



PEGASUS INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 676)

ANNOUNCEMENT OF FINAL RESULTS FOR THE YEAR ENDED 31ST DECEMBER, 2007

RESULTS

The Board of Directors (the “Directors”) of Pegasus International Holdings Limited (the “Company”) announces the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31st December, 2007 with comparative figures for the corresponding period in 2006.

CONSOLIDATED INCOME STATEMENT

FOR THE YEAR ENDED 31ST DECEMBER, 2007

	NOTES	2007 US\$'000	2006 US\$'000
Revenue	3	149,875	141,465
Cost of sales		<u>(127,070)</u>	<u>(118,331)</u>
Gross profit		22,805	23,134
Other income		1,667	1,162
Selling and distribution costs		(8,920)	(7,971)
Administrative expenses		(11,323)	(11,554)
Share of (loss) profit of associates		(180)	52
Share of (loss) profit of jointly controlled entities		(164)	127
Interest on bank borrowings wholly repayable within five years		<u>(1,427)</u>	<u>(1,400)</u>
Profit before taxation	4	2,458	3,550
Taxation	5	<u>(363)</u>	<u>(430)</u>
Profit for the year		<u><u>2,095</u></u>	<u><u>3,120</u></u>
Dividends paid	6	<u><u>2,349</u></u>	<u><u>1,886</u></u>
Earnings per share	7		
Basic		<u><u>0.29 US cents</u></u>	<u><u>0.43 US cents</u></u>

CONSOLIDATED BALANCE SHEET

AT 31ST DECEMBER, 2007

	NOTES	2007 US\$'000	2006 US\$'000
Non-current assets			
Property, plant and equipment		66,691	62,208
Prepaid lease payments		5,980	5,256
Interests in associates		764	944
Interests in jointly controlled entities		2,347	2,550
		<u>75,782</u>	<u>70,958</u>
Current assets			
Inventories		52,305	50,296
Trade and other receivables	8	13,506	14,584
Prepaid lease payments		155	137
Amount due from an associate		24	12
Derivative financial instruments		183	-
Held for trading investments		-	361
Bank balances and cash		11,395	7,129
		<u>77,568</u>	<u>72,519</u>
Current liabilities			
Trade and other payables	9	13,283	10,468
Tax payable		938	666
Unsecured bank borrowings - due within one year		11,780	14,701
		<u>26,001</u>	<u>25,835</u>
Net current assets		<u>51,567</u>	<u>46,684</u>
		<u>127,349</u>	<u>117,642</u>
Capital and reserves			
Share capital		9,428	9,428
Share premium and reserves		102,726	94,762
Total equity		<u>112,154</u>	<u>104,190</u>
Non-current liabilities			
Unsecured bank borrowings - due after one year		12,705	11,050
Deferred tax liabilities		2,490	2,402
		<u>15,195</u>	<u>13,452</u>
		<u>127,349</u>	<u>117,642</u>

Notes:

1. Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at revalued amounts or fair values, as explained in the accounting policies set out in note 3 to the annual report.

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

2. Application of new and revised Hong Kong Financial Reporting Standards

In the current year, the Group has applied, for the first time, the following new standard, amendment and interpretations (“new HKFRSs”) issued by HKICPA, which are effective for the Group’s financial year beginning 1st January, 2007.

HKAS 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC) - Int 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies
HK(IFRIC) - Int 8	Scope of HKFRS 2
HK(IFRIC) - Int 9	Reassessment of Embedded Derivatives
HK(IFRIC) - Int 10	Interim Financial Reporting and Impairment

The adoption of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has applied the disclosure requirements under HKAS 1 (Amendment) and HKFRS 7 retrospectively. Certain information presented in prior year under the requirement of HKAS 32 has been removed and the relevant comparative information based on the requirements of HKAS 1 (Amendment) and HKFRS 7 has been presented for the first time in the current year.

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

HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 23 (Revised)	Borrowing Costs ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ²
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations ¹
HKFRS 3 (Revised)	Business Combinations ²
HKFRS 8	Operating Segments ¹
HK(IFRIC) - Int 11	HKFRS 2: Group and Treasury Share Transactions ³
HK(IFRIC) - Int 12	Service Concession Arrangements ⁴
HK(IFRIC) - Int 13	Customer Loyalty Programmes ⁵
HK(IFRIC) - Int 14	HKAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ⁴

¹ Effective for annual periods beginning on or after 1st January, 2009

² Effective for annual periods beginning on or after 1st July, 2009

³ Effective for annual periods beginning on or after 1st March, 2007

⁴ Effective for annual periods beginning on or after 1st January, 2008

⁵ Effective for annual periods beginning on or after 1st July, 2008

The adoption of HKFRS 3 (revised) may affect the accounting for business combination for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1st July, 2009. HKAS 27 (revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary that do not result in a loss of control, which will be accounted for as equity transactions. The directors of the Company anticipate that the application of the other new or revised standards, amendment and interpretations will have no material impact on the results and the financial position of the Group.

