on Abu Dhabi and Build King believes that with the track record established it is well placed to capitalise on the opportunities that exist in the current environment. Build King is targeting to maintain an annual turnover of HK\$250 million in the marine civil engineering projects.

In China, Build King has entered into an agreement on 25th February, 2010 to dispose of its 49% equity interest in the joint venture with China Railway Tenth Group Co., Ltd. with the initial investment cost to be fully recovered. Build King's focus in China will now be the development of its current environmental sector by participation in new private investment projects. During the year, Build King's sewage plant has consistently treated volumes in excess of the design capacity and with further increased demand foreseen in the coming years, Build King decided to invest additional RMB38 million to extend the facilities from 20,000 tonnes to an ultimate daily capacity of 50,000 tonnes.

As of the date of this announcement, the aggregate outstanding value of contracts are approximately HK\$2,423 million.

Quarrying

For the year ended 31st December, 2009, the quarrying division recorded revenue of HK\$22 million (2008: HK\$36 million) and a net profit of HK\$2 million (2008: HK\$17 million). It is noted that included in the 2008 profit, there was a one-off compensation income of HK\$11 million received from the local government for early termination of the Group's quarry rights of a quarry in Shanghai.

The revenue and profit of our quarrying division diminished significantly during the past few years. This is mainly due to the low level of activities in construction in Hong Kong which inevitably drags down the performance of our quarry operation. However, going forward, it is expected as discussed in the previous section of construction business that there will be a lot more activities in the next five to seven years, so the Board believes that this will also have a positive impact on the quarry operation.

The current licence of the Group's Niu Tou Quarry with the local authority will expire by mid-2011 and our management is in close discussion with the local authority to extend its operation. At present, the Group has reasons to believe this will likely take place but naturally it is only after final negotiation and formal contract been signed then the Group can be assured of its future.

Bio-technology

As mentioned in the 2009 Interim Report, the disposal of the Group's bio-technology operation to an independent third party at a total consideration of HK\$19 million was completed in June 2009. Sales proceed of HK\$16 million was received and the remaining HK\$3 million is receivable in 2010 and 2011.

While the bio-technology operation incurred an operating loss of HK\$8 million (2008: HK\$24 million) in 2009 before completion of the disposal, the Group also recognized a gain from disposal of HK\$13 million which included an exchange gain of HK\$8 million reclassified from translation reserve to income upon disposal.

North American Ginseng

For the year ended 31st December, 2009, Chai-Na-Ta Corp. ("CNT"), an associate of the Group in Canada, reported revenue of C\$6.9 million (2008: C\$9.2 million) and a net profit of C\$0.7 million (2008: loss of C\$4.7 million). There was no further write-down for inventory and ginseng crops for the year (2008: write-downs of C\$3.0 million). The main reason for CNT to register a gain for the year was not due to fundamental change in underlying economic, rather, it was a one-off gain of C\$0.6 million in selling of the property and other assets in Cherry Creek as well as the government subsidy of C\$1.0 million that save CNT from registering another year of loss. The Group shared CNT's profit of HK\$2 million for the year (2008: loss of HK\$9 million). As of the date of this announcement, the Group holds 38.1% interest in CNT.

In 2009, CNT harvested 127 acres of ginseng in Ontario for a total yield of about 446,000 pounds (2008: 988,000 pounds). CNT was no longer planting in British Columbia and this move cuts down its loss as historically, ginseng in British Columbia usually sells at lower price versus Ontario.

The Board of CNT does not feel optimistic to its future. CNT is competing with local farmers whose overhead is much lower than that of CNT, and some farmers in China also start to grow ginseng which put a lot more pressure on CNT's operation. Although in recent year, there has been significant improvement in the operation in Ontario in term of yield (pounds per acre) and control of rust level, farming operation to a great extent depends on mother nature as well as market conditions, both of which are outside the companies' control. CNT does not see any material change that will take place to change its view, so starting this year CNT has stopped planting to ensure that it will have sufficient working capital. The current view of its management is to orderly wind down the business and to exit entirely by 2012 (as ginseng once planted, will take four years to mature).

The Board of CNT does believe, in so doing, it is acting in the best interest of its shareholders as well as existing staff, as this will give them sufficient time to plan for the inevitable.

