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# STELUX Holdings International Limited

寶光實業(國際)有限公司\*

incorporated in Bermuda with limited liability

Website: <http://www.irasia.com/listco/hk/stelux>

Stock Code: 84

## ANNOUNCEMENT OF RESULTS FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2010

The directors of Stelux Holdings International Limited (the “Company”) are pleased to report the interim results and financial information of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30th September 2010 as follows:

### CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2010

		<b>Unaudited</b>	
		<b>Six months ended</b>	
		<b>30th September</b>	
		<b>2010</b>	<b>2009</b>
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenues	2,3	<b>1,261,361</b>	1,111,844
Cost of sales		<b>(499,471)</b>	(456,941)
Gross profit		<b>761,890</b>	654,903
Other gains, net	4	<b>6,598</b>	2,176
Other income	5	<b>7,593</b>	7,168
Selling expenses		<b>(562,401)</b>	(516,862)
General and administrative expenses		<b>(123,883)</b>	(110,021)
Other operating expenses		<b>(9,340)</b>	(11,297)
Operating profit		<b>80,457</b>	26,067
Finance costs		<b>(4,692)</b>	(6,542)
Profit before income tax	6	<b>75,765</b>	19,525
Income tax expense	7	<b>(24,865)</b>	(14,645)
Profit for the period		<b>50,900</b>	4,880

\* For identification purpose only

**CONDENSED CONSOLIDATED INCOME STATEMENT (Continued)**

		<b>Unaudited</b>	
		<b>Six months ended</b>	
		<b>30th September</b>	
		<b>2010</b>	<b>2009</b>
	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Attributable to:			
Equity holders of the Company		<b>50,562</b>	4,644
Non-controlling interests		<b>338</b>	236
		<u><b>50,900</b></u>	<u>4,880</u>
Dividends	8	<u><b>11,416</b></u>	<u>9,513</u>
		<i>HK cents</i>	<i>HK cents</i>
Earnings per share for profit attributable to the equity holders of the Company	9		
– Basic and diluted		<u><b>5.31</b></u>	<u>0.49</u>

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER 2010**

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30th September</b>	
	<b>2010</b>	<b>2009</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit for the period	<u>50,900</u>	<u>4,880</u>
Other comprehensive income:		
Exchange differences	<u>32,859</u>	<u>37,164</u>
Other comprehensive income for the period, net of tax	<u>32,859</u>	<u>37,164</u>
Total comprehensive income for the period	<u><b>83,759</b></u>	<u><b>42,044</b></u>
Attributable to:		
Equity holders of the Company	<u>83,103</u>	<u>41,577</u>
Non-controlling interests	<u>656</u>	<u>467</u>
Total comprehensive income for the period	<u><b>83,759</b></u>	<u><b>42,044</b></u>

**CONDENSED CONSOLIDATED BALANCE SHEET  
AS AT 30TH SEPTEMBER 2010**

		<b>Unaudited 30th September 2010 HK\$'000</b>	<b>(Restated) 31st March 2010 HK\$'000</b>
	<i>Note</i>		
<b>ASSETS</b>			
Non-current assets			
Property, plant and equipment		319,580	310,464
Investment properties		38,600	41,200
Prepayment of lease premium		73,410	54,215
Intangible assets		25,318	24,178
Deferred tax assets		48,744	46,244
Available-for-sale financial assets		12,587	12,587
		<u>518,239</u>	<u>488,888</u>
Current assets			
Stocks		779,424	728,385
Debtors and prepayments	10	327,976	323,542
Bank balances and cash		236,773	213,184
		<u>1,344,173</u>	<u>1,265,111</u>
Total assets		<u><b>1,862,412</b></u>	<u><b>1,753,999</b></u>
<b>EQUITY</b>			
Capital and reserves attributable to the equity holders of the Company			
Share capital		95,134	95,134
Reserves		835,728	752,625
		<u>930,862</u>	<u>847,759</u>
Shareholders' funds		930,862	847,759
Non-controlling interests		5,448	4,968
		<u>936,310</u>	<u>852,727</u>
Total equity		<u><b>936,310</b></u>	<u><b>852,727</b></u>
<b>LIABILITIES</b>			
Non-current liabilities			
Deferred tax liabilities		2,624	2,483
Borrowings		129,435	127,409
		<u>132,059</u>	<u>129,892</u>
Current liabilities			
Creditors and accruals	11	430,896	354,714
Income tax payable		14,934	11,741
Borrowings		348,213	404,925
		<u>794,043</u>	<u>771,380</u>
Total liabilities		<u><b>926,102</b></u>	<u><b>901,272</b></u>
Total equity and liabilities		<u><b>1,862,412</b></u>	<u><b>1,753,999</b></u>
Net current assets		<u><b>550,130</b></u>	<u><b>493,731</b></u>
Total assets less current liabilities		<u><b>1,068,369</b></u>	<u><b>982,619</b></u>

