

**PROSTEN**

PROSTEN TECHNOLOGY HOLDINGS LIMITED

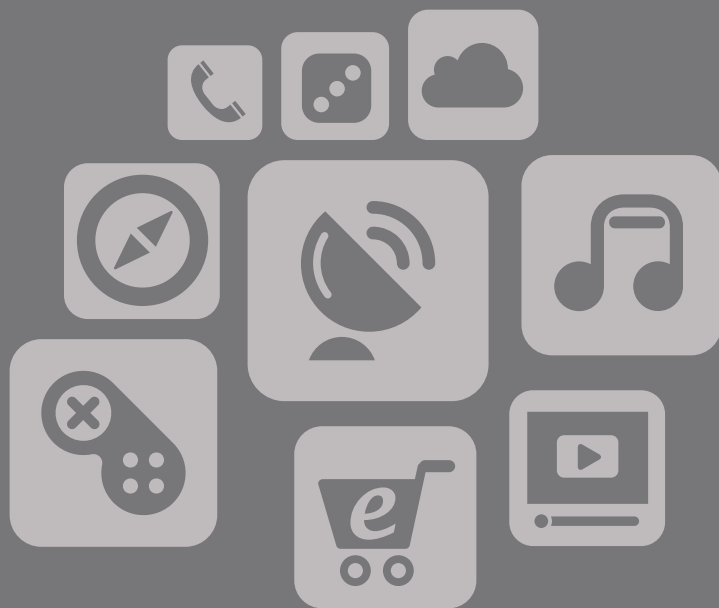
*(Incorporated in the Cayman Islands with limited liability)*

長達科技控股有限公司\*

*(於開曼群島註冊成立之有限公司)*

Stock Code 股份代號: 8026

\* For identification purpose only 僅供識別



**2012** 第三季度業績報告  
Third Quarterly Report



## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trade on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “Directors”) of Prosten Technology Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所《創業板證券上市規則》（「創業板上市規則」）之規定而提供有關長達科技控股有限公司（「本公司」）之資料，本公司董事（「董事」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺騙成分；及本報告並無遺漏任何事項，致使本報告內任何聲明或本報告產生誤導。



## HIGHLIGHTS

## 摘要

- Revenue of the Group for the nine months ended 31 December 2012 amounted to about HK\$46.9 million, representing a 14.1% decrease as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the nine months ended 31 December 2012 was about HK\$22.8 million, decreased by about HK\$8.3 million compared with the same period of last year.
- Loss attributable to equity holders of the Company for the nine months ended 31 December 2012 amounted to about HK\$21.6 million, which represented an increase in loss of about HK\$8.3 million compared with the same period of 2011.
- The Board does not recommend the payment of any interim dividend for the nine months ended 31 December 2012.
- 本集團截至二零一二年十二月三十一日止九個月之收益約為46,900,000港元，較上一個財政年度同期下跌14.1%。
- 本集團截至二零一二年十二月三十一日止九個月之毛利約為22,800,000港元，較去年同期減少約8,300,000港元。
- 截至二零一二年十二月三十一日止九個月，本公司權益持有人應佔虧損約為21,600,000港元，與二零一一年同期比較，虧損增加約8,300,000港元。
- 董事會不建議就截至二零一二年十二月三十一日止九個月派發任何中期股息。



## UNAUDITED CONSOLIDATED RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months and three months ended 31 December 2012 together with the unaudited comparative figures for the corresponding periods in 2011 as follows:

## 未經審核綜合業績

本公司董事會(「董事會」)欣然宣佈，本公司及其附屬公司(「本集團」)截至二零一二年十二月三十一日止九個月及三個月之未經審核綜合業績，連同二零一一年同期之未經審核比較數字如下：

		Nine months ended 31 December 截至十二月三十一日止 九個月		Three months ended 31 December 截至十二月三十一日止 三個月		
		2012	2011	2012	2011	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		二零一二年	二零一一年	二零一二年	二零一一年	
		千港元	千港元	千港元	千港元	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	
Revenue	收益	2	46,865	54,607	11,814	15,275
Cost of sales	銷售成本		(24,098)	(23,553)	(7,613)	(8,791)
Gross profit	毛利		22,767	31,054	4,201	6,484
Other income and gains	其他收入及收益		1,622	848	800	394
Selling expenses	銷售開支		(11,874)	(9,482)	(5,236)	(2,187)
Administrative expenses	行政開支		(29,130)	(32,502)	(8,847)	(11,199)
Other expenses	其他開支		(4,596)	(3,634)	(1,359)	(1,224)
Finance costs	財務費用		(180)	(114)	(106)	(100)
Loss before tax	除稅前虧損		(21,391)	(13,830)	(10,547)	(7,832)
Income tax expense	所得稅開支	3	(209)	572	(235)	179
Loss for the period attributable to equity holders of the Company	本公司權益持有人應佔期內虧損		(21,600)	(13,258)	(10,782)	(7,653)
Other comprehensive income	其他全面收益					
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額		—	32	—	—
Total comprehensive expense for the period	期內全面開支總額		(21,600)	(13,226)	(10,782)	(7,653)
Loss per share attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔每股虧損	4				
Basic	基本		HK(2.9) cents 港仙	HK(1.8) cents 港仙	HK(1.4) cents 港仙	HK(1.0) cent 港仙
Diluted	攤薄		N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用



Notes:

附註：

## 1. Basis of Preparation

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the GEM Listing Rules. They have been prepared under the historical cost convention, except for investment property, which has been measured at fair value. These unaudited consolidated results are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2012, except that the Group has adopted a number of new and revised HKFRSs, which are newly effective for the period under review. The adoption of these new and revised HKFRSs had no significant financial effect on the financial results for the current period. Accordingly, no significant change in accounting policies and no prior period adjustment is required.

