TIME INFRASTRUCTURE HOLDINGS LIMITED
太益控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 686)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE NINE MONTHS ENDED 31 DECEMBER 2008

FINANCIAL SUMMARY

The board of directors ("the Board") of Time Infrastructure Holdings Limited (the "Company") announces the consolidated results of the Company and its subsidiaries (the "Group") for the nine months ended 31 December 2008 with comparative figures for the year ended 31 March 2008. It was set out in the announcement of the Company dated 23 December 2008 that the financial year end of the Company has been changed from 31 March to 31 December. The Board considered that the change of financial year end is appropriate in order to reflect the possible expansion of Group's businesses in the PRC market and the fact that financial year end date of the PRC companies is 31 December. Accordingly, the consolidated financial statements of the Group for the nine months ended 31 December 2008 have been prepared.

CONSOLIDATED INCOME STATEMENT

For the nine months ended 31 December 2008

	Notes	**Nine months ended 31 December 2008 HK$'000**	Year ended 31 March 2008 HK$'000
Revenue	5	**80,732**	131,081
Cost of sales		**(35,123)**	(50,752)
Gross profit		**45,609**	80,329
Other income		**599**	1,571
Distribution costs		**(35,708)**	(48,393)
Administrative expenses		**(42,860)**	(54,742)
Finance costs	6	**(213)**	(409)
Fair value loss on investment property		**(700)**	—
Loss before taxation	7	**(33,273)**	(21,644)
Taxation	8	**—**	—
Loss for the period/year attributable to equity holders of the Company		**(33,273)**	(21,644)
Dividends	9	**—**	—
Basic loss per share	10	**(14.25)HKcents**	(10.28)HKcents

* *For identification purpose only*

CONSOLIDATED BALANCE SHEET

As at 31 December 2008

	Notes	31 December 2008 HK$'000	31 March 2008 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		**5,217**	13,423
Investment property		**5,300**	—
Rental deposits		**7,332**	4,761
Payment for acquisition of toll road entities	11	**28,206**	—
		46,055	18,184
Current assets			
Inventories		**23,299**	21,794
Trade receivables, deposits and prepayments	12	**953**	35,693
Rental deposits		**1,463**	4,926
Tax recoverable		**61**	292
Pledged bank deposits		—	3,500
Cash and cash equivalents		**4,931**	6,176
		30,707	72,381
Current liabilities			
Trade payables, other payables and accruals	13	**11,579**	8,440
Amount due to a director		—	1,200
Bank borrowings, secured		**2,097**	7,600
Obligation under finance lease		**148**	59
		13,824	17,299
Net current assets		**16,883**	55,082
Total assets less current liabilities		**62,938**	73,266
Non-current liabilities			
Obligation under finance lease		**49**	—
Provision for long service payments		**2,919**	3,689
		2,968	3,689
Net assets		**59,970**	69,577
EQUITY			
Share capital		**24,884**	21,884
Reserves		**35,086**	47,693
Total equity		**59,970**	69,577

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability on 3 February 2000 and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Pursuant to a special resolution passed at the special general meeting of the Company held on 28 November 2008 and the approval of the Registrars of Companies of Bermuda, the name of the Company has been changed from "Gay Giano International Group Limited" to "Time Infrastructure Holdings Limited", and "太益控股有限公司" has been adopted as the Company's Chinese name for identification purpose, with effect from 2 December 2008.

During the nine months period ended 31 December 2008 under review, the Group was principally engaged in the manufacture and retail of fashion apparel and complementary accessories.

2. BASIS OF PREPARATION

These financial statements have been prepared under the historical cost convention, as modified for the revaluation of leasehold land and buildings and investment property which are carried at fair value.

A substantial shareholder has undertaken to provide financial assistance as is necessary to maintain the Company as a going concern as detail in Note 15. On the strength of this assurance, the financial statements have been prepared on the going concern basis.

3. ADOPTION OF NEW AND REVISED STANDARDS

In the current period the Group has adopted all of the new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are relevant to its operations and effective for the current accounting period of the Group and the Company. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and did not have significant impact on the Group's results of operations for the nine months ended 31 December 2008 or its financial position as at 31 December 2008.

