Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SOUTH SEA PETROLEUM HOLDINGS LIMITED

南海石油控股有限公司 (Incorporated in Hong Kong with limited liability)

(Stock code: 76)

ANNOUNCEMENT OF AUDITED RESULTS FOR THE YEAR ENDED 31 DECEMBER 2009

The Board of Directors (the "Board") of South Sea Petroleum Holdings Limited (the "Company") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2009 together with the comparative figures in 2008 as follows:

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2009 (Expressed in US\$'000)

| | 2009 | 2008 |
|--|----------|-----------|
| TURNOVER | 38,446 | 53,767 |
| Cost of sales | (29,237) | (33,951) |
| | 9,209 | 19,816 |
| Other income | 2,586 | 3,432 |
| General and administrative expenses | (16,570) | (14, 103) |
| Drilling and operating expenses | (6,371) | (10, 426) |
| Net gain (loss) in fair value of financial assets held for trading | 8,318 | (12,318) |
| Other taxes | (290) | (1,884) |
| Exploratory dry hole costs | - | (76,996) |
| Impairment of project advance | (9,739) | — |
| Impairment of oil properties | (43,559) | _ |
| Impairment of goodwill | (1,619) | _ |
| Impairment loss of other receivable | (11,210) | (7,604) |
| LOSS FROM OPERATING ACTIVITIES | (69,245) | (100,083) |
| Finance costs | (295) | (468) |
| LOSS BEFORE TAX | (69,540) | (100,551) |
| Income tax | (276) | 426 |
| LOSS FROM CONTINUING OPERATIONS | (69,816) | (100,125) |
| DISCONTINUED OPERATIONS | | 1 722 |
| Gain from discontinued operations | | 1,723 |
| LOSS FOR THE YEAR | (69,816) | (98,402) |

| | 2009 | 2008 |
|--|----------|----------|
| Attributable to: | | |
| Equity shareholders of the Company | (69,304) | (98,297) |
| Minority interests | (512) | (105) |
| | (69,816) | (98,402) |
| EARNINGS (LOSS) PER SHARE – BASIC (US Cents) | | |
| From continuing and discontinued operations | (0.632) | (0.896) |
| From continuing operations | (0.632) | (0.912) |
| From discontinued operations | | 0.016 |

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2009 (Expressed in US\$'000)

| | 2009 | 2008 |
|--|-------------------|--------------------|
| LOSS FOR THE YEAR | (69,816) | (98,402) |
| OTHER COMPREHENSIVE INCOME | | |
| Exchange difference Revaluation of land and buildings | 1,713 896 | (4,610) (1,141) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | (67,207) | (104,153) |
| Attributable to: Equity shareholders of the Company Minority interests | (66,807) (400) | (103,971) (182) |
| | (67,207) | (104,153) |

CONSOLIDATED BALANCE SHEET

As at 31 December 2009 (Expressed in US\$'000)

| | 2009 | 2008 |
|--|---------|---------|
| NON-CURRENT ASSETS | | |
| Goodwill | 1,262 | 2,523 |
| Fixed assets | 22,343 | 63,917 |
| Project advances for oilfield exploration and mining | , | 9,739 |
| Available for sale investment | 771 | 11,792 |
| Deferred tax assets | 168 | 414 |
| | 24,544 | 88,385 |
| CURRENT ASSETS | | |
| Cash and bank balances | 21,401 | 44,703 |
| Financial assets at fair value held for trading | 22,888 | 11,376 |
| Tax prepaid | | 195 |
| Trade receivables | 12,063 | 6,841 |
| Other loan receivables | 3,149 | 2,547 |
| Due from an investee company | - | 3,094 |
| Inventories | 6,788 | 7,415 |
| Prepayments, deposits and other receivables | 49,343 | 33,362 |
| | 115,632 | 109,533 |
| CURRENT LIABILITIES | | |
| Trade payables | 3,312 | 3,010 |
| Other payables and accrued expenses | 2,169 | 4,537 |
| Bank overdraft | 1,587 | _ |
| Bank loan on discounted debtors | 1,980 | 2,429 |
| Finance lease-current portion | 320 | 313 |
| Government grant received in advance-current portion | | 8 |
| | 9,368 | 10,297 |
| NET CURRENT ASSETS | 106,264 | 99,236 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 130,808 | 187,621 |
| NON-CURRENT LIABILITIES | | |
| Finance lease | 525 | 745 |
| Provision | 1,429 | 1,022 |
| Convertible debenture | 9,087 | - |
| | 11,041 | 1,767 |
| NET ASSETS | 119,767 | 185,854 |
| NET ADDID | 117,707 | 105,054 |

