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万 华 媒 体 ONEMEDIAGROUP

One Media Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 426)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2009

The directors (the “Directors”) of One Media Group Limited (the “Company”) announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30th September 2009, together with the comparative unaudited consolidated figures for the corresponding period in 2008 as follows:

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2009

		(Unaudited)	
		Six months ended	
		30th September	
		2009	2008
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	4	77,796	102,068
Cost of goods sold		(45,784)	(52,444)
Gross profit		32,012	49,624
Other income	6	990	1,948
Selling and distribution costs		(21,327)	(23,673)
Administrative expenses		(15,781)	(20,819)
(Loss)/profit before income tax		(4,106)	7,080
Income tax expense	7	(901)	(3,069)
(Loss)/profit for the period		(5,007)	4,011
Attributable to:			
Equity holders of the Company		(5,007)	4,011
(Loss)/earnings per share attributable to the equity holders of the Company during the period (expressed in HK cents per share)			
– Basic and diluted	8	(1.25)	1
Dividends	9	2,000	2,400

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2009

	(Unaudited)	
	Six months ended	
	30th September	
	2009	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
(Loss)/profit for the period	(5,007)	4,011
Other comprehensive income		
Currency translation differences	144	657
Share compensation costs on share options granted	238	453
	<hr/>	<hr/>
Total comprehensive (expenses)/income for the period	<u>(4,625)</u>	<u>5,121</u>
Total comprehensive (expenses)/income attributable to:		
– Equity holders of the Company	<u>(4,625)</u>	<u>5,121</u>

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET
AS AT 30TH SEPTEMBER 2009

		(Unaudited) 30th September 2009 HK\$'000	(Audited) 31st March 2009 HK\$'000
	<i>Note</i>		
ASSETS			
Non-current assets			
Property, plant and equipment		5,492	7,008
Intangible assets		2,180	2,165
Financial assets at fair value through profit or loss	<i>10</i>	–	–
		<u>7,672</u>	<u>9,173</u>
Current assets			
Inventories		13,533	11,910
Trade and other receivables	<i>11</i>	47,752	44,147
Cash and cash equivalents		112,620	125,951
		<u>173,905</u>	<u>182,008</u>
Total assets		<u>181,577</u>	<u>191,181</u>
EQUITY			
Capital and reserves attributable to the Company's equity holders			
Share capital	<i>13</i>	400	400
Share premium		456,073	456,073
Other reserves		(334,427)	(334,809)
Retained earnings			
– Proposed dividend	<i>9</i>	2,000	4,600
– Others		33,091	40,098
Total equity		<u>157,137</u>	<u>166,362</u>
LIABILITIES			
Non-current liabilities			
Deferred income tax liabilities		161	303
Long service payment liability		649	649
		<u>810</u>	<u>952</u>
Current liabilities			
Trade and other payables	<i>12</i>	19,583	21,108
Amounts due to fellow subsidiaries		1,751	1,508
Income tax liabilities		2,296	1,251
		<u>23,630</u>	<u>23,867</u>
Total liabilities		<u>24,440</u>	<u>24,819</u>
Total equity and liabilities		<u>181,577</u>	<u>191,181</u>
Net current assets		<u>150,275</u>	<u>158,141</u>
Total assets less current liabilities		<u>157,947</u>	<u>167,314</u>

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 11th March 2005 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands.

The Company is an investment holding company. The principal activities of the Group are publication, marketing and distribution of Chinese language lifestyle magazines.

The unaudited condensed consolidated interim financial information (“Interim Financial Information”) is presented in thousands of units of Hong Kong dollars (HK\$’000), unless otherwise stated.

2 BASIS OF PREPARATION

This Interim Financial Information for the six months ended 30th September 2009 is unaudited and has been prepared in accordance with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting” and Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

This Interim Financial Information should be read in conjunction with the audited consolidated annual financial statements of the Group for the year ended 31st March 2009 and the accompanying explanatory notes attached to this Interim Financial Information.

3 ACCOUNTING POLICIES

The preparation of this Interim Financial Information in conformity with International Financial Reporting Standards (“IFRSs”) 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 accounting policies adopted are consistent with those used in the audited consolidated annual financial statements for the year ended 31st March 2009 with the adoption of the following standards, which are relevant to the Group’s operations and are mandatory for the financial year ending 31st March 2010:

IFRS 8 “Operating Segments” – IFRS 8 replaces IAS 14 “Segment Reporting”. It requires a management approach under which segment information is presented on the same basis as that used for internal reporting purpose and in a manner consistent with the internal reporting provided to the chief operating decision maker. This has resulted in a redesignation of the Group’s reportable segments, but does not have any effect on the reported results or financial position of the Group. Comparatives of segment information have been restated.