The adoption of HK(IFRIC) — Int 11 "HKFRS 2 — Group and treasury share transactions", HK(IFRIC) — Int 12 "Service concession arrangements", HK(IFRIC) — Int 14 "HKAS 19 — The limit on a defined benefit asset, minimum funding requirements and their interaction" and HKAS 39 & HKFRS 7 Amendments "Reclassification of financial assets" has no impact on these financial statements.

At the date of authorisation of these financial statements, the following Standards and Interpretations were in issue but not yet effective:

		Effective date
HKAS 1 (Revised)	Presentation of financial statements	(i)
HKAS 23 (Revised)	Borrowing costs	(i)
HKAS 32 & HKAS 1 (Amendments)	Puttable financial instruments and obligations arising on liquidation	(i)
HKFRS 1 & HKAS 27 (Amendments)	Cost of an investment in a subsidiary, jointly controlled entity or associate	(i)
HKFRS 8	Operating segments	(i)
HK(IFRIC) – Int 15	Agreements for the construction of real estates	(i)
HKFRS 2 (Amendment)	Vesting conditions and cancellations	(i)
HKFRS 7 (Amendment)	Improving disclosures about financial instruments	(i)
HKAS 27 (Revised)	Consolidated and separate financial statements	(ii)
HKAS 39 (Amendment)	Eligible hedged items	(ii)
HKFRS 1 (Revised)	First-time adoption of HKFRSs	(ii)
HKFRS 3 (Revised)	Business combinations	(ii)
HK(IFRIC) – Int 17	Distributions of non-cash assets to owners	(ii)
HK(IFRIC) – Int 13	Customer loyalty programmes	(iii)
HK(IFRIC) – Int 16	Hedges of a net investment in a foreign operation	(iv)
HK (IFRIC) – Int 9 & HKAS 39 (Amendments)	Embedded derivatives	(v)
HK(IFRIC) – Int 18	Transfers of assets from customers	(vi)
2008 Improvements to HKFRSs that may result in accounting changes for presentation, recognition or measurement	— HKAS 1, HKAS 16, HKAS 19, HKAS 20, HKAS 23, HKAS 27, HKAS 28, HKAS 29, HKAS 31, HKAS 36, HKAS 38, HKAS 39, HKAS 40 & HKAS 41	(i)
	— HKFRS 5	(ii)

Effective date

(i) Annual periods beginning on or after 1 January 2009
(ii) Annual periods beginning on or after 1 July 2009
(iii) Annual periods beginning on or after 1 July 2008
(iv) Annual periods beginning on or after 1 October 2008
(v) Annual periods ending on or after 30 June 2009
(vi) Transfers of assets from customers received on or after 1 July 2009

The Group is in the process of making an assessment of what the impact of these new or revised Standards or Interpretations is expected to be in the period of their initial application.

4. SEGMENT INFORMATION

(A) BUSINESS SEGMENTS

No separate business segment information is presented as the Group had only one business segment, which was the retail of fashion apparel, during the nine months ended 31 December 2008.

(B) GEOGRAPHICAL SEGMENTS

No geographical segment has been presented as the Group's operations were substantially carried out in Hong Kong during the period.

5. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents the invoiced value of goods supplied/services provided to customers.

An analysis of other income is as follows:

	Nine months ended 31 December 2008 *HK$'000*	Year ended 31 March 2008 *HK$'000*
Royalty fee income	**355**	474
Gain on disposal of property, plant and equipment	**102**	—
Gross rental income	**71**	—
Bank interest income	**27**	291
Others	**44**	806
	599	1,571

6. FINANCE COSTS

	Nine months ended 31 December 2008 *HK$'000*	Year ended 31 March 2008 *HK$'000*
Interest expenses on bank borrowings wholly repayable within five years	**195**	379
Interest on finance lease	**18**	30
	213	409

