

**Combine Will International Holdings Limited**  
(Incorporated in Cayman Islands)  
(Co. Reg. No: MC-196613)

**FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT FOR THE SECOND QUARTER AND THREE MONTHS ENDED 30 JUNE 2012**

**PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS**

**1(a)(i) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.**

	The Group							
	3 months ended 30 June				6 months ended 30 June			
	2012	2011	Change	%	2012	2011	Change	%
	HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000	HK\$'000	
<b>Revenue</b>	379,601	467,296	(87,695)	(18.77)	732,173	920,895	(188,722)	(20.49)
Cost of sales	(340,383)	(410,492)	(70,109)	(17.08)	(638,026)	(796,079)	(158,053)	(19.85)
<b>Gross Profit</b>	39,218	56,804	(17,586)	(30.96)	94,147	124,816	(30,669)	(24.57)
Other income	9,456	6,011	3,445	57.31	15,683	12,059	3,624	30.05
Selling and distribution expenses	(6,396)	(9,072)	(2,676)	(29.50)	(15,563)	(19,051)	(3,488)	(18.31)
Administrative expenses	(24,473)	(23,635)	838	3.55	(57,144)	(58,133)	(989)	(1.70)
<b>Profit From Operations</b>	17,805	30,108	(12,303)	(40.86)	37,123	59,691	(22,568)	(37.81)
Finance costs	(3,920)	(6,061)	(2,141)	(35.32)	(9,137)	(12,028)	(2,891)	(24.04)
Loss on disposal of subsidiaries	(36)	-	36	-	(36)	-	36	-
<b>Profit Before Tax</b>	13,849	24,047	(10,198)	(42.41)	27,950	47,663	(19,713)	(41.36)
Income tax expense	(3,714)	(4,578)	(864)	(18.87)	(6,504)	(9,625)	(3,121)	(32.43)
<b>Profit for the period</b>	10,135	19,469	(9,334)	(47.94)	21,446	38,038	(16,592)	(43.62)
<b>Attributable to:</b>								
Owners of the Company	10,381	14,307	(3,926)	(27.44)	20,418	29,805	(9,387)	(31.49)
Non-controlling interests	(246)	5,162	(5,408)	(104.77)	1,028	8,233	(7,205)	(87.51)

**1(a)(ii) Statement of Comprehensive Income for the quarter ended 30 June 2012**

	The Group							
	3 months ended 30 June				6 months ended 30 June			
	2012	2011	Change	%	2012	2011	Change	%
	HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000	HK\$'000	
<b>Profit for the period</b>	10,135	19,469	(9,334)	(47.94)	21,446	38,038	(16,592)	(43.62)
<b>Other comprehensive income for the period, net of tax</b>								
Exchange difference on translating foreign operations	(2,468)	1,247	(3,715)	(297.91)	(504)	4,715	(5,219)	(110.69)
<b>Total comprehensive income for the period</b>	7,667	20,716	(13,049)	(62.99)	20,942	42,753	(21,631)	(50.60)

<b>Attributable to:</b>								
Owners of the Company	7,913	15,554	(7,641)	(49.13)	19,914	34,520	(14,606)	(42.31)
Non-controlling interests	(246)	5,162	(5,408)	(104.77)	1,028	8,233	(7,205)	(87.51)

**Note:**

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

	3 months ended 30 June		6 months ended 30 June	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Depreciation	13,250	13,349	26,582	26,906
Interest income	(913)	(2,216)	(2,756)	(3,675)
Interest on bank loans and overdrafts	3,920	6,061	9,137	12,028
Exchange difference, net	1,016	(3,963)	1,122	(4,735)

**1(b)(i) A balance sheet (for the issuer and the group), together with a comparative statement as at the end of the immediately preceding financial year.**

