



# 利君國際醫藥(控股)有限公司

Lijun International Pharmaceutical (Holding) Co., Ltd.

*(Incorporated in the Cayman Islands with limited liability)*

(stock code: 2005)

## ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2005

On behalf of the board (“Board”) of directors (“Directors”) of Lijun International Pharmaceutical (Holding) Co., Ltd. (“Company”), I am pleased to present the first results announcement of the Company.

### RESULTS AND DIVIDEND PAYMENTS

In 2005, despite fierce competition in the pharmaceutical market and pressure from the State’s pharmaceutical policies, the Company recorded satisfactory results. The annual sales income amounted to RMB884,709,000, representing a mild decrease of 2.0% as compared to the same period last year. Profit after taxation was RMB93,311,000, representing an increase of 5.3% as compared to the same period last year.

The Board proposed a final dividend of HK\$0.16 for the year 2005.

### BUSINESS REVIEW

For the year 2005, the national antibiotics market remained sluggish, under the impact of the “Notice on Strengthening Controls on Sale of Antibacterial Agents in Retail Pharmacy Stores” (關於加強零售藥店抗菌藥物銷售監管合理用藥的通知) issued by the State Food and Drug Administration which provides that antibiotics can only be sold by retail drug stores with the prescription of physicians, in addition to the order issued by the National Development and Reform Commission to further reduce the prices of antibiotics. The core product of the Company, Lijunsha (利君沙), and other antibiotic products experienced immense challenge in the market. However, the Company timely adjusted its sales strategies and adopted a number of measures for stabilizing its sales to maintain a respectable performance. Despite a diminished market, the core product, Lijunsha (利君沙), managed to record a sales of RMB422,341,000 and successfully repositioned itself and put the decreasing sales to a halt. As a result, it achieved a higher sales income in the second half of the year than the first, forming a sound basis for its market sales in the coming year. Key products, Paiqi (派奇) and Limaixian (利邁先), sustained a high rate of growth, with an increase in sales income of 23.3% and 27% as compared to those of last year respectively. Dobesilate (多貝斯) achieved a sales income of RMB29,934,000, representing an increase of 46.1% as compared to that of last year. The sales of Cephalosporins (頭孢類) remained level, while sales of other finished medicines and bulk pharmaceuticals for foreign trade reflected a mild steady growth. The Company has further reduced its reliance on the sales of Lijunsha (利君沙) with a diversified product mix.

The Company has experienced a decrease in production cost. Despite the increase in raw materials prices and energy cost, the Company has effectively reduced its production cost as compared to that of last year by technical renovations, reinforced internal management for its production system and other measures.

The research for new products has reaped tremendous results. In the year 2005, the Company has obtained production permits for 27 new products and has completed the registration for non-prescriptive medicine in respect of Dobesilate (多貝斯) and 6 Chinese medicinal products, thus enriching its product mix for non-prescriptive medicines. The Company has also obtained 3 State Utility Patents. With continuous fruitful development of new products, the Company has put the industrialized production of new products in its full gear. Up to now, 13 new products have been successfully put into industrialized production and started to be launched onto the market, including Azithromycin Dispersible Tablets (阿奇霉素分散片), Potassium Dehydroandrographolide Succinate for Injection (穿琥寧凍乾粉針) and OTC Dobesilate (多貝斯). In the coming years, new products put into industrialized production will reach a peak in terms of both quantity and rate.

## **OUTLOOK**

Antibiotics products will remain the focal sale product of the Company in 2006. Efforts to adjust to the markets of Lijunsha (利君沙) and other products and to establish first-tier and second-tier agent networks throughout the People's Republic of China ("PRC") will continue, and these will be paralleled by moves to increase sales in rural markets and markets in small to medium cities. With the State's investment into rural medical systems and the emergence of new models of cooperative medical services in rural areas, there is immense growth potential in the rural markets. Meanwhile, in medium to large cities, the Company will prioritise the promotion of Paiqi (派奇), Limaixian (利邁先) and Cephalosporins (頭孢類) products. It is the Company's objective to maintain the Company's leading position in Macrolide antibiotics (大環內脂抗生素) in the PRC.

