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CHINA INNOVATION INVESTMENT LIMITED

中國創新投資有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1217)

2015 INTERIM RESULTS ANNOUNCEMENT

The board (the "Board") of directors (the "Directors") of China Innovation Investment Limited (the "Company") are pleased to announce the unaudited interim results of the Company for the six months ended 30 June 2015 with comparative figures for the corresponding period of 2014 as follows:

CONDENSED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2015

	<i>Notes</i>	Six months ended 30 June	
		2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Gross proceeds from disposal of securities		105,948	28,661
Interest income		262	51
Other income		841	527
Net realised gain (loss) on disposal of financial assets at fair value through profit or loss		3,117	(172)
Unrealised holding gain (loss) from financial assets at fair value through profit or loss		52	(913)
Administrative and other operating expenses		(6,840)	(3,049)
Loss before taxation	3	(2,568)	(3,556)
Income tax expense	4	–	–
Loss for the period and attributable to owners of the Company		(2,568)	(3,556)
Total comprehensive loss for the period and attributable to owners of the Company		(2,568)	(3,556)
Loss per share			
Basic	5	(0.04 cents)	(0.05 cents)
Diluted	5	N/A	N/A

CONDENSED STATEMENT OF FINANCIAL POSITION

At 30 June 2015

	<i>Notes</i>	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment		163	581
Available-for-sale investments	6	270,764	270,764
		270,927	271,345
CURRENT ASSETS			
Financial assets at fair value through profit and loss		7,093	2,605
Prepayment, deposits and other receivables		7,582	9,401
Cash and bank balances	7	210,777	23,732
		225,452	35,738
CURRENT LIABILITIES			
Financial liabilities at fair value through profit or loss		–	14
Other payables and accruals		12,589	13,141
		12,589	13,155
NET CURRENT ASSETS		212,863	23,583
NET ASSETS		483,790	293,928
EQUITY			
Issued share capital	8	84,844	69,794
Reserves		398,946	224,134
TOTAL EQUITY		483,790	293,928
Net asset value per share	10	HK\$0.06	HK\$0.04

CONDENSED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2015

	Issued share capital HK\$'000	Share premium account HK\$'000	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2015 (Audited)	69,794	313,682	12,155	(101,703)	293,928
Total comprehensive loss for the period	–	–	–	(2,568)	(2,568)
Issue of shares upon exercise of share option	1,100	6,321	(1,921)	–	5,500
Issue of shares upon placing new shares under general mandate	13,950	172,980	–	–	186,930
At 30 June 2015 (Unaudited)	84,844	492,983	10,234	(104,271)	483,790
At 1 January 2014 (Audited)	69,794	313,682	–	(85,790)	297,686
Total comprehensive loss for the period	–	–	–	(3,556)	(3,556)
At 30 June 2014 (Unaudited)	69,794	313,682	–	(89,346)	294,130

Notes:

- (i) Under the Companies Law of the Cayman Islands, the share premium of the Company is available for paying distributions of dividends to the shareholders subject to the provisions of the Articles of Association of the Company and a statutory solvency test. Under the Articles of Association of the Company, dividend may be declared or payable out of the profits and reserves of the Company lawfully available for distribution with the sanction of an ordinary resolution. Dividend may also be declared out of share premium account of the Company. As at 30 June 2015, the Company's reserve available for distribution amounted to approximately HK\$388,712,000 (30 June 2014: approximately HK\$224,336,000).
- (ii) The share option reserve comprises the fair value of unexercised share options granted to directors, employees and business advisors of the Company recognised in accordance with HKFRS 2.

CONDENSED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2015

	Six months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Net cash (used in) from operating activities	(5,385)	488
Net cash from investing activities	–	578
Net cash from financing activities	192,430	–
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	187,045	1,066
Cash and cash equivalents at the beginning of the period	23,732	21,772
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	210,777	22,838
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	27,477	17,708
Non-pledged time deposits with original maturity of less than three months when acquires	183,300	5,130
	210,777	22,838

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

1 Corporate information

China Innovation Investment Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is situated at 26/F., 9 Des Voeux Road West, Sheung Wan, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 28 August 2002.

The Company’s principal activity has not changed during the period and is principally engaged in investments. Its principal investment objective is to achieve short and medium-term capital appreciation by investing in listed and unlisted companies mainly in Hong Kong (“HK”) and the People’s Republic of China (the “PRC”).