	The Group		The Company	
	At 30.06.2012	At 31.12.2011	At 30.06.2012	At 31.12.2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Non-current assets</b>				
Property, plant and equipment	290,144	303,626	-	-
Investments in subsidiaries	-	-	310,205	310,205
Goodwill	2,417	2,417	-	-
	292,561	306,043	310,205	310,205
<b>Current assets</b>				
Inventories	494,248	442,813	-	-
Trade and bills receivables	313,737	378,132	-	-
Prepayments, deposits and other receivables	184,026	180,251	-	-
Current tax assets	19,414	20,336	-	-
Due from subsidiaries	-	-	151,513	151,513
Pledged bank deposits	-	329,639	-	-
Bank and cash balances	117,086	108,726	109	109
	1,128,511	1,459,897	151,622	151,622
<b>Total assets</b>	<b>1,421,072</b>	<b>1,765,940</b>	<b>461,827</b>	<b>461,827</b>
<b>Current liabilities</b>				
Trade and bills payables	206,980	196,570	-	-
Accruals and other payables	146,959	192,720	455	455
Term loans	-	326,531	-	-
Short-term borrowings	241,804	214,943	-	-
Long-term borrowings	49,307	53,393	-	-
Current tax liabilities	24,304	27,260	-	-
	669,354	1,011,417	455	455
<b>Non-current liabilities</b>				
Long-term borrowings	117,529	141,276	-	-
Deferred tax liabilities	3,140	3,140	-	-
	120,669	144,416	-	-
<b>Total liabilities</b>	<b>790,023</b>	<b>1,155,833</b>	<b>455</b>	<b>455</b>
	<b>631,049</b>	<b>610,107</b>	<b>461,372</b>	<b>461,372</b>
<b>Equity attributable to owners of the Company</b>				
Share capital	246,000	246,000	246,000	246,000
Reserves	359,910	339,996	215,372	215,372

Non-controlling interests	605,910 25,139	585,996 24,111	461,372 -	461,372 -
<b>Total equity</b>	<b>631,049</b>	<b>610,107</b>	<b>461,372</b>	<b>461,372</b>

**1(b)(ii) Aggregate amount of group's borrowings and debt securities.**

**Amount repayable in one year or less, or on demand**

As at 30 June 2012	As at 31 December 2011
Secured	Secured
HK\$'000	HK\$'000
291,111	594,867

**Amount repayable after one year**

As at 30 June 2012	As at 31 December 2011
Secured	Secured
HK\$'000	HK\$'000
117,529	141,276

