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ARTEL SOLUTIONS GROUP HOLDINGS LIMITED

宏通集團控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2010

The board (the “Board”) of directors (the “Directors”) of Artel Solutions Group Holdings Limited (the “Company”) announces the audited consolidated financial results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2010, together with the comparative figures for the previous year prepared in accordance with generally accepted accounting principles in Hong Kong as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2010

	NOTES	2010 HK\$'000	2009 HK\$'000
Revenue from distribution of computer components and information technology products	3	8,883	260
Cost of revenue		(8,524)	(236)
		359	24
Dividend income from held for trading investments	3	533	3,510
Gain on disposal of held for trading investments	3	4,134	—
Gain/(loss) on fair value changes on held for trading investments	3	4,239	(4,941)
Gross profit/(loss)		9,265	(1,407)
Other operating income	4	328	1,179
Administrative expenses		(4,057)	(3,698)
Interests on unsecured other loans		(293)	(293)
Profit/(loss) before taxation	5	5,243	(4,219)
Taxation	6	—	—
Profit/(loss) for the year attributable to equity shareholders of the Company		5,243	(4,219)
Other comprehensive loss for the year (after tax)			
Exchange difference arising on translation of foreign operation before and after tax effects		(86)	(21)
Total comprehensive income/(loss) for the year attributable to equity shareholders of the Company		5,157	(4,240)
Earnings/(loss) per share (HK cents)	8		
– Basic		0.11	(0.11)
– Diluted		0.05	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2010

	NOTES	2010 HK\$'000	2009 HK\$'000
Non-current asset			
Plant and equipment		429	579
Current assets			
Held for trading investments	9	9,288	5,049
Trade receivables, prepayments and deposits	10	1,443	1,337
Bank balances and cash		235,776	31,466
		246,507	37,852
Current liabilities			
Trade payables, accrued charges and other payables	11	11,682	11,569
Unsecured other loans		2,031	2,031
		13,713	13,600
Net current assets		232,794	24,252
Net assets		233,223	24,831
Capital and reserves			
Share capital		50,334	46,334
Reserves		182,889	(21,503)
Shareholders' funds		233,223	24,831

1. BASIS OF PREPARATION

The Company is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company and the principal activities of the Group are distribution of computer components and information technology products and trading of securities.

The consolidated financial statements are presented in Hong Kong dollars which is the functional currency of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis as modified by the revaluation of held for trading investments and investment properties.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (hereinafter collectively referred to as “Hong Kong Financial Reporting Standards”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

In the current year, the Group has applied, for the first time, a number of new Hong Kong Financial Reporting Standards. The adoption of the new Hong Kong Financial Reporting Standards had no material effect on the results and financial position of the Group for the current or prior accounting years.

The following Hong Kong Financial Reporting Standards in issue as at the date of authorisation of these consolidated financial statements have not been applied in the preparation of the Group’s consolidated financial statements for the year ended 31 December 2010 since they were not yet effective for the annual period beginning on 1 January 2010:-

HKAS 24 (Revised)	Related Party Disclosures ⁴
HKFRS 9	Financial Instruments ⁷
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments ³
Amendments to HKAS 12	Deferred Tax: Recovery of Underlying Assets ⁶
Amendments to HKAS 32	Classification of Rights Issues ¹
Amendment to HKFRS 1	First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adoptors ³
Amendments to HKFRS 7	Financial Instruments: Disclosures-Transfers of Financial Assets ⁵
Amendments to HK(IFRIC)-Int 14	Prepayments of a Minimum Funding Requirement ⁴
Amendments to HKFRSs 2010	Improvements to HKFRSs 2010 ²

¹ Effective for annual periods beginning on or after 1 February 2010

² Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011 as appropriate

³ Effective for annual periods beginning on or after 1 July 2010

⁴ Effective for annual periods beginning on or after 1 January 2011

⁵ Effective for annual periods beginning on or after 1 July 2011

⁶ Effective for annual periods beginning on or after 1 January 2012

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

The Group is in the process of making an assessment of what the impact of these standards, amendments and interpretations are expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Group's results of operations and financial position.

3. TURNOVER AND SEGMENTS AND EQUITY-WIDE INFORMATION

Turnover represents the aggregate of the net amounts received and receivable for goods sold to outside customers, less returns and allowance, dividend income from held for trading investments and net realised and unrealised gains or losses from trading of securities and is analysed as follows:-

	2010 <i>HK\$'000</i>	2009 <i>HK\$'000</i>
Distribution of computer components and information technology products	8,883	260
Dividend income from held for trading investments	533	3,510
Gain on disposal of held for trading investments	4,134	–
Gain/(loss) on fair value changes on held for trading investments	4,239	(4,941)
	<u>17,789</u>	<u>(1,171)</u>

Reportable segments

For management purposes, the Group is organised into two operating divisions. These divisions are the basis on which the Group reports its segment information.