7. LOSS BEFORE TAXATION

	Nine months ended 31 December 2008 *HK$'000*	Year ended 31 March 2008 *HK$'000*
Loss before taxation is arrived at after charging/(crediting):		
Directors' remuneration	**3,910**	6,197
Employee benefit expenses (excluding directors' remuneration):		
Salaries and allowances	**29,021**	37,909
Retirement benefit scheme contributions	**2,070**	913
(Reversal of)/provision for long service payments	**(770)**	2,186
Equity-settled share-based payment expenses	**—**	1,171
	30,321	42,179
Auditors' remuneration	**661**	1,401
Depreciation of property, plant and equipment	**2,379**	3,011
Write down of inventories	**4,285**	4,769
Reversal of write down of inventories	**(2,726)**	(4,335)
Cost of inventories	**35,123**	50,752
Foreign exchange (gains)/losses, net	**(714)**	1,042
(Gain)/loss on disposal of property, plant and equipment	**(102)**	1,051
Minimum lease payments under operating leases on land and buildings	**24,847**	34,448
Equity-settled share-based payment expenses to consultants	**—**	475

Note: Cost of inventories includes HK$6,005,000 (31 March 2008: HK$5,247,000) relating to staff costs, depreciation and rental expenses, which amounts are also included in the respective total amounts disclosed separately above.

8. TAXATION

No provision for taxation has been made in the consolidated financial statements as the Group had no assessable profit for the nine months ended 31 December 2008 (Year ended 31 March 2008: Nil).

9. DIVIDENDS

No dividend was paid or proposed for the nine months ended 31 December 2008 (Year ended 31 March 2008: Nil), nor has any dividend been proposed since the balance sheet date.

10. LOSS PER SHARE

The calculation of the basic loss per share attributable to the equity holders of the Company is calculated based on the following data:

	Nine months ended 31 December 2008	Year ended 31 March 2008
Loss for the purpose of basic loss per share *(HK$'000)*	**(33,273)**	(21,644)
Weighted average number of ordinary shares for the purpose of basic loss per share	**233,458,182**	210,619,000

No diluted loss per share is presented because the exercise price of the Company's outstanding share options was higher than the average market price for shares at 31 December 2008 and 31 March 2008.

11. PAYMENT FOR ACQUISITION OF TOLL ROAD ENTITIES

	31 December 2008	31 March 2008
	HK$'000	*HK$'000*
Cash payment	**28,206**	—

On 26 September 2008, the Group entered into an option agreement ("**Option Agreement**") with independent third parties (as grantors), pursuant to which, the Group was granted an option ("**Option**") to acquire 75% equity interests in two PRC companies that are principally engaging in toll road business. Under the Option Agreement, the Group has the rights at its absolute discretion, but is not obliged, to exercise the Option on or before 31 July 2009, after all of the conditions set out in the Option Agreement have been fulfilled (or waived by the Company, as the case may be). The total consideration for the proposed acquisition ("**Proposed Acquisition**") which shall take place upon exercise of the Option by the Company is RMB190,000,000 ("**Total Consideration**") and shall be satisfied as to RMB25,000,000 by cash and as to RMB165,000,000 by convertible bonds to be issued by the Company to one of the grantors to the Option Agreement upon completion of the Proposed Acquisition. A total of HK$28,206,000 (equivalent to RMB25,000,000) has been paid by the Group as deposit and as partial payment of the Total Consideration. Such deposit will be refunded to the Group if the Group does not exercise the Option on or before 31 July 2009. Details of Option Agreement and the transaction contemplated thereunder are set out in the Company's circular dated 31 October 2008.

12. TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS

	31 December 2008	31 March 2008
	HK$'000	*HK$'000*
Trade receivables — not yet due	**118**	237
Refundable deposits in respect of acquisition of mining companies	**—**	32,900
Deposits and prepayments	**835**	2,556
	953	35,693

(i) Sales to retail customers are settled in cash or by using major credit cards while the Group allows an average credit period of 30 to 60 days for royalty income receivables.

Trade receivables which were neither past due nor impaired.

(ii) All of the trade receivables are expected to be recovered within one year.

13. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	31 December 2008	31 March 2008
	HK$'000	*HK$'000*
Trade payables	**1,557**	1,773
Other payables and accruals	**10,022**	6,667
	11,579	8,440

The average credit period from the Group's trade creditors during the nine months ended 31 December 2008 was 60 days (31 March 2008: 60 days).

Other payables are non-interest-bearing and have an average term of three months.