**Details of collaterals**

The Group's banking facilities are secured by cross corporate guarantees executed by the group companies, and the guarantee issued by the Government of the Hong Kong Special Administrative Region.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	The Group			
	3 months ended 30 June		6 months ended 30 June	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Cash flows from operating activities</b>				
Profit before tax	13,849	24,047	27,950	47,663
Adjustments for :				
Depreciation	13,250	13,349	26,582	26,906
Interest income	(913)	(2,216)	(2,756)	(3,675)
Finance costs	3,920	6,061	9,137	12,028
<b>Operating profit before working capital changes</b>	<b>30,106</b>	<b>41,241</b>	<b>60,913</b>	<b>82,922</b>
Increase in inventories	(28,087)	(36,949)	(51,435)	(99,227)
Decrease/(Increase) in trade and bills receivables	24,594	(41,246)	64,395	(34,686)
Decrease/(Increase) in prepayments, deposits and other receivables	3,485	(3,660)	(3,775)	(28,015)
Increase in trade and bills payables	8,471	13,512	10,410	7,701
(Decrease)/Increase in accruals and other payables	(26,757)	15,696	(45,761)	40,646
<b>Cash generated from/(used in) operations</b>	<b>11,812</b>	<b>(11,406)</b>	<b>34,747</b>	<b>(30,659)</b>
Interest paid	(3,920)	(6,061)	(9,137)	(12,028)
Income tax paid	(2,226)	(738)	(8,538)	(9,004)
<b>Net cash generated from/(used in) operating activities</b>	<b>5,666</b>	<b>(18,207)</b>	<b>17,072</b>	<b>(51,692)</b>
<b>Cash flows from investing activities</b>				
Decrease/(Increase) in pledged bank deposits	193,814	(195,055)	329,639	(330,071)
Purchase of property, plant and equipment	(8,260)	(32,563)	(13,204)	(36,680)
Interest received	913	2,216	2,756	3,675
<b>Net cash generated from/(used in) investing activities</b>	<b>186,467</b>	<b>(225,402)</b>	<b>319,191</b>	<b>(363,076)</b>
<b>Cash flows from financing activities</b>				
Inception of new term loans	-	192,687	-	326,411
Repayment of term loans	(192,728)	-	(326,531)	-
Repayment of short-term bank loans	-	-	(20,000)	-
Repayment of long-term borrowings	(13,781)	(9,320)	(27,833)	(18,093)
Net advance of trust receipt and import loans	46,266	38,509	48,757	38,183
Dividends paid to owners of the Company	-	(2,052)	-	(2,052)
<b>Net cash (used in)/generated from financing activities</b>	<b>(160,243)</b>	<b>219,824</b>	<b>(325,607)</b>	<b>344,449</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>31,890</b>	<b>(23,783)</b>	<b>10,656</b>	<b>(70,317)</b>
<b>Cash and cash equivalents at beginning of the period</b>	<b>87,563</b>	<b>116,776</b>	<b>106,830</b>	<b>160,009</b>
Net effect of exchange rate changes in consolidating subsidiaries	(2,367)	2,839	(400)	6,140
<b>Cash and cash equivalents at end of the period</b>	<b>117,086</b>	<b>95,832</b>	<b>117,086</b>	<b>95,832</b>

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

The Group	Attributable to the owners of the Company							Non-controlling interests HK\$'000	Total HK\$'000
	Share capital	Share premium	Merger reserve	Statutory reserve	Translation reserve	Retained earnings	Subtotal		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
At 1 January 2012	246,000	26,488	-	2,057	50,011	261,440	585,996	24,111	610,107
Total comprehensive income for the period	-	-	-	-	(504)	20,418	19,914	1,028	20,942
<b>At 30 June 2012</b>	<b>246,000</b>	<b>26,488</b>	<b>-</b>	<b>2,057</b>	<b>49,507</b>	<b>281,858</b>	<b>605,910</b>	<b>25,139</b>	<b>631,049</b>
At 1 January 2011	246,000	26,488	-	2,057	33,252	241,900	549,697	16,297	565,994
Total comprehensive income for the period	-	-	-	-	4,715	29,805	34,520	8,233	42,753
Dividends to owners	-	-	-	-	-	(21,021)	(21,021)	-	(21,021)
<b>At 30 June 2011</b>	<b>246,000</b>	<b>26,488</b>	<b>-</b>	<b>2,057</b>	<b>37,967</b>	<b>250,684</b>	<b>563,196</b>	<b>24,530</b>	<b>587,726</b>

The Company	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 January 2012	246,000	26,488	130,205	58,679	461,372
Total comprehensive income for the period	-	-	-	-	-
<b>At 30 June 2012</b>	<b>246,000</b>	<b>26,488</b>	<b>130,205</b>	<b>58,679</b>	<b>461,372</b>
At 1 January 2011	246,000	26,488	130,205	60,000	462,693
Total comprehensive income for the period	-	-	-	19,700	19,700
Dividends to owners	-	-	-	(21,021)	(21,021)
<b>At 30 June 2011</b>	<b>246,000</b>	<b>26,488</b>	<b>130,205</b>	<b>58,679</b>	<b>461,372</b>

- 1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on.**

**State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

During the three months ended 30 June 2012, the Company did not allot nor issue any shares, nor grant any share options under the Employee Share Option Scheme.

As at 30 June 2012, there were no outstanding share options / warrants / convertible securities / treasury shares.