The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective in the preparation of these unaudited consolidated results. The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group is not yet in a position to state whether these new and revised HKFRSs would have any significant impact on the Group's results of operations and financial position.

## 1. 編製基準

本集團之未經審核綜合業績乃根據香港會計師公會頒佈之香港財務申報準則（「香港財務申報準則」）（包括所有香港財務申報準則、香港會計準則及詮釋），以及香港普遍採納之會計原則和創業板上市規則之披露規定而編製。該等未經審核綜合業績乃根據歷史成本慣例編製，惟一項投資物業以公平價值列賬。除另有指明外，未經審核綜合業績以港元呈列，所有金額均調整至最接近千位數。

編製未經審核綜合業績採用之會計政策，乃與編製本集團截至二零一二年三月三十一日止年度之全年綜合財務報表所採納者貫徹一致，惟本集團採納多項於回顧期內新生效的新訂及經修訂香港財務申報準則。採納此等新訂及經修訂香港財務申報準則對本期間之財務業績並無構成重大財務影響，因此毋須對會計政策作出重大轉變及對過往期間作出調整。

本集團並無在編製此等未經審核綜合業績中提早應用已經頒佈但尚未生效的新訂及經修訂香港財務申報準則。本集團正就該等新訂及經修訂香港財務申報準則於初始採納時的影響作出評估。目前本集團並不是在恰當的狀況去評定該等新訂及經修訂香港財務申報準則是否會對本集團的經營業績及財務狀況造成任何重大影響。



The unaudited consolidated results have been reviewed by the audit committee of the Company.

未經審核綜合業績已由本公司之審核委員會審閱。

## 2. Revenue

Revenue, which is also the Group's turnover, represents the net invoiced value of services rendered during the periods.

## 2. 收益

收益即本集團之營業額，指期內所提供服務之發票淨值。

## 3. Income Tax Expense

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the nine months and three months ended 31 December 2012 (2011: nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

## 3. 所得稅開支

由於本集團於截至二零一二年十二月三十一日止九個月及三個月內沒有錄得任何於香港產生之應課稅溢利(二零一一年：無)，故期內並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算稅項。

	Nine months ended 31 December		Three months ended 31 December	
	截至十二月三十一日止 九個月		截至十二月三十一日止 三個月	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	二零一二年	二零一一年	二零一二年	二零一一年
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Current — Elsewhere	即期 — 其他地區			
Charge for the period	期內支出			
Deferred debited/(credited)	遞延扣除/(抵免)			
	7	6	7	6
	202	(578)	228	(185)
Total tax charge/(credit) for the period	期內稅項支出/ (抵免)總額			
	209	(572)	235	(179)



**4. Loss Per Share Attributable to Ordinary Equity Holders of the Company**

The calculations of the basic loss per share for the nine months and three months ended 31 December 2012 are based on the loss for the period attributable to ordinary equity holders of the Company of about HK\$21,600,000 (nine months ended 31 December 2011: HK\$13,258,000) and about HK\$10,782,000 (three months ended 31 December 2011: HK\$7,653,000) respectively, and the weighted average number of ordinary shares of 756,355,000 for the nine months ended 31 December 2012 (nine months ended 31 December 2011: 756,355,000) and 756,355,000 for the three months ended 31 December 2012 (three months ended 31 December 2011: 756,355,000) in issue during the periods.

Diluted loss per share has not been disclosed as no diluting potential equity shares in existence at end of each reporting periods.

**4. 本公司普通權益持有人應佔每股虧損**

於截至二零一二年十二月三十一日止九個月及三個月，每股基本虧損乃根據本公司普通權益持有人應佔期內虧損分別約為21,600,000港元（截至二零一一年十二月三十一日止九個月：13,258,000港元）及約為10,782,000港元（截至二零一一年十二月三十一日止三個月：7,653,000港元），以及截至二零一二年十二月三十一日止九個月期內已發行普通股之加權平均數756,355,000股（截至二零一一年十二月三十一日止九個月：756,355,000股）及截至二零一二年十二月三十一日止三個月期內已發行普通股之加權平均數756,355,000股（截至二零一一年十二月三十一日止三個月：756,355,000股）計算。

由於在各報告期末並無權益股份存在潛在攤薄效應，因此，並無披露每股攤薄虧損。



## 5. Reserves

## 5. 儲備

		Share premium account	Statutory reserve fund	Foreign currency translation reserve	Share option reserve	Accumulated losses	Total
		股份 溢價賬	法定儲備 基金	外幣匯兌 儲備	購股權 儲備	累計 虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2012 (audited)	於二零一二年四月一日 (經審核)	372,468	3,349	13,612	7,757	(395,056)	2,130
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	(21,600)	(21,600)
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	—	—	—	—	(21,600)	(21,600)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	264	—	264
Transfer of share option reserve on the forfeited share options (unaudited)	購股權被沒收時轉撥 購股權儲備 (未經審核)	—	—	—	(237)	237	—
At 31 December 2012 (unaudited)	於二零一二年十二月 三十一日(未經審核)	<u>372,468</u>	<u>3,349</u>	<u>13,612</u>	<u>7,784</u>	<u>(416,419)</u>	<u>(19,206)</u>
At 1 April 2011 (audited)	於二零一一年四月一日 (經審核)	372,468	770	10,311	7,952	(368,040)	23,461
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	(13,258)	(13,258)
Other comprehensive income for the period:	期內其他全面收益：						
Exchange differences on translation of foreign operations (unaudited)	換算海外業務產生的 匯兌差額(未經審核)	—	—	32	—	—	32
Total comprehensive income/ (expense) for the period (unaudited)	期內全面收益/ (開支)總額(未經審核)	—	—	32	—	(13,258)	(13,226)
Share options issuance expenses (unaudited)	發行購股權費用 (未經審核)	(10)	—	—	—	—	(10)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	676	—	676
Transfer of share option reserve on the forfeited share options (unaudited)	購股權被沒收時轉撥 購股權儲備 (未經審核)	—	—	—	(1,038)	1,038	—
At 31 December 2011 (unaudited)	於二零一一年十二月 三十一日(未經審核)	<u>372,458</u>	<u>770</u>	<u>10,343</u>	<u>7,590</u>	<u>(380,260)</u>	<u>10,901</u>





## INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the nine months ended 31 December 2012 (2011: Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

#### Turnover

During the period under review, revenue from the wireless value added services remained as one of the Group's major sources of income. During the nine months ended 31 December 2012 ("2012 Q3"), the Group recorded revenue of about HK\$46.9 million, representing a 14.1% decrease as compared to that for the nine months ended 31 December 2011 ("2011 Q3").

