



**S T A R L I T E**  
HOLDINGS LIMITED

星光集團有限公司\*

A Member of the Starlite Group  
(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

STOCK CODE 股份代號: 403

Website : <http://www.hkstarlite.com>

<http://www.irasia.com/listco/hk/starlite>

**ANNOUNCEMENT OF INTERIM RESULTS  
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2008**

**INTERIM RESULTS (UNAUDITED)**

The Directors of Starlite Holdings Limited (the “Company”) are pleased to announce the unaudited consolidated results of the Company and its subsidiaries (together the “Group”) for the six months ended 30th September, 2008, together with the comparative figures for the corresponding period, as follows:

**Condensed Consolidated Income Statement**

	Note	2008 HK\$'000	2007 HK\$'000	Growth
Revenue	3	789,138	625,977	+26%
Cost of sales		(620,942)	(489,081)	
<b>Gross profit</b>		<b>168,196</b>	136,896	
Other gains – net	4	2,896	723	
Other income	4	995	-	
Selling and distribution costs		(33,683)	(30,420)	
General and administrative expenses		(81,787)	(62,583)	
<b>Operating profit</b>	5	<b>56,617</b>	44,616	+27%
Finance costs – net	6	(7,139)	(8,042)	
<b>Profit before income tax</b>		<b>49,478</b>	36,574	
Income tax expense	7	(8,486)	(7,039)	
<b>Profit for the period attributable to the equity holders of the Company</b>		<b>40,992</b>	29,535	+39%
<b>Earnings per share for profit attributable to the equity holders of the Company during the period</b> (expressed in HK cents per share)	8			
- Basic		8.48	6.88	
- Diluted		8.48	6.87	
<b>Dividends</b>	9	<b>5,164</b>	6,442	

## Condensed Consolidated Balance Sheet

	Note	Unaudited As at 30th September, 2008 HK\$'000	Audited As at 31st March, 2008 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Leasehold land and land use rights		30,557	30,539
Property, plant and equipment		493,404	480,000
Other non-current assets		1,293	1,393
Prepayments for property, plant and equipment		-	3,998
		<u>525,254</u>	<u>515,930</u>
<b>Current assets</b>			
Inventories		145,705	112,313
Trade and bill receivables	10	371,827	237,627
Prepayments and deposits		18,945	12,489
Cash and cash equivalents		103,311	125,632
		<u>639,788</u>	<u>488,061</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Borrowings		221,917	197,854
Finance lease obligations, current portion		1,913	2,447
Trade and bill payables	11	229,532	141,406
Accruals and other payables		70,106	81,814
Current income tax liabilities		38,317	26,439
		<u>561,785</u>	<u>449,960</u>
<b>Net current assets</b>		<u>78,003</u>	<u>38,101</u>
<b>Total assets less current liabilities</b>		<u>603,257</u>	<u>554,031</u>
<b>Non-current liabilities</b>			
Borrowings		98,643	107,640
Finance lease obligations, non-current portion		-	804
Deferred income tax liabilities		9,891	12,428
		<u>108,534</u>	<u>120,872</u>
<b>Net assets</b>		<u>494,723</u>	<u>433,159</u>
<b>EQUITY</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>			
Share capital		51,636	43,029
Reserves	12	443,087	390,130
<b>Shareholders' equity</b>		<u>494,723</u>	<u>433,159</u>

Notes:

## 1. Basis of preparation

This condensed consolidated interim financial information for the six months ended 30th September, 2008 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”. The condensed consolidated interim financial information should be read in conjunction with the Group’s annual financial statements for the year ended 31st March, 2008.

## 2. Accounting policies

The accounting policies adopted are consistent with those of and as described in the annual financial statements for the year ended 31st March, 2008.

The following interpretations are mandatory for the financial year beginning 1st April, 2008 but are not currently relevant for the Group:

HK(IFRIC) - Int 12	‘Service Concession Arrangements’
HK(IFRIC) - Int 14	‘HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and Their Interaction’

The following new standards, amendments to standards and interpretations have been issued but are not effective for the financial year beginning 1st April, 2008 and have not been early adopted :