## NOTES:–

### 1. BASIS OF PREPARATION

These unaudited condensed interim consolidated financial information 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 (“HKICPA”), and the applicable requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The condensed interim consolidated financial information should be read in conjunction with the 2010 annual financial statements.

The accounting policies and methods of computation used in the preparation of these condensed interim consolidated financial information are consistent with those used in the annual financial statements for the year ended 31st March 2010.

The following amendments to standards are mandatory for the first time for the financial year beginning 1st April 2010 :

- HKAS 17 (amendment), ‘Leases’, removes specific guidance regarding classification of leases of land, so as to eliminate inconsistency with the general guidance on lease classification. As a result, leases of land should be classified as either finance or operating lease using the general principles of HKAS 17, i.e. whether the lease transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee. Prior to the amendment, land interest which title is not expected to pass to the Group by the end of the lease term was classified as operating lease under “leasehold land and land use rights”, and amortised over the lease term.

HKAS 17 (amendment) has been applied retrospectively for annual periods beginning 1st April 2010 in accordance with the effective date and transitional provisions of the amendment. The Group has reassessed the classification of unexpired leasehold land and land use rights as at 1st April 2010 on the basis of information existing at the inception of those leases, and recognized the leasehold land in Hong Kong as finance lease retrospectively. As a result of the reassessment, the Group has reclassified certain leasehold land and land use rights from operating lease to finance lease.

The accounting for land interest classified as finance lease is as below:

- If the property interest is held for own use, that land interest is accounted for as property, plant and equipment and is depreciated from the land interest available for its intended use over the shorter of the useful life of the asset and the lease term.
- If the property interest is held to earn rentals and/or for capital appreciation, that land interest is accounted for as investment property and carried at fair value.

The effect of the adoption of this amendment is as follows:

	<b>30th September 2010 HK\$’000</b>	31st March 2010 HK\$’000
Increase in property, plant and equipment	123,633	125,988
Decrease in prepayment of lease premium	<u>(123,633)</u>	<u>(125,988)</u>

## **1. BASIS OF PREPARATION (Continued)**

Certain new standards, amendments to standards and interpretations of Hong Kong Financial Reporting Standards (“HKFRS”) issued by HKICPA have been published and are effective for accounting periods beginning on or after 1st April 2010. Those that are relevant to the Group’s operations are as follows:

- HKAS 27 (amendment) — Consolidated and separate financial statements
- HKAS 39 (amendment) — Eligible hedged items
- HKFRS 3 (revised) — Business combinations
- HKFRS 5 (amendment) — Non-current assets held for sale and discontinued operations
- Second improvements project to HKFRS (2009)

The adoption of the above revised accounting standard has no significant impact on the Group’s interim results and financial position.

The Group has not early adopted any new standards, amendments to standards and interpretations of HKFRS which have been issued but not yet effective for the financial year ending 31st March 2011.

## **2. SEGMENT INFORMATION**

The chief operating decision-makers have been identified as the executive directors. The executive directors review the Group’s financial information mainly from product and geographical perspective. From a geographical perspective, management assesses the performance of watch and optical operations in Hong Kong, Macau and Mainland China and rest of Asia.

Sales between operating segments are carried out on terms equivalent to those prevailing in arm’s length transactions. The executive directors assess the performance of the operating segments based on a measure of adjusted earnings before interest and tax (EBIT). This measurement basis excludes unallocated income and net corporate expenses.