As mentioned in the previous reports and announcements of the Company, a cooperation agreement ("Cooperation Agreement") made between the Group and a subsidiary of China Mobile Limited ("China Mobile") regarding the Group's wireless music search services ("WMS Services") provided via China Mobile network expired in early July 2011. Following the expiry of the Cooperation Agreement, the Group continued to provide WMS Services to China Mobile from July 2011 up to the date of this report.

After prolonged discussions, in early July 2012, a new operational supporting services agreement ("Service Agreement") was signed between the Group and China Mobile (through its subsidiary) covering the period from July 2011 to July 2012. Pursuant to the Service Agreement, both parties have agreed on a new charging model for the Group's WMS Services for which the Group would receive a fixed operational support service fee (subject to adjustment) from China Mobile. Income in respect of the Group's WMS Services under the Service Agreement and up to 31 December 2012 was recorded during the 2012 Q3. Such income was lower than that received by the Group under the Cooperation Agreement for the 2011 Q3 which led to the decrease in revenue in the 2012 Q3. The Service Agreement has already been renewed.

## 中期股息

董事會不建議就截至二零一二年十二月三十一日止九個月派發任何中期股息(二零一一年:無)。

## 管理層討論及分析

### 財務回顧

#### 營業額

於回顧期間，來自無線增值服務行業之收益仍為本集團主要收入來源之一。於截至二零一二年十二月三十一日止九個月(「二零一二年第三季度」)，本集團錄得收益約46,900,000港元，相當於較截至二零一一年十二月三十一日止九個月(「二零一一年第三季度」)減少14.1%。

如本公司之過往報告及公佈所提及，本集團與中國移動有限公司(「中國移動」)之一間附屬公司就透過中國移動網絡提供之本集團之無線音樂搜尋服務(「無線音樂搜尋服務」)所訂立之合作協議(「合作協議」)已於二零一一年七月初屆滿。於合作協議屆滿後，本集團由二零一一年七月至本報告日期仍繼續向中國移動提供無線音樂搜尋服務。

經過長時間商討後，於二零一二年七月初，本集團與中國移動(透過其附屬公司)簽訂一份新營運支援服務協議(「服務協議」)，年期由二零一一年七月至二零一二年七月。根據此服務協議，雙方已就本集團之無線音樂搜尋服務協定新收費模式，而本集團將向中國移動收取固定營運支援服務費用(可予調整)。根據服務協議及截至二零一二年十二月三十一日提供之本集團之無線音樂搜尋服務之收入於二零一二年第三季度入賬。該收入低於本集團於二零一一年第三季度透過合作協議所得收入，導致二零一二年第三季度的收益減少。服務協議已被重續。



For further details of the Cooperation Agreement, the Service Agreement and their financial impacts to the Group, please refer to the Company's previous results announcements and announcements dated 27 October 2011, 25 November 2011, 20 January 2012, 31 May 2012, 6 July 2012, 31 July 2012 and 1 November 2012.

Over the recent years, measures implemented by the mobile operators in the People's Republic of China ("PRC") continued to impact most of the market players of value added services industry. As a result, the Group's revenue for the three months ended 31 December 2012 dropped by about 22.7% to about HK\$11.8 million as compared to about HK\$15.3 million for the three months ended 31 December 2011. In response to such challenges, the Group has launched new products and businesses and has commenced to record income from such new products and businesses in the 2012 Q3. Though the diversification made so far has not reversed the drop in revenue, such reform has widened the sources of income of the Group that would benefit the Group in the long run.

#### *Cost of Sales and Gross Profit*

As a result of rigorous competition in the value added services industry and the introduction of new products and businesses, cost of sales for the 2012 Q3 increased by about 2.3% to about HK\$24.1 million as compared to about HK\$23.6 million for the 2011 Q3.

Cost of sales for the three months ended 31 December 2012 has decreased by about HK\$1.2 million to about HK\$7.6 million as compared to about HK\$8.8 million for the three months ended 31 December 2011. The decrease was due to reduction in operating size of one of the new products in 2012 Q3, which had relatively high cost. The Group has also reduced its cost for rendering WMS Services in this quarter as compared with the same period of last year.

合作協議、服務協議及其對本集團之財務影響之進一步詳情，請參閱本公司過往之業績公佈及於二零一一年十月二十七日、二零一一年十一月二十五日、二零一二年一月二十日、二零一二年五月三十一日、二零一二年七月六日、二零一二年七月三十一日及二零一二年十一月一日之公佈。

近年，中華人民共和國（「中國」）流動網絡營運商實施之措施持續影響增值服務行業內大部份市場參與者。因此，本集團截至二零一二年十二月三十一日止三個月之收益較截至二零一一年十二月三十一日止三個月約15,300,000港元減少約22.7%至約11,800,000港元。本集團已推出新產品及業務以應付該等挑戰，並已於二零一二年第三季度開始自該等新產品及業務錄得收入。雖然作多元化發展至今尚未扭轉收益下滑的局面，惟有關改革已擴闊本集團之收入來源，長遠而言對本集團有利。

#### *銷售成本及毛利*

由於增值服務行業競爭激烈以及推出新產品及業務，二零一二年第三季度之銷售成本較二零一一年第三季度約23,600,000港元增加約2.3%至約24,100,000港元。

截至二零一二年十二月三十一日止三個月之銷售成本較截至二零一一年十二月三十一日止三個月約8,800,000港元已減少約1,200,000港元至約7,600,000港元。減幅乃由於其中一項成本相對較高的新產品之營運規模於二零一二年第三季度縮減。與去年同期相比，本集團亦於本季度削減其提供無線音樂搜尋服務之成本。



The gross profit for the nine months and three months ended 31 December 2012 dropped to about HK\$22.8 million and HK\$4.2 million respectively, representing decreases of about HK\$8.3 million and HK\$2.3 million respectively, as compared with the corresponding periods last year.

