



CEC INTERNATIONAL HOLDINGS LIMITED

(CEC 國際 控 股 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 0759)

2005/2006 THIRD QUARTERLY RESULTS ANNOUNCEMENT

The Board of Directors (the “Board”) of CEC International Holdings Limited (the “Company”) is pleased to announce that the unaudited condensed consolidated accounts of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 31st January 2006 are as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

	Notes	Three months ended 31st January		Nine months ended 31st January	
		2006 HK\$'000 (Unaudited)	2005 HK\$'000 (Unaudited) (Restated)	2006 HK\$'000 (Unaudited)	2005 HK\$'000 (Unaudited) (Restated)
Turnover	3	151,676	134,135	452,948	427,523
Cost of sales		(118,842)	(103,695)	(353,511)	(331,825)
Gross profit		32,834	30,440	99,437	95,698
Other revenue		278	60	1,904	122
Selling and distribution expenses		(3,650)	(3,330)	(9,644)	(9,290)
General and administrative expenses		(18,090)	(16,631)	(52,044)	(52,271)
Operating profit		11,372	10,539	39,653	34,259
Finance costs	4	(4,681)	(3,614)	(14,316)	(11,611)
Profit before taxation	3,5	6,691	6,925	25,337	22,648
Taxation	6	(2,100)	(1,474)	(6,940)	(3,995)
Profit attributable to equity holders of the Company		4,591	5,451	18,397	18,653
Earnings per share					
– Basic	8	0.64 cent	0.79 cent	2.62 cents	2.69 cents
– Diluted	8	N/A	N/A	N/A	N/A

CONDENSED CONSOLIDATED BALANCE SHEET

		As at 31st January 2006 HK\$'000 (Unaudited)	As at 30th April 2005 HK\$'000 (Restated)
ASSETS			
Non-current assets			
Property, plant and equipment		382,994	388,597
Investment properties		12,985	6,670
Leasehold land and land use rights		22,400	13,471
Investment in associates		25	25
Available-for-sale financial asset		6,590	–
Investment securities		–	8,580
Deposit for acquisition of land use rights		–	6,254
		<u>424,994</u>	<u>423,597</u>
Current assets			
Inventories		64,261	56,762
Trade receivables		151,476	97,632
Bills receivable		–	88
Prepayments, deposits and other receivables		7,665	6,053
Available-for-sale financial assets		1,106	–
Other investments		–	1,192
Tax recoverable		58	84
Pledged bank deposits		25,237	24,879
Bank balances and cash		48,633	43,770
		<u>298,436</u>	<u>230,460</u>
Total assets		<u>723,430</u>	<u>654,057</u>
EQUITY			
Share capital		71,661	69,303
Reserves			
Proposed final dividend		–	4,851
Others		261,736	239,604
Total equity		<u>333,397</u>	<u>313,758</u>
LIABILITIES			
Non-current liabilities			
Long-term bank loans, non-current portion	9	104,430	22,406
Finance lease obligations, non-current portion		736	1,491
Deferred tax		14,515	17,740
		<u>119,681</u>	<u>41,637</u>
Current liabilities			
Short-term bank borrowings	9	169,399	211,791
Trade payables		67,858	46,401
Bills payable		–	5,212
Accruals and other payables		23,893	26,089
Finance lease obligations, current portion		1,243	2,588
Taxation payable		7,959	6,581
		<u>270,352</u>	<u>298,662</u>
Total liabilities		<u>390,033</u>	<u>340,299</u>
Total equity and liabilities		<u>723,430</u>	<u>654,057</u>
Net current assets/(liabilities)		<u>28,084</u>	<u>(68,202)</u>
Total assets less current liabilities		<u>453,078</u>	<u>355,395</u>

Notes:

1. Basis of preparation and accounting policies

The unaudited condensed consolidated third quarterly accounts for the nine months ended 31st January 2006 (the "Accounts") have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim financial reporting", issued by the Hong Kong Institute of Certified Public Accountants. The Accounts should be read in conjunction with the annual accounts for the year ended 30th April 2005.

