



ORIENTAL EXPLORER HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 430)

FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2007

CONSOLIDATED INCOME STATEMENT

Year ended 31 December 2007

	<i>Notes</i>	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
REVENUE	2	7,934	16,464
Cost of sales		<u>(3,454)</u>	<u>(12,593)</u>
Gross profit		4,480	3,871
Other income and gains	2	53,550	40,920
Selling and distribution costs		(157)	(253)
Operating and administrative expenses		(23,513)	(42,469)
Finance costs	4	(528)	(381)
Share of profits and losses of associates		<u>(4,066)</u>	<u>2,049</u>
PROFIT BEFORE TAX	5	29,766	3,737
Tax	6	<u>—</u>	<u>—</u>
PROFIT FOR THE YEAR		<u><u>29,766</u></u>	<u><u>3,737</u></u>
Attributable to:			
Equity holders of the Company		29,766	3,737
Minority interests		<u>—</u>	<u>—</u>
		<u><u>29,766</u></u>	<u><u>3,737</u></u>
DIVIDENDS	7	<u>Nil</u>	<u>Nil</u>
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic	8	<u>1.65 cents</u>	<u>0.21 cents</u>
Diluted	8	<u>1.61 cents</u>	<u>0.21 cents</u>

CONSOLIDATED BALANCE SHEET

31 December 2007

	<i>Notes</i>	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment		5,856	1,399
Prepaid land lease payments		468	476
Interests in associates		95,296	90,614
Available-for-sale investments		48,420	48,230
Equity-linked notes		—	49,939
Loans to investee companies		<u>4,050</u>	<u>4,050</u>
Total non-current assets		<u>154,090</u>	<u>194,708</u>
CURRENT ASSETS			
Inventories		819	1,325
Trade receivables	9	1,822	2,816
Prepayments, deposits and other receivables		1,966	16,153
Equity investments at fair value through profit or loss		91,749	93,291
Equity-linked notes		18,292	—
Pledged deposits		54,493	55,821
Cash and cash equivalents		<u>118,971</u>	<u>38,545</u>
Total current assets		<u>288,112</u>	<u>207,951</u>
TOTAL ASSETS		<u>442,202</u>	<u>402,659</u>
CURRENT LIABILITIES			
Trade payables	10	373	550
Other payables and accruals		9,581	10,820
Interest-bearing borrowings		46,458	44,203
Tax payable		<u>5,338</u>	<u>5,338</u>
Total current liabilities		<u>61,750</u>	<u>60,911</u>
NET CURRENT ASSETS		<u>226,362</u>	<u>147,040</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>380,452</u>	<u>341,748</u>
EQUITY			
Equity attributable to equity holders of the Company			
Issued capital		18,000	18,000
Reserves		<u>362,452</u>	<u>323,748</u>
Total equity		<u>380,452</u>	<u>341,748</u>

NOTES TO FINANCIAL STATEMENTS

1.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain financial instruments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars (HK\$) and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2007. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

The acquisition of subsidiaries during the year has been accounted for using the purchase method of accounting. This method involves allocating the cost of the business combinations to the fair value of the identifiable assets acquired, and liabilities and contingent liabilities assumed at the date of acquisition. The cost of the acquisition is measured at the aggregate of the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company’s subsidiaries.

1.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted the following new and revised HKFRSs for the first time for the current year’s financial statements. Except for in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised standards and interpretations has had no material effect on these financial statements.

<i>HKFRS 7</i>	<i>Financial Instruments: Disclosures</i>
<i>HKAS 1 Amendment</i>	<i>Capital Disclosures</i>
<i>HK(IFRIC)-Int 8</i>	<i>Scope of HKFRS 2</i>
<i>HK(IFRIC)-Int 9</i>	<i>Reassessment of Embedded Derivatives</i>
<i>HK(IFRIC)-Int 10</i>	<i>Interim Financial Reporting and Impairment</i>

The principal effects of adopting these new and revised HKFRSs are as follows:

(a) *HKFRS 7 Financial Instruments: Disclosures*

This standard requires disclosures that enable users of the financial statements to evaluate the significance of the Group's financial instruments and the nature and extent of risks arising from those financial instruments. The new disclosures are included throughout the financial statements. While there has been no effect on the financial position or results of operations of the Group, comparative information has been included/revised where appropriate.