HK(IFRIC) - Int 13	‘Customer Loyalty Programmes’
HK(IFRIC) - Int 15	‘Agreements for the Construction of Real Estate’
HK(IFRIC) - Int 16	‘Hedges of a Net Investment in a Foreign Operation’
HKAS 1 (Revised)	‘Presentation of Financial Statements’
HKAS 23 (Revised)	‘Borrowing Cost’
HKAS 27 (Revised)	‘Consolidated and Separate Financial Statements’
HKAS 32 and	‘Puttable Financial Instruments and Obligations
HKAS 1 (Amendment)	Arising on Liquidation’
HKAS 39 and HKFRS 7 (Amendment)	‘Reclassification of Financial Assets’
HKFRS 2 (Amendment)	‘Share-based Payment Vesting Conditions and Cancellations’
HKFRS 1 and HKAS 27 (Revised)	‘Cost of an Investment in a Subsidiary, Joint Controlled Entity or Associate’
HKFRS 3 (Revised)	‘Business Combinations’
HKFRS 8	‘Operating Segments’

### 3. Segment information

(a) Revenue is analysed as follows:

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	<b>2007</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Sales of packaging materials, labels, paper products and environmentally friendly products	<b>781,266</b>	619,761
Others	<b>7,872</b>	6,216
	<hr/>	<hr/>
	<b>789,138</b>	625,977
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(b) Primary reporting format - business segment

The Company is an investment holding company. Its subsidiaries are principally engaged in the printing and manufacturing of packaging materials, labels, paper products and environmentally friendly products. No business segment information is provided as substantially all of the assets, sales and contribution to the Group's results are attributable to the printing and manufacturing of packaging materials, labels, paper products and environmentally friendly products.

(c) Secondary reporting format - geographical segments

The Group primarily operates in Hong Kong, the People's Republic of China (the "PRC") and Singapore. An analysis of the Group's revenue and profit for the period attributable to the equity holders of the Company is as follows:

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	<b>2007</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Revenue <sup>1</sup>		
Hong Kong and the PRC	<b>351,961</b>	272,512
United States of America	<b>202,802</b>	163,092
Europe	<b>125,784</b>	90,648
South East Asia	<b>81,743</b>	76,090
Others	<b>26,848</b>	23,635
	<hr/>	<hr/>
	<b>789,138</b>	625,977
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### 3. Segment information (Continued)

#### (c) Secondary reporting format - geographical segments (Continued)

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	2007
	<b>HK\$'000</b>	HK\$'000
Profit for the period attributable to equity holders of the Company		
Hong Kong and the PRC	<b>19,728</b>	12,510
United States of America	<b>10,432</b>	7,370
Europe	<b>5,969</b>	4,004
South East Asia	<b>3,621</b>	4,564
Others	<b>1,242</b>	1,087
	<b>40,992</b>	29,535

<sup>1</sup> Revenue by geographical location is determined on the basis of the destination of shipments of merchandise.

There are no material sales between the geographical segments.

An analysis of the Group's assets by geographical location is as follows:

	<b>Unaudited</b>	Audited
	<b>As at 30th</b>	As at
	<b>September,</b>	31st March,
	<b>2008</b>	2008
	<b>HK\$'000</b>	HK\$'000
Hong Kong and the PRC	<b>1,055,306</b>	900,796
Singapore	<b>109,736</b>	103,195
	<b>1,165,042</b>	1,003,991

Total assets are allocated based on where the assets are located.

### 3. Segment information (Continued)

#### (c) Secondary reporting format - geographical segments (Continued)

An analysis of the Group's capital expenditure for the six months then ended is as follows:

	Unaudited	
	Six months ended	
	30th September,	
	2008	2007
	HK\$'000	HK\$'000
Hong Kong and the PRC	42,088	40,608
Singapore	3,108	32
	<u>45,196</u>	<u>40,640</u>

Capital expenditure is allocated based on the assets are located.

### 4. Other gains - net and other income

	Unaudited	
	Six months ended	
	30th September,	
	2008	2007
	HK\$'000	HK\$'000
Other gains - net		
Net exchange gain	2,961	407
Net loss on disposal of property, plant and equipment	(65)	(2)
Net gain on disposal of other non-current assets	-	318
	<u>2,896</u>	<u>723</u>
Other income		
Insurance claimed	111	-
Sundry income	884	-
	<u>995</u>	<u>-</u>

## 5. Operating profit

The following items have been charged to the operating profit during the interim period:

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	<b>2007</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Employment costs (including directors' emoluments)	<b>150,281</b>	121,285
Depreciation of property, plant and equipment and amortisation of leasehold land and land use rights	<b>35,037</b>	30,319
Provision for impairment of receivables, net	<b>7,607</b>	494
Provision for impairment of property, plant and equipment	<b>750</b>	-
	<b>=====</b>	<b>=====</b>

## 6. Finance costs – net

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	<b>2007</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Interest on bank loans wholly repayable within five years	<b>7,387</b>	8,426
Interest on bank loans not wholly repayable within five years	<b>10</b>	11
Interest element of finance leases	<b>72</b>	124
Interest income from bank deposits	<b>(330)</b>	(519)
	<b>=====</b>	<b>=====</b>
	<b>7,139</b>	8,042
	<b>=====</b>	<b>=====</b>

## 7. Income tax expense

Hong Kong profits tax has been provided at the rate of 16.5% (2007: 17.5%) on the estimated assessable profit for the period.