IAS 1 (Revised) “Presentation of Financial Statements” – The revised standard prohibits the presentation of items of income and expenses (that is “non-owner changes in equity”) in the statement of changes in equity, and requires “non-owner changes in equity” to be presented separately from owner changes in equity. All “non-owner changes in equity” are required to be shown in a performance statement. Entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). The Group has elected to present both the consolidated income statement and consolidated statement of comprehensive income. This Interim Financial Information has been prepared under the revised disclosure requirements.

The following new standards, amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1st April 2009, but are not currently relevant to the Group.

IAS 23 (revised)	“Borrowing costs”
IAS 32 (amendment)	“Financial instruments: presentation”
IFRS 2 (amendment)	“Share-based payment”
IFRS 7 (amendment)	“Financial instruments: disclosures”
Amendments to IFRS 1 and IAS 27	“Cost of an investment in a subsidiary, jointly controlled entity and associate”
IFRIC-Int 9 (amendment) and IAS 39 (amendment)	“Reassessment of embedded derivatives” and “Financial instruments: recognition and measurement”
IFRIC-Int 13	“Customer loyalty programmes”
IFRIC-Int 15	“Agreements for the construction of real estate”
IFRIC-Int 16	“Hedges of a net investment in a foreign operation”

Apart from the above, a number of improvements and minor amendments to IFRSs have also been issued and effective for the accounting period ended 30th September 2009 and have no significant impact on this Interim Financial Information.

4 SEGMENT INFORMATION

The Group has adopted IFRS 8 “Operating Segments” with effect from 1st April 2009. IFRS 8 requires operating segments to be identified based on internal reporting that is regularly reviewed by the chief operating decision maker. The Group has regarded the Group’s Executive Committee as the chief operating decision maker in order to allocate resources to segments and to assess their performance.

The Group is organised operationally on a worldwide basis in one major business segment – publication, marketing and distribution of lifestyle magazines. The business segment is further evaluated on a geographical basis. This is the main measure reported to the Group’s Executive Committee for the purposes of resources allocation and assessment of segment performance.

The Group’s Executive Committee assesses the performance of the operating segments based on a measure of operating profit/loss before tax. Other information provided is measured in a manner consistent with that in the financial statements.

The Group’s turnover and results for the period, analysed by operating segments are as follows:

	(Unaudited)					
	Six months ended 30th September					
	Publication, marketing and distribution of lifestyle magazines					
	Hong Kong		Mainland China		Total	
	2009	2008	2009	2008	2009	2008
	<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	63,634	88,109	14,162	13,959	77,796	102,068
Segment profit/(loss) before income tax	10,241	20,068	(9,228)	(7,394)	1,013	12,674
Unallocated expenses					(5,119)	(5,594)
(Loss)/profit before income tax					(4,106)	7,080
Income tax expense					(901)	(3,069)
(Loss)/profit for the period					(5,007)	4,011
Other information:						
Depreciation					1,610	1,697
Amortisation of intangible assets					18	2

The Group's assets by operating segments are as follows:

	(Unaudited)			Total <i>HK\$'000</i>
	Publication, marketing and distribution of lifestyle magazines			
	Hong Kong <i>HK\$'000</i>	Mainland China <i>HK\$'000</i>	Eliminations <i>HK\$'000</i>	
As at 30th September 2009				
Segment assets	<u>239,696</u>	<u>26,239</u>	<u>(84,358)</u>	<u>181,577</u>
As at 31st March 2009				
Segment assets	<u>239,828</u>	<u>25,171</u>	<u>(73,818)</u>	<u>191,181</u>

For the six months ended 30th September 2009, revenues of approximately HK\$11,452,000 (for the six months ended 30th September 2008: HK\$ 14,551,000) are derived from a single external customer. These revenues are attributable to the distribution of lifestyle magazines.

