

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 第一季度業績報告
First Quarterly Report



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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 2012 amounted to about HK\$21.8 million, representing a 15.1% decrease as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the three months ended 30 June 2012 was about HK\$13.3 million, decreased by 25.2% compared with the same period of last year.
- Loss attributable to equity holders of the Company for the three months ended 30 June 2012 amounted to about HK\$1.6 million, as compared to a profit of about HK\$0.3 million for the same period of 2011.
- The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2012.
- 本集團截至二零一二年六月三十日止三個月之收益約為21,800,000港元，較上一個財政年度同期減少15.1%。
- 本集團截至二零一二年六月三十日止三個月之毛利約為13,300,000港元，較去年同期減少25.2%。
- 截至二零一二年六月三十日止三個月，本公司權益持有人應佔虧損約為1,600,000港元，比對二零一一年同期為溢利約300,000港元。
- 董事會不建議就截至二零一二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 2012 together with the comparative unaudited figures for the corresponding period 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」)截至二零一二年六月三十日止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：

		Three months ended 30 June 截至六月三十日止三個月		
		2012 HK\$'000 二零一二年 千港元 (Unaudited) (未經審核)	2011 HK\$'000 二零一一年 千港元 (Unaudited) (未經審核)	
	Notes 附註			
Revenue	收益	2	21,769	25,648
Cost of sales	銷售成本		<u>(8,492)</u>	<u>(7,893)</u>
Gross profit	毛利		13,277	17,755
Other income and gains	其他收入及收益		609	123
Selling expenses	銷售開支		(1,883)	(4,312)
Administrative expenses	行政開支		(12,326)	(11,662)
Other expenses	其他開支		(1,409)	(1,118)
Finance costs	財務費用		<u>(20)</u>	<u>(1)</u>
(Loss)/profit before tax	除稅前(虧損)/溢利		(1,752)	785
Income tax expense	所得稅開支	3	<u>135</u>	<u>(505)</u>
(Loss)/profit for the period attributable to equity holders of the Company	本公司權益持有人應佔期內(虧損)/溢利		(1,617)	280
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		<u>—</u>	<u>32</u>
Total comprehensive (expenses)/income for the period	期內全面(開支)/收益總額		<u><u>(1,617)</u></u>	<u><u>312</u></u>
(Loss)/earnings per share attributable to equity holders of the Company	本公司權益持有人應佔每股(虧損)/盈利	4		
Basic	基本		<u>HK(0.21) cent 港仙</u>	<u>HK0.04 cent 港仙</u>
Diluted	攤薄		<u>N/A 不適用</u>	<u>HK0.04 cent 港仙</u>



Notes:

附註：

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 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 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 this 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.

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

2. Revenue

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

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(「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。

本集團並無在編製本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。

未經審核綜合業績已由本公司之審核委員會審閱。

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. 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 three months ended 30 June 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六月三十日止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。

Three months ended 30 June

截至六月三十日止三個月

		2012	2011
		HK\$'000	HK\$'000
		二零一二年	二零一一年
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current — Elsewhere	即期—其他地區		
Charge for the period	期內支出	—	(708)
Deferred	遞延	135	203
		<hr/>	<hr/>
Total tax credit/(charge)	期內稅項抵免／		
for the period	(支出)總額	<u>135</u>	<u>(505)</u>



4. (Loss)/Earnings Per Share Attributable to Equity Holders of the Company

The calculation of basic (loss)/earnings per share amounts is based on the loss for the period attributable to ordinary equity holders of the Company of about HK\$1,617,000 (for the three months ended 30 June 2011: profit about HK\$280,000), and the weighted average number of ordinary shares of 756,355,000 (Three months ended 30 June 2011: 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 2012.

The calculation of the diluted earnings per share amount for the three months ended 30 June 2011 was based on the profit for that period attributable to ordinary equity holders of the Company of about HK\$280,000. The weighted average number of ordinary shares of 757,781,747 used in this calculation was the weighted average number of ordinary shares in issue during the three months ended 30 June 2011 as used in the basic earnings per share calculation, and the weighted average of 1,426,747 ordinary shares assumed to have been issued at no consideration on the deemed exercise of share options with dilutive effect that entitled the grantees to subscribe for a total up to 3,000,000 ordinary shares during the period ended 30 June 2011.