The accounting policies and methods of computation used in the preparation of the Accounts are consistent with those used in the annual accounts for the year ended 30th April 2005 except that the Group has changed certain of its accounting policies following the adoption of new/revised Hong Kong Financial Reporting Standards ("HKFRS") and HKASs which are effective for accounting periods commencing on or after 1st January 2005. The major changes to the Group's accounting policies and the effect of adopting these new accounting policies are set out in note 2 below.

2. Impact of new/revised HKFRSs and HKASs

The major and significant effects of the adoption of the new/revised HKFRSs and HKASs on the Group's accounting policies and amounts disclosed in the Accounts are summarised as follows:

(A) HKAS 17 "Leases"

In prior years, leasehold land and buildings held for own use were stated at revaluation less accumulated depreciation and accumulated impairment losses. Movements of revaluation surpluses or deficits were normally taken to the property revaluation reserve.

With the adoption of HKAS 17 as from 1st May 2005, where the land and building elements of the leasehold properties held for own use can be allocated reliably at the inception of the lease, the land element is accounted for as operating lease.

Such leasehold land will no longer be revalued. Instead, any pre-paid land premiums for acquiring the land leases, or other lease payments, are amortised on a straight line basis over the lease term.

Any buildings held for own use which are situated on such land leases continue to be presented as part of property, plant and equipment. However, as from 1st May 2005 the buildings are also stated at cost less accumulated depreciation, rather than at fair value, to be consistent with the new policy required to be adopted for the land element.

This new accounting policy has been adopted retrospectively and reflected by way of prior year adjustment and restatement of comparative figures.

Net increases/(decreases) in the following items on restatement of balance sheets

	As at 30th April 2005 HK\$'000	As at 31st January 2005 HK\$'000
<i>Assets:</i>		
Leasehold land and land use rights	13,471	13,550
Property, plant and equipment	(41,075)	(33,206)
<i>Liabilities and reserves:</i>		
Property revaluation reserve	(22,727)	(17,447)
Deferred tax	(6,404)	(3,619)
Retained profits	1,527	1,410

Net increases/(decreases) in the following items on restatement of income statement

	Nine months ended 31st January 2006 HK\$'000	2005 HK\$'000
Depreciation	(591)	(591)
Rental expenses	237	237

(B) HKAS 32 "Financial Instruments: Disclosure and Presentation" HKAS 39 "Financial Instruments: Recognition and Measurement"

The adoption of HKAS 32 and HKAS 39 has resulted in a change in accounting policy for recognition, measurement, derecognition and disclosure of financial instruments.

- (i) The Group adopted the transitional provisions of HKAS 32 and HKAS 39 and all "investment securities" and "other investments" were redesignated as "available-for-sale financial assets" as at 1st May 2005. Available-for-sale financial assets are measured at fair value and changes in fair value are recognised in the investment revaluation reserve. This has resulted in a decrease in available-for-sale financial assets and a corresponding decrease in investment revaluation reserve of approximately HK\$2,055,000 as at 31st January 2006 (1st May 2005: HK\$1,017,000).

- (ii) HKAS 39 requires that where an entity sells trade receivables with recourse, these trade receivables should be accounted for as a collateralised borrowing, since it does not qualify for derecognition. In the past, the Group followed the principles under the replaced accounting standard SSAP 28 “Provisions, Contingent Liabilities and Contingent Assets” and disclosed such type of transaction as contingent liabilities.

The Group has adopted HKAS 32 and HKAS 39 prospectively. For trade receivables sold with recourse, the change in the accounting policy has resulted in an increase in trade receivables and a corresponding increase in borrowings of approximately HK\$21,896,000 as at 1st May 2005. As at 31st January 2006, the Group had no trade receivables sold with recourse.

- (iii) On 1st May 2005, the Group measured its financial assets and liabilities in accordance with the relevant transitional provisions of HKAS 39.

(C) HKAS 40 “Investment Property”

HKAS 12 “Income Taxes” – HKAS Interpretation 21 (“HKAS-Int 21”)

– Recovery of revalued non-depreciable assets

In prior years, investment properties were carried at valuation assessed by professionally qualified valuers on an open market value basis. Increases in valuations were credited to the investment property revaluation reserve. Decreases in valuations were first set off against the investment property revaluation reserve on a portfolio basis and thereafter were charged to the income statement. No deferred taxation was provided on revaluation surplus of investment properties.