Subsidiaries established and operated in the PRC are subject to the PRC Enterprise Income Tax at rates ranging from 18% to 25% during the year (2007: 15% to 27%). In accordance with the applicable law and regulations, the Group's subsidiaries established in the PRC as wholly foreign owned enterprises or contractual joint ventures are entitled to full exemption from Enterprise Income Tax for the first two years and a 50% reduction in Enterprise Income Tax for the next three years, commencing from the first profitable year or 1st January, 2008, whichever is earlier, after offsetting unexpired tax losses carried forward from previous years.

The subsidiary established in Singapore is subject to Singapore Corporate Income Tax at a rate of 18% (2007: 18%).

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	<b>2007</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Current income tax expense		
- Hong Kong profits tax	<b>9,382</b>	5,904
- Overseas taxation	<b>1,641</b>	1,135
	<hr/>	<hr/>
	<b>11,023</b>	7,039
Deferred income tax	<b>(2,537)</b>	-
	<hr/>	<hr/>
	<b>8,486</b>	7,039
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## 8. Earnings per share

### *Basic*

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	2007
Profit attributable to equity holders of the Company (HK\$'000)	<b>40,992</b>	29,535
Weighted average number of ordinary shares in issue ('000)	<b>483,436</b>	429,476
Basic earnings per share (HK cents)	<b>8.48</b>	6.88

### *Diluted*

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potential dilutive ordinary shares. The Company's only category of potential dilutive ordinary shares is share options. Calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average daily market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	2007
Profit attributable to equity holders of the Company used to determine diluted earnings per share (HK\$'000)	<b>40,992</b>	29,535
Weighted average number of ordinary shares in issue ('000)	<b>483,436</b>	429,476
Adjustments for share options ('000)	-	325
Weighted average number of ordinary shares for diluted earnings per share ('000)	<b>483,436</b>	429,801
Diluted earnings per share (HK cents)	<b>8.48</b>	6.87

## 9. Dividends

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2008</b>	2007
	<b>HK\$'000</b>	HK\$'000
Proposed interim dividends of HK1 cent (2007: HK1.5 cents) per share	<b>5,164</b>	6,442
	<u><u>5,164</u></u>	<u><u>6,442</u></u>

## 10. Trade and bill receivables

	<b>Unaudited</b>	Audited
	<b>As at 30th</b>	As at
	<b>September,</b>	31st March,
	<b>2008</b>	2008
	<b>HK\$'000</b>	HK\$'000
Trade receivables	<b>391,878</b>	263,856
Less : provision for impairment of receivables	<b>(22,135)</b>	(26,482)
	<u>369,743</u>	<u>237,374</u>
Trade receivables - net	<b>369,743</b>	237,374
Bill receivables	<b>2,084</b>	253
	<u>371,827</u>	<u>237,627</u>
Trade and bill receivables	<b>371,827</b>	237,627
	<u><u>371,827</u></u>	<u><u>237,627</u></u>

## 10. Trade and bill receivables (Continued)

The Group grants to its customers credit terms generally ranging from 30 to 120 days. The aging analysis of trade and bill receivables is as follows :

	<b>Unaudited</b> <b>As at 30th</b> <b>September,</b> <b>2008</b> <b>HK\$'000</b>	<b>Audited</b> <b>As at</b> <b>31st March,</b> <b>2008</b> <b>HK\$'000</b>
1 to 90 days	<b>360,675</b>	202,100
91 to 180 days	<b>32,170</b>	38,134
181 to 365 days	<b>397</b>	1,201
Over 365 days	<b>720</b>	22,674
	<hr/>	<hr/>
	<b>393,962</b>	264,109
Less: Provision for impairment of receivables	<b>(22,135)</b>	(26,482)
	<hr/>	<hr/>
	<b>371,827</b>	237,627
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## 11. Trade and bill payables

The aging analysis of trade and bill payables is as follows:

	<b>Unaudited</b> <b>As at 30th</b> <b>September,</b> <b>2008</b> <b>HK\$'000</b>	<b>Audited</b> <b>As at</b> <b>31st March,</b> <b>2008</b> <b>HK\$'000</b>
1 to 90 days	<b>192,450</b>	121,305
91 to 180 days	<b>35,165</b>	16,663
181 to 365 days	<b>1,338</b>	2,073
Over 365 days	<b>579</b>	1,365
	<hr/>	<hr/>
	<b>229,532</b>	141,406
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## 12. Reserves

Movements were:

	Unaudited						
	For the six months ended 30th September, 2008						
	Share premium	Capital reserve	Share-based compensation reserve	Investment reserve	Translation reserve	Retained profits	Total
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
As at 1st April, 2008	104,527	1,169	1,484	657	33,778	248,515	<b>390,130</b>
Fair value losses –							
Other non-current assets	-	-	-	(100)	-	-	<b>(100)</b>
Currency translation differences	-	-	-	-	(410)	-	<b>(410)</b>
Net losses recognised directly in equity	-	-	-	(100)	(410)	-	<b>(510)</b>
Profit attributable to equity holders of the Company	-	-	-	-	-	40,992	<b>40,992</b>
Total recognised income for the period	-	-	-	(100)	(410)	40,992	<b>40,482</b>
2007/08 final dividends paid	-	-	-	-	-	(7,745)	<b>(7,745)</b>
Issue of shares under open offer	20,220	-	-	-	-	-	<b>20,220</b>
As at 30th September, 2008	<u>124,747</u>	<u>1,169</u>	<u>1,484</u>	<u>557</u>	<u>33,368</u>	<u>281,762</u>	<b><u>443,087</u></b>

	Unaudited						
	For the six months ended 30th September, 2007						
	Share premium	Capital reserve	Share-based compensation reserve	Investment reserve	Translation reserve	Retained profits	Total
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
As at 1st April, 2007	104,157	1,169	1,136	722	7,662	217,285	332,131
Fair value losses –							
Other non-current assets	-	-	-	(184)	-	-	<b>(184)</b>
Currency translation differences	-	-	-	-	5,891	-	<b>5,891</b>
Net income recognised directly in equity	-	-	-	(184)	5,891	-	<b>5,707</b>
Profit attributable to equity holders of the Company	-	-	-	-	-	29,535	<b>29,535</b>
Total recognised income for the period	-	-	-	(184)	5,891	29,535	<b>35,242</b>
2006/07 final dividends paid	-	-	-	-	-	(6,442)	<b>(6,442)</b>
Employee share options scheme							
- Value of employee services	-	-	409	-	-	-	<b>409</b>
As at 30th September, 2007	<u>104,157</u>	<u>1,169</u>	<u>1,545</u>	<u>538</u>	<u>13,553</u>	<u>240,378</u>	<b><u>361,340</u></b>

## **RESULTS**

For the six months ended 30th September, 2008, the Group recorded a turnover of approximately HK\$789 million, an increase of 26% compared with the same period last year. Net profit grew by 39% to approximately HK\$41 million.

The positive results were achieved against a challenging environment marked by the intensifying financial crisis in the United States, the higher operating costs in China and the safety issues concerning made-in-China consumer products. By adopting innovative measures to strengthen its core competitiveness, the Group was able to increase its sales whilst safeguarding its profit margins during the period.

The Group's Hong Kong/Mainland China operations performed satisfactorily during the period. Among them, the southern China division recorded a solid growth in both sales and profit as its sophisticated manufacturing technology and quality assurance system gained confidence of an expanded customer base. The Suzhou subsidiary continued to gain momentum in its growth whereas the Singapore subsidiary contributed positively to the Group's results for the period.

Recent months saw the financial crisis in the United States escalate into a global financial tsunami, threatening to plunge the world economy into a deep recession. In the face of the great uncertainties arising therefrom, the Group is adopting measures to preserve its financial strength. However, the Group is also taking measures with the hope of capitalizing on the challenges to find new opportunities. Details of the measures are described in the sections below.

## **INTERIM DIVIDEND**

The Board of Directors has declared an interim dividend of HK1 cent (2007: HK1.5 cents) per share for the six months ended 30th September, 2008 payable on Friday, 16th January, 2009 to shareholders whose names appear on the Register of Members on Wednesday, 7th January, 2009.