2 Basis of preparation

The unaudited condensed financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The unaudited condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual financial statements for the year ended 31 December 2014.

Summary of significant accounting policies

The Company has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2015. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Company’s accounting policies, presentation of the Company’s financial statements and amounts reported for the current period and prior years.

The Company has not applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

3 Loss before taxation

	Six months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
The Company's loss before taxation is arrived at after charging:		
Auditors' remuneration	100	80
Depreciation of property, plant and equipment	418	418
Employee benefit expense, including Directors' remuneration		
— wages, salaries and welfare	335	359
— contribution to retirement benefits scheme	18	20
Operating lease charge for land and buildings	480	480

4 Income tax expense

No provision for Hong Kong profits tax has been made for the six months ended 30 June 2015 and 30 June 2014 as the Company did not generate any assessable profits.

5 Loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$2,568,000 (six months ended 30 June 2014: HK\$3,556,000) and the weighted average number of 7,042,469,086 (six months ended 30 June 2014: 6,979,385,753) shares in issue during the period.

The computation of the diluted loss per share does not assume the exercise of the Company's share options as the exercise would decrease the loss per share of both current and prior periods.

6 Available-for-sale investments

	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
Unlisted equity securities, at cost	353,564	353,564
Less: Impairment	(82,800)	(82,800)
	270,764	270,764

7 Cash and bank balances

	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
Cash at banks	27,474	21,582
Cash on hand	3	3
Time deposits	183,300	2,147
	210,777	23,732

8 Share capital

	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
Authorised:		
15,000,000,000 ordinary shares of HK\$0.01 each	150,000	150,000
Issued and fully paid:		
8,484,385,753 ordinary shares of HK\$0.01 each (31 December 2014: 6,979,385,753) (note)	84,844	69,794

Note: The Company has issued 110,000,000 shares upon exercise of share options under Share Option Scheme during the period. Also 1,395,000,000 shares has been issued upon completion of placing under general mandate by the Company on 23 June 2015.

9 Share options

Pursuant to an annual general meeting of the Company held on 22 May 2014 and the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued under the share option scheme (the "Scheme") on 4 June 2014, the Company adopted the Share Option Scheme for the purpose of providing incentive to directors, employees and consultants. Unless or otherwise cancelled, amended or expire, the Scheme will be expired on 3 June 2024.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue, or if such 10% limit is refreshed, the maximum aggregate number of shares which may be issued upon the exercise of all outstanding options grant and yet to be exercised under the Scheme must not exceed 30% of the total number of shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company then issue, without prior approval from the Company's shareholders. Each grant of options to any director, chief executive or substantial shareholder must be approved by independent non-executive directors. Where any grant of options to a substantial shareholder or any of their respective associates would result in the shares of the Company issued and to be issued upon exercise of options already granted and to be granted in excess of HK\$5,000,000 in the 12 month period up to the date of grant, then the grant must be approved in advance by the Company's shareholders.

A consideration of HK\$1 shall be paid to the Company upon acceptance of the grant. Options may be exercised in accordance with the terms of the Scheme at any time during a year to be determined and notified by the directors of the Company, which period may not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. The exercise price is determined by the directors of the Company, and will not be less than the higher of closing price of the Company's shares on the date of grant, and the average closing price of the shares for the five business days immediately preceding the date of grant.

Movement of the options granted under the Scheme for the period are as follows:

Date of grant	Exercise period	Number of share options				Outstanding as at 30 June 2015	Exercise price per share option HK\$
		Outstanding as at 1 January 2015	Granted during the period	Expired during the period	Exercised during the period		
6 July 2014	6 July 2014–5 July 2024	696,000,000	–	–	110,000,000	586,000,000	0.05

No share option has been granted and outstanding under the Scheme as at 30 June 2014.

10 Net assets value per share

The calculation of net asset per share is based on the net asset value of the Company as at 30 June 2015 of approximately HK\$483,790,000 (31 December 2014: approximately HK\$293,928,000) and 8,484,385,753 (31 December 2014: 6,979,385,753) ordinary shares in issue at the end of the period.

