

**CHERISHED DREAM CHINA EDUCATION
FOUNDATION LIMITED**

真愛夢想中國教育基金有限公司

(Incorporated in Hong Kong)

REPORTS AND FINANCIAL STATEMENTS

**FOR THE PERIOD FROM 1 APRIL 2008
TO 31 DECEMBER 2008**

ASTON WONG & CO.

Certified Public Accountants (Practising)

黃達強會計師行

**CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
REPORTS AND FINANCIAL STATEMENTS
FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008**

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CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED TRUSTEES' REPORTS

The trustees submit herewith their annual report together with the audited financial statements for the period from 1 April 2008 to 31 December 2008.

Principal activities

The principal activities of Cherished Dream China Education Foundation Limited ("the foundation" means the company registered by its Articles of Association) are promoting and further the educational development of students and teachers in economically deprived areas in the Mainland China.

Change of financial year end date

During the year, the Foundation has changed its financial year end date from 31 March to 31 December.

Results

The deficit of the foundation for the period from 1 April 2008 to 31 December 2008 and the state of the foundation's affairs as at that date are set out in the financial statements on pages 5 to 16.

Funds

Movements in funds of the Foundation during the year are set out in note 17 to the financial statements.

Donations

During the year, the foundation allocated HK\$962,040 for charitable purpose, as shown on note 6.

Trustees

The trustees during the financial period and up to the date of this report were:

Permanent trustees

Pan Jiang Xue
Wu Chong

Other trustees

Wang Ji Fei
Zhang Wei

In accordance with Article 44 and 46, except for the permanent trustees, all other trustees shall be appointed for a term of 2 years and shall hold office until the next Annual General Meeting but shall be eligible for re-election.

**CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
TRUSTEES' REPORTS**

Trustees' interests in contracts

No other contract of significance to which the foundation or any party, and in which a trustee of the foundation had a material interest, subsisted at the end of the period or at any time during the period.

Auditors

The auditors, Messrs. Aston Wong & Co., retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Messrs. Aston Wong & Co., as auditors of the foundation is to be proposed at the forthcoming Annual General Meeting.

By order of the board

Chairman

Hong Kong, 30 April 2009

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF TRUSTEES OF
CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED**
(incorporated in Hong Kong with liability by guarantee)

We have audited the financial statements of Cherished Dream China Education Foundation Limited (the "foundation") set out on pages 5 to 16, which comprise the balance sheet as at 31 December 2008, and the income and expenditure account, the statement of changes in general funds and the cash flow statement for the period then ended, and a summary of significant accounting policies and other explanatory notes.

Trustees' responsibility for the financial statements

The trustees of the foundation are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the trustees, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

ASTON WONG & CO.,
Certified Public Accountants (Practising)
黃達強會計師行

INDEPENDENT AUDITOR'S REPORT - Continued
TO THE BOARD OF TRUSTEES OF
CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
(incorporated in Hong Kong with liability by guarantee)

Opinion

In our opinion, the financial statements give a true and fair view of the state of the foundation's affairs as at 31 December 2008 and of its deficit and cash flows for the period then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with Hong Kong Companies Ordinance.

ASTON WONG & CO.
Certified Public Accountants (Practising)
Room 1701, 17/F., Fee Tat Commercial Centre,
613 Nathan Road, Mongkok, Kowloon, Hong Kong.

30 April 2009

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
INCOME AND EXPENDITURE ACCOUNTS
FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

	NOTE	Period from 1.4.2008 to 31.12.2008 HK\$	Period from 4.10.2007 to 31.3.2008 HK\$
Income			
Donations income	5	183,390	1,010,800
Bank interest income		3,623	1,215
Dividend income from trading securities - listed		27,544	--
		<u>214,557</u>	<u>1,012,015</u>
Expenditure			
Donations expenditure	6	962,040	1,228,766
Administrative and other operating expenses	7	48,658	68,187
Charity project expenses	8	26,106	--
Other expenses	9	869,668	--
		<u>(1,906,472)</u>	<u>(1,296,953)</u>
Deficit for the period		<u>(1,691,915)</u>	<u>(284,938)</u>

The notes on pages 9 to 16 are part of these financial statements

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2008

	NOTE	31.12.2008 HK\$	31.3.2008 HK\$
ASSETS			
Current assets			
Trading securities	12	668,200	--
Cash and cash equivalents	13	746,355	2,931,865
		<u>1,414,555</u>	<u>2,931,865</u>
Current liabilities			
Sundry accounts payable	14	22,740	42,908
Amounts due to the trustees	15	66,668	173,895
Amount due to a related charity foundation	15	302,000	--
		<u>(391,408)</u>	<u>(216,803)</u>
NET ASSETS		<u>1,023,147</u>	<u>2,715,062</u>
FUNDS			
General funds	16	<u>1,023,147</u>	<u>2,715,062</u>

The financial statements were approved and authorised for issue by the Board of Trustees on 30 April 2009.