2. SEGMENT INFORMATION (Continued)

	Six months ended 30th September 2010						
	Watch retail		Optical retail				Group Total HK\$'000
	Hong Kong, Macau and Mainland China HK\$'000	Rest of Asia HK\$'000	Hong Kong, Macau and Mainland China HK\$'000	Rest of Asia HK\$'000	Watch wholesale trading HK\$'000	Property HK\$'000	
Revenues							
Gross segment	416,149	216,985	328,917	129,758	271,600	6,736	1,370,145
Inter-segment	–	–	–	–	(102,825)	(5,959)	(108,784)
	<u>416,149</u>	<u>216,985</u>	<u>328,917</u>	<u>129,758</u>	<u>168,775</u>	<u>777</u>	<u>1,261,361</u>
Segment results	<u>26,780</u>	<u>8,545</u>	<u>20,335</u>	<u>10,520</u>	<u>38,196</u>	<u>(1,613)</u>	102,763
Unallocated income							56
Net corporate expenses							(22,362)
Operating profit							80,457
Finance costs							(4,692)
Profit before income tax							75,765
Income tax expense							(24,865)
Profit after income tax							<u>50,900</u>

## 2. SEGMENT INFORMATION (Continued)

	Six months ended 30th September 2009						
	Watch retail		Optical retail				Group Total HK\$'000
	Hong Kong, Macau and Mainland China HK\$'000	Rest of Asia HK\$'000	Hong Kong, Macau and Mainland China HK\$'000	Rest of Asia HK\$'000	Watch wholesale trading HK\$'000	Property HK\$'000	
Revenues							
Gross segment	360,353	213,590	287,045	114,349	235,988	6,875	1,218,200
Inter-segment	–	–	–	–	(100,201)	(6,155)	(106,356)
	<u>360,353</u>	<u>213,590</u>	<u>287,045</u>	<u>114,349</u>	<u>135,787</u>	<u>720</u>	<u>1,111,844</u>
Segment results	<u>(5,642)</u>	<u>20,463</u>	<u>3,044</u>	<u>5,763</u>	<u>21,892</u>	<u>(3,419)</u>	42,101
Unallocated income							50
Net corporate expenses							(16,084)
Operating profit							26,067
Finance costs							(6,542)
Profit before income tax							19,525
Income tax expense							(14,645)
Profit after income tax							<u>4,880</u>

## 3. REVENUES

	Six months ended 30th September	
	2010 HK\$'000	2009 HK\$'000
Turnover		
Sales of goods	1,260,584	1,111,124
Gross rental income	777	720
	<u>1,261,361</u>	<u>1,111,844</u>



#### 4. OTHER GAINS, NET

	Six months ended	
	30th September	
	2010	2009
	HK\$'000	HK\$'000
Gain on disposal of property, plant and equipment, net	60	60
Gain on disposal of an investment property	1,296	–
Exchange gain, net	5,242	2,116
	<u>6,598</u>	<u>2,176</u>

#### 5. OTHER INCOME

	Six months ended	
	30th September	
	2010	2009
	HK\$'000	HK\$'000
Building management fee income	1,344	1,071
Interest income	90	51
Sundries	6,159	6,046
	<u>7,593</u>	<u>7,168</u>

#### 6. EXPENSES BY NATURE

Expenses included in arriving at the profit before income tax are analysed as follows:

	Six months ended	
	30th September	
	2010	2009
	HK\$'000	HK\$'000
Depreciation of property, plant and equipment		
– Owned	41,001	43,352
– Leased	299	353
Amortisation of prepayment of lease premium	3,616	3,288
Provision for stocks	2,984	5,241
Impairment of debtors	50	77
	<u>50</u>	<u>77</u>

## 7. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the six months ended 30th September 2010 (2009: 16.5%) less relief for available tax losses. Taxation on overseas profits has been calculated on the estimated assessable profits for the six months ended 30th September 2010 at the rates of taxation prevailing in the territories in which the Group operates.

The amount of income tax charged to the consolidated income statement represents:

	<b>Six months ended 30th September</b>	
	<b>2010</b>	<b>2009</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Current income tax		
Hong Kong profits tax	<b>11,061</b>	3,772
Overseas profits tax	<b>15,571</b>	12,159
Over provisions in respect of prior years	<b>(810)</b>	(216)
	<b>25,822</b>	15,715
Deferred income tax	<b>(957)</b>	(1,070)
Income tax expense	<b>24,865</b>	14,645

## 8. DIVIDEND

	<b>Six months ended 30th September</b>	
	<b>2010</b>	<b>2009</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Interim, declared, of HK\$0.012 (2009: HK\$0.010) per ordinary share	<b>11,416</b>	9,513

At a meeting held on 29th November 2010, the directors declared an interim dividend of HK\$0.012 per ordinary share. This dividend is not recognized as a liability at the balance sheet date but will be reflected as an appropriation of retained earnings for the year ending 31st March 2011.