11 Related party transactions

	Six months ended 30 June	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Investment management fee paid to China Everbright Securities (HK) Limited (<i>note a</i>)	240	240
Rental expenses paid to New Era Group (China) Limited (<i>note b</i>)	480	480
Rental deposit paid to New Era Group (China) Limited (<i>note b</i>)	160	160

Note:

- (a) The Company entered into an investment management agreement with CES for a period of three years commencing from 1 June 2003 in consideration of a payment of a fee calculated at 0.25% per annum of the net asset value of the Company as at the last dealing date on the Stock Exchange in each calendar month or such other valuation date as considered appropriate by the Board and payable on a monthly basis on a business date immediately after each valuation date. The agreement is renewed automatically for a period of three years upon expiry unless a written notice of termination by either party for not less than 3 months is served.

In addition, CES is entitled to a bonus fee equivalent to 10% of the audited profit before tax of each financial year of the Company payable on the business date immediately after the publication of the Company's final audited result for the year. On 23 October 2007, a First Supplemental Agreement was entered into between the Company and CES whereas the service fee was fixed at HK\$300,000 per annum by a monthly payment of HK\$25,000 ("Investment Management Fee") and the annual bonus was maximised to HK\$1,000,000 with effect from 1 January 2008. CES is regarded as a connected person of the Company for the purpose of the Listing Rules. Mr. Chan Cheong Yee, a director of the Company, is the authorised representative of CES.

On 28 February 2012, the Company and CES entered into the Second Supplemental Agreement which lasts for 3 years commenced with effect from 20 May 2012 and shall terminate on 19 May 2015. Pursuant to this agreement, the Investment Management Fee is increased to HK\$960,000 per annum with effect from 20 May 2012, and payable monthly by the Company to CES at HK\$80,000 per month. Furthermore, it was agreed that the Company and CES shall not terminate the Agreement (as amended by the First Supplemental Agreement and the Second Supplemental Agreement) within the twelve months commencing from 20 May 2012.

On 19 December 2013, the Company and CES entered into the Third Supplemental Agreement. Pursuant to this agreement, the Investment Management Fee is separated into two portions. The fixed portion of HK\$480,000 per annum with effect from 1 January 2014, and payable monthly by the Company to CES at HK\$40,000 per month. Another portion of HK\$480,000 per annum was liable only when the audited profit before tax of each financial year of the Company reaches HK\$480,000 and payable on the business date one month after the publication of the Company's final audited result for the year. The Third Supplemental Agreement is a memorandum of the Second Supplemental Agreement and only revised the payment method as compared with the Second Supplemental Agreement. Therefore, the Company entered into the Third Supplemental Agreement did not represent a new connected transaction.

On 19 May 2015, the Company and CES entered into the Fourth Supplemental Agreement which lasts for 3 years commenced with effect from 20 May 2015 and shall terminate on 19 May 2018. All terms and conditions remains unchanged.

- (b) The Company entered into a tenancy agreement (the “Tenancy Agreement”) with NEG, a company of which Mr. Xiang Xin, a director of the Company has control, for the occupancy of an office premises for a 3 years term commenced from 1 July 2008 with rent-free period from 1 July 2008 to 31 August 2008. Pursuant to the Tenancy Agreement, the Company shall pay a deposit of HK\$160,000 and a monthly rental of HK\$80,000 to NEG. The deposit was included in deposit and prepayment in the statement of financial position. During the year ended 31 December 2011, the Tenancy agreement had been renewed for further 3 years commenced from 1 July 2014 with the same terms and conditions.

12 Commitments

Lease commitments

As at 30 June 2015, the total future minimum lease payments of the Company under non-cancellable operating leases are payable as follows:

	30 June 2015 HK\$'000 (Unaudited)	31 December 2014 HK\$'000 (Audited)
Within one year	1,440	960
In the second to fifth years inclusive	1,860	1,440
	3,300	2,400

Operating lease payments represent rental payable by the Company for its office. Leases are negotiated for an average term of 3 years and rentals are fixed over the lease term and do not include contingent rentals.

13 Contingent liabilities

The Company did not have any significant contingent liabilities at 30 June 2015.

14 Interim dividends

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2015 (six months ended 30 June 2014: Nil).

Financial review

For the six months ended 30 June 2015, the Company record gross proceeds from disposal of securities are HK\$105,948,000 (six months ended 30 June 2014: HK\$28,661,000). For the six months ended 30 June 2015, the Company recorded total revenue of approximately HK\$262,000 (Six months ended 30 June 2014: approximately HK\$51,000). This increase in revenue was mainly attributable to the increase in the interest income.

