

# 漢傳媒集團有眼公司<sup>\*</sup> SEE CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 491)

## INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2007

The Board of Directors (the "Board") of See Corporation Limited (hereinafter referred to as the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the six months ended 31 December 2007.

## CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 31 December 2007

|  |      |  | ths ended<br>cember                     |
|--|------|--|---|
|  | Note | 2007<br>(Unaudited)<br><i>HK\$</i> '000  | 2006<br>(Unaudited)<br><i>HK</i> \$'000 |
| Turnover<br>Cost of sales  | 2    | 9,113<br>(5,563)                         | 28,010<br>(23,845)                      |
| Gross profit Other revenue Change in fair value of financial assets at fair value                |      | 3,550<br>7,229                           | 4,165<br>6,046                          |
| through profit or loss Impairment loss on film rights Distribution costs Administrative expenses |      | (51,975)<br>(3,067)<br>(531)<br>(21,621) | 786<br>-<br>(3,071)<br>(18,878)         |
| Loss from operations Impairment loss on goodwill Finance costs Share of results of associates    | 3    | (66,415)<br>(1,064)<br>(9,300)           | (10,952)<br>-<br>(9,680)<br>(75,654)    |
| Loss before taxation Taxation  | 4    | (76,779)                                 | (96,286)                                |
| Loss for the period  |      | (76,779)                                 | (96,286)                                |
| Attributable to: Equity holders of the Company Minority interests                                |      | (76,779)                                 | (95,895)<br>(391)                       |
|  |      | (76,779)                                 | (96,286)                                |
| Loss per share - Basic   | 6    | HK\$(0.06)                               | HK\$(0.74)                              |
| – Diluted  |      | N/A                                      | N/A                                     |

## CONDENSED CONSOLIDATED BALANCE SHEET

As at 31 December 2007

|  | Note | 31 December<br>2007<br>(Unaudited)<br>HK\$'000 | 30 June<br>2007<br>(Audited)<br><i>HK\$'000</i> |
|--|------|--|---|
| Non-current Assets   | -    |  | . <del>.</del>                                  |
| Intangible assets<br>Leasehold land                                      | 7    | 57<br>14,272                                   | 65<br>14,280                                    |
| Property, plant and equipment  | 8    | 10,113   | 10,596  |
| Interests in associates  | 9    | 72,365   | 72,365  |
| Goodwill   |      | 28   | 1,092   |
|  |      | 96,835   | 98,398  |
| Current Assets   |      |  |   |
| Film rights  |      | 27,344   | 30,041  |
| Film production in progress  Music production in progress                |      | 61,416<br>2,299                                | 17,910<br>2,500                                 |
| Inventories  |      | 1,362  | 331   |
| Trade and other receivables  | 10   | 82,453   | 41,373  |
| Loan receivables   | 11   | 40,000   | 40,000  |
| Financial assets at fair value through profit or loss                    |      | 131,070  | 19,050  |
| Held-to-maturity investments   |      | 19,326<br>755                                  | 17,341<br>743                                   |
| Pledged fixed deposits Cash and bank balances                            |      | 82,267   | 85,301  |
|  |      | 448,292  | 254,590   |
| Less: Current Liabilities  |      | <u> </u>                                       |   |
| Trade and other payables   | 12   | 29,562   | 17,677  |
| Short-term loan – unsecured  | 13   | 45,742   | 45,742  |
| Bank overdraft – secured   |      | 10,056   | 9,894   |
|  |      | 85,360   | 73,313  |
| Net current assets   |      | 362,932  | 181,277   |
| Total assets less current liabilities                                    |      | 459,767  | 279,675   |
| Less: Non-current Liabilities  |      |  |   |
| Convertible notes  | 15   | 241,493  | 144,939   |
| Deferred taxation  |      | 1,760  |   |
|  |      | 243,253  | 144,939   |
| Net assets   |      | 216,514  | 134,736   |
| Equity Capital and reserves attributable to the Company's equity holders |      |  |   |
| Share capital Reserves   | 16   | 19,388<br>197,126                              | 6,462<br>128,274                                |
|  |      |  | <u> </u>  |
| Minority Interests   |      | 216,514  | 134,736   |
|  |      |  | 121 72 5  |
| _  |      | 216,514  | 134,736   |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2007 (in HK Dollars)

#### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements (the "Interim Financial Statements") 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 "HKICPA") and the applicable disclosure requirements set out in Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Interim Financial Statements have been prepared on historical cost basis except certain investment properties and financial assets, which are measured at fair values, as appropriate.

