



# JIA SHENG HOLDINGS LIMITED

## 嘉盛控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 729)

### INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2008

The board of directors (the “Board”) of Jia Sheng Holdings Limited (the “Company”) presents the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 September 2008. The interim results have not been audited but have been reviewed by the Company’s audit committee and the Company’s independent auditor, CCIF CPA Limited in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

#### CONDENSED CONSOLIDATED INCOME STATEMENT

	Six months ended	
	30.9.2008	30.9.2007
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
		(restated)
<b>Continuing operations</b>		
Proceeds from sale of trading securities	<u>26,253</u>	<u>24,047</u>
Net (loss) / gain from trading securities	(980)	1,022
Securities brokerage income	379	2,171
Dividend income	86	—
Interest income	<u>343</u>	<u>1,939</u>
	(172)	5,132
Other income	12	255
Administrative expenses	(13,467)	(19,581)
Equity-settled share-based payments	(25,050)	(995)
Net fair value loss on listed financial assets at fair value through profit or loss	(406)	—
Impairment on available-for-sale financial assets	—	(4,100)
Impairment on goodwill	—	(1,648)
Share of results of a jointly controlled entity	<u>(1,479)</u>	<u>—</u>

		<b>Six months ended</b>	
		<b>30.9.2008</b>	30.9.2007
		<b>(unaudited)</b>	(unaudited)
	<i>Note</i>	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
			(restated)
<b>Loss before taxation</b>	3	<b>(40,562)</b>	(20,937)
Taxation	4	<u>—</u>	<u>(60)</u>
<b>Loss for the period from continuing operations</b>		<b>(40,562)</b>	(20,997)
<b>Discontinued operations</b>	5		
Loss for the period from discontinued operations		<u>(13,808)</u>	<u>(5,735)</u>
<b>Loss for the period</b>		<u><b>(54,370)</b></u>	<u>(26,732)</u>
<b>Attributable to:</b>			
Equity holders of the Company		(53,849)	(25,423)
Minority interests		<u>(521)</u>	<u>(1,309)</u>
		<u><b>(54,370)</b></u>	<u>(26,732)</u>
		<b><i>HK\$</i></b>	<i>HK\$</i>
			(restated)
<b>Loss per share attributable to equity holders of the Company for the period</b>	6		
<b>From continuing and discontinued operations</b>			
— Basic		<u>(0.0297)</u>	<u>(0.0142)</u>
— Diluted		<u>N/A</u>	<u>N/A</u>
<b>From continuing operations</b>			
— Basic		<u>(0.0224)</u>	<u>(0.0117)</u>
— Diluted		<u>N/A</u>	<u>N/A</u>
<b>Interim dividend</b>	7	<u>—</u>	<u>—</u>

## CONDENSED CONSOLIDATED BALANCE SHEET

		<b>30.9.2008</b> <b>(unaudited)</b> <b>HK\$'000</b>	31.3.2008 (audited) HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment		3,081	7,482
Interest in a jointly controlled entity		20,527	—
Other operating assets		230	230
		<b>23,838</b>	7,712
<b>Current assets</b>			
Inventories		—	19,565
Financial assets at fair value through profit or loss		2,148	—
Trade and other receivables	8	6,449	13,783
Cash and bank balances		44,511	79,078
		<b>53,108</b>	112,426
Assets classified as held for sale	9	10,186	—
		<b>63,294</b>	112,426
<b>Current liabilities</b>			
Trade and other payables	10	1,817	6,282
Provision for taxation		—	16
		<b>1,817</b>	6,298
Liabilities classified as held for sale	9	802	—
		<b>2,619</b>	6,298
<b>Net current assets</b>		<b>60,675</b>	106,128
<b>NET ASSETS</b>		<b>84,513</b>	113,840
<b>CAPITAL AND RESERVES</b>			
Share capital		18,304	18,304
Reserves		66,209	95,010
Equity attributable to equity holders of the Company		<b>84,513</b>	113,314
Minority interests		—	526
<b>TOTAL EQUITY</b>		<b>84,513</b>	113,840

NOTES:

**1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES**

The interim results are unaudited, condensed and have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by HKICPA.