(b) *Amendment to HKAS 1 Presentation of Financial Statements - Capital Disclosures*

This amendment requires the Group to make disclosures that enable users of the financial statements to evaluate the Group's objectives, policies and processes for managing capital. These new disclosures are shown in note 34 to the financial statements.

(c) *HK(IFRIC)-Int 8 Scope of HKFRS 2*

This interpretation requires HKFRS 2 to be applied to any arrangement in which the Group cannot identify specifically some or all of the goods or services received, for which equity instruments are granted or liabilities (based on a value of the Group's equity instruments) are incurred by the Group for a consideration, and which appears to be less than the fair value of the equity instruments granted or liabilities incurred. As the Company has only issued equity instruments to the Group's employees (including executive directors) for identified services provided in accordance with the Company's share option schemes, the interpretation has had no effect on these financial statements.

(d) *HK(IFRIC)-Int 9 Reassessment of Embedded Derivatives*

This interpretation requires that the date to assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative is the date that the Group first becomes a party to the contract, with reassessment only if there is a change to the contract that significantly modifies the cash flows. As the Group has no embedded derivative requiring separation from the host contract, the interpretation has had no effect on these financial statements.

(e) *HK(IFRIC)-Int 10 Interim Financial Reporting and Impairment*

The Group has adopted this interpretation as of 1 January 2007, which requires that an impairment loss recognised in a previous interim period in respect of goodwill or an investment in either an equity instrument classified as available-for-sale or a financial asset carried at cost is not subsequently reversed. As the Group had no impairment losses previously reversed in respect of such assets, the interpretation has had no impact on the financial position or results of operations of the Group.

1.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

<i>HKFRS 8</i>	<i>Operating Segments</i> ¹
<i>HKAS 1 (Revised)</i>	<i>Presentation of Financial Statements</i> ¹
<i>HKAS 23 (Revised)</i>	<i>Borrowing Costs</i> ¹
<i>HK(IFRIC)-Int 11</i>	<i>HKFRS 2 — Group and Treasury Share Transactions</i> ²
<i>HK(IFRIC)-Int 12</i>	<i>Service Concession Arrangements</i> ⁴
<i>HK(IFRIC)-Int 13</i>	<i>Customer Loyalty Programmes</i> ³
<i>HK(IFRIC)-Int 14</i>	<i>HKAS 19 — The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i> ⁴
<i>HKFRS 3 (Revised)</i>	<i>Business Combination</i> ⁵
<i>HKAS 27 (Revised)</i>	<i>Consolidated and Separate Financial Statements</i> ⁵

¹ Effective for annual periods beginning on or after 1 January 2009

² Effective for annual periods beginning on or after 1 March 2007

³ Effective for annual periods beginning on or after 1 July 2008

⁴ Effective for annual periods beginning on or after 1 January 2008

⁵ Effective for annual periods beginning on or after 1 July 2009

HKFRS 8, which will replace HKAS 14 *Segment Reporting*, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. The Group expects to adopt HKFRS 8 from 1 January 2009.

HKAS 1 has been revised to separate owner and non-owner changes in equity. The statement of changes in equity will include only details of transactions with owners, with all non-owner changes in equity presented as a single line. In addition, the standard introduces the statement of comprehensive income: it presents all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense, either in one single statement, or in two linked statements. The Group is still evaluating whether it will have one or two statements.

HKAS 23 has been revised to require capitalisation of borrowing costs when such costs are directly attributable to the acquisition, construction or production of a qualifying asset. As the Group's current policy for borrowing costs aligns with the requirements of the revised standard, the revised standard is unlikely to have any financial impact on the Group.

HK(IFRIC)-Int 11 requires arrangements whereby an employee is granted rights to the Group's equity instruments, to be accounted for as an equity-settled scheme, even if the Group acquires the instruments from another party, or the shareholders provide the equity instruments needed. HK(IFRIC)-Int 11 also addresses the accounting for share-based payment transactions involving two or more entities within the Group. As the Group currently has no such transactions, the interpretation is unlikely to have any financial impact on the Group.

HK(IFRIC)-Int 12 requires an operator under public-to-private service concession arrangements to recognise the consideration received or receivable in exchange for the construction services as a financial asset and/or an intangible asset, based on the terms of the contractual arrangements. HK(IFRIC)-Int 12 also addresses how an operator shall apply existing HKFRSs to account for the obligations and the rights arising from service concession arrangements by which a government or a public sector entity grants a contract for the construction of infrastructure used to provide public services and/or for the supply of public services. As the Group currently has no such arrangements, the interpretation is unlikely to have any financial impact on the Group.