3. Segment information

Geographical segments

For management purposes, the Group is currently organised into three major geographical segments based on the location of its customers. These segments are the bases on which the Group reports its primary segment information.

The following is an analysis of the Group's sales by geographical market, irrespective of the origin of the goods:

2007

	North America <i>US\$'000</i>	Asia <i>US\$'000</i>	Europe <i>US\$'000</i>	Others <i>US\$'000</i>	Consolidated <i>US\$'000</i>
REVENUE					
External sales of goods	<u>76,174</u>	<u>30,292</u>	<u>38,436</u>	<u>4,973</u>	<u>149,875</u>
RESULTS					
Segment results	<u>9,714</u>	<u>2,857</u>	<u>4,902</u>	<u>633</u>	18,106
Other income					1,667
Unallocated corporate expenses					(15,544)
Share of loss of associates	-	(180)	-	-	(180)
Share of loss of jointly controlled entities	-	(164)	-	-	(164)
Interest on bank borrowings wholly repayable within five years					<u>(1,427)</u>
Profit before taxation					2,458
Taxation					<u>(363)</u>
Profit for the year					<u>2,095</u>
BALANCE SHEET					
ASSETS					
Interests in associates	-	764	-	-	764
Interests in jointly controlled entities	-	2,347	-	-	2,347
Unallocated corporate assets					<u>150,239</u>
Consolidated total assets					<u>153,350</u>
LIABILITIES					
Unallocated corporate liabilities and consolidated total liabilities					<u>41,196</u>

	North America US\$'000	Asia US\$'000	Europe US\$'000	Others US\$'000	Unallocated US\$'000	Consolidated US\$'000
OTHER INFORMATION						
Impairment loss on trade receivables	162	-	-	-	-	162
Capital additions	-	-	-	-	2,481	2,481
Depreciation of property, plant and equipment	-	-	-	-	7,026	7,026

2006

	North America US\$'000	Asia US\$'000	Europe US\$'000	Others US\$'000	Consolidated US\$'000
REVENUE					
External sales of goods	<u>75,065</u>	<u>21,702</u>	<u>38,013</u>	<u>6,685</u>	<u>141,465</u>
RESULTS					
Segment results	<u>10,512</u>	<u>2,370</u>	<u>5,324</u>	<u>936</u>	19,142
Other income					1,162
Unallocated corporate expenses					(15,533)
Share of profit of associates	-	52	-	-	52
Share of profit of jointly controlled entities	-	127	-	-	127
Interest on bank borrowings wholly repayable within five years					<u>(1,400)</u>
Profit before taxation					3,550
Taxation					<u>(430)</u>
Profit for the year					<u>3,120</u>

	North America US\$'000	Asia US\$'000	Europe US\$'000	Others US\$'000	Consolidated US\$'000
BALANCE SHEET					
ASSETS					
Interests in associates	-	944	-	-	944
Interests in jointly controlled entities	-	2,550	-	-	2,550
Unallocated corporate assets					<u>139,983</u>
Consolidated total assets					<u>143,477</u>
LIABILITIES					
Unallocated corporate liabilities and consolidated total liabilities					<u>39,287</u>

	North America <i>US\$'000</i>	Asia <i>US\$'000</i>	Europe <i>US\$'000</i>	Others <i>US\$'000</i>	Unallocated <i>US\$'000</i>	Consolidated <i>US\$'000</i>
OTHER INFORMATION						
Impairment loss on trade receivables	284	–	–	–	–	284
Capital additions	–	–	–	–	4,471	4,471
Depreciation of property, plant and equipment	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>8,583</u>	<u>8,583</u>

The Group's operations are located in the People's Republic of China ("PRC"), Hong Kong and Taiwan.

The following is an analysis of the carrying amount of segment assets and additions to property, plant and equipment, as analysed by the geographical area in which the assets are located:

	Carrying amount of segment assets		Additions to property, plant and equipment	
	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
PRC	127,549	107,037	2,481	4,464
Hong Kong	10,963	24,274	–	7
Taiwan	125	1,170	–	–
	<u>138,637</u>	<u>132,481</u>	<u>2,481</u>	<u>4,471</u>

Business segments

No analysis of financial information by business segment is presented as all the Group's turnover and trading results are generated from the manufacture and sale of footwear products.