Principal activities are as follows:-

- Distribution of computer components and information technology products
- Trading of securities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:-

- (1) Segment assets consist primarily of held for trading investments. Segment liabilities comprise operating liabilities and mainly exclude items such as income tax payable and deferred tax liabilities.
- (2) Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intragroup transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment.
- (3) Segment capital expenditure is the total cost incurred during the year to acquire segment assets (both tangible and intangible) that are expected to be used for more than one year.
- (4) Unallocated items comprises financial and corporate assets, unsecured other loans, and corporate and financial expenses.

The measure used for reporting segment result is “adjusted EBIT” i.e. adjusted earnings before interest and taxes. To arrive at adjusted EBIT, the Group’s earnings are further adjusted for items not specifically attributed to individual segments, such as other head office or corporate administration costs.

Segment information about the aforementioned businesses is set out as follows:-

	Distribution of computer components and information technology products		Trading of securities		Consolidated	
	2010	2009	2010	2009	2010	2009
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
TURNOVER						
External	8,883	260	8,906	(1,431)	17,789	(1,171)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
RESULT						
Segment result	98	(423)	8,486	(1,524)	8,584	(1,947)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>		
Other operating income					328	1,180
Unallocated corporate expenses					(3,376)	(3,159)
Finance costs					(293)	(293)
					<u> </u>	<u> </u>
Profit/(loss) before taxation					5,243	(4,219)
Taxation					—	—
					<u> </u>	<u> </u>
Profit/(loss) for the year					5,243	(4,219)
					<u> </u>	<u> </u>
Assets						
Segment assets	655	655	9,288	5,049	9,943	5,704
Unallocated corporate assets					236,993	32,727
					<u> </u>	<u> </u>
Consolidated total assets					246,936	38,431
					<u> </u>	<u> </u>
Liabilities						
Segment liabilities	6,851	6,765	—	—	6,851	6,765
Unallocated corporate liabilities					6,862	6,835
					<u> </u>	<u> </u>
Consolidated total liabilities					13,713	13,600
					<u> </u>	<u> </u>
Other information						
Unallocated capital additions					2	633
Unallocated depreciation					152	65
					<u> </u>	<u> </u>

Entity-wide information

The Group's operations are substantially located in Hong Kong for both years. An analysis of the Group's geographical information is set out as follows:-

	2010 HK\$'000	2009 HK\$'000
Revenue by geographical location of its customers:-		
Hong Kong	8,883	260

	2010 HK\$'000	2009 HK\$'000
Carrying amount of non-current assets analysed by geographical area in which the assets are located of:-		
Hong Kong	429	579

During the current year, the Group has only one customer (2009: one).

4. OTHER OPERATING INCOME

	2010 HK\$'000	2009 HK\$'000
Interest income on bank deposits	326	56
Exchange gain	2	—
Gain on disposal of interest in purchasing an investment property	—	900
Sundry income	—	223
	328	1,179

5. PROFIT/(LOSS) BEFORE TAXATION

	2010 HK\$'000	2009 HK\$'000
Profit/(loss) before taxation has been arrived at after charging:-		
Auditor's remuneration	310	298
Depreciation of plant and equipment	152	65
Operating lease rentals in respect of rented premises	476	378
Staff costs:-		
Directors' remuneration		
– fees	190	190
– other emoluments	–	–
	190	190
Staff costs excluding directors' remuneration	1,476	1,411
Retirement benefits scheme contributions, excluding amounts included in directors' remuneration	32	31
	1,508	1,442
Total staff costs	1,698	1,632

6. TAXATION

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the assessable profit for the year was fully offset by tax losses brought forward. No provision for Hong Kong Profits Tax had been made in prior year as the Group had no assessable profit.

No provision for taxation has been made in respect of the Company's subsidiaries operating in other jurisdictions as they did not have assessable profits for both years.

7. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2010, nor has any dividend been proposed since the end of the reporting period.

8. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per share of the Company (the "Share") attributable to equity shareholders of the Company for the year is based on the profit for the year of approximately HK\$5,243,000 (loss for 2009: HK\$4,219,000) and the weighted average number of 4,923,829,040 (2009: 3,715,113,021) Shares in issue.

