

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

First Quarterly Report
第一季度業績報告 2013



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

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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 traded 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，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，本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。各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 three months ended 30 June 2013 amounted to about HK\$9.5 million, representing a 56.3% decrease as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the three months ended 30 June 2013 was about HK\$5.0 million, decreased by about HK\$8.3 million compared with the same period in the previous financial year.
- Loss attributable to equity holders of the Company for the three months ended 30 June 2013 amounted to about HK\$7.9 million, which represented an increase in loss of about HK\$6.3 million compared with the three months ended 30 June 2012.
- The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2013.
- 本集團截至二零一三年六月三十日止三個月之收益約為9,500,000港元，較上一個財政年度同期減少56.3%。
- 本集團截至二零一三年六月三十日止三個月之毛利約為5,000,000港元，較上一個財政年度同期減少約8,300,000港元。
- 截至二零一三年六月三十日止三個月，本公司權益持有人應佔虧損約為7,900,000港元，較截至二零一二年六月三十日止三個月虧損增加約6,300,000港元。
- 董事會不建議就截至二零一三年六月三十日止三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 three months ended 30 June 2013 together with the comparative unaudited figures for the three months ended 30 June 2012 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」)截至二零一三年六月三十日止三個月之未經審核綜合業績,連同截至二零一二年六月三十日止三個月之未經審核比較數字如下:

		Three months ended 30 June	
		截至六月三十日止三個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收益	9,512	21,769
Cost of sales	銷售成本	(4,492)	(8,492)
Gross profit	毛利	5,020	13,277
Other income and gains	其他收入及收益	249	609
Selling expenses	銷售開支	(3,284)	(1,883)
Administrative expenses	行政開支	(8,916)	(12,326)
Other expenses	其他開支	(923)	(1,409)
Finance costs	財務費用	(81)	(20)
Loss before tax	除稅前虧損	(7,935)	(1,752)
Income tax credit	所得稅抵免	—	135
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	(7,935)	(1,617)
Other comprehensive income which could be reclassified subsequently to profit or loss	其後可能重新分類至損益的其他全面收益		
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	515	—
Total comprehensive expenses for the period	期內全面開支總額	(7,420)	(1,617)
Loss per share attributable to equity holders of the Company	本公司權益持有人應佔每股虧損		
Basic	基本	HK(1.05) cents 港仙	HK(0.21) cent 港仙
Diluted	攤薄	N/A 不適用	N/A 不適用

Notes:

1. Basis of Preparation

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") (which include all individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") 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 the 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 2013, except that the Group has adopted a number of new or revised HKFRSs, which are newly effective for the period under review with changes in significant accounting policies as set out below.

Consolidation

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. All material intra-group transactions, unrealised gains and losses and balances have been eliminated on consolidation.

The adoption of these new or revised HKFRSs had no significant financial effect on the financial results for the current period. There is no other significant change in accounting policies and no prior period adjustment is required.

附註：

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」）（包括所有個別香港財務申報準則、香港會計準則（「香港會計準則」）及詮釋）、香港普遍採納之會計原則，以及創業板上市規則之披露規定而編製。此等未經審核綜合業績乃根據歷史成本慣例編製，惟投資物業以公平價值列賬。除另有指明外，此等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二零一三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或經修訂香港財務申報準則致使重大會計政策變更如下。

綜合賬目

附屬公司乃本集團對其有控制權的實體（包括結構性實體）。若本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即本集團對該實體具有控制權。附屬公司由控制權轉至本集團之日起全面綜合計算，控制權終止之日停止綜合計算。集團內所有公司之間的重要交易、未變現收益及虧損以及結餘已於綜合賬目時對銷。

採納此等新訂或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。會計政策並無其他重大轉變及毋須對過往期間作出調整。

The Group has not early applied the new or revised HKFRSs which are relevant to the Group 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 or revised HKFRSs upon initial application. Except that the application of HKFRS 9 *Financial Instruments* (and its subsequent amendments) might affect the classification, measurement and presentation of the Group's financial assets and financial liabilities, so far the Group is not yet in a position to state whether these new or revised HKFRSs would have any significant impact on its results of operations and financial position. The Group expects to apply these new or revised HKFRSs when they first become effective.

