

SOLARTECH INTERNATIONAL HOLDINGS LIMITED

榮盛科技國際控股有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 1166)

2004/05 INTERIM RESULTS ANNOUNCEMENT

The Board of Directors (the "Directors") of Solartech International Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2005, as follows:—

^{*} for identification only

CONDENSED CONSOLIDATED INCOME STATEMENT

For	the	year
ended	31	March

	Notes	2005 HK\$'000 (Unaudited)	2004 HK\$'000 (Audited)
Turnover Cost of sales	2	1,582,974 (1,452,299)	1,197,100 (1,058,812)
Gross profit Other operating income Interest income General and administrative expenses Selling and distribution expenses		130,675 21,895 6,495 (98,417) (19,217)	138,288 11,304 4,024 (129,527) (18,552)
Profit from operations Finance costs	3	41,431 (24,244)	5,537 (14,798)
Impairment loss recognised in respect of goodwill Share of results of associates	4	206	(63,653) (5,726)
Profit (loss) before taxation Taxation	5	17,393 (9,073)	(78,640) (8,990)
Profit (loss) before minority interests Minority interests		8,320 (3,970)	(87,630) 2,445
Profit (loss) for the year		4,350	(85,185)
Earnings (loss) per share - basic	7	1.4 cents	(37.9) cents

Notes:

1. Basis of preparation

General

During the year, the Directors resolved to change the financial year end date of the Company and its subsidiaries (the "Group") from 31 March to 30 June. As a result, the condensed financial statements of the Group for the current period covered the 12 months period ended 31 March 2005 and the comparative period covered the 12 months period ended 31 March 2004. The condensed financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and Statement of Standard Accounting Practice ("SSAP") 25 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Adoption of Hong Kong financial reporting standards/changes in accounting policies

In 2004, HKICPA issued a number of new or revised Hong Kong Accounting Standards ("HKASs") and Hong Kong Financial Reporting Standards ("HKFRSs") (herein collectively referred to as "new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2005. The Directors resolved to early adopt the following new HKFRSs from 1 April 2004 onwards:

HKFRS 3
Business Combinations
HKAS 36
Impairment of Assets
HKAS 38
Intangible Assets

In previous years, under SSAP 30 "Business Combination", goodwill was capitalised and amortised on a straight-line basis over its useful economic life and was assessed for an indication for impairment at each balance sheet date. Negative goodwill was recognised as income on a straight-line basis over the remaining average useful life of the identifiable acquired depreciable assets.

HKFRS 3 prohibits the amortisation of goodwill and requires goodwill to be tested for impairment annually and the excess of acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost of acquisition, after reassessment, to be recognised immediately in the income statement. HKFRS 3 prohibits the recognition of negative goodwill.

The first transaction to which HKFRS 3 has been applied is the acquisition of FT Holdings International Limited ("FT Holdings", subsequently the name was changed to Hua Yi Copper Holdings Limited pursuant to a special resolution passed on 17 September 2004). The major impact has been the recognition of the goodwill of approximately HK\$16,212,000 arising from the acquisition being recognised in the consolidated balance sheet which would have been amortised on a straight-line basis over its useful economic life under SSAP 30. The adoption of HKAS 36 and HKAS 38 had no material effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

The Group has also commenced considering the potential impact of the remaining new HKFRSs but is not yet in a position to determine whether these remaining new HKFRSs would have a significant impact on how its results of operations and financial position are prepared and presented. These remaining new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

2. Segment information

The Group reports its primary segment information based on product categories. Two new segments, life-like plants and television programmes production, distribution and licensing, arising from the acquisition of FT Holdings during the year, is presented in the current year. Turnover and profit from operations for the year ended 31 March 2005 and 2004, analysed by product category, are as follows:

		20	05			20	004	
	Turnover			Turnover				
		Inter-		Profit		Inter-	Profit	
	External	segment		(loss) from	External	segment		(loss) from
	sales	sales	Total	operations	sales	sales	Total	operations
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Cables and wires	642,630	10,263	652,893	(4,998)	613,637	8,152	621,789	1,657
Copper products	784,558	186,690	971,248	42,407	472,054	151,691	623,745	28,197
Connectors and terminals	117,901	497	118,398	11,528	102,323	438	102,761	9,816
Life like plants	22,076	-	22,076	(513)	_	-	-	-
Television programmes production, distribution								
and licensing	2,135	_	2,135	(2,039)	_	-	_	_
Other	13,674		13,674	(4,106)	9,086		9,086	(4,866)
	1,582,974	197,450	1,780,424	42,279	1,197,100	160,281	1,357,381	34,804
Elimination	_	(197,450)	(197,450)			(160,281)	(160,281)	
	1,582,974		1,582,974		1,197,100	_	1,197,100	
Unallocated corporate								
income				4,059				3,772
Unallocated corporate								
expenses				(4,907)				(33,039)
Profit from operations				41,431				5,537

Inter-segment sales are charged at prevailing market rates.

The Group's turnover for the year ended 31 March 2005 and 2004, analysed by geographical market, is as follows:

	External sales HK\$'000	2005 Turnover Inter- segment sales HK\$'000	Total HK\$'000	External sales HK\$'000	2004 Turnover Inter- segment sales HK\$'000	Total <i>HK</i> \$'000
Mainland China	1,136,279	187,187	1,323,466	773,106	152,129	925,235
North America	183,599	_	183,599	201,051	_	201,051
Europe	31,230	_	31,230	39,172	_	39,172
Hong Kong	73,826	_	73,826	40,633	_	40,633
Other Asian regions	158,040	10,263	168,303	143,138	8,152	151,290
	1,582,974	197,450	1,780,424	1,197,100	160,281	1,357,381
Elimination		(197,450)	(197,450)		(160,281)	(160,281)
	1,582,974	_	1,582,974	1,197,100	_	1,197,100

Inter-segment sales are charged at prevailing market rates.

3. Profit from operations

	For the year ended 31 March		
	2005	2004	
	HK\$'000	HK\$'000	
	(Unaudited)	(Audited)	
Profit from operations has been arrived at after charging:			
Depreciation of property, plant and equipment	38,599	37,870	

4. Impairment loss recognised in respect of goodwill

During the year ended 31 March 2004, the Directors cautiously reviewed the business of an associate of the Group which was engaged in the manufacture and trading of optical fiber cables and related products. Based on expected cash flows, the Directors considered that the related goodwill of this investment was impaired and, accordingly, impairment loss was recognised in the income statement.

5. Taxation

	For the year		
	ended 31 March		
	2005	2004	
	HK\$'000	HK\$'000	
	(Unaudited)	(Audited)	
Hong Kong Profits Tax	1,838	498	
Taxation in other jurisdictions	6,034	7,741	
Deferred tax	1,201	751	
	9,073	8,990	

Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profit for the year.

Taxation in other jurisdictions, including Mainland China and overseas, is calculated at the rates applicable in the respective jurisdictions.

6. Dividend

No dividend was paid during the year ended 31 March 2005 (2004: Nil). The Directors do not recommend the payment of any interim dividend.

7. Earnings (loss) per share

The calculation of the basic earnings (loss) per share is based on the following data:

The calculation of the basic earnings (1088) per share is base	u on the following data.		
	For the year		
	ended 31 March		
	2005	2004	
	HK\$'000	HK\$'000	
	(Unaudited)	(Audited)	
Results for the year and results for the purpose of			
basic earnings (loss) per share	4,350	(85,185)	
	Number	of shares	
Weighted average number of ordinary shares for			
the purpose of basic earnings (loss) per share	313,955,184	224,816,029	

As there is no potential dilutive ordinary shares in the current year and the exercise of potential dilutive ordinary shares in prior year would result in a reduction in the loss per share in that year, no diluted earnings (loss) per share has been presented for both years.