On adoption of HKAS 40, investment properties are carried at fair value with the changes in fair value reported directly in the income statement. Deferred tax is provided on revaluation surplus of investment properties in accordance with HKAS-Int 21 on HKAS 12.

The Group has adopted HKAS 40 prospectively. The effects of change in accounting policy are as follows:

Net increases/(decreases) in the following items on balance sheet

As at 1st May 2005
HK\$'000

Liabilities and reserves:

Investment property revaluation reserve	(520)
Deferred tax	91
Retained profits	429

3. Segment information

The Company is an investment holding company. Its subsidiaries are principally engaged in the design, development, manufacture and sale of a wide range of coils, capacitors, ferrite powder and other electronic components, which are generally used in the manufacture of various kinds of electronic and electrical products.

With reference to 2004/2005 annual report, the directors of the Company re-classified certain segmental information. Coils manufacturing, capacitors manufacturing and ferrite powder manufacturing were combined and classified as “Electronic components manufacturing”. Besides, information technology services, electronic components trading and others, being the non-core business, were combined and classified as “Others”. Certain comparative figures of segmental information for the three months ended and nine months ended 31st January 2005 have been re-classified to conform to the current period’s presentation.

Analysis of turnover and profit/(loss) before taxation by business segment is as follows:

	Turnover			
	Three months ended		Nine months ended	
	31st January		31st January	
	2006	2005	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Restated)	(Restated)	
Electronic components manufacturing	151,379	133,659	451,911	423,638
Others	297	476	1,037	3,885
	<u>151,676</u>	<u>134,135</u>	<u>452,948</u>	<u>427,523</u>

	Profit/(loss) before taxation			
	Three months ended		Nine months ended	
	31st January		31st January	
	2006	2005	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Electronic components manufacturing	6,481	7,087	24,540	23,104
Others	210	(162)	797	(456)
	<u>6,691</u>	<u>6,925</u>	<u>25,337</u>	<u>22,648</u>

4. Finance costs

	Three months ended		Nine months ended	
	31st January		31st January	
	2006	2005	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Interest expenses	4,250	3,283	13,085	10,618
Arrangement fee on long-term bank loan	431	331	1,231	993
	<u>4,681</u>	<u>3,614</u>	<u>14,316</u>	<u>11,611</u>

5. Profit before taxation

Profit before taxation is stated after crediting and charging the following:

	Three months ended		Nine months ended	
	31st January		31st January	
	2006	2005	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Restated)		(Restated)
<u>Crediting</u>				
Gain on disposal of investment properties	-	-	-	50
Income from available-for-sale financial assets	-	-	1,339	-
Interest income	278	60	565	122
	<u>278</u>	<u>60</u>	<u>565</u>	<u>122</u>
<u>Charging</u>				
Depreciation of property, plant and equipment	16,722	15,954	49,980	47,669
Unrealised loss on other investment	-	-	-	939
Cost of inventories sold	118,599	103,277	352,242	330,551
Staff costs (including directors' emoluments)	37,446	30,111	103,876	92,144
	<u>37,446</u>	<u>30,111</u>	<u>103,876</u>	<u>92,144</u>

6. Taxation

The Company is exempted from taxation in Bermuda until 2016. Hong Kong profits tax has been provided at the rate of 17.5% (2005: 17.5%) on the estimated assessable profit for the period. Overseas taxation has been calculated on the estimated assessable profits for the period at the rates prevailing in the respective jurisdictions.

The amount of taxation charged to the condensed consolidated income statement represents:

	Three months ended		Nine months ended	
	31st January		31st January	
	2006	2005	2006	2005
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong profits tax – current tax	2,288	959	6,916	3,717
Overseas taxation – current tax	1,390	331	3,349	1,476
Deferred taxation	(1,578)	184	(3,325)	(1,198)
	<u>2,100</u>	<u>1,474</u>	<u>6,940</u>	<u>3,995</u>

7. Dividend

The Board resolved not to declare any dividend in respect of the nine months ended 31st January 2006 (2005: Nil).

8. Earnings per share

The calculation of basic earnings per share for the three months ended 31st January 2006 is based on the profit attributable to equity holders of the Company of approximately HK\$4,591,000 (2005: HK\$5,451,000) and the weighted average number of 716,610,798 (2005: 693,028,811) shares in issue during the period.