## **BUSINESS REVIEW AND PROSPECTS**

### **Hong Kong/Mainland China Operations**

#### *Overview*

By and large, the manufacturing industry in China was affected by the further increase in operating costs and the tightening of credit by banks during the period under review. The former was represented by higher labour and raw material costs, following sharp rises in the price of oil and other commodities and the further increase of China's minimum wage. Such phenomenon took place amidst the further appreciation of the Renminbi, which resulted in a general increase in costs. The latter was a result of the lack of liquidity in the financial system as the financial

crisis continued to intensify. At a time when orders were declining, due to the decline in corporate and consumer confidence in general and the safety issues concerning made-in-China consumer products in particular, these negative factors had an adverse effect on many Hong Kong/Mainland China manufacturers including printing and packaging concerns.

As described in the Group's last annual report, the Group has adopted a three-pronged strategy to meet the challenges. To summarize, the strategy comprises more stringent quality assurances and product certifications; new sales and marketing initiatives and cost control measures; and price adjustments. It capitalized on the Group's strength as a high quality and reliable manufacturer, as well as the changing landscape of competition where a number of printing and packaging companies have gone into restructuring or withdrawn from the scene. Such strategy proved rewarding for the Group.

### *Southern China Region*

In the six months ended 30th September, 2008, the Group's printing and packaging divisions in southern China recorded a satisfactory increase both in turnover and profit. It was particularly encouraging given the further increase of minimum wage in Shenzhen, from RMB750 to RMB900, which took effect this July. Paper products continued to report a growth while other product lines also attracted new customers or expanded their product range.

Capitalizing on the lower operating costs in Shaoguan, the Group allocated a substantial amount of orders to the Shaoguan plant during the period under review, which helped mitigate the impact brought by the higher labour costs in Shenzhen and Guangzhou where the Group's southern China operations are headquartered. As the Shaoguan plant continues to improve its efficiency, its contribution to the Group is expected to further increase.

In view of the increasing weakness of the global economy, the southern China division, being the Group's primary production base, has taken the lead to introduce new measures to its operations. These measures include tighter control on capital investment, closer monitoring on stocks and customer credits, and further improvement in production efficiency. The management is also employing other means such as "Lean Manufacturing" practices to differentiate itself from its competitors and to further enhance the Group's core competitiveness.

### *Eastern China Region*

Equipped with advanced machinery and sophisticated technology, the Suzhou subsidiary was able to record an improvement in turnover and profit during the period, as international and domestic customers alike became more inclined to place orders with high quality and financially stable manufacturers. With the Group's full support, the Suzhou subsidiary is making further effort to expand its customer base and tap the booming consumer market in eastern China.

## **Southeast Asia Operation**

The Singapore subsidiary generated higher sales during the period under review in spite of strong competition from other Southeast Asian companies. However, the rise in operating costs and the restraint in production capacity have affected the subsidiary's profit margins. The Group is still looking for opportunities to increase the capacity of the Singapore subsidiary and to expand its business in the Asia Pacific region. Such opportunities may arise as a result of the anticipated downturn of the world economy.

## **Prospects**

The global economic conditions have deteriorated significantly in recent months as the subprime mortgage crisis in the United States grew into a full-scale financial crisis that spread across the world. In its latest outlook, the International Monetary Fund has cut its forecast on global economic growth to 3.7% for this year and 2.2% in 2009. The silver lining is that inflation has also shown signs of slowing down.

As such, while great uncertainties lie ahead, it is also likely that new opportunities may emerge. By adopting "Innovation and Change" as its development strategy for 2008, the Group has implemented measures that have been effective so far in safeguarding its sales and profitability. In anticipation of stronger challenges ahead, the Group is adopting new measures along this direction with greater force, and the management remains cautiously optimistic about the Group's prospects.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group's sources of funding include cash generated from the Group's operations and banking facilities provided to the Group by banks mainly in Hong Kong and Mainland China. As at 30th September, 2008, the Group's cash and cash equivalents amounted to approximately HK\$103 million.

During the period under review, the interest expenses of the Group amounted to approximately HK\$7.5 million compared to approximately HK\$8.6 million recorded in the same period last year. Currently, the Group has Renminbi-denominated loan facilities amounting to approximately RMB54 million that are available for the Group's Shenzhen, Guangzhou, Shaoguan and Suzhou plants for working capital purposes.