| | 2009 | 2008 |
|--|-----------|-----------|
| CAPITAL AND RESERVES | | |
| Share capital | 109,722 | 109,722 |
| Revaluation reserve | 3,843 | 2,706 |
| Special capital reserve | 12,037 | 12,037 |
| Share premium | 199,947 | 199,947 |
| Convertible debenture equity reserve | 2,253 | _ |
| Translation reserve | 5,918 | 4,558 |
| Accumulated losses | (216,776) | (147,473) |
| Total equity attributable to equity shareholders | 116,944 | 181,497 |
| Minority interests | 2,823 | 4,357 |
| | 119,767 | 185,854 |

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

| | Years Ended 31 December, 2009 2008 | |
|--|---|----------|
| | US\$'000 | US\$'000 |
| NET CASH USED IN OPERATING ACTIVITIES | (23,201) | (25,249) |
| NET CASH FROM (USED IN) INVESTING ACTIVITIES | 501 | (20,328) |
| CASH FLOW USED IN FINANCING ACTIVITIES | (3,016) | (1,972) |
| DECREASE IN CASH AND CASH EQUIVALENTS | (25,716) | (47,549) |
| Cash and cash equivalents at 1 January | 44,703 | 93,260 |
| Effect of exchange rate | 827 | (1,008) |
| CASH AND CASH EQUIVALENTS AT 31 December | 19,814 | 44,703 |
| | | |
| ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS | | |
| Cash and bank balances | 21,401 | 44,703 |
| Bank overdraft | (1,587) | |
| | 19,814 | 44,703 |

NOTES TO THE ACCOUNTS

1. Basis of preparation and significant accounting policies

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. The HKFRS is inclusive of all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the HKICPA. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The measurement basis in the preparation of the financial statements is historical cost, except for the measurement of financial assets at fair value through profit or loss, land and buildings and investment properties.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The Group adopted the following new and revised HKFRSs that are effective or available for early adoption for accounting periods beginning on or after 1 January 2009.

| HKAS 1 (Revised) | Presentation of Financial Statements |
|----------------------|---|
| HKAS 23 (Revised) | Borrowing Costs |
| HKFRS 1 and HKAS 27 | Consolidated and Separate Financial Statements - Cost of an Investment in |
| (Amendments) | a Subsidiary, Jointly Controlled Entity or an Associate |
| HKFRS 2 (Amendments) | Share-based Payment – Vesting Conditions and Cancellations |
| HKFRS 7 (Amendments) | Financial Instruments: Disclosures – Improving Disclosures about |
| | Financial Instruments |
| HKFRS 8 | Operating Segments |
| HKFRSs (Amendments) | Improvements to HKFRSs 2008 |

The adoption of the above new and revised HKFRSs has no material impact on the financial statements.

The Group has not early adopted the new and revised standards, amendments or interpretations that have been issued but not yet effective during the year. The Group is in the process of assessment of the impact of these amendments to the Group.

2. Turnover and segment information

Turnover represents oil revenue from the sale of crude oil, assembly of electronic components for the contract electronics manufacturer and sales of mineral products.