5 EXPENSES BY NATURE

	(Unaudited)	
	Six months ended 30th September	
	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Raw materials used	22,232	26,779
Depreciation	1,610	1,697
Amortisation of intangible assets	18	2
Employee benefit expenses (including directors' emoluments)	28,974	30,188
Loss on disposal of property, plant and equipment	<u>2</u>	<u>45</u>

6 OTHER INCOME

	(Unaudited)	
	Six months ended 30th September	
	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Bank interest income	168	1,039
License fee income	<u>822</u>	<u>909</u>
	<u>990</u>	<u>1,948</u>

7 INCOME TAX EXPENSE

Income tax expense is recognised based on management's best estimate of the weighted average annual income tax rate expected for the full financial year.

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 16.5%) on the estimated assessable profit for the period.

No provision for the People's Republic of China ("PRC") enterprise income tax has been made as the Group has no assessable profits generated in PRC during the six months ended 30th September 2009 (2008: Nil).

	(Unaudited)	
	Six months ended	
	30th September	
	2009	2008
	HK\$'000	HK\$'000
Hong Kong profits tax		
– Current income tax charge	1,044	3,148
Deferred income tax		
– Current deferred income tax credit	(143)	(79)
	901	3,069

8 (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share is calculated by dividing the Group's unaudited (loss)/profit attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	(Unaudited)	
	Six months ended	
	30th September	
	2009	2008
	HK\$'000	HK\$'000
(Loss)/profit attributable to the equity holders of the Company	(5,007)	4,011
Weighted average number of ordinary shares in issue (in thousands)	400,000	400,000
Basic (loss)/earnings per share (HK cents per share)	(1.25)	1

Diluted (loss)/earnings per share is the same as basic (loss)/earnings per share presented as there is no dilutive effect arising from the share options granted by the Company.

9 DIVIDENDS

The Directors have declared an interim dividend of HK0.5 cent (2008: HK0.6 cent) per ordinary share, totalling HK\$2,000,000 (2008: HK\$2,400,000) payable on 15th January 2010 to shareholders whose names appear on the register of members of the Company on 5th January 2010.

A final dividend of HK1.15 cents per share for the year ended 31st March 2009 (2008: HK1 cent), totalling HK\$4,600,000 was paid on 10th September 2009 (2008: HK\$4,000,000).

10 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	(Unaudited) 30th September 2009 HK\$'000	(Audited) 31st March 2009 HK\$'000
Unlisted securities:		
– Equity linked notes	–	–
Market value of unlisted securities	–	–

The instruments were designated by management as financial assets at fair value through profit or loss on initial recognition.

As these instruments are not publicly traded and in the absence of readily available information to determine the fair values of these instruments, the Group has adopted the quotations provided by the issuers as its best estimate of the fair values of these instruments.

The principal amount of the equity linked notes is of US\$750,000 (equivalent to HK\$5,850,000) with maturity date in November 2009.

A loss of the fair value on equity linked notes of HK\$4,409,000 was recognised in the administrative expenses in the consolidated income statement for the six months ended 30th September 2008.

11 TRADE AND OTHER RECEIVABLES

Included in trade and other receivables are trade receivables and their ageing analysis is as follows:

	(Unaudited) 30th September 2009 HK\$'000	(Audited) 31st March 2009 HK\$'000
0 to 60 days	23,519	25,101
61 to 120 days	10,639	10,122
121 to 180 days	4,030	2,089
Over 180 days	1,573	1,341
	<u>39,761</u>	<u>38,653</u>

The Group allows in general a credit period ranging from 60 days to 120 days to its trade customers.

There is no concentration of credit risk with respect to trade receivables, as it is mitigated by the Group's large customer base. As at 30th September 2009 and 31st March 2009, the fair values of trade and other receivables approximated their carrying values.

12 TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables and their ageing analysis is as follows:

	(Unaudited) 30th September 2009 <i>HK\$'000</i>	(Audited) 31st March 2009 <i>HK\$'000</i>
0 to 60 days	4,146	4,391
61 to 120 days	9	1,870
121 to 180 days	745	337
Over 180 days	865	196
	<u>5,765</u>	<u>6,794</u>

As at 30th September 2009 and 31st March 2009, the fair values of trade and other payables approximated their carrying values.

13 SHARE CAPITAL

	Number of ordinary shares issued <i>(in thousands)</i>	Ordinary shares issued <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Total <i>HK\$'000</i>
Balance at 30th September 2008, 31st March 2009, 1st April 2009 and 30th September 2009	<u>400,000</u>	<u>400</u>	<u>456,073</u>	<u>456,473</u>

The total authorised number of ordinary shares is 4,000 million shares (2008: 4,000 million shares) with a par value of HK\$0.001 per share (2008: HK\$0.001). All issued shares are fully paid.