In the meantime, the Company will devote to the development of non-antibiotics medicines and non-prescriptive products to continue enhancing its product mix and reinforce its efforts to develop value-added end products. In particular, the market of OTC products in the PRC has seen swift growth at double-digit rate, reflecting the potential in this area. The Company will focus on developing and building up the market of OTC Dobesilate (多貝斯) and other products this year to facilitate them becoming one of the focal products of the Company.

In the year 2006, the Company is planning to start building one production line for modern oral solution, one for modern soft capsules and expanding the production line for lyophilized powder for injection. These three production lines will mainly be used for manufacturing new products, including several new products with the patents owned by the Company. The order for the equipments for the new production lines has already been placed, and it is estimated that the two production lines for modern oral solution and modern soft capsules will be completed by the end of the year. By then, a number of the Company's new products will be launched onto the market to further enrich its product offer.

In summary, we believe that the hardest time is already a history for us, and look forward to the regaining of momentum in terms of our sales. The development of new products will also reap better results.

Every member of the Company will unite their efforts and strive for satisfactory returns for the shareholders.

## CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2005

		Year ended 31 December	
		2005	2004
	Note	RMB'000	RMB'000
Sales	3	884,709	903,006
Cost of goods sold		<u>(436,842)</u>	<u>(449,318)</u>
<b>Gross profit</b>		<b>447,867</b>	453,688
Other gains — net	3	2,077	2,100
Selling and marketing costs		<u>(202,793)</u>	<u>(220,599)</u>
General and administrative expenses		<u>(108,414)</u>	<u>(96,686)</u>
<b>Operating profit</b>		<b>138,737</b>	138,503
Finance costs		<u>(7,069)</u>	<u>(7,111)</u>
<b>Profit before income tax</b>		<b>131,668</b>	131,392
Income tax expense	4, 5	<u>(15,122)</u>	<u>(22,331)</u>
<b>Profit for the year</b>		<b><u>116,546</u></b>	<b><u>109,061</u></b>
Attributable to:			
Equity holders of the Company		93,311	88,632
Minority interest		<u>23,235</u>	<u>20,429</u>
		<b><u>116,546</u></b>	<b><u>109,061</u></b>
<b>Earnings per share for profit attributable to the equity holders of the Company during the year (expressed in RMB per share)</b>			
— Basic	7	<u>0.44</u>	<u>0.42</u>
<b>Dividends</b>	6	<b><u>48,367</u></b>	<u>—</u>

**CONSOLIDATED BALANCE SHEET***As at 31 December 2005*

		<b>As at 31 December</b>	
		<b>2005</b>	<b>2004</b>
	<i>Note</i>	<b>RMB'000</b>	<b>RMB'000</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		<b>336,726</b>	335,313
Land use rights		<b>7,014</b>	10,014
Deferred income tax assets	5	<b>7,436</b>	22,558
Available-for-sale financial assets/Other investments		<b>609</b>	609
Goodwill		<b>—</b>	601
		<b>351,785</b>	369,095
<b>Current assets</b>			
Inventories		<b>93,385</b>	81,059
Trade and bills receivables	8	<b>151,326</b>	153,984
Prepayments, deposits and other receivables		<b>66,000</b>	43,802
Bank and cash balances		<b>275,122</b>	138,674
		<b>585,833</b>	417,519
<b>Total assets</b>		<b>937,618</b>	786,614
<b>EQUITY</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>			
Share capital		<b>151,468</b>	1
Other reserves		<b>228,505</b>	214,701
Retained earnings			
— Proposed final dividends		<b>48,367</b>	—
— Others		<b>72,385</b>	44,617
		<b>500,725</b>	259,319
<b>Minority interest</b>		<b>93,647</b>	86,022
<b>Total equity</b>		<b>594,372</b>	345,341
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Long-term bank loans		<b>—</b>	3,000
Long-term payables		<b>16,512</b>	15,342
Shareholders' loan		<b>—</b>	47,594
		<b>16,512</b>	65,936
<b>Current liabilities</b>			
Trade and bills payables	9	<b>60,264</b>	48,282
Deposits and advance receipts from customers		<b>14,516</b>	32,235
Accruals and other payables		<b>108,831</b>	117,718
Income tax payable		<b>14,628</b>	17,456
Dividend payable		<b>14,763</b>	24,743
Short-term bank loans		<b>108,000</b>	122,000
Current portion of long-term bank loans		<b>5,000</b>	12,000
Current portion of long-term payables		<b>732</b>	903
		<b>326,734</b>	375,337
<b>Total liabilities</b>		<b>343,246</b>	441,273
<b>Total equity and liabilities</b>		<b>937,618</b>	786,614
<b>Net current assets</b>		<b>259,099</b>	42,182
<b>Total assets less current liabilities</b>		<b>610,884</b>	411,277

