

Argos

ARGOS ENTERPRISE (HOLDINGS) LIMITED

雅高企業(集團)有限公司

(Incorporated in Hong Kong with limited liability)

Argos



THIRD QUARTERLY
REPORT
2005

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This report, for which the directors of ARGOS ENTERPRISE (HOLDINGS) LIMITED collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to ARGOS ENTERPRISE (HOLDINGS) LIMITED. The directors of ARGOS ENTERPRISE (HOLDINGS) LIMITED, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

HIGHLIGHTS

- Achieved a turnover of approximately HK\$97,027,000 for the nine months ended 30th September 2005, representing an increase of approximately 29.1% as compared with the turnover for the corresponding period in 2004.
- Recorded a loss attributable to shareholders of HK\$348,000 and HK\$755,000 for the nine months and three months ended 30th September 2005 respectively.
- Loss per share was approximately HK0.19 cents.
- The directors do not recommend payment of an interim dividend for the nine months ended 30th September 2005.
- The management of the Group will speed up its investigation and exploration of alternatives for reducing fuel consumption as well as the negotiation with the relevant authorities in the PRC for raising the bus fares and/or subsidies from the government in order to improve the profitability of the Group.



THIRD QUARTERLY RESULTS (UNAUDITED)

For the nine months ended 30th September 2005

The Board of Directors (the "Board") hereby announce the unaudited consolidated results of the Company and its subsidiaries (together the "Group") for the nine months and three months ended 30th September 2005 together with comparative unaudited figures for the corresponding periods in 2004 (the "Relevant Periods") as follows:

	Note	Nine months ended 30th September		Three months ended 30th September	
		2005 HK\$'000	2004 HK\$'000	2005 HK\$'000	2004 HK\$'000
TURNOVER	2	97,027	75,128	33,089	25,450
COST OF BUS SERVICES RENDERED		<u>(85,487)</u>	<u>(64,235)</u>	<u>(29,445)</u>	<u>(22,785)</u>
GROSS PROFIT		11,540	10,893	3,644	2,665
OTHER REVENUE	2	7,445	9,151	2,127	3,697
ADMINISTRATIVE EXPENSES		<u>(15,085)</u>	<u>(12,909)</u>	<u>(5,375)</u>	<u>(4,000)</u>
PROFIT FROM OPERATIONS		3,900	7,153	397	2,362
INTEREST INCOME		331	23	175	9
FINANCE COSTS	3	<u>(1,763)</u>	<u>(1,874)</u>	<u>(577)</u>	<u>(680)</u>
PROFIT (LOSS) BEFORE TAXATION		2,468	5,284	(5)	1,691
TAXATION	4	<u>(698)</u>	<u>(413)</u>	<u>(170)</u>	<u>(60)</u>
PROFIT (LOSS) BEFORE MINORITY INTERESTS		1,770	4,871	(175)	1,631
MINORITY INTERESTS		<u>(2,118)</u>	<u>(2,870)</u>	<u>(580)</u>	<u>(806)</u>
PROFIT (LOSS) ATTRIBUTABLE TO SHAREHOLDERS		<u>(348)</u>	<u>2,001</u>	<u>(755)</u>	<u>825</u>
EARNINGS (LOSS) PER SHARE – BASIC (CENTS)	5	<u>(0.19)</u>	<u>1.11</u>	<u>(0.42)</u>	<u>0.46</u>



Notes:

1. **Basis of preparation and principal accounting policies**

The Group's financial statements have been prepared under the historical cost convention and in accordance with the Hong Kong Statements of Standard Accounting Practice issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the disclosure requirements set out in Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The accounting policies adopted in preparing the unaudited third quarterly results are consistent with those adopted in the preparation of the annual audited financial statements for the year ended 31st December 2004.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant intra-group transactions and balances within the Group have been eliminated on consolidation.

2. **Turnover and revenue**

The Group is engaged in the rendering of bus services through public routes, tourist routes, hire-a-bus and employee services, sub-contracting, rental, sightseeing ticket sales and touring as well as management fees. Revenue recognized during the Relevant Periods are as follows:

	Nine months ended 30th September		Three months ended 30th September	
	2005 HK\$'000	2004 HK\$'000	2005 HK\$'000	2004 HK\$'000
Turnover				
Related bus services				
– Public routes	55,895	46,227	18,690	16,912
– Tourist routes	6,742	6,632	2,421	1,860
– 'Hire a bus' and employee service	10,040	5,566	3,467	1,389
Sub-contracting	12,273	12,706	4,092	3,992
Rental	831	1,186	293	199
Sightseeing ticket sales & touring	10,048	1,416	3,736	699
Management fee	1,198	1,395	390	399
	97,027	75,128	33,089	25,450
Other revenue				
Advertising income on fleet body	2,608	3,183	713	1,649
Subsidy from local authority	3,552	4,617	1,212	1,189
Sundries	1,285	1,351	202	859
	7,445	9,151	2,127	3,697
Total revenue	104,472	84,279	35,216	29,147



3. Finance costs

	Nine months ended		Three months ended	
	30th September		30th September	
	2005	2004	2005	2004
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Interest on bank loans and overdrafts	<u>1,763</u>	<u>1,874</u>	<u>577</u>	<u>680</u>

4. Taxation

The taxation charge comprises:

	Note	Nine months ended		Three months ended	
		30th September		30th September	
		2005	2004	2005	2004
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong profits tax	(i)		-		-
Overseas taxation	(ii)	<u>698</u>	<u>413</u>	<u>170</u>	<u>60</u>
		<u>698</u>	<u>413</u>	<u>170</u>	<u>60</u>

(i) No provision for Hong Kong profits tax has been made as the Group did not have assessable profit subject to Hong Kong Profits Tax during the relevant periods.