#### *Selling Expenses, Administrative Expenses and other Expenses*

During the 2012 Q3, selling expenses increased by about 25.2% from about HK\$9.5 million for the 2011 Q3 to about HK\$11.9 million. The increase was mainly caused by the increase in promotional activities and business development.

Administrative expenses for the 2012 Q3 amounted to about HK\$29.1 million, representing a decrease of about HK\$3.4 million as compared to about HK\$32.5 million for the 2011 Q3. The decrease was mainly due to tighter cost control during the 2012 Q3.

Other expenses for the 2012 Q3 amounted to about HK\$4.6 million, representing an increase of about HK\$1.0 million as compared to the 2011 Q3 of about HK\$3.6 million. The increase was due to the increase in staff cost of research and development.

The same trends were noted for selling, administrative and other expenses for the three months ended 31 December 2012.

#### *Other Income and Gains*

Other income and gains increased by about HK\$0.8 million to about HK\$1.6 million for the nine-month period ended 31 December 2012, and increased by about HK\$0.4 million to about HK\$0.8 million for the three-month period ended 31 December 2012 as compared with the corresponding periods last year. Such increases were mainly due to an increase in fair value gain for investment property.

Due to a combination of the effects stated above, loss attributable to equity holders of the Group has increased by about HK\$8.3 million from about HK\$13.3 million for the 2011 Q3 to about HK\$21.6 million for the 2012 Q3.

截至二零一二年十二月三十一日止九個月及三個月之毛利分別減少至約22,800,000港元及4,200,000港元，相當於較去年同期分別減少約8,300,000港元及2,300,000港元。

#### *銷售開支、行政開支及其他開支*

於二零一二年第三季度，銷售開支由二零一一年第三季度約9,500,000港元增加約25.2%至約11,900,000港元。增幅主要由於推廣活動及業務發展增加。

二零一二年第三季度之行政開支約為29,100,000港元，較截至二零一一年第三季度約32,500,000港元減少約3,400,000港元。減少主要是由於二零一二年第三季度收緊控制成本所致。

二零一二年第三季度之其他開支約為4,600,000港元，較二零一一年第三季度約3,600,000港元增加約1,000,000港元。增幅乃由於研發之員工成本增加所致。

截至二零一二年十二月三十一日止三個月之銷售、行政及其他開支錄得相同趨勢。

#### *其他收入及收益*

其他收入及收益增加約800,000港元至截至二零一二年十二月三十一日止九個月期間約1,600,000港元，與去年同期比較增加約400,000港元至截至二零一二年十二月三十一日止三個月期間約800,000港元。錄得增幅主要由於投資物業之公平價值收益有所增加。

基於上述各項原因，本集團權益持有人應佔虧損由二零一一年第三季度約13,300,000港元增加約8,300,000港元至二零一二年第三季度約21,600,000港元。



### Financial Position

The Group has remained at a sound financial position. As at 31 December 2012, the total equity of the Group amounted to about HK\$56.4 million (31 March 2012: about HK\$77.8 million) and the Group's net current assets amounted to about HK\$47.3 million (31 March 2012: about HK\$67.9 million). The current ratio, which is calculated by dividing current assets by current liabilities as at 31 December 2012 was about 2.3 (31 March 2012: about 3.9). The decreases of the Group's total equity, net current assets and current ratio were mainly due to the loss incurred during the 2012 Q3.

### Financial and Liquidity Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimize the cost of funds, the Group's treasury activities are centralized and cash is generally placed in deposits, denominated mostly in Renminbi and Hong Kong dollars.

During the 2012 Q3, the Group financed its operations mainly with its revenue from operating activities and a new bank loan. As at 31 December 2012, the Group had cash and cash equivalents of about HK\$42.9 million (31 March 2012: about HK\$67.1 million). During the 2012 Q3, the Group has a new bank loan of about HK\$11.4 million (31 March 2012: nil) which is denominated in Hong Kong dollars and repayable within one year. The bank loan is undertaken by a deposit at bank of about RMB10.0 million (31 March 2012: nil). As at 31 December 2012, the gearing ratio of the Group (total bank borrowings over total equity) was about 20.2% (31 March 2012: nil). There was no seasonality as to the Group's borrowing requirements and no other committed borrowing facilities.