4. 本公司權益持有人應佔每股(虧損)/盈利

每股基本(虧損)/盈利乃根據本公司普通權益持有人應佔期內虧損約1,617,000港元(截至二零一一年六月三十日止三個月:溢利約280,000港元)及期內已發行普通股之加權平均數756,355,000股(截至二零一一年六月三十日止三個月:756,355,000股)計算。

由於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。

截至二零一一年六月三十日止三個月之每股攤薄盈利,乃根據本公司普通權益持有人應佔該期間溢利約280,000港元計算。計算所使用之普通股加權平均數757,781,747股為計算每股基本盈利時所用之截至二零一一年六月三十日止三個月已發行普通股加權平均數,以及假設承授人有權認購合共最多3,000,000股普通股之具攤薄影響之購股權於截至二零一一年六月三十日止期間視作獲行使而按零代價發行之普通股加權平均數1,426,747股。



5. Reserves

5. 儲備

		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 cumulative losses 累計 虧損 HK\$'000 千港元	Total 總計 HK\$'000 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)	—	—	—	—	(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)	<u>372,468</u>	<u>3,349</u>	<u>13,612</u>	<u>7,566</u>	<u>(396,436)</u>	<u>559</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
Profit for the period (unaudited)	期內溢利(未經審核)	—	—	—	—	280	280
Other comprehensive income for the period: Exchange differences on translation of foreign operations (unaudited)	期內其他收益總額： 換算海外業務產生的 匯兌差額(未經審核)	—	—	32	—	—	32
Total comprehensive income for the period (unaudited)	期內全面收益總額 (未經審核)	—	—	32	—	280	312
Equity-settled share option arrangements (unaudited)	以權益結算之購股權 安排(未經審核)	—	—	—	301	—	301
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)	—	—	—	(8)	8	—
At 30 June 2011 (unaudited)	於二零一一年六月三十日 (未經審核)	<u>372,468</u>	<u>770</u>	<u>10,343</u>	<u>8,245</u>	<u>(367,752)</u>	<u>24,074</u>



INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2012 (2011: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue of the Group for the three months ended 30 June 2012 amounted to about HK\$21.8 million, representing a decrease of about 15.1% as compared to that of about HK\$25.6 million for the three months ended 30 June 2011. The loss attributable to equity holders of the Company for the first quarter of 2012 amounted to about HK\$1.6 million, as compared to the profit attributable to equity holders of the Company amounted to about HK\$0.3 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").

As mentioned in our previous financial reports and announcements, China Mobile has just finished its review on the pricing model of wireless music search services with the Group. Pursuant to the service agreement ("Service Agreement") signed in early July 2012, the Group agreed with China Mobile on a new charging model regarding the Group's operational support services provided to China Mobile for the period from July 2011 to July 2012, and during the said period the Group would charge China Mobile a fixed operational support service fee (subject to adjustment) for its services rendered. Due to the change in charging model, the income recorded as a result of the signing of the Service Agreement was lower than that from the prior contract for the same period of last year.

中期股息

董事會不建議就截至二零一二年六月三十日止三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

本集團截至二零一二年六月三十日止三個月的收益約為21,800,000港元，較截至二零一一年六月三十日止三個月的收益約25,600,000港元減少約15.1%。二零一二年第一季度本公司權益持有人應佔虧損約為1,600,000港元，而去年同期本公司權益持有人應佔溢利則約為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」)網絡提供無線音樂搜尋服務所帶來的收益減少所致。

如本公司早前的財務報告及公佈所述，中國移動與本集團剛完成檢討無線音樂搜尋服務的定價模式。根據於二零一二年七月初簽訂的服務協議(「服務協議」)，本集團已經與中國移動就由二零一一年七月至二零一二年七月期間向中國移動提供的營運支援服務的新收費模式達成協議，本集團將於上述期間就其所提供的服務向中國移動收取固定營運支援服務費用(可予調整)。由於收費模式有所變動，故因簽訂服務協議而錄得的收入低於去年同期來自前一份合約錄得的收入。



During the period under review, the Group's targeted in developing new products and services to widen its income base and to cope with changes in technology and market conditions. As a result, the Group's cost of sales for the period under review increased to about HK\$8.5 million, representing an increase of about HK\$0.6 million compared to that of about HK\$7.9 million for the corresponding period in 2011.