HK(IFRIC)-Int 13 requires that loyalty award credits granted to customers as part of a sales transaction are accounted for as a separate component of the sales transaction. The consideration received in the sales transaction is allocated between the loyalty award credits and the other components of the sale. The amount allocated to the loyalty award credits is determined by reference to their fair value and is deferred until the awards are redeemed or the liability is otherwise extinguished.

HK(IFRIC)-Int 14 addresses how to assess the limit under HKAS 19 *Employee Benefits*, on the amount of a refund or a reduction in future contributions in relation to a defined benefit scheme that can be recognised as an asset, in particular, when a minimum funding requirement exists.

As the Group currently has no customer loyalty award credits and defined benefit scheme, HK(IFRIC)-Int 13 and HK(IFRIC)-Int 14 are not applicable to the Group and therefore are unlikely to have any financial impact on the Group.

HKFRS 3 has been revised to introduce a number of changes in the accounting for business combinations that will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results. HKAS 27 has been revised to require that a change in the ownership interest of a subsidiary is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. The changes introduced by the revisions to HKFRS 3 and HKAS 27 will be applied by the Group prospectively as required under the revised standards and will affect future acquisitions and transactions of the Group with minority interests.

2. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts. An analysis of revenue, other income and gains is as follows:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Revenue		
Sale of goods	<u>7,934</u>	<u>16,464</u>
Other income and gains		
Interest income from available-for-sale investments	708	2,365
Interest income from equity-linked notes	1,044	11,981
Interest income from loans and receivables	7,344	1,417
Dividend income from listed investments	2,668	3,277
Fair value gains, net:		
Available-for-sale investments (transfer from equity on disposal)	—	492
Equity investments at fair value through profit or loss	<u>41,786</u>	<u>21,388</u>
	<u>53,550</u>	<u>40,920</u>
	<u><u>61,484</u></u>	<u><u>57,384</u></u>

3. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments. Summary details of the business segments are as follows:

- (a) the steel trading segment is a supplier of steel products mainly for use in construction and other heavy industries;
- (b) the electronic products segment is a supplier of electronic components mainly for use in the manufacture of electronic products; and
- (c) the corporate and other segment.

In determining the Group's geographical segments, revenue is attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

(a) **Business segments**

The following tables present revenue, profit and certain asset, liability and expenditure information for the Group's business segments for the years ended 31 December 2007 and 2006.

Group

	Steel trading		Electronic products		Corporate and others		Consolidated	
	2007	2006	2007	2006	2007	2006	2007	2006
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Segment revenue								
Sales to external customers	<u>—</u>	<u>—</u>	<u>7,934</u>	<u>16,464</u>	<u>—</u>	<u>—</u>	<u>7,934</u>	<u>16,464</u>
Segment results								
	<u>(635)</u>	<u>139</u>	<u>(684)</u>	<u>(1,462)</u>	<u>(5,701)</u>	<u>(2,382)</u>	(7,020)	(3,705)
Other income and gains							53,550	40,920
Unallocated expenses							(12,170)	(35,146)
Finance costs							(528)	(381)
Share of profits and losses of associates							<u>(4,066)</u>	<u>2,049</u>
Profit before tax							29,766	3,737
Tax							<u>—</u>	<u>—</u>
Profit for the year							<u>29,766</u>	<u>3,737</u>
Assets and liabilities								
Segment assets	3,886	69	6,133	5,530	174,376	110,936	184,395	116,535
Unallocated assets							162,511	195,510
Interests in associates							<u>95,296</u>	<u>90,614</u>
Total assets							<u>442,202</u>	<u>402,659</u>
Segment liabilities	3,229	3,028	3,877	4,925	2,848	3,417	9,954	11,370
Unallocated liabilities							<u>51,796</u>	<u>49,541</u>
Total liabilities							<u>61,750</u>	<u>60,911</u>
Other segment information								
Depreciation	520	—	85	100	339	323	944	423
Capital expenditure	<u>3,956</u>	<u>—</u>	<u>44</u>	<u>80</u>	<u>1,617</u>	<u>282</u>	<u>5,617</u>	<u>362</u>

(b) **Geographical segments**

The following table presents revenue and certain asset and expenditure information for the Group's geographical segments for the years ended 31 December 2007 and 2006.