Trustee – PAN Jiang Xue

Trustee – WU Chong

The notes on pages 9 to 16 are part of these financial statements

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
 STATEMENT OF CHANGES IN FUNDS
 FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

	General funds HK\$	Deficit HK\$	Total HK\$
Contributions by the founder members at incorporation	3,000,000	--	3,000,000
Changes in equity for the period ended 31 March 2008			
Net deficit for the period	--	(284,938)	(284,938)
Total recognised income and expense for the period	--	(284,938)	(284,938)
Balance at 31 March 2008	3,000,000	(284,938)	2,715,062
	-----	-----	-----
Changes in equity for the period ended 31 December 2008			
Net deficit for the period	--	(1,691,915)	(1,691,915)
Total recognised income and expense for the period	--	(1,691,915)	(1,691,915)
Balance at 31 December 2008	3,000,000	(1,976,853)	1,023,147
	=====	=====	=====

The notes on pages 9 to 16 are part of these financial statements

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
CASH FLOWS STATEMENT
FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

	31.12.2008 HK\$	31.3.2008 HK\$
Cash flows from operating activities		
Deficit before tax	(1,691,915)	(284,938)
Adjustments for:		
Bank interest income	(3,623)	(1,215)
Dividend income	(27,544)	--
Fair value change of securities	315,599	--
Loss on disposal of trading securities	550,260	--
Operating deficit before changes in working capital	(857,223)	(286,153)
(Decrease) / Increase in sundry accounts payable	(20,168)	42,908
(Decrease) / Increase in amount due to a trustee	(107,227)	173,895
Increase in amount due to related charitable foundation	302,000	--
Net cash used in operating activities	(682,618)	(69,350)
Cash flows from investing activities		
Bank interest received	3,623	1,215
Dividend income	27,544	--
Proceeds from sale of trading securities	539,058	--
Purchase of trading securities	(2,073,117)	--
Net cash from investing activities	(1,502,892)	1,215
Cash flows from financing activities		
Contributions from the founder members	--	3,000,000
Net cash from financing activities	--	3,000,000
Net increase in cash and cash equivalents	(2,185,510)	2,931,865
Cash and cash equivalents at beginning of the period	2,931,865	--
Cash and cash equivalents at the end of period (note 13)	746,355	2,931,865

The notes on pages 9 to 16 are part of these financial statements

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
NOTES TO FINANCIAL STATEMENT
FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

1. FOUNDATION INFORMATION

Cherished Dream China Education Foundation Limited ("the foundation") is a corporation which is incorporated and domiciled in Hong Kong with liability limited by guarantee. The address of its registered office and principal place of operation are Flat F, 21st Floor, Block 1, Harbour Green, Tai Kok Tsui, Kowloon, Hong Kong. On 16 September 2008, the registered office and principal place of operation were changed to 11th Floor, Wing Lung Bank Building, 45 Des Voeux Road Central, Hong Kong.

The principal activities of the foundation are promoting and further the educational development of students and teachers in economically deprived areas in the Mainland China.

In accordance with the Articles of Association of the foundation, the "trustee" means a director of the foundation.

2. STATEMENT OF COMPLIANCE WITH HONG KONG FINANCIAL REPORTING STANDARDS

These financial statements have been prepared in accordance with all applicable 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"), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. A summary of the significant accounting policies adopted by the foundation is set out in note 3.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the foundation.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of the financial statements

The measurement basis used in the preparation of the financial statements is the historical cost basis.

(b) Financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the foundation becomes a party to the contractual provision of the instrument.

Cash and cash equivalents

Cash comprises cash on hand and at bank and demand deposits with bank. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Sundry accounts payable

Sundry accounts payable are initially measured at fair value and, after initial recognition, at amortised cost, except for amount due to trustees with no stated interest rate and the effect of discounting being immaterial, that are measured at their original invoice amount.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Financial instruments (cont'd)

Trading securities

Investments in securities held for trading are classified as trading securities included in current assets and are stated in the balance sheet at fair value. Any attributable transaction costs and gain or loss on the fair value changes of trading securities are recognized in profit or loss.