The loss for the six months ended 30 June 2015 was approximately HK\$2,568,000 while the loss for the corresponding period of 2014 was approximately HK\$3,556,000.

Business review

The Company is an investment holding company and the Company's shares were listed on The Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 28 August 2002 pursuant to Chapter 21 of the Rules Governing the Listing of Securities on the Stock Exchange.

As at 30 June 2015, the Company held investments in five unlisted companies namely Topsun Creation Limited, Aesthetic Vision Limited, United Crown Future Company Limited, Blue Angel (H.K.) Limited and Grand Far Sky Limited, which amounting to total cost and carrying values of approximately HK\$353,564,000 and HK\$270,764,000 respectively.

Prospect

The Company is one of the few investment companies in Hong Kong focusing investment in dual usage of military and civil sectors. We invest in listed and non-listed civil and military joint ventures with high quality to strive for medium-term gains from capital appreciation in the course of securitization of corporate assets invested, and apply the same as our key operation strategy and income source.

Leveraging on our experience and well-connected network in the Mainland market over years, the Company recently invested in military and civil dual-used charge storage batteries, new models of lighting products, eco-equipment materials and energy-saving media terminals respectively through its investment. With energy conservation as our development goal, our investments have achieved breakthroughs in realising the four new industries of "New Energy", "New Light", "New Materials" and "New Media", military and civil dual-application in real projects.

Investment Portfolios

As at 30 June 2015, the Company hold the following investments:

- (i) Topsun Creation Limited (“Topsun”) is incorporated in Hong Kong and principally engaged in investment holding. At 30 June 2015, Topsun directly held 100% interest in a company incorporated in the PRC, which the principal activity was in relation to energy-saving batteries for new energies as its major products. The characteristics of such product are high volume, whole sealing and maintenance free. The Company holds 2,710 “B” non-voting shares in Topsun, representing 67.75% interest in the issued share capital of Topsun. No dividend was received during the period.
- (ii) Aesthetic Vision Limited (“Aesthetic”) is incorporated in Hong Kong and principally engaged in investment holding. The principal assets of Aesthetic include its wholly-owned subsidiaries incorporated in the PRC of which its major product is LED lighting. Aesthetic possesses LED ergonomics technology with features including LED illuminant, appropriate light flux, free colour temperature, healthy spectrum and compliance to ergonomics. Its products are widely used in military production as well as civic purposes. The Company holds 8,500 “B” non-voting shares in Aesthetic, representing 85% interest in the issued share capital of Aesthetic. No dividend was received during the period.
- (iii) United Crown Future Company Limited (“United Overseas”) is incorporated in British Virgin Island and principally engaged in investment holding. The principal asset of United Overseas was directly holds 100% interest in a company incorporated in the PRC, of which is principally engaged in conducting research and development of energy-saving eco-materials for walls. The Company holds 1,621 “B” non-voting shares in United Overseas, representing 52.68% interest in the issued share capital of United Overseas. No dividend was received during the period.
- (iv) Blue Angel (H.K.) Limited (“Blue Angel HK”) is incorporated in Hong Kong and principally engaged in investment holding. Blue Angel HK holds two wholly-owned subsidiaries and both are incorporated in the PRC, of which the principal activities is producing and assembly of energy-saving media terminals products with the use of “New Energy”, “New Light”, “New Material” technologies. As at 30 June 2015, the Company holds 48,500 “B” non-voting shares in Blue Angel HK, which represented 62.99% interest in the issued share capital of Blue Angel HK. No dividend was received during the period.

- (v) Grand Far Sky Limited (“Grand Far Sky”) is incorporated in Hong Kong and principally engaged in investment holding, which specifically provide completed management of fund and funds platform. Grand Far Sky holds a 95% interest in a subsidiary incorporated in the PRC, of which the principle activity is funding platform and fund management. As at 30 June 2015, the Company holds 3,000 “B” non-voting shares in Grand Far Sky, which represented 31.58% interest in the issued share capital of Grand Far Sky. No dividend was received during the period.