- 1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

32,800,000 ordinary shares of HK\$7.50 each as at 31 December 2011.

32,800,000 ordinary shares of HK\$7.50 each as at 30 June 2012.

- 1(d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

Not applicable

- 2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.**

The figures have not been audited or reviewed by the Company's auditors.

- 3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable

- 4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has adopted the same accounting policies and methods of computation for the current reporting period as those used in preparing for the audited financial statements for the year ended 31 December 2011.

- 5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

The Group adopted all the new and revised International Financial Reporting Standards ("IFRSs") that are relevant to its operations and effective for accounting period beginning on 1 January 2012. The adoption of these new and revised IFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current period.

6. **Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	The Group			
	Three months ended 30 June		Six months ended 30 June	
	2012	2011	2012	2011
	HK cents	HK cents	HK cents	HK cents
Earnings per ordinary share for the period based on the net profit for the period				
(a) Based on weighted average number of ordinary shares issued; and	31.65	43.62	62.25	90.87
(b) On a fully diluted basis	N/A	N/A	N/A	N/A

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Company of approximately HK\$10,381,000 (Q2 2011: HK\$14,307,000) by the weighted average number of ordinary shares issued of 32,800,000 (Q2 2011: 32,800,000) during the Q2 2012.

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Company of approximately HK\$20,418,000 (HY 2011: HK\$29,805,000) by the weighted average number of ordinary shares issued of 32,800,000 (HY 2011: 32,800,000) during the HY 2012.

The Group did not have any dilutive potential shares for the Q2 2012 and Q2 2011.

7. **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:**  
**(a) current financial period reported on; and**  
**(b) immediately preceding financial year.**

	The Group		The Company	
	30/06/2012	31/12/2011	30/06/2012	31/12/2011
	HK cents	HK cents	HK cents	HK cents
Net asset value per ordinary share based on issued share capital at the end of the year:	1,847.29	1,786.57	1,406.62	1,406.62
Number of ordinary shares issued	32,800,000	32,800,000	32,800,000	32,800,000

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:**  
**(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**  
**(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

### 8.1 Revenue

In Q2 2012, the Group's overall revenue decreased by HK\$87.7 million or 18.8%, from HK\$467.3 million in Q2 2011 to HK\$379.6 million in Q2 2012. The breakdown in the performance by the Group's three business segments is as follows:



Business Segment	(+/-) in HK\$	%	Comments
ODM/OEM	-0.2m	-0.1	-
Moulds and Toolings	-21.2m	-30.9	The decreased revenue was due to a result of uncertain global economic conditions which led to a decrease in demand for our products.
Machine Sales	-66.3m	-63.2	The decreased revenue was due to a slow-down in orders from our manufacturing customers in China.

*Increase/Decrease in revenue by geographical segments for Q2/2012*

Region	(+/-) in HK\$	%	Comments
Asia	-93.7m	-24.1	The decrease in revenue from Asia was due to a general decline in sales to our customers in Asia both by the ODM/OEM and Machine Sales business segments, which was offset by one of our major customers changing of its point of purchase from North America and Europe to Singapore.
North America	-7.5m	-42.9	The decrease in revenue from North America was mainly due to one of our major customers changing its point of purchase from North America and Europe to Singapore.
Europe	+13.5m	+22.4	The increase in revenue from Europe was mainly due to the increase in sales to this region by Moulds and Toolings business segment, which was partially offset by the change in point of purchase of one of our major customers from Europe to Asia.

## 8.2 Gross profit and gross profit margin

In Q2 2012, the Group's gross profit decreased by 31.0% or HK\$17.6 million, generating gross profit margin of 10.3% (Q2 2011: 12.2%). The breakdown according to business segments is as follows:

Business Segment	(+/-) in HK\$	%	Comments
ODM/OEM	+8.0m	+41.4	The increase in gross profits and improvement in gross profit margins were due to the improved costs savings resulting from increased productivity, which resulted from our focus on the increased use of automation, more efficient technical design and better production planning.
Moulds and Toolings	-10.6m	-73.3	The decrease in gross profit was primarily due to price pressures experienced as a result of the slowdown in the U.S and European economies which led to a shrinkage of demand and increased competition for orders from customers.