The accounting policies and basis of preparation adopted in the preparation of these interim results are consistent with those used in the Group’s audited financial statements for the year ended 31 March 2008, except in relation to the following new / revised Hong Kong Financial Reporting Standards (“HKFRSs”), HKASs and Interpretations (hereinafter collectively referred to as the “new / revised HKFRSs”), which have become effective for accounting periods beginning on or after 1 April 2008, that are adopted for the first time for the current period’s interim results:

HKAS 39 and HKFRS 7 (Amendments) HK(IFRIC) — Int 12 HK(IFRIC) — Int 14	Reclassification of Financial Assets Service Concession Arrangements HKAS 19 — The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
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The adoption of the above new / revised HKFRSs has no material impact on the accounting policies of the Group and the methods of computation in the Group’s interim results.

The Group has not early applied the following new / revised HKFRSs which are issued but not yet effective in the current interim period. The Group is in the process of assessing the potential impact and expects that the application of these new / revised HKFRSs will have no material impact on the results and the financial position of the Group.

HKFRSs (Amendments) HKAS 1 (Revised) HKAS 23 (Revised) HKAS 27 (Revised) HKAS 32 & 1 (Amendments) HKFRS 1 & HKAS 27 (Amendments)	Improvements to HKFRSs <sup>5</sup> Presentation of Financial Statements <sup>1</sup> Borrowing Costs <sup>1</sup> Consolidated and Separate Financial Statements <sup>2</sup> Puttable Financial Instruments and Obligations Arising on Liquidation <sup>1</sup> Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate <sup>1</sup>
HKFRS 2 (Amendments) HKFRS 3 (Revised) HKFRS 8 HK(IFRIC) — Int 13 HK(IFRIC) — Int 15 HK(IFRIC) — Int 16	Share-based Payment – Vesting Conditions and Cancellations <sup>1</sup> Business Combinations <sup>2</sup> Operating Segments <sup>1</sup> Customer Loyalty Programmes <sup>3</sup> Agreements for the Construction of Real Estate <sup>1</sup> Hedges of a Net Investment in a Foreign Operation <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2009.

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2009.

<sup>3</sup> Effective for annual periods beginning on or after 1 July 2008.

<sup>4</sup> Effective for annual periods beginning on or after 1 October 2008.

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2009 except the amendments to HKFRS 5, effective for annual periods beginning on or after 1 July 2009.

## 2. TURNOVER AND SEGMENT INFORMATION

Segment information is presented by way of business segment as the primary segment reporting format. Descriptions of the business segments are as follows:

- (a) the securities investment segment includes dealings and trading in securities;
- (b) the securities brokerage segment provides securities brokerage services;
- (c) the treasury investment segment represents investments in cash market;
- (d) the manufacturing and trading of automotive components business, which was classified as discontinued operations with details stated in note 5; and
- (e) the provision of logistics services, which was disposed of in August 2007.

An analysis of the Group's segment information by business segments is set out as follows:

	Continuing operations				For the six months ended 30.9.2008			Consolidated HK\$'000	
	Securities investment HK\$'000	Securities brokerage HK\$'000	Treasury investment HK\$'000	Inter- segment elimination HK\$'000	Sub-total HK\$'000	Manufacturing and trading of automotive components HK\$'000	Logistics services HK\$'000		Sub-total HK\$'000
Proceeds from sale of trading securities	26,253	—	—	—	26,253	—	—	—	26,253
Net loss from trading securities	(980)	—	—	—	(980)	—	—	—	(980)
Securities brokerage income	—	379	—	—	379	—	—	—	379
Sale of automotive components	—	—	—	—	—	7,723	—	7,723	7,723
Dividend income	86	—	—	—	86	—	—	—	86
Interest income	—	—	343	—	343	—	—	—	343
Other income	(894)	379	343	—	(172)	7,723	—	7,723	7,551
	2	7	3	—	12	232	—	232	244
	(892)	386	346	—	(160)	7,955	—	7,955	7,795
Segment results	(1,689)	(1,915)	346	—	(3,258)	(13,805)	—	(13,805)	(17,063)
Unallocated group expenses					(35,825)			—	(35,825)
Share of results of a jointly controlled entity					(1,479)			—	(1,479)
Loss before taxation					(40,562)			(13,805)	(54,367)
Taxation					—	(3)	—	(3)	(3)
Loss for the period					(40,562)			(13,808)	(54,370)

For the six months ended 30.9.2007 (restated)