The calculation of basic earnings per share for the nine months ended 31st January 2006 is based on the profit attributable to equity holders of the Company of approximately HK\$18,397,000 (2005: HK\$18,653,000) and the weighted average number of 701,573,009 (2005: 693,028,811) shares in issue during the period.

No information in respect of diluted earnings per share is presented as the exercise of the outstanding options (if any) during the three months and nine months ended 31st January 2005 and 31st January 2006 respectively would have no dilutive effect.

9. Bank loans

(a) Long-term bank loans

During the period, the Group obtained long-term bank loans in the amount of HK\$209,421,000 and the long-term bank loans amounting to approximately HK\$129,991,000 were repaid.

(b) Short-term bank borrowings

	As at 31st January 2006 HK\$'000	As at 30th April 2005 HK\$'000
Bank overdrafts	–	15,438
Short-term bank loans	81,242	78,628
Trust receipts bank loans	183	28,388
Long-term bank loans, current portion	87,974	89,337
	<u>169,399</u>	<u>211,791</u>

MANAGEMENT DISCUSSION AND ANALYSIS BUSINESS REVIEW

For the nine months ended 31st January 2006, the Group's turnover recorded HK\$452,948,000 (2005: HK\$427,523,000), with an increase of 5.9% as compared with the corresponding period last year. The core business – electronic components manufacturing segment, the turnover of which was HK\$451,911,000 (2005: HK\$423,638,000), up 6.7% as compared with the corresponding period last year, and accounted for 99.8% (2005: 99.1%) of the Group's turnover.

During the period, the Group's gross profit and operating profit were HK\$99,437,000 (2005: HK\$95,698,000) and HK\$39,653,000 (2005: HK\$34,259,000) respectively, up 3.9% and 15.7% respectively as compared with the corresponding period last year. However, gross profit margin for the period was 22.0% (2005: 22.4%), down approximately 0.4% as compared with the same period last year, which was mainly attributable to the sustained increase in prices of raw materials and a 2% appreciation in Renminbi. As a direct consequence, the Group's cost of production in Mainland China has been pushed up. The rising wages in Mainland China had a notable effect on the Group's cost of production. During the period, earnings before interest, tax, depreciation and amortisation ("EBITDA") was HK\$89,068,000 (2005: HK\$81,806,000), up 8.9% as compared with the same period last year, whilst profit attributable to equity holders was down 1.4% to HK\$18,397,000 (2005: HK\$18,653,000) as compared with the same period last year. This primarily resulted from the several increases in interest rates of Hong Kong in following the interest policy of the United States, which gave rise to a significant increase in the Group's interest expenses, and the increase in profit before tax and the change of tax incentives for certain profit-contributed subsidiaries in Mainland China, which made the Group's tax charge rise remarkably by 73.7% to HK\$6,940,000 (2005: HK\$3,995,000).

During the period, the Group faced with rising cost of production. In view of the soaring remuneration in Hong Kong and Mainland China, the Group had made reasonable adjustments on the staff remuneration during the period with a view to maintaining a stable human resources and a sustained productivity of its production bases in Mainland China. For the nine months ended 31st January 2006, the wages of production staff was HK\$63,815,000 (2005: HK\$57,694,000), up 10.6% as compared with the same period last year; whilst the staff remuneration for sales and marketing, administration and the management rose by 16.9% to HK\$31,372,000 (2005: HK\$26,828,000) as compared with the same period last year. This resulted from the increases in staff and staff remuneration. The Group expects that the pressure of labour market will continue in the near future and the future wage level may go up further. As such, gross profit margin will be most probably under sustained pressure.

FINANCIAL REVIEW

Funds Surplus and Liabilities

As at 31st January 2006, the Group's bank balances and cash (denominated mainly in Hong Kong dollar, United States dollar and Renminbi) was HK\$73,870,000 (30th April 2005: HK\$68,649,000). The banking facilities were secured by mortgages on the Group's certain buildings, pledges of the Group's bank deposits, available-for-sale financial asset and machinery, and corporate guarantees provided by the Company and its certain subsidiaries. In addition, the Group is required to meet certain restrictive financial covenants with the major financing banks. As at 31st January 2006, the Group could comply with such financial ratios, which indicates that the Group's financial position was satisfactory.