In the current period, the Group attained gross profit of about HK\$13.3 million, representing a decrease by 25.2% compared with the same period last year. The decrease was mainly due to the decrease in the Group's revenue and lower profit margin of new services and products.

Overall operating expenses including selling, administrative and other expenses, totally amounted to about HK\$15.6 million for the three months ended 30 June 2012, representing a decrease of 8.6% as compared to that of about HK\$17.1 million for same period in 2011. Selling expenses amounted to about HK\$1.9 million for the current period under review, which was decreased by 56.3% compared to that of about HK\$4.3 million in first quarter of 2011. The decrease was mainly due to the fact that the Group has tightened its cost control and budget over promotional marketing activities due to the change in revenue mix mentioned above. Administrative expenses has increased from about HK\$11.7 million in first quarter of 2011 to about HK\$12.3 million in this quarter, representing an increase of about 5.7%. The increase was mainly due to the increase in business development costs. Other expenses represented cost of research and development and expenses of other non-operating activities. Other expenses increased by about 26.0% to about HK\$1.4 million in the first quarter of 2012 which was mainly due to the increase in non-operating staff costs for continuous product development and service enhancement.

於回顧期內，本集團銳意開發新產品及服務，以擴闊收入基礎以及應對科技及市場情況的轉變。因此，本集團於回顧期內的銷售成本約為8,500,000港元，較二零一一年同期約7,900,000港元增加約600,000港元。

於本期間內，本集團之毛利約13,300,000港元，較去年同期減少25.2%。減幅主要是由於本集團收益下降以及新服務和產品的較低利潤率所致。

整體經營開支包括銷售、行政及其他開支，於截至二零一二年六月三十日止三個月期間合共約為15,600,000港元，較二零一一年同期約17,100,000港元減少8.6%。本回顧期內的銷售開支約為1,900,000港元，較二零一一年第一季度約4,300,000港元減少56.3%。減少主要由於本集團因上文提及的收入組合改變而收緊了對相關宣傳及市場推廣成本及預算的控制所致。行政開支由二零一一年第一季度約11,700,000港元增加至本季度約12,300,000港元，增幅約為5.7%。增加主要由於業務發展成本增加所致。其他開支指研發成本及其他非經營性活動開支。其他開支於二零一二年第一季度增加約26.0%至約1,400,000港元，主要由於就持續產品發展及提升服務之非經營性員工成本增加所致。



Other income and gains increased by about HK\$0.5 million from about HK\$0.1 million in the first quarter of last year to about HK\$0.6 million for the current period mainly due to increase in interest income for the first quarter of 2012. In addition, there is also increase in fair value adjustment on the value of investment property in this quarter.

Due to a combination of the effect stated above, the Group incurred a loss attributable to equity holders of the Group of about HK\$1.6 million in period under review, compared to a profit of about HK\$0.3 million in first quarter of last year.

Financial Position, Liquidity, Financial Resources and Gearing Ratio

As at 30 June 2012, the total equity of the Group amounted to about HK\$76.2 million (31 March 2012: HK\$77.8 million) and the Group's net current assets amount to about HK\$66.6 million (31 March 2012: HK\$67.9 million). The current ratio, which is calculated by dividing current assets to current liabilities as at 30 June 2012 was 3.9 (31 March 2012: 3.9). The slight decrease in the total equity and net current assets was mainly due to the loss incurred during the period under review.