Notes:

## 1. Basis of presentation

The Company and its subsidiaries (“Group”) resulting from the reorganisation of the corporate structure as referred to the prospectus of the Company dated 2 December 2005 (“Prospectus”) is regarded as a continuing entity. Accordingly, the consolidated financial statements have been prepared on the merger basis as if the Company had been the holding company of the companies comprising the Group throughout the years, or from their respective dates of incorporation/establishment or effective acquisition by the Group, where this is a shorter period.

## 2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (the “HKFRS”). The consolidated financial statements have been prepared under the historical cost convention, except for fair value adjustments on available-for-sale investments.

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 Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in the 2005 annual report.

In 2005, the Group adopted the new/revised standards and interpretations of HKFRS below, which are relevant to its operations. The comparatives of prior years have been amended as required, in accordance with the relevant requirements.

HKAS 1	Presentation of Financial Statements
HKAS 2	Inventories
HKAS 7	Cash Flow Statements
HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors
HKAS 10	Events after the Balance Sheet Date
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 21	The Effects of Changes in Foreign Exchange Rates
HKAS 23	Borrowing Costs
HKAS 24	Related Party Disclosures
HKAS 27	Consolidated and Separate Financial Statements
HKAS 28	Investments in Associates
HKAS 32	Financial Instruments: Disclosures and Presentation
HKAS 33	Earnings per Share
HKAS 36	Impairment of Assets
HKAS 38	Intangible Assets
HKAS 39	Financial Instruments: Recognition and Measurement
HKAS 39 (Amendment)	Transaction and Initial Recognition of financial Assets and Financial Liabilities
HKAS-Int 15	Operating Leases — Incentives
HKFRS 3	Business Combinations

The adoption of new/revised HKASs 1, 2, 7, 8, 10, 16, 21, 23, 24, 27, 28, 33 and HKAS-Int15 did not result in substantial changes to the Group’s accounting policies. In summary:

- HKAS 1 has affected the presentation of minority interest, share of net results of associates and other disclosures.
- HKASs 2, 7, 8, 10, 16, 23, 27, 28, 33 and HKAS-Int 15 had no material effect on the Group’s policies.

- HKAS 21 had no material effect on the Group's policy. The functional currency of each of the consolidated entities has been re-evaluated based on the guidance to the revised standard. All the Group entities have the same functional currency as the presentation currency for respective entity financial statements.
- HKAS 24 has affected the identification of related parties and some other related-party disclosures.

The adoption of revised HKAS 17 has resulted in a change in the accounting policy relating to the reclassification of land use rights from property, plant and equipment to operating leases. The up-front prepayments made for the land use rights are expensed in the income statement on a straight-line basis over the period of the lease or when there is impairment, the impairment is expensed in the income statement. In prior years, the land use rights was treated as property, plant and equipment and therefore accounted for at cost less accumulated depreciation and accumulated impairment.

The adoption of HKASs 32 and 39 has resulted in a change in the accounting policy relating to the classification of available-for-sale financial assets.

The adoption of HKFRS 3, HKAS 36 and HKAS 38 results in a change in the accounting policy for goodwill. Until 31 December 2004, goodwill was:

- Amortised on a straight line basis over a period of 10 years; and
- Assessed for an indication of impairment at each balance sheet date.

In accordance with the provision of HKFRS 3:

- The Group ceased amortisation of goodwill from 1 January 2005;
- Accumulated amortisation as at 31 December 2004 has been eliminated with a corresponding decrease in the cost of goodwill;
- From the period ended 30 June 2005 onwards, goodwill is tested annually for impairment, as well as when there is indication of impairment.

The Group has reassessed the useful lives of its intangible assets in accordance with the provisions of HKAS 38. No adjustment resulted from this reassessment.