The calculation of the diluted earnings per Share attributable to equity shareholders of the Company for the year is based on the profit for the year of approximately HK\$5,243,000 and the weighted average number of 4,923,829,040 Shares in issue adjusted for potential diluted effect of 6,243,523,316 Shares to be allotted and issued upon the exercise in full of the conversion rights attaching to the outstanding convertible notes (see note 12)

No diluted loss per Share was presented for the year ended 31 December 2009 as the conversion of the outstanding convertible notes had an anti-dilutive effect on the basic loss per Share.

	2010	2009
	Number	Number
Weighted average number of Shares	of Shares	of Shares
Weighted average number of Shares (basic)	4,923,829,040	3,715,113,021
Effect of the exercise in full of the conversion rights attaching to the outstanding convertible notes	6,243,523,316	N/A
Weighted average number of Shares (diluted)	11,167,352,356	N/A

9. HELD FOR TRADING INVESTMENTS

	2010	2009
	HK\$'000	HK\$'000
Equity securities listed in Hong Kong, at fair value	9,288	5,049

The fair value of the Group's investments in listed equity securities has been determined directly by reference to their published price quotations in active market as at 31 December 2010.

Details of the Group's investments as at 31 December 2010 are as follows:-

Name	Place of incorporation	Principal activities	Particulars of investment	Approximate percentage of equity interest held
PCCW Limited	Hong Kong	Provision of telecommunications services, internet access services, interactive multimedia and pay-TV services, the sale and rental of telecommunications equipment, and the provision of computer, engineering and other technical services; investments in, and development of, systems integration and technology-related businesses; and investments in, and development of, infrastructure and properties	Ordinary shares of HK\$0.25 each	0.04%

10. TRADE RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2010 HK\$'000	2009 HK\$'000
Trade receivables	106	—
Prepayment and deposits	1,337	1,337
	<u>1,443</u>	<u>1,337</u>

The Group allows its trade customers with a credit period normally ranging from cash on delivery to 30 days. The trade receivables of approximately HK\$106,000 were past due within 60 days but not impaired as at 31 December 2010.

Trade receivables that were past due but not impaired are related to the customer that had a good track record with the Group. Based on the past experience, management believed that no impairment allowance is necessary in respect of these balances as there had not been a significant change in credit quality and the balances were considered fully recoverable. The Group does not hold any collateral over the balances.

11. TRADE PAYABLES, ACCRUED CHARGES AND OTHER PAYABLES

	2010 HK\$'000	2009 HK\$'000
Trade payables	6,851	6,765
Accrued charges and other payables	4,831	4,804
	<u>11,682</u>	<u>11,569</u>

All trade payables are overdue more than one year. The trade payables are primarily denominated in Hong Kong dollars and United States dollars.

12. CONVERTIBLE NOTES

On 15 January 2008, the Company and Mr. Kan Che Kin, Bily Albert (“Mr. Kan”), an executive Director and the substantial shareholder of the Company, entered into a subscription agreement (the “Subscription Agreement”) pursuant to which the Company had conditionally agreed to issue and Mr. Kan had conditionally agreed to subscribe for the zero-coupon and non-redeemable convertible notes (the “Convertible Notes”) of the Company in an aggregate principal amount of HK\$358 million. The initial conversion price is HK\$0.0386 per Share. Assuming that the conversion rights attaching to the Convertible Notes are exercised in full at the conversion price of HK\$0.0386 per Share, an aggregate of 9,274,611,398 Shares will be issued.

Completion of the Subscription Agreement took place on 13 February 2008 and the Convertible Notes were issued by the Company to Mr. Kan pursuant to the Subscription Agreement on the same date. The subscription price of the Convertible Notes of HK\$358 million was satisfied in part of approximately HK\$318 million by setting off the full amount of (i) the bank overdraft and borrowings of approximately HK\$256 million and the debt of approximately HK\$59 million due to a supplier which had been assigned to Mr. Kan; and (ii) the loan of approximately HK\$3 million advanced by Mr. Kan, against such amount of the subscription price of the Convertible Notes on a dollar for dollar basis. The remaining balance of the subscription price of approximately HK\$40 million was settled in cash, which was used as general working capital of the Group. The maturity date of the conversion rights attaching to the Conversion Notes is 13 February 2013, being the date falling on the fifth anniversary from the date of issue of the Convertible Notes. In the event the compulsory conversion of the outstanding principal amount of the Convertible Notes on the maturity date would render the then issued Shares held in the public hands being less than the minimum public float as required under

the Listing Rules from time to time, the Convertible Notes will be renewed automatically for successive term of one year commencing the day next after the expiry of the then current term of the Convertible Notes.