Machine Sales	-15.0m	-65.6	The decrease in gross profit and gross margin was due to a combination of decrease in revenue and price pressure as a result of the slowdown in the U.S and European economies, which in turn impacted China manufacturers.

### 8.3 Other Income

The Group's other income increased by HK\$3.4 million or 57.3%, from HK\$6.0 million in Q2 2011 to HK\$9.5 million in Q2 2012 mainly in the Mould Engineering Income which arose from the customers' requests for our assistance the design and production of their moulds of the ODM/OEM business.

### 8.4 Selling and distribution expenses

The Group's selling and distribution expenses decreased by HK\$2.7 million or 29.5%, from HK\$9.1 million in Q2 2011 to HK\$6.4 million in Q2 2012 mainly due to the decrease in percentage of CIF trading terms as compared to ex-factory.

### 8.5 Administrative expenses

The Group's administrative expenses increased by HK\$0.8 million or 3.6%, from HK\$23.6 million in Q2 2011 to HK\$24.5 million in Q2 2012 due to an increase in labor costs.

### 8.6 Finance Costs

Finance costs decreased by HK\$2.1 million or 35.3%, from HK\$6.1 million in Q2 2011 to HK\$3.9 million in Q2 2012 mainly due to positive results of cash flow management to improve liquidity.

### 8.7 Income Tax Expenses

Income tax expense decreased by HK\$0.9 million or 18.8%, from HK\$4.6 million in Q2 2011 to HK\$3.7 million in Q2 2012 mainly due to lower tax provisions relating to the decrease in profit in Machine Sales.

## Financial position as at 30 Jun 2012

### 8.8 Non-current assets

The Group's non-current assets stood at HK\$292.5 million, a decrease of 4.4% or HK\$13.5 million, due mainly to the increase in property, plant and equipment of HK\$13.2 million which was partially offset against the depreciation expense of HK\$26.6 million charged for the period ended 30 June 2012.

### 8.9 Current assets

The Group's current assets stood at HK\$1,128.5 million, a decrease of HK\$331.4 million or 22.7%, mainly due to:

- a decrease in trade and bills receivables of HK\$64.4 million due to a general decrease in

- sales as well as timely recovery of the receivables;
- a decrease in pledged bank deposit of HK\$329.6 million; and
  - a decrease in current tax assets of HK\$0.9 million due mainly to provisional income tax during the period set off against income tax prepaid.

which were offset by :

- an increase in inventories of HK\$51.4 million due to a ramp up of our production activity to meet customers' orders for Q3's delivery schedule;
- an increase in prepayments, deposits and other receivables of HK\$3.8 million due to an increase in purchase deposit paid to suppliers; and
- an increase in bank and cash balances of HK\$8.4 million mainly due to our timely recovery of the receivables.

### 8.10 Current liabilities

The Group's current liabilities stood at HK\$669.3 million, a decrease of HK\$342.1 million or 33.8%, mainly due to:

- a decrease in accruals and other payables of HK\$45.8 million due to decreased amount of customer deposits derived from Moulds & Tools and Machine Sales business segments;
- a decrease in term loans of HK\$326.5 million due to the repayment of loan;
- a decrease in current tax liabilities of HK\$3.0 million due to the payment of tax net of the income tax charged for the period; and
- a decrease in current portion of long-term borrowings of HK\$4.1 million due to the repayment of long-term borrowings according to the payment schedule.

which were offset by

- an increase in short-term borrowings of approximately HK\$26.9 million mainly to finance our short term working capital requirements; and
- an increase in trade and bills payables amounting to approximately HK\$10.4 million due to purchase needs to meet the customers delivery schedule.