4. Profit before taxation

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
Profit before taxation has been arrived at after charging:		
Directors' emoluments	950	722
Other staff costs	41,636	36,020
Retirement benefits scheme contributions (excluding contributions in respect of directors)	<u>2,132</u>	<u>1,882</u>
Total staff costs	<u>44,718</u>	<u>38,624</u>
Auditor's remuneration	118	101
Cost of inventories recognised as an expense	127,070	118,331
Depreciation of property, plant and equipment	7,026	8,583
Impairment loss on trade receivables	162	284
Loss on disposal of property, plant and equipment	–	8
Net foreign exchange losses	179	404
Release of prepaid lease payments	153	139
and after crediting:		
Gain on fair value changes of derivative financial instruments	183	–
Gain on fair value changes of held for trading investments	188	98
Interest income	<u>376</u>	<u>235</u>

5. Taxation

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
Current taxation:		
Hong Kong	32	8
PRC	407	393
Taiwan	<u>29</u>	<u>30</u>
	<u>468</u>	<u>431</u>
Overprovision in prior years:		
Hong Kong	(1)	(1)
PRC	<u>(155)</u>	<u>–</u>
	<u>(156)</u>	<u>(1)</u>
Deferred tax:		
Attributable to a change in tax rate	<u>51</u>	<u>–</u>
Taxation attributable to the Group	<u>363</u>	<u>430</u>

Hong Kong Profits Tax is calculated at 17.5% of the estimated assessable profits for both years.

PRC income tax is charged at 27% or 33% on the assessable profits of the PRC subsidiaries. Pursuant to the relevant laws and regulations in the PRC, operations of the Group in Panyu in the PRC have qualified for tax concessions in the form of reduced tax rate to 12%.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Save as disclosed above, in the opinion of the directors, the Group is not subject to taxation in any other jurisdictions.

On 16th March, 2007, the PRC promulgated the Law of the People's Republic of China on Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the People's Republic of China. On 6th December, 2007, the State Council of the PRC issued Implementation Regulations of the New Law. The New Law and Implementation Regulations will change the tax rate from 27% or 33% to 25% for all PRC subsidiaries from 1st January, 2008. The deferred tax balance has been adjusted to reflect the tax rates that are expected to apply to the respective periods when the asset is realised or the liability is settled.

The tax charge for the year can be reconciled to the profit per the consolidated income statement as follows:

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
Profit before taxation	<u>2,458</u>	<u>3,550</u>
Tax at the domestic income tax rate of 33%	811	1,172
Tax effect of share of profits (losses) of associates/ jointly controlled entities	113	(59)
Tax effect of expenses not deductible for tax purposes	681	757
Tax effect of income not taxable for tax purposes	(1,657)	(2,517)
Overprovision in prior years	(156)	(1)
Tax effect of tax losses/deferred tax assets not recognised	394	1,225
Effect of tax concessions granted to PRC subsidiaries	(123)	(137)
Effect of different tax rates of subsidiaries operating in other jurisdictions	249	(10)
Decrease in opening deferred tax liability resulting from a decrease in applicable tax rate	<u>51</u>	<u>—</u>
Tax charge for the year	<u>363</u>	<u>430</u>

Note: The domestic tax rate in the jurisdiction where the operations of the Group is substantially based is used.

6. Dividends paid

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
Dividends recognised as a distribution during the year:		
Final, paid - HK1.5 cents for 2006 (2005: HK1 cent) per share	1,414	943
Interim, paid - HK1 cent for 2007 (2006: HK1 cent) per share	<u>935</u>	<u>943</u>
	<u><u>2,349</u></u>	<u><u>1,886</u></u>

For the year ended 31st December, 2007, the final dividend of HK1 cent per share has been proposed by the directors and is subject to approval by the shareholders in the forthcoming general meeting.

7. Earnings per share

The calculation of the basic earnings per share is based on the profit attributable to shareholders of the Company of US\$2,095,000 (2006: US\$3,120,000) and on 730,700,000 (2006: 730,700,000) ordinary shares in issue during the year.

No diluted earnings per share for the years ended 31st December, 2007 and 2006 have been presented because there are no potential dilutive ordinary shares outstanding.