## 9. 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>Six months ended 30th September</b>	
	<b>2010</b>	<b>2009</b>
Weighted average number of ordinary shares in issue (thousands)	<b>951,340</b>	951,340
Profit attributable to equity holders of the Company (HK\$'000)	<b>50,562</b>	4,644
Basic earnings per share (HK cents)	<b>5.31</b>	0.49

## 9. EARNINGS PER SHARE (continued)

### Dilutive

There were no dilutive potential ordinary shares in existence during the six months ended 30th September 2009 and 2010.

## 10. DEBTORS AND PREPAYMENTS

	<b>30th September 2010 HK\$'000</b>	31st March 2010 HK\$'000
Trade debtors, gross	161,235	146,195
Provision for impairment of trade debtors	(24,834)	(24,823)
Trade debtors, net	<u>136,401</u>	<u>121,372</u>
Deposits, prepayments and other debtors	<u>191,575</u>	<u>202,170</u>
	<b><u>327,976</u></b>	<b><u>323,542</u></b>
Trade debtors analysed by invoice date ( <i>note</i> ):		
Below 60 days	62,528	55,950
Over 60 days	98,707	90,245
	<u>161,235</u>	<u>146,195</u>

### Note:

The Group allows an average credit period of 60 days from the invoice date to its trade debtors.

## 11. CREDITORS AND ACCRUALS

	<b>30th September 2010 HK\$'000</b>	31st March 2010 HK\$'000
Trade creditors analysed by invoice date:		
Below 60 days	224,136	179,965
Over 60 days	24,422	21,737
	<u>248,558</u>	<u>201,702</u>
Other creditors and accruals	<u>182,338</u>	<u>153,012</u>
	<b><u>430,896</u></b>	<b><u>354,714</u></b>

## 12. COMMITMENTS

	<b>30th September 2010 HK\$'000</b>	31st March 2010 HK\$'000
<b>Capital commitments for property, plant and equipment:</b>		
Contracted but not provided for	–	8,030
Authorised but not contracted for	–	–
	<u>–</u>	<u>–</u>
	<b><u>–</u></b>	<b><u>8,030</u></b>

## MANAGEMENT DISCUSSION AND ANALYSIS

### REVIEW OF GROUP OPERATIONS

The Group is pleased to announce a profit attributable to shareholders after tax and minority interests of HK\$51 million for the first six months ended 30th September 2010 compared to around HK\$5 million over the same period last year. For the period under review, Group turnover rose 13% to HK\$1.26 billion returning to a pre-crisis turnover level. Improved retail sentiment in general in Asia, and, particularly, in Hong Kong boosted Group performance.

The Board recommends the payment of an interim dividend of HK\$0.012 (2009:HK\$0.010) per share to the Group's shareholders.

### WATCH RETAIL BUSINESS

Our watch retail business comprising of "CITY CHAIN", "MOMENTS", "CITHARA", "C<sup>2</sup>" and "SEIKO boutique" recorded an EBIT of HK\$35 million, more than doubling EBIT posted over the corresponding period last year. Turnover was up by 10%.

Our stores in Hong Kong and Macau benefited hugely from strong tourist arrivals from the Mainland. As recognition of our brands on the Mainland, particularly, "CITY CHAIN" has grown with our growing network of stores in key cities like Beijing, Shanghai, Guangzhou, Shenzhen and Hangzhou, Mainland visitors have made our stores their first choice destination for mid-priced watches when they shop in Hong Kong and Macau. Effective marketing strategies, in particular, our "Solvil et Titus" marketing campaign also contributed to the improved results with turnover growth in these two territories averaging 16%. With higher profit margins achieved for the period under review, an EBIT of HK\$36 million was reported in Hong Kong, up sharply from the same period last year whilst Macau also reported an improved EBIT of HK\$7 million.

Our South East Asian operations reported an EBIT of HK\$8.5 million compared to HK\$20 million over the same period last year. The bloody protests in Thailand from March to May affected consumer spending dragging down both turnover and EBIT. An EBIT of HK\$12 million was reported compared to an EBIT of HK\$14 million during the same time last year. Our operations in Singapore and Malaysia returned disappointing results. General retail sentiment in these two countries, particularly, in the first quarter of this financial year failed to pick up as strongly and as quickly as in Hong Kong. However, there are signs of quickening recovery.

The Mainland retail market is one of the fastest growing in the world and shopping trends shift quickly compared to other more mature retail markets. In any developing retail market, evolving shopping patterns are normal. Over the last five years, there has been a huge shift in shopping patterns as consumers are drawn away from traditional street level shops and department stores into modern shopping malls, where consumers are able to shop, dine and be entertained all within one integrated complex – "a one stop shopping experience".