Group

	Hong Kong		Mainland China		Thailand		Consolidated	
	2007	2006	2007	2006	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:								
Sales to external customers	<u>7,934</u>	<u>16,464</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>7,934</u>	<u>16,464</u>
Other segment information:								
Segment assets	308,453	267,410	133,749	135,249	—	—	442,202	402,659
Capital expenditure	<u>5,573</u>	<u>282</u>	<u>44</u>	<u>80</u>	<u>—</u>	<u>—</u>	<u>5,617</u>	<u>362</u>

4. FINANCE COSTS

	2007	2006
	HK\$'000	HK\$'000
Interest on bank overdrafts and other loans wholly repayable within five years	<u>528</u>	<u>381</u>

5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	2007	2006
	HK\$'000	HK\$'000
Cost of inventories sold	3,242	12,593
Depreciation of owned assets	944	423
Minimum lease payments under operating leases for land and buildings	708	633
Auditors' remuneration	250	250
Fair value losses, net:		
Equity-linked notes (including in operating and administrative expenses)	12,147	35,146
Loss on disposal of items of property, plant and equipment	36	15
Foreign exchange differences, net	<u>774</u>	<u>(467)</u>
Employee benefits expenses, including directors' remuneration:		
Salaries, wages and other benefits	5,676	4,773
Pension scheme contributions (defined contribution scheme) (Note)	<u>68</u>	<u>76</u>
	<u>5,744</u>	<u>4,849</u>

Note: At 31 December 2007, the Group had no forfeited contributions available to reduce its contributions to the pension scheme in future years (2006: Nil).

6. TAX

No provision for Hong Kong profits tax and overseas income tax has been made for the year ended 31 December 2007 (2006: Nil) as the Company and its subsidiaries did not generate any assessable profits for the year.

7. DIVIDENDS

The Board of Directors has resolved not to recommend the payment of any dividend in respect of the year ended 31 December 2007 (2006: Nil).

8. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the net profit for the year attributable to equity holders of the Company of approximately HK\$29,766,000 (2006: HK\$3,737,000), and the weighted average number of 1,800,000,000 (2006: 1,800,000,000) ordinary shares in issue during the year.

The calculation of diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of the ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of basic and diluted earnings per share are based on:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Earnings		
Profit attributable to ordinary equity holders of the Company used in the basic earnings per share calculation	<u>29,766</u>	<u>3,737</u>
	Number of shares	
	2007	2006
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	1,800,000,000	1,800,000,000
Effect of dilution — weighted average number Share options	<u>47,216,370</u>	<u>—</u>
	<u>1,847,216,370</u>	<u>1,800,000,000</u>

9. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. Invoices are normally payable within two months of issuance, except for certain well established customers, where the terms are extended to three to six months in some cases, subject to the approval of senior management. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management. Trade receivables are non-interest-bearing.

An aged analysis of trade receivables as at the balance sheet date, based on invoice date, is as follows:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Within 1 month	692	776
1 to 2 months	620	1,277
2 to 3 months	510	387
Over 3 months	<u>—</u>	<u>376</u>
	<u>1,822</u>	<u>2,816</u>

10. TRADE PAYABLES

An aged analysis of trade payables as at the balance sheet date, based on invoice date, is as follows:

	2007 <i>HK\$'000</i>	2006 <i>HK\$'000</i>
Within 1 month	164	211
1 to 2 months	104	128
2 to 3 months	105	132
Over 3 months	<u>—</u>	<u>79</u>
	<u>373</u>	<u>550</u>

The trade payables are non-interest-bearing and are normally settled on 60-days terms.

REVIEW OF OPERATION

For the year ended 31 December 2007, the Group recorded a net profit attributable to equity holders of the Company of about HK\$29.7 million (2006: HK\$3.7 million).

Steel trading

The Group did not engage in steel trading during the year under review since the management adopted a prudent approach to minimize risk exposure of steel prices which fluctuated significantly. Indeed, the PRC continued to implement macroeconomic control measures to rein in economic development during 2007, with bank borrowing rates raised and export tax rebate rates for steel products reduced. The management forecasted that the coming year would still be a hard time for international steel market and accordingly, much more effort has to be devoted to explore business opportunities.

Electronics

For the year under review, the electronics division reported a net loss of approximately HK\$0.7 million (2006: HK\$1.5 million) based on a turnover of HK\$7.9 million (2006: HK\$16.5 million). In view of the continuing loss, the Group intends to seek a potential buyer to dispose of the related business.