	Continuing operations				Discontinued operations			Consolidated HK\$'000	
	Securities investment HK\$'000	Securities brokerage HK\$'000	Treasury investment HK\$'000	Inter- segment elimination HK\$'000	Sub-total HK\$'000	Manufacturing and trading of automotive components HK\$'000	Logistics services HK\$'000		Sub-total HK\$'000
Proceeds from sale of trading securities	24,047	—	—	—	24,047	—	—	—	24,047
Net gain from trading securities	1,022	—	—	—	1,022	—	—	—	1,022
Securities brokerage income	—	2,171	—	—	2,171	—	—	—	2,171
Income from discontinued operations	—	—	—	—	—	10,223	1,432	11,655	11,655
Other income	1,022	2,171	—	—	3,193	10,223	1,432	11,655	14,848
Inter-segment	—	—	—	—	—	348	—	348	348
	—	4	—	(4)	—	—	—	—	—
	1,022	2,175	—	(4)	3,193	10,571	1,432	12,003	15,196
Segment results	342	(791)	—	—	(449)	(3,639)	(420)	(4,059)	(4,508)
Unallocated other income					2,194			—	2,194
Unallocated group expenses					(16,934)			—	(16,934)
Impairment on available-for-sale financial assets					(4,100)			—	(4,100)
Impairment on goodwill					(1,648)			—	(1,648)
Loss on disposal of a subsidiary					—			(1,676)	(1,676)
Loss before taxation					(20,937)			(5,735)	(26,672)
Taxation					(60)			—	(60)
Loss for the period					(20,997)			(5,735)	(26,732)

### 3. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging / (crediting):

	Six months ended	
	30.9.2008 (unaudited) HK\$'000	30.9.2007 (unaudited) HK\$'000 (restated)
<b>Continuing operations</b>		
Interest income	(352)	(2,174)
Dividend income from listed investments	(86)	—
Depreciation	532	373
Loss on disposal of property, plant and equipment	124	23
	<u>124</u>	<u>23</u>
<b>Discontinued operations</b>		
Interest income	(4)	(18)
Cost of inventories sold	6,469	9,285
Depreciation	981	1,048
Write-down of inventories	10,007	416
Impairment on property, plant and equipment	2,100	—
Loss on disposal of property, plant and equipment	16	—
	<u>16</u>	<u>—</u>

### 4. TAXATION

	Six months ended	
	30.9.2008 (unaudited) HK\$'000	30.9.2007 (unaudited) HK\$'000
<b>Current taxation</b>		
<b>Continuing operations</b>		
Hong Kong	—	60
<b>Discontinued operations</b>		
Overseas	3	—
	<u>3</u>	<u>—</u>
Total charge for the period	<u>3</u>	<u>60</u>

Hong Kong profits tax has been provided at the rate of 16.5% (2007: 17.5%) on the estimated assessable profits arising in Hong Kong during the period. The taxation for other jurisdictions is calculated at the tax rates prevailing in the respective jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

## 5. DISCONTINUED OPERATIONS

On 25 September 2008, the Group entered into a sale and purchase agreement to sell its entire 70.16% interest in Unicla International Limited (“Unicla”) together with part of the shareholder’s loan. Unicla ceased to be a subsidiary of the Company in December 2008. The manufacturing and trading of automotive components business which was solely carried out by Unicla would become discontinued operations. The consolidated income statement and presentation of certain items of last corresponding period have been restated to comply with relevant requirements accordingly. In the same period of last year, the Group disposed of its entire interest in a subsidiary, which engaged in the provision of logistics services.

The results of the above two business segments are presented in the interim results as discontinued operations. An analysis of the results of the discontinued operations is as follows:

	<b>Six months ended</b>	
	<b>30.9.2008</b>	30.9.2007
	<b>(unaudited)</b>	(unaudited)
	<b>HK\$'000</b>	HK\$'000
		(restated)
Sale of automotive components and provision of logistics services	7,723	11,655
Other income	<u>232</u>	<u>348</u>
	<b>7,955</b>	12,003
Cost of sales	<u>(6,469)</u>	<u>(10,967)</u>
Gross profit	<b>1,486</b>	1,036
Administrative expenses	<b>(3,184)</b>	(4,679)
Write-down of inventories	<b>(10,007)</b>	(416)
Impairment on property, plant and equipment	<u>(2,100)</u>	<u>—</u>
Loss before taxation	<b>(13,805)</b>	(4,059)
Taxation	<u>(3)</u>	<u>—</u>
Loss for the period	<b>(13,808)</b>	(4,059)
Loss on disposal of a subsidiary	<u>—</u>	<u>(1,676)</u>
Loss for the period from discontinued operations	<b><u>(13,808)</u></b>	<b><u>(5,735)</u></b>