As at 31st January 2006, the Group's total borrowings granted from banks and financial institutions was HK\$275,808,000 (30th April 2005: HK\$238,276,000), of which HK\$170,642,000 (30th April 2005: HK\$214,379,000) was current and HK\$105,166,000 (30th April 2005: HK\$23,897,000) was non-current and will be repayable within a period of more than one year but not exceeding five years. As at 31st January 2006, the current ratio was 1.10 (30th April 2005: 0.77); whilst the Group's average inventory turnover was of approximately 46 days (30th April 2005: 60 days) and the average trade receivables turnover was of approximately 81 days (30th April 2005: 82 days).

On 27th April 2005, the Company entered into a 3-year transferable term loan and revolving credit facility agreement for an aggregate amount of HK\$243,000,000 with a group of banks. The facility was fully drawn down before the end of May 2005 and was mainly used to re-organize the Group's debt structure, including the overall current and non-current borrowings. The re-organization of the Group's main debt structure was completed during the period. Hence, the level of cash in hand was similar to that at the financial year-end-date of last year.

Financial Resources and Capital Structure

The Group's net cash inflow for the nine months ended 31st January 2006 amounted to HK\$20,301,000 (2005: HK\$11,370,000). Net cash inflow from operating activities was HK\$29,223,000 (2005: HK\$86,777,000). The factoring of trade receivables with recourse was transferred to trade receivables in accordance with the revised accounting standards during the period. As a result, the Group's trade receivables increased and net cash inflow from operating activities reduced. Net cash inflow from financing activities was HK\$36,927,000 (2005: outflow of HK\$44,493,000). During the period, the increase in net cash inflow from financing activities was mainly attributable to the draw-down of the aforesaid aggregate amount of HK\$243,000,000 under the aforesaid 3-year transferable term loan and revolving credit facility agreement. The Group expects to use fixed term loans for gradually replacing the short-term trade finance and trust receipt bank loans in future and believes that this can procure relatively stable sources for working capital with a view to reducing the cost of capital.

As at 31st January 2006, the Group's net gearing ratio* was 0.61 (30th April 2005: 0.64). The Group will continue to control its financial resources in a prudent manner and proactively lower the financial leverage ratio to achieve a more stable business development in future.

(* *The ratio of (total borrowings plus bills payable and contingent liabilities less total cash and bank deposits) over (net tangible assets less proposed final dividend)*)

In regard to interest expenses, for the nine months ended 31st January 2006, the Group's interest expenses was HK\$13,085,000 (2005: HK\$10,618,000), with a significant increase of 23% as compared with the corresponding period last year. The rise in interest expenses was mainly due to the several increases in interbank offer rate and prime rate of Hong Kong in the past year, which led to a rise of approximately 2% in the Group's average interest rate of borrowings as compared with that of the corresponding period last year. Since the cycle of interest rate hike has not yet come to an end, the Group will endeavour to reduce all kinds of expenditure and to strengthen the effective use of working capital so as to reduce borrowings.

For the nine months ended 31st January 2006, the net cash outflow of the investing activities was HK\$47,760,000 (2005: HK\$30,256,000). The capital expenditure was mainly utilized in the construction of a new manufacturing plant in Zhongshan amounting to approximately HK\$11,227,000 (2005: HK\$1,382,000) with an aim to provide basic infrastructure for expansion of the Group's Zhongshan main plant in the next five years. The purchase of machinery and equipment for enhancing production capacity amounted to HK\$28,686,000 (2005: HK\$26,871,000). The investment properties purchased in Hong Kong, which amounted to HK\$6,315,000 (2005: HK\$1,551,000), were mainly the other flats in the industrial building where the Hong Kong headquarters of the Group is situated. The purpose of the investment is to provide areas reserved for business development by the Hong Kong headquarters of the Group in the next ten years. The Group considers that it is the prime time for it to purchase those flats during the period. The infrastructure and investment project for long-term development as aforesaid have nearly completed. It is expected that the capital expenditure for the next financial year will decrease substantially, and that the need for capital and the interest expenses in future will reduce as well.