The accounting policies used in the Interim Financial Statements are consistent with those followed in the preparation of the annual financial statements of the Company and its subsidiaries (the "Group") for the year ended 30 June 2007.

The HKICPA has issued certain new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), which term collectively includes HKASs and Interpretation, that are first effective or available for early adoption for the current accounting period of the Group. The adoption of the new standards, amendments and interpretations had no material impact on the Group's results and financial position whereas the adoption of Amendment to HKAS 1, Presentation of financial statements: capital disclosures and HKFRS 7, Financial instruments: disclosures require additional disclosures to be made in the annual report. Accordingly, no prior period adjustment is required.

#### Standards, amendment or interpretations issued but not yet effective

The Group has not early applied the following new standards, amendments or interpretations that have been issued but are not yet effective.

HKAS 1 (Revised)
HKAS 23 (Revised)
HKFRS 8
HK(IFRIC) – Int 12
HK(IFRIC) – Int 13
HK(IFRIC) – Int 14
HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding
Requirements and their interaction<sup>2</sup>

- Effective for financial period commencing on or after 1 January 2009
- <sup>2</sup> Effective for financial period commencing on or after 1 January 2008
- Effective for financial period commencing on or after 1 July 2008

The interim report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since 2006/07 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information require for full set of financial statements prepared in accordance with HKFRSs.

The Group is still considering the potential impact of these new HKFRSs but is not yet in a position to determine whether the adoption of these new HKFRSs would have a significant impact on its results of operations and financial position.

## 2. SEGMENT INFORMATION

## (a) Primary reporting format – business segments

During the period ended 31 December 2007, the Group was mainly engaged in (i) film and TV programme productions, (ii) event productions, (iii) artiste and model management and (iv) music productions.

Segment information about these businesses for the six months ended 31 December 2007 and 2006 is as follow:

|  | Six months ended 31 December 2007 (Unaudited)  |                                    |                                       |                                    | )                                |
|--|--|------------------------------------|---------------------------------------|------------------------------------|----------------------------------|
|  | Film/TV programme productions <i>HK</i> \$'000 | Event productions <i>HK\$</i> '000 | Artiste and model management HK\$'000 | Music productions <i>HK\$</i> '000 | Consolidated<br>HK\$'000         |
| Revenue from external customers  | 955  | 210                                | 7,835                                 | 113                                | 9,113                            |
| Segment results  | 880  | 96                                 | 2,461                                 | 113                                | 3,550                            |
| Interest income and unallocated gains Unallocated corporate expenses Impairment loss on film r Change in fair value of financial assets at fair value through profit or loss | ights  |                                    |                                       |                                    | 7,229 (22,152) (3,067)  (51,975) |
| Loss from operations<br>Impairment loss on goody<br>Finance costs  | vill   |                                    |                                       |                                    | (66,415)<br>(1,064)<br>(9,300)   |
| Loss before taxation<br>Taxation   |  |                                    |                                       |                                    | (76,779)                         |
| Loss for the period  |  |                                    |                                       |                                    | (76,779)                         |

|  | Six months ended 31 December 2006 (Unaudited) Film/TV Artiste and |                                    |   |                                    |                               |
|--|---|------------------------------------|---|------------------------------------|-------------------------------|
|  | programme productions <i>HK</i> \$'000                            | Event productions <i>HK</i> \$'000 | model<br>management<br><i>HK</i> \$'000 | Music productions <i>HK</i> \$'000 | Consolidated <i>HK\$</i> '000 |
| Revenue from external customers                  | 19,236  | 654                                | 8,071                                   | 49                                 | 28,010                        |
| Segment results                                  | 2,010   | 176                                | 1,971                                   | 8                                  | 4,165                         |
| Interest income and unallocated gains            |   |                                    |   |                                    | 6,046                         |
| Unallocated corporate expenses                   |   |                                    |   |                                    | (21,949)                      |
| Change in fair value of financial assets at fair |   |                                    |   |                                    |                               |
| value through profit or loss                     |   |                                    |   |                                    | 786                           |
| Loss from operations Finance costs               |   |                                    |   |                                    | (10,952)<br>(9,680)           |
| Share of results of associate                    | es  |                                    |   |                                    | (75,654)                      |
| Loss before taxation<br>Taxation                 |   |                                    |   |                                    | (96,286)                      |
| Loss for the period                              |   |                                    |   |                                    | (96,286)                      |