MANAGEMENT DISCUSSION AND ANALYSIS

Results Summary

The global financial crisis had a lasting impact on the retail sector in Hong Kong, which in turn reduced the demand for advertisements in magazines. The difficult operating environment was further exacerbated by the outbreak of H1N1 influenza which disrupted the traditional peak seasons of the retail business.

The Group's revenue, majority of which comprises advertising placements on its magazine projects primarily from branded products, was therefore adversely affected. Consolidated turnover during the six months ended 30th September 2009 declined 24% to HK\$77,796,000 from HK\$102,068,000 in the last corresponding period. The Group reported a loss of HK\$5,007,000 during the period, compared with a profit after tax of HK\$4,011,000 a year ago.

Review of Operations

Hong Kong

During the period under review, the Group published three magazines in Hong Kong, namely “*Ming Pao Weekly*”, “*Hi-Tech Weekly*”, and “*Top Gear 極速誌*”. These titles contributed a combined revenue of HK\$63,634,000 for the six months ended 30th September 2009 (2008: HK\$88,109,000), down by 28% from the same period last year. Operating profit dropped by 49% to HK\$10,241,000 (2008: HK\$20,068,000).

“*Ming Pao Weekly*”, the Group's premier celebrity and lifestyle title, experienced a significant reduction in its advertising revenue as advertisers, mostly luxury branded products, either put their advertising budgets on hold awaiting a recovery in the retail sector, or reduced or even cancelled their budgets during the first two quarters of the financial year 2009/2010. This was in sharp contrast with the same period last year, when the title reported record high advertising revenue. The decline in revenue stemmed from both a decrease in frequency of placing advertisements in the magazine and a reduction in advertising rates in response to the weak demand.

The decline in operating profit of this title during the period, nonetheless, was less than the decline in revenue because of the effective cost control measures enacted persistently. These measures included a respectable savings on paper and printing costs, savings from streamlining the title's personnel structure, and a reduction in marketing costs.

“*Hi-Tech Weekly*” during this difficult period continued to strengthen its content in order to maintain its circulation steadily. During the period under review, “*Hi-Tech Weekly*” hosted three “Gadgets Fair” in several major shopping malls. These gadgets fairs gained positive feedbacks from advertisers as their target audience was reached and helped strengthen the title's position as one of the advertisers' top choices for their advertisements of consumer electronics products.

“*Top Gear 極速誌*” (“Top Gear Hong Kong”) completed its first year operation since the launch of its inaugural issue in October 2008, when the global financial crisis first emerged. With the exceptional hard work of its editorial and advertising sales teams, the title has started to see a healthy growth in both advertising and circulation income. This is an encouraging development under a very difficult environment where the automobile sector in Hong Kong had been badly hit by the crisis. Nevertheless, the teams are still confident in building this title into the best automobile magazine in Hong Kong in the near future.

Mainland China

The operation in Mainland China contributed a turnover of HK\$14,162,000 (2008: HK\$13,959,000) to the Group, representing a 1% slight increase from the last corresponding period. The operating loss increased to HK\$9,228,000 (2008: HK\$7,394,000) because of the increase in production costs as a result of the content revamp of “*MING 明日風尚*”.

“*MING 明日風尚*”, following its revamp in October 2008, enjoyed positive feedbacks from readers and advertisers. It is highly regarded for its premium quality content and positioning as a wide window of information for affluent local Chinese to gain knowledge on cutting-edge foreign lifestyle. A marketing research has been commissioned to establish a documented backing to illustrate to advertisers the high level of influence this magazine brings to its target readers.

“*Top Gear 汽車測試報告*” (“Top Gear China”) benefited from the buoyant automobile sector in Mainland China and recorded growth in advertising revenue. Top Gear China will continue to focus on the high-end imported cars segment. Leveraging the latter’s expertise in content production and development in the category, the Group plans to integrate the editorial functions of this title to that of Top Gear Hong Kong so that resources can be more efficiently managed.

“*Popular Science 科技新時代*” remains one of the leading magazines in the science infotainment category and continues to have sustaining support from its loyal readership and advertiser clientele. The Group has embarked on an initiative to adopt the event-and-print business model from “*Hi-Tech Weekly*” on this title.