(c) Provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(d) Revenue recognition

Provided it is probable that the economic benefits will flow to the foundation and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

i) Donation income

Income from donations is recognized when cash is received and includes all sum received up to the balance sheet date.

ii) Interest income

Interest income from bank deposits is recognised on a time apportionment basis using the effective interest method.

iii) Dividend income

Dividend income is recognized when the shareholder's right to receive payment is established.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of the foundation are measured using the currency of the primary economic environment in which the foundation operates (the "functional currency"). The financial statements are presented in Hong Kong Dollars, which is the foundation's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

(f) Related parties

For the purposes of these financial statements, a party is considered to be related to the foundation if:

- i) directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the foundation, has an interest in the foundation that gives it significant influence over the foundation, or has joint control over the foundation;
- ii) the party is an associate of the foundation;
- iii) the party is a joint venture in which the foundation is a venture;
- iv) the party is a member of the key management personnel of the foundation or its parent;
- v) the party is a close member of the family of any individual referred to in (i) or (iv);
- vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- vii) the party is a post-employment benefit plan for the benefit of employees of the foundation, or of any entity that is a related party of the foundation.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENT

The foundation's management makes assumptions, estimates and judgements in the process of applying the foundation's accounting policies that affect the assets, liabilities, income and expenditure in the financial statements prepared in accordance with HKFRSs. The assumptions, estimates and judgements are based on historical experience and other factors that are believed to be reasonable under the circumstances. While the trustee reviews their judgements, estimates and assumptions continuously, the actual results will seldom equal to the estimates.

Key assumption and other key sources of estimation uncertainty

Certain key assumptions and risk factors in respect of the financial risk management are set out in note 18.

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
 NOTES TO FINANCIAL STATEMENT
 FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

5. DONATION INCOME

Donation income represents the donation income from the third parties. The amount of donation income during the period is analysed as follows:

	Period from 1.4.2008 to 31.12.2008 HK\$	Period from 4.10.2007 to 31.3.2008 HK\$
Donation income from the third parties	183,390	1,010,800

6. DONATION EXPENDITURE

	Period from 1.4.2008 to 31.12.2008 HK\$	Period from 4.10.2007 to 31.3.2008 HK\$
Donation made to a related charity foundation:		
- 上海真愛夢想公益基金會 (希望工程-真愛夢想專項基金)	962,040	1,079,750
Other charitable projects – Dream Center	--	149,016
	962,040	1,228,766

Notes:

Pursuant to the special resolution passed on 9 July 2008, the donation of HK\$962,040 represented the initial capital injection to 上海真愛夢想公益基金會 in name of the trustees of the foundation, Pan Jiang Xue and Wu Chong.

7. ADMINISTRATIVE AND OTHER OPERATING EXPENSES

	Period from 1.4.2008 to 31.12.2008 HK\$	Period from 4.10.2007 to 31.3.2008 HK\$
Auditors' remuneration	6,000	6,000
Bank charges	2,201	708
Legal and professional fees	10,000	25,500
Other administrative and operating expenses	30,457	35,979
	48,658	68,187

8. CHARITY PROJECT EXPENSES

	Period from 1.4.2008 to 31.12.2008 HK\$	Period from 4.10.2007 to 31.3.2008 HK\$
For Dream Center Project	26,106	--

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
 NOTES TO FINANCIAL STATEMENT
 FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

9. OTHER EXPENSES

	Period from 1.4.2008 to 31.12.2008 HK\$	Period from 4.10.2007 to 31.3.2008 HK\$
Sundry expenses	2,114	--
Exchange loss	1,695	--
Loss on disposal of trading securities	550,260	--
Fair value change of securities at balance sheet date	315,599	--
	<u>869,668</u>	<u>--</u>

10. INCOME TAX

No Profits Tax had been made because the foundation has been recognized as an approved charitable institute within the scope of Section 88 of the Inland Revenue Ordinance.

11. TRUSTEE'S REMUNERATION

Trustee's remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

	Period from 1.4.2008 to 31.12.2008 HK\$	Period from 4.10.2007 to 31.3.2008 HK\$
Fees	--	--
Other emoluments	--	--
	<u>--</u>	<u>--</u>

12. TRADING SECURITIES

	31.12.2008 HK\$	31.3.2008 HK\$
Listed equity securities, at market value		
- Listed in Hong Kong	668,200	--
- Listed overseas	--	--
	<u>668,200</u>	<u>--</u>

Notes:

The Foundation had entered into an agreement with China Merchants Securities (HK) Co. Limited on 3 March 2008 in respect of managing the investment portfolio on behalf of the Foundation. The securities were secured by personal guarantee executed by third parties for the period from 8 March 2008 to 7 March 2011 (i.e. 36 months).