There are no sales or other transactions between the business segments.

## (b) Geographical segments

In determining the Group's geographical segments, revenues and results are attributed to the segments based on the location of the customers. More than 90% of the Group's assets are located in the region of Hong Kong and Mainland China. Accordingly, analysis of segment assets based on the geographical segments has not been disclosed.

## Six months ended 31 December 2007 (Unaudited)

|                                 | North America<br>HK\$'000      | Hong Kong<br>HK\$'000 | China<br><i>HK\$'000</i> | Others <i>HK\$'000</i>  | Consolidated<br>HK\$'000 |
|---------------------------------|--------------------------------|-----------------------|--------------------------|-------------------------|--------------------------|
| Revenue from external customers | 372                            | 7,537                 | 667                      | 537                     | 9,113                    |
| Segment results                 | 336                            | 2,636                 | 228                      | 350                     | 3,550                    |
|                                 | Si                             | ix months ended       | 31 December 20           | 006 (Unaudited)         |                          |
|                                 | North America <i>HK\$</i> '000 | Hong Kong HK\$'000    | China<br>HK\$'000        | Others <i>HK</i> \$'000 | Consolidated HK\$'000    |
| Revenue from external customers |                                | 27,081                | 869                      | 60                      | 28,010                   |
| Segment results                 |                                | 3,797                 | 342                      | 26                      | 4,165                    |

There are no sales or other transactions between the geographical segments.

## 3. LOSS FROM OPERATIONS

|  | Six months ended 31 December |             |
|--|------------------------------|-------------|
|  |                              |             |
|  | 2007                         | 2006        |
|  | (Unaudited)                  | (Unaudited) |
|  | HK\$'000                     | HK\$'000    |
| Loss from operations has been arrived at after         |                              |             |
| charging/(crediting) as following items:               |                              |             |
| Amortisation of film rights                            | _                            | 17,226      |
| Amortisation of leasehold land                         | 8                            | 8           |
| Amortisation of trademark                              | 8                            | 126         |
| Impairment loss on film rights                         | 3,067                        | _           |
| Impairment loss on goodwill                            | 1,064                        | _           |
| Depreciation of property, plant and equipment          | 638                          | 619         |
| Operating leases in respect of land and buildings      | 2,595                        | 1,962       |
| Staff cost   | 8,428                        | 8,978       |
| Change in fair value of financial assets at fair value | -, -                         | - /         |
| through profit or loss                                 | 51,975                       | (786)       |

## 4. TAXATION

Tax expenses in the condensed consolidated income statement represents:

|                                       | Six months ended<br>31 December |                             |
|---------------------------------------|---------------------------------|-----------------------------|
|                                       | 2007                            | 2006                        |
|                                       | (Unaudited)<br><i>HK\$</i> '000 | (Unaudited) <i>HK\$'000</i> |
| Hong Kong Profits Tax<br>Deferred tax | _<br>1,760                      | _                           |
|                                       | 1,760                           |                             |

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group and the Company either incurred taxation loss or had no assessable profit for the period (2006: Nil).

## 5. INTERIM DIVIDEND

The directors do not recommend the payment of an interim dividend for the current period (2006: Nil).