### 財政狀況

本集團之財務狀況仍然穩健。於二零一二年十二月三十一日，本集團之權益總額約為56,400,000港元(二零一二年三月三十一日：約77,800,000港元)，而本集團之流動資產淨值約為47,300,000港元(二零一二年三月三十一日：約67,900,000港元)。於二零一二年十二月三十一日，流動比率(以流動資產除以流動負債計算)為約2.3(二零一二年三月三十一日：約3.9)。本集團之權益總額、流動資產淨值及流動比率減少主要由於二零一二年第三季度產生虧損所致。

### 財政資源及流動資金

本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為中央管理，而現金一般會以存款方式存放，並且大部分以人民幣及港元為計算單位。

於二零一二年第三季度，本集團主要以其經營活動所得的收益及銀行新貸款為其營運提供資金。於二零一二年十二月三十一日，本集團之現金及現金等值物約為42,900,000港元(二零一二年三月三十一日：約67,100,000港元)。於二零一二年第三季度，本集團之銀行新貸款約為11,400,000港元(二零一二年三月三十一日：零)，乃以港元計值及須於一年內償還。該筆銀行新貸款以銀行存款約人民幣10,000,000元(二零一二年三月三十一日：零)作為抵押。於二零一二年十二月三十一日，本集團之資產與負債比率(以銀行借貸總額除以權益總額)為約20.2%(二零一二年三月三十一日：零)。本集團之借貸要求並無季節性因素，且本集團亦無其他已承諾借貸融資。



### *Foreign Currency Exchange Exposure and Treasury Policies*

As most of the Group's trading transactions, monetary assets and liabilities are denominated in Renminbi and Hong Kong dollars, the impact of the foreign exchange exposure of the Group was minimal and there was no significant adverse effect on the normal operations. As at 31 December 2012, no hedges were made by the Group (31 March 2012: nil).

### *Significant Investments, Acquisitions or Disposals*

There were no significant investments or material acquisitions or disposals by the Company during the period under review.

### *Contingent Liabilities*

As at 31 December 2012, the Group had no material contingent liabilities (31 March 2012: nil).

### *Capital Structure*

The shares of the Company were listed on GEM on 28 March 2000. There was no change of the Company's capital structure during the nine-month period under review.

### **Business Review and Outlook**

In the third quarter of 2012, the Group continued to implement new strategies that focus on the operational supporting project of the wireless music search jointly run with China Mobile, while initiating diversified development of its digital entertainment business. During this quarter, the Group has introduced several music and non-music type user-end application program services, which led to a strong growth momentum of the number of new users.

### **外匯風險及庫務政策**

本集團大部分買賣交易、貨幣資產及負債乃以人民幣及港元為計算單位，因此外幣匯兌風險對本集團所構成之影響甚微，對正常業務亦無重大不利影響。於二零一二年十二月三十一日，本集團並無進行對沖（二零一二年三月三十一日：無）。

### **重大投資、收購或出售**

本公司於回顧期內並無重大投資或重大收購或出售。

### **或然負債**

於二零一二年十二月三十一日，本集團並無重大或然負債（二零一二年三月三十一日：無）。

### **資本架構**

本公司股份於二零零零年三月二十八日在創業板上市。本公司的資本架構於九個月的回顧期內概無任何變動。

### **業務回顧及展望**

本集團於二零一二年第三季度持續執行新戰略，以與中國移動合作的無線音樂搜索運營支撐合作專案為核心，並進行數碼娛樂業務的多元化拓展。本季度，本集團開始推出數款音樂及非音樂類用戶端應用程式服務，令新增用戶呈現較好的增長趨勢。



During this quarter, restrictive policies promulgated by telecommunication operators have imposed a more negative impact on the operating environment of the entire mobile value-added service industry that made it even more challenging. In addition, they introduced additional measures to adjust their cooperation models and commercial terms with the value-added services market players, which would continue to reduce the average revenue generated from the mobile value-added services per user. On the other hand, revenue from the non-music entertainment business developed by the Group continued to increase, in particular wireless reading services. The user base of the Group's personal entertainment information services has maintained a remarkable growth impetus.

During the fourth quarter of the current financial year, the Group will continue to expand its new business by focusing on elevating revenue from wireless reading services and the number of users of user-end application program services. At the same time, the Group will continue to improve its market share of WMS Services in order to maintain its leading position in the paid wireless music search market.

Looking forward, the Group will keep on accelerating its transformation in line with the two-pronged strategy of building on the legacy of close cooperation with the telecommunication operators and developing new businesses. Moreover, it will use the operational support of WMS Services provided to China Mobile as the core cooperation model and extend the cooperation in sales and marketing of music. In order to speed up the commercialisation of operational supporting projects which are run in collaboration with other domestic and overseas telecommunication operators, the Group will initiate a series of new telecommunication operator-oriented operational supporting projects. At the same time, the Group will also speed up the development of the new business of integrated personal entertainment services to expand several user-end application markets and increase the user base as well as income.

本季度電訊運營商出台更為負面的限制性政策，使整體無線增值業務行業的經營環境更加困難。再者，運營商對增值業務的市場參與者於合作模式以及商務條款推出更多調整措施，將繼續降低無線增值業務的平均每用戶付費收入水準。另一方面，本集團開拓的非音樂娛樂業務的收入繼續呈現增長，尤其以無線閱讀比較顯著。個人娛樂資訊服務使用者人數的增長也保持強勁的沖勁。

本集團於本財政年度第四季度將繼續拓展新業務，重點提升無線閱讀收入規模以及用戶端應用程式服務使用者數目。與此同時，亦會持續提高無線音樂搜索服務的市場份額，令本集團保持付費無線音樂搜索市場第一的行業地位。

展望未來，本集團將持續加速轉型，延續與電訊運營商合作無間的傳統與開發新業務並行的策略。並以中國移動的無線音樂搜索服務運營支撐為核心合作模式，加強音樂行銷合作；並開拓一系列的電訊運營商運營支撐型新項目，儘快實現與國內外多家電訊運營商合作的運營支撐項目的商用。同時加速發展綜合個人娛樂新業務，加大提升多款用戶端應用市場規模，增加使用者使用者規模以及收入規模。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2012, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Exchange, were as follows:

## 董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一二年十二月三十一日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

### Long positions in the ordinary shares of the Company

### 於本公司普通股之好倉

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares 普通股 股份數目	Percentage of the Company's issued share capital Note (3)
				佔本公司 已發行股本 百分比 附註(3)
Mr. Yip Heon Keung 葉向強先生	(1)	Interest of a controlled corporation 一間受控制公司之權益	181,682,918	24.02%
Mr. Yip Heon Ping 葉向平先生	(2)	Object of a discretionary family trust and through a controlled corporation 全權家族信託之 託管對象及透過 一間受控制公司	181,682,918	24.02%