MANAGEMENT DISCUSSION AND ANALYSIS

Results

The Directors are pleased to announce that for the year ended 31 March 2005 (the "period under review"), the total sales of the Group amounted to HK\$1,582,974,000, representing an increase of approximately 32.2% over HK\$1,197,100,000 for the corresponding period last year. Profit from operations was HK\$41,431,000, representing an increase of approximately 648.3% over HK\$5,537,000 for the corresponding period last year. Profit attributable to shareholders and earnings per share were approximately HK\$4,350,000 and HK1.4 cents respectively, compared to a loss of HK\$85,185,000 and a loss per share of HK37.9 cents for the corresponding period last year.

Interim dividend

In light of the continuous rapid growth of the Group's business, the Directors resolved not to pay any interim dividend for the year ended 31 March 2005 (2004: Nil).

Business review

During the period under review, the detailed business developments are as follows:

During the period under review, sales of cable and wire products increased 4.7% to HK\$642,630,000, representing 40.6% of the Group's total sales; sales of copper products during the period under review was HK\$784,558,000, representing an increase of 66.2% over the corresponding period last year and contributing 50% to the Group's total sales. Sales of connectors and terminals during the period under review rose 15.2% to HK\$117,901,000, amounting to 7.4% of the Group's total sales, while sales of chemical products and the acquired life-like plants and multi-media businesses were HK\$13,674,000 and HK\$24,211,000 respectively.

During the period under review, total sales and profit from operations recorded increases of 32.2% and 648.3% respectively as compared with the corresponding period last year, while consolidated gross profit margin decreased to 8.3% from 11.6% for the corresponding period last year. This was mainly due to increase in the selling prices of cable and wire products falling short of the increase in the soaring prices of raw materials, which resulted in a drop in profit margin and, hence, a decrease in the consolidated gross profit margin.

In terms of geographical breakdown, sales from Mainland China and Hong Kong markets rose to approximately HK\$1,210,105,000, contributing approximately 76.4% to the Group's turnover and representing an increase of 48.7% compared with the corresponding period last year. Sales from the North America market was HK\$183,599,000, amounting to approximately 11.6% of the Group's turnover. Sales from other markets in Asia increased about 10.4% to approximately HK\$158,040,000, representing approximately 10% of the Group's sales, while sales from the European market recorded about HK\$31,230,000, representing approximately 2% of the Group's turnover.

The period under review was a significant year for the development of the Group.

Disposal of interests in copper products business and acquisition of controlling interests of FT Holdings International Limited ("FT Holdings")

On 25 March 2004, the Group entered into an acquisition agreement with FT Holdings, pursuant to which, the Group agreed to procure the sale, and FT Holdings agreed to procure the purchase of, the Group's copper products business at an agreed total consideration of HK\$320 million. Independent shareholder's approval was obtained by the Company at the special general meeting held on 30 June 2004, while the acquisition of the controlling interests of FT Holdings was duly

completed on 11 August 2004. Immediately after the completion, the Company held approximately 74.99% of the issued share capital of FT Holdings as enlarged by the issuance of consideration shares. In October the same year, FT Holdings duly changed its name to Hua Yi Copper Holdings Limited ("Hua Yi Copper").

The Directors believed that the injection of copper products business to another listed company would provide the copper products business with independent financing capabilities. As stated above, the Company had raised proceeds of approximately HK\$23,000,000 by way of top up placement with Hua Yi Copper on 26 April 2005, which were used to purchase machineries and equipment for the new factory in Kunshan, Jiangsu Province, the PRC.

Cable and wire products

During the period under review, save for the increase in sales of cable and wire products arising from Mainland China, Hong Kong and Asia Pacific markets, the business environment of most of the other core markets of the Group during the second half year of the period under review has been difficult. While there was an increase in sales, sales from January to March 2005 have experienced significant decrease compared with the corresponding period last year. This was mainly attributable to the intense competition of cable and wires industry in the region and the soaring prices of raw materials such as plastics and copper, etc. Facing such situation, vendors from different regions hesitated to increase prices and inventories. Under these conditions, the downstream cable and wire manufacturers handled more urgent orders with lower profit margins, which greatly affected the selling costs and gross profits of the Group.