The unaudited consolidated results have been reviewed by the audit committee of the Company ("Audit Committee").

2. Revenue

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

3. Income Tax Credit

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the three months ended 30 June 2013 (three months ended 30 June 2012: 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.

在編製此等未經審核綜合業績時，本集團並無提早應用與本集團相關的已經頒佈但尚未生效的新訂或經修訂香港財務申報準則。本集團現正評估首次採用此等新訂或經修訂香港財務申報準則時的影響。除應用香港財務申報準則第9號金融工具(及其後的修訂)可能影響本集團財務資產及財務負債的分類、計量及呈列外，截至目前為止，本集團仍未能確定該等新訂或經修訂香港財務申報準則是否會對其營運業績及財務狀況構成任何重大影響。本集團預期將於該等新訂或經修訂香港財務申報準則首次生效時應用該等準則。

未經審核綜合業績已由本公司之審核委員會(「審核委員會」)審閱。

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. 所得稅抵免

由於本集團於截至二零一三年六月三十日止三個月內並無錄得任何於香港產生之應課稅溢利(截至二零一二年六月三十日止三個月：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。

Three months ended 30 June

截至六月三十日止三個月

2013	2012
二零一三年	二零一二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Deferred and total tax credit
for the period

遞延及期內稅項
抵免總額

—

135

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

The calculation of basic loss per share amounts is based on the loss for the period attributable to ordinary equity holders of the Company of about HK\$7,935,000 (three months ended 30 June 2012: HK\$1,617,000), and the numbers of ordinary shares of 756,355,000 (three months ended 30 June 2012: 756,355,000) in issue during the period.

Diluted loss per share has not been disclosed as no dilutive potential equity shares in existence as at 30 June 2013 and 30 June 2012.

4. 本公司權益持有人應佔每股虧損

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約7,935,000港元(截至二零一二年六月三十日止三個月:1,617,000港元)及期內已發行普通股數目756,355,000股(截至二零一二年六月三十日止三個月:756,355,000股)計算。

由於二零一三年六月三十日及二零一二年六月三十日並無潛在攤薄權益股份，故並無披露每股攤薄虧損。

5. Reserves

		Share premium account 股份溢價賬 HK\$'000 千港元	Statutory reserve fund 法定儲備基金 HK\$'000 千港元	Foreign currency translation reserve 外幣匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2013 (audited)	於二零一三年四月一日 (經審核)	372,468	3,349	14,319	7,793	(424,089)	(26,160)
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	(7,935)	(7,935)
Other comprehensive income for the period (could be reclassified subsequently to profit or loss):	期內其他全面收益 (其後可能重新分類至損益):						
Exchange differences on translation of foreign operations (unaudited)	換算海外業務產生之匯兌差額(未經審核)	—	—	515	—	—	515
Total comprehensive income/(expense) for the period (unaudited)	期內全面收入/(開支) (未經審核)	—	—	515	—	(7,935)	(7,420)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排(未經審核)	—	—	—	56	—	56
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)	1	—
At 30 June 2013 (unaudited)	於二零一三年六月三十日(未經審核)	372,468	3,349	14,834	7,848	(432,023)	(33,524)
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)	—	—	—	—	(1,617)	(1,617)
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	—	—	—	—	(1,617)	(1,617)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排(未經審核)	—	—	—	46	—	46
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 30 June 2012 (unaudited)	於二零一二年六月三十日(未經審核)	372,468	3,349	13,612	7,566	(396,436)	559



INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2013 (2012: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Result

A steady growth of wireless communication devices has driven considerable changes of our communication habits over the past decade. There are radical technology changes in every few years. To cope with such market changes, the Group developed and launched to the market various new products in late 2012/3. It also actively seeks opportunity to roll out the Group's services to the mobile users across South East Asia.

However, the result of business transformation need time to be realised. As a result, revenue of the Group for the three months ended 30 June 2013 amounted to about HK\$9.5 million, representing a decrease of about 56.3% as compared to that of about HK\$21.8 million for the three months ended 30 June 2012. The loss attributable to equity holders of the Company for the first quarter of 2013 amounted to about HK\$7.9 million, the loss increased by about HK\$6.3 million as compared to that of about HK\$1.6 million for the same period last year.