The outstanding principal amount of the Convertible Notes as at 1 January 2009 was HK\$318,000,000. On 4 June 2009 and 22 June 2009, Mr. Kan exercised the conversion rights attaching to the Convertible Notes in relation to the conversion of an aggregate principal amount of HK\$17,000,000 and HK\$60,000,000 of the Convertible Notes respectively and an aggregate of 440,414,507 Shares and 1,554,404,145 Shares were allotted and issued to Mr. Kan respectively.

The outstanding principal amount of the Convertible Notes as at 1 January 2010 was HK\$241,000,000. There was no conversion during the year and the outstanding principal amount of the Convertible Notes as at 31 December 2010 was HK\$241,000,000.

BUSINESS AND FINANCIAL REVIEW

For the year ended 31 December 2010, the profit attributable to the shareholders of the Company was approximately HK\$5 million, compared with the loss attributable to the shareholders of the Company of approximately HK\$4 million for the year ended 31 December 2009.

From the effort in both business of trading of computer components and information technology products and trading of securities, the Group's turnover increased significantly by approximately HK\$19 million from negative turnover of approximately HK\$1 million to turnover of approximately HK\$18 million, in which, approximately HK\$9 million was generated from computer products trading business and approximately HK\$9 million was generated from securities trading business.

For the computer products trading business, the increase in turnover by approximately HK\$9 million as compared with 2009 was due to the exploration of different products for the Group's major customer during the year.

For the securities trading business, dividend income derived from one of the Group's investment securities, PCCW Limited, decreased by approximately HK\$3 million from approximately HK\$3.5 million to approximately HK\$0.5 million. The net realized and unrealized gain on disposal of the investment securities was approximately HK\$8 million, representing an increase by approximately HK\$13 million as compared with a net loss of approximately HK\$5 million in 2009.

Other operating income decreased by approximately HK\$0.85 million from approximately HK\$1.18 million to approximately HK\$0.33 million due to a gain on disposal of an investment property in Hong Kong of approximately HK\$0.9 million in 2009.

Overall, the results of the Group improved from a loss of approximately HK\$4 million to a profit of approximately HK\$5 million during the year.

PROSPECTS

Besides the business of trading of computer components and information technology products and trading of securities, the Group will continue to look for new business opportunities so as to diversify into industries that provide better returns for the shareholders of the Company.

On 3 February 2010, the Company entered into the joint venture agreement with the joint venture partners, 山西蘭花煤炭實業集團有限公司 (Shanxilanhua Coal Industrial Group Co. Ltd.), a company established in the People's Republic of China ("PRC") and Deluxe Full Holdings Limited, a company incorporated in the British Virgin Islands and wholly owned by Mr. Li Kai Yien, Arthur Albert, an executive Director to set up the joint venture company (the "JV Company"). The JV Company will be principally engaged in the manufacturing and operation of gangue, and investment in projects in relation to the coal, coke and coal chemical industry. The setting up of the JV Company is in progress and is expected to be completed around the end of June 2011.

On 13 April 2010, the Company completed the placing of 400 million new Shares at the price of HK\$0.52 per Share that raised approximately HK\$203 million, ear-marked for part of the capital investment needs for the energy and resources projects and operations.

The Group will continue its search to pursue business scope in coal mining development both in the PRC and overseas, as well as investing in other energy and resources projects and operations.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

The Group had total cash and bank balances of approximately HK\$236 million as at 31 December 2010 (2009: approximately HK\$31 million). Balance of other short-term borrowings was approximately HK\$2 million as at 31 December 2010 (2009: approximately HK\$2 million). The gearing ratio of the Group as at 31 December 2010 calculated as a ratio of total interest-bearing loans to total assets was approximately 0.8% (2009: approximately 5%). Net assets were approximately HK\$233 million as at 31 December 2010 (2009: approximately HK\$25 million).

The Group recorded total current asset value of approximately HK\$247 million as at 31 December 2010 (2009: approximately HK\$38 million) and total current liability value of approximately HK\$14 million as at 31 December 2010 (2009: approximately HK\$14 million). The current ratio of the Group, calculated by dividing the total current asset value by the total current liability value, was approximately 17.98 as at 31 December 2010 (2009: approximately 2.78).

FOREIGN EXCHANGE EXPOSURE

Transactions of the Group were mainly denominated either in Hong Kong dollars or United States dollars. In view of the stability of the exchange rate between these currencies, the Directors did not consider that the Group was significantly exposed to foreign exchange risk for the year.

TREASURY POLICIES

The Group's major borrowings were in Hong Kong dollars and with fixed interest rates. Bank balances and cash held by the Group were denominated in Hong Kong dollars and United States dollars. The Group currently does not have a foreign currency and interest rate hedging policy. However, the management of the Group monitored foreign exchange and interest rate exposure from time to time and will consider hedging significant foreign currency and interest rate exposure should the need arise.