Notes:

- (1) These shares are held by Greenford Company (PTC) Limited ("Greenford") and Bakersfield Global (PTC) Corporation ("Bakersfield") as trustees of The Greenford Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group (PTC) Limited ("Ace Central") as the trustee of The New Millennium Trust, a discretionary family trust and Mr. Yip Heon Keung is the sole director and sole shareholder of Ace Central. By virtue of the SFO, Mr. Yip Heon Keung is deemed to be interested in 181,682,918 shares of the Company held by Ace Central.
- (2) By virtue of the SFO, Mr. Yip Heon Ping, being one of the discretionary objects of The New Millennium Trust for the time being, is deemed to be interested in 181,682,918 shares of the Company. Among these shares, 122,597,702 shares is held by Greenford as a trustee mentioned above. The entire issued share capital in Greenford is held by Mr. Yip Heon Ping.
- (3) Based on 756,355,000 shares of the Company in issue as at 31 December 2012.

附註：

- (1) 該等股份由Greenford Company (PTC) Limited (「Greenford」) 及 Bakersfield Global (PTC) Corporation (「Bakersfield」) 分別以The Greenford Unit Trust及The Bakersfield Unit Trust之受託人身份持有，該等信託之所有單位均由Ace Central Group (PTC) Limited (「Ace Central」) 以The New Millennium Trust (一項全權家族信託) 之受託人身份持有，而葉向強先生為Ace Central之唯一董事及唯一股東。根據證券及期貨條例，葉向強先生被視為於Ace Central持有的本公司181,682,918股股份中擁有權益。
- (2) 根據證券及期貨條例，作為The New Millennium Trust當時其中一名全權託管對象，葉向平先生被視為於本公司181,682,918股股份中擁有權益。於該等股份中，122,597,702股股份由Greenford以上文所述之受託人身份持有。Greenford全部已發行股本由葉向平先生持有。
- (3) 根據於二零一二年十二月三十一日已發行之756,355,000股本公司股份計算。





## Long positions in underlying shares of the Company *Share Options*

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Company's original share option scheme was approved by the shareholders on 7 March 2000 (the "2000 Scheme"), and was terminated and replaced by a share option scheme approved by the shareholders on 9 April 2002 (the "2002 Scheme"). The 2002 Scheme was terminated and replaced by a new share option scheme approved by the shareholders on 5 August 2011 (the "New Scheme"). The options granted under the 2000 Scheme, which were not exercised or terminated or expired previously, expired on 21 August 2011.

A summary of the share option schemes is set out below:

### (a) 2002 Scheme

The 2002 Scheme became effective for a period of 10 years commencing on 23 April 2002. Eligible participants of the 2002 Scheme include all Directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the 2002 Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company. The exercise period of the options granted is determinable by the Directors, and commences after a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof. The 2002 Scheme was terminated and replaced by the New Scheme with effect from 5 August 2011. The options granted under the 2002 Scheme remain exercisable within their respective exercise periods.

## 於本公司相關股份之好倉 *購股權*

本公司設有購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。股東於二零零零年三月七日批准之本公司原有購股權計劃（「二零零零年計劃」）已終止及被股東於二零零二年四月九日批准之一項購股權計劃（「二零零二年計劃」）取代。二零零二年計劃已終止及被股東於二零一一年八月五日批准之一項新購股權計劃（「新計劃」）取代。根據二零零零年計劃授出但於過往未行使或終止或屆滿之購股權已於二零一一年八月二十一日屆滿。

購股權計劃之概要載列如下：

### (a) 二零零二年計劃

二零零二年計劃自二零零二年四月二十三日開始生效，為期10年。二零零二年計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據二零零二年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以認購本公司之普通股。所授購股權之行使期限由董事釐定，並於若干歸屬期後開始，及在任何情況下最遲須於授出購股權之各相關日期起計10年屆滿，惟須受提前終止之條文所規限。二零零二年計劃已於二零一一年八月五日終止及以新計劃取代。根據二零零二年計劃授出之購股權於其各自行使期內仍可行使。



(b) New Scheme

At the annual general meeting of the Company held on 5 August 2011 (the “2011 AGM”), an ordinary resolution was passed by the shareholders to approve and adopt the New Scheme in place of the 2002 Scheme.

The New Scheme became effective for a period of 10 years commencing on 10 August 2011. Eligible participants of the New Scheme include all Directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the New Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company at the highest of (i) the closing price of shares of the Company on GEM as stated in the Exchange’s daily quotations sheet for trade in one or more board lots of the shares of the Company on the date of the offer of grant; (ii) the average closing price of the shares of the Company on GEM as stated in the Exchange’s daily quotations sheet for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company’s share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise period of the options granted is determinable by the Directors, and commences after the date of offer and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under the New Scheme is equivalent to 10% of the shares of the Company in issue as at the date of the 2011 AGM.