## 6. LOSS PER SHARE

The calculation of basic loss per ordinary share is based on the following data:

|   | Six months ended<br>31 December |             |
|---|---------------------------------|-------------|
|   | 2007                            | 2006        |
|   | (Unaudited)                     | (Unaudited) |
| Loss for the period attributable to equity holders of the Company (in HK\$'000)                   | (76,779)                        | (95,895)    |
| Weighted average number of shares for the purpose of calculating basic and diluted loss per share | 1,235,067,272                   | 129,253,466 |

The weighted average number of ordinary shares for the period ended 31 December 2007 for the purpose of basis and diluted loss per share has been adjusted pursuant to an ordinary resolution passed by the shareholders of the Company at a special general meeting on 22 October 2007 in connection with the rights issue of 1,292,534,660 rights shares issued at a price of HK\$0.12 each.

The computation of diluted loss per share for the six months ended 31 December 2007 and 2006 did not assume the exercise of the Company's outstanding share options as the effect of the assumed exercise of the Company's outstanding share options would be anti-dilutive.

## 7. INTANGIBLE ASSETS

Intangible assets represent trademarks and artiste contract rights. The changes in the net book value of intangible assets for the six months ended 31 December 2007 are analysed as follow:

HK\$'000

| At 31 December 2007 (Unaudited)               | 57  |
|---|-----|
| Additions Amortisation charged for the period | (8) |
| At 1 July 2007 (Audited)                      | 65  |

## 8. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 December 2007, the Group acquired property, plant and equipment for an amount of approximately HK\$154,000 (2006: HK\$466,000).

## 9. INTERESTS IN ASSOCIATES

|  | 31 December<br>2007<br>(Unaudited)<br>HK\$'000 | 30 June<br>2007<br>(Audited)<br><i>HK\$</i> '000 |
|--|--|--|
| Share of net assets of associates<br>Goodwill arising on acquisition of associates | 72,365   | 72,365   |
|  | 72,365   | 72,365   |

At 31 December 2007, the directors of the Company assessed the recoverable amount of goodwill arising on the acquisition of associates by reference to the valuation as at 31 December 2007 performed by Norton Appraisals Limited ("Norton Appraisals"), an independent firm of professional valuers. According to the results of the valuation by Norton Appraisals, the directors are of the opinion that no impairment loss on goodwill was needed to provide during the period.

## 10. TRADE AND OTHER RECEIVABLES

|   | 31 December 2007 | 30 June<br>2007 |
|---|------------------|-----------------|
|   | (Unaudited)      | (Audited)       |
|   | HK\$'000         | HK\$'000        |
| Trade receivables                                       | 9,266            | 12,484          |
| Other receivables                                       | 73,187           | 28,889          |
|   | 82,453           | 41,373          |
| The following is an aged analysis of trade receivables: |                  |                 |
|   | 31 December      | 30 June         |
|   | 2007             | 2007            |
|   | (Unaudited)      | (Audited)       |
|   | HK\$'000         | HK\$'000        |
| 0 – 90 days   | 1,290            | 3,112           |
| 91 days or above  | 14,083           | 15,479          |
|   | 15,373           | 18,591          |
| Less: Impairment loss on trade receivables              | (6,107)          | (6,107)         |
|   | 9,266            | 12,484          |

The Group allows an average credit period of 90-180 days (2006: 90-180 days) to its trade customers.

The directors of the Company considered that the carrying amounts of the Group's trade and other receivables at 31 December 2007 were approximate to their fair values.

#### 11. LOAN RECEIVABLES

The Group has provided short-term loans to independent third parties. Loan receivables are secured, chargeable with effective interest at 2.5% over the best lending rate of Hong Kong dollar and repayable on demand.

The directors of the Company considered that the carrying amounts of loan receivables were approximate to their fair values.

## 12. TRADE AND OTHER PAYABLES

|  | 31 December                | 30 June<br>2007 |
|--|----------------------------|-----------------|
|  | <b>2007</b><br>(Unaudited) | (Audited)       |
|  | HK\$'000                   | HK\$'000        |
| Trade payables                                       | 8,619                      | 8,373           |
| Other payables                                       | 20,943                     | 9,304           |
|  | 29,562                     | 17,677          |
| The following is an aged analysis of trade payables: |                            |                 |
|  | 31 December                | 30 June         |
|  | 2007                       | 2007            |
|  | (Unaudited)                | (Audited)       |
|  | HK\$'000                   | HK\$'000        |
| 0 – 90 days  | 939                        | 3,243           |
| 91 days or above                                     | 7,680                      | 5,130           |
|  | 8,619                      | 8,373           |

The directors of the Company considered that the carrying amounts of Group's trade and other payables at 31 December 2007 were approximate to their fair values.