An analysis of the Group's turnover and results for the year by business segments is as follows:

(Expressed in US\$'000)

For the year ended 31 December 2009:

| | | Continuin | g operations | | Discontinue | ed operations | | |
|--|----------|---------------------|---|--------------------|----------------------|-------------------------|------------------|----------------------------|
| | Oil | Sale of minerals | Contract electronic manufacturing | Trading securities | Oil in Philippine | Exploration of minerals | Other operations | Total |
| Revenue from external customers | 9,238 | 6,915 | 22,272 | | | | 21 | 38,446 |
| Segment results Unallocated income and expenses | (69,675) | (3,018) | (1,853) | 8,426 | - | - | - | (66,120) (3,125) |
| Loss from operation Finance costs Taxation | - | - | (253) (276) | - | - | - - | (42) | (69,245) (295) (276) |
| Loss for the year | | | | | | | | (69,816) |

For the year ended 31 December 2008:

| | | Continuing | , operations | | Discontinue | d operations | | |
|--|----------|---------------------|---|--------------------|----------------------|-------------------------|--------|------------------------------------|
| | Oil | Sale of minerals | Contract electronic manufacturing | Trading securities | Oil in Philippine | Exploration of minerals | Others | Total |
| Revenue from external customers | 17,234 | 5,963 | 30,551 | _ | _ | | 19 | 53,767 |
| Segment results Unallocated income and expenses | (78,874) | (898) | 948 | (3,038) | (7,105) | (36) | - | (89,003) (11,203) |
| Loss from operation Gain on disposal of subsidiaries Finance costs Taxation | 1,845 | | (467) 426 | | | | | (100,206) 1,845 (467) 426 |
| Loss for the year | | | | | | | | (98,402) |

3. Loss from operating activities

Loss from operating activities is arrived at after charging:

| | 2009 US\$'000 | 2008 US\$'000 |
|--|------------------|------------------|
| Depreciation: | | |
| – owned fixed assets | 1,718 | 1,712 |
| - leased fixed assets | 258 | 297 |
| Operating lease rentals on | | |
| – land and buildings | 994 | 734 |
| – plant and machinery | 885 | 1,060 |
| Costs of inventories sold | 33,047 | 38,528 |
| Staff costs, including directors' remuneration | 10,410 | 12,508 |
| Auditors' remuneration | 183 | 142 |
| Provision for plug and abandonment | 480 | 500 |
| Realised loss (gain) in fair value of financial assets at held for trading | 8,678 | (233) |
| Foreign exchange losses, net | 126 | 151 |
| Tax | | |
| | 2009 | 2008 |
| | US\$'000 | US\$'000 |
| Overseas tax charge – Overprovision in respect of prior year | _ | (185) |
| Deferred tax charge (credit) | 276 | (241) |
| | 276 | (426) |

Tax represented deferred tax assets reversed (2008: provided) in an England subsidiary.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

No provision for PRC profits tax has been made as, in the opinion of the Company's directors, the Group did not have any estimated assessable profits in PRC for the year.

No provision for Hong Kong profits tax has been made as, in the opinion of the Company's directors, the Group did not have any estimated assessable profits or have tax losses to set off current year's profits in Hong Kong for the year.

5. Discontinued operations

4.

On 21 May 2008, the Group disposed the entire interests in its subsidiaries, Comp Assets International Limited, PT. Global Select Indonesia, Mega Resources International Enterprises Limited, and South Sea Petroleum (Philippines) Corporation at a consideration of US\$9,700,000. The Group's oil exploration business in Philippines, a small part of oil exploration business in Indonesia and the mineral exploration business in China were discontinued.

The results and the cash flows of the discontinued operations were as follows:

| | 2009 US\$'000 | 2008 US\$'000 |
|---|------------------|------------------|
| Other revenue | _ | 4 |
| Administration expenses | | (126) |
| Loss from discontinued operations | _ | (122) |
| Gain on disposal of discontinued operations | | 1,845 |
| | | 1,723 |
| Net cash used in operating activities | _ | (87) |
| Net cash used in investing activities | _ | (54) |
| Net cash used in financing activities | | (6,720) |
| (Decrease) increase in cash and cash equivalent | | (6,861) |
| The net assets of the discontinued operations are as follows: | | |
| Fixed assets | | 14,241 |
| Project advances for oil field exploration and mining | | 11,141 |
| Cash and bank balances | | 1,339 |
| Prepayments, deposits and other receivables | | 4,851 |
| Other payable and accrued expenses | | (19,849) |
| Exchange reserve Minority interests | _ | (8) (3,860) |
| Net assets disposed | | 7,855 |
| Gain on disposal | - | 1,845 |
| | - | 9,700 |
| Satisfied by: | | |
| Shares in new Joint Venture | = | 9,700 |

6. Basic loss per share

(i) From continuing and discontinued operations

The calculation of basic loss per share is based on the net loss attributable to shareholders for the year of US\$69,304,000 (2008: US\$98,297,000), and 10,972,239,359 (2008: 10,972,239,359) ordinary shares in issue during the year.