Notwithstanding the increasing market competition and the uncertainties in the orders to be received, sales of the Group's cable and wire still recorded growth due to further strengthened sales and marketing of the Group. Evidences have shown that, many local and foreign owned enterprises have adopted long term operational strategies of targeting at both domestic and export sales, and the Yangtze River Delta has gradually become a preferred base for companies seeking to tap into Eastern China and overseas markets. Given our increasingly strong customers base, it is expected that the commencement of the operation of the Group's newly constructed factory for wires and cable in Kun Shan, Jiangsu Province, the PRC at the end of 2005 will capture the vast opportunities in domestic and export sales emerging in the Yangtze River Delta.

Copper Business

During the period under review, the huge demand for copper products worldwide has driven the growth in the demand for copper, especially in the PRC. The rapid growth in the power and electronic industries as well as the real estate industry have been the momentum behind the demand for copper in PRC. The PRC continued to maintain the first place in terms of the global consumption of copper. Meanwhile, there was an undersupply of copper raw materials, but the copper refining output fell short of the consumption.

During the period under review, the Group operated its copper business through its then approximately 75%-owned listed subsidiary, Hua Yi Copper, and the development of the copper business was at a fast pace. Due to the strong demand for copper products and the continuous growing economy in the PRC, sales of copper rods and related products increased approximately 66.2% or HK\$312,504,000 to HK\$784,558,000 as compared with the corresponding period last year. The high value added downstream products attributed 40% to the total sales of the Group. The Group will gradually increase the percentage of its high value added downstream products in its turnover including stranded copper wires, tinsel copper wires, enamelled copper wires and tin coated copper wires.

Driven by the depreciation of US dollars and bids by funds, copper prices continued to surge. Copper prices quoted on the London Metal Exchange ("LME") reached its recorded high for the past 16 years, the average copper price per tonne quoted on LME was US\$3,379 in March 2005; the average price per tonne on LME was US\$3,000.18 from April 2004 to March 2005, an increase of US\$954.25 or 46.6% per tonne as compared with US\$2,045.93 in the corresponding period last year. In accordance with an article published on 20 June 2005, the red copper storage (紅銅庫存), which was under the regulation of LME, fell to a new low since July 1974 with only 36,150 tonnes left, causing the copper price for a three month period to increase by US\$43 to US\$3,435 per tonne to reach a historical high. Despite the high copper prices, the PRC economy continued to grow at a high rate. It is expected that demand for copper will remain strong.

The Group's copper products business mainly involves in processing, so the costs resulted from higher copper prices will be borne by customers. Furthermore, the Group will have a better bargaining position in light of the undersupply, and will be well poised to seek for a higher gross profit margin.

Connectors and terminals

The sales and profits of the Group's connectors and terminals based in Penang, Malaysia had been recording sound growth since its establishment in 1999. Sales increased from the initial HK\$9,000,000 to over HK\$117,901,000 for the period under review, an increase of 15.2% as compared with the corresponding period last year. The performance has been encouraging. In order to take a proactive approach to enhance the profits of its connectors and terminals businesses, the Group's additional production lines for connectors and terminals in Qingdao, Shangdong Province, the PRC have been duly installed and operations have commenced, and will provide strong support for the Group's connectors and terminals businesses.

Life-like plant and multi-media businesses

The total turnover of the acquired life-like plant and multi-media businesses amounted to HK\$24,211,000, of which sales of the life-like plant products was HK\$22,076,000 and the segment loss was HK\$513,000. Prices of raw materials for its products remained high. Meanwhile, as clients had confirmed the order prices, the Group was not able to transfer the cost increment to the clients, therefore profit margin was under pressure. Sales of the multi-media business amounted to HK\$2,135,000 and the segment loss was HK\$2,039,000. As the Group had adopted aggressive measures to reduce costs and formulated a more efficient production mode, the losses of these businesses were significantly narrowed.