Revenue for the period under review decreased mainly due to the decrease in the revenue brought in by the provision of wireless music search services via the network of China Mobile Limited ("China Mobile").

中期股息

董事會不建議就截至二零一三年六月三十日止三個月派發任何中期股息(二零一二年：無)。

管理層討論及分析

財務回顧

業績

過去十年，無線通訊設備的穩定發展令我們的溝通習慣產生重大變化。科技每隔數年均出現徹底改變。為迎合此等市場變化，本集團已開發多款新產品，並於二零一二/三年度末期推出市場。本集團亦積極尋求機遇將其服務推廣至東南亞的移動用戶。

然而，業務轉型的成果實現需時。因此，本集團於截至二零一三年六月三十日止三個月的收益約為9,500,000港元，較截至二零一二年六月三十日止三個月約21,800,000港元減少約56.3%。二零一三年第一季度本公司權益持有人應佔虧損約為7,900,000港元，虧損較去年同期約1,600,000港元增加約6,300,000港元。

回顧期內收益下降，主要是由於透過中國移動有限公司(「中國移動」)的網絡提供無線音樂搜尋服務所帶來的收益減少所致。



As mentioned in our previous financial reports and announcement, China Mobile finished its review on the pricing model of wireless music search services with the Group in the first quarter of 2012/3 and in July 2012, an operational support service agreement was signed which cover the income from the Group's operational support services provided to China Mobile for the period from July 2011 to July 2012. Based on this agreement, a fixed operational supporting service fee was charged from the Group to China Mobile and this charging model remains the same across the period thereafter to date of this report.

The income in respect of the Group's services under the above agreement up to 30 June 2012 was recognised in the first quarter of 2012/3 according to HKFRS, such income was higher than that derived from the renewal of operational support service agreement for the three months ended 30 June 2013 which was recognised in the first quarter of 2013/4.

Further, the income from the business partners for music search services decreased due to keen competition and changes in consumer habits.

As a result of decrease in revenue, the Group's cost of sales for the period under review decreased to about HK\$4.5 million, representing a decrease of about HK\$4.0 million compared to that of about HK\$8.5 million for the corresponding period in 2012.

Selling expenses amounted to about HK\$3.3 million for the three months ended 30 June 2013, which was increased by about HK\$1.4 million as compared to that of about HK\$1.9 million for the three months ended 30 June 2012. The increase was mainly due to the increase of business development and promotional marketing activities.

誠如我們早前的財務報告及公佈所述，中國移動已於二零一二／三年度第一季度完成審閱與本集團之間的無線音樂搜尋服務的定價模式，並於二零一二年七月簽訂營運支援服務協議，其涉及本集團於二零一一年七月至二零一二年七月期間向中國移動提供營運支援服務所得的收入。根據此協議，本集團向中國移動收取固定營運支援服務費用，而該收費模式於其後直至本報告日期止期間內維持不變。

本集團由上述協議下至二零一二年六月三十日之服務產生的收入已根據香港財務申報準則於二零一二／三年第一季度確認，該收入較截至二零一三年六月三十日止三個月來自營運支援協議之續期所產生並於二零一三／四年第一季度確認的收入為高。

此外，競爭激烈及消費者習慣轉變亦令到來自音樂搜尋服務的業務夥伴收入減少。

由於收益下降，本集團於回顧期內的銷售成本減少至約4,500,000港元，較二零一二年同期約8,500,000港元減少約4,000,000港元。

截至二零一三年六月三十日止三個月，銷售開支約為3,300,000港元，較截至二零一二年六月三十日止三個月約1,900,000港元增加約1,400,000港元。增加主要由於業務發展及市場推廣活動增加所致。



Administrative expenses has decreased from about HK\$12.3 million for the three months ended 30 June 2012 to about HK\$8.9 million for the three months ended 30 June 2013, representing a decrease of about 27.7%. The decrease was mainly due to tight cost control over administrative activities.