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
 NOTES TO FINANCIAL STATEMENT
 FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

13. CASH AND CASH EQUIVALENTS

	31.12.2008 HK\$	31.3.2008 HK\$
Cash and cash equivalents in the balance sheet and cash flow statement		
Cash at banks	746,355	2,931,865
	<u>746,355</u>	<u>2,931,865</u>

14. SUNDRY ACCOUNTS PAYABLE

All of the sundry accounts payable are expected to be settled within one year.

	31.12.2008 HK\$	31.3.2008 HK\$
Sundry accounts payable	22,740	42,908
	<u>22,740</u>	<u>42,908</u>

15. AMOUNTS DUE TO THE TRUSTEES AND A RELATED CHARITY FOUNDATION

Amounts due to the trustees and a related charity foundation are unsecured, interest-free and have no fixed terms of repayment.

16. GENERAL FUNDS

	HK\$
Funds contributed by the founder members	3,000,000
Less : Deficit for the period	(284,938)
At 31 March 2008	<u>2,715,062</u>
At 1 April 2008	2,715,062
Less : Deficit for the period	(1,691,915)
At 31 December 2008	<u>1,023,147</u>

General reserve represents the unallocated surplus of donation income or it is used to supplement charitable financing in the period of deficits.

17. FUNDS DISCLOSURE

The foundation's objectives when managing funds are to safeguard the foundation's ability to continue as a going concern.

The foundation monitors funds using a gearing ratio, which are the foundation's total liabilities over the total assets. In this period, the foundation's policy is to keep the gearing ratio at reasonable level. The foundation's gearing ratio as the 31 December 2008 was 38% (31 March 2008: 7%).

18. FINANCIAL INSTRUMENT

The foundation is exposed to various kinds of risks in its operation and financial instruments. The foundation's risk management objectives and policies mainly focus on minimizing the potential adverse effects of these risks on the company by closely monitoring the individual exposure as follows:

- (a) Credit risk
The foundation has no concentrations of credit risk
- (b) Liquidity risk
The foundation is exposed to liquidity risk on financial liabilities. It manages its funds conservatively by maintaining a comfortable level of cash and cash equivalents in order to meet continuous operational need.
- (c) Interest rate risk
The foundation's exposure on fair value interest rate risk mainly arises from its deposits with banks and interest-bearing borrowings with the banks. It is a common practice in Hong Kong to have floating rate borrowings with the banks
- (d) Currency risk
The donation receipts and payments in various foreign currencies, mainly Renminbi, that exposes it to currency risk arising from such receipts and payments.

The foundation closely and continuously monitors the exposure on currency risk. Since HK dollars is not pegged to Renminbi, the historical exchange rate fluctuation on Renminbi is insignificant. Thus, there is no significant exposure expected on Renminbi transactions and balances. In case of any significant fluctuation expected, the Renminbi transactions and balances would also be monitored and controlled in the same manner as other foreign currencies.

No sensitivity analysis for the foundation's exposure to currency risk arising from financial assets denominated in Renminbi is prepared since the trustee's assessment of reasonably changes in value of the HK dollar against the Renminbi is insignificant.

- (e) Equity price risk
Equity price risk is the risk of loss arising from changes in equity prices. The Foundation is exposed to equity price risk at the value of its equity investments will decline if equity prices fall. These investments are classified as trading securities in the balance sheet.
- (f) Fair value estimation
The fair value of financial instruments traded in active markets (such as publicly traded securities and derivatives) is based on quoted market price at the balance sheet date.

CHERISHED DREAM CHINA EDUCATION FOUNDATION LIMITED
NOTES TO FINANCIAL STATEMENT
FOR THE PERIOD FROM 1 APRIL 2008 TO 31 DECEMBER 2008

19. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the foundation had the following material related party transactions during the period:

	31.12.2008 HK\$	31.3.2008 HK\$
Donation made to: 上海真愛夢想公益基金會 (希望工程-真愛夢想專項基金)	<u>962,040</u>	<u>1,079,750</u>

The related company is owned by Pan Jiang Xue, Wu Chong and Wang Ji Fei, who are trustees of the foundation.

20. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE PERIOD ENDED 31 DECEMBER 2008

Up to the date issue of these financial statements, the HKICPA has issued a number of amendments, new standard and interpretations which are not yet effective for the period ended 31 December 2008 and which have not been adopted in these financial statements.

The foundation is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the company's results of operations and financial position.