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. As at 30 June 2012, cash and cash equivalents amounted to about HK\$58.4 million, representing a decrease of about HK\$8.7 million from that as at 31 March 2012 of about HK\$67.1 million. During the period under review, the Group financed its operations mainly with its revenue from operations. As at 30 June 2012 and 31 March 2012, the Group did not have any outstanding borrowings.

其他收入及收益由去年第一季度約100,000港元增加約500,000港元至本期間約600,000港元，主要原因為二零一二年第一季度之利息收入增加所致。此外，投資物業價值的公平價值調整於本季度亦有所增加。

基於上述各項原因，本集團於回顧期內產生本集團權益持有人應佔虧損約1,600,000港元，相比去年第一季度的溢利約為300,000港元。

財政狀況、流動資金、財政資源及資本與負債比率

於二零一二年六月三十日，本集團之權益總額約為76,200,000港元（二零一二年三月三十一日：77,800,000港元），而本集團之流動資產淨值約為66,600,000港元（二零一二年三月三十一日：67,900,000港元）。流動比率（按於二零一二年六月三十日之流動資產對流動負債計算）為3.9（二零一二年三月三十一日：3.9）。權益總額及流動資產淨值輕微減少的主要原因是回顧期內產生虧損所致。

本集團採取審慎之現金及財務管理政策。為求更有效控制成本及盡量降低資金成本，本集團集中管理其庫務，現金一般存放於銀行，並且大部分以人民幣及港元計值。於二零一二年六月三十日，現金及現金等值物約為58,400,000港元，較二零一二年三月三十一日約67,100,000港元減少約8,700,000港元。於回顧期內，本集團主要以其營運收益為其營運提供資金。於二零一二年六月三十日及二零一二年三月三十一日，本集團並無任何尚未清還之借貸。



Events after the Reporting Period

The Service Agreement between the Group and a subsidiary of China Mobile for operational support services provided by the Group to China Mobile in respect of wireless music search services for the period from July 2011 to July 2012 was signed on 6 July 2012.

Significant Investments and Disposal

There were no material acquisitions or disposals of subsidiaries by the Company during the period under review.

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 minimal and there was no significant adverse effect on normal operations. As at 30 June 2012, no related hedges were made by the Group (31 March 2012: nil).

Contingent Liabilities

As at 30 June 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 period under review.

報告期後事項

本集團與中國移動的一家附屬公司就本集團自二零一一年七月至二零一二年七月期間向中國移動提供有關無線音樂搜尋服務的營運支援服務而訂立的服務協議已於二零一二年七月六日簽署。

重大投資及出售

本公司於回顧期內並無進行附屬公司的重大收購或出售。

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。於二零一二年六月三十日，本集團並無進行相關對沖(二零一二年三月三十一日：無)。

或然負債

於二零一二年六月三十日，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回顧期內概無任何變動。



Business Review and Outlook

Leveraging on the global boom of smart phones, the Group continued to expand its presence in the wireless music business of smart phones during this quarter. Through improving our products and satisfying the users' dynamic music demand, the Group have further attracted more users and optimized their experience. With the efforts made during this quarter, the Group's service has covered wireless internet, Android platform and iOS platform, and the Group have successfully developed a total solution for satisfying the music demand of users:

1. Searching — To provide search function for users based on short message service, keywords and music fingerprint technique.
2. Discovering — To deliver users with personalized music by memorization of their preferences and tastes as well as music relevance analysis.
3. Socializing — To share the music-related activities with other users in the same city, location and social circle.
4. Interacting — To extend users' experience beyond music enjoyment by providing them with music-related information, interaction and games.

