

**CO LTD**  
**FINANCIAL STATEMENTS FOR YEAR ENDED 31 DECEMBER 2011**

**AGREEMENT UNDER SECTION 141D OF HKCO & SME-FRS OF HKICPA**

We, the undersigned, being all the shareholders of the above private company incorporated under the Hong Kong Companies Ordinance (HKCO), do hereby agree that section 141D of HKCO and the Small and Medium-sized Entity Financial Reporting Standard (SME-FRS) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) shall apply to the company with respect to the above-mentioned financial year, that is to say:-

- a provisions of sections 121(2), 123, 129, 129A, 129D, 129E and 141(3) of the HKCO shall not apply with respect to that financial year;
- b the financial statements for that financial year shall be prepared in compliance with SME-FRS issued by HKICPA;
- c the company's balance sheet as at the end of that financial year shall comply with the requirements of the Eleventh Schedule to the HKCO;
- d there shall be attached to the balance sheet a report by the directors with respect to -
  - i the state of the company's affairs
  - ii the amount (if any) which they recommend should be paid by way of dividend
  - iii the amount (if any) which they propose to carry to the reserve fund, general reserve or reserve account shown specifically on the Balance Sheet or to a reserve fund, general reserve or reserve account to be shown specifically on a subsequent balance sheet;
- e the directors' report so attached shall be approved by the board of directors and signed on behalf of the board either by the chairman of the meeting at which it was approved or by the secretary of the company; and
- f the auditors' report shall state -
  - i whether or not the auditors have obtained all the information and explanations which they have required
  - ii whether, in their opinion, the financial statements have been properly prepared, in all material respects, in accordance with the SME-FRS
  - iii whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the company's affairs according to the best of their information and the explanations given to them, and as shown by the books of the company.

**Dated:**

**Signed by all shareholders:**