Other expenses decreased by about 34.5% from about HK\$1.4 million for the three months ended 30 June 2012 to about HK\$0.9 million for the three months ended 30 June 2013. It was mainly due to the decrease in non-operating staff costs despite the increase in number of staff.

Other income and gains mainly represented gain from movement of fair value of an investment property and interest income. Total other income decreased by about HK\$0.4 million from about HK\$0.6 million for the three months ended 30 June 2012 to about HK\$0.2 million for the three months ended 30 June 2013, mainly due to decrease in interest income generated from cash and cash equivalents.

Due to a combination of the effects stated above, the Group's loss attributable to equity holders of the Group amounted to about HK\$7.9 million in period under review, represented a further loss of about HK\$6.3 million as compared to that of about HK\$1.6 million in first quarter of last year.

Financial Position

As at 30 June 2013, the total equity of the Group amounted to about HK\$42.1 million (31 March 2013: HK\$49.5 million) and the Group's net current assets amount to about HK\$32.1 million (31 March 2013: HK\$39.4 million). The current ratio, which is calculated by dividing current assets to current liabilities as at 30 June 2013 was 1.9 (31 March 2013: 2.1). The decrease in the total equity, net current assets and current ratio was mainly due to the loss incurred during the period under review.

行政開支由截至二零一二年六月三十日止三個月約12,300,000港元減少至截至二零一三年六月三十日止三個月約8,900,000港元，跌幅約為27.7%。減少主要由於收緊控制行政活動的成本所致。

其他開支由截至二零一二年六月三十日止三個月約1,400,000港元減少約34.5%至截至二零一三年六月三十日止三個月約900,000港元。此乃主要由於儘管員工數目增加，惟非經營員工成本減少所致。

其他收入及收益主要來自一項投資物業公平值變動的收益及利息收入。其他收入總額由截至二零一二年六月三十日止三個月約600,000港元減少約400,000港元至截至二零一三年六月三十日止三個月約200,000港元，此乃主要由於來自現金及現金等值物的利息收入減少所致。

基於上述各項原因，於回顧期內本集團權益持有人應佔本集團虧損約7,900,000港元，較去年第一季度約1,600,000港元進一步產生虧損約6,300,000港元。

財政狀況

於二零一三年六月三十日，本集團之權益總額約為42,100,000港元(二零一三年三月三十一日：49,500,000港元)，而本集團之流動資產淨值約為32,100,000港元(二零一三年三月三十一日：39,400,000港元)。二零一三年六月三十日之流動比率(以流動資產除以流動負債計算)為1.9(二零一三年三月三十一日：2.1)。權益總額、流動資產淨值及流動比率減少的主要原因是 在回顧期間內產生虧損所致。



Liquidity, Financial Resources and Gearing Ratio

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 centralised and cash is generally placed in deposits with banks and denominated mostly in Renminbi and Hong Kong dollars.

During the three months ended 30 June 2013, the Group has financed its operations by revenue generated from its operations. As at 30 June 2013, cash and bank balances (including pledged bank deposits) amounted to about HK\$46.3 million, representing a decrease of about HK\$5.5 million from that as at 31 March 2013 of about HK\$51.8 million. The decrease in cash and bank balances was mainly due to cash used for financing the operations of the Group.

The outstanding bank borrowing as at 30 June 2013 was about HK\$11.4 million (31 March 2013: HK\$11.4 million), which is denominated in Hong Kong dollars and repayable within one year. The bank loan is secured by a bank deposit of about HK\$12.6 million (31 March 2013: HK\$12.5 million). As at 30 June 2013, the gearing ratio of the Group (total bank borrowings over total equity) was about 27.1% (31 March 2013: 23.0%). There was no seasonality as to the Group's borrowing requirements and no other committed borrowing facilities.