## 13. SHORT-TERM LOAN - UNSECURED

The short-term loan is unsecured, chargeable with interest at 2% over the best lending rate of Hong Kong dollar and repayable on demand. The carrying amount of the short-term loan is denominated in Hong Kong dollars.

The directors of the Company considered that the carrying amount of the short-term loan was approximate to its fair value.

## 14. PLEDGE OF ASSETS

At 31 December 2007, the Group's leasehold land with net book value of approximately HK\$14,272,000 (2006: HK\$14,280,000) was pledged to secure banking facilities granted to the Group.

## 15. CONVERTIBLE NOTES

|  | Liability component of the convertible notes HK\$'000 | Equity component of the convertible notes HK\$'000 |
|--|---|--|
| At 30 June 2007 and 1 July 2007 Note i                             | 144,939   | 45,920   |
| Issued on 5 December 2007 <i>Note ii</i> Imputed interest expenses | 89,943<br>6,611                                       | 10,058   |
| At 31 December 2007  | 241,493   | 55,978   |

#### Note

i. The Company issued zero-coupon convertible notes (the "2005 Convertible Notes") to Hanny Holdings Limited (the "Noteholder") at a nominal value of HK\$170,000,000 on 10 August 2005 which will mature on 9 August 2010. The Noteholder may at any business date after the date of issue of the 2005 Convertible Notes up to and including the date prior to the fifth anniversary of the date of issue of the 2005 Convertible Notes convert the whole or any part in an amount or integral multiple of HK\$500,000 of the principal amount of the 2005 Convertible Notes into shares of HK\$0.01 each in the share capital of the Company, at the conversion price of HK\$0.12 per share.

The conversion price of the 2005 Convertible Notes of HK\$170,000,000 had been adjusted from HK\$0.12 per share to HK\$0.0406 per share as a result of the right issue taken place on 30 June 2006.

The conversion price of the 2005 Convertible Notes had been further adjusted from HK\$0.0406 per share to HK\$4.06 per share as a result of the share consolidation taken place on 31 October 2006.

The conversion price of the 2005 Convertible Notes had been further adjusted from HK\$4.06 per share to HK\$1.69 per share as a result of the rights issue taken place on 16 May 2007.

The conversion price of the 2005 Convertible Notes had been further adjusted from HK\$1.69 per share to HK\$1.09 per share as a result of the rights issue taken place on 15 November 2007.

The conversion price of the 2005 Convertible Notes had been further adjusted from HK\$1.09 per share to HK\$1.08 per share as a result of the issue of the 2007 Convertible Notes taken place on 5 December 2007.

ii. The Company issued convertible notes (the "2007 Convertible Notes") to Hanny Holdings Limited (the "Noteholder") at a nominal value of HK\$100,000,000 on 5 December 2007 which will mature on 4 December 2009. The Noteholder may at any time commencing on and excluding the 7th day after the date of issue of the convertible notes up to and including the date which is 7 days prior to the second anniversary of the date of issue of the convertible notes convert the whole or any part of the principal amount of the convertible notes into shares of HK\$0.01 each in the share capital of the Company, at the conversion price of HK\$0.40 per share.

The fair value of the liability component, included in long-term borrowings, was calculated using a market interest rate for an equivalent non-convertible bond. The remaining balance represented the equity conversion component, is included in shareholders' equity named as convertible notes reserve.

#### 16. SHARE CAPITAL

|  | Number of shares             | Nominal<br>value<br>HK\$'000 |
|--|------------------------------|------------------------------|
| Authorised: Ordinary shares of HK\$0.01 each at beginning and at end of period   | 50,000,000,000               | 500,000                      |
| <b>Issued and fully paid:</b> Ordinary shares of HK\$0.01 each at beginning of period Rights issue on 15 November 2007 ( <i>Note i</i> ) | 646,267,330<br>1,292,534,660 | 6,462<br>12,926              |
| Ordinary shares of HK\$0.01 each at end of period  | 1,938,801,990                | 19,388                       |

## Note:

(i) Pursuant to an ordinary resolution passed by the shareholders of the Company at a special general meeting on 22 October 2007, rights issue of 1,292,534,660 rights shares at price of HK\$0.12 each payable in full on acceptance on the basis that two rights shares for every existing share has been approved by the shareholders at the special general meeting. The rights issue has been completed on 15 November 2007.