### 8.11 Non-current liabilities

The decrease in long-term borrowings is mainly due to the repayment of long-term borrowings according to the payment schedule.

### 8.12 Statement of Cash Flows

The Group's cash resources of HK\$117.1 million are considered adequate for current operational needs. The net increase in cash and cash equivalents of HK\$10.7 million held by the Group for the 6 months ended 30 June 2012 comprised:

- Net cash generated from operating activities of HK\$17.1 million, due to higher utilization of working capital to meet customers' delivery schedule;
- Net cash generated from investing activities of HK\$319.2 million; and
- Net cash used in financing activities of HK\$325.6 million.

## 9. **Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

Not applicable

**10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

The Company's performance continues to be underpinned by the uncertainties over the Eurozone crisis and China's economic slowdown and will face challenges with slower customer orders amidst lower demand for its products. Sales for all three product lines were lower with corresponding reduced profits.

During Q2 2012, the Company announced measures to accelerate the consolidation and streamlining of its business operations with the disposal of its shares in Altrust Japan Corporation ("Altrust Japan") and liquidation of Advanced Precision Tooling USA LLC ("Apt USA") ("Proposed Consolidation"). It is also proceeding with the investment in a new production facility in Wuzhou in the Guangxi Province, PRC ("Guangxi Expansion").

**ODM/OEM**

While economic conditions remain challenging, the Company is proceeding with the Guangxi Expansion which it expects to reap cost efficiencies from a more competitive wage structure, tax incentives and government subsidies. The Company also believes that the investment will put the Company in good stead in preparation for any improvement in economic conditions and better position the Company to secure new orders or increased orders from existing customers.

The Company remains cautiously optimistic of the ODM/OEM business and will continue to remain focused on building up its ODM/OEM capabilities and lowering costs where possible.

**Moulds and Toolings**

With tough market conditions and uncertain future prospects facing the Moulds and Toolings business segment, the Company is looking to consolidate and streamline this business segment. The Company is completing the disposal of its shares in Altrust Japan and the liquidation of APT USA, of which 60% is held by the Company, as announced on 23 May 2012.

The Proposed Consolidation is not expected to have a significant impact on the financial position and results of the Group.

The Company will also consider measures to reduce costs in this business segment.

**Machine Sales**

In view of the slowdown in China's economy, business prospects for the Machine Sales business segment is expected to remain challenging and Company will focus on increasing marketing efforts to maintain existing relationships while securing new ones.

Overall, whilst business conditions are uncertain, barring unforeseen circumstances, the Company remains confident of its future prospects and expects to remain profitable for the year.

**11. Dividend**

**(a) Current Financial Period Reported On**

Any dividend declared for the current financial period reported on?

No

**(b) Corresponding Period of the Immediately Preceding Financial Year**

Any dividend declared for the corresponding period of the immediately preceding financial year?

No

**(c) Date payable**

Not applicable

**(d) Books closure date**

Not applicable

**12. If no dividend has been declared/recommendeded, a statement to that effect.**

No dividend has been declared/recommendeded for the current period reported on.

**13. If the group has obtained a general mandate from shareholders of IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

No IPT mandate has been obtained for the current period reported on.

**14. Negative Assurance Confirmation Pursuant To Rule 705(4) of the Listing Manual**

We, Tam Jo Tak, Dominic and Chiu Hau Shun, Simon, being two Directors of Combine Will International Holdings Limited (the "Company"), do hereby confirm on behalf of the Directors of the Company that, to the best of our knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the financial results for the 6 months financial period ended 30 June 2012 to be false or misleading.

On behalf of the Board of Directors,

**Tam Jo Tak, Dominic**  
Executive Chairman

**Chiu Hau Shun, Simon**  
Executive Director

**BY ORDER OF THE BOARD**

**Tam Jo Tak, Dominic**  
Executive Chairman

10 August 2012