業務回顧及展望

鑒於席捲全球智慧手機浪潮，本集團在本季度內繼續加強智慧手機的無線音樂業務拓展。通過改進產品及滿足使用者全面音樂需求，本集團進一步吸引了更多用戶，完善了用戶體驗。經過本季度的努力，本集團的服務已覆蓋無線互聯網、Android平台、iOS平台，並且正式形成使用者音樂需求完整解決方案：

1. 搜索—為使用者提供於短信服務、關鍵字及音樂指紋技術的搜索功能。
2. 發現—通過記錄使用者音樂喜好及品味，通過歌曲相關性分析，向使用者推送個性化音樂。
3. 社交—用戶通過其所在城市、位置、社交圈分享其音樂相關行動。
4. 交互—在收聽音樂之餘，為使用者提供音樂相關資訊、互動、遊戲等功能，從而延伸用戶體驗。



Meanwhile, as an important partner of China Mobile in its wireless music business, the Group entered into the Service Agreement with a subsidiary of China Mobile in July 2012. Pursuant to the Service Agreement, the Group provided operational support services in respect of wireless music search to China Mobile from July 2011 to July 2012 during the period of which a fixed operating fee was charged. Subsequent to the period covered by the Service Agreement and up to date of this report, the Group continues to deliver the wireless music search service to China Mobile. The Group is currently under negotiation with China Mobile on the renewal of the Service Agreement. The renewed service agreement is expected to offer terms similar to the existing commercial terms and cooperating model under the Service Agreement. We will continue an in-depth communication with China Mobile in relation to the business cooperation policy for the provision of the wireless music search support service so as to pursue terms as favourable as possible to the Group.

As of the end of June 2012, the user base and the revenue of the Group's new business maintained a growth momentum, with the accumulated number of users of the entertainment information of over 50 million, the wireless music website of over 2 million and the App users on Android platform of over 100,000.

During the second quarter in 2012, the Group intends to upgrade its wireless music search service by enhancing search service functions of user interface, optimize users' experience for music search and strengthen the marketing cooperation with China Mobile. Meanwhile, the Group will continue to carry out various policies in relation to the mobile internet service, develop new products as well as increase the marketing effort of new business.

與此同時，本集團作為中國移動無線音樂業務的重要夥伴，在二零一二年七月，本集團與中國移動的一家附屬公司訂立服務協議。根據服務協議，本集團已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有關無線音樂搜索的營運支援服務，本集團於有關期間收取固定營運費用。於服務協議所涵蓋的期間後及截至本報告日期，本集團仍持續向中國移動提供無線音樂搜索服務。本集團正就重續服務協議與中國移動進行磋商。重續服務協議所提供的條款預期與服務協議現時的商業條款和合作模式相似。我們將繼續與中國移動針對無線音樂搜索支撐服務的合作商務政策進行深入溝通，盡量爭取有利本集團的條款。

截止二零一二年六月底，本集團之新業務使用者規模和收益保持增長，其中娛樂資訊產品使用者數目累計超過5,000萬，無線音樂網站使用者數目累計超過200萬，Android平台App使用者數目累計超過10萬。

本集團在二零一二年第二季度擬通過提升用戶界面的搜索服務功能以升級無線音樂搜索服務、完善音樂搜索用戶體驗度及加強與中國移動的行銷合作。同時，本集團將持續多元化發展移動互聯網服務的策略，創新產品並加強新業務營銷力度。



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

As at 30 June 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:

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

於二零一二年六月三十日，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：

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 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 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) 根據於二零一二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 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, 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.

(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。



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.

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%。

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.

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%。

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 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	Exercised during the period	Lapsed during the period	At			
	1 April 2012 於二零一二年 四月一日			30 June 2012 於二零一二年 六月三十日			
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 30 June 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.

於二零一二年六月三十日，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 30 June 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 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 創辦人，實益擁有及透過 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%



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)
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：

- | | |
|--|--|
| <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> |



- | | |
|---|---|
| (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. | (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以及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。 |
| (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 30 June 2012. | (9) 根據於二零一二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 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.

除上文披露者外，於二零一二年六月三十日，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。



COMPETING INTERESTS

None of the Directors or the management 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 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 three months ended 30 June 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.

競爭權益

於回顧期內，各董事或本公司之管理層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。

購買、贖回或出售本公司之上市證券

於截至二零一二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，其於截至二零一二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。

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。



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 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, 7 August 2012

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，二零一二年八月七日



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