(ii) Taxation arising in other jurisdiction is calculated at the rates prevailing in the respective jurisdiction.

5. Earnings (Loss) per share

The calculation of the basic loss per share is based on loss from the ordinary activities attributable to shareholders for the nine months and three months ended 30th September 2005 of -HK\$348,000 and -HK\$755,000 respectively (2004: HK\$2,001,000 and HK\$825,000) and on 180,000,000 (2004: 180,000,000) shares in issue during the periods.

There were no potentially dilutive shares outstanding during the Relevant Periods. No dilutive earnings (loss) per share is presented.



6. Reserves

	Exchange Reserve HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	General reserves HK\$'000	Retained earnings HK\$'000	Total HK\$'000
As at 1st January 2005	377	29,200	(490)	3,227	15,618	47,932
Net loss for the period					(348)	(348)
Translation of financial Statements of Overseas subsidiaries	1,345					1,345
As at 30th September 2005	<u>1,722</u>	<u>29,200</u>	<u>(490)</u>	<u>3,227</u>	<u>15,270</u>	<u>48,929</u>

In accordance with the relevant PRC regulations, subsidiaries of the Company established in the PRC are required to transfer a certain percentage of their profit after taxation, if any, to the general reserve which comprise of the statutory reserve and the enterprise expansion fund. The percentage of the transfer is determined by the Board of directors of the subsidiaries.

The above reserves are non-distributable and calculated by reference to the PRC statutory financial statements of these subsidiaries.

7. Interim dividend

The Board does not recommend the payment of any dividend for the nine months ended 30th September 2005 (2004: Nil).

BUSINESS REVIEW

The unaudited turnover of the Group increased by 29.1% to approximately HK\$97,027,000 compared with the turnover for the corresponding period in 2004.

However, the Group recorded a loss of HK\$348,000 and HK\$755,000 for the nine months and three months ended 30th September 2005 respectively.

During the period under review, the oil prices in the international market reached its record high on several occasions and maintained at an extremely high level. Despite the exercise of tight cost control on the Group's operations, the high oil prices brought tremendous negative impact the profitability of the Group's operations.



FUTURE PROSPECTS

Besides the exercise of tight cost control, the management of the Group will speed up its investigation and exploration of alternatives for reducing fuel consumption as well as the negotiation with the relevant authorities in the PRC for raising the bus fares and/or subsidies from the government in order to improve the profitability of the Group.

DIRECTORS' SHAREHOLDING INTERESTS IN THE COMPANY

As at the 30th September 2005, the following Directors have the following interests in the share capital of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Section 347 of the SFO (including interests which they were taken or deemed to have under Section 344 of the SFO), or which required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Name	Type of interest	Number of issued share held
Mr. Yeung Wai Hung	Corporate	1,400,000 (Notes 1 and 2)

As at 30th September 2005, none of the Directors held any long or short positions in the share capital of the Company or (in respect of positions held pursuant to equity derivatives) underlying shares or in debentures of the Company or its associated corporations.

Notes:

1. Under Part XV of the SFO, Mr. Yeung Wai Hung is personally interested in 2,000 shares in Sinoman International Limited and 150 shares in Metro Line Tours Limited
2. By virtue of Part XV of the SFO, Mr. Yeung Wai Hung is deemed to be interested in the entire issued capital of Cherikoff Bakery & Confections Limited which is interested in 1,400,000 shares in the Company.



SHARE OPTION SCHEME

On 31st July 2001, a share option scheme was approved by a written resolution of all the shareholders of the Company under which the Directors may, at their discretion, grant options to themselves and the full-time employees of the Group entitling them to subscribe for shares representing up to a maximum of 10 per cent. of the shares in the Company in issue from time to time (excluding shares which have been allotted and issued pursuant to the share option scheme). During the period from 13th August 2001 to 30th September 2005, no option has been granted or agreed to be granted to the Directors under the scheme.

At no time during the nine months ended 30th September 2005 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse or children under 18 years of age to acquire the benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from the share option scheme (under which no option has yet been granted or agreed to be granted) referred to above, at no time during the nine months ended 30th September 2005 was any of the Company or any associated corporation a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in the Company or any other body corporate and none of the Directors, or their spouses or children under the age of the 18, had any right to subscribe for the Shares in the Company, or had exercised any such rights.



SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

As at 30th September 2005, the register of substantial shareholders (other than a Director) maintained under section 336 of the SFO showed that the Company had been notified of substantial shareholding interests, being 5% or more of the Company's issued share capital, as follows:

Name	Notes	Number of Shares	Percentage of issued share capital
Sino Market Enterprises Limited	1	126,000,000	70%
Sinoman International Limited	1	126,000,000	70%
Twilight Enterprises Limited	2	126,000,000	70%
Kenworth Enterprises Limited	7	126,000,000	70%
Wilson Wong	3-4	126,000,000	70%
Chiu Gee Chai	5	126,000,000	70%

As at 30th September 2005 none of the above-listed substantial shareholders held any long or short positions in the share capital of the Company or (in respect of positions held pursuant to equity derivatives) underlying shares or in debentures of the Company or its associated corporations.

Notes:

1. These 126,000,000 shares are held by Sino Market Enterprises Limited which is beneficially owned as to 61.03 per cent. by Sinoman International Limited and as to 34.97 per cent. by Kenworth Enterprises Limited.
2. Sinoman International Limited is beneficially owned as to 80 per cent. by Twilight Enterprises Limited which is beneficially owned as to 50 per cent. by Mr. Wilson Wong, the former executive Director and Managing Director, and as to 50 per cent. by Madam Chiu Gee Chai, the wife of Mr. Wilson Wong.
3. Mr. Wilson Wong is deemed to be interested in 126,000,000 shares under Part XV of the SFO.
4. Under Part XV of the SFO, Mr. Wilson Wong is deemed to be interested in the entire issued share capital of Argos Bus Services Company Limited, Argos Bus Services (China) Company Limited, Moving Step Limited and Ming Tak Transportation Service Co., Limited, 80 per cent. of the issued share capital of Sinoman International Limited and 50 per cent. of the issued share capital of each of Twilight Enterprises Limited, Ringloma Limited, Metro Line Tours Limited and Goldspark HK Tours Limited.



5. By virtue of Part XV of the SFO, Madam Chiu Gee Chai is deemed to be interested in 126,000,000 shares.
6. By virtue of Part XV of the SFO, each of Sino Market Enterprises Limited, Sinoman International Limited, Kenworth Enterprises Limited, Twilight Enterprises Limited and Madam Chiu Gee Chai is deemed to be interested in 500,000 ordinary shares in Argos Bus Services (China) Company Limited, a subsidiary of the Company.
7. The issued share capital of Kenworth Enterprises Limited is beneficially owned by Mr. Wong Wah Sang, an executive Director and chairman of the Company, as to 22.23 per cent., Mr. Wong Man Fung, Anthony as to 11.11 per cent., Mr. Wong Man Che, Edward as to 11.11 per cent., Mr. Wong Man Ka, Stephen as to 11.11 per cent., Ms. Wong Man Hing, Alice, the wife of Mr. Kwan Yan Ming, as to 11.11 per cent., Mr. Wong Man Chiu, Ronnie, an executive Director of the Company, as to 11.11 per cent., Mr. Wong Man Kon, John as to 11.11 per cent. and Mr. Wong Man Kong, Peter as to 11.11 per cent.. Mr. Wong Wah Sang is the father of the other shareholders mentioned above and is also the elder brother of Mr. Wong, Wilson, the former executive Director and Managing Director.

Same as disclosed above, no person has registered an interest or short position in the share capital of the Company that was required under Section 324 of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30th September 2005.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference based upon the guidelines recommended by the Hong Kong Institute of Certified Public Accountants. The primary duties of the audit committee are the review and supervision of the Company's financial reporting process and internal control systems. The audit committee comprised three independent non-executive Directors of the Company, namely Mr. Sung Wai Tak, Herman, Mr. Cheung Man Yau, Timothy and Mr. Wong Lit Chor, Alexis.

The audit committee has reviewed with management, the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited consolidated third quarterly financial statements for the nine months ended 30th September 2005.



BOARD PRACTICES AND PROCEDURES

During the nine months ended 30th September 2005, the Company has complied with the board practices and procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.

COMPETING INTERESTS

The Directors have substantial experience in the operation of transportation companies especially bus services, with over 20 years of experience in the operation of such services in Hong Kong. Such operations in Hong Kong are mainly trading under the names of Argos Bus Services Co., Ltd. ("Argos Hong Kong"), a fellow subsidiary of the Company, and Goldspark HK Tours Limited, indirectly owned subsidiary of Argos Hong Kong, and Metro Line Tours Limited, owned 50 per cent. by Twilight Enterprises Limited and 15 per cent by Mr. Yeung Wai Hung.

Same as disclosed above, none of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) has an interest in a business which competes or may compete with the business of the Group.

By order of the Board
Argos Enterprise (Holdings) Limited
Wong Wah Sang
Chairman

Hong Kong, 7th November 2005

As of the date hereof, the executive directors are Mr. Wong Wah Sang (Chairman), Mr. Wong Man Chiu, Ronnie and Mr. Yeung Wai Hung; the non-executive director is Mr. Wilkie Wong; while the independent non-executive directors are Messrs. Sung Wai Tak, Herman, Cheung Man Yau, Timothy and Wong Lit Chor, Alexis.