8. Trade and other receivables

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
Trade receivables	10,734	12,412
Other receivables	<u>2,772</u>	<u>2,172</u>
Total trade and other receivables	<u><u>13,506</u></u>	<u><u>14,584</u></u>

The Group allows an average credit period of 60 days to its trade customers. The following is an aged analysis of the Group's trade receivables at the balance sheet date:

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
0-30 days	9,891	9,853
31-60 days	694	1,466
Over 60 days	<u>149</u>	<u>1,093</u>
Total trade receivables	<u><u>10,734</u></u>	<u><u>12,412</u></u>

Before accepting any new customer, the Group has to assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed periodically. 98% of the trade receivables that are neither past due nor impaired have no default payment history.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of US\$52,000 (2006: US\$440,000) which are past due at the reporting date for which the Group has not provided for an impairment loss. The Group does not hold any collateral over these balances.

Ageing of trade receivables which are past due but not impaired

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
61-90 days	-	60
91-120 days	<u>52</u>	<u>380</u>
Total	<u><u>52</u></u>	<u><u>440</u></u>

The Group has provided fully for all receivables over 1 year because historical experience is such that receivables that are past due beyond 1 year may generally not be recovered.

9. Trade and other payables

The following is an aged analysis of the Group's trade payables at the balance sheet date:

	2007 <i>US\$'000</i>	2006 <i>US\$'000</i>
0-30 days	4,312	3,380
31-60 days	1,138	911
Over 60 days	<u>1,214</u>	<u>509</u>
Total trade payables	6,664	4,800
Other payables	<u>6,619</u>	<u>5,668</u>
	<u><u>13,283</u></u>	<u><u>10,468</u></u>

The average credit period on purchase of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

FINAL DIVIDEND

The Directors proposed a final dividend of Hong Kong 1 cent per ordinary share for the year ended 31st December, 2007 to shareholders whose names appear on the register of members of the Company on 23rd May, 2008. Subject to approval at the forthcoming annual general meeting, dividend warrants will be sent to shareholders on or before 13th June, 2008.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 20th May, 2008 to Friday 23rd May, 2008, both days inclusive, during which no transfer of shares will be registered.

In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday 19th May, 2008.

BUSINESS REVIEW AND PROSPECTS

RESULTS

For the year ended 31st December, 2007, the turnover for the year amounted to US\$149,875,000, representing a 5.9% growth comparing to the corresponding period in 2006. Profit for the year amounted to US\$2,095,000, representing a decrease of US\$1,025,000 comparing to the corresponding period in 2006.

GEOGRAPHICAL MARKET SEGMENTS

- **Overseas Sales Market**

North America remained the largest export market of the Group, accounting for 50.8% of its turnover for 2007. Turnover contribution from the European and Asian markets and other regions were 25.6%, 20.2% and 3.4% respectively.

- **Domestic Sales Market**

The Company had established offices in cities such as Beijing, Shanghai, Chengdu, Chongqing, Dalian, Wuhan, Guangzhou and Shenzhen, etc. and opened sales counters in more than 100 first class department stores in more than 10 major cities nationwide and had more than 1,100 points of sales through agents and franchisees.

BUSINESS DEVELOPMENT FOCUSES

Manufacturing Industry

The manufacturing industry nowadays is facing the biggest challenge brought about by factors such as the increasing labor costs, prices for raw materials and fuel, and the appreciation of Renminbi. Moreover, the State's efforts in continued perfection of labor policy had knocked out some non-regulated small and medium-sized enterprises. However, we survive in the change of policy because we have early followed the labor policy set out by the State and made self-improvement a few years ago. One of the important duties of the Group is to strengthen lean management and enhance team spirit construction. The Group will continue to learn and utilize new technologies to enhance productivity, establish efficient team to enhance corporate efficiency, and to grow with our customers.

Domestic Sales Market

At the end of 2006, the Group entered into a contract with Slazenger in respect of the exclusive agency right for production and sales in the PRC. With product development and preparation by various markets for more than one year, Slazenger officially launched its first specialty store in Guangdong in April 2008. We entered into contracts with a number of agents at the trade fair for autumn new arrivals held in April 2008.

The Children's shoes business of the brand Magic House recorded stable growth, with an increase of 17% in turnover as compared with that of last year.

"Kid's E-look", which owns famous brand names of Children's shoes such as Nike, Adidas, New Balance, Ecco, Crocs, Slazenger, opened its specialty stores in October 2007. Up to now, it had opened sales counters in 13 high class department stores.

The wholesale business for children's shoes increased by 41% as compared with that of last year.

SOCIAL RESPONSIBILITY

The Group makes perpetual operation as its objective for corporate development, aims to repay the society and bear its corporate social responsibility. We create an all-time safe working environment, a comfortable living environment and establish a team culture of cheer and harmony. Under an environment of keen competition, the Group insists to implement 5-working day/week system and set up large scale training centre to provide training of culture knowledge and career techniques, in order to enhance the cultural standard and career discipline of the staff.