(ii) From continuing operations

The calculation of basic loss per share is based on the net loss attributable to shareholders for the year of US\$69,304,000 (2008: US\$70,021,000) and 10,972,239,359 (2008: 10,972,239,359) ordinary shares in issue during the year.

(iii) From discontinued operations

The calculation of basic earning per share in 2008 is based on the net profit attributable to shareholders for the year of US\$1,723,000 and 10,972,239,359 ordinary shares in issue during the year.

7. Dividend

The Directors have decided not to declare any dividend for the year ended 31 December 2009 (2008: Nil).

8. Fixed assets

During the year ended 31 December 2009, the Group acquired approximately US\$1,518,000 (2008: US\$25,007,000) of fixed assets.

9. Trade and note receivables

The ageing analysis of the trade and note receivables is as follows:

| | 2009 | 2008 |
|--------------|----------|----------|
| | US\$'000 | US\$'000 |
| 0-30 days | 3,415 | 5,215 |
| 31-60 days | 5,459 | 256 |
| 61-90 days | 957 | 92 |
| Over 90 days | 2,232 | 1,278 |
| | 12,063 | 6,841 |

Included in trade receivables an amount of USD1,631,000 in respect of amount due from minority interest.

10. Trade payables

11.

The ageing analysis of the trade payables is as follows:

| | 2009 | 2008 |
|---|----------|----------|
| | US\$'000 | US\$'000 |
| 0-30 days | 2,087 | 744 |
| 31-60 days | 872 | 683 |
| 61-90 days | 84 | 299 |
| Over 90 days | 269 | 1,284 |
| | 3,312 | 3,010 |
| Share capital | | |
| | 2009 | 2008 |
| | US\$'000 | US\$'000 |
| Authorised: | | |
| 14,000,000,000 ordinary shares of US\$0.01 each | 140,000 | 140,000 |
| | | |
| Issued and fully paid: | | |
| 10,972,239,359 ordinary shares of US\$0.01 each | 109,722 | 109,722 |

Pursuant to an ordinary resolution passed on 8 January 2010, the company's authorised share capital was increased to US\$500,000,000 by the creation of 360,000,000 ordinary shares of US\$0.01 each, ranking pari passu with the existing ordinary shares of the Company in all respects.

12. Material related party transactions

During the year, the Group entered into the following transactions with related parties:

| | 2009 US\$'000 | 2008 <i>US\$`000</i> |
|----------------------------|------------------|-------------------------|
| Sales to minority interest | 3,951 | |

13. Approval of the Annual Audited Accounts

The Board of Directors of the Company approved the Annual Audited Accounts on 21 April 2010.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

For the year ended 31 December 2009, the Group's turnover was \$38.446 million, as compared to \$53.767 million for fiscal 2008. The net loss attributable to shareholders was \$69.304 million, or \$0.632 cents per share, as compared to net loss of \$98.297 million, or \$0.896 cents per share, for the same period of 2008. On the balance sheet, the total assets of the Group as at 31 December 2009 were \$140.176 million, as compared \$197.918 million at 31 December 2008, and the net assets of the Group were \$119.767 million at 31 December 2009, as compared \$185.854 million at 31 December 2008.

Business Development

The Group has two principal lines of business. The first line of business is to develop, explore and produce crude oil and mining, such as graphite, in Asian countries. The second line of business is to provide electronic manufacturing services in the United Kingdom.

Through its wholly-owned subsidiary, Kalrez Petroleum (Seram) Limited, the Company operates oilfields in Indonesia under the Bula Petroleum Production Sharing Contract ("Bula PSC"), which the Group entered into with BPMIGAS, Department of Petroleum of Indonesia, on 22 May 2000. The Bula PSC will expire in 2019.