## 6. LOSS PER SHARE

### (a) Basic loss per share

#### *From continuing and discontinued operations*

The basic loss per share is calculated based on (i) the consolidated loss attributable to equity holders of the Company of HK\$53,849,000 (2007: HK\$25,423,000) and on (ii) the weighted average number of 1,810,306,193 ordinary shares (2007: 1,790,191,174 ordinary shares) in issue during the six months period.

#### *From continuing operations*

The basic loss per share from continuing operations attributable to the equity holders of the Company is based on the following information:

	<b>Six months ended</b>	
	<b>30.9.2008</b>	30.9.2007
	<b>(unaudited)</b>	(unaudited)
	<b>HK\$'000</b>	HK\$'000
		(restated)
Loss for the period attributable to equity holders of the Company		
Loss for the period	<b>53,849</b>	25,423
Less: Loss for the period from discontinued operations	<u><b>(13,287)</b></u>	<u>(4,426)</u>
Loss for the purpose of basic loss per share from continuing operations	<u><b>40,562</b></u>	<u>20,997</u>

The denominators used are the same as those detailed above for basic loss per share from continuing and discontinued operations.

#### *From discontinued operations*

Basic loss per share from discontinued operations is HK\$0.0073 (2007 restated: HK\$0.0025) which is calculated based on the loss for the period attributable to equity holders of the Company from discontinued operations of HK\$13,287,000 (2007 restated: HK\$4,426,000). The denominators used are the same as those detailed above for basic loss per share from continuing and discontinued operations.

### (b) Diluted loss per share

No diluted loss per share is presented for the six months ended 30 September 2008 and 2007 as the share options outstanding during these periods had an anti-dilutive effect on basic loss per share for these periods.

## 7. INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the period (2007: nil).

## 8. TRADE AND OTHER RECEIVABLES

	<b>30.9.2008</b> <b>(unaudited)</b> <i>HK\$'000</i>	31.3.2008 (audited) <i>HK\$'000</i>
Trade receivables	2,613	6,002
Deposits and prepayments	3,790	6,756
Other receivables	46	1,025
	<u>6,449</u>	<u>13,783</u>

Included in the balances are trade receivables with an aged analysis as follows:

	<b>30.9.2008</b> <b>(unaudited)</b> <i>HK\$'000</i>	31.3.2008 (audited) <i>HK\$'000</i>
Within 1 month ( <i>Note</i> )	2,613	5,974
Between 2 and 3 months	—	28
	<u>2,613</u>	<u>6,002</u>

*Note:* Included an amount of HK\$1,058,000 (31.3.2008: HK\$3,384,000) attributable to securities brokerage business with settlement terms at two trade days after the trade date.

Trading terms with customers are either on a cash basis or credit. For those customers who trade on credit, a credit period is allowed according to relevant business practice. Credit limits are set for customers. The Group seeks to maintain tight control over its outstanding receivables in order to minimise credit risk. Overdue balances are regularly reviewed by senior management.

Except for receivables from securities brokerage business which bear interest at the prevailing Best Lending Rate plus 5% per annum, the balances of trade receivables are non-interest bearing. The carrying amounts of the receivables are approximate to their fair values.

## 9. ASSETS / LIABILITIES HELD FOR SALE

The Group entered into a sale and purchase agreement on 25 September 2008 to sell 70.16% interest in Unicla together with part of shareholder's loan due from Unicla to the Group in the amount of approximately HK\$19.6 million at a total consideration of HK\$7 million. As at 30 September 2008, the disposal was yet to be completed subject to the approval of the Company's independent shareholders. Such approval was obtained at a special general meeting of the Company held on 14 November 2008. Unicla ceased to be a subsidiary of the Company in December 2008. The assets and liabilities attributable to Unicla have been classified as a disposal group held for sale and are presented separately in the condensed consolidated balance sheet.