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 31st December 2009, the Group had net current liabilities of HK\$12 million. However, taking into account of the financial resources available to the Group, including the internally generated funds, the presently available banking facilities and the proceeds of HK\$88 million arising from the disposal of 5.28% interest in Sunco Property in January 2010 and the availability of marketable securities that can be disposal of, if necessary, the Group has sufficient working capital for its present requirements.

During the year, total borrowings were significantly reduced from HK\$356 million to HK\$139 million with the maturity profile summarised as follows:

	As at 31st December	
	2009	2008
	<i>HK\$'million</i>	<i>HK\$'million</i>
Within one year	73	262
In the second year	42	48
In the third to fifth year inclusive	24	46
	<u>139</u>	<u>356</u>

- (a) In respect of bank loans with carrying amounts of HK\$17 million as at 31st December, 2009, Build King breached certain of the terms of the bank loans, which are primarily related to its debt-equity ratio. The non-current portion of the bank loans amounting to HK\$8 million (2008: HK\$17 million) has been classified as current liabilities since the banks have not agreed to waive their right to demand immediate payment as at 31st December, 2009. Build King has subsequently obtained written consent from the banks to waive their rights to demand immediate repayment.

- (b) Included a contract of structured borrowing of HK\$25 million (2008: HK\$53 million) that was designated as derivative financial instruments at fair value through profit or loss upon initial recognition and was measured at fair value based on the valuation provided by the counterparty at 31st December, 2009. As at 31st December, 2009, the difference between the fair value of the structured borrowing and the net amount of the upfront payment received less the repayment made was HK\$0.4 million (2008: HK\$15 million). Decrease in fair value of HK\$15 million during the year has been credited (2008: increase in fair value of HK\$11 million had been charged) to the consolidated statement of comprehensive income. The structured borrowing is denominated in United States dollars.
- (c) Total borrowings as at 31st December, 2008 included a margin loan of HK\$9 million secured by certain shares of Road King. The margin loan was totally repaid during 2009.

Other than the fixed rate borrowings of HK\$0.3 million carrying interest ranging from 5.70% to 9.39% per annum, the remaining borrowings are variable-rate borrowings carrying interest ranging from 1.87% to 7.1% per annum.

As at 31st December, 2009, the Group's cash and bank balances amounted to HK\$35 million (2008: HK\$63 million), of which bank deposits amounting to HK\$2 million (2008: HK\$1 million) were pledged to banks for securing the banking facilities granted to the Group.

For the year ended 31st December, 2009, the Group recorded finance expenses of HK\$9 million (2008: HK\$16 million).

As at 31st December, 2009, a portfolio of held-for-trading investments were stated at their fair values in a total amount of HK\$44 million (2008: HK\$29 million), majority of which were equity securities listed in Hong Kong. Certain equity securities held by Build King with market value of HK\$18 million (2008: HK\$9 million) were pledged to a bank to secure general banking facilities granted to Build King. For the year ended 31st December, 2009, the Group recorded a net gain (change in fair value and dividend income) of HK\$27 million (2008: a net loss of HK\$56 million) from these investments, of which a net gain of HK\$19 million (2008: a net loss of HK\$47 million) was derived from the securities invested by Build King.

The Group's borrowings, investments and cash balances were principally denominated in Hong Kong dollars, Renminbi and United States dollars. Hence, there is no significant exposure to foreign exchange rate fluctuations.

Capital Structure and Gearing Ratio

As at 31st December, 2009, the equity attributable to owners of the Company amounted to HK\$3,921 million, representing HK\$4.94 per share (2008: HK\$3,586 million, representing HK\$4.52 per share). Increase in equity attributable to owners of the Company was mainly attributable to the profit generated in the year.

As at 31st December, 2009, the net gearing ratio, being the ratio of net borrowings (total borrowings less cash and bank balances) to equity attributable to owners of the Company, was 2.7% (2008: 8.2%).

Pledge of Assets

As at 31st December, 2009, apart from the bank deposits and certain listed equity securities pledged to a bank to secure general banking facilities granted to the Group, certain motor vehicles with an aggregate carrying value of HK\$0.2 million were pledged to secure certain bank loans granted to the Group.

Tender/Performance Bonds

As at 31st December, 2009, the Group had outstanding tender/performance bonds for construction contracts amounting to HK\$155 million (2008: HK\$128 million).