Through its majority owned subsidiary, Heilongjiang Beifang Graphite Co., Ltd., the Company is engaged in the business of exploration, production and sale of graphite products in Luobei, Heilongjiang Province of China.

Through its majority owned subsidiary Axiom Manufacturing Services Ltd. ("Axiom") in the United Kingdom, the Company provides electronics manufacturing services in the business-to-business or business-to-industry sectors and to original equipment manufacturers in the following market sectors:

- Medical devices
- Industrial control equipment
- Domestic appliances
- Computer and related products
- Testing and instrumentation products
- Ministry of Defense products

As a result of efficiently managing costs and assets, Axiom is able to offer its customers an outsourcing solution that represents a lower total cost of acquisition than that typically provided by the OEM's own manufacturing operation. OEMs sign contracts with Axiom to build their products or to obtain services related to product development and prototyping, volume manufacturing or aftermarket support.

In many cases Axiom builds products that carry the brand name of its customers and substantially all of Axiom's manufacturing services are provided on a turnkey basis whereby the Company purchases customer-specific components from suppliers, assembles the components onto printed circuit boards, performs post production testing and provide the customer with production process and test documentation. Axiom also provides manufacturing services on a consignment basis whereby material is provided by the customer for Axiom to build into finished printed circuit boards or products. Axiom offers its customers flexible just-in-time delivery programs, which allow product shipments to be closely coordinated with the customers' inventory requirements. Additionally Axiom completes the assembly of final products for its customers by integrating the manufactured printed circuit boards into the customers' finished products. Most of Axiom's customers are located within the United Kingdom.

Results of Operations

For the year ended 31 December 2009, the Group's turnover was \$38.45 million, a decrease of \$15.32 million, or 28.5%, as compared to \$53.77 million for the year of 2008. For the fiscal 2009, the turnover of the Group's crude oil operation was \$9.238 million as compared to \$17.23 million in 2008. The decrease in oil revenue was primarily due to declining oil prices during this period. For the same period the Group's graphite operation generated revenues of \$6.915 million, an increase of \$0.96 million, or16.1%, as compared to \$5.96 million in 2008. The turnover of the Group's electronics manufacturing service operation in 2009 was \$22.27 million, a decrease of \$8.28 million, or 27.1%, as compared to \$30.55 million for the same period of the prior year. The decrease in sales was largely due to the financial decline within the United Kingdom, and customers were being more cautious and keeping their order books to a minimum.

At the period end, an impairment loss of unsuccessful well written-off \$43.56 million, an impairment loss of certain previously capitalized oil exploratory costs of \$9.74 million and an impairment loss of other receivable of \$11.21 million were recognized. Although the management has tried to recover the costs and expenses by leasing out certain oil properties, as a conservative approach, such amounts were fully impaired. Such impairments are attributable to the exploratory activities that did not discover hydrocarbon deposits which would warrant commercial exploitation.

Liquidity and Capital Resources

The Group's operations are primarily funded by cash flows from its operations, and to a certain extent, from issuance of the Company's ordinary shares.

At 31 December 2009, the Group's cash and cash equivalents were \$19.81 million, as compared to \$44.70 million as at 31 December 2008. For the year ended 31 December 2009, the Group's operating activities used net cash of \$23.20 million. During the same year, the Group's investing activities generated net cash of \$0.5 million, primarily attributable to sale of available-for-sale investments of \$3.32 million. For the year of 2009, the Group's financing activities used net cash of \$3.016 million.

On 4 August 2009, the Company contracted to issue convertible debenture for an aggregate amount of HK\$171 million with 6% interest and due 2012. The net proceeds are used as working capital reserve to increase the Group's oil and graphite production.

On 9 December 2009, the Company contracted to issue convertible debenture for an aggregate amount of US\$100 million with 6% interest and due 2015. The net proceeds are intended to be used as capital reserve to increase graphite ore reserve and expand graphite production capacity in China.