As at 30th September, 2008, the Group had a working capital surplus of approximately HK\$78 million compared to a working capital surplus of approximately HK\$38 million as at 31st March, 2008. The Group's net gearing ratio as at 30th September, 2008 was approximately 48% (31st March, 2008: 44%). This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings, bill payables and

finance lease obligations) less cash and cash equivalents of approximately HK\$240 million (31st March, 2008: HK\$192 million). Total capital is calculated as 'equity', as shown in the consolidated balance sheet of approximately HK\$495 million (31st March, 2008: HK\$433 million). The Group will continue to adopt prudent policies to maintain a healthy financial position.

## **CHARGE ON ASSETS**

As at 30th September, 2008, certain assets of the Group with an aggregate carrying value of approximately HK\$92 million (31st March, 2008: HK\$74 million) were pledged to secure the banking facilities of the Group.

## **EXCHANGE RATE EXPOSURE**

All the Group's assets, liabilities and transactions are denominated either in Hong Kong dollars, US dollars, Chinese Renminbi, Japanese Yen, Singapore dollars or Euro. The exchange rate of US dollars/ Hong Kong dollars is relatively stable due to the current peg system in Hong Kong. On the other hand, the existing Renminbi denominated sales revenue helps to reduce the Group's commitments of Renminbi-denominated operating expenses in China. Transaction values involving Japanese Yen or Euro were primarily related to the Group's purchase of machinery and such exposures were generally hedged by forward contracts.

## **HUMAN RESOURCES DEVELOPMENT**

Currently the Group has more than 8,000 employees. The Group maintains good relations with its employees, providing them competitive packages and incentive schemes as well as various training programmes. The Group has maintained a share option scheme under which share options can be granted to certain employees (including executive directors of the Company) as incentive for their contribution to the Group. Following the opening of the "Starlite Institute of Management", the Group provides various training and development programmes to staff on an ongoing basis. The Group will explore the possibility of launching other special training programmes with universities in Mainland China and education institutions abroad to further enhance its staff quality.

## **AUDIT COMMITTEE**

The audit committee is composed of all the three independent non-executive directors of the Company. The audit committee has reviewed with management the accounting policies adopted by the Group and discussed auditing, internal control, and financial reporting matters, including the review of unaudited interim financial statements for the six months ended 30th September, 2008.



## **REMUNERATION COMMITTEE**

The Remuneration Committee was set up with the responsibility of recommending to the Board the remuneration policy of all the Directors and the senior management. The Remuneration Committee composed of all the three independent non-executive directors of the Company.

## **PURCHASE, SALE OR REDEMPTION OF SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period.

## **CORPORATE GOVERNANCE**

In the opinion of the Board, the Company has complied with the Code Provisions in Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") throughout the six months ended 30th September, 2008 except for the deviations as mentioned below.

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not have a separate Chairman and Chief Executive Officer and Mr. Lam Kwong Yu currently holds both positions. The Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person would allow the Company to be more effective and efficient in developing long-term business strategies and execution of business plans. The Board believes that the balance of power and authority is adequately ensured by the operating of the Board which comprises experienced and high caliber individuals with a sufficient number thereof being Non-executive Directors.

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. The non-executive directors of the Company have not been appointed for a specific term as they are subject to retirement and re-election at annual general meeting in accordance with the Bye-laws of the Company.

## **COMPLIANCE WITH MODEL CODE**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules for securities transactions by the Directors. All Directors have confirmed that, in respect of the six months ended 30th September, 2008, they have complied with the required standard set out in the Model Code regarding securities transactions by the Directors.

## **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will be closed from Monday, 5th January, 2009 to Wednesday, 7th January, 2009 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for interim dividend, shareholders must deliver their share transfer forms and share certificates to Tricor Secretaries Limited, the Company’s Registrar at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong for registration no later than 4:00 p.m. on Friday, 2nd January, 2009.

## **PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT**

This interim results announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkex.com.hk> under “Latest Listed Company Information” and on the website of the Company at <http://www.hkstarlite.com>. The interim report for the six months ended 30th September, 2008 will be dispatched to the shareholders and published on the above websites in due course.

On behalf of the Board  
**Starlite Holdings Limited**  
**Lam Kwong Yu**  
*Chairman*

Hong Kong, 11th December, 2008

*As at the date of this announcement, the executive directors of the Company are Mr. Lam Kwong Yu, Ms. Yeung Chui, Mr. Tai Tzu Shi, Angus, Mr. Cheung Chi Shing, Charles and Mr. Lim Pheok Wan, Richard, and the independent non-executive directors are Mr. Chan Yue Kwong, Michael, Mr. Kwok Lam Kwong, Larry, BBS, JP and Mr. Tam King Ching, Kenny.*

\* *For identification purpose.*