(b) 新計劃

在本公司於二零一一年八月五日舉行之股東週年大會（「二零一一年股東週年大會」）上，股東通過一項普通決議案，批准及採納新計劃以取代二零零二年計劃。

新計劃自二零一一年八月十日開始生效，為期10年。新計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據新計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所列買賣本公司一手或以上股份在創業板之本公司股份收市價；(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值之價格（以最高者為準）認購本公司之普通股。接納授出購股權要約之期限為要約日期起計21日內。接納授出購股權時須支付象徵式代價1港元。所授出購股權之行使期限由董事釐定，並於要約日期後開始，及在任何情況下最遲須於授出購股權之各相關日期起計10年屆滿，惟須受提前終止之條文所規限。

於行使根據新計劃將授出之所有購股權時可配發及發行之股份總數相等於截至二零一一年股東週年大會舉行日期之本公司已發行股份之10%。



The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

The number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital and with an aggregate value in excess of HK\$5 million must be approved in advance by the Company's shareholders. The New Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

於行使根據新計劃及本集團之任何其他購股權計劃所授出及仍未行使之所有尚未獲行使之購股權時將予配發及發行之股份最高數目，合共不得超過不時已發行之本公司有關類別股份之30%。

於任何12個月期間可授予任何個人之購股權所涉之股份數目，在未獲本公司股東事先批准前，不得超逾本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超逾本公司已發行股本之0.1%及總價值逾5,000,000港元，必需事先獲本公司股東批准。新計劃並無規定任何持有購股權之最短期限或行使購股權前之表現目標。



The following Director was granted share options under the 2002 Scheme to subscribe for shares of the Company, details of which are as follows:

以下董事根據二零零二年計劃獲授購股權以認購本公司股份，詳情如下：

Name of Director 董事姓名	Number of share options 購股權數目				Date of share options granted 購股權 授出日期	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted 授出購股權 之行使價 HK\$ per share 港元(每股)
	At 1 April 2012 於二零一二年 四月一日	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 31 December 2012 於二零一二年 十二月三十一日			
Ms. Li Luyi 李魯一女士	4,000,000	—	—	4,000,000	9 February 2010 二零一零年 二月九日	9 February 2010 to 8 February 2020 二零一零年 二月九日至 二零二零年 二月八日	0.66
	2,500,000	—	—	2,500,000	23 November 2010 二零一零年 十一月二十三日	23 November 2010 to 22 November 2020 二零一零年 十一月二十三日 至 二零二零年 十一月二十二日	0.27
	<u>6,500,000</u>	<u>—</u>	<u>—</u>	<u>6,500,000</u>			

As at 31 December 2012, the Company had outstanding options to subscribe for up to 29,240,000 shares of the Company under the 2002 Scheme and no options were granted under the New Scheme.

於二零一二年十二月三十一日，根據二零零二年計劃，本公司有可認購最多29,240,000股本公司股份之尚未行使購股權及並無根據新計劃授出購股權。

Save as disclosed above, as at 31 December 2012, none of the Directors and chief executive of the Company had an interest or short position in the ordinary shares or underlying shares of the Company or any of its associated corporations that was notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零一二年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團之普通股或相關股份中概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須予記錄，或根據創業板上市規則第5.46條須知會本公司及聯交所之權益或淡倉。



## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2012, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

## 主要股東之權益及淡倉

於二零一二年十二月三十一日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

### Long positions in the ordinary shares or underlying shares of the Company

於本公司普通股或相關股份之好倉

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份 股份數目	Percentage of the Company's issued share capital Note (9) 佔本公司 已發行股本 百分比 附註(9)
Greenford Company (PTC) Limited	(1)	Beneficially owned 實益擁有	122,597,702	16.21%
Century Technology Holding (PTC) Limited	(2)	Beneficially owned 實益擁有	114,851,701	15.18%
Bakersfield Global (PTC) Corporation	(3)	Beneficially owned 實益擁有	59,085,216	7.81%
Ace Central Group (PTC) Limited (as trustee of The New Millennium Trust) (以The New Millennium Trust 之受託人身份)	(4)	Trustee of a discretionary family trust and through controlled corporations 全權家族信託之 受託人及透過 受控制公司	181,682,918	24.02%
Mr. Yip Seng Mun 葉醒民先生	(2), (3), (4) & (5)	Founder of a discretionary family trust, beneficially owned and through controlled corporations 全權家族信託之 受託人及透過 受控制公司	297,095,619	39.28%
Knicks Capital Inc.	(6)	Beneficially owned 實益擁有	40,480,000	5.35%
Mr. Zhang Xingsheng 張醒生先生	(6)	Interest of a controlled corporation 一間受控制公司之權益	40,480,000	5.35%



Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份 股份數目	Percentage of the Company's issued share capital Note (9) 佔本公司 已發行股本 百分比 附註(9)
Right Advance Management Limited	(7)	Beneficially owned 實益擁有	150,000,000	19.83%
Ms. Wang Li Mei 王立梅女士	(7)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	19.83%
Mr. Wang Leilei 王雷雷先生	(7)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	19.83%
Will City Limited 志城有限公司	(8)	Beneficially owned 實益擁有	100,000,000	13.22%
Ms. Zhang Yingnan 張穎楠女士	(8)	Interest of a controlled corporation 一間受控制公司之權益	100,000,000	13.22%

Notes:

附註：

- |  |   |
|--|---|
| <p>(1) Greenford is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Ping, a Director of the Company.</p>  | <p>(1) Greenford為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司董事葉向平先生持有。</p>  |
| <p>(2) Century Technology Holding (PTC) Limited ("Century") is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former Director of the Company.</p>   | <p>(2) Century Technology Holding (PTC) Limited (「Century」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司前任董事葉醒民先生實益擁有。</p>  |
| <p>(3) Bakersfield is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun.</p>  | <p>(3) Bakersfield為一間於英屬處女群島註冊成立之公司，其全部已發行股本由葉醒民先生實益擁有。</p>   |
| <p>(4) An aggregate of 181,682,918 shares are held through Greenford and Bakersfield as trustees of The Greenford Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central as the trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Seng Mun as the founder and Mr. Yip Heon Ping as one of the discretionary objects for the time being. Mr. Yip Heon Keung, a Director of the Company, is the sole director and sole shareholder of Ace Central.</p> | <p>(4) 合共181,682,918股股份由Greenford及Bakersfield分別以The Greenford Unit Trust及The Bakersfield Unit Trust之受託人身份持有。該等信託之所有單位均由Ace Central以The New Millennium Trust之受託人身份持有，而The New Millennium Trust為一項當時以葉醒民先生為創辦人及以葉向平先生為其中一名全權託管對象而設之全權家族信託。本公司董事葉向強先生為Ace Central之唯一董事及唯一股東。</p> |