An ageing analysis of trade payables as at the balance sheet date, based on the invoice date, is as follows:

	31 December 2008	31 March 2008
	HK$'000	*HK$'000*
1 — 30 days	**841**	1,392
31 — 60 days	**483**	263
Over 60 days	**233**	118
	1,557	1,773

14. CAPITAL COMMITMENTS

Capital commitments outstanding at the balance sheet date not provided for in the financial statements were as follows:

	31 December 2008	31 March 2008
	HK$'000	*HK$'000*
Contracted but not provided for:		
— acquisition of property, plant and equipment	**—**	381

During the period, the Group entered into a deed in respect of the proposed acquisition of 75% equity interests of two companies established in the PRC which principally engage in toll road business as further detailed in Note 11.

15. POST BALANCE SHEET EVENT

Subsequent to the balance sheet date, a substantial shareholder of the Company had provided advances to the Group of approximately HK$9,300,000 and committed to undertake further advances of not less than HK$10,000,000 to the Group (together as "Aggregate Advances"). The Aggregate Advances are interest-free, unsecured and the substantial shareholder will not demand the Company to repay the Aggregate Advances for the next twelve months.

BUSINESS AND OPERATION REVIEW

Business Review

Fashion apparel retail business in Hong Kong has been under keen competition. In addition, the global financial crisis has affected the economy adversely and significantly since September 2008. In light of the downturn of the economy and the keen market competition, the Group has launched extensive promotion and marketing activities by allocating additional resources on these activities, including media advertising, during the nine-month period ended 31 December 2008 so as to heighten the consumer awareness of the two brands names of the Group, "Gay Giano" and "Cour Carré".

During nine months ended 31 December 2008, the Group has retained its well established retail network in Hong Kong and there was a total of 15 retail outlets (31 March 2008: 15) located in prime locations of Hong Kong as at 31 December 2008. In order to streamline the retail network of the Group, a retail outlet in Causeway Bay, one of the prime shopping areas in Hong Kong, has been opened in February 2009, followed by the closure of an outlet in Kowloon Bay in April 2009.

During the nine months ended 31 December 2008, all of the Group's revenue was generated from its fashion apparel retail business. The Group recorded a turnover of HK$80,732,000 during the nine-month period 31 December 2008 under review (for the year ended 31 March 2008: HK$131,081,000). The Directors considered that the Group's business during the nine months ended 31 December 2008 was adversely affected by the downturn of the economy, keen competition of the fashion apparel retail market in Hong Kong and the increase in operating costs during the period under review.

The Group's gross profit for the nine months period ended 31 December 2008 was approximately HK$45.6 million, with a gross profit margin of approximately 57% (for the year ended 31 March 2008: gross profit of approximately HK$80.3 million, with a gross profit margin of approximately 61%). Consolidated net loss of the Group for the nine months ended 31 December 2008 amounted to approximately HK$33.3 million (for the year ended 31 March 2008: approximately HK$21.6 million). The greater loss during the nine-month period 31 December 2008 (as compared with the year ended 31 March 2008) was mainly due to a decrease in gross profit margin as a result of, among other things, keen market competition and increase in operating costs.

During the nine months ended 31 December 2008, the Group has terminated the agreement in relation to the proposed acquisition of 70% equity interests in three mining companies due to the non-fulfillment of the conditions precedent set out in the agreement.

On 26 September 2009, aiming at diversifying its business and markets as well as broadening its source of income, the Group entered into the Option Agreement with independent third parties (as grantors), pursuant to which, the Group was granted the Option to acquire 75% equity interests in two PRC companies that are principally engaging in toll road business. Under the Option Agreement, the Group has the rights at its absolute discretion, but is not obliged, to exercise the Option on or before 31 July 2009, after all of the conditions set out in the Option Agreement have been fulfilled (or waived by the Company, as the case may be). As at the date of this announcement, the Option has not been exercised by the Group and the Proposed Acquisition of the equity interests in the PRC companies upon exercise of the Option has not been taken place yet. Further announcement will be made by the Company upon exercise of, or lapse of, the Option, as the case may be.