Outlook

The Group believes that the impact of the recoveries in the stock and real estate markets in Hong Kong since the second calendar quarter this year will gradually diffuse into the luxury goods retail sector in the fourth calendar quarter this year or the first calendar quarter next year. This will help the Group’s advertising revenue revive.

In Mainland China, the Group will continue to exploit means to leverage the distribution network developed over the years and the positioning of its magazine titles published there to create more opportunities.

Bearing unforeseen circumstances, the Group remains cautiously optimistic about its operations in the second half of this financial year.

CAPITAL EXPENDITURE

The Group's total capital expenditure for property, plant and equipment for the six months ended 30th September 2009 amounted to HK\$197,000.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group's revenues and costs are mainly denominated in Hong Kong dollars, United States dollars and Renminbi. Since Hong Kong dollars remain pegged to the United States dollars, the Group does not foresee substantial risks from exposure to United States dollars. For subsidiaries in the PRC, most of the sales and purchases are denominated in Renminbi, the exposure to foreign exchange risk is expected to be minimal.

CONTINGENT LIABILITIES

As at 30th September 2009, the Group did not have any material contingent liabilities or guarantees (31st March 2009: Nil).

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the six months ended 30th September 2009.

CLOSURE OF THE REGISTER OF MEMBERS

The register of members will be closed from Wednesday, 30th December 2009 to Tuesday, 5th January 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend of HK0.5 cent per ordinary share, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 29th December 2009.

EMPLOYEES

As at 30th September 2009, the Group had approximately 227 employees (31st March 2009: approximately 242 employees), of which 148 and 79 were stationed in Hong Kong and in Mainland China, respectively. The Group remunerates its employees based on the operating results, individual performance and comparable market statistics. The emoluments of the Directors and senior management are reviewed by the Remuneration Committee regularly. The Company has implemented share option schemes as an incentive to the Directors and eligible employees.

In Hong Kong, the Group participates in the hybrid retirement benefit scheme operated by the Company's fellow subsidiary and the Mandatory Provident Fund scheme for its employees. In Mainland China, the Group provides to its employees social security plans in relation to retirement, medical care and unemployment and has made the required contributions to the local social insurance authorities in accordance with relevant laws and regulations in Mainland China.

CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 of the Listing Rules and complied with the code provisions in the CG Code for the six months ended 30th September 2009.

COMPLIANCE OF THE MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules as the code for securities transactions by the directors. The Directors have confirmed, following specific enquiries by the Company, their compliance with the required standard as set out in the Model Code for the six months ended 30th September 2009.

The Company has also established written guidelines regarding securities transactions on no less exacting terms of the Model Code for senior management and specific individual who may have access to price sensitive information in relation to the securities of the Company.

AUDIT COMMITTEE

The Company established an Audit Committee on 26th September 2005 with written terms of reference. The Audit Committee currently comprises three independent non-executive directors, namely, Mr. YU Hon To, David, Mr. SIT Kien Ping, Peter and Mr. TAN Hock Seng, Peter. The Audit Committee has reviewed the Group’s unaudited condensed consolidated interim results for the six months ended 30th September 2009.

REMUNERATION COMMITTEE

The Company established a Remuneration Committee on 26th September 2005 with written terms of reference. The Remuneration Committee currently comprises three independent non-executive directors, namely, Mr. YU Hon To, David, Mr. SIT Kien Ping, Peter and Mr. TAN Hock Seng, Peter and one executive director, Mr. TIONG Kiew Chiong.

NOMINATION COMMITTEE

The Company established a Nomination Committee on 26th September 2005 with written terms of reference. The Nomination Committee currently comprises three independent non-executive directors, namely, Mr. YU Hon To, David, Mr. SIT Kien Ping, Peter and Mr. TAN Hock Seng, Peter and one executive director, Mr. TIONG Kiew Chiong.

By Order of the Board
TIONG Kiu King
Director

Hong Kong, 25th November 2009

As at the date of this announcement, Mr. TIONG Kiu King, Mr. TIONG Kiew Chiong and Mr. TUNG Siu Ho, Terence are executive directors of the Company. Mr. Peter Bush BRACK is non-executive director of the Company. Mr. YU Hon To, David, Mr. SIT Kien Ping, Peter and Mr. TAN Hock Seng, Peter are independent non-executive directors of the Company.

The Company's Interim Report 2009 containing all the information required by the Listing Rules will be published on The Stock Exchange of Hong Kong Limited's website in due course and will be dispatched to shareholders before end of December 2009.