- |  |   |
|--|---|
| (5) By virtue of the SFO, Mr. Yip Seng Mun is deemed to be interested in 181,682,918 shares of the Company as the founder of The New Millennium Trust and 114,851,701 shares of the Company as the beneficial owner of Century. He is also personally interested in 561,000 shares of the Company.               | (5) 根據證券及期貨條例，作為The New Millennium Trust之創辦人，葉醒民先生被視為擁有本公司181,682,918股股份之權益及作為Century之實益擁有人擁有本公司114,851,701股股份之權益。彼亦擁有本公司561,000股股份之個人權益。 |
| (6) Knicks Capital Inc. is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Zhang Xingsheng.  | (6) Knicks Capital Inc. 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張醒生先生持有。   |
| (7) Right Advance Management Limited (“Right Advance”) is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Ms. Wang Li Mei, and such shares are ultimately owned by Mr. Wang Leilei. Ms. Wang Li Mei is the sole director of Right Advance. | (7) Right Advance Management Limited (「Right Advance」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本以王立梅女士之名義註冊，而王雷雷先生則最終擁有該等股份。王立梅女士為Right Advance之唯一董事。    |
| (8) Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.  | (8) 志城有限公司為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張穎楠女士持有。   |
| (9) Based on 756,355,000 shares of the Company in issue as at 31 December 2012.  | (9) 根據於二零一二年十二月三十一日已發行之756,355,000股本公司股份計算。   |

Save as disclosed above, as at 31 December 2012, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### COMPETING INTERESTS

None of the Directors or the controlling shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the period under review.

除上文披露者外，於二零一二年十二月三十一日，本公司並無獲知會任何人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊內之權益或淡倉。

#### 競爭權益

於回顧期內，各董事或本公司之控股股東或彼等各自之聯繫人（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務中，概無擁有任何權益。



## PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

During the nine months ended 31 December 2012, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the nine months ended 31 December 2012.

## CORPORATE GOVERNANCE CODE

The Company has complied with all the code provisions set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 15 to the GEM Listing Rules throughout the period under review.

## AUDIT COMMITTEE

The Company established the audit committee ("Audit Committee") on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the CG Code. The primary duties of the Audit Committee include the review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the relationship with the auditors of the Group.

As at the date of this report, the Audit Committee comprised three independent non-executive Directors of the Company, namely Mr. Tam Chun Wan (Chairman of the Audit Committee), Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun.

The Audit Committee has reviewed this report and has provided advice and comments thereon.

## 購買、贖回或出售本公司之上市證券

於截至二零一二年十二月三十一日止九個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

## 董事進行之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上規規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零一二年十二月三十一日止九個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

## 企業管治守則

於回顧期內，本公司一直遵守創業板上規規則附錄十五所載之企業管治守則（「企業管治守則」）之所有守則條文。

## 審核委員會

本公司已於二零零零年三月七日成立審核委員會（「審核委員會」），並已根據企業管治守則之守則條文制訂及不時修訂其書面職權範圍。審核委員會之主要職權包括審閱及監察本集團之財務申報制度及內部控制程序、審閱本集團之財務資料，及檢討與本集團核數師之關係。

於本報告日期，審核委員會由本公司三名獨立非執行董事譚振寰先生（審核委員會主席）、謝月玲女士及黎美倫女士組成。

審核委員會已審閱本報告，並就此提供意見及評論。





## REMUNERATION COMMITTEE

In accordance with the CG Code, the Company established the remuneration committee (“Remuneration Committee”) on 17 June 2005 with written terms of reference. The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company’s policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee comprises two independent non-executive Directors of the Company, namely Ms. Tse Yuet Ling, Justine (Chairman of the Remuneration Committee), Ms. Lai May Lun and one executive Director, Mr. Yip Heon Keung.

## NOMINATION COMMITTEE

In accordance with the CG Code, the Company established the nomination committee (“Nomination Committee”) on 29 March 2012 with written terms of reference. The principal responsibilities of the Nomination Committee include formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination of candidates, reviewing the size, structure and composition of the Board, as well as assessing the independence of independent non-executive Directors.

The Nomination Committee comprises one executive Director of the Company, namely Mr. Yip Heon Keung (Chairman of the Nomination Committee) and two independent non-executive Directors, Mr. Tam Chun Wan and Ms. Lai May Lun.

By Order of the Board  
Yip Heon Keung  
Chairman

Hong Kong, 4 February 2013

## 薪酬委員會

根據企業管治守則之規定，本公司已於二零零五年六月十七日成立薪酬委員會（「薪酬委員會」），並制定其書面職權範圍。薪酬委員會之主要職責包括就本公司所有董事及高級管理層之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理層之特定薪酬待遇。

薪酬委員會由本公司兩名獨立非執行董事謝月玲女士（薪酬委員會主席）、黎美倫女士，以及一名執行董事葉向強先生組成。

## 提名委員會

根據企業管治守則之規定，本公司已於二零一二年三月二十九日成立提名委員會（「提名委員會」），並制定其書面職權範圍。提名委員會之主要職責為制定提名政策，以及就董事之提名及委任和董事會接任之安排向董事會提出建議、制訂提名候選人的遴選程序、檢討董事會之規模、架構及組成，以及評估獨立非執行董事之獨立性。

提名委員會由本公司一名執行董事葉向強先生（提名委員會主席）及兩名獨立非執行董事譚振寰先生及黎美倫女士組成。

承董事會命  
主席  
葉向強

香港，二零一三年二月四日



## Prosten Technology Holdings Limited

Unit 802, 8/F  
Dominion Centre  
43-59 Queen's Road East  
Wanchai, Hong Kong

長達科技控股有限公司

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