At 31 December 2009, the Group had no contingent liabilities. The Group believes that its cash balance and the cash generated from operations are adequate to meet its operating expenses and capital expenditure for the next twelve months. However, the Group's continuing operating and investing activities may require it to obtain additional sources of financing. In that case, the Group may seek financing from institutional investors, banks, or other sources of financing. There can be no assurance that any necessary additional financing will be available to the Group at that time.

Off Balance Sheet Arrangements

At 31 December 2009, the Group had no off balance sheet arrangements.

Major Customers and Suppliers

During the year, the Group's purchases from the five largest suppliers accounted for approximately 37.6% of the Group's total purchases and purchases from the largest supplier included therein accounted for approximately 12.15% of the Group's total purchases.

During the year, the Group's sales to the five largest customers accounted for approximately 81.88% of the Group's total turnover and sales to the largest customer included therein accounted for approximately 24.03% of the Group's total sales.

None of the Company's directors, their associates, or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in the Group's five largest customers in 2009 and 2008.

Employees and Remunerations Policies

At 31 December 2009, the Group had a total of approximately 575 full-time employees in Indonesia, the United Kingdom, Mainland China and Hong Kong. The Group believes that its relationship with its employees is satisfactory.

The remuneration of each employee of the Group is determined on the basis of his or her performance and responsibility.

Material Uncertainties

There are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Foreign Exchange Exposure

The Group's principal operating subsidiaries earn revenues and incur costs in US dollars and British pounds, respectively. The Group will continue to monitor the risk of foreign exchange fluctuation on the Group's results of operations, financial conditions and cash flows.

Legal Proceedings

The Group is not a party to any material legal proceedings.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2009, the directors and Chief Executive Officer of the Company held following long positions in the ordinary share of the Company:

| | Number of Ordinary Shares held | | Approximate % |
|-----------|--------------------------------|----------------------------|-----------------|
| Name | Personal Interests | Corporate Interests | of shareholding |
| Zhou Ling | _ | 32,000,000 | 0.29% |

Save as disclosed above, as at the date of this report, none of the directors and executive officers of the Company and their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations that were required, pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), to be entered in the register referred to therein or which were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As of 31 December 2009, none of the directors of the Company, including their respective associates, are considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 December 2009, no person, other than a director or chief executive's interests which are disclosed in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had registered an interest, short position, or lending poor in the shares or underlying shares or debentures of the Company that was required to be kept by the Company pursuant to Section 336 of the SFO.

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

During the period under review, the Company, or any of its subsidiaries, has not purchased, sold, or redeemed any of the Company's securities.

DIVIDENDS

The Directors have decided not to declare any dividend for the year ended 31 December 2009 (2008: Nil).

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the all the code provisions as set forth in the Code on Corporate Governance Practices contained in Appendix 14 to the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited during the year under review.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors by Listed Issuers (the "Model Code") se out in Appendix 10 of the Listing Rules. Upon enquiry by the Company, all directors of the Company have confirmed that they have complied with the required standards set out in the Model Code.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Company and discussed auditing, internal controls and financial reporting matters, including a review of the audited Annual Accounts for the year ended 31 December 2009.

On the date of this Report, the Audit Committee consists of the following independent nonexecutive directors: Mr. Ho Choi Chiu (Chairman), Mr. Lu Ren Jie, and Mr. Chai Woon Chew.

REVIEW BY THE AUDIT COMMITTEE

The financial results of the Company and its subsidiaries for the year ended 31 December 2009 have been reviewed by the Audit Committee of the Board of the Directors.

PUBLICATION OF RESULTS

This announcement of results containing all the information required by paragraphs 46(1) to 46(6) of Appendix 16 of the Listing Rules will be published in due course on website of the Stock Exchange of Hong Kong Limited (http://www.hkex.com.hk). The Company's 2009 Annual Report will also be dispatched to all shareholders of the Company before 30 April 2010.

BOARD OF DIRECTORS

As at the date of this announcement, the board of directors comprised of Mr. Zhou Ling, Ms. Lee Sin Pyung and Ms. Zhang Xue being executive directors, Mr. Lu Ren Jie, Mr. Chai Woon Chew and Mr. Ho Choi Chiu being independent non-executive directors.

On behalf of the Board Lee Sin Pyung Managing Director

Hong Kong, 21 April 2010