Liquidity and financial resources and gearing

As at 30 June 2015, the Company had cash and cash equivalents of approximately HK\$210,777,000. All the cash and cash equivalents were mainly placed as short term deposits in Hong Kong dollars (“HK\$”) and Renminbi (“RMB”) with banks and securities companies in Hong Kong.

For the period under review, the Company financed its operations with its own available funding and did not have any banking facilities. In this regard, the Company had a net cash position and its gearing ratio was zero (net debt to shareholders’ funds) as at 30 June 2015. Taking into consideration the existing financial resources of the Company, it is anticipated that the Company should have adequate financial resources to meet its ongoing operating and development requirements.

Capital structure

Details in the changes of the capital structure of the Company during the six months ended 30 June 2015 are set out in note 8 to the condensed financial statements. The capital of the Company comprises only ordinary shares as at 30 June 2015.

Foreign currency fluctuation

The Company mainly operates its business transaction in Hong Kong dollars and thus is not exposed to foreign currency risk. No hedging or other alternatives have been implemented.

Charge on Company asset and contingent liabilities

As at 30 June 2015, the Company has not pledge its assets and the Company did not have any significant contingent liabilities.

Employee information

As at 30 June 2015, the Company had 15 employees.

Interim Dividend

To maintain the capital for operation and potential investment opportunities, the Board does not recommend the payment of an interim dividend for the six months ended 30 June 2015.

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2015, the Company had not purchased, sold or redeemed any of its listed securities.

Corporate Governance

Code on Corporate Governance Practices (the "Code")

During the six months ended 30 June 2015, the Company has complied with the code provisions in the Code, save for deviation from Codes A.2.1 and A.4.1.

- The roles of chairman and chief executive officer should be separated and should not be performed by the same individual.
- The non-executive Directors of the Company are not appointed for a specific term, but are subject to retirement by rotation in accordance with the Company's Articles of Association and shall be eligible for re-election.

As at 30 June 2015, Mr. Xiang Xin is the Chairman of the Board and the Chief Executive Officer of the Company. This deviates from code provision A.2.1 of the Code which requires that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual.

After evaluation of the current situation of the Company and taking into account of the experience and past performance of Mr. Xiang, the Board is of the opinion that it is appropriate and in the best interests of the Company at the present stage for Mr. Xiang to hold both positions as the Chairman and the Chief Executive Officer of the Company as it helps to maintain the continuity of the policies and the stability of the operations of the Company.

Mr. Xiang Xin and Mr. Kuk Peter Z became the Co-Chairman of the Board with effect from 4 June 2015.

None of the existing non-executive Directors are appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, all Directors (including independent non-executive Directors) are subject to retirement by rotation in accordance with the Company's Articles of Association. As such, the Board 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.

Directors' Securities Transactions

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuer ("Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding securities transactions by Directors.

Having made specific enquiry of all Directors, the Directors of the Company have complied with the required standard set out in the Model Code during the six months ended 30 June 2015.

Audit Committee

The audit committee (the “Audit Committee”) was established by the Board since the listing of the Company’s shares on the Stock Exchange on 28 August 2002. The Audit Committee has its written terms of reference adopted since its establishment in compliance with the Code as set out in the Appendix 14 of the Listing Rules. As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely Mr. David Wang Xin, Mr. Zang Hong Liang and Mr. Lee Wing Hang. The principal duties of the Audit Committee include the review and supervision of the Company’s financial reporting system and internal control procedures and review of the Company’s financial information.

The Company’s interim report for the six months ended 30 June 2015 has been reviewed by the Audit Committee.

Sufficiency of Public Float

The Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors, throughout the six months ended 30 June 2015.

By order of the Board

China Innovation Investment Limited

Xiang Xin

Chairman and Chief Executive Officer

Hong Kong, 21 August 2015

As at the date of this announcement, the Executive Directors of the Company are Mr. Xiang Xin, Mr. Chan Cheong Yee, Mr. Li Zhou; the Non-executive Directors are Mr. Sun Kuan Chi, Mr. Jook Chun Kui Raymond, Mr. Kuk Peter Z, Mr. Wang Wei and Mr. Ge Ming; the Independent Non-executive Directors are Mr. David Wang Xin, Mr. Zang Hong Liang and Mr. Lee Wing Hang; Ms. Kung Ching is an alternate director to Mr. Xiang Xin and Mr. Chen Banyan is an alternate director to Mr. Li Zhou.