Prospect

During the period under review, the Group has focused on its core business of fashion apparel retail business. In light of the increasing income level of the PRC consumers and the continuous expansion in the PRC retail market, the Group has been seeking strategic partners with solid experience in brand building to develop the "Gay Giano" and "Cour Carré" brands in the PRC market in these years. The outbreak of financial crises since September 2008 has caused a worldwide economic downturn. However, the PRC central government has launched a series of measures for the purposes of retaining the growth momentum of the PRC economy and aiming at an 8% growth in the gross domestic products (GDP) of the PRC. Having considered all these factors, the Directors believe that it will be in the interest of the Group to continue its strategy in further developing its fashion apparel retail business in the PRC. The two brands of the Group mainly target middle class white-collar employees who wish to project a professional and upbeat image. The banking, insurance, finance, securities, properties and other commercial segments in the PRC will translate into thriving demand for stylish, business-project apparel products like the Group's. Regarding the Hong Kong market, the Group will maintain its retail network and locate cautiously its retail outlets in prime shopping areas with high pedestrian traffic and reasonable rental. For instance, a retail outlet in Causeway Bay, one of the prime shopping areas in Hong Kong, has been opened in February 2009. The Group will also continue to review its marketing and promotional strategies in order to heighten the consumer awareness of the names of the Group's two brands.

Aiming at diversifying the Group's business and markets as well as broadening its source of income, the Group has taken an initial step to enter into the Option Agreement in relation to the grant of the Option to the Company for its acquisition of toll road business in the PRC (please refer to the above paragraph headed "Business Review" for details). The management team of the Group has extensive experience in infrastructure and operation of toll roads in the PRC and the Company considers infrastructure and toll roads business as secure and high quality investments that can deliver sustainable earnings growth for the shareholders in future. The Group will also look for investment opportunities in the category of middle to downstream companies in the infrastructure industry, in particular companies engaging in the business of construction works contracts, the maintenance and management of toll roads. In addition, the Company will continue to identify appropriate business opportunities for the Group, including those opportunities arise in the PRC market, so as to gear to the PRC's growth.

Through the continuous development of the existing core fashion apparel retail business and proposed diversification of the Group's business into promising areas, for instance the toll road business, in the PRC, the Group aims at achieving a sustainable growth and prosperity as well as maximizing the returns to Company's shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS

Distribution costs

During the period under review, the Group allocated additional resources in implementing extensive marketing and promotional programs to heighten the consumer awareness of the two brand names of the Group, "Gay Giano" and "Cour Carré", so as to cope with the keen market competition. Distribution costs for the nine months ended 31 December 2008 was HK$35,708,000 (for the year ended 31 March 2008: HK$48,393,000).

Administrative expenses

Administrative costs for the nine months ended 31 December 2008 was HK$42,860,000 (for the year ended 31 March 2008: HK$54,742,000). No share based payment expenses (for the year ended 31 March 2008: HK$3,643,000) and reversal of HK$770,000 in long service payment (for the year ended 31 March 2008: provision for HK$2,186,000) were recorded during the period under review. The audit fee has been decreased from HK$1,401,000 for the year ended 31 March 2008 to HK$661,000 for the nine months ended 31 December 2008. However, the legal and professional fees has increased by approximately HK$3,023,000 to HK$8,337,000 for the nine months ended 31 December 2008, as compared with the year ended 31 March 2008.

Liquidity and financial resources

As at 31 December 2008, net current assets and current ratio of the Group were approximately HK$16.9 million (31 March 2008: HK$55.1 million) and 2.2 (31 March 2008: 4.2) respectively. The current assets mainly comprised inventories of approximately HK$23.3 million (31 March 2008: HK$21.8 million), deposits and prepayments of approximately HK$0.8 million (31 March 2008: HK$35.5 million), accounts receivable of approximately HK$0.1 million (31 March 2008: HK$0.2 million) and bank balances and cash of approximately HK$4.9 million (31 March 2008: HK$6.2 million). The Group had total assets of approximately HK$76.8 million (31 March 2008: HK$90.6 million), current liabilities of approximately HK$13.8 million (31 March 2008: HK$17.3 million), non-current liabilities of approximately HK$2.9 million (31 March 2008: HK$3.7 million) and shareholders' equity of approximately HK$60 million (31 March 2008: HK$69.6 million).