#### 17. CONTINGENT LIABILITIES AND COMMITMENTS

- (i) As at 30 June 2006, the Company provided corporate guarantees amounting to approximately HK\$24 million to a financial institution in respect of banking facilities granted to WIIL group, approximately HK\$5.5 million of which was utilized by members of the WIIL group such amount was claimed by the financial institution as disclosed in point (iii) below.
- (ii) The Company and its ex-subsidiary, P.N. Electronics Ltd. ("PNE") have been involved in arbitration proceedings with North American Foreign Trading Corporation ("NAFT") in respect of a gross receivable of HK\$18 million and related damages from various parties for goods shipped by PNE and NAFT in 1996. The arbitration proceedings were initiated by NAFT against the Company and PNE claiming for alleged damages in New York, USA. The Company has upon legal advice, vigorously contested the alleged claims and has counterclaimed the said sum of HK\$18 million as well as other damages. The arbitration proceedings have been dormant for a substantial period of time.
- (iii) On 13 October 2003, a Writ of Summons and Statement of Claim was issued by BII Finance Company Limited ("BII Finance") against the Company under a guarantee allegedly given by the Company in favour of BII Finance in respect of certain liabilities of Welback Enterprises Limited. The claim is for a sum of approximately HK\$3,583,000 and US\$248,000 (approximately HK\$1,936,000), together with interest.

The Company has issued Third Party proceedings against Mr. Lee Chun Kwok and Mr. Fong Wing Seng, former directors of the Company, seeking a contribution to the extent of 49% of BII Finance's claim in the event that the Company is found liable to BII Finance (which is denied).

The Company will continue to defend BII Finance's claim, and will also continue to pursue the Third Party proceedings against Mr. Lee Chun Kwok and Mr. Fong Wing Seng. BII Finance has not taken any steps to progress with the action since June 2006.

Save as disclosed above, no member of the Group is engaged in any litigation or claims of material importance and no litigation or claims of material importance is known to the directors of the Company to be pending or threatened by or against any member of the Group.

## 18. OPERATING LEASE COMMITMENTS

#### The Group as lessee

At 31 December 2007, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of land and building, which fall due as follows:

|   | 31 December<br>2007<br>(Unaudited)<br>HK\$'000 | 30 June<br>2007<br>(Audited)<br><i>HK\$</i> '000 |
|---|--|--|
| Within one year In the second to fifth year inclusive | 3,569<br>12,179                                | 3,611<br>12,385                                  |
|   | 15,748   | 15,996   |

## 19. SUBSEQUENT EVENTS

No significant subsequent event took place subsequent to 31 December 2007.

## MANAGEMENT DISCUSSION AND ANALYSIS

#### **Results**

For the period ended 31 December 2007, the Group recorded a consolidated turnover of approximately HK\$9.1 million, representing a decrease of approximately 67% as compared to approximately HK\$28.0 million for the corresponding period in 2006. Such decrease was mainly due to the fact that fewer films and TV programmes were released to the market during the period.

The Group recorded a loss attributable to equity holders of the Company of approximately HK\$76.8 million (2006: HK\$95.9 million), representing a decrease in the loss of approximately 20% as compared to that of 2006. The loss from operations was mainly due to the impairment loss of approximately HK\$52.0 million in the Group's financial assets. Loss per share for the period was HK\$0.06 as compared with HK\$0.74 for the last corresponding period.

## REVIEW OF OPERATIONS

During the period, the Group was principally engaged in the entertainment and media business. Our activities can be categorized as (i) film and TV programme productions; (ii) music productions; (iii) event productions; (iv) artiste and model management; and (v) a pay TV operation. The Group's multimedia electronic products trading operations remained dormant in the period.