流動資金、財政資源及資產與負債比率

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，本集團之財務活動均為中央管理，而現金一般會以銀行存款方式存放，並且大部分以人民幣及港元為計算單位。

截至二零一三年六月三十日止三個月，本集團以其經營活動所產生之收益為其營運提供資金。於二零一三年六月三十日，現金及銀行結餘（包括已抵押銀行存款）約為46,300,000港元，較二零一三年三月三十一日約51,800,000港元減少約5,500,000港元。現金及銀行結餘減少主要由於現金已用於為本集團的營運提供資金。

於二零一三年六月三十日，尚未償還的銀行借貸約為11,400,000港元（二零一三年三月三十一日：11,400,000港元），該款項以港元計值及須於一年內償還。該筆銀行貸款以銀行存款約12,600,000港元（二零一三年三月三十一日：12,500,000港元）作為抵押。於二零一三年六月三十日，本集團的資產與負債比率（以銀行借貸總額除以權益總額）約為27.1%（二零一三年三月三十一日：23.0%）。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 foreign exchange exposure to the Group was not significant and there was no significant adverse effect on normal operations. As at 30 June 2013, no related hedges were made by the Group (31 March 2013: nil).

Contingent Liabilities

As at 30 June 2013, the Group had no material contingent liabilities (31 March 2013: 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 period under review.

Business Review and Outlook

In the first quarter, the Group continued to implement new strategy, which is to pursue diversified development in digital entertainment business with wireless music business as the core pillar. During the first quarter, the Group successfully renewed its operational support service arrangement with China Mobile in the nationwide wireless music search business and secured new projects for the developmental and operational support services for end user application in the area of music with China Mobile. However, as the cooperation model for operational support-typed business with operator was charged on a fixed basis, the amount of operational support fee is determined by the number of project supporting personnel, thus the operational support service income generated by the Group was limited. As the operating environment of the domestic wireless value-added service industry continued to be challenging, income from wireless music business was affected by the unfavourable policies of the operators.

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並無構成重大影響，對正常業務亦無重大不利影響。於二零一三年六月三十日，本集團並無進行相關對沖(二零一三年三月三十一日：無)。

或然負債

於二零一三年六月三十日，本集團並無重大或然負債(二零一三年三月三十一日：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回顧期內概無任何變動。

業務回顧及展望

本集團第一季度繼續執行新戰略，以無線音樂業務為核心的基礎上，多元化拓展數碼娛樂業務。在第一季度實現與中國移動延續合作全網無線音樂搜索業務的營運支援服務，並獲得新的中國移動音樂用戶端應用程式的開發與營運支援專案合作。但由於運營商的營運支援類合作模式為固定收費模式，以專案支援人員數量決定營運支援費額度，故本集團從中獲得的支援費服務收入規模有限。而國內無線增值業務行業經營環境持續困難，無線音樂業務收入受到運營商負面政策的影響。



In the first quarter, the cooperation projects with other new operators, including those with China Telecom Corporation Limited and overseas operators, have entered into the stage of trial operation, and are scheduled to commence commercial operations in the next quarter. The Group will also actively push forward the development of new businesses, and expand our market share in the markets of new operators. It is expected that the new cooperation projects with these operators will deliver steady income to the Group.

Looking ahead, the number of mobile users of China Mobile will continue to increase rapidly. Mobile internet will remain popular and various end user applications are especially well received by mobile users. In the next quarter, the Group will remain proactive in capturing industry opportunities, and will enhance the promotion of wireless music end user applications, secure cooperation arrangements with more mobile phone manufacturers and distributors; and continue to develop more new end user applications. The Group will continue to carry out its strategic transformation, by developing the wireless music search operational support business in parallel with new businesses, maximizing the average payment of the music business users, and expanding the market scale and income base of various end user applications.

第一季度與其他新的運營商的合作，包括中國電信股份有限公司與海外運營商的合作，已進入試運行階段，計劃將於下一季度正式商用。本集團亦將積極推進新業務的發展，以及提升在新的運營商市場的收入份額。預期與這些運營商的新增合作專案也將為本集團帶來穩定的收入。

展望未來，中國移動手機用戶數量依然保持高速增加，移動互聯網熱潮持續發展，尤其多種用戶端應用程式受到手機用戶的喜愛。本集團將積極把握行業機遇，於下一季度加強推廣無線音樂用戶端應用程式，實現與更多手機廠商和管道商的合作；並繼續開發更多更新種類的用戶端應用程式。本集團將繼續保持戰略轉型，並行發展無線音樂搜索營運支援業務及新業務，盡量提升音樂業務使用者平均付費水準，拓展多款用戶端應用程式的市場規模與收入規模。



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

As at 30 June 2013, 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:

Long positions in the ordinary shares of the Company

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一三年六月三十日，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：

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 were held by Greenford as beneficial owner. 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 30 June 2013.