Prospect

In view of China's accession to WTO and the hosting of Olympic Games in 2008 and World Expo in Shanghai in 2010, the market demand for most of the Group's products remains optimistic. Together with the increasing important role of the Yangtze River Delta region, the Group also invested in two new plants in Kunshan, Jiangsu Province, the PRC at the end of last year, in order to expand into cable and wire products and copper wire processing markets in the Yangtze River Delta. One of the two new plants is expected to commence its operations by the end of 2005. Annual production value of the new cable and wire products plant is HK\$250 million. The site area of the plant is 43,000 square metres and its products are mainly cable and wire products for the production of electrical appliances and electronic products. The annual capacity of Hua Yi Copper's other new plant is expected to be 10,000 tonnes of copper wire of different specifications. The plant has an area of 38,000 square metres and will mainly produce high value added downstream copper wire products, including annealed copper wires, tin coated copper wires, stranded copper wires and enamelled copper wires. Besides fulfilling the demand of clients in eastern and northern

China, this program was also in line with the Group's strategic move which aims to enhance its production scale.

Looking forward, other than reinforcing the development of copper products business, the Group also planned to further develop vertically integrated production methods, to strive to develop the high value added downstream products and to enhance profitability. With the valuable experience attained from the manufacturing industry, the Group is committed to developing its core business by adopting various measures, including effective cost control, synergies, prompt response to market changes and maintaining strong sales and marketing initiatives, so as to sustain its competitiveness and to satisfy its clients' needs.

Notwithstanding the Group's confidence of its future development, it will continue to adopt a prudent approach so as to capture the business opportunities as they arise and to generate the best returns for its shareholders.

EMPLOYEES

As at 31 March 2005, the Group had approximately 4,500 employees in Hong Kong, the PRC and overseas. Remuneration policy is reviewed periodically and determined by reference to market terms, company performance, and individual qualifications and performance. Staff benefits include medical schemes, Mandatory Provident Fund scheme for Hong Kong employees, and state-sponsored retirement plans for employees in PRC.

LIQUIDITY AND FINANCIAL RESOURCES

During the year ended 31 March 2005, the Group had implemented a prudent financial management policy. As at 31 March 2005, the Group had cash and bank balances (including pledged bank deposits) amounted to approximately HK\$167 million (2004: HK\$166 million) and net current assets value being over HK\$324 million (2004: HK\$306 million). The Group's gearing ratios as at 31 March 2005 was 0.48 (2004: 0.37), being a ratio of total bank borrowings of approximately HK\$390 million (2004: HK\$295 million) to shareholders' funds of approximately HK\$820 million (2004: HK\$803 million).

As at 31 March 2005, the Group pledged certain properties, plant and machinery, fixed deposits and trade debtors with an aggregate net book value of HK\$191 million (2004: HK\$181 million) to secure general banking facilities granted to the Group.

As at 31 March 2005, the Company has issued guarantees to the extent of approximately HK\$439 million (2004: HK\$389 million) to banks to secure general facilities granted to its subsidiaries, of which, approximately HK\$377 million (2004: HK\$229 million) was utilised. In addition, the Company has given guarantee to a financial institution amounting to approximately HK\$39 million (2004: Nil) in respect of commodity trading of copper by certain subsidiaries.

The transactions of the Group are mostly denominated in HK\$, US\$ and RMB. In managing the foreign currency exchange risk, the Group has adopted a prudent hedging policy through booking of forward foreign exchange contracts with the principal banks.

PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES

Pursuant to the placing and subscription agreements dated 17 June 2004, Chau's Family 1996 Limited placed 54,000,000 ordinary shares of HK\$0.01 each in the capital of the Company to independent investors at a price of HK\$0.27 per share and subscribed for 54,000,000 new ordinary shares of HK\$0.01 each in the capital in the Company at a price of HK\$0.27 per share. The Group had applied the net proceeds of approximately HK\$14.2 million from the subscription for purchasing raw materials.