PLEDGE OF ASSETS

The Group had no pledged assets as at 31 December 2010.

SIGNIFICANT INVESTMENT

During the year, the Group acquired equity securities listed in Hong Kong of approximately HKD\$41 million and disposed all of these listed securities, resulting in a gain on disposal of listed securities of approximately HK\$4 million. As at 31 December 2010, the held for trading investment represented the equity securities listed in Hong Kong at fair value of approximately HKD9 million. Details of the performance of these listed securities are set out in Note 3 to this announcement.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES OR ASSOCIATED COMPANIES

The Group had no material acquisition or disposal of subsidiaries or associated companies for the year ended 31 December 2010.

SEGMENTAL INFORMATION

Details of segmental information for the year ended 31 December 2010 are set out in note 3 to this announcement.

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 December 2010.

STAFF AND REMUNERATION POLICIES

As at 31 December 2010, the Group had 7 employees (2009: 7 employees). The Group's total staff costs amounted to approximately HK\$1,698,000 (2009: HK\$1,632,000) for the year ended 31 December 2010.

The Group remunerated its employees mainly based on the industry practice, individual's performance and experience. Apart from the basic remuneration, discretionary bonus and share options may be granted to eligible employees by reference to the Group's performance as well as individual's performance. Other benefits include medical and retirement schemes.

AUDIT COMMITTEE

The principal responsibilities of the audit committee of the Company (the "Audit Committee") include the review and supervision of the Group's financial reporting process and internal control. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2010 and was of the opinion that the audited consolidated financial statements of the Group have been properly prepared in accordance with the statutory requirements and applicable accounting standards.

The Audit Committee currently comprises three independent non-executive directors of the Company, namely Mr. Li Siu Yui, Mr. Ip Woon Lai and Mr. Lee Kong Leong.

The Company has complied with the code provisions as set out in the Code on Corporate Governance Practices (the “Code”) under Appendix 14 to the Listing Rules throughout the year ended 31 December 2010 except the followings:

1. Under the Code Provision A.2.1, the roles of chairman and chief executive officer should be separate. The positions of chairman and chief executive officer of the Company were held by Mr. Kan . The board believes that holding of both positions of chairman and chief executive officer by the same person allows more effective planning and execution of business strategies. The Board has full confidence in Mr. Kan and believes that his dual roles will be beneficial to the Group.
2. Under the Code Provisions A.4.1 and A.4.2, non-executive Director should be appointed for a specific term and each Director should be subject to retirement by rotation at least once every three years. The existing independent non-executive Directors are not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association (the “Articles of Association”) of the Company at least once every three years.
3. Under the Code Provision A.5.4, Directors must comply with their obligations under the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. During the year, a Director breached the Model Code A.3(a)(i) and B.8. Details of the non-compliance are set out in the section headed “Model Code for Securities Transactions by Directors” below.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code. According to the Model Code A.3(a)(i) and B.8, a Director must not deal in any securities of the listed issuer during the period of 60 days immediately preceding the publication date of the annual results and a Director must not deal in any securities of the listed issuer without first notifying in writing the chairman or a Director other than him and receiving a dated written acknowledgement. During the prohibition period (from 25 February 2010 to 26 April 2010, the “Prohibition Period”) in relation to the publication of the annual results for the year ended 31 December 2009, Mr. Kan, a Director, mistakenly disposed 600,000 Shares at \$0.465 and 4,400,000 Shares at \$0.46 on 15 March 2010 without notifying the Company. Further to the transaction occurred in the Prohibition Period, Mr Kan disposed 850,000 Shares at \$0.40 on 3 February 2010 and acquired 275,000 Shares at \$0.65 on 30 April 2010 without notifying the Company. Subsequently, Mr. Kan notified the Company the above transactions and undertook that he will comply with the required standards as set out in the Model Code in future. Save as disclosed above, the Company has made specific enquiry of all Directors, they all confirmed that they have fully complied with the required standards as set out in the Model Code during the year ended 31 December 2010.

ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held on 18 May 2011, details of which are set out in the notice of annual general meeting of the Company which will be published in due course.

By order of the Board
Kan Che Kin, Billy Albert
Chairman

Hong Kong, 30 March 2011

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Kan Che Kin, Billy Albert, Mrs. Kan Kung Chuen Lai, Ms. Li Shu Han, Eleanor Stella and Mr. Li Kai Yien, Arthur Albert and three independent non-executive Directors, namely Mr. Li Siu Yui, Mr. Ip Woon Lai and Mr. Lee Kong Leong.