## Film and TV programme productions

During the period under review, turnover derived from the Group's film and TV programme productions business was approximately HK\$1.0 million, representing a decrease of approximately 95% as compared to the last corresponding period of approximately HK\$19.2 million. The Group recorded a gross profit of approximately HK\$0.9 million from the film and TV programme productions business in the current period.

The total net book value of the Group's film rights remained approximately HK\$27.3 million as at 31 December 2007, and the impairment loss recognized on film rights during the period amounted to approximately HK\$3.1 million which was reflected in the income statement. As at 31 December 2007, the Group's total investment in film and TV programme productions that were in progress amounted to approximately HK\$61.4 million.

## **Music productions**

The Group released new music albums by Wada Hiromi and Vangie Tang during the period. The turnover of the Group's music productions business for the period amounted to approximately HK\$0.1 million. Although the turnover of the Group's music productions business was not significant, it served to enhance the image and exposure of our artistes to the market.

## **Event productions**

The Group recorded a turnover of approximately HK\$0.2 million derived from its event productions in the current period, representing a decrease of 68% as compared to approximately HK\$0.7 million for the last corresponding period.

## Artiste and model management

The Group continued to manage a number of famous Hong Kong artistes and top models during the period. For the period ended 31 December 2007, the turnover derived from the business of artiste and model management was approximately HK\$7.8 million which represented almost 86% of the Group's total turnover and which generated a profit of approximately HK\$2.5 million.

## **Associates**

The recent results of TVB Pay Vision Holdings Limited for the six months ended 31 December 2007 has improved slightly. At 30 June 2007, the net assets of associates was nil. As such, for the period ended 31 December 2007, share of loss of associates was not required.

At 31 December 2007, the goodwill arising on acquisition of associates amounted to HK\$72.4 million. The directors of the Group assessed the recoverable amount of goodwill by reference to the valuation as at 31 December 2007 performed by an independent firm of professional valuers, and considered no impairment loss was required.

## **GEOGRAPHICAL REVIEW**

During the period under review, the Group's revenue was mainly derived from Hong Kong and China market which accounted for approximately 90% of the Group's total turnover.

## **FUTURE BUSINESS PROSPECTS AND PLANS**

In view of the improving economy in both Hong Kong and China, the disposable income of consumers is expected to rise and they incline to pursue a high quality of living standard and are willing to spend more on personal enjoyment, such as movie going or installing luxury household multimedia device to enjoy films and TV programmes at home. The entertainment sector will benefit from the economic growth and the preference of consumers' enjoyment.

As consumer market for film and/or TV production is highly unpredictable, the Group shall aim to invest in attractive stories and scripts for the coming projects.

The Group will continue to look for potential talents to join our artiste and model team in order to maximize our participation in the entertainment industry. At the same time, we shall explore diversified opportunities for our existing artistes and models to enhance their professional skills and prospects.

## FINANCIAL REVIEW AND LIQUIDITY

As at 31 December 2007, the Group's net assets amounted to HK\$216.5 million, as compared with HK\$134.7 million on 30 June 2007. The current ratio, representing current assets divided by current liabilities, was 5.3. On 15 November 2007, the Group raised approximately HK\$155.1 million by way of rights issue of 1,292,534,660 rights shares at a price of HK\$0.12 each payable in full on acceptance on the basis of two rights shares for every existing share held by the shareholders. In addition, the Group issued convertible notes in the principal amount of HK\$170 million in August 2005 and HK\$100 million in December 2007. On 31 December 2007, the total amount of fair value of the liability component of these two convertible notes was approximately HK\$241.5 million. On the balance sheet date, the Group had a short-term loan from third parties of HK\$45.7 million and short-term bank borrowing of HK\$10.1 million. The gearing ratio, as a ratio of total borrowings over total assets was 0.55.

The Group had contingent liabilities of HK\$24 million on the balance sheet date, mainly as a result of a corporate guarantee provided to a financial institution in respect of banking facilities granted to former subsidiaries. HK\$5.5 million of the banking facilities were utilized by those former subsidiaries and this amount was subject to a claim by the financial institution concerned.