CHANGE OF FINANCIAL YEAR END DATE

On 20 August 2004, the Directors resolved to change the Group's financial year end date from 31 March to 30 June. Accordingly, the financial year end date of the Group for 2005 will be 30 June 2005.

POST BALANCE SHEET EVENTS

Top-Up Placing of Existing Shares and Subscription of New Shares of Hua Yi Copper Holdings Limited

On 26 April 2005, Skywalk Assets Management Limited ("Skywalk Assets"), a wholly subsidiary of the Company, entered into the top-up placing agreement and the subscription agreement with a top-up placing agent and Hua Yi Copper Holdings Limited ("Hua Yi Copper") respectively. Pursuant to the top-up placing and subscription agreements dated 26 April 2005, Skywalk Assets placed 25,912,000 ordinary shares of HK\$0.20 each in the capital of Hua Yi Copper to independent investors at a price of HK\$0.93 per share (the "Top-Up Placing") and, upon the completion of the Top-Up Placing, subscribed for 25,912,000 new ordinary shares of HK\$0.20 each in the capital of Hua Yi Copper at a price of HK\$0.93 per share (the "Subscription"). The Top-Up Placing and the Subscription were completed on 28 April 2005 and 6 May 2005 respectively.

Prior to the Top-Up Placing and the Subscription, Skywalk Assets had held 397,121,875 shares in Hua Yi Copper, representing approximately 74.99% of the issued share capital of Hua Yi Copper. Upon completion of the Top-Up Placing and the Subscription, Skywalk Assets held 397,121,875 shares in Hua Yi Copper, representing approximately 71.49% of the enlarged issued share capital of Hua Yi Copper.

Placing of Existing Shares and Subscription of New Shares of the Company

Subsequent to 31 March 2005, Chau's Family 1996 Limited entered into the agreements to place and subscribe for new shares in the Company. Pursuant to the placing and subscription agreements dated 24 May 2005, Chau's Family 1996 Limited placed 65,390,000 ordinary shares of HK\$0.01 each in the capital of the Company to independent investors at a price of HK\$0.28 per share and subscribed for 65,390,000 new ordinary shares of HK\$0.01 each in the capital of the Company at a price of HK\$0.28 per share. The net proceeds of approximately HK\$17.8 million from the subscription were used for purchasing raw materials for production of cables and wires.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2005.

CORPORATE GOVERNANCE

Audit Committee

The Audit Committee has reviewed with management and the external auditors the accounting principles and practices adopted by the Group and discussed financial reporting matters including the review of the unaudited financial statements for the year ended 31 March 2005.

Compliance with the Code of Best Practice

In the opinion of the Directors, the Company has complied throughout the year ended 31 March 2005 with the Code of Best Practice as set out in Appendix 14 of The Rules Governing the Listing of Securities of the Stock Exchange except that the independent non-executive directors are not appointed for a specific term.

PUBLICATION OF INTERIM RESULTS ON THE STOCK EXCHANGE'S WEBSTIE

All the information on the Company's interim results required by paragraphs 46(1) to 46(6) of Appendix 16 to The Rules Governing the Listing of Securities on the Stock Exchange will be published on the Stock Exchange's website in due course.

By order of the board
Solartech International Holdings Limited
Chau Lai Him

Chairman and Managing Director

Hong Kong SAR, 27 June 2005

As at the date of this announcement, the executive Directors are Mr. Chau Lai Him, Mr. Zhou Jin Hua, Mr. Lau Man Tak, Mr. Liu Jin Rong and the independent non-executive Directors are Mr. Lo Kao Cheng, Mr. Lo Wai Ming and Mr. Chung Kam Kwong.

"Please also refer to the published version of this announcement in The Standard."