The Group has been remarkable for its supports to employment for the disabled. We has been rated as Advanced Unit of Pro Rata Employment Arrangement for the Disabled (按比例安排殘疾人就業先進單位) by the local government for several consecutive years and granted the certificate of Caring Enterprise Supporting Sports Events of the Disabled (支持殘疾人體育事業愛心企業) issued by the Federation for the Disabled of Panyu District in 2007.

FUTURE PROSPECTS

The mounting domestic demand in the PRC poses a great potential in its domestic sales market. The Group will continue to further its investment in the domestic sales market. We aim to exploit the PRC market through accurate market segmentation analysis, optimal brand, product mix as well as diverse distribution channels.

CONCLUSION

The Group will continue to gain confidence from our business partners in long-term cooperation with its faith and pioneering spirit, and will strive to enhance the Group's competitiveness with its lean operation and resources integration, with a view to realize its objective of long-term development.

FINANCIAL REVIEW

During the year ended 31st December, 2007, the Group continued to concentrate on the manufacture and sales of footwear products. For the year ended 31st December, 2007, the Group achieved a turnover of US\$149,875,000 (2006: US\$141,465,000) despite the tough operating environment.

Profit of the Group for the year ended 31st December, 2007 dropped by 33% to US\$2,095,000 (2006: US\$3,120,000). Basic earnings per share for the year ended 31st December, 2007 was 0.29 US cents (2006: 0.43 US cents). Due to the continued surge of labor cost which is reflected by the slight decrease in gross profit margin from 16.4% in 2006 to 15.2% in 2007. Despite the fact, the Group had exercised very tight cost control over the selling and distribution costs and administrative expenses.

The global economic outlook was generally favourable to China's development. However, there were also growing uncertainties and potential risks, notably in the financial markets in the wake of the U.S. sub-prime crisis and its rippling effect on the world economy. Economies again resort to trade protectionism in greater magnitude. A cut back in China's export activities was noted as the government moves to cancel certain export tax rebates in a significant revamp of its import and export trade policies underpinned by the end of export incentives.

On cost side, oil prices remain at a high level and there is a constant inflation pressure on wages. An appreciation in Renminbi would exert pressure on manufacturers too. The Group recognised these challenges and took steps to mitigate their impacts.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its business needs with internal cash flows. The Group maintained a stable finance position. As at 31st December, 2007, the Group had cash and cash equivalent of US\$11,395,000 (2006: US\$7,129,000) and total borrowings of US\$24,485,000 (2006: US\$25,751,000). The ratio of net bank borrowing to total equity remained at a healthy level of approximately 11.7% (2006: 17.9%). As at 31st December, 2007, the Group had a strong financial liquidity position as revealed by a current ratio of 3.0 (2006: 2.8) times.

CAPITAL EXPENDITURE

For the year ended 31st December, 2007, the Group incurred US\$2,481,000 in capital expenditure, of which approximately 60% was used in acquisition and replacement of plant and machinery.

EMPLOYEES AND REMUNERATION POLICIES

The Group adopts a competitive remuneration package for its employees. Promotion and salary increments are assessed based on performance related basis. There are incentives in the form of discretionary performance bonus and offer equal opportunities to all staff.

SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU

The figures in respect of the Group's consolidated balance sheet, consolidated income statement and the related notes thereto for the year ended 31st December, 2007 as set out in the Preliminary Announcement have been agreed by the Group's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by Messrs. Deloitte Touche Tohmatsu on the preliminary announcement.

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

During the year ended 31st December, 2007, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE

During the financial year ended 31st December, 2007, the Company complied with all requirements set out in the Code contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for securities transactions by directors of the Company. Having made specify enquiry of all directors, the directors had complied with the required standard set out in the Model Code throughout the year ended 31st December, 2007.

AUDIT COMMITTEE

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 audited consolidated financial statements for the year ended 31st December, 2007.

By Order of the Board
Wu Chen San, Thomas
Chairman

Hong Kong, 23rd April, 2008

List of all Directors of the Company as of the date of this announcement:-

Executive Directors:

Wu Chen San, Thomas (*Chairman*)
Wu Jenn Chang, Michael (*Deputy Chairman*)
Wu Jenn Tzong, Jackson
Ho Chin Fa, Steven

Independent Non-executive Directors:

Huang Hung Ching
Lai Jenn Yang, Jeffrey
Liu Chung Kang, Helios

The electronic version of this announcement will be published on the website of the Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the website of the Company (www.pegasusinternationalholdings.com).