Portfolio investments

The Group continued to undertake portfolio investments during the year under review since the Group believes that substantial cash balances can be generated from time to time and limited portfolio investing activities will improve the return on cash balances and enhance the Group's profitability. However, the Hong Kong and other overseas stock markets were very volatile and vulnerable during the year and as a result, the Group only performed to a fair level when marking the investment portfolios to the market valuation as at 31 December 2007.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flow and banking facilities provided by its principal bankers in Hong Kong. As at 31 December 2007, the Group had other loan of HK\$46,458,000 which was secured by certain cash and securities with investment bankers. The Group's cash and bank balances and short term bank deposits amounted to approximately HK\$118,971,000 as at 31 December 2007.

Taking into account the available credit facilities, cash on hand and recurring cash flows from business, the Group has sufficient working capital for its present requirements.

NUMBER AND REMUNERATION OF EMPLOYEES

As at 31 December 2007, the Group had approximately 100 employees in Hong Kong and the PRC. Remuneration is reviewed annually and in addition to the basic salaries, the Group also provides staff benefits including discretionary bonus, contributory provident fund and professional tuition/training subsidies in order to retain competent employees.

PROSPECTS

Despite the global economy is generally affected by the continuing concerns about the adverse impact of the subprime credit crisis in the US economy, Hong Kong economy is expected to continue to benefit from the steady economic growth in the PRC for the year of 2008. Therefore, the Group will continue to concentrate on organic growth while remaining attuned to market opportunities that can sustain growth and deliver a strong recurring income to the Group. We strongly believe that we have the necessary skills and expertise to enable us to work towards the goal of maximizing our shareholders' wealth through restructuring our business mix and strengthening the competitiveness of our business.

Further, we will pay more attention on expansion and opportunities which are profitable and have a promising outlook. Whether expansion will be organically driven or by way of acquisition, we can only say it will be a calculated and measured expansion, tempered by caution.

CORPORATE GOVERNANCE REPORT

In the opinion of the directors, save as disclosed below, the Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Listing Rules throughout the year ended 31 December 2007.

- (a) Under the code provisions of A.4.1 and A.4.2, (i) non-executive directors should be appointed for a specific term and subject to re-election; and (ii) all directors appointed to fill a causal vacancy should be subject to election by shareholders at the first general meeting after their appointment, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Non-executive directors do not have a specific term of appointment and under the Bye-laws of the Company, at each general meeting, one third of the directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation save any director holding office as chairman and managing director. The Company intends to propose any amendment of relevant Bye-laws, if necessary, in order to ensure compliance with the Code on Corporate Governance Practices.

- (b) Under the code provision of A.2, the role of chairman and chief executive officer should be separated and should not be performed by the same individual.

The Company does not at present have any officer with the title of “chief executive officer”. Mr Lau Chi Yung, Kenneth is the chairman and managing director of the Company. The Board will meet regularly to consider major matters affecting the operations of the Company. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company and is conducive to strong and consistent leadership, enabling the Company to respond promptly and efficiently.

MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors’ securities transactions. Based on specific enquiry of all the directors of the Company, the directors have complied with the required standard as set out in the Model Code for the year ended 31 December 2007.

AUDIT COMMITTEE

The Audit Committee, comprising of three independent non-executive Directors, has already discussed with management of the Company about the accounting policies and internal controls system adopted by the Group and has reviewed the consolidated financial statements of the Group for the year ended 31 December 2007 before submitting to the Board for approval.

PURCHASES, SALES OR REDEMPTIONS OF THE COMPANY’S LISTED SECURITIES

During the year, there were no purchases, sales or redemptions of the Company’s listed securities by the Company or by any of its subsidiaries.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

The annual results announcement is published on the websites of the Company (www.irasia.com/listco/hk/orientalexplorer/index.htm) and Hong Kong Exchange and Clearing Limited (www.hkex.com.hk). The annual report of the Company for 2007 containing all the information required by the Listing Rules will be dispatched to shareholders and made available on the above websites in due course.

BOARD OF DIRECTORS

As at the date hereof, the Board of Directors of the Company comprises five Directors of whom two are Executive Directors, namely Mr. Lau Chi Yung, Kenneth and Mr. Lau Michael Kei Chi; and three Independent Non-executive Directors, namely Mr. Choy Tak Ho, Mr. Lo Yick Wing and Mr. Wong Yim Sum.

By Order of the Board
Lau Chi Yung, Kenneth
Chairman

Hong Kong, 23 April 2008