Therefore, we are consolidating our operations by closing non-performing stores, generally, those at street level and within department stores and opening more stores within shopping malls. This consolidation and repositioning process inevitably impacts, albeit temporarily, on our results.

The turnover from our Mainland operations (achieved by approximately a 10% reduction in store numbers compared to the same time last year) rose 11%. Gross profit margins were also higher compared to the corresponding period last year. For the period under review, a loss of HK\$16 million was reported compared to HK\$19 million, narrowing by 17%.

The effects of ongoing Government stimulus measures to encourage domestic consumption are eventually permeating other segments of the market and we are beginning to see the impact of such measures on our business. As this spending momentum carries through into the next few years, we expect the performance of our Mainland operations to improve.

## **OPTICAL RETAIL BUSINESS**

The Group's optical retail business comprising of "Optical 88" returned an EBIT of HK\$31 million, a sharp upturn from the same time last year and turnover rose by 14%.

Turnover in Hong Kong and Macau grew 13% and EBIT was HK\$25 million compared to HK\$7.5 million over the corresponding period last year. External factors, like the generally improved retail environment contributed to the positive performance. Effective marketing strategies implemented also kept profit margins at healthy levels.

Our "Optical 88" operations in South East Asia reported improved results compared to the first six months of last year with turnover growth averaging 13% and an EBIT of HK\$10.5 million compared to nearly HK\$6 million last year. Both Singapore and Malaysia also posted double-digit turnover growth and improved EBIT.

Our Mainland optical business operates from Guangzhou with a network of stores currently concentrated within Guangdong Province and we have plans to open stores outside of this Province in the next financial year 2011/2012. In line with shifting shopping trends and consumers' rising expectations, our current strategy is to open stores within modern shopping malls. Turnover at our Mainland operations grew 26% compared to the same time last year and a loss, slightly below HK\$5 million, around the same level as last year, was reported as office overheads increased in line with our plans to expand outside of Guangdong Province.

## **WATCH ASSEMBLY AND WHOLESALE TRADING**

This segment of our business returned an EBIT of HK\$38 million up 74% over the same period last year. Turnover rose strongly by 24%.

Our watch assembly unit that produces for the Group recorded satisfactory results in line with our stock conditions.

The Thong Sia Group, sole distributor for “SEIKO” watches and clocks in Hong Kong, Singapore and Malaysia performed very much within expectations with all three subsidiaries returning improved results compared to the same period last year. Our Hong Kong business unit outperformed our other two subsidiaries in Singapore and Malaysia as strong visitor arrivals, particularly, from the Mainland contributed to buoyant buying sentiment in Hong Kong.

Our new wholesale unit set up to distribute “CYMA” watches on the Mainland returned a very satisfactory performance. This unit operates from both our Shanghai and Guangzhou offices and provides another platform to introduce and establish our brands on the Mainland thus complementing our existing watch retail business.

## **OUTLOOK**

Generally, as the economic climate in the places where we operate is still favourable, the momentum from the last six months should carry through into the next six months. Therefore, barring any unforeseen circumstances the Group expects to return a good performance in the next six months.

## **FINANCE**

The Group’s gearing ratio at balance sheet date was 26% (at 31st March 2010: 38%), which was calculated based on the Group’s net debt of HK\$241 million (at 31st March 2010: HK\$319 million) and shareholders’ funds of HK\$931 million (at 31st March 2010: HK\$848 million). The Group’s net debt was calculated based on the Group’s borrowings of HK\$478 million (at 31st March 2010: HK\$532 million) less the Group’s bank balances and cash of HK\$237 million (at 31st March 2010: HK\$213 million). Of the Group’s borrowings at balance sheet date, HK\$348 million (at 31st March 2010: HK\$405 million) were repayable within 12 months.

Of the Group’s borrowings, 8% (at 31st March 2010: 9%) were denominated in foreign currencies. The Group’s bank borrowings denominated in Hong Kong Dollars were on a floating rate basis at either bank prime lending rates or short term inter-bank offer rates.

The Group does not use any financial instruments for hedging purposes.

The Group does not engage in speculative derivative trading.

As at 30th September 2010, the Group does not have any significant contingent liabilities.

The Group does not have plans for material investments or change of capital assets.

## **CAPITAL STRUCTURE OF THE GROUP**

There was no change in the capital structure of the Group during the period.