EMPLOYEES AND REMUNERATION POLICIES

As at 31st December, 2009, the Group had 811 employees (2008: 1,128 employees), of which 541 (2008: 662) were located in Hong Kong, 122 (2008: 317) were located in Mainland China, 1 (2008: 8) were located in Taiwan and 147 (2008: 141) in Dubai. For the year ended 31st December, 2009, the Group's total staff costs were about HK\$183 million (2008: HK\$221 million).

Competitive remuneration packages are structured to commensurate with individual responsibilities, qualification, experience and performance. In addition, discretionary bonuses may be paid depending upon the financial performance of the Group as well as that of the individual.

FUTURE OUTLOOK

The Board has been continuously paying attention to new investment opportunities to enhance the Company's shareholders value, and as mentioned two years' ago that when the right opportunity comes along, the Group will not hesitate to make meaningful investment, provided the Board is certain of the long term prospect of the business. In January 2010, a 75% subsidiary of the Group tendered and was awarded a site in Hong Kong for erection of concrete batching plant. The Group will make the entry to the concrete production business.

The Board believes this new business will integrate vertically in both directions with the Group's existing businesses. Firstly, concrete suppliers are the main customers of quarry, by having its own quarry and concrete business, the Group can be assured of the outlet for its quarry as well as ensuring supply for its concrete business. Secondly, concrete is essential for any construction activities, so by having its own concrete supply capability, the Group can assure the quality of its product as well as increase the competitiveness of its construction business, and at the same time securing customers for its concrete business.

A word of caution is called for, setting up of the concrete batching plant will take quite some time and the Group does not expect to see any contribution (pre-operating expenses are bound to happen) in 2010, the Board does hope with growing construction market in the five to seven years down the road, this new investment will contribute a meaningful return to the shareholders.

The Board, together with the effort of its dedicated staff, will continue to manage the existing businesses and any new investment of the Group prudently in order to maximise the value to the Group and to our shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31st December, 2009.

CORPORATE GOVERNANCE

The Company is committed to attaining good standard of corporate governance practices.

The Company has adopted the code provisions of the Code on Corporate Governance Practices (the "Code") set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") as its own code and has complied with the Code throughout the year ended 31st December, 2009, with deviations from code provisions A.2.1 and A.4.1 of the Code in respect of the separate role of chairman and chief executive officer and service term of directors.

Since the role of the Chairman and Vice Chairman are clearly segregated and the Vice Chairman is in practice, the chief executive officer, even though he does not carry that title, the Company does not currently intend to re-designate the Vice Chairman as the chief executive officer of the Company. None of the existing Non-executive Directors (including Independent Non-executive Director) of the Company is appointed for a specific term. However, all the Directors of the Company are subject to the retirement provisions under the Bye-laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the Code. Details of corporate governance will be set out in Annual Report 2009.

The Audit Committee has reviewed with the Company's internal and external auditors the financial statements for the year ended 31st December, 2009 including the accounting principles and policies adopted by the Company.

ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Academy Room I-II, 1st Floor, InterContinental Grand Stanford Hotel, 70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 20th May, 2010 at 11:00 a.m. and the Notice of the Annual General Meeting will be published and despatched to the shareholders in the manner as required by the Listing Rules.

PUBLICATION OF THE FINAL RESULTS AND ANNUAL REPORT

This announcement is published on the Company's website (www.waikee.com) and the Stock Exchange's website (www.hkexnews.hk). The full Annual Report 2009 containing all the information required by the Listing Rules will be published on the websites of the Company and the Stock Exchange, and despatched to the shareholders in due course.

APPRECIATION

The Board would like to take this opportunity to extend its heartiest thanks to the entire loyal and dedicated staff.

By Order of the Board
William Zen Wei Pao
Chairman

Hong Kong, 26th March, 2010

As at the date of this announcement, the Board comprises three executive directors, namely Mr. William Zen Wei Pao, Mr. Derek Zen Wei Peu and Miss Anriena Chiu Wai Yee, three non-executive directors, namely Mr. Patrick Lam Wai Hon, Mr. Chu Tat Chi and Dr. Leslie Cheng Chi Pang and three independent non-executive directors, namely Dr. Steve Wong Che Ming, Mr. Samuel Wan Siu Kau and Mr. Francis Wong Man Chung.