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 以實益擁有人身份持有。Greenford 全部已發行股本由葉向平先生持有。
- (3) 根據於二零一三年六月三十日已發行之 756,355,000 股本公司股份計算。

Long positions in underlying shares of the Company

Share Options

The Company adopts and administers a share option scheme which is currently in force and effect 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 of the Company ("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, terminated or expired previously, became 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

本公司採納及管理一項目前有效及具效力之購股權計劃，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。本公司股東（「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，並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獲行使、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，為期十年。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十年屆滿，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被新計劃所取代。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 quotation sheet 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 quotation sheets 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, which commences after the date of offer with 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.

(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，為期十年。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於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二十一日內。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，於要約日期後開始，附有特定歸屬期，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。



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

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 is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the 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 Shareholders. The New Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

於行使根據新計劃將授出之所有購股權時可配發及發行之股份總數，其數目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%。

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%。

於任何十二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:

以下董事根據二零二零二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 2013 於二零一三年四月一日	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 30 June 2013 於二零一三年六月三十日			
	Ms. Li Luyi 李魯一女士	4,000,000	—	—			
	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 30 June 2013, the Company had outstanding options to subscribe for up to 28,890,000 shares of the Company under the 2002 Scheme and 2,850,000 options under the New Scheme.

於二零一三年六月三十日，根據二零二零二年計劃，本公司有可認購最多28,890,000股本公司股份之尚未行使購股權及根據新計劃授出2,850,000份購股權。

Save as disclosed above, as at 30 June 2013, 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，於二零一三年六月三十日，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 30 June 2013, 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:

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

主要股東之權益及淡倉

於二零一三年六月三十日，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，或記錄於本公司根據證券及期貨條例第336條須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：

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 創辦人，實益擁有及透過 受控制公司	297,095,619	39.28%



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)
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%
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：		
(1)	Greenford is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Ping, an executive Director.	(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執行董事葉向平先生持有。	
(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.	(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前任董事葉醒民先生實益擁有。	
(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.	(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。	

- (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, an executive Director, is the sole director and sole shareholder of Ace Central.
- (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。執行董事葉向強先生為**Ace Central**之唯一董事及唯一股東。
- (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 30 June 2013.
- (9) 根據於二零一三年六月三十日已發行之**756,355,000**股本公司股份計算。

Save as disclosed above, as at 30 June 2013, 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.

除上文披露者外，於二零一三年六月三十日，本公司並無獲任何人士（董事或本公司主要行政人員除外）知會彼等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，或記錄於本公司根據證券及期貨條例第336條須備存之登記冊內之權益或淡倉。



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.

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

During the three months ended 30 June 2013, 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 three months ended 30 June 2013.

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.

競爭權益

於回顧期內，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之業務中，概無擁有任何權益，或與本集團之間亦無任何其他利益衝突。

購買、贖回或出售本公司之上市證券

於截至二零一三年六月三十日止三個月內，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市規則第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，其於截至二零一三年六月三十日止三個月整段期間，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市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。



AUDIT COMMITTEE

The Company established the 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 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 Group's relationship with its auditors.

As at the date of this report, the Audit Committee comprised three independent non-executive Directors, 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.

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 remuneration of all 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, namely Ms. Tse Yuet Ling, Justine (Chairman of the Remuneration Committee) and Ms. Lai May Lun, and one executive Director, Mr. Yip Heon Keung.

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，並已根據企業管治守則之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責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，及檢討本集團與其核數師之關係。

於本報告日期，審核委員會由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。

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。

薪酬委員會由兩名獨立非執行董事謝月玲女士（薪酬委員會主席）及黎美倫女士，以及一名執行董事葉向強先生組成。



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, 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, 8 August 2013

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，二零一三年八月八日



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