All changes in the accounting policies have been retrospectively made in accordance with the respective transitional provisions, wherever required or allowed. The accounting policies set out below have been consistently applied throughout the Relevant Periods, other than:

- |         |   |   |
|---------|---|---|
| HKAS 39 | — | generally does not permit to recognise, derecognise and measure financial assets and liabilities in accordance with this standard on a retrospective basis. |
| HKFRS 3 | — | prospectively after 1 January 2005.   |

### 3. Sales, other gains and segment information — Group

#### (a) Sales and other gains

The Group is principally engaged in the manufacturing and sale of pharmaceutical products. Revenue recognised is as follows:

	Year ended 31 December	
	2005	2004
	RMB'000	RMB'000
Sales:		
— Sales of pharmaceutical products	880,452	897,029
— Sales of raw materials and by products	847	1,473
— Processing income	3,410	4,504
	<u>884,709</u>	<u>903,006</u>
Other gains — net:		
— Interest income	1,569	1,735
— Subsidy income*	—	100
— Gain of investment disposal**	—	265
— Gain on disposal of a land use right***	508	—
	<u>2,077</u>	<u>2,100</u>
	<u>886,786</u>	<u>905,106</u>

\* Subsidy was received from local government.

\*\* Gain of investment disposal represents the net income relates to the disposal of the interest in an associated company in 2004.

\*\*\* Gain on disposal of a land use right represents that net income relates to the disposal of a land use right of a subsidiary in 2005.

#### (b) Segment information

The Group primarily operates in one business segment — manufacturing and sale of pharmaceutical products. It operates principally in one geographical segment — the PRC. Substantially all of the Group's assets were located in the PRC. Accordingly, no analysis of segment information is presented.

### 4. Taxation — Group

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Company Law of the Cayman Islands and, accordingly, is exempted from payment of the Cayman Islands income tax.

No Hong Kong profits tax was provided as the Group had no assessable profit in Hong Kong during the Relevant Periods.

According to relevant PRC rules and regulations, Xi'an Lijun Pharmaceutical Co., Ltd., being qualified as an encouraged domestic enterprise in the western region of the PRC, is entitled to preferential PRC Enterprise Income Tax ("EIT") rate of 15% from 2002 to 2004, on an annual approval basis.

In December 2004, Xi'an Lijun Pharmaceutical Co., Ltd. has obtained approval to be designated as a sino-foreign joint venture enterprise and therefore ceased to be entitled to the preferential EIT rate of 15%. In May 2005, the EIT rate of Xi'an Lijun Pharmaceutical Co., Ltd. has been approved to be 24%, which was effective from 1 January 2005. Being incorporated as foreign investment enterprise in PRC, Xi'an Lijun Pharmaceutical Co., Ltd. has obtained approvals in May 2005 from the relevant tax authorities in Xi'an, which is also effective from 1 January 2005, for their entitlement to exemption from EIT for the first two years and 50% reduction in EIT for the next three years, commencing from the first profitable year after offsetting all unexpired tax losses carried forward from the previous years in accordance with the relevant tax rules and regulations applicable to foreign investment enterprises in PRC.

Shaanxi Rejoy Hengxintang Pharmaceutical Co., Ltd. is subject to EIT levied at an approved rate of taxable income based on its audited accounts prepared in accordance with the laws and regulations in the PRC. As at 31 December 2005, Shaanxi Rejoy Hengxintang Pharmaceutical Co., Ltd. has accumulated net losses brought forward and has submitted application for its applicable tax rate and is still awaiting approval from tax authority.

The amounts of taxation charged to the income statement represent:

	<b>Year ended 31 December</b>	
	<b>2005</b>	2004
	<i>RMB'000</i>	<i>RMB'000</i>
Current taxation — EIT	—	19,808
Deferred taxation	<b>15,122</b>	2,523
	<u><b>15,122</b></u>	<u>22,331</u>

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using EIT rate as follows:

	<b>Year ended 31 December</b>	
	<b>2005</b>	2004
	<i>RMB'000</i>	<i>RMB'000</i>
Profit before income tax	<b>131,668</b>	131,392
Weighted average EIT rates in PRC	<b>24%</b>	15%
Tax calculated at the weighted average EIT rate	<b>31,600</b>	19,709
Tax exemption	<b>(28,259)</b>	—
Additional deductible expense allowance granted by tax authorities	—	(1,617)
Expenses not deductible for tax purposes	<b>345</b>	3,912
Effect of change of tax rate for the calculation of deferred taxation	<b>11,436</b>	—
Others	—	327
Tax charge	<u><b>15,122</b></u>	<u>22,331</u>