Cash Flow Summary

	For the nine months ended 31st January	
	2006 '000	2005 '000
Net cash inflow from operating activities	29,223	86,777
Net cash outflow from investing activities	(47,760)	(30,256)
Net cash inflow/(outflow) from financing activities	36,927	(44,493)
Exchange adjustment	1,911	(658)
	<u>20,301</u>	<u>11,370</u>
Increase in cash and cash equivalents		

Charges on Assets

As at 31st January 2006, certain assets of the Group with an aggregate carrying value of HK\$39,069,000 (30th April 2005: HK\$46,221,000) were pledged to secure banking facilities and finance lease.

Exchange Risks

The Group's business is mainly conducted in Mainland China, Hong Kong and South-east Asia and the major revenue currencies and major currencies in purchase commitments primarily are denominated in Hong Kong dollar, Renminbi ("RMB") and United States dollar. Since The People's Bank of China announced a 2% appreciation in RMB against United States dollar at the end of July 2005, the Group's certain revenues and expenses denominated in RMB may be subject to significant impact arising from the fluctuations in RMB in the future, but the fluctuation in RMB has been only mild until now. As such, the Board is of the view that it is not necessary for the Group to purchase any foreign exchange futures or options contract to hedge against exchange risks, but will closely monitor the fluctuations in exchange rates of the currencies.

The Group's borrowings are mainly settled in Hong Kong dollars. The Board believes that there is no substantial exchange risk.

FUTURE PLAN AND PROSPECTS

“Prudence” will still be the most important criterion for the Group’s future development, that is, the Group will continue to develop its specialized coils manufacturing business. The Group expects that the future is still full of challenges and considers that the prolonged shortage of labour in Mainland China will bring about a substantial rise in cost of human resources. In view of this, it is indispensable to improve the production efficiency to offset the pressure of cost of human resources. The Group has recently worked on a plan to re-engineer its production lines with one of its major business partners. The partner will introduce sophisticated production processes and logistics process management to tremendously improve the Group’s effective use of resources, thereby jointly reaping the economic benefits derived from the optimization of production lines.

While improving production efficiency, the Group will implement a series of new measures to improve the effective use of working capital. With such measures, the management of trade receivables recovery can be further refined in order to ease the pressure on working capital exerted by credit period. The risks of overdue trade receivables and bad debts caused by market fluctuation can also be strictly controlled. On the other hand, the Group will revise its purchase policy to vigorously keep raw materials inventory at a low level. The measures will help the Group reduce the debt ratio in future, which not only improves the existing capital structure, but also relieves the pressure on the Group’s capital cost during the cycle of interest rate hike, thereby improving the profitability of the Group in the future.

EMPLOYEES AND REMUNERATION POLICY

The Group employed approximately 6,500 employees as at 31st January 2006. The remuneration of the employees is determined by reference to market benchmark, individual performance and work experience, subject to periodic review, while bonus entitlement depends on the Group’s results and employees’ individual performance. Under the share option scheme of the Company, options may be granted to eligible employees to subscribe for shares in the Company.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed shares during the nine months ended 31st January 2006.

AUDIT COMMITTEE

The Audit Committee of the Company presently comprises the four independent non-executive directors after the appointment of Mr. Goh Gen Cheung with effect from 1st December 2005, with Dr. Tang Tin Sek, who is a Certified Public Accountant practising in Hong Kong with substantial experience in corporate finance, auditing and financial management, acting as Chairman of the Audit Committee. The written terms of reference of the Audit Committee has been modified in accordance with the code provisions set out in the Code on Corporate Governance Practices in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Regular meetings have been held by the Audit Committee since its establishment and it meets at least twice each financial year.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and the third quarterly results for the nine months ended 31st January 2006.

By Order of the Board
Lam Wai Chun
Chairman

Hong Kong, 17th March 2006

As at the date of this announcement, the Board of the Company comprises four Executive Directors, namely Mr. Lam Wai Chun, Ms. Tang Fung Kwan, Mr. Chua You Sing and Ms. Li Hong; and four Independent Non-executive Directors, namely Mr. Au Son Yiu, Mr. Lee Wing Kwan, Denis, Dr. Tang Tin Sek and Mr. Goh Gen Cheung.

Websites: <http://www.ceccoils.com>
<http://www.0759.com>
<http://www.irasia.com/listco/hk/cecint>

* For identification purpose only