The overall gearing ratio for the year was maintained at 3.0% (31 March 2008: 9.78%) with total borrowings of approximately HK$2.3 million (31 March 2008: HK$8.9 million) and total assets of approximately HK$76.8 million (31 March 2008: HK$90.6 million) as at 31 December 2008. Overall gearing ratio is defined as total borrowings over total assets.

The Group recorded a net cash outflow from operating activities of approximately HK$23 million (for the year ended 31 March 2008: HK$7.5 million) for the nine months ended 31 December 2008. With regard to the financing activities, the Group repaid an aggregate of secured bank and other loans of HK$17.8 million (for the year ended 31 March 2008: HK$23.5 million) and obtained new secured bank borrowings of an aggregate of HK$12.3 million (for the year ended 31 March 2008: HK$25.9 million) during the period under review.

Treasury policies

The Group generally finances its operations with internally generated cash flows and loan facilities provided by banks and financial institutions in Hong Kong. As at 31 December 2008, the total outstanding short-term borrowings stood at approximately HK$2.1 million (31 March 2008: HK$7.6 million). The Group's borrowing methods mainly included bank loans and other loans from financial institutions. The interest rates of most of these loans were mainly determined by reference to the Hong Kong Dollar prime rate. The Group had no interest rate hedging arrangement during the period under review.

Capital expenditure and commitments

Capital expenditures amounted to approximately HK$0.5 million (for the year ended 31 March 2008: HK$4.5 million) for the nine months ended 31 December 2008. These expenditures were mainly used for improvement of the Group's retail network improvement. There was no capital commitment of the Group as at 31 December 2008 (31 March 2008: HK$0.4 million).

Investment properties

The Group's investment property (which were classified as leasehold land and building before re-classification on 1 October 2008) were valued at approximately HK$5.3 million (31 March 2008: HK$6.3 million) as at 31 December 2008 by Savills Valuation and Professional Services Limited on an open market, existing use basis. Such valuation gave rise to a revaluation loss of HK$0.7 million which was debited to the income statement (31 March 2008: HK$0.7 million was credited to revaluation reserve).

As at 31 December 2008, the Group leases 15 (year ended 31 March 2008: 15) retail outlets from independent third parties with a total floor area of 24,947 sq.ft. (year ended 31 March 2008: 23,550 sq.ft) in Hong Kong. The Group also leases certain units at Siu Lek Yuen, Shatin, New Territories, Hong Kong as warehouse and office space.

The Group also leases certain properties in Shediju, Shenzhen, PRC for its production facilities and dormitories.

Pledge of assets and contingent liabilities

As at 31 December 2008, the Group pledged its investment property with a carrying value of HK$5.3 million (31 March 2008: same piece of asset was classified under leasehold land and building with an aggregate net book value of HK$6.3 million). As at 31 December 2008, the Group had no significant contingent liability (2008: Nil).

Capital Structure

As at 31 December 2008, the Company's total number of issued shares was 248,840,000 (31 March 2008: 218,840,000). During the nine months ended 31 December 2008, 30,000,000 shares were issued and allotted by the Company to a subscriber at HK$0.80 for each share (for the year ended 31 March 2008: 10,000,000 shares were issued and allotted under the general mandate granted to the Board, and a total of 8,710,000 shares were issued as a result of exercise of share options granted under the 2002 share option scheme of the Company).

Segment information

No separate business segment information is presented as the Group had only one business segment, which was the retail of fashion apparel, during the nine months ended 31 December 2008.

No geographical segment has been presented as the Group's operations were substantially carried out in Hong Kong during the period.

Employees and remuneration policies

As at 31 December 2008, the Group had 169 (31 March 2008: 170) full-time employees in Hong Kong and 225 (31 March 2008: 254) full-time employees in the PRC. The total number of full-time employees of the Group was 394 (31 March 2008: 424). The Group has a share option scheme for the benefit of the directors and eligible employees of the members of the Group.

Foreign exchange exposure

Most of the transactions of the Group are conducted in Hong Kong dollars and Euro. Although Euro in general appreciated during the period under review, the Group did not resort to any currency hedging facility for the period. As the Board had been of the view that the cost of any hedging facility would be higher than the potential risk of the costs incurred as a result of currency fluctuation. However, the management will monitor the Group's foreign exchange exposure and consider hedging significant foreign currency exposure should the need arises.