#### 5. Deferred income tax asset — Group

	<b>As at 31 December</b>	
	<b>2005</b>	2004
	<i>RMB'000</i>	<i>RMB'000</i>
Deferred tax assets:		
— Deferred tax asset to be recovered after more than 12 months	<b>7,436</b>	13,995
— Deferred tax asset to be recovered within 12 months	—	8,563
	<u><b>7,436</b></u>	<u>22,558</u>



The movements in deferred tax assets are as follows:

	<b>Accrual of sales commission and others</b> <i>RMB'000</i>	<b>Provisions for impairment of trade receivables</b> <i>RMB'000</i>	<b>Inventory write-down</b> <i>RMB'000</i>	<b>Timing difference in expense recognition</b> <i>RMB'000</i>	<b>Total</b> <i>RMB'000</i>
At 1 January 2004	8,622	6,874	2,562	7,023	25,081
Recognised in the income statement	<u>(59)</u>	<u>119</u>	<u>(683)</u>	<u>(1,900)</u>	<u>(2,523)</u>
At 31 December 2004	8,563	6,993	1,879	5,123	22,558
Recognised in the income statement	<u>(8,563)</u>	<u>(4,086)</u>	<u>(708)</u>	<u>(1,765)</u>	<u>(15,122)</u>
At 31 December 2005	<u>—</u>	<u>2,907</u>	<u>1,171</u>	<u>3,358</u>	<u>7,436</u>

## 6. Dividends

A dividend in respect of 2005 of HK\$0.16 per share, amounting to a total dividend of RMB48,367,000 is to be proposed at the annual general meeting on 18 April 2006. These financial statements do not reflect this dividend payable.

	<b>2005</b> <i>RMB'000</i>	2004 <i>RMB'000</i>
Proposed final dividend of HK\$0.16 (2004: Nil) per ordinary share	<u><b>48,367</b></u>	<u>—</u>

## 7. Earnings per share — Group

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company of RMB93,311,000 by the weighted average number of 212,426,000 ordinary shares in issue during the year.

The comparative basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company of RMB 88,632,000 by an aggregate of 210,000,000 shares, comprising 1 share issued after incorporation of the Company and 209,999,999 shares issued after the Capitalisation Issue as referred to the Prospectus completed, which were deemed to have been in issue since 1 January 2004.

No diluted earnings per share is presented, as the Company has no dilutive potential shares.

## 8. Trade and bills receivables — Group

The Group generally required its customers to settle sales invoices within 3 months. Ageing analysis of trade and bills receivables is as follows:

	<b>As at 31 December</b>	
	<b>2005</b> <i>RMB'000</i>	2004 <i>RMB'000</i>
Within 3 months	<b>127,698</b>	144,032
4 to 6 months	<b>18,525</b>	11,172
7 to 12 months	<b>9,534</b>	2,654
1 to 2 years	<b>2,204</b>	2,774
2 to 3 years	<b>2,234</b>	3,827
More than 3 years	<u><b>13,638</b></u>	<u>16,798</u>
	<b>173,833</b>	181,257
<i>Less: Provision for impairment of receivables</i>	<u><b>(22,507)</b></u>	<u>(27,273)</u>
	<u><b>151,326</b></u>	<u>153,984</u>

The Group has written off approximately RMB982,627 (2004: RMB1,404,000) and written back RMB3,783,620 (2004: Nil) for impairment of its trade receivables during the year ended 31 December 2005. The loss has been included in general and administrative expenses.

There is no concentration of credit risk with respect to trade and bills receivables, as the Group has a large number of customers, nationally dispersed. The carrying amounts of the trade and bills receivables approximate their fair value.

**9. Trade and bills payables — Group**

	<b>As at 31 December</b>	
	<b>2005</b>	2004
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Accounts payable	<b>56,264</b>	48,282
Bills payable	<b>4,000</b>	—
	<b><u>60,264</u></b>	<u>48,282</u>

The carrying amounts of the trade and bills payables approximate their fair value.