## EXPOSURE TO FLUCTUATION IN EXCHANGE RATES AND RELATED HEDGES

During the period, the revenue and cost for film and TV programme, music and event productions were mainly denominated in Renminbi and Hong Kong dollars. The revenue and cost for the artiste and model management services were also mainly dominated in Renminbi and Hong Kong dollars. Borrowings in terms of loans and convertible notes were denominated in Hong Kong dollars.

As the exchange rate of Hong Kong dollars against Renminbi was relatively stable during the period, the Group's exposure to fluctuations in exchange rates was minimal.

The Group will closely monitor the foreign currency exposure and to arrange for hedging facilities when necessary.

#### **EMPLOYEE SCHEMES**

As at 31 December 2007, the Group had 55 employees (53 based in Hong Kong and 2 based in China). The remuneration policy and package of the Group's employees are periodically reviewed and approved by the executive directors. Apart from provident fund scheme and in-house training programmes, medical insurance scheme, discretionary bonuses and share options may also be awarded to employees according to individual performance.

## MAJOR LITIGATION AND ARBITRATION PROCEEDINGS

The Company and its ex-subsidiary, P.N. Electronics Ltd. ("PNE") have been involved in arbitration proceedings with North American Foreign Trading Corporation ("NAFT") in respect of a gross receivable of HK\$18 million and related damages from various parties for goods shipped by PNE and NAFT in 1996. The arbitration proceedings were initiated by NAFT against the Company and PNE claiming for alleged damages in New York, USA. The Company has upon legal advice, vigorously contested the alleged claims and has counterclaimed the said sum of HK\$18 million as well as other damages. The arbitration proceedings have been dormant for a substantial period of time.

On 13 October 2003, a Writ of Summons and Statement of Claim was issued by BII Finance Company Limited ("BII Finance") against the Company under a guarantee allegedly given by the Company in favour of BII Finance in respect of certain liabilities of Welback Enterprises Limited. The claim is for a sum of approximately HK\$3,583,000 and US\$248,000 (approximately HK\$1,936,000), together with interest. The Company has issued Third Party proceedings against Mr. Lee Chun Kwok and Mr. Fong Wing Seng, former directors of the Company, seeking a contribution to the extent of 49% of BII Finance's claim in the event that the Company is found liable to BII Finance (which is denied). The Company will continue to defend BII Finance's claim, and will also continue to pursue the Third Party proceedings against Mr. Lee Chun Kwok and Mr. Fong Wing Seng. BII Finance has not taken any steps to progress with the action since June 2006.

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

During the six months ended 31 December 2007, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to ensuring high standards of corporate governance in the interests of shareholders and devotes considerable effort to identifying and formalizing best practices. Throughout the six months ended 31 December 2007, the Company followed the principles and complied with all applicable provisions under the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules.

## 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 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Specific enquiry has been made with all directors and the directors confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 31 December 2007.

## **AUDIT COMMITTEE**

The Company has an audit committee established in compliance with Rule 3.21 of the Listing Rules which comprises four independent non-executive directors, namely Mr. Li Fui Lung, Danny, the chairman of the committee, Mr. Ng Hoi Yue, Herman, Hon. Shek Lai Him, Abraham, S.B.S., J.P. and Mr. Fong Shing Kwong, Michael with the terms of reference adopted by the board of directors of the Company.

Both Mr. Li Fui Lung, Danny and Mr. Ng Hoi Yue, Herman are certified public accountants.

The audit committee and the Group's external auditors have discussed with management on the Group's accounting policy and discussed internal control and financial reporting matters regarding the Group's unaudited interim financial statements for the six months ended 31 December 2007.

By Order of the Board of See Corporation Limited Mr. Yu Kam Kee, Lawrence, B.B.S., M.B.E., J.P. Chairman

Hong Kong, 20 March 2008

As at the date of this announcement, the Directors are as follows:

## Executive Directors:

Mr. Yu Kam Kee, Lawrence, B.B.S., M.B.E., J.P. (Chairman)

Mr. Wong Yat Cheung (Managing Director)

## Independent Non-executive Directors:

Mr. Li Fui Lung, Danny

Mr. Ng Hoi Yue, Herman

Hon. Shek Lai Him, Abraham, S.B.S., J.P.

Mr. Fong Shing Kwong, Michael

<sup>\*</sup> for identification purpose only