The operation of Unicla is classified under the manufacturing and trading of automotive components activity for segment reporting purposes. As the Group's attributable portion of net carrying amount of the relevant assets and liabilities exceeds the net proceeds from the disposal, an impairment loss of totally HK\$12,107,000 has been recognised during the period.

The major classes of assets and liabilities of Unicla classified as held for sale as at 30 September 2008 (31.3.2008: nil) are as follows:

	<b>Fair value upon being classified as held for sale (unaudited) HK\$'000</b>
<b>Assets</b>	
Property, plant and equipment	2,139
Inventories	6,190
Trade and other receivables	1,069
Cash and bank balances	788
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Assets classified as held for sale	10,186
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<b>Liabilities</b>	
Trade and other payables	649
Provision for taxation	3
Loan from minority shareholder	150
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Liabilities classified as held for sale	802
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Net assets classified as held for sale	9,384
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## 10. TRADE AND OTHER PAYABLES

	<b>30.9.2008</b> <b>(unaudited)</b> <i>HK\$'000</i>	31.3.2008 (audited) <i>HK\$'000</i>
Trade payables	<b>1,017</b>	4,173
Other payables and accruals	<b>800</b>	2,109
	<b>1,817</b>	6,282

Included in the balances are trade payables with an aged analysis as follows:

	<b>30.9.2008</b> <b>(unaudited)</b> <i>HK\$'000</i>	31.3.2008 (audited) <i>HK\$'000</i>
Within 1 month ( <i>Note</i> )	<b>1,017</b>	2,670
Between 2 and 3 months	—	1,503
	<b>1,017</b>	4,173

*Note:* The amount was attributable to securities brokerage business with settlement terms at two trade days after the trade date.

Except for certain client payables in respect of the securities brokerage business which bear interest at rates approximate to prevailing market saving rates, the balances of trade payables are non-interest bearing. The carrying amounts of the payables are approximate to their fair values.

## 11. EVENTS AFTER THE BALANCE SHEET DATE

On 25 September 2008, the Group entered into a sale and purchase agreement for the disposal of its entire 70.16% interest in Unicla and part of the shareholder's loan due from Unicla to the Group in the amount of approximately HK\$19.6 million at a total consideration of HK\$7 million. The disposal was approved at a special general meeting of the Company held on 14 November 2008. Unicla ceased to be a subsidiary of the Company in December 2008. Details of the disposal are set out in the circular of the Company dated 30 October 2008.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

During the period under review, the Group recorded proceeds from sale of trading securities of approximately HK\$26.3 million and securities brokerage income of approximately HK\$0.4 million, which represented an increase of approximately 9.2% and a decrease of approximately 82.5% respectively when compared to the corresponding figures of the same period last year. The Group widened its loss for the period from approximately HK\$26.7 million in the corresponding period last year to approximately HK\$54.4 million for the same period this year. The widened loss was primarily attributable to the increases in (i) equity-settled share-based payments (increased to approximately HK\$25.1 million from approximately HK\$1 million in the corresponding period last year) as a result of issuance of certain share options during the period; (ii) loss for the period from discontinued operations (increased to approximately HK\$13.8 million from approximately HK\$5.7 million in the corresponding period last year); and (iii) share of results of a jointly controlled entity (increased to approximately HK\$1.5 million from nil in the corresponding period last year).

The Group's businesses in securities dealing and investment, and provision of securities brokerage services have faced great challenge in the midst of the global financial tsunami. During the period under review, the trading liquidity in Hong Kong stock market dropped substantially while turnover derived from the Group's provision of securities brokerage services decreased by approximately 82.5% to approximately HK\$0.4 million. Although proceeds derived from the Group's securities dealing and investment increased by approximately 9.2% to approximately HK\$26.3 million, this business segment turned to make a loss during the period under review due to the volatile and unfavorable market situation.

In light of the continuous loss making operation under the Group's auto parts business, the Group entered into an agreement on 25 September 2008 to dispose of such business in order to improve the financial performance of the Group in the long run and to allow the Group to preserve more resources on exploring other potential business opportunities. The directors are of the view that the global financial tsunami on one hand has posed tough challenges to all businesses, it on the other hand creates the chance for rationalizing cost structure and to do mergers and acquisition (if suitable opportunity is identified) at a more reasonable price. With a view to improving the overall financial performance of the Group, the Group will continue to review its existing businesses and at the same time to identify new investment opportunities which can bring in value to all shareholders.