Ageing analysis of accounts and bills payable at respective balance sheet dates are as follows:

	<b>As at 31 December</b>	
	<b>2005</b>	2004
	<b><i>RMB'000</i></b>	<i>RMB'000</i>
Within 3 months	<b>55,037</b>	42,843
4 to 6 months	<b>1,003</b>	579
7 to 12 months	<b>897</b>	2,323
1 to 3 years	<b>1,709</b>	1,112
More than 3 years	<b>1,618</b>	1,425
	<b><u>60,264</u></b>	<u>48,282</u>

## 10. Operating profit — Group

Operating profit is stated after charging/crediting the following items:

	Year ended 31 December	
	2005	2004
	RMB'000	RMB'000
<b>Crediting</b>		
Reversal of inventory write-down	(2,764)	(4,556)
Reversal of impairment of receivables	(3,508)	—
Gain on disposal of property, plant and equipment	(39)	—
	<u>          </u>	<u>          </u>
<b>Charging</b>		
Cost of inventories	319,704	309,058
Staff costs including directors' emoluments		
— wages and salaries	66,635	51,893
— pension costs	9,912	9,523
— welfare expenses	10,861	17,013
Depreciation of property, plant and equipment	35,044	36,398
Impairment loss of property, plant and equipment	—	865
Loss on disposal of property, plant and equipment	—	80
Amortisation of land use rights (charged to general and administrative expenses)	82	133
Amortisation of goodwill (charged to general and administrative expenses)	—	75
Impairment of goodwill	601	—
Provision for impairment of receivables	—	1,404
Operating leases-rental expenses in respect of and use right in the PRC	5,461	6,826
Advertising expenses	37,781	79,854
Research and development costs	7,429	6,166
Auditors' remuneration	1,768	829
	<u>          </u>	<u>          </u>

## CORPORATE REORGANISATION

The Company was incorporated with limited liability in the Cayman Islands on 28 September 2004. In preparation for the public listing of the shares of the Company (“Shares”) on the Stock Exchange of Hong Kong Limited (“Stock Exchange”), the Group underwent a reorganisation and the Company became the holding company of the Group.

## ISSUE AND LISTING OF SHARES

The Shares were listed on the Stock Exchange on 20 December 2005 by way of public offer and placing.

Under the public offer and placing, 80,500,000 Shares (including 10,500,000 over-allotment Shares) were issued at the share offer of HK\$2.15 per Share.

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company has not redeemed any of its Shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed securities during the year.

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company applied the principles and complied with all requirements of the Code on Corporate Governance Practices (“CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), with deviations from code provisions as follows:

- A1.1 due to the Company was listed on the main board of the Stock Exchange on 20 December 2005, only one Board meeting was convened in 2005. At least four regular meetings will be convened each year starting from the year of 2006.
- A4.2 currently, a Director appointed to fill a casual vacancy on the Board holds office only until the next following annual general meeting rather than the next following general meeting, so as to comply with the requirement under Appendix III of the Listing Rules. A special resolution will be proposed in the annual general meeting to be held on 18 April 2006 to amend the articles of association of the Company, since then the relevant requirement under the CG Code will be fully complied.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 10 April 2006 to Thursday, 13 April 2006 (both days inclusive) during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend and the entitlement to attend and vote at the forthcoming annual general meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Friday, 7 April 2006.

## **AUDIT COMMITTEE**

The audit committee of the Company has reviewed the Group’s annual results for the year ended 31 December 2005 in conjunction with the Group’s external auditors.

The figures in respect of the preliminary announcement of the Group’s results for the year ended 31 December 2005 have been agreed by the Group’s auditors, PricewaterhouseCoopers, to the amounts set out in the Group’s audited consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PricewaterhouseCoopers on the preliminary announcement.

## **PUBLICATION OF FURTHER INFORMATION ON THE STOCK EXCHANGE’S WEBSITE**

The 2005 annual report containing all the information required by the Listing Rules will be published on the Stock Exchange’s website in due course.

## **MEMBERS OF THE BOARD**

As at the date of this announcement, the Board comprises Wu Qin, Wu Zhihong, Huang Chao, Xie Yunfeng and Sun Xinglai as executive Directors, Liu Zhiyong as non-executive Director and Qu Jiguang, Leung Chong Shun and Chow Kwok Wai as independent non-executive Directors.

On behalf of the Board, I hereby express our genuine gratitude to our investors and employees for their support in the past.

By Order of the Board  
**Wu Qin**  
*Chairman*

Hong Kong, 20 March 2006