Material acquisition and disposals of subsidiaries and associated companies

Other than the Proposed Acquisition of toll road business as set out in note "11" to the consolidated financial statements above, there were no material acquisitions or disposals of subsidiaries and associated companies during the nine months ended 31 December 2008.

CHANGE OF COMPANY NAME

On 28 November 2008, the shareholders of the Company has passed a special resolution to change the name of the Company from "Gay Giano International Group Limited" to "Time Infrastructure Holdings Limited" and, subject to the new English name of the Company becoming effective, "太益控股有限公司" was adopted as the Chinese name of the Company for identification purposes.

CHANGE OF FINANCIAL YEAR END DATE

The financial year end date of the Company has been changed from 31 March to 31 December commencing from the financial year 2008. Accordingly, the current financial period will cover a 9-month period from 1 April 2008 to 31 December 2008.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE PRACTICES

Throughout the nine months ended 31 December 2008, the Group has adopted and complied with the code provisions as set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Listing Rules.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a model code as set out in Appendix 10 to the Listing Rules (the "Model Code"). Having made specific enquiry of all directors of the Company (the "Directors"), the Company confirmed that all Directors have complied with the required standard set out in the Model Code throughout the nine months ended 31 December 2008.

AUDIT COMMITTEE

The Company has established an audit committee on 14 March 2000 with written terms of reference in accordance with the requirements of the CG Code. The audit committee has three members, including the Company's three independent non-executive Directors, namely Mr. Chan Ka Ling, Edmond, Mr. Lo Wa Kei, Roy and Mr. Ching Kwok Ho, Samuel. Mr. Chan Ka Ling, Edmond is the Chairman of the audit committee. The audit committee acts as an important link between the Board and the Company's auditors in matters within the scope of the Group audit. The duties of the audit committee are to review and provide supervision over the financial reporting process of the Group. The audit committee meets regularly with the management and the external auditors to discuss the accounting principles and practices adopted by the Group and financial reporting matters. The financial statements of the Group for the nine months ended 31 December 2008 have been reviewed by the audit committee and there were 2 meetings held during the nine months ended 31 December 2008.

REMUNERATION COMMITTEE

The Company established a remuneration committee on 28 September 2005 with terms of reference in compliance with the provisions set out in the CG Code. The principal responsibilities of the remuneration committee include making recommendations to the Board on the Company's policy and structure in relation to the remuneration of directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time. It comprises three members, including the Company's two independent non-executive Directors, namely Mr. Chan Ka Ling, Edmond and Mr. Lo Wa Kei, Roy and an executive Director, Mr. Wong Kwong Lung, Terence. Mr. Chan Ka Ling, Edmond is the Chairman of the remuneration committee.

The remuneration committee meets at least once a year. During the nine months ended 31 December 2008, the remuneration committee has held 1 meeting to review the existing remuneration packages of each Director and senior management of the Company, and to recommend to the Board the salaries and bonuses of the Directors and senior management and discuss the remuneration package of the newly appointed directors and senior managements.

PUBLICATION OF RESULTS ANNOUNCEMENT

The results announcement is published on the Stock Exchange's website's at http://www.hkex.com.hk and the Company's website at http://www.gaygiano.com/investmain.html.

APPRECIATION

On behalf of the Board, I would like to extend my sincere gratitude to our shareholders, customers, suppliers, bankers and professional advisors for their continued support. May I also thank my fellow directors and our staff for their dedication and contribution.

By Order of the Board
TIME INFRASTRUCTURE HOLDINGS LIMITED
Wong Pak Lam, Louis
Chairman

Hong Kong, 24 April 2009

As at the date of this announcement, the executive directors of the Company are Mr. Wong Pak Lam, Louis, Ms. Lin Xia Yang, Mr. Wong Kwong Lung, Terence, Mr. Lam Ho Fai and Mr. Gu Zhi Hao and the Independent non-executive directors of the Company are Mr. Chan Ka Ling, Edmond, Mr. Lo Wa Kei, Roy and Mr. Ching Kwok Ho, Samuel.