### **Prospects and Future Plan of the Group**

Looking forward, the management will continue to review its existing businesses from time to time and strive to improve the business operation and financial position of the Group. The objective of the Group is to establish a solid platform to invest in business sectors providing high and healthy growth through acquisition and development of projects with promising future. As such, the Group will proactively seek potential investment opportunities that could enhance the value to the shareholders.

### **Liquidity and Financial Resources**

As of 30 September 2008, the Group had (i) non-current assets of approximately HK\$23.8 million, which mainly comprised interest in a jointly controlled entity and property, plant and equipment, and (ii) current assets of approximately HK\$63.3 million, which mainly comprised trade and other receivables, cash and bank balances, and assets classified as held for sale. As of 30 September 2008, the Group had no borrowings and hence recorded net cash of approximately HK\$44.5 million.

### **Foreign Exchange Exposure**

The Group's transactions were mainly denominated in Hong Kong dollars and US dollars. As the Hong Kong dollars are pegged to the US dollars, the Group had no significant exposure to fluctuations in exchange rates and no financial instrument for hedging purposes was employed during the period under review.

## **Material Acquisitions and Disposals**

On 25 September 2008, the Group entered into a sale and purchase agreement for the disposal of its entire 70.16% interest in Unicla International Limited (“Unicla”) and part of the shareholder’s loan in the amount of approximately HK\$19.6 million due from Unicla to the Group at a total consideration of HK\$7 million. The disposal was approved at a special general meeting of the Company held on 14 November 2008. Unicla ceased to be a subsidiary of the Company in December 2008. Details of the disposal are set out in the circular of the Company dated 30 October 2008.

The Group had no material acquisitions or disposals of subsidiaries or associated companies during the six months ended 30 September 2008.

## **Pledge of Assets and Contingent Liabilities**

As at 30 September 2008, the Group did not pledge any kind of assets and had no significant contingent liabilities.

## **Employees and Remuneration Policies**

As of 30 September 2008, the Group had 26 employees in Hong Kong, 52 employees in the People’s Republic of China (the “PRC”) and 3 employees in Japan. Total staff costs (including directors’ emoluments and equity-settled share-based payments) during the period amounted to approximately HK\$31 million (2007: approximately HK\$12.2 million). The remuneration policies are subject to review by the Board with reference to market conditions and individual performance of staff. The Group participates in Mandatory Provident Fund Scheme in Hong Kong and State-managed retirement benefit schemes in the PRC. The Group has a share option scheme for the benefit of its directors and eligible employees of the Group.

## **Capital Commitment**

As at 30 September 2008, the Group had no capital commitment.

## **CORPORATE GOVERNANCE**

The Company complied with all the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the six months ended 30 September 2008.

## **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 to the Listing Rules as its own code of conduct regarding directors’ securities transactions. All directors of the Company have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the six months ended 30 September 2008.

## **REVIEW OF INTERIM RESULTS**

The audit committee of the Company has reviewed with the management and the Company's independent auditor the unaudited consolidated results of the Group for the six months ended 30 September 2008 and the interim report.

## **PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

The Company did not redeem any of its listed securities during the six months ended 30 September 2008.

Neither the Company nor any of its subsidiaries purchased or sold any of the Company's listed securities during the six months ended 30 September 2008.

By order of the Board of  
**Jia Sheng Holdings Limited**  
**Yip Chi Chiu**  
*Deputy Chairman and Chief Executive Officer*

Hong Kong, 12 December 2008

*As at the date of this announcement, the Board comprises Mr. Yip Chi Chiu\*\* (Deputy Chairman and Chief Executive Officer), Mr. Lo Wing Yat\*\*, Mr. Leung Chung Tak Barry\*\* (Chief Operating Officer and Chief Project Officer), Mr. So George Siu Ming\*\* (Chief Financial Officer), Mr. Chak Chi Man#, Mr. Wong Kwok Kuen#, Mr. Chan Yuk Tong###, Mr. Fei Tai Hung### and Mr. Tse Kam Fow###.*

\*\* *executive directors*

# *non-executive directors*

### *independent non-executive directors*

Website: <http://www.jiasheng.hk>