## **CHANGES IN THE COMPOSITION OF THE GROUP**

There was no change in the composition of the Group during the period.

## **NUMBER AND REMUNERATION OF EMPLOYEES, REMUNERATION POLICIES, BONUS AND TRAINING SCHEMES**

The Group's remuneration policies are reviewed on a regular basis and remuneration packages are in line with market practices in the relevant countries where the Group operates. As of 30th September 2010, the Group had 3,070 (at 30th September 2009: 3,175) employees.

## **DETAILS OF THE CHARGES ON GROUP ASSETS**

At 30th September 2010, certain of the Group's property, plant and equipment amounting to HK\$182 million (at 31st March 2010: HK\$184 million), investment property amounting to HK\$39 million (at 31st March 2010: HK\$39 million) and leasehold land amounting to HK\$18 million (31st March 2010: HK\$15 million) were pledged to secure banking facilities granted to the Group.

## **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will be closed from 3rd January 2011 (Monday) to 7th January 2011 (Friday) both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Registrar, Computershare Hong Kong Investor Services Limited, 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:00 p.m. on 31st December 2010 (Friday). The interim dividend will be paid on 21st January 2011 (Friday).

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

The Company has not redeemed any of its shares during the period. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

## **CORPORATE GOVERNANCE**

During the six months ended 30th September 2010, the Company has complied with the code provisions of the Code on Corporate Governance Practices (the "Code Provisions") as set out in Appendix 14 of the Listing Rules, except for the following deviations:

### **Code Provision A.4.2**

Under Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Not all directors of the Company retire strictly under Code Provision A.4.2 but in accordance with the Company's Bye-Laws. Bye-Law 110(A) stipulates that one-third of the directors of the Company who have been longest serving in office since

their last election, except the Chairman, Vice-Chairman or Chief Executive Officer, shall retire from office by rotation at each annual general meeting.

### **Code Provision B.1.3**

This Code Provision deals with the terms of reference of a remuneration committee. The Company has adopted the terms of reference under Code Provision B.1.3 except that the terms of reference do not include reviewing and determining the remuneration packages of senior management. The Company believes that the remuneration packages of senior management should be the responsibility of the executive directors as they are in a better position to appraise the performance of senior management.

### **Code Provision E.1.2**

Under the first part of Code Provision E.1.2, the Chairman of the Board should attend annual general meetings. The Chairman of the Board did not attend the annual general meeting of the Company held on 8th September 2010 as he was not in Hong Kong. The Chairman of the Audit Committee and a designated representative from the Remuneration Committee were present.

### **Audit Committee**

On 14th July 2010 and 23th November 2010, the Audit Committee together with the management of the Company reviewed the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including review of the Group's results for the year ended 31st March 2010 and for the six months ended 30th September 2010 respectively before they were presented to the Board of directors for approval.

### **Remuneration Committee**

The Remuneration Committee met on 6th May 2010 to determine annual bonus entitlement and conduct a review on the salaries of the executive directors.

### **Model Code for Securities Transactions by Directors of Listed Issuers**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies contained in Appendix 10 of the Listing Rules (the "Model Code") as the code of conduct regarding director's securities transactions.

The Company has also made specific enquiry of all its directors to ascertain whether they have complied with or whether there has been any non-compliance with the required standard set out in the Model Code.

All directors complied with the provisions of the Model Code during the six months ended 30th September 2010.



## PUBLICATION OF FINANCIAL INFORMATION AND INTERIM REPORT

This results announcement is published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) under “Latest Listed Company Information” and the Company’s website at [www.irasia.com/listco/hk/stelux](http://www.irasia.com/listco/hk/stelux) under “Announcements & Notices”. The Company’s Interim Report for 2010/2011 will be despatched to the shareholders of the Company and will also be available on the above websites in due course.

On behalf of the Board  
**Joseph C. C. Wong**  
*Vice Chairman and Chief Executive Officer*

Hong Kong, 29th November 2010

Directors of the Company as at the date hereof:

*Executive directors:*

Wong Chong Po (*Chairman*), Chumphol Kanjanapas (alias Joseph C. C. Wong) (*Vice Chairman and Chief Executive Officer*), Anthony Chu Kai Wah and Vincent Lau Tak Bui

*Non-Executive directors:*

Sakorn Kanjanapas, Wu Chun Sang (*independent*), Lawrence Wu Chi Man (*independent*) and Agnes Kwong Yi Hang (*independent*)